

<div>Form 5500</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Annual Return/Report of Employee Benefit Plan</div> <div>This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code).</div> <div>▶ Complete all entries in accordance with the instructions to the Form 5500.</div>	<div>OMB Nos. 1210-0110 1210-0089</div> <div>2023</div> <div>This Form is Open to Public Inspection</div>
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Part I	Annual Report Identification Information
For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023	
A	This return/report is for: <div><div>☐ a multiemployer plan</div><div>☒ a single-employer plan</div><div>☐ a multiple-employer plan (Filers checking this box must provide participating employer information in accordance with the form instructions.)</div><div>☐ a DFE (specify) _____</div></div>
B	This return/report is: <div><div>☐ the first return/report</div><div>☐ the final return/report</div><div>☐ an amended return/report</div><div>☐ a short plan year return/report (less than 12 months)</div></div>
C	If the plan is a collectively-bargained plan, check here.▶ ☒
D	Check box if filing under: <div><div>☒ Form 5558</div><div>☐ automatic extension</div><div>☐ the DFVC program</div><div>☐ special extension (enter description)</div></div>
E	If this is a retroactively adopted plan permitted by SECURE Act section 201, check here.▶ ☐

Part II	Basic Plan Information—enter all requested information
1a	Name of plan THE BOEING COMPANY EMPLOYEE RETIREMENT PLAN
1b	Three-digit plan number (PN) ▶ 001
1c	Effective date of plan 01/01/1955
2a	Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) THE BOEING CO. AND CONSOLIDATED SUBSIDIARIES C/O ENTERPRISE BENEFITS ACCOUNTING P.O. BOX 3707 M/C 6X7-04 SEATTLE, WA 98124-2207 929 LONG BRIDGE DRIVE ARLINGTON, VA 22202
2b	Employer Identification Number (EIN) 91-0425694
2c	Plan Sponsor's telephone number 866-473-2016
2d	Business code (see instructions) 336410

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	09/09/2024	GREGORY D. MARCHAND
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address ☐ Same as Plan Sponsor EMPLOYEE BENEFIT PLANS COMMITTEE C/O THE BOEING COMPANY 100 N. RIVERSIDE PLAZA CHICAGO, IL 60606-1596	3b Administrator's EIN 58-2405861 3c Administrator's telephone number 312-544-2297																						
4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: a Sponsor's name c Plan Name	4b EIN 4d PN																						
5 Total number of participants at the beginning of the plan year	5 121519																						
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d). a(1) Total number of active participants at the beginning of the plan year a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits c Other retired or separated participants entitled to future benefits d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits f Total. Add lines 6d and 6e g(1) Number of participants with account balances as of the beginning of the plan year (only defined contribution plans complete this item) g(2) Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr><td colspan="2" style="height: 20px;"></td></tr> <tr><td style="width: 15%;">6a(1)</td><td style="text-align: right;">32477</td></tr> <tr><td>6a(2)</td><td style="text-align: right;">31398</td></tr> <tr><td>6b</td><td style="text-align: right;">54375</td></tr> <tr><td>6c</td><td style="text-align: right;">17026</td></tr> <tr><td>6d</td><td style="text-align: right;">102799</td></tr> <tr><td>6e</td><td style="text-align: right;">15490</td></tr> <tr><td>6f</td><td style="text-align: right;">118289</td></tr> <tr><td>6g(1)</td><td></td></tr> <tr><td>6g(2)</td><td></td></tr> <tr><td>6h</td><td></td></tr> </table>			6a(1)	32477	6a(2)	31398	6b	54375	6c	17026	6d	102799	6e	15490	6f	118289	6g(1)		6g(2)		6h	
6a(1)	32477																						
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6d	102799																						
6e	15490																						
6f	118289																						
6g(1)																							
6g(2)																							
6h																							
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7																						

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
 1A 3F 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- (1) ☒ **R** (Retirement Plan Information)
- (2) ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- (3) ☒ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary
- (4) ☐ **DCG** (Individual Plan Information) – Number Attached _____
- (5) ☐ **MEP** (Multiple-Employer Retirement Plan Information)

b General Schedules

- (1) ☒ **H** (Financial Information)
- (2) ☐ **I** (Financial Information – Small Plan)
- (3) ☐ **A** (Insurance Information) – Number Attached 0
- (4) ☒ **C** (Service Provider Information)
- (5) ☒ **D** (DFE/Participating Plan Information)
- (6) ☐ **G** (Financial Transaction Schedules)

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2023 Form M-1 annual report. If the plan was not required to file the 2023 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

<div>SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</div>	<div>Single-Employer Defined Benefit Plan Actuarial Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).</div> <div>▶ File as an attachment to Form 5500 or 5500-SF.</div>	<div>OMB No. 1210-0110</div> <div>2023</div> <div>This Form is Open to Public Inspection</div>
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For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023	
▶ Round off amounts to nearest dollar.	
▶ Caution: A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.	
A Name of plan THE BOEING COMPANY EMPLOYEE RETIREMENT PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF THE BOEING CO. AND CONSOLIDATED SUBSIDIARIES	D Employer Identification Number (EIN) 91-0425694
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information			
1	Enter the valuation date: Month 01 Day 01 Year 2023			
2	Assets:			
a	Market value	2a	17055457735	
b	Actuarial value	2b	18761003509	
3	Funding target/participant count breakdown	(1) Number of participants	(2) Vested Funding Target	(3) Total Funding Target
a	For retired participants and beneficiaries receiving payment	71847	12446914320	12446914320
b	For terminated vested participants	19188	1601011855	1601011855
c	For active participants	32113	3931393980	4323586269
d	Total	123148	17979320155	18371512444
4	If the plan is in at-risk status, check the box and complete lines (a) and (b) ☐			
a	Funding target disregarding prescribed at-risk assumptions	4a		
b	Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b		
5	Effective interest rate	5	5.26 %	
6	Target normal cost			
a	Present value of current plan year accruals	6a	42081372	
b	Expected plan-related expenses	6b	110000000	
c	Target normal cost	6c	152081372	

Statement by Enrolled Actuary
To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

<div>SIGN HERE</div>	<div>Signature of actuary</div> <div>EMILY L CARLSON</div> <div>Type or print name of actuary</div> <div>WILLIS TOWERS WATSON US LLC</div> <div>Firm name</div> <div>600 UNIVERSITY STREET SUITE 2528 SEATTLE, WA 98101-1176</div> <div>Address of the firm</div>	<div>07/22/2024</div> <div>Date</div> <div>23-06985</div> <div>Most recent enrollment number</div> <div>206-625-1125</div> <div>Telephone number (including area code)</div>
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Part II Beginning of Year Carryover and Prefunding Balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	765361443	1857357047
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8)	765361443	1857357047
10 Interest on line 9 using prior year's actual return of <u>-20.12</u> %	-153990722	-373700238
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		0
b(1) Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of <u>5.43</u> %		0
b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return		0
c Total available at beginning of current plan year to add to prefunding balance		0
d Portion of (c) to be added to prefunding balance		0
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	611370721	1483656809

Part III Funding Percentages

14 Funding target attainment percentage	14	90.71 %
15 Adjusted funding target attainment percentage	15	102.12 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	112.51 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls**18** Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
Totals ▶			18(b)	0	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	0

20 Quarterly contributions and liquidity shortfalls:

- a** Did the plan have a "funding shortfall" for the prior year? ☐ Yes ☒ No
- b** If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☐ Yes ☐ No
- c** If line 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

Part V	Assumptions Used to Determine Funding Target and Target Normal Cost
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21 Discount rate:			
a Segment rates:	1st segment: 4.75 %	2nd segment: 5.00 %	3rd segment: 5.74 %
			☐ N/A, full yield curve used
b Applicable month (enter code).....			21b 4
22 Weighted average retirement age			22 62
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute			

Part VI	Miscellaneous Items
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24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.		☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.		☐ Yes ☒ No
26 Demographic and benefit information		
a Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.		☒ Yes ☐ No
b Is the plan required to provide a projection of expected benefit payments? If "Yes," see instructions regarding required attachment ...		☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.....		27

Part VII	Reconciliation of Unpaid Minimum Required Contributions For Prior Years
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28 Unpaid minimum required contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII	Minimum Required Contribution For Current Year
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31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6c).....	31a	152081372	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	0	0	
b Waiver amortization installment	0	0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount		33	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)....		34	152081372
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	152081372	0	152081372
36 Additional cash requirement (line 34 minus line 35).....		36	0
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....		37	0
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)		38a	0
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances		38b	0
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)		39	0
40 Unpaid minimum required contributions for all years		40	0

Part IX	Pension Funding Relief Under the American Rescue Plan Act of 2021 (See Instructions)
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41 If an election was made to use the extended amortization rule for a plan year beginning on or before December 31, 2021, check the box to indicate the first plan year for which the rule applies. ☐ 2019 ☐ 2020 ☒ 2021
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<div>SCHEDULE C</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Service Provider Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>	OMB No. 1210-0110
		2023
		This Form is Open to Public Inspection.

For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023

<div>A</div> <div>Name of plan</div> <div>THE BOEING COMPANY EMPLOYEE RETIREMENT PLAN</div>	<div>B</div> <div>Three-digit plan number (PN)</div> <div>▶</div> <div>001</div>
<div>C</div> <div>Plan sponsor's name as shown on line 2a of Form 5500</div> <div>THE BOEING CO. AND CONSOLIDATED SUBSIDIARIES</div>	<div>D</div> <div>Employer Identification Number (EIN)</div> <div>91-0425694</div>

Part I

Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1

Information on Persons Receiving Only Eligible Indirect Compensation

- a

Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).....

Yes

x

No
- b

If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b)

Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b)

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

FIDELITY INV INST'L OP CO, LLC

04-3532603

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 16 17 50	RECORD KEEPER	2863490	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

THE BOEING CO AND CONSOLIDATED SUB

91-0425694

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10 14 28	PLAN SPONSOR	1974020	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

WILLIS TOWERS WATSON US LLC

53-0181291

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11 17	SERVICE PROVIDER	169455	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

CONDUENT HR SERVICES, LLC

04-3609848

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
99	SERVICE PROVIDER	131002	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

DELOITTE & TOUCHE LLP

13-3891517

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	AUDITOR	119906	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

FOLEY & LARDNER LLP

39-0473800

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
29	SERVICE PROVIDER	94829	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

HERRONPALMER

46-5438594

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
16	SERVICE PROVIDER	81309	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

STATE STREET BANK AND TRUST

04-1867445

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
49	SERVICE PROVIDER	61685	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

<div>SCHEDULE D</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div>		<div>DFE/Participating Plan Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>		<div>OMB No. 1210-0110</div> <div>2023</div> <div>This Form is Open to Public Inspection.</div>	
For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023					
A Name of plan THE BOEING COMPANY EMPLOYEE RETIREMENT PLAN				B Three-digit plan number (PN) ▶ 001	
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 THE BOEING CO. AND CONSOLIDATED SUBSIDIARIES				D Employer Identification Number (EIN) 91-0425694	
Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)					
a Name of MTIA, CCT, PSA, or 103-12 IE: TBCERP MASTER TRUST					
b Name of sponsor of entity listed in (a): THE BOEING CO. & CONSOLIDATED SUBS					
c EIN-PN 91-0425694-062		d Entity code M		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 16333139549	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value	

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs, other than DCGs)

(Complete as many entries as needed to report all participating plans. DCGs must report each participating plan using Schedule DCG.)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2023
		This Form is Open to Public Inspection

For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023		
A Name of plan THE BOEING COMPANY EMPLOYEE RETIREMENT PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 THE BOEING CO. AND CONSOLIDATED SUBSIDIARIES		
		D Employer Identification Number (EIN) 91-0425694

Part I	Asset and Liability Statement
---------------	--------------------------------------

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	17057699432	16333139549
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	17057699432	16333139549
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h	2241697	2259682
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	2241697	2259682
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	17055457735	16330879867

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)		
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		0
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		0
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		1297511750
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		1297511750

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1925697710	
(2) To insurance carriers for the provision of benefits.....	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		1925697710
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses:			
(1) Salaries and allowances	2i(1)	1974020	
(2) Contract administrator fees.....	2i(2)	3056177	
(3) Recordkeeping fees.....	2i(3)		
(4) IQPA audit fees.....	2i(4)	119906	
(5) Investment advisory and investment management fees	2i(5)		
(6) Bank or trust company trustee/custodial fees	2i(6)		
(7) Actuarial fees	2i(7)	154230	
(8) Legal fees	2i(8)	94829	
(9) Valuation/appraisal fees	2i(9)		
(10) Other trustee fees and expenses	2i(10)		
(11) Other expenses	2i(11)	90992746	
(12) Total administrative expenses. Add lines 2i(1) through (11)	2i(12)		96391908
j Total expenses. Add all expense amounts in column (b) and enter total	2j		2022089618

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-724577868
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☒ Unmodified (2) ☐ Qualified (3) ☐ Disclaimer (4) ☐ Adverse

b Check the appropriate box(es) to indicate whether the IQPA performed an ERISA section 103(a)(3)(C) audit. Check both boxes (1) and (2) if the audit was performed pursuant to both 29 CFR 2520.103-8 and 29 CFR 2520.103-12(d). Check box (3) if pursuant to neither.

(1) ☐ DOL Regulation 2520.103-8 (2) ☐ DOL Regulation 2520.103-12(d) (3) ☒ neither DOL Regulation 2520.103-8 nor DOL Regulation 2520.103-12(d).

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: **DELOITTE & TOUCHE, LLP**

(2) EIN: **13-3891517**

d The opinion of an independent qualified public accountant is **not attached** as part of Schedule H because:

(1) ☐ This form is filed for a CCT, PSA, DCG or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l. DCGs do not complete lines 4e, 4f, 4k, 4l, and 5, and DCGs generally complete the rest of Part IV collectively for all plans in the DCG, except as otherwise provided (see instructions).

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)		☒	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)		☒	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		☒	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		☒	
e Was this plan covered by a fidelity bond?	☒		85000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		☒	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		☒	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		☒	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)		☒	
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked and see instructions for format requirements.)		☒	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		☒	
l Has the plan failed to provide any benefit when due under the plan?		☒	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		☒	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? ☐ Yes ☒ No
If "Yes," enter the amount of any plan assets that reverted to the employer this year _____.

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)

5c Was the plan a defined benefit plan covered under the PBGC insurance program at any time during this plan year? (See ERISA section 4021 and instructions.) ☒ Yes ☐ No ☐ Not determined

If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year 511565.

<div>SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</div>	<div>Retirement Plan Information</div> <div>This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).</div> <div>▶ File as an attachment to Form 5500.</div>	<div>OMB No. 1210-0110</div> <div>2023</div> <div>This Form is Open to Public Inspection.</div>
For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023		
A Name of plan THE BOEING COMPANY EMPLOYEE RETIREMENT PLAN		B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 THE BOEING CO. AND CONSOLIDATED SUBSIDIARIES		D Employer Identification Number (EIN) 91-0425694
Part I	Distributions	
All references to distributions relate only to payments of benefits during the plan year.		
1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....		1 0
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 04-3275867		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year		3 1189
Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)	
4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ☐ Yes ☒ No ☐ N/A		
If the plan is a defined benefit plan, go to line 8.		
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____		
If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.		
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)		6a
b Enter the amount contributed by the employer to the plan for this plan year		6b
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)		6c
If you completed line 6c, skip lines 8 and 9.		
7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ☐ Yes ☐ No ☐ N/A		
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ☐ Yes ☐ No ☒ N/A		
Part III	Amendments	
9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ☐ Increase ☐ Decrease ☐ Both ☒ No		
Part IV	ESOPs (see instructions). If this is not a plan described under section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.	
10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?..... ☐ Yes ☐ No		
11 a Does the ESOP hold any preferred stock? ☐ Yes ☐ No		
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ☐ Yes ☐ No		
12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ☐ Yes ☐ No		
For Paperwork Reduction Act Notice, see the Instructions for Form 5500.		
Schedule R (Form 5500) 2023 v. 230707		

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that (1) contributed more than 5% of total contributions to the plan during the plan year or (2) was one of the top-ten highest contributors (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14 Enter the number of deferred vested and retired participants (inactive participants), as of the beginning of the plan year, whose contributing employer is no longer making contributions to the plan for: a The current plan year. Check the box to indicate the counting method used to determine the number of inactive participants: ☐ last contributing employer ☐ alternative ☐ reasonable approximation (see instructions for required attachment) b The plan year immediately preceding the current plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment) c The second preceding plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment)	14a 14b 14c	
15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to: a The corresponding number for the plan year immediately preceding the current plan year b The corresponding number for the second preceding plan year	15a 15b	
16 Information with respect to any employers who withdrew from the plan during the preceding plan year: a Enter the number of employers who withdrew during the preceding plan year b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16a 16b	
17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment..... ☐		

Part VI	Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans
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18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment..... ☐	
19 If the total number of participants is 1,000 or more, complete lines (a) and (b): a Enter the percentage of plan assets held as: Public Equity: <u>17.0</u> % Private Equity: <u>8.0</u> % Investment-Grade Debt and Interest Rate Hedging Assets: <u>55.0</u> % High-Yield Debt: <u>3.0</u> % Real Assets: <u>7.0</u> % Cash or Cash Equivalents: <u>2.0</u> % Other: <u>8.0</u> % b Provide the average duration of the Investment-Grade Debt and Interest Rate Hedging Assets: ☐ 0-5 years ☐ 5-10 years ☒ 10-15 years ☐ 15 years or more	
20 PBGC missed contribution reporting requirements. If this is a multiemployer plan or a single-employer plan that is not covered by PBGC, skip line 20. a Is the amount of unpaid minimum required contributions for all years from Schedule SB (Form 5500) line 40 greater than zero? ☐ Yes ☒ No b If line 20a is "Yes," has PBGC been notified as required by ERISA sections 4043(c)(5) and/or 303(k)(4)? Check the applicable box: ☐ Yes. ☐ No. Reporting was waived under 29 CFR 4043.25(c)(2) because contributions equal to or exceeding the unpaid minimum required contribution were made by the 30th day after the due date. ☐ No. The 30-day period referenced in 29 CFR 4043.25(c)(2) has not yet ended, and the sponsor intends to make a contribution equal to or exceeding the unpaid minimum required contribution by the 30th day after the due date. ☐ No. Other. Provide explanation: _____	

Part VII	IRS Compliance Questions
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21a Does the plan satisfy the coverage and nondiscrimination tests of Code sections 410(b) and 401(a)(4) by combining this plan with any other plans under the permissive aggregation rules? ☒ Yes ☐ No 21b If this is a Code section 401(k) plan, check all boxes that apply to indicate how the plan is intended to satisfy the nondiscrimination requirements for employee deferrals and employer matching contributions (as applicable) under Code sections 401(k)(3) and 401(m)(2). ☐ Design-based safe harbor method ☐ "Prior year" ADP test ☐ "Current year" ADP test ☒ N/A	
22 If the plan sponsor is an adopter of a pre-approved plan that received a favorable IRS Opinion Letter, enter the date of the Opinion Letter ___/___/___ (MM/DD/YYYY) and the Opinion Letter serial number _____.	

The Boeing Company Employee Retirement Plans

Financial Report
December 31, 2023

THE BOEING COMPANY EMPLOYEE RETIREMENT PLANS

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NOTE: All schedules required by Section 2520.103-10 of the Department of Labor’s Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

INDEPENDENT AUDITOR'S REPORT

To the Employee Benefit Plans Committee of The Boeing Company

Opinion

We have audited the financial statements of The Boeing Company Employee Retirement Plan, Boeing North American Retirement Plan, BSS Retirement Plan, BSS Retirement Plan for Bargained Employees, Employee Retirement Income Plan - Hourly East, Employee Retirement Income Plan - Hourly West, Non-Contributory Retirement Plan, and The Pension Value Plan for Employees of The Boeing Company (collectively, the "Plans"), employee benefit plans subject to the Employee Retirement Income Security Act of 1974 (ERISA), which comprise the statements of net assets available for benefits as of December 31, 2023 and 2022, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

In our opinion, the accompanying financial statements present fairly, in all material respects, the net assets available for benefits of the Plans as of December 31, 2023 and 2022, and the changes in their net assets available for benefits for the years then ended, in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the Plans and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plans' ability to continue as a going concern for one year after the date that the financial statements are available to be issued.

Management is also responsible for maintaining current plan instruments, including all plan amendments, administering the Plans, and determining that the Plans' transactions that are presented and disclosed in the financial statements are in conformity with the Plans' provisions, including maintaining sufficient records with respect to each of the participants, to determine the benefits due or which may become due to such participants.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audits.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audits in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plans' internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plans' ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audits, significant audit findings, and certain internal control-related matters that we identified during the audits.

Deloitte & Touche LLP
September 5, 2024

THE BOEING COMPANY EMPLOYEE RETIREMENT PLANS
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

THE BOEING COMPANY EMPLOYEE RETIREMENT PLANS
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31, 2023								
	The Boeing Company Employee Retirement Plan	Boeing North American Retirement Plan	BSS Retirement Plan	BSS Retirement Plan for Bargained Employees	Employee Retirement Income Plan - Hourly East	Employee Retirement Income Plan - Hourly West	Non-Contributory Retirement Plan	The Pension Value Plan for Employees of The Boeing Company	Total (Memorandum Only)
Assets - Investments at fair value - Interest in Master Trust	\$ 16,333,139,549	\$ 2,482,985,247	\$ 489,716,498	\$ 115,463,332	\$ 1,456,429,950	\$ 1,812,449,886	\$ 551,858,998	\$ 25,042,153,263	\$ 48,284,196,723
Liabilities - Accrued administrative expenses	2,259,682	598,403	62,171	30,576	336,262	452,754	301,885	2,512,269	6,554,002
Net Assets Available for Benefits	<u>\$ 16,330,879,867</u>	<u>\$ 2,482,386,844</u>	<u>\$ 489,654,327</u>	<u>\$ 115,432,756</u>	<u>\$ 1,456,093,688</u>	<u>\$ 1,811,997,132</u>	<u>\$ 551,557,113</u>	<u>\$ 25,039,640,994</u>	<u>\$ 48,277,642,721</u>

	December 31, 2022								
	The Boeing Company Employee Retirement Plan	Boeing North American Retirement Plan	BSS Retirement Plan	BSS Retirement Plan for Bargained Employees	Employee Retirement Income Plan - Hourly East	Employee Retirement Income Plan - Hourly West	Non-Contributory Retirement Plan	The Pension Value Plan for Employees of The Boeing Company	Total (Memorandum Only)
Assets - Investments at fair value - Interest in Master Trust	\$ 17,057,699,432	\$ 2,533,010,494	\$ 549,388,808	\$ 122,397,513	\$ 1,462,190,347	\$ 1,796,675,769	\$ 574,620,005	\$ 25,232,670,781	\$ 49,328,653,149
Liabilities - Accrued administrative expenses	2,241,697	946,686	196,001	268,558	379,684	526,683	519,616	3,020,062	8,098,987
Net Assets Available for Benefits	<u>\$ 17,055,457,735</u>	<u>\$ 2,532,063,808</u>	<u>\$ 549,192,807</u>	<u>\$ 122,128,955</u>	<u>\$ 1,461,810,663</u>	<u>\$ 1,796,149,086</u>	<u>\$ 574,100,389</u>	<u>\$ 25,229,650,719</u>	<u>\$ 49,320,554,162</u>

See Notes to Financial Statements.

