



UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**FORM 10-K**

(Mark One)

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2022

or

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 1-442

**THE BOEING COMPANY**

(Exact name of registrant as specified in its charter)

**Delaware**

**91-0425694**

(State or other jurisdiction of  
incorporation or organization)

(I.R.S. Employer Identification No.)

**929 Long Bridge Drive Arlington, VA**

**22202**

(Address of principal executive offices)

(Zip Code)

**Registrant's telephone number, including area code (703)-414-6338**

**Securities registered pursuant to Section 12(b) of the Act:**

Common Stock, \$5.00 Par Value

BA

New York Stock Exchange

(Title of each class)

(Trading Symbol)

(Name of each exchange on which registered)

**Securities registered pursuant to Section 12(g) of the Act: None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer

☒

Accelerated filer

☐

Non-accelerated filer

☐

Smaller reporting company

☐

Emerging growth company

☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☒

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

As of June 30, 2022, there were 593,451,225 common shares outstanding held by nonaffiliates of the registrant, and the aggregate market value of the common shares (based upon the closing price of these shares on the New York Stock Exchange) was approximately \$81.1 billion.

The number of shares of the registrant's common stock outstanding as of January 20, 2023 was 598,239,585.

**DOCUMENTS INCORPORATED BY REFERENCE**

Part III incorporates information by reference to the registrant's definitive proxy statement, to be filed with the Securities and Exchange Commission within 120 days after the close of the fiscal year ended December 31, 2022.

**THE BOEING COMPANY**  
**Index to the Form 10-K**  
**For the Fiscal Year Ended December 31, 2022**

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## **PART I**

### **Item 1. Business**

The Boeing Company, together with its subsidiaries (herein referred to as “Boeing,” the “Company,” “we,” “us,” “our”), is one of the world’s major aerospace firms.

We are organized based on the products and services we offer. We operate in four reportable segments:

- Commercial Airplanes (BCA);
- Defense, Space & Security (BDS);
- Global Services (BGS);
- Boeing Capital (BCC).

#### **Commercial Airplanes Segment**

This segment develops, produces and markets commercial jet aircraft principally to the commercial airline industry worldwide. We are a leading producer of commercial aircraft and offer a family of commercial jetliners designed to meet a broad spectrum of global passenger and cargo requirements of airlines. This family of commercial jet aircraft in production includes the 737 narrow-body model and the 767, 777 and 787 wide-body models. We ended production of the 747 wide-body model in 2022. Development continues on the 777X program and the 737-7 and 737-10 derivatives.

#### **Defense, Space & Security Segment**

This segment engages in the research, development, production and modification of manned and unmanned military aircraft and weapons systems for strike, surveillance and mobility, including fighter and trainer aircraft; vertical lift, including rotorcraft and tilt-rotor aircraft; and commercial derivative aircraft, including anti-submarine and tanker aircraft. In addition, this segment engages in the research, development, production and modification of the following products and related services: strategic defense and intelligence systems, including strategic missile and defense systems, command, control, communications, computers, intelligence, surveillance and reconnaissance (C4ISR), cyber and information solutions, and intelligence systems, satellite systems, including government and commercial satellites and space exploration.

#### **Global Services Segment**

This segment provides services to our commercial and defense customers worldwide. BGS sustains aerospace platforms and systems with a full spectrum of products and services, including supply chain and logistics management, engineering, maintenance and modifications, upgrades and conversions, spare parts, pilot and maintenance training systems and services, technical and maintenance documents, and data analytics and digital services.

#### **Boeing Capital Segment**

BCC seeks to ensure that Boeing customers have the financing they need to buy and take delivery of their Boeing product, while managing overall financing exposure. BCC’s portfolio consists of equipment under operating leases, sales-type/finance leases, notes and other receivables, assets held for sale or re-lease and investments.