THE BOEING COMPANY EMPLOYEE RETIREMENT PLANS
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

THE BOEING COMPANY EMPLOYEE RETIREMENT PLANS
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	Year Ended December 31, 2023								
	The Boeing Company Employee Retirement Plan	Boeing North American Retirement Plan	BSS Retirement Plan	BSS Retirement Plan for Bargained Employees	Employee Retirement Income Plan - Hourly East	Employee Retirement Income Plan - Hourly West	Non-Contributory Retirement Plan	The Pension Value Plan for Employees of The Boeing Company	Total (Memorandum Only)
Additions									
Net investment income from Master Trust	\$ 1,297,511,750	\$ 198,319,717	\$ 40,480,420	\$ 9,358,702	\$ 116,310,823	\$ 144,184,630	\$ 44,843,871	\$ 1,989,339,357	\$ 3,840,349,270
Deductions									
Benefits paid directly to participants or beneficiaries	(1,925,697,710)	(243,776,055)	(99,412,665)	(15,716,498)	(119,842,847)	(125,258,113)	(66,761,343)	(2,081,195,360)	(4,677,660,591)
Administrative expenses	(96,391,908)	(4,220,626)	(606,235)	(338,403)	(2,184,951)	(3,078,471)	(625,804)	(98,153,722)	(205,600,120)
Total deductions	(2,022,089,618)	(247,996,681)	(100,018,900)	(16,054,901)	(122,027,798)	(128,336,584)	(67,387,147)	(2,179,349,082)	(4,883,260,711)
Net (Decrease)/Increase	(724,577,868)	(49,676,964)	(59,538,480)	(6,696,199)	(5,716,975)	15,848,046	(22,543,276)	(190,009,725)	(1,042,911,441)
Net Assets Available for Benefits - Beginning of year	17,055,457,735	2,532,063,808	549,192,807	122,128,955	1,461,810,663	1,796,149,086	574,100,389	25,229,650,719	49,320,554,162
Net Assets Available for Benefits - End of year	<u>\$ 16,330,879,867</u>	<u>\$ 2,482,386,844</u>	<u>\$ 489,654,327</u>	<u>\$ 115,432,756</u>	<u>\$ 1,456,093,688</u>	<u>\$ 1,811,997,132</u>	<u>\$ 551,557,113</u>	<u>\$ 25,039,640,994</u>	<u>\$ 48,277,642,721</u>

	Year Ended December 31, 2022								
	The Boeing Company Employee Retirement Plan	Boeing North American Retirement Plan	BSS Retirement Plan	BSS Retirement Plan for Bargained Employees	Employee Retirement Income Plan - Hourly East	Employee Retirement Income Plan - Hourly West	Non-Contributory Retirement Plan	The Pension Value Plan for Employees of The Boeing Company	Total (Memorandum Only)
Deductions									
Benefits paid directly to participants or beneficiaries	\$ (1,818,146,813)	\$ (268,155,201)	\$ (157,683,005)	\$ (24,747,343)	\$ (120,200,431)	\$ (127,565,810)	\$ (39,300,116)	\$ (2,249,323,039)	\$ (4,805,121,758)
Administrative expenses	(49,928,358)	(6,146,898)	(864,682)	(631,819)	(2,532,096)	(3,638,554)	(1,290,451)	(97,713,465)	(162,746,323)
Net depreciation in fair value of investments	(4,530,172,960)	(673,439,031)	(159,791,657)	(34,024,560)	(382,503,346)	(466,713,944)	(149,288,806)	(6,641,424,397)	(13,037,358,701)
Total deductions	(6,398,248,131)	(947,741,130)	(318,339,344)	(59,403,722)	(505,235,873)	(597,918,308)	(189,879,373)	(8,988,460,901)	(18,005,226,782)
Net Assets Available for Benefits - Beginning of year	23,453,705,866	3,479,804,938	867,532,151	181,532,677	1,967,046,536	2,394,067,394	763,979,762	34,218,111,620	67,325,780,944
Net Assets Available for Benefits - End of year	<u>\$ 17,055,457,735</u>	<u>\$ 2,532,063,808</u>	<u>\$ 549,192,807</u>	<u>\$ 122,128,955</u>	<u>\$ 1,461,810,663</u>	<u>\$ 1,796,149,086</u>	<u>\$ 574,100,389</u>	<u>\$ 25,229,650,719</u>	<u>\$ 49,320,554,162</u>

See Notes to Financial Statements.

THE BOEING COMPANY EMPLOYEE RETIREMENT PLANS

NOTES TO FINANCIAL STATEMENTS

AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

1. DESCRIPTION OF THE PLANS

The following is a brief description of the following plans (collectively, the “Plans”), and provides only general information:

The Boeing Company Employee Retirement Plan (“BCERP”)
Boeing North American Retirement Plan (“BNA Plan”)
BSS Retirement Plan (“BSS Plan”)
BSS Retirement Plan for Bargained Employees (“BSSB Plan”)
Employee Retirement Income Plan – Hourly East (“Hourly East Plan”)
Employee Retirement Income Plan – Hourly West (“Hourly West Plan”)
Non-Contributory Retirement Plan (“NCRP”)
The Pension Value Plan for Employees of The Boeing Company (“PVP”)

Each of the Plans is sponsored by The Boeing Company (the “Company”). Eligible participants as defined by the Plans (“Participants”) should refer to the plan documents for a more complete description of the Plans’ provisions.

General —

BCERP:

The BCERP is a noncontributory defined benefit pension plan covering certain bargained employees of the Company. The BCERP is closed to various unions. These closure dates range from January 1, 2009 through December 31, 2016. Effective January 1, 1999, the assets and liabilities under the BCERP attributable to accrued benefits of active nonunion salaried Participants were transferred to the PVP. Benefit accruals under the BCERP were also frozen to various unions with freeze dates ranging from December 31, 2015 to December 31, 2018. For certain Participants who are members of the Society of Professional Engineering Employees in Aerospace, their benefit service was frozen effective December 31, 2018, however, their benefit accruals continue to grow based on pay increases.

BNA Plan:

The BNA Plan is a noncontributory defined benefit pension plan covering certain employees formerly of Boeing North American, Inc. (formerly Rockwell International Corporation), a subsidiary merged into the Company effective December 1996. The BNA Plan is made up of various sub-plans with varying plan provisions. Since 2000, the only sub-plan with active employees is the BNA Sub-Plan R02/Aerospace Hourly Plan (“R02 Sub Plan”). Effective January 1, 2009, the R02 Sub Plan was closed to new entrants and all benefit accruals in the R02 Sub Plan were frozen effective December 31, 2016.

BSS Plan:

The BSS Plan is a contributory defined benefit pension plan covering certain nonbargained employees formerly of Boeing Satellite Systems, Inc. (“BSS”), a subsidiary merged into the Company effective October 2000. The BSS Plan was closed to new entrants for the contributory benefit structure effective January 1, 1991. Noncontributory benefits of the BSS Plan were transferred to the PVP on April 1, 2003. All benefit accruals under the BSS Plan were frozen as of December 31, 2015.

THE BOEING COMPANY EMPLOYEE RETIREMENT PLANS

NOTES TO FINANCIAL STATEMENTS

AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

1. DESCRIPTION OF THE PLANS (CONTINUED)

BSSB Plan:

The BSSB Plan is a defined benefit pension plan with both contributory and noncontributory benefit structures covering certain bargained employees formerly of BSS. Eligible active employees are located in Southern California represented by Cabinet Makers, Millmen and Industrial Carpenters, Local No. 721 (formerly Electronic and Space Technicians Local No. 1553). The contributory portion of the BSSB Plan has been closed to new Participants since 1992. Effective January 1, 2012, the noncontributory portion of the BSSB Plan was closed to new entrants. Benefit accruals under the BSSB Plan were frozen effective December 31, 2018.

Hourly East Plan and Hourly West Plan:

The Hourly East Plan and Hourly West Plan are noncontributory defined benefit pension plans covering certain employees formerly of McDonnell Douglas Corporation (“MDC”), which merged with the Company effective August 1997. The Hourly East Plan and Hourly West Plan are closed to all unions. These closure dates range from January 1, 2012 through January 1, 2014 for the Hourly East Plan and January 1, 2010 through February 1, 2014 for the Hourly West Plan. All benefit accruals under the Hourly East Plan and Hourly West Plan were frozen by December 31, 2018.

NCRP:

The NCRP is a noncontributory defined benefit pension plan covering certain bargained employees of the Company, represented by United Automobile, Aerospace and Agricultural Implement Workers of America, Local 1069, in Ridley Park, Pennsylvania. Effective January 1, 2014, the NCRP was closed to new entrants. All benefit accruals under the NCRP were frozen effective December 31, 2016.

PVP:

The PVP is a noncontributory defined benefit pension plan covering certain nonunion salaried employees of the Company. Effective January 1, 2009, the PVP was closed to new entrants. Benefit accruals under the PVP were frozen, other than interest credits applied to Participants’ cash balance hypothetical accounts to the extent required by law, effective December 31, 2015.

The assets of the Plans, along with two other plans sponsored by the Company and not included in the accompanying financial statements, are held in The Boeing Company Employee Retirement Plans Master Trust (the “Master Trust”). J.P. Morgan Chase, N.A. (“J.P. Morgan”) serves as the trustee for the Master Trust. The Employee Benefit Plans Committee has the overall responsibility for the operation and administration of the Plans. The Plans are subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”).

The “Total (Memorandum Only)” columns in the accompanying Statements of Net Assets Available for Benefits and Statements of Changes in Net Assets Available for Benefits represent the total activity for the Plans and are provided for information purposes only.

THE BOEING COMPANY EMPLOYEE RETIREMENT PLANS

NOTES TO FINANCIAL STATEMENTS

AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

1. DESCRIPTION OF THE PLANS (CONTINUED)

Employee Contributions — Prior to January 1, 2019, for the BSSB Plan, and prior to January 1, 2016, for the BSS Plan, a Participant's current rate of contribution was 3% of eligible compensation. Participants could suspend contributions, but they did not accrue benefit service for periods when they did not contribute; however, contribution suspension did not interrupt their continuous service or years of vesting service. If contributions were suspended, Participants had to wait 12 calendar months before they could begin to contribute again, provided they were still eligible. Participants are always vested in their own contributions to the respective BSS Plan and BSSB Plan. Effective January 1, 2016, employee contributions were no longer allowed under the BSS Plan as all benefit accruals under the BSS Plan were frozen. Effective January 1, 2019, employee contributions were no longer allowed under the BSSB Plan as all benefit accruals under the BSSB Plan were frozen.

Employer Contributions — The funding policy of the Company is to contribute an amount at least equal to the minimum required contribution under ERISA to each of the Plans. The Plans have met the minimum funding requirements of ERISA, and no cash contributions were required under ERISA for the years ended December 31, 2023 and 2022. Although no contributions were required under ERISA, the Company may make discretionary contributions to the Plans.

Pension Benefits — Generally, except as noted for the specific Plans below, Participants with five or more years of vesting service are entitled to benefits under the Plans. The Plans generally provide for normal retirement benefits upon reaching age 65 and have provisions for early retirement benefits. Benefits are payable in the form of a joint and survivor annuity, a single life annuity, or other payment forms, as specified in the applicable plan document. Monthly pension benefits beginning at normal retirement age are generally determined as follows:

Plan	Determination of Benefit Payment Amount
BCERP	The greater of (1) a final average monthly earnings formula, or (2) a rate, based on union affiliation, multiplied by each year of credited service
BNA Plan	For the BNA R02 Sub Plan (the only sub-plan with Participants who were actively accruing benefits prior to the Plan freeze), benefits are based on a rate multiplied by each year of benefit service. Other benefits vary per applicable sub-plan.
BSS Plan	<p>The contributory benefit is funded by the Company, as well as employee contributions. The contributory benefit is the best of three formulas: 1) a career average formula, 2) a final average monthly compensation formula, and 3) a minimum benefit formula.</p> <p><i>Cost of Living Adjustment ("COLA")</i> — Monthly benefits under the contributory benefit may be adjusted annually to reflect changes in the cost of living. The adjustment is made every January 1 and is based on the change in the Consumer Price Index ("CPI") relative to the year before; however, if the BSS Plan is terminated, no COLA will be provided except to Participants who are already receiving retirement payments. To be eligible for a COLA, Participants must have retired on their early, normal, or late retirement date.</p>

THE BOEING COMPANY EMPLOYEE RETIREMENT PLANS

NOTES TO FINANCIAL STATEMENTS

AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

1. DESCRIPTION OF THE PLANS (CONTINUED)

BSSB Plan	<p>Participants could accrue benefits in one of two benefit structures of the BSSB Plan (contributory and noncontributory); however, if they were accruing in the noncontributory structure, they may also have prior contributory accruals.</p> <p>The noncontributory benefit is funded solely by contributions made to the BSSB Plan by the Company, as defined by the plan document. Benefits are based on a formula, including final average monthly earnings, service, and covered compensation.</p> <p>The contributory benefit is funded by the Company, as well as employee contributions. The contributory benefit is the best of three formulas: 1) a career average formula, 2) a final average monthly compensation formula, and 3) a minimum benefit formula.</p> <p><i>COLA</i> — Monthly benefits under the contributory benefit may be adjusted annually to reflect changes in the cost of living. The adjustment is made every January 1 and is based on the change in the CPI relative to the year before; however, if the BSSB Plan is terminated, no COLA will be provided except to Participants who are already receiving retirement payments. To be eligible for a COLA, Participants must have retired on their early, normal, or late retirement date and with a contributory benefit.</p>
Hourly East Plan	A rate, based on union affiliation, multiplied by each year of benefit service while employed with a covered group
Hourly West Plan	A rate, based on union affiliation, multiplied by each year of benefit service while employed with a covered group
NCRP	A rate multiplied by each year of credited service

THE BOEING COMPANY EMPLOYEE RETIREMENT PLANS

NOTES TO FINANCIAL STATEMENTS

AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

1. DESCRIPTION OF THE PLANS (CONTINUED)

PVP	<p>Participants with three or more years of vesting service and Participants who are at least age 62 at termination with one or more years of service are entitled to benefits under the PVP.</p> <p>PVP features that are relevant to the benefit include, but are not limited to:</p> <ul style="list-style-type: none">• Participants in the PVP maintain a hypothetical separate account similar to a defined contribution plan, although the Company makes all contributions to the PVP. Participants are not permitted to make contributions.• Interest credits applied to Participants' hypothetical accounts are based on the yield of the 30-year U.S. Treasury bond (but not less than an interest credit minimum rate of 5% (5.25% prior to January 1, 2016) or greater than an interest credit maximum rate of 10%). The crediting rate was 5% as of December 31, 2023 and 2022.• Benefits relating to prior service and transferred to the PVP ("Heritage Benefits") were generally earned under the BCERP, BNA Plan, BSS Plan, and the former McDonnell Douglas Corporation — Salaried Plan ("MDC-Salaried"); Heritage Benefits increased in relation to growth in base pay but not for service earned after these benefits were transferred into the PVP. <p>Monthly pension benefits beginning at normal retirement age (65) equal the greater of the combined benefits described in (1) plus (2) or the benefit described in (3) below:</p> <ol style="list-style-type: none">1. The benefit credits, including a percentage of eligible pay based on the Participant's age for each year he or she works for the Company, plus interest credits divided by an annuity conversion factor of 11. This annual benefit is then divided by 12 to calculate a monthly benefit.2. Heritage Benefits transferred to the PVP, plus growth due to increases in base pay after the transfer date.3. A rate multiplied by each year of benefit service. <p>Benefits for certain frozen plans have been merged into the PVP. Those benefits remain frozen and are payable based on the provisions of the specific related plans merged into the PVP.</p>
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Death and Disability Benefits — Death benefits are payable from the Plans under certain circumstances. See plan documents for specific provisions.

There are no provisions for disability benefits from the BSS Plan and BSSB Plan. Since December 1, 2004, the PVP has not provided for disability benefits. Disability benefits for the other Plans are payable from the other Plans under certain circumstances. See plan documents for specific provisions.

THE BOEING COMPANY EMPLOYEE RETIREMENT PLANS

NOTES TO FINANCIAL STATEMENTS

AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

1. DESCRIPTION OF THE PLANS (CONTINUED)

Termination — Although it has not expressed any intention to do so, the Company has the right under each of the individual plans, in certain circumstances, to discontinue its contributions at any time and to terminate any of the Plans subject to the provisions set forth in ERISA. In the event a plan terminates, the net assets of the specific plan will be allocated for payment of plan benefits to Participants in an order of priority determined in accordance with ERISA and the applicable plan document.

Certain benefits under the Plans are insured by the PBGC if the Plans terminate. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain disability and survivor's pensions; however, the PBGC does not guarantee all types of benefits under the Plans, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plans are guaranteed at the level in effect on the date of the Plans' termination, subject to a statutory ceiling on the amount of an individual's monthly benefit.

Whether all Participants receive their benefits should a plan terminate at some future time will depend on the sufficiency, at that time, of the net assets to provide for accumulated benefit obligations and may also depend on the financial condition of the Company and the level of benefits guaranteed by the PBGC. Some benefits may be fully or partially provided for by the then-existing assets and the PBGC guaranty, while other benefits may not be provided for at all.

Plan Amendments — Effective July 1, 2022, Fidelity Investments took over administration of the Plans from Conduent. During the course of transferring administration, the Company made changes to the plan documents to simplify or clarify plan administration and correct certain provisions. None of these changes had a significant impact to the Plans' Present Value of Accumulated Plan Benefits ("PVAB").

2. SUMMARY OF ACCOUNTING POLICIES

Basis of Accounting — The financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP").

Use of Estimates — The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, disclosure of contingent assets and liabilities, and the actuarial PVAB at the date of the financial statements. Actual results could differ from those estimates.

Risks and Uncertainties — The Master Trust utilizes various investment instruments. Investment instruments, in general, are exposed to various risks, such as interest rate risk, credit risk, and overall market volatility. Market risks include global events, such as a pandemic or international conflict, which could impact the value of investment securities. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term, and such changes could materially affect the values reported in the financial statements.

Plan contributions are made and the actuarial PVAB is reported based on certain assumptions pertaining to interest rates, inflation rates, and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

THE BOEING COMPANY EMPLOYEE RETIREMENT PLANS

NOTES TO FINANCIAL STATEMENTS

AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

2. SUMMARY OF ACCOUNTING POLICIES (CONTINUED)

Valuation of Investments — Investments in the Master Trust are stated at fair value. Fair value of a financial instrument is the price that would be received to sell an asset or paid to transfer a liability (exit price) in an orderly transaction between market participants at the measurement date. The Master Trust's investments stated at fair value are valued as follows:

- Corporate bonds, government bonds, mortgage-backed and asset-backed securities, and municipal bonds are primarily valued using a market approach using matrix pricing, which considers a security's relationship to other securities for which quoted prices in an active market may be available, or alternatively based on an income approach, which uses valuation techniques to convert future cash flows to a single present value amount. The valuation approach is designed to maximize the use of observable inputs, such as observable trade prices, multiple broker-dealer quotations, related yield curves, and other assumptions about the security (prepayment projections, cash flows, other security characteristics, etc.) and minimize unobservable inputs. The securities are valued as of the last trading day of the year.
- Common and preferred stock and certain other investments, including real-estate investment trusts, American depository receipts, global depository receipts, rights, and warrants traded in active markets on national and international exchanges are primarily valued using a market approach based on the closing market prices of identical instruments on the last trading day of the year.
- Mutual funds, which are registered investment companies, are valued using quoted market prices to represent the net asset value ("NAV") at year-end.
- Short-term investments include treasury bills, commercial paper and certificates of deposits with original maturities of up to one year. These investments are primarily valued using a market approach based on matrix pricing as referenced above. In the event that an instrument with an original maturity of less than three months does not have a market price, then those investments are valued at amortized cost, which approximates fair value.
- Other investments include physical commodities and over-the-counter ("OTC") derivatives, such as options and swap contracts. Physical commodities are valued on a market approach using spot prices for the specific commodity. OTC derivatives are valued based upon the expected amount that the Master Trust would receive or pay to exit the derivative at the reporting date. The valuation methodology uses the income approach and relies on inputs, including, but not limited to, benchmark yields, swap curves, cash flow analysis, ratings updates, and interdealer broker rates. Credit risk of the derivative counterparties is offset by collateralizing the expected amount that the Master Trust would receive or pay to terminate the derivative.
- Investments in funds that do not have a readily determinable fair value and meet the criteria of investment companies are valued using the NAV, as the practical expedient. The NAV or its equivalent, such as member units or membership units in partners' capital to which a proportionate share of net assets is attributed, is based on the value of underlying investments.

THE BOEING COMPANY EMPLOYEE RETIREMENT PLANS

NOTES TO FINANCIAL STATEMENTS

AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

2. SUMMARY OF ACCOUNTING POLICIES (CONTINUED)

The NAV measurement may be adjusted to estimate net asset value per share for the investment in a manner consistent with measurement principles for investment companies. There were no adjustments in 2023 or 2022.

- Investments in commingled funds, which include common/collective trusts/pooled funds (“CCTs”) are valued based on the year-end unit values. Unit values are determined by the issuer, investment manager or third-party administrator by dividing the fair values of the total net assets at year-end by the outstanding units.
- Investments in partnerships are recorded based upon year-end valuations at NAV, which represent the unit of account, and are determined by the general partner and reflected in the audited financial statements of the partnerships. Where necessary, adjustments may be made to general partner valuations to reflect fair value when such valuations are inconsistent with NAV practical expedient criteria.
- Investments in hedge funds consist of direct hedge funds. Direct hedge fund NAV is based on valuation of the underlying holdings including other assets and liabilities of the fund.
- Forward and spot currency contracts are valued using a market value approach based on spot foreign currency rates if the contract tenor is two days or less and interpolated forward rates for any contracts with a tenor greater than two days. Forward and spot currency contracts are included in other receivables and other liabilities on the Master Trust’s statements of net assets.
- To-be-announced securities (“TBAs”) and treasury forwards, which have a delayed future settlement, are valued similarly to securities in active markets. The unrealized market appreciation or depreciation is included in other receivables and other liabilities on the Master Trust’s statements of net assets.

Cash and Cash Equivalents — Cash and cash equivalents include cash and cash collateral. Cash includes cash collateral received from counterparties on derivatives. Cash collateral is related to the collateral posted on derivatives.

Investment Income — Net investment income or loss reflected in the statements of changes in net assets includes the Master Trust’s net appreciation/depreciation in fair value of investments, interest income, and dividend income, less administrative expenses. The net appreciation/depreciation in fair value of investments includes both realized and unrealized gains and losses and is calculated as the difference between the fair value of the investments as of the beginning of the year or the purchase date in the current year and either the sales price or the end-of-year fair value. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Valuation Oversight — Management of the Plan has implemented processes that are designed to ensure that fair value measurements used by the Master Trust are appropriate and reliable, that they are based on observable inputs wherever possible, and that the valuation approaches are consistently applied and the assumptions used are reasonable. The valuation framework has a set of processes that provides for oversight and validation of the fair value methodologies, as well as valuations.

THE BOEING COMPANY EMPLOYEE RETIREMENT PLANS

NOTES TO FINANCIAL STATEMENTS

AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

2. SUMMARY OF ACCOUNTING POLICIES (CONTINUED)

The Board of Directors of The Boeing Company (“the Company”) has delegated the fiduciary oversight of plan assets over various retirement plans held within the Master Trust structures to the Employee Benefit Investment Committee (“EBIC”). The EBIC has sub-delegated this responsibility to the Chief Investment Officer (“CIO”), who manages Trust Investments and chairs the Valuation Committee. Trust Investments is responsible for the oversight of the Master Trust assets including selection and monitoring of investment managers, asset strategies, and risk management. The Valuation Committee is responsible for the oversight of the valuation practices of the Master Trust and is composed of the Managing Directors of Trust Investments, including Risk Management and Trust Operations and each of the Investment teams, along with the Director of Actuarial Services and Enterprise Benefits Accounting. The Valuation Committee meets periodically with the purpose of fulfilling the following responsibilities and provides an annual review to the EBIC of its findings and actions:

- Review and approve annually the Trust Investment valuation practices, and review valuation practices used by third parties
- Review and approve the year-end valuations, including the methods used to develop and substantiate the unobservable inputs used in the fair value measurement
- Review analysis and benchmarks used by the Company and the Master Trust to assess the reasonableness of the year-end valuations and changes in fair value measurements from period to period
- Review and approve annual financial statement disclosures of the investments held in the Master Trust

Investments in funds are generally valued using the NAV or its equivalent. This includes partnerships, hedge funds, and other commingled investments. Valuations provided by the funds are reviewed at least quarterly. The fund’s audited financial statements are used in the Master Trust’s annual financial reporting process, where applicable. Assessments of reasonableness include regular asset manager meetings and review of quarterly reports, third-party reviews and reconciliations, which includes escalation to Trust Investments for exceptions, quarterly CIO investment reviews, and reviews of manager valuation policies. Valuation policies are reviewed when a new mandate is entered into with an asset manager, or as changes to policies are provided by managers.

Corporate bonds, government bonds, mortgage-backed and asset-backed securities, municipal bonds, common and preferred stocks, mutual funds and derivative instruments are generally valued using valuations obtained from pricing vendors. Pricing vendor valuation methodologies and custodian pricing controls and related documentation are assessed for reasonableness on an annual basis. The pricing vendor due diligence process includes reviews of pricing controls and procedures, as well as discussions in order to maintain a current understanding of the valuation processes and related assumptions and inputs that may be used by the vendors to price instruments. The custodian due diligence process includes reviews of pricing controls and procedures that are carried out on the Master Trust’s behalf. This includes various levels of tolerance checks on price changes, review of stale or unchanged prices, multiprice source comparisons, and vendor price challenges. Additionally, on a monthly basis, the custodian reconciles its valuations to valuations obtained from each investment manager and any exceptions are reported to Trust Investments for resolution, which may include escalation to the Valuation Committee.

THE BOEING COMPANY EMPLOYEE RETIREMENT PLANS

NOTES TO FINANCIAL STATEMENTS

AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

2. SUMMARY OF ACCOUNTING POLICIES (CONTINUED)

Securities Purchased with an Agreement to Resell — Resale agreements are treated as financing arrangements in receivables and are carried at contract amounts reflective of the amounts at which the securities will be subsequently resold, as specified in the respective agreements. Resale agreements are collateralized by high-quality, fixed-income securities. The Master Trust's policy is to take physical possession or control of the securities purchased under agreements to resell and is permitted by contract to sell or repledge. The Master Trust monitors the market value of the underlying securities as compared to the related receivable, including accrued interest, and requires additional collateral where deemed appropriate. At December 31, 2023, there were no securities purchased with an agreement to resell. At December 31, 2022, the fair value of the securities received as collateral for resale agreements of \$10,800,000 was \$11,023,671.

Benefits — Benefits are recorded when paid.

Administrative Expenses — Necessary and proper expenses of the Plans are paid from plan assets, at both the Plan and Master Trust levels, except for those expenses the Company is required by law or chooses to pay.

Subsequent Events — Subsequent events were evaluated through September 5, 2024, the date the financial statements were available to be issued.

THE BOEING COMPANY EMPLOYEE RETIREMENT PLANS

NOTES TO FINANCIAL STATEMENTS

AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

3. ACCUMULATED PLAN BENEFITS

Accumulated plan benefits are those future periodic payments and lump sum distributions attributable under the Plans' provisions to service rendered by employees as of the valuation date. Accumulated plan benefits include benefits expected to be paid to (1) retired or terminated vested employees or their beneficiaries, (2) beneficiaries of employees who have died, and (3) present employees or their beneficiaries. The PVAB has been determined by an independent actuary and is the sum of accumulated benefits adjusted to reflect the probability of payment (by means of decrements, such as death, disability, termination, or retirement) and the time value of money (through discounts for interest) between the valuation date and the expected date of payment. The significant actuarial assumptions used in the December 31, 2022 valuations, the latest valuations, were as follows:

Actuarial cost method: Unit Credit

Assumed rate of return: 6.00%

Mortality: RP-2006 tables without collar or amount adjustments, projected to 2015 with scale MP-2017, but adjusted based on a study of annuitant mortality experience during the 2013-2017 plan years. Rates are projected generationally from 2015 using an adjustment to the MP-2021 scales based on the Social Security Administration's intermediate estimate long-term rate of mortality improvement.

Average retirement age range: 57 – 63

Cash balance interest indexing rate (applicable to the PVP only): 5.00%

The foregoing actuarial assumptions are based on the presumption that the Plans will continue in operation. If a plan were to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial PVAB.

Assumption changes for the year ended December 31, 2022 include a change in the discount rate from 6.25% to 6.00%.

For the BSS Plan, the accumulated contributions of active employees are presented as of the beginning of the plan year. As of December 31, 2022 and 2021, the accumulated contributions of active employees, including interest credited on those contributions, amounted to approximately \$10,258,811 and \$11,349,000, respectively. As of December 31, 2022 and 2021, the rates for which interest was credited on the contributions were 2.16% and 1.01%, respectively.

For the BSSB Plan, the accumulated contributions of active employees are presented as of the beginning of the plan year. As of December 31, 2022 and 2021, the accumulated contributions of active employees, including interest credited on those contributions, amounted to approximately \$1,495,884 and \$1,815,000, respectively. As of December 31, 2022 and 2021, the rates for which interest was credited on the contributions were 2.16% and 1.01%, respectively.

THE BOEING COMPANY EMPLOYEE RETIREMENT PLANS

NOTES TO FINANCIAL STATEMENTS
AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

3. ACCUMULATED PLAN BENEFITS (CONTINUED)

The actuarial PVAB for the Plans as of December 31, 2022, consists of the following:

	The Boeing Company Employee Retirement Plan	Boeing North American Retirement Plan	BSS Retirement Plan	BSS Retirement Plan for Bargained Employees	Employee Retirement Income Plan - Hourly East	Employee Retirement Income Plan - Hourly West	Non-Contributory Retirement Plan	The Pension Value Plan for Employees of The Boeing Company	Total (Memorandum Only)
Actuarial Present Value of Accumulated Benefits									
Vested benefits:									
Participants currently receiving payments	\$ 11,795,407,892	\$ 1,595,471,691	\$ 394,685,177	\$ 61,860,280	\$ 1,169,986,250	\$ 1,164,171,302	\$ 377,261,689	\$ 17,783,422,387	\$ 34,342,266,668
Other participants	<u>5,259,788,494</u>	<u>198,320,912</u>	<u>110,991,487</u>	<u>40,643,450</u>	<u>191,687,025</u>	<u>270,629,091</u>	<u>155,071,910</u>	<u>8,361,893,902</u>	<u>14,589,026,271</u>
Total vested benefits	17,055,196,386	1,793,792,603	505,676,664	102,503,730	1,361,673,275	1,434,800,393	532,333,599	26,145,316,289	48,931,292,939
Nonvested benefits	<u>358,414,219</u>	<u>17,049</u>	<u>2,903,162</u>	<u>1,791,497</u>	<u>4,111,607</u>	<u>1,149,012</u>	<u>3,001,120</u>	<u>155,478,673</u>	<u>526,866,339</u>
Total actuarial present value of accumulated benefits	<u>\$ 17,413,610,605</u>	<u>\$ 1,793,809,652</u>	<u>\$ 508,579,826</u>	<u>\$ 104,295,227</u>	<u>\$ 1,365,784,882</u>	<u>\$ 1,435,949,405</u>	<u>\$ 535,334,719</u>	<u>\$ 26,300,794,962</u>	<u>\$ 49,458,159,278</u>

The changes in actuarial PVAB for the Plans for the year ended December 31, 2022, consist of the following:

	The Boeing Company Employee Retirement Plan	Boeing North American Retirement Plan	BSS Retirement Plan	BSS Retirement Plan for Bargained Employees	Employee Retirement Income Plan - Hourly East	Employee Retirement Income Plan - Hourly West	Non-Contributory Retirement Plan	The Pension Value Plan for Employees of The Boeing Company	Total (Memorandum Only)
Actuarial Present Value of Accumulated Benefits - Beginning of year	\$ 17,739,691,907	\$ 1,967,633,906	\$ 651,392,922	\$ 125,541,167	\$ 1,385,375,538	\$ 1,470,418,174	\$ 537,664,277	\$ 26,712,180,512	\$ 50,589,898,403
Increase (decrease) during the period attributable to:									
Additional benefits accumulated	92,797,403	-	-	-	-	-	-	-	92,797,403
Actuarial (gains) losses	194,688,952	(37,444,902)	(13,046,056)	(2,756,577)	(9,389,114)	(17,740,668)	(10,197,160)	(130,354,209)	(26,239,734)
Interest due to decrease in the discount period	1,058,574,557	114,597,269	35,859,141	7,084,688	82,829,708	87,914,704	32,375,889	1,600,285,202	3,019,521,158
Benefits paid	(1,818,146,813)	(268,155,201)	(157,683,005)	(24,747,343)	(120,200,431)	(127,565,810)	(39,300,116)	(2,249,323,039)	(4,805,121,758)
Assumption changes	<u>146,004,599</u>	<u>17,178,580</u>	<u>(7,943,176)</u>	<u>(826,708)</u>	<u>27,169,181</u>	<u>22,923,005</u>	<u>14,791,829</u>	<u>368,006,496</u>	<u>587,303,806</u>
Net increase (decrease)	<u>(326,081,302)</u>	<u>(173,824,254)</u>	<u>(142,813,096)</u>	<u>(21,245,940)</u>	<u>(19,590,656)</u>	<u>(34,468,769)</u>	<u>(2,329,558)</u>	<u>(411,385,550)</u>	<u>(1,131,739,125)</u>
Actuarial Present Value of Accumulated Benefits - End of year	<u>\$ 17,413,610,605</u>	<u>\$ 1,793,809,652</u>	<u>\$ 508,579,826</u>	<u>\$ 104,295,227</u>	<u>\$ 1,365,784,882</u>	<u>\$ 1,435,949,405</u>	<u>\$ 535,334,719</u>	<u>\$ 26,300,794,962</u>	<u>\$ 49,458,159,278</u>

THE BOEING COMPANY EMPLOYEE RETIREMENT PLANS

NOTES TO FINANCIAL STATEMENTS

AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

4. MASTER TRUST

The Master Trust facilitates the commingling of employee benefit plan assets for investment and administrative purposes. Assets are invested in accordance with the Master Trust's investment policy and are diversified among various asset classes. These assets are invested in individual investment accounts, separately held assets, and investments held in various types of funds, all of which are managed in accordance with established investment guidelines and are valued based on the fair value.

On a daily basis, the Plans may have contributions, withdrawals, asset transfers (in combination with a liability transfer), and/or expense charges. The trustee calculates a market value for each plan for each day of the month. At month-end, these "dollar days" are aggregated to determine a daily dollar-weighted-average market value for each participating plan in the Master Trust. This average is then used to allocate to each participating plan its share of realized gains/losses, unrealized appreciation/depreciation, income, and expenses in order to arrive at each plan's ending beneficial interest in the Master Trust. All expenses that are plan specific are recorded on that basis.

The Plans' ownership interest percentages in the Master Trust were as follows as of December 31, 2023 and 2022:

Plan	2023	2022
BCERP	33.7%	34.5%
BNA Plan	5.1%	5.1%
BSS Plan	1.0%	1.1%
BSSB Plan	0.2%	0.2%
Hourly East Plan	3.0%	3.0%
Hourly West Plan	3.7%	3.6%
NCRP	1.1%	1.2%
PVP	51.7%	51.0%

THE BOEING COMPANY EMPLOYEE RETIREMENT PLANS

NOTES TO FINANCIAL STATEMENTS AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

4. MASTER TRUST (CONTINUED)

Net assets of the Master Trust and the Plans' ownership interests in the Master Trust's investments by general type, its other assets and liabilities in dollar amounts as of December 31, 2023 and 2022, are as follows:

	December 31, 2023								
	The Boeing Company Employee Retirement Plans Master Trust	The Boeing Company Employee Retirement Plan	Boeing North American Retirement Plan	BSS Retirement Plan	BSS Retirement Plan for Bargained Employees	Employee Retirement Income Plan - Hourly East	Employee Retirement Income Plan - Hourly West	Non-Contributory Retirement Plan	The Pension Value Plan for Employees of The Boeing Company
ASSETS:									
Investments — at fair value:									
Corporate bonds	\$ 17,817,153,644	\$ 6,005,611,946	\$ 912,980,987	\$ 180,066,255	\$ 42,455,276	\$ 535,521,853	\$ 666,428,559	\$ 202,915,732	\$ 9,207,871,783
Government bonds	7,549,197,745	2,544,601,291	386,833,618	76,294,777	17,988,467	226,902,704	282,368,390	85,976,191	3,901,411,319
Mortgage-backed and asset-backed securities	504,472,933	170,042,238	25,850,043	5,098,376	1,202,074	15,162,707	18,869,185	5,745,334	260,710,671
Municipal bonds	816,343,322	275,164,109	41,830,808	8,250,245	1,945,209	24,536,449	30,534,311	9,297,159	421,884,707
Common and preferred stock	5,887,160,265	1,984,379,813	301,668,016	59,497,657	14,028,112	176,947,621	220,201,937	67,047,603	3,042,473,448
Mutual funds	17,095,144	5,762,245	875,984	172,769	40,735	513,821	639,423	194,693	8,834,739
Partnerships	7,510,077,309	2,531,415,000	384,829,021	75,899,412	17,895,250	225,726,879	280,905,139	85,530,656	3,881,193,951
Hedge funds	3,290,955,929	1,109,279,554	168,634,129	33,259,527	7,841,794	98,914,722	123,094,130	37,479,990	1,700,759,888
Commingled funds	4,183,961,047	1,410,283,985	214,393,217	42,284,543	9,969,675	125,755,359	156,495,880	47,650,233	2,162,263,268
Short-term investments	325,670,555	109,773,481	16,687,908	3,291,338	776,018	9,788,527	12,181,304	3,708,992	168,305,936
Other investments	166,690,559	56,186,237	8,541,505	1,684,632	397,196	5,010,140	6,234,854	1,898,403	86,145,370
Total Master Trust investments	48,068,778,452	16,202,499,899	2,463,125,236	485,799,531	114,539,806	1,444,780,782	1,797,953,112	547,444,986	24,841,855,080
Cash and cash equivalents	404,896,481	136,478,092	20,747,578	4,092,022	964,800	12,169,784	15,144,651	4,611,279	209,249,746
Receivables:									
Accrued investment income	358,075,959	120,696,341	18,348,416	3,618,838	853,235	10,762,522	13,393,388	4,078,050	185,052,988
Receivables for securities sold	51,684,853	17,421,367	2,648,419	522,345	123,156	1,553,467	1,933,208	588,628	26,710,636
Securities purchased with an agreement to resell	-	-	-	-	-	-	-	-	-
Other receivables	37,143,317	12,519,864	1,903,286	375,383	88,506	1,116,399	1,389,300	423,017	19,195,597
Total receivables	446,904,129	150,637,572	22,900,121	4,516,566	1,064,897	13,432,388	16,715,896	5,089,695	230,959,221
Total assets	48,920,579,062	16,489,615,563	2,506,772,935	494,408,119	116,569,503	1,470,382,954	1,829,813,659	557,145,960	25,282,064,047
LIABILITIES:									
Payables for securities purchased	58,194,499	19,615,567	2,981,984	588,134	138,668	1,749,125	2,176,693	662,765	30,074,809
Investment and administrative expenses payable	16,143,905	5,441,612	827,241	163,156	38,468	485,230	603,843	183,859	8,343,140
Other liabilities	389,886,924	131,418,835	19,978,463	3,940,331	929,035	11,718,649	14,583,237	4,440,338	201,492,835
Total liabilities	464,225,328	156,476,014	23,787,688	4,691,621	1,106,171	13,953,004	17,363,773	5,286,962	239,910,784
NET ASSETS	\$ 48,456,353,734	\$ 16,333,139,549	\$ 2,482,985,247	\$ 489,716,498	\$ 115,463,332	\$ 1,456,429,950	\$ 1,812,449,886	\$ 551,858,998	\$ 25,042,153,263

THE BOEING COMPANY EMPLOYEE RETIREMENT PLANS

NOTES TO FINANCIAL STATEMENTS

AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

4. MASTER TRUST (CONTINUED)

	December 31, 2022								
	The Boeing Company Employee Retirement Plans Master Trust	The Boeing Company Employee Retirement Plan	Boeing North American Retirement Plan	BSS Retirement Plan	BSS Retirement Plan for Bargained Employees	Employee Retirement Income Plan - Hourly East	Employee Retirement Income Plan - Hourly West	Non-Contributory Retirement Plan	The Pension Value Plan for Employees of The Boeing Company
ASSETS:									
Investments — at fair value:									
Corporate bonds	\$ 15,111,618,696	\$ 5,207,449,658	\$ 773,288,608	\$ 167,719,838	\$ 37,366,054	\$ 446,383,913	\$ 548,497,096	\$ 175,422,529	\$ 7,703,140,940
Government bonds	8,540,757,825	2,943,137,152	437,045,882	94,791,599	21,118,479	252,286,468	309,998,615	99,144,993	4,353,647,520
Mortgage-backed and asset-backed securities	692,302,226	238,566,699	35,426,345	7,683,678	1,711,835	20,449,998	25,128,067	8,036,558	352,900,753
Municipal bonds	842,720,164	290,400,580	43,123,501	9,353,127	2,083,769	24,893,212	30,587,694	9,782,678	429,576,230
Common and preferred stock	7,002,863,300	2,413,180,139	358,349,063	77,722,917	17,315,773	206,858,417	254,178,607	81,292,415	3,569,706,467
Mutual funds	8,424,656	2,903,129	431,105	93,503	20,831	248,857	305,785	97,797	4,294,465
Partnerships	7,645,840,233	2,634,749,388	391,251,345	84,859,147	18,905,643	225,851,390	277,516,344	88,756,383	3,897,463,674
Hedge funds	4,009,490,076	1,381,666,527	205,172,792	44,500,264	9,914,147	118,436,807	145,529,987	46,543,980	2,043,835,791
Commingled funds	4,229,600,213	1,457,516,275	216,436,222	46,943,208	10,458,407	124,938,667	153,519,188	49,099,119	2,156,036,836
Short-term investments	562,488,797	193,833,113	28,783,560	6,242,914	1,390,849	16,615,424	20,416,309	6,529,625	286,728,415
Other investments	86,627,990	29,851,924	4,432,909	961,461	214,202	2,558,915	3,144,283	1,005,617	44,158,580
Total Master Trust investments	48,732,734,176	16,793,254,584	2,493,741,332	540,871,656	120,499,989	1,439,522,068	1,768,821,975	565,711,694	24,841,489,671
Cash and cash equivalents	566,794,211	195,316,755	29,003,875	6,290,698	1,401,495	16,742,602	20,572,580	6,579,604	288,923,098
Receivables:									
Accrued investment income	326,675,591	112,572,103	16,716,575	3,625,685	807,761	9,649,709	11,857,142	3,792,199	166,522,738
Receivables for securities sold	214,382,049	73,875,853	10,970,314	2,379,369	530,096	6,332,657	7,781,293	2,488,644	109,281,155
Securities purchased with an agreement to resell	10,800,000	3,721,670	552,655	119,866	26,705	319,022	392,001	125,371	5,505,295
Other receivables	25,630,893	8,832,382	1,311,579	284,470	63,377	757,114	930,309	297,535	13,065,336
Total receivables	577,488,533	199,002,008	29,551,123	6,409,390	1,427,939	17,058,502	20,960,745	6,703,749	294,374,524
Total assets	49,877,016,920	17,187,573,347	2,552,296,330	553,571,744	123,329,423	1,473,323,172	1,810,355,300	578,995,047	25,424,787,293
LIABILITIES:									
Payables for securities purchased	64,738,022	22,308,662	3,312,761	718,510	160,076	1,912,304	2,349,756	751,508	33,000,178
Investment and administrative expenses payable	22,160,297	7,636,418	1,133,982	245,951	54,795	654,596	804,339	257,247	11,296,202
Other liabilities	289,985,798	99,928,835	14,839,093	3,218,475	717,039	8,565,925	10,525,436	3,366,287	147,820,132
Total liabilities	376,884,117	129,873,915	19,285,836	4,182,936	931,910	11,132,825	13,679,531	4,375,042	192,116,512
NET ASSETS	\$ 49,500,132,803	\$ 17,057,699,432	\$ 2,533,010,494	\$ 549,388,808	\$ 122,397,513	\$ 1,462,190,347	\$ 1,796,675,769	\$ 574,620,005	\$ 25,232,670,781