## Intellectual Property

We own numerous patents and have licenses for the use of patents owned by others, which relate to our products and their manufacture. In addition to owning a large portfolio of intellectual property, we also license intellectual property to and from third parties. For example, the U.S. government has licenses in our patents that are developed in performance of government contracts, and it may use or authorize others to use the inventions covered by such patents for government purposes. Unpatented research, development and engineering skills, as well as certain trademarks, trade secrets and other intellectual property rights, also make an important contribution to our business. While our intellectual property rights in the aggregate are important to the operation of each of our businesses, we do not believe that our business would be materially affected by the expiration of any particular intellectual property right or termination of any particular intellectual property patent license agreement.

## Human Capital

As of December 31, 2022 and 2021, Boeing's total workforce was approximately 156,000 and 142,000 with 13% and 12% located outside of the U.S.

As of December 31, 2022, our workforce included approximately 50,000 union members. Our principal collective bargaining agreements and their current status are summarized in the following table:

Union	Percent of our Employees Represented	Status of the Agreements with Major Union
The International Association of Machinists and Aerospace Workers (IAM)	20%	We have two major agreements; one expiring in September 2024 and one in July 2025.
The Society of Professional Engineering Employees in Aerospace (SPEEA)	10%	We have two major agreements expiring in October 2026.
The United Automobile, Aerospace and Agricultural Implement Workers of America (UAW)	1%	We have one major agreement expiring in April 2027.

Guided by our values, we are committed to creating a company where everyone is included and respected, and where we support each other in reaching our full potential. We are committed to diverse representation across all levels of our workforce to reflect the vibrant and thriving diversity of the communities in which we live and work. In June of 2022, we released our second Global Equity, Diversity and Inclusion report with our workforce composition. As of December 2021, our U.S. workforce was comprised of approximately 23% women, 33% U.S. racial and ethnic minorities and 15% U.S. veterans. We also support Business Resource Groups open to all employees with more than 15,000 participants across 170 chapters globally that focus on gender, race & ethnicity, generations, gender identity, sexual orientation, disability or veteran status. These groups help foster inclusion among all teammates, build awareness, recruit and retain a diverse workforce and support the company in successfully operating in a global, multicultural business environment. We are committed to releasing an annual Global Equity, Diversity and Inclusion report in 2023 which will be updated with the latest year's information. Our 2022 report can be found on our website.

To attract and retain the best-qualified talent, we offer competitive benefits, including market-competitive compensation, healthcare, paid time off, parental leave, retirement benefits, tuition assistance, employee skills development, leadership development and rotation programs. In 2022, our voluntary resignation rate was approximately 4%. Additionally, we hired approximately 23,000 new employees in 2022 for critical skills and had an offer acceptance rate of 78%.

Employees are encouraged to provide feedback about their experience through ongoing employee engagement activities. Boeing actively listens to its employees via surveys ranging from pre-hire to exiting the company. These voluntary surveys provide aggregate trend reports for the company to address in real time and ensure Boeing maintains an employee-focused experience and culture. We also invest in rewarding performance and have established a multi-level recognition program for the purpose of acknowledging the achievements of excellent individual or team performance.

We are committed to supporting our employees' continuous development of professional, technical and leadership skills through access to digital learning resources and through partnerships with leading professional/technical societies and organizations around the world. For 2022, Boeing employees completed approximately 5.8 million hours of learning. We offer the ability for our people to pursue degree programs, professional certificates and individual courses in strategic fields of study from more than 300 accredited colleges and universities, online and across the globe through our tuition assistance program. Over 9,000 Boeing employees leverage these programs every year.

Safety, quality, integrity and sustainability are at the core of how Boeing operates. We aspire to achieve zero workplace injuries and provide a safe, open and accountable work environment for our employees. Employees are also required on an annual basis to sign the Boeing Code of Conduct to reaffirm their commitment to do their work in a compliant and ethical manner. We provide several channels for all employees to speak up, ask for guidance and report concerns related to ethics or safety violations. We address employee concerns and take appropriate actions that uphold our Boeing values.

## **Competition**

The commercial jet aircraft market and the airline industry remain extremely competitive. We face aggressive international competitors who are intent on increasing their market share, such as Airbus and entrants from China. We are focused on improving our products and processes and continuing cost reduction efforts. We intend to continue to compete with other aircraft manufacturers by providing customers with airplanes and services that deliver superior design, safety, efficiency and value to customers around the world.