THE BOEING COMPANY EMPLOYEE RETIREMENT PLANS

NOTES TO FINANCIAL STATEMENTS

AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

4. MASTER TRUST (CONTINUED)

Changes in net assets for the Master Trust for the years ended December 31, 2023 and 2022, are as follows:

	2023	2022
ADDITIONS:		
Investment income	\$ 1,393,679,441	\$ 1,186,937,232
Net appreciation/(depreciation) in fair value of investments	<u>2,536,751,964</u>	<u>(14,178,223,471)</u>
Net Activity	<u>3,930,431,405</u>	<u>(12,991,286,239)</u>
DEDUCTIONS:		
Amounts paid to participating plans	(4,897,744,572)	(4,976,272,226)
Investment and administrative expenses	<u>(76,465,902)</u>	<u>(91,121,352)</u>
Total deductions	<u>(4,974,210,474)</u>	<u>(5,067,393,578)</u>
NET DEDUCTIONS	(1,043,779,069)	(18,058,679,817)
NET ASSETS:		
Beginning of year	<u>49,500,132,803</u>	<u>67,558,812,620</u>
End of year	<u>\$ 48,456,353,734</u>	<u>\$ 49,500,132,803</u>

THE BOEING COMPANY EMPLOYEE RETIREMENT PLANS

NOTES TO FINANCIAL STATEMENTS

AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

5. FAIR VALUE OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES

Accounting Standards Codification (“ASC”) 820, *Fair Value Measurement*, establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under ASC 820 for financial assets and financial liabilities are described below:

Level 1 — Values are based on unadjusted quoted prices in active markets that are accessible at the measurement date for identical and unrestricted assets or liabilities. An active market is a market in which transactions for the asset or liability occur with sufficient frequency and volume to provide pricing information on an ongoing basis.

Level 2 — Values are based on (a) quoted prices for similar assets or liabilities in active markets; (b) quoted prices for identical or similar assets or liabilities in markets that are not active; or (c) valuation models whose inputs are observable, directly or indirectly, for substantially the full term of the asset or liability.

Level 3 — Values are based on prices or valuation techniques that require inputs that are both unobservable and significant to the overall fair value measurement.

Fair value is a market-based measure considered from the perspective of a market participant who owns an asset or owes a liability. Accordingly, when market observable data is not readily available, assumptions are set to reflect those that market participants would be presumed to use in pricing the asset or liability at the measurement date. Prices and inputs are used that are current as of the measurement date, including during periods of market disruption. In periods of market disruption, the ability to observe prices and inputs may be reduced for many instruments. This condition could cause an instrument to be reclassified from Level 1 to Level 2, Level 1 to Level 3, or Level 2 to Level 3.

THE BOEING COMPANY EMPLOYEE RETIREMENT PLANS

NOTES TO FINANCIAL STATEMENTS

AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

5. FAIR VALUE OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES (CONTINUED)

The following tables set forth by level within the fair value hierarchy a summary of the Master Trust investments by general types of assets and liabilities measured at fair value on a recurring basis as of December 31, 2023 and 2022. As required by ASC 820, assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

	December 31, 2023				
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Not leveled*	Total
ASSETS:					
Investments in the fair value hierarchy:					
Corporate bonds	\$ -	\$ 17,755,323,956	\$ 61,829,688	\$ -	\$ 17,817,153,644
Government bonds	-	7,549,160,339	37,406	-	7,549,197,745
Mortgage-backed and asset-backed securities	-	340,559,807	163,913,126	-	504,472,933
Municipal bonds	-	816,343,322	-	-	816,343,322
Common and preferred stock	5,887,144,791	-	15,474	-	5,887,160,265
Mutual funds	17,095,144	-	-	-	17,095,144
Short-term investments	-	325,670,555	-	-	325,670,555
Other investments	45,841,434	120,849,125	-	-	166,690,559
Total investments in the fair value hierarchy	5,950,081,369	26,907,907,104	225,795,694	-	33,083,784,167
Investments measured at net asset value:					
Partnerships	-	-	-	7,510,077,309	7,510,077,309
Hedge funds	-	-	-	3,290,955,929	3,290,955,929
Commingled funds	-	-	-	4,183,961,047	4,183,961,047
Total investments measured at net asset value	-	-	-	14,984,994,285	14,984,994,285
Total investments — at fair value	5,950,081,369	26,907,907,104	225,795,694	14,984,994,285	48,068,778,452
Cash and cash equivalents	-	-	-	404,896,481	404,896,481
Receivables:					
Accrued investment income	-	-	-	358,075,959	358,075,959
Receivables for securities sold	-	-	-	51,684,853	51,684,853
Securities purchased with an agreement to resell	-	-	-	-	-
Other receivables	9,646,688	4,051,192	-	23,445,437	37,143,317
Total receivables	9,646,688	4,051,192	-	433,206,249	446,904,129
Total assets	5,959,728,057	26,911,958,296	225,795,694	15,823,097,015	48,920,579,062
LIABILITIES:					
Payables for securities purchased	-	-	-	58,194,499	58,194,499
Investment and administrative expenses payable	-	-	-	16,143,905	16,143,905
Other liabilities	11,057,710	28,777,461	-	350,051,753	389,886,924
Total liabilities	11,057,710	28,777,461	-	424,390,157	464,225,328
NET ASSETS	\$ 5,948,670,347	\$ 26,883,180,835	\$ 225,795,694	\$ 15,398,706,858	\$ 48,456,353,734

*The amounts not leveled are related to investments using NAV as a practical expedient to estimate fair value, and non-investment assets and liabilities.

The amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the amounts presented in the Master Trust's statements of net assets.

THE BOEING COMPANY EMPLOYEE RETIREMENT PLANS

NOTES TO FINANCIAL STATEMENTS

AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

5. FAIR VALUE OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES (CONTINUED)

	December 31, 2022				
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Not leveled*	Total
ASSETS:					
Investments in the fair value hierarchy:					
Corporate bonds	\$ -	\$ 15,043,865,887	\$ 67,752,809	\$ -	\$ 15,111,618,696
Government bonds	-	8,540,302,189	455,636	-	8,540,757,825
Mortgage-backed and asset-backed securities	-	526,138,302	166,163,924	-	692,302,226
Municipal bonds	-	810,615,312	32,104,852	-	842,720,164
Common and preferred stock	7,002,664,026	-	199,274	-	7,002,863,300
Mutual funds	8,424,656	-	-	-	8,424,656
Short-term investments	-	562,488,797	-	-	562,488,797
Other investments	40,342,878	46,285,112	-	-	86,627,990
Total investments in the fair value hierarchy	<u>7,051,431,560</u>	<u>25,529,695,599</u>	<u>266,676,495</u>	<u>-</u>	<u>32,847,803,654</u>
Investments measured at net asset value:					
Partnerships	-	-	-	7,645,840,233	7,645,840,233
Hedge funds	-	-	-	4,009,490,076	4,009,490,076
Commingled funds	-	-	-	4,229,600,213	4,229,600,213
Total investments measured at net asset value	<u>-</u>	<u>-</u>	<u>-</u>	<u>15,884,930,522</u>	<u>15,884,930,522</u>
Total investments — at fair value	<u>7,051,431,560</u>	<u>25,529,695,599</u>	<u>266,676,495</u>	<u>15,884,930,522</u>	<u>48,732,734,176</u>
Cash and cash equivalents	<u>-</u>	<u>-</u>	<u>-</u>	<u>566,794,211</u>	<u>566,794,211</u>
Receivables:					
Accrued investment income	-	-	-	326,675,591	326,675,591
Receivables for securities sold	-	-	-	214,382,049	214,382,049
Securities purchased with an agreement to resell	-	10,800,000	-	-	10,800,000
Other receivables	<u>17,912,640</u>	<u>4,032,762</u>	<u>-</u>	<u>3,685,491</u>	<u>25,630,893</u>
Total receivables	<u>17,912,640</u>	<u>14,832,762</u>	<u>-</u>	<u>544,743,131</u>	<u>577,488,533</u>
Total assets	<u>7,069,344,200</u>	<u>25,544,528,361</u>	<u>266,676,495</u>	<u>16,996,467,864</u>	<u>49,877,016,920</u>
LIABILITIES:					
Payables for securities purchased	-	-	-	64,738,022	64,738,022
Investment and administrative expenses payable	-	-	-	22,160,297	22,160,297
Other liabilities	<u>25,669,544</u>	<u>98,265,511</u>	<u>1,323,346</u>	<u>164,727,397</u>	<u>289,985,798</u>
Total liabilities	<u>25,669,544</u>	<u>98,265,511</u>	<u>1,323,346</u>	<u>251,625,716</u>	<u>376,884,117</u>
NET ASSETS	<u>\$ 7,043,674,656</u>	<u>\$ 25,446,262,850</u>	<u>\$ 265,353,149</u>	<u>\$ 16,744,842,148</u>	<u>\$ 49,500,132,803</u>

*The amounts not leveled are related to investments using NAV as a practical expedient to estimate fair value, and non-investment assets and liabilities.

The amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the amounts presented in the Master Trust's statements of net assets.

Master Trust net assets at fair value classified within Level 3 primarily consisted of investments in corporate bonds, mortgage-backed and asset-backed securities and municipal bonds as of December 31, 2023 and 2022. Such amounts were 0.47% and 0.54% of net assets as of December 31, 2023 and 2022, respectively.

THE BOEING COMPANY EMPLOYEE RETIREMENT PLANS

NOTES TO FINANCIAL STATEMENTS

AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

5. FAIR VALUE OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES (CONTINUED)

Level 3 Activity — A summary of purchases, issuances and transfers of the Master Trust's Level 3 financial assets for the years ended December 31, 2023 and 2022, is as follows:

2023

	Purchases of Level 3	Transfers into Level 3	Transfers out of Level 3
Financial assets:			
Corporate bonds	\$ 23,842,138	\$ -	\$ -
Government bonds	-	-	-
Mortgage-backed and asset-backed securities	71,178,548	19,923,842	(37,605,743)
Municipal bonds	-	-	(26,814,579)
	<u>-</u>	<u>-</u>	<u>(26,814,579)</u>
Total assets	<u>\$ 95,020,686</u>	<u>\$ 19,923,842</u>	<u>\$ (64,420,322)</u>

2022

	Purchases of Level 3	Transfers into Level 3	Transfers out of Level 3
Financial assets:			
Corporate bonds	\$ 31,627,613	\$ 29,987,324	\$ -
Government bonds	-	-	(8,675,985)
Mortgage-backed and asset-backed securities	62,807,816	73,731,276	(20,488,235)
Municipal bonds	9,235,550	23,551,143	(15,794,497)
Common and preferred stock	-	-	(3,580,570)
	<u>-</u>	<u>-</u>	<u>(3,580,570)</u>
Total assets	<u>\$ 103,670,979</u>	<u>\$ 127,269,743</u>	<u>\$ (48,539,287)</u>

Transfers Between Levels — The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another.

During 2023, \$19,923,842 of mortgage-backed and asset-backed securities were reclassified from Level 2 to Level 3, as valuation used significant unobservable inputs. In addition, \$37,605,743 of mortgage-backed and asset-backed securities and \$26,814,579 of municipal bonds were reclassified from Level 3 to Level 2 as valuation used significant other observable inputs.

During 2022, \$29,987,324 of corporate bonds, \$73,731,276 of mortgage-backed and asset-backed securities, and \$23,551,143 of municipal bonds were reclassified from Level 2 to Level 3, as valuation used significant unobservable inputs. In addition, \$8,675,985 of government bonds, \$20,488,235 of asset-backed securities and

THE BOEING COMPANY EMPLOYEE RETIREMENT PLANS

NOTES TO FINANCIAL STATEMENTS

AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

5. FAIR VALUE OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES (CONTINUED)

\$15,794,497 of municipal bonds were reclassified from Level 3 to Level 2 as valuation used significant other observable inputs. Lastly, \$3,580,570 of common and preferred stock was reclassified from Level 3 to Level 1, as valuation used quoted prices.

Level 3 Quantitative Disclosure — A summary of quantitative data of the Master Trust's Level 3 investment assets for the years ended December 31, 2023 and 2022, is as follows:

2023						
	Level 3 Total	Valuation Technique	Assumptions*	Minimum	Maximum	Weighted Average
Corporate						
Other	\$ 48,718,142	Matrix Pricing	Yield (%)	4.93	8.79	5.66
Mortgage And Asset Back Securities						
Asset Backed Securities	2,385,270	Matrix Pricing	Yield (%)	14.55	14.55	14.55
Collateralized Loan Obligations	46,958,206	Matrix Pricing	Yield (%)	5.49	8.67	6.31
			Prepayment Speed (CPR)	0.20	0.20	0.20
			Default Rate (%)	2.00	2.00	2.00
			Loss Severity Rate (%)	30.00	30.00	30.00
Commercial Mortgage Backed Securities	1,549,007	Matrix Pricing	Yield (%)	3.54	9.02	8.60
			Prepayment Speed (CPY)	10.92	100.00	11.59
			Default Rate (%)	—	2.00	1.98
			Loss Severity Rate (%)	—	30.00	29.77
Residential Mortgage Backed Securities	63,984,675	Matrix Pricing	Yield (%)	5.36	11.36	8.43
			Prepayment Speed (CPR)	0.06	28.00	9.00
			Default Rate (%)	—	15.00	0.68
			Loss Severity Rate (%)	—	100.00	2.86
Asset Backed Securities	607,562	Matrix Pricing	Yield (%)	5.86	7.06	6.23
			Prepayment Speed (CPR)	12.00	16.00	14.78
Residential Mortgage Backed Securities	202,895	Matrix Pricing	Yield (%)	5.76	7.19	6.20
			Prepayment Speed (CPR)	1.00	11.04	5.56
			Default Rate (%)	0.25	3.65	2.11
			Loss Severity Rate (%)	20.00	45.00	40.57
Total Alternative Investments Securities	\$ 164,405,757					

* Valuation techniques for which no unobservable inputs are disclosed generally reflect the use of third-party pricing services or dealers, and the range of unobservable inputs applied by these sources is not readily available or cannot be reasonably estimated.

CPR: Constant Prepayment Rate; CPY: Constant Prepayment Yield

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5. FAIR VALUE OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES (CONTINUED)

2022						
	Level 3 Total	Valuation Technique	Assumptions *	Minimum	Maximum	Weighted Average
Corporate						
Other	\$ 24,536,636	Matrix Pricing	Yield (%)	5.34	10.38	7.21
Mortgage And Asset Back Securities						
Asset Backed Securities	2,239,705	Matrix Pricing	Yield (%)	7.31	8.08	8.08
			Prepayment Speed (CPR)	—	3.00	—
			Default Rate (%)	—	2.20	—
			Loss Severity Rate (%)	—	85.00	0.08
Collateralized Loan Obligations	33,419,720	Matrix Pricing	Yield (%)	5.30	10.95	7.90
			Prepayment Speed (CPR)	20.00	20.00	20.00
			Default Rate (%)	2.00	2.00	2.00
			Loss Severity Rate (%)	30.00	30.00	30.00
Commercial Mortgage Backed Securities	23,412,700	Matrix Pricing	Yield (%)	5.26	9.70	7.62
			Prepayment Speed (CPY)	—	100.00	0.98
			Default Rate (%)	—	2.50	0.24
			Loss Severity Rate (%)	—	44.00	4.26
Residential Mortgage Backed Securities	77,600,640	Matrix Pricing	Yield (%)	6.57	13.88	8.99
			Prepayment Speed (CPR)	1.00	28.00	10.81
			Default Rate (%)	—	15.00	0.70
			Loss Severity Rate (%)	—	100.00	12.93
Residential Mortgage Backed Securities	657,834	Matrix Pricing	Yield (%)	6.33	6.33	6.33
Asset Backed Securities	484,400	Matrix Pricing	Yield (%)	6.64	6.64	6.64
			Prepayment Speed (CPR)	20.00	20.00	20.00
Commercial Mortgage Backed Securities	1,395,561	Matrix Pricing	Yield (%)	7.23	8.10	7.76
Residential Mortgage Backed Securities	286,250	Matrix Pricing	Yield (%)	5.28	8.49	6.40
			Prepayment Speed (CPR)	8.00	21.43	14.15
			Default Rate (%)	0.10	6.60	3.36
			Loss Severity Rate (%)	20.00	45.00	34.94
Total	<u>\$ 164,033,446</u>					

* Valuation techniques for which no unobservable inputs are disclosed generally reflect the use of third-party pricing services or dealers, and the range of unobservable inputs applied by these sources is not readily available or cannot be reasonably estimated.

CPR: Constant Prepayment Rate; CPY: Constant Prepayment Yield; SCR: Seasoned Credit Risk

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5. FAIR VALUE OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES (CONTINUED)

Other Financial Instruments — The Master Trust and the Plans hold other assets and liabilities not measured at fair value on a recurring basis, including cash and cash equivalents, receivables and liabilities. The fair value of these assets and liabilities approximates the carrying amounts in the Master Trust's and the Plans' accompanying financial statements due to the short maturity of the instruments.

6. INVESTMENTS MEASURED AT NET ASSET VALUE

In accordance with ASC 820, the following is a summary of the Master Trust investments in which the NAV per share of the investment is used to estimate its fair value. The summaries below are categorized by general types of assets as disclosed in the Master Trust's statements of net assets. For each general type of assets utilizing the NAV, the fair value, redemption frequency, and redemption notice period as of December 31, 2023 and 2022 are disclosed.

Commingled Funds — This category includes investments in U.S. and non-U.S. securities held by a CCT, real estate and real asset investments via commingled funds and insurance company pooled separate accounts. Generally, redemptions may occur daily, monthly or quarterly depending upon the fund. For a majority of the funds, redemption notices may be given daily or up to five business days in advance, with redemption notices of up to 30 to 90 days in advance for certain funds. If the fund determines that it would be detrimental to the interests of remaining fund investors to pay wholly or in part with cash based on availability of cash for distributions, distributions may also include securities in kind. Additionally, for large withdrawals, the portfolio manager of the fund may require additional time (up to several weeks) to liquidate assets to satisfy the withdrawal requests. Under extraordinary circumstances, some of the funds may temporarily delay distributions or make distributions of securities in kind. For the CCTs with a quarterly redemption frequency, the notice period ranges from 30 to 90 days in advance of quarter-end. These funds are restricted to a redemption queue. A redemption queue is a restriction on withdrawals from a fund due to liquidity restrictions. The fund manager restricts the percentage of the fund that is available for redemption during each redemption period. All investors in the queue receive an equal portion of the available liquidity. The queue continues until all investor redemption requests are satisfied or the queue is lifted in its entirety. There was one fund in liquidation at December 31, 2023, and it was fully liquidated in April 2024.

Redemption Frequency	Redemption Notice Period	As of December 31, 2023		As of December 31, 2022	
		Fair Value	Unfunded Commitments	Fair Value	Unfunded Commitments
Daily	From daily up to five business days	\$ 2,067,527,475	\$ -	\$ 2,095,314,425	\$ -
Monthly	From three up to 30 days	1,377,010,995	-	1,209,963,180	-
Quarterly	From 30 up to 90 days	674,079,380	-	924,322,608	-
In Liquidation	Not applicable	65,343,197	-	-	-
		<u>\$ 4,183,961,047</u>	<u>\$ -</u>	<u>\$ 4,229,600,213</u>	<u>\$ -</u>

THE BOEING COMPANY EMPLOYEE RETIREMENT PLANS

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6. INVESTMENTS MEASURED AT NET ASSET VALUE (CONTINUED)

Partnerships — This category includes investments in private equities held by limited partnerships that may include buyout, venture, special situations, distressed debt, or fund-of-fund strategies. This category also includes investments in private real estate (such as office, retail, apartment, and industrial properties) and real assets (such as infrastructure, energy, farmland, and timber) made through limited partnerships. Generally, limited partnerships require investors to commit to contribute additional capital during an investment period and do not provide redemption rights. As such, the Master Trust may receive distributions from the proceeds as the underlying assets are sold or income is distributed. The Master Trust maintains an active portfolio of private equity and real estate/real asset limited partnership investments that are in various stages of investment. The current portfolio of investments is expected to liquidate over a period of up to ten years. For the limited partnerships that were in liquidation as of December 31, 2023, the timing of liquidation has not been communicated by the funds.

Redemption Frequency	Redemption Notice Period	As of December 31, 2023		As of December 31, 2022	
		Fair Value	Unfunded Commitments	Fair Value	Unfunded Commitments
Quarterly	From 45 up to 90 days	\$ 606,616,639	\$ -	\$ 720,459,498	\$ -
Not applicable	See narrative	6,789,049,302	2,038,973,150	6,925,380,735	2,653,480,133
In liquidation	Not applicable	114,411,368	63,965,633	-	-
		<u>\$ 7,510,077,309</u>	<u>\$ 2,102,938,783</u>	<u>\$ 7,645,840,233</u>	<u>\$ 2,653,480,133</u>

Hedge Funds — This category includes investments in direct hedge funds. Common hedge fund strategies include event-driven, relative value, long-short, and market neutral. Each hedge fund has its own redemption rights and distribution process specified in the fund prospectus. Redemption is generally allowed subject to liquidity and certain restrictions. These restrictions generally include fund-level gates and lockup periods. A “gate” provision allows a hedge fund manager to limit the amount of withdrawals on any withdrawal date to not more than a stated percentage of a fund’s net assets — often 10% to 25%, depending on how frequently investors have a right to withdraw capital. A “lock-up” provision restricts an investor’s ability to withdraw capital from a hedge fund for some stated period of time. It is common for hedge funds to lock-up an investor’s investments for one or two years. As of December 31, 2023, the lock-up restrictions had expired based on each individual fund’s contractual terms, except for one new fund in 2023 with a lockup provision expiring in November 2024. For the funds in liquidation, \$41,781,275 was fully liquidated in February 2024. For the remaining funds in liquidation, the timing of liquidation has not been communicated by the funds.

Redemption Frequency	Redemption Notice Period	As of December 31, 2023		As of December 31, 2022	
		Fair Value	Unfunded Commitments	Fair Value	Unfunded Commitments
Monthly	Up to 30 days	\$ 416,322,013	\$ -	\$ 848,027,411	\$ -
Quarterly	From 45 up to 180 days	2,056,931,755	-	2,021,308,647	-
Semiannually	From 60 up to 90 days	326,579,777	-	667,918,630	-
Annually	From 45 up to 90 days	394,149,956	-	369,157,000	-
In liquidation	Not applicable	96,972,428	-	103,078,388	-
		<u>\$ 3,290,955,929</u>	<u>\$ -</u>	<u>\$ 4,009,490,076</u>	<u>\$ -</u>

THE BOEING COMPANY EMPLOYEE RETIREMENT PLANS

NOTES TO FINANCIAL STATEMENTS

AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

7. DERIVATIVE FINANCIAL INSTRUMENTS

ASC 815, *Derivatives and Hedging*, requires disclosures on how and why derivatives are used, accounted for, and affect the results of operations and financial position. Derivative instruments held by the Master Trust are not designated as hedging instruments under ASC 815. The Master Trust investments are exposed to the following financial instrument risks:

Interest Rate Risk — Interest rate risk is the risk of change in the market value of the assets due to a change in interest rates. Bond futures, interest rate swaps, and interest rate swaptions are generally used to manage interest rate risk or adjust portfolio duration. A futures contract is an agreement between two parties to buy and sell a financial instrument at a set price on a future date. Interest rate swap agreements involve the exchange by the Master Trust, with a counterparty, of respective commitments to pay or receive interest, e.g., an exchange of floating rate payments for fixed rate payments, with respect to the notional amount of principal. Interest rate swaptions are options to enter into an interest rate swap based on predetermined conditions.

Credit Risk — Credit risk is the risk of change in the market value of assets due to the change in creditworthiness of the underlying issuer. Credit default swaps are used to manage the credit exposure of a security or basket of securities. Credit default swap agreements involve one party (referred to as the buyer of protection) making a stream of payments to another party (the seller of protection) in exchange for the right to receive a specified return in the event of a default or other credit event for the referenced entity, obligation, or index. Credit default options (also known as credit default swaptions) are options on credit default swaps. A credit default option gives its holder the right, but not the obligation, to buy (call) or sell (put) protection on a specified reference entity for a specified future time period for a certain spread.

Foreign Currency Risk — Currency risk is the risk of a change in market value due to the change in foreign currency exchange rates. Generally, currency futures and forward contracts are used to achieve the desired currency exposure, or generate value-added performance. Foreign currency futures and forwards are agreements between two parties to buy and sell a set of currencies at a set exchange rate on a specified future date. A currency option gives the buyer the right, but not the obligation, to buy one currency or sell another currency at a set exchange rate on or before a given date.

Equity Risk — Equity risk is the risk of a change in market value of assets due to the change in equity or equity index prices. Equity futures, contracts for difference, and equity swaps are generally used to manage the market exposure of a security or index, or rebalance the total portfolio to the target asset allocation. An equity futures contract is an agreement between two parties to buy and sell a financial instrument at a set price on a future date. A contract for difference is an agreement between two parties in which the seller will pay to the buyer the difference between the current value of an asset and its value at contract time (if the difference is negative, then the buyer will pay the seller). Equity swaps generally exchange the return on a stock or stock index for the return of another financial instrument such as a different stock or equity index or SOFR (Secured Overnight Financing Rate) or other similar alternative reference rates.

Commodity Risk — Commodity risk is the risk of change in the market value of the underlying commodity due to a change in the price of the commodity. Commodity futures, swaps, and options are generally used to achieve the desired market exposure to commodities. A futures contract is an agreement between two parties to buy and sell a commodity at a set price on a future date. Commodity swaps are agreements involving the exchange by the Master Trust, with a counterparty, of respective commitments to pay or receive cash flows, e.g., an exchange of payments based on the price

THE BOEING COMPANY EMPLOYEE RETIREMENT PLANS

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AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

7. DERIVATIVE FINANCIAL INSTRUMENTS (CONTINUED)

movement for the commodity, with respect to the notional amount of principal. Commodity options give the buyer the right, but not the obligation, to buy one commodity or sell another commodity at a set price on or before a given date.

Future Settlement Risk — Future settlement risk is the risk of counterparty nonperformance resulting in not receiving the asset or associated gains specified in the contract. Gains are derived from the change in market value of the contract due to a change in price of the underlying security. Mortgage TBAs are used to manage the market exposure of a security or asset class. A TBA is a contract for the purchase or sale of agency mortgage-backed securities to be delivered at a future agreed-upon date.

As of December 31, 2023 and 2022, the Master Trust has invested in derivative contracts, which are reflected in the Master Trust's statements of net assets as follows:

2023	Interest Rate	Credit	Foreign Currency	Equity	Commodity	Future Settlement	Total
Assets:							
Other investments:							
Swaps	\$ 74,615,463	\$ 45,897,220	\$ -	\$ -	\$ 336,442	\$ -	\$ 120,849,125
Other receivables:							
Forward contracts	-	-	65,600	-	-	-	65,600
Futures	8,730,286	-	65,252	397,181	453,969	-	9,646,688
Treasury forwards and TBAs	-	-	-	-	-	3,985,592	3,985,592
Total assets	<u>\$ 83,345,749</u>	<u>\$ 45,897,220</u>	<u>\$ 130,852</u>	<u>\$ 397,181</u>	<u>\$ 790,411</u>	<u>\$ 3,985,592</u>	<u>\$ 134,547,005</u>
Liabilities:							
Other liabilities:							
Forward contracts	\$ -	\$ -	\$ 1,888,563	\$ -	\$ -	\$ -	\$ 1,888,563
Futures	9,697,137	-	282,697	216,895	852,241	-	11,048,970
Options	2,342,936	-	-	-	8,740	-	2,351,676
Swaps	20,570,246	3,249,705	-	-	158,564	-	23,978,515
Treasury forwards and TBAs	-	-	-	-	-	567,447	567,447
Total liabilities	<u>\$ 32,610,319</u>	<u>\$ 3,249,705</u>	<u>\$ 2,171,260</u>	<u>\$ 216,895</u>	<u>\$ 1,019,545</u>	<u>\$ 567,447</u>	<u>\$ 39,835,171</u>
2022							
	Interest Rate	Credit	Foreign Currency	Equity	Commodity	Future Settlement	Total
Assets:							
Other investments:							
Swaps	\$ 25,116,060	\$ 19,915,141	\$ -	\$ -	\$ 1,253,911	\$ -	\$ 46,285,112
Other receivables:							
Forward contracts	-	-	407,592	-	-	-	407,592
Futures	4,845,564	-	261,538	10,367,246	2,438,292	-	17,912,640
Treasury forwards and TBAs	-	-	-	-	-	3,625,170	3,625,170
Total assets	<u>\$ 29,961,624</u>	<u>\$ 19,915,141</u>	<u>\$ 669,130</u>	<u>\$ 10,367,246</u>	<u>\$ 3,692,203</u>	<u>\$ 3,625,170</u>	<u>\$ 68,230,514</u>
Liabilities:							
Other liabilities:							
Forward contracts	\$ -	\$ -	\$ 4,483,094	\$ -	\$ -	\$ -	\$ 4,483,094
Futures	19,310,867	-	1,059,778	4,241,424	862,749	-	25,474,818
Options	334,173	-	-	-	214,113	-	548,286
Swaps	79,075,296	5,416,981	-	-	6,178,167	-	90,670,444
Treasury forwards and TBAs	-	-	-	-	-	4,081,759	4,081,759
Total liabilities	<u>\$ 98,720,336</u>	<u>\$ 5,416,981</u>	<u>\$ 5,542,872</u>	<u>\$ 4,241,424</u>	<u>\$ 7,255,029</u>	<u>\$ 4,081,759</u>	<u>\$ 125,258,401</u>

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7. DERIVATIVE FINANCIAL INSTRUMENTS (CONTINUED)

Realized gains and losses and the change in unrealized gains and losses are reflected in the Master Trust's statements of changes in net assets as net appreciation or depreciation in the fair value of investments. The effects of derivative contracts realized gains and losses and the change in unrealized gains and losses for the years ended December 31, 2023 and 2022, are reflected in the following tables:

2023	Interest Rate	Credit	Foreign Currency	Equity	Commodity	Future Settlement	Total
Net gains (losses):							
Forward contracts	\$ -	\$ -	\$ (2,410,305)	\$ -	\$ -	\$ -	\$ (2,410,305)
Futures	(208,737,626)	-	(14,398,302)	(170,955,039)	(14,527,442)	-	(408,618,409)
Options	5,456,402	-	-	-	302,400	-	5,758,802
Swaps	(19,297,002)	28,248,008	-	-	(14,469,884)	-	(5,518,878)
Treasury forwards and TBAs	-	-	-	-	-	3,221,669	3,221,669
Total net gains and losses	<u>\$ (222,578,226)</u>	<u>\$ 28,248,008</u>	<u>\$ (16,808,607)</u>	<u>\$ (170,955,039)</u>	<u>\$ (28,694,926)</u>	<u>\$ 3,221,669</u>	<u>\$ (407,567,121)</u>
2022	Interest Rate	Credit	Foreign Currency	Equity	Commodity	Future Settlement	Total
Net gains (losses):							
Forward contracts	\$ -	\$ -	\$ 19,069,656	\$ -	\$ -	\$ -	\$ 19,069,656
Futures	(2,442,742,022)	-	44,655,765	684,986,153	30,795,653	-	(1,682,304,451)
Options	563,968	-	-	-	244,265	-	808,233
Swaps	(390,154,436)	(42,701,586)	-	-	41,335,477	-	(391,520,545)
Treasury forwards and TBAs	-	-	-	-	-	(4,059,033)	(4,059,033)
Total net gains and losses	<u>\$(2,832,332,490)</u>	<u>\$ (42,701,586)</u>	<u>\$ 63,725,421</u>	<u>\$ 684,986,153</u>	<u>\$ 72,375,395</u>	<u>\$ (4,059,033)</u>	<u>\$ (2,058,006,140)</u>

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7. DERIVATIVE FINANCIAL INSTRUMENTS (CONTINUED)

The following tables summarize the gross notional value of derivative contracts outstanding as of December 31, 2023 and 2022. The gross notional amounts give an indication of the volume of the Master Trust's derivative activities and significantly exceed the fair value of the derivative investments, which is more representative of the theoretical economic exposure associated with derivatives in the Master Trust.

2023	Interest Rate	Credit	Foreign Currency	Equity	Commodities	Future Settlement	Total
Forward contracts	\$ -	\$ -	\$ 124,725,791	\$ -	\$ -	\$ -	\$ 124,725,791
Futures	18,374,858,794	-	247,942,381	885,042,546	177,076,327	-	19,684,920,048
Options	1,173,194,413	-	-	-	1,501,358	-	1,174,695,771
Swaps	2,649,421,944	2,194,705,347	-	-	109,727,324	-	4,953,854,615
Treasury forward and TBAs	-	-	-	-	-	143,617,341	143,617,341
	<u>\$22,197,475,151</u>	<u>\$ 2,194,705,347</u>	<u>\$ 372,668,172</u>	<u>\$ 885,042,546</u>	<u>\$ 288,305,009</u>	<u>\$ 143,617,341</u>	<u>\$26,081,813,566</u>
2022	Interest Rate	Credit	Foreign Currency	Equity	Commodities	Future Settlement	Total
Forward contracts	\$ -	\$ -	\$ 220,827,038	\$ -	\$ -	\$ -	\$ 220,827,038
Futures	20,700,360,790	-	314,520,485	3,494,056,645	219,714,148	-	24,728,652,068
Options	54,595,859	-	-	-	4,905,020	-	59,500,879
Swaps	2,090,575,204	1,983,367,960	-	-	138,426,164	-	4,212,369,328
Treasury forward and TBAs	-	-	-	-	-	106,629,844	106,629,844
	<u>\$22,845,531,853</u>	<u>\$ 1,983,367,960</u>	<u>\$ 535,347,523</u>	<u>\$ 3,494,056,645</u>	<u>\$ 363,045,332</u>	<u>\$ 106,629,844</u>	<u>\$29,327,979,157</u>

Derivatives are generally used to manage the market exposure of a security, index or currency, interest rate risk, or adjust the portfolio duration. Derivative contracts are instruments that derive their value from underlying assets, indices, reference interest rates, or a combination of these factors. Refer to Note 2 for further description of how derivative instruments are valued. Certain cash instruments, such as mortgage-backed TBAs, meet the definition of a derivative instrument under U.S. GAAP.

The nature of the counterparty and the settlement mechanism of the derivative affect the credit risk to which the Master Trust is exposed. For OTC derivatives such as swaps, forwards, options and TBAs, the Master Trust is exposed to the credit risk of the derivative counterparty. The counterparty credit risk for those contracts is managed through an ISDA Master Agreement (or similar agreements). For exchange-traded derivatives, such as futures, options, and cleared swaps, the Master Trust is exposed to the credit risk of the relevant exchange or clearinghouse in the event the clearinghouse failed and went bankrupt.

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7. DERIVATIVE FINANCIAL INSTRUMENTS (CONTINUED)

The Master Trust is also exposed to liquidity risk in the following situations:

- 1) When the derivative contracts require the Master Trust to post additional cash or securities collateral with counterparties as the fair value of the contracts moves in the counterparties' favor and the Master Trust's receivables under related contracts are unavailable for offset or insufficient in value to offset the payment obligation to the counterparty.
- 2) When certain derivative contracts have credit-related contingent features under the International Swaps and Derivatives Association Master Agreement (generally swaps) with counterparties for contracts in a net liability position.

The Master Trust has liquidity risk if its assets decline by various, pre-specified rates over predetermined time periods. If this occurs, the Master Trust is required to post more collateral or may be required to pay off the open liability contracts given the counterparty's right to terminate the contract. At December 31, 2023 and 2022, the Master Trust had a fair value of \$9,524,573 and \$50,214,200, respectively, in contracts in a net liability position with contingent features. \$230,000 and \$5,001,000, respectively, were posted in collateral against derivative contracts. There was no additional collateral required to be posted in the event that a contingent event had occurred at December 31, 2023 and December 31, 2022. Certain derivatives contracts also provide for the right to terminate the contract if a contingent event occurs. At December 31, 2023 and 2022, these terminations would have required the Master Trust to settle trades with a fair value of \$14,882,210 and \$68,302,543, respectively.

The Master Trust holds credit derivatives which are included in other investments and other liabilities on the Master Trust's statements of net assets. The fair value of credit derivatives where the Master Trust is the seller of the credit derivatives is \$4,434,017 and \$1,597,293 as of December 31, 2023 and 2022, respectively. The total gross notional value of credit derivatives where the Master Trust is the seller is \$278,232,117 and \$369,024,960 (0.57% and 0.75% of net assets) as of December 31, 2023 and 2022, respectively.

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8. RELATED PARTY AND PARTY-IN-INTEREST TRANSACTIONS

Certain Master Trust investments are managed by J.P. Morgan Asset Management. J.P. Morgan Asset Management is an affiliate of J.P. Morgan, the trustee for the Master Trust and the Plans; therefore, these transactions qualify as related party and party-in-interest transactions. The investment management fees to J.P. Morgan Asset Management are paid at the Master Trust level.

At December 31, 2022, the Master Trust held 9,352,727 shares of common stock of the Company, with fair value of \$1,781,600,966 and a cost basis of \$1,677,505,115. The common stock of the Company is included in common and preferred stock on the Master Trust's statements of net assets as of December 31, 2022. There are no investments in the common stock of the Company as of December 31, 2023.

The EBIC has delegated exclusive authority for management and disposition of the common stock of the Company held within the Master Trust to Newport Trust Company ("Newport"), an independent fiduciary and investment manager. When Newport disposes of shares, the proceeds are used for liquidity needs or reinvested into other asset classes.

9. TAX STATUS

The Internal Revenue Service ("IRS") determined and informed the Company by letters dated March 6, 2015 (for the BCERP, BNA Plan, BSSB Plan, Hourly East Plan, and Hourly West Plan), May 7, 2015 (for the NCRP), June 9, 2015 (for the BSS Plan) and July 8, 2021 (for the PVP) that the Plans and related trust are designed in accordance with applicable sections of the Internal Revenue Code ("IRC"). The Plans have been amended since receiving their determination letters. The Plans' administrator believes that the Plans are designed and are currently being operated in compliance with the applicable requirements of the IRC. Therefore, the Plans' administrator believes the Plans' tax-exempt status has not been affected, and no provision for income taxes has been included in the Plans' financial statements. The Plans are subject to routine audits by taxing jurisdictions. The BCERP was under examination by the IRS during 2023. The examination was closed without consequence or required action as of March 1, 2024.

10. SUBSEQUENT EVENTS

On May 23, 2024, the Employee Benefit Plans Committee approved the merger of the PVP, BNA Plan, NCRP, Hourly East Plan, Hourly West Plan, BSS Plan and BSSB Plan on December 31, 2025, or such earlier or later date as is determined necessary and appropriate. The Employee Benefit Plans Committee also directed and authorized the Senior Director, Global Benefits (or their equivalent but for title) to make all determination and take all actions he deems necessary or appropriate to effectuate the merger of these plans. The final date, surviving plan and name of the surviving plan are yet to be determined.

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Schedule SB, Line 26a

Schedule of Active Participants with Non-Frozen Pay as of January 1, 2023¹

Number and average plan compensation limited by IRC §401(a)(17) distributed by attained age and attained years of credited service

Attained Age	Attained Years of Credited Service ²										Total
	Under 1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40 & Over	
Under 25	0	0	0	0	0	0	0	0	0	0	0
	-	-	-	-	-	-	-	-	-	-	-
25-29	1	3	4	0	0	0	0	0	0	0	8
	-	-	-	-	-	-	-	-	-	-	-
30-34	7	63	420	13	0	0	0	0	0	0	503
	-	120,118	137,972	-	-	-	-	-	-	-	135,186
35-39	8	61	644	450	0	0	0	0	0	0	1,163
	-	131,606	137,312	152,941	-	-	-	-	-	-	143,106
40-44	14	50	394	857	59	2	0	0	0	0	1,376
	-	130,249	136,250	158,798	182,998	-	-	-	-	-	152,275
45-49	6	41	296	451	161	152	0	0	0	0	1,107
	-	141,212	141,625	158,252	168,565	176,092	-	-	-	-	157,094
50-54	9	41	292	424	185	363	147	7	0	0	1,468
	-	140,882	145,526	157,263	163,168	170,250	162,296	-	-	-	158,680
55-59	8	44	247	352	183	288	299	223	0	0	1,644
	-	147,609	148,696	158,208	168,051	165,995	174,408	179,273	-	-	164,768
60-64	5	36	162	227	108	164	131	198	49	4	1,084
	-	157,911	154,475	158,660	169,762	162,018	162,943	183,039	185,684	-	165,817
65-69	0	9	39	60	35	48	34	42	37	26	330
	-	-	147,713	160,785	169,963	161,222	164,956	181,842	185,268	183,717	167,335
70 & over	1	1	3	6	7	1	1	5	2	4	31
	-	-	-	-	-	-	-	-	-	-	170,898
Total	59	349	2,501	2,840	738	1,018	612	475	88	34	8,714
	145,335	136,446	141,146	157,320	168,914	168,151	168,457	180,505	184,384	178,114	156,409

¹ Includes participants who are currently accruing pay increases, pending terminations, and participants on leave of absence.

² Age and service for purposes of determining category are based on exact (not rounded) values.