BDS faces strong competition primarily from Lockheed Martin Corporation, Northrop Grumman Corporation, Raytheon Technologies Corporation, General Dynamics Corporation and SpaceX. Non-U.S. companies such as BAE Systems and Airbus Group continue to build a strategic presence in the U.S. market by strengthening their North American operations and partnering with U.S. defense companies. In addition, certain competitors have occasionally formed teams with other competitors to address specific customer requirements. BDS expects the trend of strong competition to continue into 2023.

The commercial and defense services markets are extremely challenging and are made up of many of the same strong U.S. and non-U.S. competitors facing BCA and BDS along with other competitors in those markets. BGS leverages our extensive services network offering products and services which span the life cycle of our defense and commercial aircraft programs: training, fleet services and logistics, maintenance and engineering, modifications and upgrades, as well as the daily cycle of gate-to-gate operations. BGS expects the market to remain highly competitive in 2023, and intends to grow market share by leveraging a high level of customer satisfaction and productivity.

## **Regulatory Matters**

Our businesses are heavily regulated in most of our markets. We work with numerous U.S. government agencies and entities, including but not limited to, all of the branches of the U.S. military, the National Aeronautics and Space Administration (NASA), the Federal Aviation Administration (FAA) and the Department of Homeland Security. Similar government authorities exist in our non-U.S. markets.

*Government Contracts.* The U.S. government, and other governments, may terminate any of our government contracts at their convenience, as well as for default based on our failure to meet specified performance requirements. If any of our U.S. government contracts were to be terminated for convenience, we generally would be entitled to receive payment for work completed and allowable termination or cancellation costs. If any of our government contracts were to be terminated for default, generally the U.S. government would pay only for the work that has been accepted and could require us to pay the difference between the original contract price and the cost to re-procure the contract items, net of the work accepted from the original contract. The U.S. government can also hold us liable for damages resulting from the default.

*Commercial Aircraft.* In the U.S., our commercial aircraft products are required to comply with FAA regulations governing production and quality systems, airworthiness and installation approvals, repair procedures and continuing operational safety. New aircraft models and new derivative aircraft are required to obtain FAA certification prior to entry into service. Outside the U.S., similar requirements exist for airworthiness, installation and operational approvals. These requirements are generally administered by the national aviation authorities of each country and, in the case of Europe, coordinated by the European Union Aviation Safety Agency.

*Environmental.* We are subject to various federal, state, local and non-U.S. laws and regulations relating to environmental protection, including the discharge, treatment, storage, disposal and remediation of hazardous substances and wastes. We could also be affected by laws and regulations relating to climate change, including laws limiting or otherwise related to greenhouse gas emissions. These laws and regulations could lead to increased environmental compliance expenditures, increased energy and raw materials costs and new and/or additional investment in designs and technologies. We continually assess our compliance status and management of environmental matters to ensure our operations are in compliance with all applicable environmental laws and regulations. Investigation, remediation and operation and maintenance costs associated with environmental compliance and management of sites are a normal, recurring part of our operations. These costs often are allowable costs under our contracts with the U.S. government. It is reasonably possible that costs incurred to ensure continued environmental compliance could have a material impact on our results of operations, financial condition or cash flows if additional work requirements or more stringent clean-up standards are imposed by regulators, new areas of soil, air and groundwater contamination are discovered and/or expansions of work scope are prompted by the results of investigations.

For additional information relating to environmental contingencies, see Note 13 to our Consolidated Financial Statements.

*Non-U.S. Sales.* Our non-U.S. sales are subject to both U.S. and non-U.S. governmental regulations and procurement policies and practices, including regulations relating to import-export control, tariffs, investment, exchange controls, anti-corruption and repatriation of earnings. Non-U.S. sales are also subject to varying currency, political and economic risks.

## **Raw Materials, Parts and Subassemblies**

We are highly dependent on the availability of essential materials, parts and subassemblies from our suppliers and subcontractors. The most important raw materials required for our aerospace products

are aluminum (sheet, plate, forgings and extrusions), titanium (sheet, plate, forgings and extrusions) and composites (including carbon and boron). Although alternative sources generally exist for these raw materials, qualification of the sources could take a year or more. During 2022, as a result of the Russia Ukraine war, we suspended purchasing titanium from Russia. This has not disrupted our operations as we have been able to use inventory on hand and identify alternative sources. Many major components and product equipment items are procured or subcontracted on a sole-source basis. We continue to work with a small number of sole-source suppliers to ensure continuity of supply for certain items.