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Schedule SB, Line 26a

Schedule of Active Participant Data for Frozen Plans as of January 1, 2023¹

Number and average annual frozen benefit distributed by attained age and attained years of credited service

Attained Age	Attained Years of Credited Service ²										Total
	Under 1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40 & Over	
Under 25	0	0	0	0	0	0	0	0	0	0	0
	-	-	-	-	-	-	-	-	-	-	-
25-29	1	37	7	0	0	0	0	0	0	0	45
	-	4,673	-	-	-	-	-	-	-	-	4,803
30-34	56	482	952	6	0	0	0	0	0	0	1,496
	480	4,389	7,599	-	-	-	-	-	-	-	6,317
35-39	55	744	1,845	237	0	0	0	0	0	0	2,881
	508	4,301	8,281	13,917	-	-	-	-	-	-	7,568
40-44	35	761	1,679	409	23	1	0	0	0	0	2,908
	648	4,291	8,525	16,161	22,043	-	-	-	-	-	8,508
45-49	31	597	1,446	383	214	13	0	0	0	0	2,684
	699	4,344	8,630	15,619	19,934	-	-	-	-	-	9,591
50-54	20	670	1,608	491	490	151	119	4	0	0	3,553
	704	4,437	8,493	15,879	20,795	26,538	31,340	-	-	-	11,963
55-59	40	638	1,563	565	705	468	724	146	0	0	4,849
	689	4,328	8,552	16,406	21,953	27,517	32,042	35,936	-	-	16,957
60-64	28	514	1,102	365	509	344	542	221	91	0	3,716
	568	4,405	8,284	15,100	21,396	27,759	32,407	37,009	42,311	-	18,018
65-69	12	160	376	86	139	88	131	80	75	5	1,152
	-	4,576	8,210	14,798	20,138	26,409	32,988	40,023	42,180	-	18,341
70 & over	2	8	36	11	19	7	14	5	11	2	115
	-	-	8,436	-	-	-	-	-	-	-	19,729
Total	280	4,611	10,614	2,553	2,099	1,072	1,530	456	177	7	23,399
	592	4,363	8,375	15,669	21,204	27,376	32,189	37,225	42,157	-	12,694

¹ Includes active participants, pending terminations, participants on leave of absence and suspended participants.

² Age and service for purposes of determining category are based on exact (not rounded) values.

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Schedule SB, Part V Statement of Actuarial Assumptions/Methods

Economic Assumptions

Interest rate basis

- Applicable month September 2022
- Interest rate basis 3-Segment rates

Interest rates

	Reflecting Stabilization	Not Reflecting Stabilization
--	--------------------------	------------------------------

- | | | |
|-------------------------------------|-------------------------|-------------------------|
| ■ First segment rate | 4.75% | 1.41% |
| ■ Second segment rate | 5.00% | 3.09% |
| ■ Third segment rate | 5.74% | 3.58% |
| ■ Effective interest rate | 5.26% | 3.23% |
| ■ Lump sum conversion interest rate | Valuation segment rates | Valuation segment rates |

Annual rates of increase

- Salary increase: Exhibit A
- Future Social Security wage bases 3.00%
- Statutory limits on compensation 2.50%

Assumed earnings rate on investments 5.92%¹

Administrative expense Plan-related expenses are assumed to be the actual prior year administrative expenses, adjusted for the expected change in PBGC premium, rounded up to two significant digits. The assumed administrative expense is \$110,000,000 for 2023 and was \$52,000,000 for 2022. The plan sponsor pays administrative expenses directly from the trust.

As permitted by law, rates reflecting stabilization are used to determine the funding target and target normal cost, and thus the minimum required contribution under IRC §430 for the plan. Because these assumptions are subject to a corridor based on average interest rates over a 25-year period, as well as a 5.0% floor on each segment rate before application of the corridor, they may differ from (and currently

¹ Used to develop the expected return in 2022 for the development of the actuarial value of assets. Represents the lesser of the long-term asset return and third segment rate used for the 2022 valuation.

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are higher than) current market interest rates, and may be inconsistent with other economic assumptions used in the valuation.

Demographic Assumptions

Mortality

- Healthy
Separate rates for non-annuitants (based on RP-2014 “Employees” table without collar or amount adjustments, adjusted backward to 2006 with MP-2014, and then projected forward with a static projection as specified in the regulations under §1.430(h)(3)-1 using Scale MP-2021) and annuitants (based on RP-2014 “Healthy Annuitants” table without collar or amount adjustments, adjusted backward to 2006 with MP-2014, and then projected forward with a static projection as specified in the regulations under §1.430(h)(3)-1 using Scale MP-2021) (Exhibit B).
- Disabled
Alternative disabled life mortality table after 1994, as defined under IRS Revenue Ruling 96-7 (Exhibit C).
- Lump Sum Conversion
The applicable 417(e) mortality table.

Termination

Rates varying by service:

Years of service	Rate
0-3	8.5%
4-12	3.0%
13-22	2.0%
23+	1.0%

Rates are 0.00% when eligible to retire

Included in the termination rate above is the bridge eligible layoff decrement rate. For participants not yet retirement eligible, but meeting the age and service requirements to bridge into early retirement after layoff, 50% are assumed to be offered a bridge eligible layoff.

Disability

0.25% at each eligible age.

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Retirement

Rates varying by age and SPEEA indicator, average age 62.

The rates at which participants retire are shown below.

Age	Non-SPEEA Rate	SPEEA Rate
55	7.0%	7.5%
56	7.0%	7.5%
57	7.0%	7.5%
58	7.0%	11.0%
59	10.0%	13.0%
60	11.0%	15.0%
61	12.0%	17.0%
62	13.0%	19.0%
63	14.0%	21.0%
64	15.0%	23.6%
65	20.0%	26.2%
66	20.0%	28.8%
67	20.0%	31.4%
68	20.0%	34.0%
69	20.0%	34.0%
70	100.0%	100.0%

Rates are 0.0% if not eligible to retire.

Benefit commencement date:

- Survivor benefits
Surviving spouse benefits commence at the later of the death of the active participant or the date the participant would have attained age 55 or early retirement eligibility.
- Termination
The later of age 62 or termination of employment.
- Disability
Immediately if participant is age 50 with at least 10 years of vesting service, otherwise age 65.
- Retirement benefit
Upon termination of employment.

Benefit commencement for terminated vested participants

Terminated vested participants are assumed to commence benefits at age 62, or immediately if between age 62 and 65. Terminated vested participants over age 65 are assumed to commence benefits immediately and collect a retroactive payment equal to the sum of their missed payments plus interest.

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Missing participants

Deferred vested participants identified by the Plan Administrator as missing, as indicated by a forfeiture flag in the data, are included in the participant counts and demographic information, but have zero liability. It is assumed that no claim for these benefits will be made.

Form of payment

50% of participants in labor groups where lump sums are offered who are active and not yet age 70 as of the valuation date are assumed to elect an immediate voluntary single lump sum payment at decrement. The remaining active participants are assumed to elect the following forms if retiring from active status:

- Single participants: single life annuity;
- Male married participants: single life annuity 10% of the time, a joint and 50% survivor annuity 45% of the time, and a joint and 100% survivor annuity 45% of the time.
- Female married participants: single life annuity 25% of the time, a joint and 50% survivor annuity 37.5% of the time, and a joint and 100% survivor annuity 37.5% of the time.

75% of participants in labor groups where lump sums are offered who are terminated vested and not yet age 62 as of the valuation date are assumed to elect a lump sum. The remaining terminated vested participants are assumed to elect the following forms:

- Single participants: single life annuity.
- Male married participants: single life annuity 40% of the time, a joint and 50% survivor annuity 30% of the time, and a joint and 100% survivor annuity 30% of the time.
- Female married participants: single life annuity 50% of the time, a joint and 50% survivor annuity 25% of the time, and a joint and 100% survivor annuity 25% of the time.

The joint and survivor forms include a “pop-up” feature and are actuarially reduced from the life annuity.

Percent married

80% of males and 60% of females

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Spouse age	Spouse of male employees assumed to be two years younger, spouse of female employees assumed to be two years older. Assume opposite gender for spouse.
Pensionable pay	<p>Pensionable pay for prior years provided by Boeing's third party administrator. Pensionable pay for current year is sum of the following:</p> <ol style="list-style-type: none">(1) Base pay rate at beginning of current year.(2) Assumed pay increase on March 1 based on valuation assumption (Exhibit A)(3) Load of 4% applied to the base pay rate to estimate bonuses received by unions.
Timing of benefit payments	Annuity payments are payable monthly at the beginning of the month and lump sum payments are payable on date of decrement.
Western Metals Industry Pension Fund – Participation	<p>Active participants in Labor Group Code 216, Portland IAM Unit 24, are assumed to be participants of the Western Metals Industry Pension Fund, a multiemployer plan. Their Western Metals Industry Pension Fund service is assumed to be consistent with the service under the BCERP.</p> <p>Deferred participants eligible for a Western Metals benefit are assumed to have a percent of their benefit paid by Western Metals. This percent has been estimated to be 15%, consistent with the active population that is also eligible for the Western Metals benefits.</p>
Western Metal Industry Pension Fund – Hours Worked	For each year of service before November 1, 2016, 2080 hours are assumed, and prorated for partial years of service.

Methods

Valuation date	First day of plan year
Funding target	Present value of accrued benefits as required by regulations under IRC §430.

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Target normal cost

Present value of benefits expected to accrue during the plan year plus plan-related expenses expected to be paid from plan assets during the plan year as required by regulations under IRC §430.

Decrement timing

The approach used is called rounded middle of year (rounded MOY) decrement timing. Most events are assumed to occur at the middle of year during which the eligibility condition will be met or the start/end date will occur. For death and disability decrements, the rate applied is based on the participant's rounded age (nearest integer age) at the beginning of the year, to align with the methodology generally used to create those rate tables. For retirement and withdrawal decrements: the age is generally the participant's rounded age at the middle of the year.

Actuarial value of assets

Average of the market value of assets on the valuation date and the preceding two valuation dates, adjusted for contributions, benefits, administrative expenses and expected return (with such expected earnings limited as described in IRS Notice 2009-22). The average asset value must be within 10% of the market value on the valuation date, including contributions receivable (discounted using the effective interest rate for the prior plan year).

Benefits not valued

All benefits described in the Plan Provisions section of this report were valued based on discussions with Boeing regarding the likelihood that these benefits will be paid. Willis Towers Watson has reviewed the plan provisions with Boeing and, based on that review, is not aware of any significant benefits required to be valued that were not.

Funding policy

The funding policy of the Plan is to contribute an amount each year that is at least equal to the minimum required contribution under federal law and that is tax-deductible under the Internal Revenue Code.

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Sources of Data and Other Information

Willis Towers Watson used asset data supplied by Boeing. Boeing furnished the dates and amounts of the plan contributions. Boeing, through its third-party administrator, furnished participant data as of January 1, 2023. Data for active plan participants as of January 1, 2023 includes accrued benefits for frozen participants determined by the plan administrator. Data and other information were reviewed for reasonableness and consistency, but no audit was performed. Based on discussions with the plan sponsor, assumptions or estimates were made when data were not available. Data estimates and assumptions are documented in a data assumptions memo sent to Boeing on July 7, 2023. In addition to the data assumptions and estimates provided on July 7, 2023, the Western Metals Industry Pension Fund offset to the accrued benefit was estimated as described above for participants of Labor Group Code 216.

We are not aware of any errors or omissions in the data that would have a significant effect on the results of our calculations.

Assumptions Considerations due to COVID-19

The COVID-19 pandemic has disrupted Boeing's business operations as well as the economic outlook. Accordingly, Willis Towers Watson has reviewed and evaluated the non-prescribed economic and demographic assumptions to determine whether adjustments may be warranted. Below is a summary of this review for applicable significant assumptions:

Termination and retirement from active status - Decrements beyond 2022 have not been changed given the expectation that experience will revert to the long-term assumption.

Rates of increase in compensation (SPEEA only) - Boeing has reviewed the current salary increase assumption for BCERP and does not anticipate the current pandemic will materially impact this assumption.

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Assumptions Rationale - Significant Economic Assumptions

Discount rate	The basis chosen by the plan sponsor is among the choices prescribed by law, all of which are based on observed market data over certain periods of time, and for this reason we believe this assumption does not significantly conflict with what would be reasonable.
Pay load assumption	The BCERP pay load assumption is based on our understanding of the target EIP for SPEEA participants of 4% and the company's estimate of annualized ratification bonuses for other bargaining units.
Rates of increase in compensation	Assumed compensation increases are based on actual compensation increases received by the participant population over the period 2015 – 2019, adjusted for future expectations of pay increases. The analysis of historical pay increases was presented in the experience study delivered to Boeing on September 23, 2020. The assumption was reviewed in September, 2022 based on experience through 2021, but not updated.
Lump sum conversion rate	As required by IRC §430, lump sum benefits are valued using "annuity substitution", so that the interest rates assumed are effectively the same as described above for the discount rate.
Pension Plan administrative expenses	Administrative expenses are based on the prior year's actual administrative expenses and expected changes in PBGC premiums rounded up to two significant figures.

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Assumed Earnings Rate on Investments for Asset Smoothing

The assumed return of 5.92% used for asset smoothing is the third segment rate. Although we have not explicitly determined an expected return on assets, the expected return on assets assumption chosen by Boeing with the help of their investment advisers under U.S. GAAP for 2022 is 6.25%. It is the client's best estimate and we determined that it does not significantly conflict with what would be reasonable based on their asset allocation. Our determination that this assumption does not significantly conflict with what would be reasonable is informed by Willis Towers Watson's Expected Return Estimator model and by analysis of recent and historical data, including the variability thereof, for CPI, GDP growth, and real returns on the various classes of assets held by the trust.

Assumptions Rationale - Significant Demographic Assumptions

Healthy Mortality

Assumptions used for funding purposes are among the choices prescribed by IRC §430(h).

Disabled Mortality

IRC §430(h)(3)(D) provides for the use of separate mortality tables with respect to certain individuals who are entitled to benefits on account of disability. Disabled mortality tables from IRS Revenue Ruling 96-7 have been selected. These separate mortality tables are permitted to be used with respect to disabled individuals in lieu of the generally applicable mortality tables provided pursuant to IRC §430(h)(3)(A) or the substitute mortality tables under IRC §430(h)(3)(C). Disabled mortality improvement is not assumed beyond the valuation date because the assumption is considered to be immaterial.

Termination

The assumed termination rates are based on actual termination experience by the plan over the period 2015 – 2019 for SPEEA participants and 2014 – 2015 and 2017 – 2019 for non-SPEEA participants, with consideration for future conditions that might be expected to produce different results in the future. 2016 experience for non-SPEEA participants was not incorporated because it was a year of atypical turn-over experience due to layoffs. The analysis of historical termination rates was presented in the experience study delivered to Boeing on September 23, 2020. The

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assumption was reviewed in September, 2022 based on experience through 2021, but not updated.

Retirement

The assumed rates of retirement from active employment are based on actual retirement experience by the plan over the period 2014 – 2018, for SPEEA participants and 2013 – 2015 and 2017 – 2018 for non-SPEEA participants, with consideration for future conditions that might be expected to produce different results in the future. 2016 experience for non-SPEEA participants was not incorporated because it was a year of atypical retirement experience due to layoffs. The analysis of historical rates of retirement from active employment was presented in the experience study delivered to Boeing on October 31, 2019. The assumption was reviewed in September, 2022 based on experience through 2021, but not updated..

Deferred Vested Benefit Commencement Date

Deferred vested participants' assumed commencement age is a single age intended to capture the average age at commencement, based on plan experience. The analysis of historical ages of benefit commencement for deferred vested participants was presented in the experience study delivered to Boeing on September 2, 2021. The assumption was reviewed in September, 2022 based on experience through 2021, but not updated.

Bridge Eligible Layoff Assumption

Bridge eligible layoff rates are based on recent historical experience and the plan sponsor's best estimate for occurrence of bridge eligible layoffs. The analysis of bridge eligible layoffs during 2018 for active participants was presented in the experience study delivered to Boeing on October 31, 2019.

Lump Sum Election Rate From Active Status

The lump sum election assumption is based on the plan's 2017 – 2020 lump sum experience for this population and reflects expected future experience. This assumption only applies to labor groups within BCERP who are offered an ongoing lump sum option. The analysis of historical lump sum elections for active participants was presented in the experience study delivered to Boeing on September 2, 2021.

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The assumption was reviewed in September, 2022 based on experience through 2021, but not updated.

Vested Terminated Lump Sum Election Rate

The lump sum election assumption is based on the plan's 2017 - 2021 lump sum experience for this population and reflects expected future experience. This assumption only applies to labor groups within BCERP who are offered an ongoing lump sum option. The analysis of historical lump sum elections for vested terminated participants was presented in the experience study delivered to Boeing in September, 2022.

Prescribed Methods

Funding methods

The methods used for funding purposes as described in Appendix A, including the method of determining plan assets, are "prescribed methods set by law", as defined in the actuarial standards of practice (ASOPs). These methods are required by IRC §430, or were selected by the plan sponsor from a range of methods permitted by IRC §430.

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Changes in Assumptions and Methods

- The segment interest rates used to calculate the funding target and target normal cost were updated from an applicable month of September 2021 to September 2022 before application of interest rate stabilization corridors. In addition, the segment interest rates were updated from reflecting interest rate corridors applicable for a January 1, 2022 valuation to those applicable for a January 1, 2023 valuation.
- The assumed mortality for healthy participants has been updated to use the MP-2021 projection scale as specified in the regulations under §1.430(h)(3)-1.
- The mortality used to convert annuities to lump sums was changed to the applicable table required for the 2023 plan year.
- Terminated vested participants who are not yet age 62 as of the valuation date are assumed to elect an immediate lump sum 75% of the time. For the prior valuation, the assumption was 70%. The assumption was updated based on results of an experience study provided to Boeing in September 2022.
- The bonus load assumption was changed from 5% to 4% based on a review of negotiated bonuses for SPEEA participants.

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Annual Rates of Increase in Salaries

Exhibit A

<u>Age</u>	<u>Percentage</u>
20	8.00%
21	8.00%
22	8.00%
23	8.00%
24	8.00%
25	8.00%
26	7.80%
27	7.60%
28	7.40%
29	7.20%
30	7.00%
31	6.90%
32	6.80%
33	6.70%
34	6.60%
35	5.80%
36	5.70%
37	5.60%
38	5.50%
39	5.40%
40	5.30%
41	5.20%
42	5.10%
43	5.10%
44	5.00%
45	4.70%
46	4.60%
47	4.60%
48	4.50%
49	4.50%
50	4.40%
51	4.30%
52	4.30%
53	4.20%
54	4.20%
55	4.10%
56	4.00%
57	4.00%
58	3.90%
59	3.90%
60	3.80%
61	3.70%
62	3.70%
63	3.60%
64	3.60%
65	3.50%
66	3.40%
67	3.40%
68	3.30%
69	3.30%
70+	3.30%

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IRS 2023 Prescribed Preretirement and Postretirement Mortality Tables											Exhibit B
Non-Annuitants						Annuitants					
Age	Male	Female	Age	Male	Female	Age	Male	Female	Age	Male	Female
1	0.0151%	0.0142%	61	0.3980%	0.2050%	1	0.0151%	0.0142%	61	0.6292%	0.4381%
2	0.0104%	0.0094%	62	0.4550%	0.2245%	2	0.0104%	0.0094%	62	0.6866%	0.4825%
3	0.0087%	0.0071%	63	0.5206%	0.2456%	3	0.0087%	0.0071%	63	0.7514%	0.5304%
4	0.0069%	0.0054%	64	0.5945%	0.2686%	4	0.0069%	0.0054%	64	0.8227%	0.5826%
5	0.0061%	0.0050%	65	0.6759%	0.2929%	5	0.0061%	0.0050%	65	0.8992%	0.6378%
6	0.0056%	0.0046%	66	0.7575%	0.3262%	6	0.0056%	0.0046%	66	0.9837%	0.6994%
7	0.0050%	0.0043%	67	0.8460%	0.3628%	7	0.0050%	0.0043%	67	1.0755%	0.7673%
8	0.0043%	0.0041%	68	0.9432%	0.4043%	8	0.0043%	0.0041%	68	1.1768%	0.8438%
9	0.0035%	0.0038%	69	1.0530%	0.4516%	9	0.0035%	0.0038%	69	1.2926%	0.9314%
10	0.0030%	0.0036%	70	1.1740%	0.5055%	10	0.0030%	0.0036%	70	1.4211%	1.0311%
11	0.0032%	0.0038%	71	1.3105%	0.5670%	11	0.0032%	0.0038%	71	1.5669%	1.1443%
12	0.0048%	0.0044%	72	1.4651%	0.6377%	12	0.0048%	0.0044%	72	1.7334%	1.2744%
13	0.0065%	0.0051%	73	1.6393%	0.7184%	13	0.0065%	0.0051%	73	1.9222%	1.4219%
14	0.0081%	0.0057%	74	1.8381%	0.8110%	14	0.0081%	0.0057%	74	2.1392%	1.5905%
15	0.0097%	0.0063%	75	2.0625%	0.9171%	15	0.0097%	0.0063%	75	2.3860%	1.7832%
16	0.0115%	0.0068%	76	2.3153%	1.0382%	16	0.0115%	0.0068%	76	2.6669%	2.0029%
17	0.0133%	0.0073%	77	2.6011%	1.1771%	17	0.0133%	0.0073%	77	2.9884%	2.2555%
18	0.0153%	0.0078%	78	2.9220%	1.3355%	18	0.0153%	0.0078%	78	3.3542%	2.5456%
19	0.0174%	0.0081%	79	3.2800%	1.5162%	19	0.0174%	0.0081%	79	3.7690%	2.8794%
20	0.0194%	0.0082%	80	3.6804%	1.7202%	20	0.0194%	0.0082%	80	4.2409%	3.2611%
21	0.0221%	0.0085%	81	3.8779%	1.8997%	21	0.0221%	0.0085%	81	4.7564%	3.6875%
22	0.0247%	0.0088%	82	4.2471%	2.2399%	22	0.0247%	0.0088%	82	5.3493%	4.1763%
23	0.0268%	0.0093%	83	4.7875%	2.7462%	23	0.0268%	0.0093%	83	6.0210%	4.7381%
24	0.0282%	0.0097%	84	5.5112%	3.4254%	24	0.0282%	0.0097%	84	6.7926%	5.3827%
25	0.0276%	0.0101%	85	6.4208%	4.2829%	25	0.0276%	0.0101%	85	7.6650%	6.1163%
26	0.0276%	0.0107%	86	7.5247%	5.3201%	26	0.0276%	0.0107%	86	8.6534%	6.9445%
27	0.0280%	0.0114%	87	8.8214%	6.5455%	27	0.0280%	0.0114%	87	9.7631%	7.8806%
28	0.0289%	0.0121%	88	10.3217%	7.9602%	28	0.0289%	0.0121%	88	11.0080%	8.9236%
29	0.0303%	0.0130%	89	12.0285%	9.5631%	29	0.0303%	0.0130%	89	12.3982%	10.0765%
30	0.0321%	0.0143%	90	13.9404%	11.3553%	30	0.0321%	0.0143%	90	13.9404%	11.3553%
31	0.0342%	0.0156%	91	15.5723%	12.7432%	31	0.0342%	0.0156%	91	15.5723%	12.7432%
32	0.0366%	0.0171%	92	17.2495%	14.2079%	32	0.0366%	0.0171%	92	17.2495%	14.2079%
33	0.0391%	0.0186%	93	18.9416%	15.7436%	33	0.0391%	0.0186%	93	18.9416%	15.7436%
34	0.0414%	0.0202%	94	20.6322%	17.3120%	34	0.0414%	0.0202%	94	20.6322%	17.3120%
35	0.0436%	0.0217%	95	22.2904%	18.9259%	35	0.0436%	0.0217%	95	22.2904%	18.9259%
36	0.0455%	0.0231%	96	24.1036%	20.6635%	36	0.0455%	0.0231%	96	24.1036%	20.6635%
37	0.0474%	0.0247%	97	25.9609%	22.4625%	37	0.0474%	0.0247%	97	25.9609%	22.4625%
38	0.0494%	0.0263%	98	27.8783%	24.3330%	38	0.0494%	0.0263%	98	27.8783%	24.3330%
39	0.0516%	0.0281%	99	29.8557%	26.2575%	39	0.0516%	0.0281%	99	29.8557%	26.2575%
40	0.0542%	0.0299%	100	31.8715%	28.2507%	40	0.0542%	0.0299%	100	31.8715%	28.2507%
41	0.0570%	0.0318%	101	33.9088%	30.2631%	41	0.0576%	0.0316%	101	33.9088%	30.2631%
42	0.0603%	0.0339%	102	35.9387%	32.3025%	42	0.0656%	0.0359%	102	35.9387%	32.3025%
43	0.0644%	0.0363%	103	37.9567%	34.3404%	43	0.0779%	0.0425%	103	37.9567%	34.3404%
44	0.0693%	0.0391%	104	39.9139%	36.3591%	44	0.0943%	0.0516%	104	39.9139%	36.3591%
45	0.0750%	0.0423%	105	41.7508%	38.3361%	45	0.1146%	0.0631%	105	41.7508%	38.3361%
46	0.0817%	0.0459%	106	43.5423%	40.2637%	46	0.1390%	0.0771%	106	43.5423%	40.2637%
47	0.0891%	0.0500%	107	45.2373%	42.0905%	47	0.1675%	0.0939%	107	45.2373%	42.0905%
48	0.0973%	0.0546%	108	46.8127%	43.8323%	48	0.2004%	0.1138%	108	46.8127%	43.8323%
49	0.1066%	0.0596%	109	48.3049%	45.4656%	49	0.2383%	0.1371%	109	48.3049%	45.4656%
50	0.1169%	0.0654%	110	49.6973%	46.9951%	50	0.2817%	0.1642%	110	49.6973%	46.9951%
51	0.1284%	0.0719%	111	50.1966%	48.4210%	51	0.3008%	0.1733%	111	50.1966%	48.4210%
52	0.1416%	0.0795%	112	50.1208%	49.7359%	52	0.3218%	0.1848%	112	50.1208%	49.7359%
53	0.1556%	0.0883%	113	50.0603%	50.2764%	53	0.3426%	0.1994%	113	50.0603%	50.2764%
54	0.1714%	0.0985%	114	50.0001%	50.1052%	54	0.3652%	0.2170%	114	50.0001%	50.1052%
55	0.1898%	0.1100%	115	49.9300%	49.9500%	55	0.3903%	0.2380%	115	49.9300%	49.9500%
56	0.2115%	0.1228%	116	49.9600%	49.9750%	56	0.4189%	0.2624%	116	49.9600%	49.9750%
57	0.2374%	0.1370%	117	49.9800%	49.9850%	57	0.4515%	0.2907%	117	49.9800%	49.9850%
58	0.2685%	0.1525%	118	49.9950%	50.0000%	58	0.4885%	0.3225%	118	49.9950%	50.0000%
59	0.3051%	0.1690%	119	50.0000%	50.0000%	59	0.5302%	0.3580%	119	50.0000%	50.0000%
60	0.3483%	0.1865%	120	100.0000%	100.0000%	60	0.5773%	0.3965%	120	100.0000%	100.0000%

Plan Name: The Boeing Company Employee Retirement Plan
 EIN / PN: 91-0425694/001
 Plan Sponsor: The Boeing Company and Consolidated Subsidiaries
 Valuation Date: January 1, 2023

SCHEDULE SB ATTACHMENTS

IRS Revenue Ruling 96-7 Post-1994 Disabled Mortality

Exhibit C

Disabled Participants

<u>Age</u>	<u>Male</u>	<u>Female</u>	<u>Age</u>	<u>Male</u>	<u>Female</u>
1	2.2010%	0.7777%	61	5.9172%	3.9176%
2	2.2010%	0.7777%	62	6.0232%	4.0395%
3	2.2010%	0.7777%	63	6.1303%	4.1653%
4	2.2010%	0.7777%	64	6.2429%	4.2950%
5	2.2010%	0.7777%	65	6.3669%	4.4287%
6	2.2010%	0.7777%	66	6.5082%	4.5666%
7	2.2010%	0.7777%	67	6.6724%	4.6828%
8	2.2010%	0.7777%	68	6.8642%	4.8070%
9	2.2010%	0.7777%	69	7.0834%	4.9584%
10	2.2010%	0.7777%	70	7.3284%	5.1331%
11	2.2010%	0.7777%	71	7.5979%	5.3268%
12	2.2010%	0.7777%	72	7.8903%	5.5356%
13	2.2010%	0.7777%	73	8.2070%	5.7573%
14	2.2010%	0.7777%	74	8.5606%	5.9979%
15	2.2010%	0.7777%	75	8.8918%	6.2574%
16	2.2502%	0.8120%	76	9.2208%	6.5480%
17	2.3001%	0.8476%	77	9.5625%	6.8690%
18	2.3519%	0.8852%	78	9.9216%	7.2237%
19	2.4045%	0.9243%	79	10.3030%	7.6156%
20	2.4583%	0.9650%	80	10.7113%	8.0480%
21	2.5133%	1.0076%	81	11.1515%	8.5243%
22	2.5697%	1.0521%	82	11.6283%	9.0480%
23	2.6269%	1.0984%	83	12.1464%	9.6224%
24	2.6857%	1.1468%	84	12.7108%	10.2508%
25	2.7457%	1.1974%	85	13.3262%	10.9368%
26	2.8071%	1.2502%	86	13.9974%	11.6837%
27	2.8704%	1.3057%	87	14.7292%	12.4948%
28	2.9345%	1.3632%	88	15.5265%	13.3736%
29	2.9999%	1.4229%	89	16.3939%	14.3234%
30	3.0661%	1.4843%	90	17.3363%	15.3477%
31	3.1331%	1.5473%	91	18.3585%	16.4498%
32	3.2006%	1.6103%	92	19.4653%	17.6332%
33	3.2689%	1.6604%	93	20.6615%	18.9011%
34	3.3405%	1.7121%	94	21.9519%	20.2571%
35	3.4184%	1.7654%	95	23.4086%	21.7045%
36	3.4981%	1.8204%	96	24.8436%	23.2467%
37	3.5796%	1.8770%	97	26.3954%	24.8870%
38	3.6634%	1.9355%	98	28.0803%	26.6289%
39	3.7493%	1.9957%	99	29.9154%	28.4758%
40	3.8373%	2.0579%	100	31.9185%	30.3433%
41	3.9272%	2.1219%	101	34.1086%	32.7385%
42	4.0189%	2.1880%	102	36.5052%	35.9020%
43	4.1122%	2.2561%	103	39.3102%	39.5842%
44	4.2071%	2.3263%	104	42.7255%	43.8360%
45	4.3033%	2.3988%	105	46.9531%	48.7816%
46	4.4007%	2.4734%	106	52.1945%	54.5886%
47	4.4993%	2.5504%	107	58.6518%	61.4309%
48	4.5989%	2.6298%	108	66.5268%	69.4884%
49	4.6993%	2.7117%	109	76.0215%	78.9474%
50	4.8004%	2.7961%	110	76.0215%	78.9474%
51	4.9021%	2.8832%	111	76.0215%	78.9474%
52	5.0042%	2.9730%	112	76.0215%	78.9474%
53	5.1067%	3.0655%	113	76.0215%	78.9474%
54	5.2093%	3.1609%	114	76.0215%	78.9474%
55	5.3120%	3.2594%	115	76.0215%	78.9474%
56	5.4144%	3.3608%	116	76.0215%	78.9474%
57	5.5089%	3.4655%	117	76.0215%	78.9474%
58	5.6068%	3.5733%	118	76.0215%	78.9474%
59	5.7080%	3.6846%	119	76.0215%	78.9474%
60	5.8118%	3.7993%	120	100.00%	100.00%

Plan Name: The Boeing Company Employee Retirement Plan
 EIN / PN: 91-0425694/001
 Plan Sponsor: The Boeing Company and Consolidated Subsidiaries
 Valuation Date: January 1, 2023

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2023 This Form is Open to Public Inspection
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For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan THE BOEING COMPANY EMPLOYEE RETIREMENT PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF THE BOEING CO. AND CONSOLIDATED SUBSIDIARIES	D Employer Identification Number (EIN) 91-0425694
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I Basic Information			
1 Enter the valuation date: Month 01 Day 01 Year 2023			
2 Assets:			
a Market value.....		2a	17,055,457,735
b Actuarial value.....		2b	18,761,003,509
3 Funding target/participant count breakdown	(1) Number of participants	(2) Vested Funding Target	(3) Total Funding Target
a For retired participants and beneficiaries receiving payment.....	71,847	12,446,914,320	12,446,914,320
b For terminated vested participants.....	19,188	1,601,011,855	1,601,011,855
c For active participants.....	32,113	3,931,393,980	4,323,586,269
d Total.....	123,148	17,979,320,155	18,371,512,444
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐			
a Funding target disregarding prescribed at-risk assumptions.....		4a	
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor.....		4b	
5 Effective interest rate.....		5	5.26%
6 Target normal cost			
a Present value of current plan year accruals.....		6a	42,081,372
b Expected plan-related expenses.....		6b	110,000,000
c Target normal cost.....		6c	152,081,372

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	Emily L Carlson <i>ELC</i>	7/22/2024
	Signature of actuary	Date
Emily L Carlson	Type or print name of actuary	2306985
Willis Towers Watson US LLC	Firm name	Most recent enrollment number
		206-625-1125
		Telephone number (including area code)
600 University Street Suite 2528 Seattle WA 98101-1176 Address of the firm		

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice, see the Instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2023
v. 230728

Part II		Beginning of Year Carryover and Prefunding Balances	
		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year).....	765,361,443	1,857,357,047
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year).....	0	0
9	Amount remaining (line 7 minus line 8).....	765,361,443	1,857,357,047
10	Interest on line 9 using prior year's actual return of <u>-20.12</u> %.....	-153,990,722	-373,700,238
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year).....		0
	b(1) Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of <u>5.43</u> %.....		0
	b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return.....		0
	c Total available at beginning of current plan year to add to prefunding balance.....		0
	d Portion of (c) to be added to prefunding balance.....		0
12	Other reductions in balances due to elections or deemed elections.....	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12).....	611,370,721	1,483,656,809

Part III		Funding Percentages	
14	Funding target attainment percentage.....	14	90.71 %
15	Adjusted funding target attainment percentage.....	15	102.12 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement.....	16	112.51 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.	17	%

Part IV		Contributions and Liquidity Shortfalls	
18 Contributions made to the plan for the plan year by employer(s) and employees:			
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	
Totals ▶		18(b)	0
		18(c)	0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:	
a Contributions allocated toward unpaid minimum required contributions from prior years.....	19a 0
b Contributions made to avoid restrictions adjusted to valuation date.	19b 0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date.	19c 0
20 Quarterly contributions and liquidity shortfalls:	
a Did the plan have a "funding shortfall" for the prior year?	☐ Yes ☒ No
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☐ Yes ☐ No
c If line 20a is "Yes," see instructions and complete the following table as applicable:	

Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:				
a Segment rates:	1st segment: 4.75 %	2nd segment: 5.00 %	3rd segment: 5.74 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 4
22 Weighted average retirement age				22 62
23 Mortality table(s) (see instructions)	☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute			

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment	☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment	☐ Yes ☒ No
26 Demographic and benefit information	
a Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment	☒ Yes ☐ No
b Is the plan required to provide a projection of expected benefit payments? If "Yes," see instructions regarding required attachment ...	☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment	27

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years.....	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6c)	31a	152,081,372	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	0	0	
b Waiver amortization installment	0	0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)....	34	152,081,372	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	152,081,372	0	152,081,372
36 Additional cash requirement (line 34 minus line 35)	36	0	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	0	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	0	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years	40	0	

Part IX Pension Funding Relief Under the American Rescue Plan Act of 2021 (See Instructions)

41 If an election was made to use the extended amortization rule for a plan year beginning on or before December 31, 2021, check the box to indicate the first plan year for which the rule applies. ☐ 2019 ☐ 2020 ☒ 2021
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SCHEDULE SB ATTACHMENTS

Schedule SB – Statement by Enrolled Actuary

Plan Sponsor	The Boeing Company and Consolidated Subsidiaries
EIN/PN	91-0425694/001
Plan Name	The Boeing Company Employee Retirement Plan
Valuation Date	January 1, 2023
Enrolled Actuary	Emily L. Carlson
Enrollment Number	23-06985

The actuarial assumptions that are not mandated by IRC § 430 and regulations, represent the enrolled actuary's best estimate of anticipated experience under the plan, subject to the following conditions:

The actuarial valuation, on which the information in this Schedule SB is based, has been prepared in reliance upon the employee and financial data furnished by the plan administrator and the trustee. The enrolled actuary has not made a rigorous check of the accuracy of this information but has accepted it after reviewing it and concluding it is reasonable in relation to similar information furnished in previous years. The amounts of contributions and dates paid shown in Item 18 of Schedule SB were listed in reliance on information provided by the plan administrator and/or trustee.

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 22 Description of Weighted Average Retirement Age as of January 1, 2023

See Schedule SB, Part V - Statement of Actuarial Assumptions/Methods for retirement rates. The average retirement age for Line 22 was calculated by determining the average age at retirement for those current active participants expected to reach retirement, based on all current decrements assumed.

Age	Combined Rate of Retirement*	Assumed Number Eligible	Number of Retirements	Age X Number Retiring
55	7%	10,000	700	38,500
56	7%	9,300	651	36,456
57	7%	8,649	605	34,485
58	9%	8,044	724	41,992
59	11%	7,320	805	47,495
60	13%	6,515	847	50,820
61	14%	5,668	794	48,434
62	15%	4,874	731	45,322
63	17%	4,143	704	44,352
64	18%	3,439	619	39,616
65	22%	2,820	620	40,300
66	23%	2,200	506	33,396
67	23%	1,694	390	26,130
68	24%	1,304	313	21,284
69	23%	991	228	15,732
70	100%	763	763	53,410
			10,000	617,724
				÷
				10,000
				62

* Combined rates for participants in SPEEA and Non-SPEEA unions

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Schedule SB, Line 26b Schedule of Projection of Expected Benefit Payments

Plan Year	Active Participants	Terminated Vested Participants	Retired Participants and Beneficiaries Receiving Payments	Total
2023	197,205,752	751,988,922	1,162,442,147	2,111,636,821
2024	214,516,465	57,622,330	1,129,649,254	1,401,788,049
2025	225,885,268	59,014,150	1,097,542,727	1,382,442,145
2026	237,453,846	58,947,520	1,064,724,743	1,361,126,109
2027	246,418,471	54,009,114	1,031,269,576	1,331,697,161
2028	256,574,732	56,399,088	997,630,185	1,310,604,005
2029	263,594,675	54,826,572	963,746,480	1,282,167,727
2030	269,644,133	58,016,341	929,860,265	1,257,520,739
2031	274,447,693	56,162,896	895,946,275	1,226,556,864
2032	278,327,901	56,327,763	861,862,586	1,196,518,250
2033	282,508,506	56,494,580	827,773,487	1,166,776,573
2034	284,917,882	55,999,904	793,467,742	1,134,385,528
2035	287,963,075	56,571,453	758,895,130	1,103,429,658
2036	290,327,428	56,305,161	724,031,134	1,070,663,723
2037	292,319,549	55,459,335	688,845,890	1,036,624,774
2038	293,653,885	53,956,245	653,312,508	1,000,922,638
2039	294,176,004	54,151,843	617,416,290	965,744,137
2040	293,717,126	54,876,134	581,162,492	929,755,752
2041	292,589,635	56,622,150	544,585,775	893,797,560
2042	290,714,637	57,772,105	507,759,472	856,246,214
2043	291,981,063	59,578,146	470,793,340	822,352,549
2044	288,622,717	62,044,378	433,835,587	784,502,682
2045	284,061,771	57,056,920	397,080,556	738,199,247
2046	278,252,417	53,505,696	360,763,646	692,521,759
2047	271,790,716	51,780,816	325,156,053	648,727,585
2048	264,368,476	49,433,199	290,555,311	604,356,986
2049	256,006,558	47,228,438	257,270,972	560,505,968
2050	246,912,899	45,526,832	225,607,533	518,047,264
2051	237,006,780	43,499,590	195,846,697	476,353,067
2052	226,323,803	41,184,026	168,230,860	435,738,689
2053	215,061,295	36,371,721	142,948,578	394,381,594

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2054	203,303,326	33,831,835	120,124,329	357,259,490
2055	191,250,538	31,460,236	99,814,373	322,525,147
2056	179,123,249	29,157,261	82,006,503	290,287,013
2057	166,997,579	27,041,573	66,624,645	260,663,797
2058	155,055,514	25,014,641	53,537,750	233,607,905
2059	143,352,412	23,088,427	42,570,466	209,011,305
2060	131,990,285	21,272,801	33,515,908	186,778,994
2061	121,112,251	19,573,232	26,149,443	166,834,926
2062	110,827,686	17,990,913	20,241,041	149,059,640
2063	101,145,578	16,523,751	15,566,085	133,235,414
2064	92,093,812	15,166,846	11,913,968	119,174,626
2065	83,680,739	13,913,111	9,093,980	106,687,830
2066	75,895,100	12,754,016	6,938,646	95,587,762
2067	68,708,388	11,680,295	5,305,125	85,693,808
2068	62,082,025	10,682,545	4,074,768	76,839,338
2069	55,971,383	9,751,715	3,151,365	68,874,463
2070	50,329,775	8,879,547	2,458,719	61,668,041
2071	45,111,865	8,058,887	1,937,747	55,108,499
2072	40,276,722	7,283,959	1,543,499	49,104,180

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INDEPENDENT AUDITOR'S REPORT

To the Employee Benefit Plans Committee of The Boeing Company

Opinion

We have audited the financial statements of The Boeing Company Employee Retirement Plan, Boeing North American Retirement Plan, BSS Retirement Plan, BSS Retirement Plan for Bargained Employees, Employee Retirement Income Plan - Hourly East, Employee Retirement Income Plan - Hourly West, Non-Contributory Retirement Plan, and The Pension Value Plan for Employees of The Boeing Company (collectively, the "Plans"), employee benefit plans subject to the Employee Retirement Income Security Act of 1974 (ERISA), which comprise the statements of net assets available for benefits as of December 31, 2023 and 2022, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

In our opinion, the accompanying financial statements present fairly, in all material respects, the net assets available for benefits of the Plans as of December 31, 2023 and 2022, and the changes in their net assets available for benefits for the years then ended, in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the Plans and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plans' ability to continue as a going concern for one year after the date that the financial statements are available to be issued.

Management is also responsible for maintaining current plan instruments, including all plan amendments, administering the Plans, and determining that the Plans' transactions that are presented and disclosed in the financial statements are in conformity with the Plans' provisions, including maintaining sufficient records with respect to each of the participants, to determine the benefits due or which may become due to such participants.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audits.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audits in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plans' internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plans' ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audits, significant audit findings, and certain internal control-related matters that we identified during the audits.

Deloitte & Touche LLP
September 5, 2024

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Schedule SB, Part V Summary of Plan Provisions

Plan Provisions

Effective Date

January 1, 1955. The plan was restated as of January 1, 2015. The most recent plan amendments included in these provisions are as follows:

- Amendment No. 1, adopted December 21, 2015 and various effective dates in 2015 and 2016 starting on December 31, 2015 (IUOE Local 286PP freeze, and IAM 751, 70 & W24 freeze, flat dollar increase, and reduction in unreduced age).
- Amendment No. 2, adopted December 7, 2015 and effective during the 2015 plan year, (terminated vested lump sum window)
- Amendment No. 3, effective January 28, 2016, (IAM 751 & W24 voluntary layoff benefit program)
- Amendment No. 4, adopted October 31, 2016 and various effective dates in 2015 and 2016 starting on December 31, 2015 (clean-up amendment for Amendment 1, to specifically include former employees)
- Amendment No. 5, adopted December 9, 2016 and effective January 1, 2017 (to remove redundancy with respect to benefits for Designated Domestic Partners)
- Amendment No. 6, effective January 1, 2016 (SPEEA Miami exclusion)
- Amendment No. 7, adopted December 9, 2016, effective January 1, 2017 (SPEEA flat dollar increase and unrestricted lump sum form of benefit added and reflected in this valuation) and effective December 31, 2018 (SPEEA service freeze and full vesting).
- Amendment No. 8, adopted December 9, 2016 and effective during the 2016 plan year and January 1, 2017 (IUOE 286W flat dollar increase, additional credited service, enhanced ERF, full vesting, lump sum and accrual freeze).
- Amendment No. 9, adopted December 9, 2016 and effective January 1, 2016 (\$5,000 automatic lump sum provisions).
- Amendment No. 10, effective October 15, 2017, the suspension of benefit rules for rehired participants from IAM 751 has been eliminated.
- Amendment No. 11, SPFPA Local 5 & Local 2 (LGC 202 & 210) -100% vesting on 12/31/2017, basic benefit increase to \$85 on April 1, 2017, lump sum optional form of payment effective on July 1, 2017, freeze accruals as of December 31, 2017, and suspension of benefit rules has been eliminated for participants rehired after December 31, 2017.