### **Suppliers**

We are dependent upon the ability of a large number of U.S. and non-U.S. suppliers and subcontractors to meet performance specifications, quality standards and delivery schedules at our anticipated costs. While we maintain an extensive qualification and performance surveillance system to control risk associated with such reliance on third parties, failure of suppliers or subcontractors to meet commitments could adversely affect production schedules and program/contract profitability, thereby jeopardizing our ability to fulfill commitments to our customers. We are also dependent on the availability of energy sources, such as electricity, at affordable prices.

### **Seasonality**

No material portion of our business is considered to be seasonal.

### **Executive Officers of the Registrant**

See “Item 10. Directors, Executive Officers and Corporate Governance” in Part III.

### **Other Information**

Boeing was originally incorporated in the State of Washington in 1916 and reincorporated in Delaware in 1934. Our principal executive offices are located at 929 Long Bridge Drive, Arlington, Virginia 22202, and our telephone number is (703) 465-3500.

General information about us can be found at [www.boeing.com](http://www.boeing.com). The information contained on or connected to our website is not incorporated by reference into this Annual Report on Form 10-K and should not be considered part of this or any other report filed with the Securities and Exchange Commission (SEC). Our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K, as well as any amendments to those reports, are available free of charge through our website as soon as reasonably practicable after we file them with, or furnish them to, the SEC. The SEC maintains a website at [www.sec.gov](http://www.sec.gov) that contains reports, proxy statements and other information regarding SEC registrants, including Boeing.

### **Forward-Looking Statements**

This report, as well as our annual report to shareholders, quarterly reports and other filings we make with the SEC, press and earnings releases and other written and oral communications, contain “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Words such as “may,” “should,” “expects,” “intends,” “projects,” “plans,” “believes,” “estimates,” “targets,” “anticipates” and similar expressions generally identify these forward-looking statements. Examples of forward-looking statements include statements relating to our future financial condition and operating results, as well as any other statement that does not directly relate to any historical or current fact.

Forward-looking statements are based on expectations and assumptions that we believe to be reasonable when made, but that may not prove to be accurate. These statements are not guarantees and are subject to risks, uncertainties and changes in circumstances that are difficult to predict. Many factors, including those set forth in the “Risk Factors” section below and other important factors disclosed in this report and from time to time in our other filings with the SEC, could cause actual results to differ materially and adversely from these forward-looking statements. Any forward-looking statement speaks only as of the date on which it is made, and we assume no obligation to update or revise any forward-looking statement whether as a result of new information, future events or otherwise, except as required by law.

## **Item 1A. Risk Factors**

An investment in our common stock or debt securities involves risks and uncertainties and our actual results and future trends may differ materially from our past or projected future performance. We urge investors to consider carefully the risk factors described below in evaluating the information contained in this report.

### **Risks Related to Our Business and Operations**

#### ***We depend heavily on commercial airlines, subjecting us to unique risks.***

*Market conditions have a significant impact on demand for our commercial aircraft and related services.* The commercial aircraft market is predominantly driven by long-term trends in airline passenger and cargo traffic. The principal factors underlying long-term traffic growth are sustained economic growth and political stability both in developed and emerging markets. Demand for our commercial aircraft is further influenced by airline profitability, availability of aircraft financing, world trade policies, government-to-government relations, technological advances, price and other competitive factors, fuel prices, terrorism, pandemics, epidemics and environmental regulations. Historically, the airline industry has been cyclical and very competitive and has experienced significant profit swings and constant challenges to be more cost competitive. Significant deterioration in the global economic environment, the airline industry generally or the financial stability of one or more of our major customers could result in fewer new orders for aircraft or services, or could cause customers to seek to postpone or cancel contractual orders and/or payments to us, which could result in lower revenues, profitability and cash flows and a reduction in our contractual backlog. In addition, because our commercial aircraft backlog consists of aircraft scheduled for delivery over a period of several years, any of these macroeconomic, industry or customer impacts could unexpectedly affect deliveries over a long period.