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- Amendment No. 12, SPIU (LGC 223 & 229) – Accruals cease December 31, 2018, lump sum feature added as an optional form of payment as of January 1, 2018, and the suspension of benefit rules are eliminated for participants rehired after December 31, 2018.
- Amendment No. 13, IAFF Local I-17 (Firefighters, Philadelphia, PA, LGC 215) – Basic benefit increases to \$85 on July 1, 2017, freeze accruals, 100% vesting, lump sum optional form of payment effective on December 31, 2017, and the suspension of benefit rules are eliminated for participants rehired after December 31, 2017.
- Amendment No. 14, IAM&AW Local 2766 (Huntsville, AL, LGC 219) – 100% vesting on January 21, 2017, basic benefit increases to \$85 on February 1, 2017, lump sum optional form of payment effective on 7/1/2017, freeze accruals as of January 31, 2018, and the suspension of benefit rules are eliminated for participants rehired after January 31, 2018.
- Amendment No. 15, adopted December 1, 2017, restricts benefits in the case of bankruptcy.
- Amendment No. 16, adopted September 17, 2018, freeze accruals for all union groups, including SPIU, except for the SPEEA Professional and Technical Units effective December 31, 2018. Accruals cease December 31, 2018 for any SPEEA Professional and Technical Units participants who transfer within Boeing, but are no longer covered by SPEEA Professional and Technical Units. If any former SPEEA Professional and Technical Units participants transfer back into SPEEA Professional and Technical Units, earnings benefit accrued for the period that they were employed in a non-SPEEA Professional and Technical position would be counted under the BCERP upon the date they return.
- Amendment No. 17, IAFF Local I-66 (Firefighters, Seattle, WA, LGC 224)– Basic benefit increases to \$85 on May 1, 2018, freeze accruals, 100% vesting, and lump sum optional form of payment effective on December 31, 2018.
- Amendment No. 18, effective in 2020, reflects the 2019 settlement agreements related to SPEEA et. al. V. Boeing, NOS 05-1251-JWB and 07-1043-JWB, for fourteen inactive participants.
- Amendment No. 19, effective in 2020, awards vesting and eligibility service to participants while on approved unpaid leave of absence and reflects change to the name of two unions referenced in the plan document (formerly 286PP to 302PP and 286W to 302W).

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Covered Employees

- Amendment No. 20, effective May 1, 2021, reflects the addition of a lump sum as an optional form of payment for participants who are members of IUOE Local 302PP (formerly 286PP).
- Amendment No. 21, effective June 1, 2021, allows participants to designate an eligible domestic partner as a beneficiary to receive certain benefits upon the participant's death.
- Amendment No. 22, effective July 1, 2022, clarifies provisions for the Social Security Amount and other provisions in the plan.
- Represented Boeing employees covered by a collective bargaining agreement under which the terms of this plan have been extended. All deferred inactive and retired participants under the prior plan as of January 1, 1999, remain in this plan.
- Members of AMPA and SPEEA Wichita Engineering Unit, and IUOE 286 are excluded from participation if hired or rehired on or after January 1, 2010.
- Members of SPFAA 255 and IBEW 271 are excluded from participation if hired or rehired after January 1, 2011.
- Members of IAM & AW 2766, SPFPA 2, SPFPA 5, and IAFF 1-17 are excluded from participation if hired or rehired on or after January 1, 2012.
- Members of IAFF Local I-66 (Wichita, KS) are excluded from participation if hired or rehired after June 1, 2012.
- Members of IAFF Local I-66 (Seattle, WA) are excluded from participation if hired or rehired on or after January 1, 2013.
- Members of SPEEA NW Professional Unit, Engineers (Seattle, WA) are excluded from participation if hired or rehired on or after March 1, 2013.
- Members of SPEEA NW Technical Unit (Seattle, WA) are excluded from participation if hired or rehired on or after March 22, 2013.
- Members of SPEEA Pilot/Instructors Unit whose most recent hire date is before January 1, 2009 become eligible to participate in the BCERP, effective January 1, 2013.
- Members of IAM 751 (Seattle), IAM&AW 24 (Portland) and IAM&AW 70 (Wichita) excluded from participation if hired or rehired on or after January 3, 2014.
- Members of IUOE 302 W (formerly 286W) (Welders) are excluded from participation if hired or rehired on or after January 1, 2017.

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Participation Date Later of completion of one year of service and date of becoming a covered employee.

Definitions

Actuarial equivalence for annuity conversion For the accelerated income annuity, the monthly benefit is actuarially adjusted based on the applicable 417(e)(3) interest rate for November of the prior plan year, and the applicable 417(e)(3) mortality table.
For the joint and survivor and 10 year certain payment forms, the monthly benefit is actuarially adjusted based on an interest rate of 6% and the RP 2000 mortality table, mixed collar, projected to 2015 using Scale AA, with a 50/50 male/female blend. In no event will the adjustment using the above factors be less than that using the simplified factors in effect prior to January 1, 2009 and in no event will the normal form factor be greater than one.

Basic benefit Complement benefit plus amount per year of credited service. (See Exhibit A)

Credited service One year for each calendar year in which the participant completes 2,000 or more hours of service after becoming an employee. Pro rata credit is granted for years in which a participant works less than 2,000 hours.

For plan participants who are members of the IUOE 286PP (Seattle, WA) labor group, credited service will freeze as of December 31, 2015.

For plan participants who are members of IAM 751 (Seattle), IAM&AW 24 (Portland), or IAM&AW 70 (Wichita) labor groups, credited service will freeze as of October 31, 2016.

For participants who are members of IUOE 302 W (formerly 286W) (Welders) and on the active payroll or on approved leave of absence of six months or less on December 1, 2016 credited service will be increased by two years and then freeze as of December 31, 2016.

For participants who are members of IAFF Local I-17 (Firefighters), SPFPA Local 5 or SPFPA Local 2 credited service will freeze as of December 31, 2017.

For participants who are members of IAM&AW Local 2766 (Huntsville, AL) credited service will freeze as of January 31, 2018.

For participants who are members of SPEEA Engineers (Seattle, WA), SPEEA Technical Unit (Seattle, WA), SPIU or IAFF

Local I-66 (Firefighters, Seattle, WA), credited service will freeze as of December 31, 2018.

By December 31, 2018, credited service for all labor groups has been frozen.

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Complement benefit	Fixed dollar benefit established on January 1, 1996, to replace the supplemental past service benefit and the supplemental future benefit as of December 31, 1995
Core benefit	1.025% times final average earnings times credited service
Excess benefit	0.450% times final average earnings in excess of Social Security covered compensation times credited service
Final average benefit	Core benefit plus excess benefit. For participants hired prior to January 1, 1993, a minimum of 1.5% times final average earnings minus 1.25% times the Social Security amount, all multiplied by credited service, is used if it results in a greater benefit. This applies after adjustment for early retirement factors.

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Final monthly average earnings

Monthly average of the highest 60 consecutive calendar months of pensionable pay during the 10-year period ending on termination plus applicable ratification bonuses divided by 60 plus total amount of Employee Incentive Plan ("EIP") payments where appropriate.

For plan participants who are members of IUOE 302 PP (formerly 286PP) (Seattle, WA) labor group, final monthly average earnings will freeze as of December 31, 2015.

For plan participants who are members of IAM 751 (Seattle), IAM&AW 24 (Portland), or IAM&AW 70 (Wichita) labor groups, final monthly average earnings will freeze as of October 31, 2016.

For participants who are members of IUOE 302 W (formerly 286W) (Welders), final monthly average earnings will freeze as of December 31, 2016.

For participants who are members of IAFF Local I-17 (Firefighters), SPFPA Local 5 or SPFPA Local 2, final monthly average earnings will freeze as of December 31, 2017.

For participants who are members of IAM&AW Local 2766 (Huntsville, AL) final monthly average earnings will freeze as of January 31, 2018.

For participants who are members of SPIU or IAFF Local I-66 (Firefighters, Seattle, WA), final monthly average earnings will freeze as of December 31, 2018.

For BCERP participants working at Boeing in a non-union position, in a position in a bargaining unit that does not participate in BCERP, or participants who were formerly represented by a now-defunct bargaining unit, effective December 31, 2018, the BCERP freezes these participants' earnings.

For participants who transferred out of SPEEA Engineers (Seattle, WA), SPEEA Technical Unit (Seattle, WA), SPEEA Engineering Unit (Florida), final monthly average earnings will freeze as of December 31, 2018. If participants are rehired into the aforementioned SPEEA bargaining units, non-SPEEA Boeing earnings and SPEEA earnings will be included in the benefit earned.

By December 31, 2018, with the exception of SPEEA Engineers (Seattle, WA), SPEEA Technical Unit (Seattle, WA), and SPEEA Engineering Unit (Florida), final monthly average earnings for all labor groups has been frozen.

Monthly Pension benefit

The greater of the basic benefit and the final average benefit less Western Metals Offset.

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Monthly Preretirement death benefit	For those not eligible to retire the benefit is a 50% J&S as if the participant had survived to the earliest retirement date, retired and taken a 50% J&S. For those eligible to retire, but who had not, the benefit is a 100% J&S as if the participant had retired.
Normal retirement date (NRD)	First of month coinciding with or next following the attainment of age 65 and five years of vesting service
Pensionable pay	Annual base pay plus EIP bonus plus certain ratification bonuses
Postretirement death benefit	\$2,000 payable on death of an eligible employee who retires from active service
Social Security amount	Estimated primary insurance amount payable to the participant at the earliest age under the Social Security Act, as amended, in effect on the earlier of normal retirement date or the date of termination. No future earnings are assumed after termination.
Social Security Covered Compensation	35-year average of Social Security taxable wage bases ending in the year of termination or freeze.
Vesting service	One year for each calendar year in which the participant completes at least 1,000 hours of service
Western Metals Offset	Employees in IAM & AW Local 24 have a monthly offset benefit from the Western Metal Industry Pension Fund. This amount is determined based on service accrued in the service periods illustrated in Exhibit B and will freeze as of October 31, 2016.

Eligibility for Benefits

Normal retirement	Retirement on NRD
Early retirement	Retirement before NRD and on or after both attaining age 55 and completing ten years of vesting service, or on or after both attaining age 62 and completing some credited service. For layoffs, on or after attaining age 55 and 10 years of vesting service if at least age 49 at the time of layoff, or at least age 55 at the time of layoff.

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Postponed retirement

Retirement after NRD

Vested termination

Termination for reasons other than death or retirement after completing five years of vesting service

Effective January 3, 2014, active participants in IAM 751 (Seattle), IAM&AW 24 (Portland) and IAM&AW 70 (Wichita) labor groups on the active payroll, or an authorized leave of absence of 90 days or less on January 3, 2014 will become 100% (one-hundred percent) immediately vested in their BCERP benefit.

On December 31, 2015, participants who are active or who are on leave and who are members of IUOE 286PP will become 100% vested.

Effective October 31, 2016 participants represented by IAM 751 (Seattle), IAM&AW 24 (Portland) and IAM&AW 70 (Wichita) labor groups will become 100% (one-hundred percent) immediately vested in their BCERP benefit.

On January 1, 2017, participants who are active or who are on leave and who are members of IUOE 302 W (formerly 286W) (Welders) will become 100% vested.

Effective January 21, 2017, and again on January 31, 2018 active participants who are members of IAM&AW Local 2766 (Huntsville, AL) will become 100% (one-hundred percent) immediately vested in their BCERP benefit.

Effective December 31, 2017 active participants who are members of IAFF Local I-17 (Firefighters), SPFPA Local 5 or SPFPA Local 2 will be 100% (one-hundred percent) immediately vested in their BCERP benefit.

Effective December 31, 2018 participants represented by SPEEA Engineers (Seattle, WA), SPEEA Technical Unit (Seattle, WA), SPEEA Engineering Unit (Wichita, KS) and SPEEA Engineering Unit (Florida) will become 100% (one-hundred percent) immediately vested in their BCERP benefit.

Effective December 31, 2018 active participants who are members of SPIU or IAFF Local I-66 (Firefighters, Seattle, WA) will be 100% (one-hundred percent) immediately vested in their BCERP benefit.

Disablement

Permanently and totally disabled while on active payroll after attaining age 50 with 10 years of vesting service and before normal retirement date

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Preretirement death	Death while eligible for normal, early, postponed, or vested termination retirement benefits, with a surviving spouse.
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Monthly Benefits Paid Upon the Following Events

Normal retirement	Monthly pension benefit determined as of NRD
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Early retirement	The basic benefit and the core benefit are reduced 2% for each year that payment begins prior to age 60. The excess benefit is reduced 5% for each year that payment begins prior to age 60. The pre-93 formula is reduced 3% for each year that payment begins prior to 60. The Western Metals Offset is reduced 8% for each year prior to 65 and after 60 and 5% for each year prior to 60.
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Effective October 1, 2016, for participants who are members of IAM 751 (Seattle), IAM&AW 24 (Portland) and IAM&AW 70 (Wichita) labor groups on the active payroll, or an authorized leave of absence on October 1, 2016, BCERP and effective December 1, 2016 for members of IUOE 302W (formerly 286W) (Welders) who are active or on leave [of any duration] on or after December 1, 2016 benefits payable at an Early Retirement Date will be unreduced for employees age 58 or older at their Early Retirement Date. Additionally, early retirement reductions stated in the above paragraph (2% for core, 5% for excess and 3% for pre-93) will be reduced from age 58.

Effective January 28, 2016, for participants who are members of IAM 751 (Seattle), IAM&AW 24 (Portland) and IAM&AW 70 (Wichita) labor groups on the active payroll, or an authorized leave of absence of 90 days or less on or after January 28, 2016, any participant that terminates prior to October 1, 2016 shall be eligible for early retirement reductions stated in the above paragraph (2% for core, 5% for excess and 3% for pre-93 from age 58) by entering the Voluntary Layoff Benefits Program.

Postponed retirement	Monthly pension benefit determined as of actual retirement date
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Vested termination	Monthly pension benefit determined as of termination date, reduced 6.0% for each year of payment before the participant's NRD down to age 55 and reduced using 417 assumptions prior to age 55 for those who can elect an annuity prior to 55. The Western Metals Offset is reduced 8% for each year prior to 65 and after 60 and 5% for each year prior to 60.
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Employees transferred to another plan	Monthly pension benefit determined using credited service as of the transfer date. Minimum benefit provisions and pay are determined as of retirement, termination date or freeze.
Layoffs	Monthly benefit determined using credited service and vesting service as of layoff date and minimum benefit provisions as of the end of the layoff recall period (6 years after date of layoff) or freeze date, if earlier. A laid-off participant may elect early retirement and receive early retirement subsidized reduction factors if otherwise eligible for early retirement within the layoff recall period, or if age 55 at the time of layoff.
Disablement	Monthly pension benefit unreduced for early commencement
Preretirement death	Monthly preretirement death benefit determined as of the date of death, actuarially reduced for early commencement
Missing Participants	Terminated vested participants past normal retirement age who have not been located after reasonable attempts are deemed to have forfeited their benefits. Such benefits will be reinstated after verification of a claim for the benefit.
Forms of payment	<p>Monthly preretirement death benefits are payable as a single life annuity. Monthly pension benefits are paid as a life annuity, if the participant has no spouse as of the date payments begin, or if the participant so elects. Otherwise, benefits are paid in the form of the 50% joint and survivor annuity option with "pop-up" (where annuity will "pop-up" to the benefit amount before the joint and survivor option election if the spouse predeceases the retired participant) or, if the participant elects and the spouse consents, another optional form offered by the plan. Certain surviving spouses may elect a lump sum if the participant would have been eligible to elect a lump sum.</p> <p>For the purposes of the previous paragraph, spouse includes same-sex spouse for SPEEA Professional and Technical unit participants, as applicable.</p> <p>Optional forms are 10-year certain and life annuity, accelerated income annuity (except for disabled retirement), 75% or 100% joint and survivor annuity with "pop-up" or a life annuity (for married participants).</p> <p>Single sum payments elected during the 2014 lump sum window for certain terminated vested participant, will be calculated as the present value of the participant's accrued benefit payable at NRD.</p>

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For participants who are members of SPEEA Professional Unit (Seattle, WA), SPEEA Technical Unit (Seattle, WA), SPEEA Engineering Unit (Wichita, KS) or IUOE 286W (Welders) a lump sum distribution option is available upon separation from service effective January 1, 2017.

For participants who are members of IAM&AW Local 2766 (Huntsville, AL), SPFPA Local 5 or SPFPA Local 2 a lump sum distribution option is available upon separation from service effective July 1, 2017.

For participants who are members of IAFF Local I-17 (Firefighters), a lump sum distribution option is available upon separation from service effective December 31, 2017.

For participants who are member of SPIU, a lump sum distribution option is available upon separation from service effective January 1, 2018.

For participants who are member of IAFF Local-I66 (Firefighters, Seattle, WA), a lump sum distribution option is available upon separation from service effective December 31, 2018.

For participants who are members of IUOE Local 302PP (formerly 286PP), a lump sum distribution option is available upon separation from service effective May 1, 2021.

**Maximum on
benefits and pay**

All benefits and pay for any calendar year may not exceed the maximum limitations for that year as defined in the Internal Revenue Code. The plan provides for increasing the dollar limits automatically as such changes become effective.

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Changes in Benefits Since Prior Year

These plan provisions reflect all amendments to the BCERP adopted as of January 1, 2023 and effective during the 2023 plan year.

- The pay and dollar limits were updated in accordance with legislative changes effective for 2023 as follows:
 - The IRC Section 401(a)(17) pay limit increased from \$305,000 for the 2022 plan year to \$330,000 for the 2023 plan year.
- Amendment No. 22, effective July 1, 2022, clarifies provisions for the Social Security Amount and other provisions in the plan. This amendment has no impact on the valuation.

There have been no other changes in plan provisions since the prior valuation, and to our knowledge, no plan amendments are pending.

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Exhibit A – Dollar per month per year of credited service amounts

Labor Group Code	Description	Effective Date	
		01/01/2018	01/01/2019
Other	Labor groups not listed below	83	83
201	IUOE, Local 286W (Welders) Washington	97	97
202	SPFPA Local 5 (Seattle, WA) (hired before 1/1/2012)	85	85
204	IUOE Local 286 (Seattle, WA) (hired before 1/1/2010)	86	86
205	IAM&AW Local 86 (Spokane, WA) (closed - terms only)	83	83
206	IAM&AW Local 751 (Seattle, WA) (hired before 1/3/2014)	95	95
207	SPEEA, Professional Unit (Seattle, WA) (hired before 3/1/2013)	100	100
209	SPFPA Local 507 (Guards, Philadelphia, PA) (closed - terms only)	70	70
210	SPFPA Local 2 (Guards, Portland, OR) (hired before 1/1/2012)	85	85
211	SPFPA Local 255 (Guards, Wichita, KS) (hired before 1/1/2011)	78	78
214	IBEW Local 271 (Wichita, KS) (Hired before 1/1/2011)	78	78
215	IAFF Local I-17 (Firefighters, Philadelphia, PA) (hired before 1/1/2012)	85	85
216	IAM&AW Local 24 (Portland, OR) (hired before 1/3/2014)	95	95
218	IAM&AW Local 70 (Wichita, KS) (hired before 1/3/2014)	95	95
219	IAM&AW Local 2766 (Huntsville, AL) (hired before 1/1/2012)	85	85
220	SPEEA Technical Unit (Seattle, WA) (hired before 3/22/2013)	100	100
221	SPEEA Engineering Unit (Wichita, KS) (hired before 1/1/2010)	95	95
223	SPIU formerly AMPA Pilots (Seattle, WA) (hired before 1/1/2010)	95	95
224	IAFF Local I-66 (Firefighters, Seattle, WA) (hired before 1/1/2013)	80 ²	85
225	IAM&AW Local 44 (Decatur, AL) (closed - terms only)	65	65
226 & 227	SPEEA WTPU (Wichita, KS) (closed - terms only, decertified in 2007)	83	83
228	IAFF Local I-66 (Firefighters, Wichita, KS) (Hired before 6/1/2012)	74	74
229	SPIU (hired before 1/1/2009)	95	95

Western Metals Industry Pension Fund Offset

Service Period	Contribution Rate	Monthly Benefit Per Year Of Service ³
01/01/1960 – 12/31/2000	9.5%	\$0.25 x 9.5% x Hours Worked
01/01/2001 – 12/31/2002	7.5%	\$0.25 x 7.5% x Hours Worked
01/01/2003 – 12/31/2003	3.0%	\$0.25 x 3.0% x Hours Worked
01/01/2004 – 07/31/2009	2.0%	\$0.25 x 2.0% x Hours Worked
07/31/2009 – 10/31/2016	1.0%	\$0.25 x 1.0% x Hours Worked

² Increased from \$80 to \$85 per month for employees retiring on or after May 1, 2018.

³ Monthly Benefit = \$0.25/hr. x Hours Worked x Contribution Rate where hours worked is the actual hours worked during that time period.

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Schedule SB, Line 24 Change in Actuarial Assumptions

- Terminated vested participants who are not yet age 62 as of the valuation date are assumed to elect an immediate lump sum 75% of the time. For the prior valuation, the assumption was 70%. The assumption was updated based on results of an experience study provided to Boeing in September 2022.
- The bonus load assumption was changed from 5% to 4% based on a review of negotiated bonuses for SPEEA participants.

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