*We enter into firm fixed-price aircraft sales contracts with indexed price escalation clauses, which could subject us to losses if we have cost overruns or if increases in our costs exceed the applicable escalation rate.* Commercial aircraft sales contracts are often entered into years before the aircraft are delivered. In order to help account for economic fluctuations between the contract date and delivery date, aircraft pricing generally consists of a fixed amount as modified by price escalation formulas derived from labor, commodity and other price indices. Our revenue estimates are based on current expectations with respect to these escalation formulas, but the actual escalation amounts are outside of our control. Escalation factors can fluctuate significantly from period to period. Changes in escalation amounts can significantly impact revenues and operating margins in our Commercial Airplanes business.

*We derive a significant portion of our revenues from a limited number of commercial airlines.* We can make no assurance that any customer will exercise purchase options, fulfill existing purchase commitments or purchase additional products or services from us. In addition, fleet decisions, airline consolidations or financial challenges involving any of our major commercial airline customers could significantly reduce our revenues and limit our opportunity to generate profits from those customers.



Airlines also are experiencing increased fuel and other costs, and the global economy is experiencing high inflation.

***Our Commercial Airplanes business depends on our ability to maintain a healthy production system, ensure every airplane in our production system conforms to our exacting specifications, achieve planned production rate targets, successfully develop and certify new aircraft or new derivative aircraft, and meet or exceed stringent performance and reliability standards.***

The commercial aircraft business is extremely complex, involving extensive coordination and integration with U.S and non-U.S. suppliers, highly-skilled labor performed by thousands of employees of ours and other partners, and stringent and evolving regulatory requirements and performance and reliability standards. The FAA has been working to implement safety reforms such as the 2018 FAA Reauthorization Act and the 2020 Aircraft Certification, Safety and Accountability Act (ACSAA). One of these, section 116 of the ACSAA prohibited the FAA from issuing a type certificate to aircraft after December 27, 2022 unless the aircraft's flight crew alerting system met certain specifications. The Consolidated Appropriations Act, 2023 amended Section 116 of the ACSAA, such that applications for original or amended type certifications that were submitted to the FAA prior to December 27, 2020, including those of the 737-7 and 737-10, are no longer subject to the crew alerting specifications of Section 116. Additionally, beginning one year after the FAA issues the type certificate for the 737-10, any new 737 MAX aircraft must include certain safety enhancements to be issued an original airworthiness certification by the FAA. These enhancements are included in Boeing's application for the certification for the 737-10, and the sufficiency of these enhancements will be determined by the FAA. Beginning three years after the issuance of a type certificate for the 737-10, all previously delivered 737 MAX aircraft must be retrofitted with these safety enhancements. As the holder of the type certificate, Boeing is required to bear any costs of these safety enhancement retrofits. We have provisioned for the estimated costs associated with the safety enhancements and do not expect those costs to be material. If we experience delays in achieving certification and/or incorporating safety enhancements, future revenues, cash flows and results of operations could be adversely impacted. Comparable agencies in other countries may adopt similar changes. To the extent the FAA or similar regulatory agencies outside the U.S. implement more stringent regulations, we may incur additional compliance costs. In addition, the introduction of new aircraft programs and/or derivatives, such as the 777X, 737-7 and 737-10, involves increased risks associated with meeting development, testing, certification and production schedules.

In addition, we have experienced production quality issues, including in our supply chain, which have contributed to lower 787 deliveries, including a suspension of 787 deliveries from May 2021 to August 2022. We continue to conduct inspections and rework on built and stored 787 aircraft. A number of our customers have contractual remedies, including compensation for late deliveries or rights to reject individual airplane deliveries based on delivery delays. Delays on the 737, 777X and 787 programs have resulted in, and may continue to result in, customers having the right to terminate orders, be compensated for late deliveries and/or substitute orders for other Boeing aircraft.

*We must minimize disruption caused by production changes, achieve operational stability and implement productivity improvements in order to meet customer demand and maintain our profitability.* We have previously announced plans to adjust production rates on several of our commercial aircraft programs. The 787 program is currently producing at low rates and we expect to gradually increase to 5 per month in 2023. Production of the 777X is currently paused and is expected to resume in 2023. The 737 program has experienced operational and supply chain challenges stabilizing production at 31 per month. We plan to gradually increase 737 production rates based on market demand and supply chain capacity. In addition, we continue to seek opportunities to reduce the costs of building our aircraft, including working with our suppliers to reduce supplier costs, identifying and implementing productivity improvements and optimizing how we manage inventory. If production rate changes at any of our

commercial aircraft assembly facilities are delayed or create significant disruption to our production system, or if our suppliers cannot timely deliver components to us at the cost and rates necessary to achieve our targets, we may be unable to meet delivery schedules and/or the financial performance of one or more of our programs may suffer.

*Operational challenges impacting the production system for one or more of our commercial aircraft programs could result in additional production delays and/or failure to meet customer demand for new aircraft, either of which would negatively impact our revenues and operating margins.* Our commercial aircraft production system is extremely complex. Operational issues, including delays or defects in supplier components, failure to meet internal performance plans, or delays or failures to achieve required regulatory approval, could result in additional out-of-sequence work and increased production costs, as well as delayed deliveries to customers, impacts to aircraft performance and/or increased warranty or fleet support costs. We and our suppliers are experiencing supply chain disruptions as a result of the lingering impacts of COVID-19, global supply chain constraints, and labor instability. We and our suppliers are also experiencing inflationary pressures. We continue to monitor the health and stability of the supply chain as we ramp up production. These factors have reduced overall productivity and adversely impacted our financial position, results of operations and cash flows.

*If our commercial aircraft fail to satisfy performance and reliability requirements and/or potentially required sustainability standards, we could face additional costs and/or lower revenues.* Developing and manufacturing commercial aircraft that meet or exceed our performance and reliability standards and/or potentially required sustainability standards, as well as those of customers and regulatory agencies, can be costly and technologically challenging. These challenges are particularly significant with newer aircraft programs. Any failure of any Boeing aircraft to satisfy performance or reliability requirements could result in disruption to our operations, higher costs and/or lower revenues.

***Changes in levels of U.S. government defense spending or acquisition priorities could negatively impact our financial position and results of operations.***

We derive a substantial portion of our revenue from the U.S. government, primarily from defense related programs with the United States Department of Defense (U.S. DoD). Levels of U.S. defense spending are very difficult to predict and may be impacted by numerous factors such as the evolving nature of the national security threat environment, U.S. national security strategy, U.S. foreign policy, the domestic political environment, macroeconomic conditions and the ability of the U.S. government to enact relevant legislation such as authorization and appropriations bills.

The timeliness of FY24 and future appropriations for government departments and agencies remains a recurrent risk. A lapse in appropriations for government departments or agencies would result in a full or partial government shutdown, which could impact the Company's operations. Alternatively, Congress may fund government departments and agencies with one or more Continuing Resolutions; however, this would restrict the execution of certain program activities and delay new programs or competitions. In addition, long-term uncertainty remains with respect to overall levels of defense spending in FY24 and beyond. U.S. government discretionary spending, including defense spending, is likely to continue to be subject to pressure.

There continues to be uncertainty with respect to future acquisition priorities and program-level appropriations for the U.S. DoD and other government agencies (including NASA), including changes to national security and defense priorities, and tension between modernization investments, sustainment investments, and investments in new technologies or emergent capabilities. Future investment priority changes or budget cuts, including changes associated with the authorizations and appropriations process, could result in reductions, cancellations, and/or delays of existing contracts or programs, or future program opportunities. Any of these impacts could have a material effect on the results of the Company's financial position, results of operations and/or cash flows.

In addition, as a result of the significant ongoing uncertainty with respect to both U.S. defense spending and the evolving nature of the national security threat environment, we also expect the U.S. DoD to continue to emphasize affordability, innovation, cybersecurity and delivery of technical data and software in its procurement processes, including the implementation of cybersecurity compliance requirements on the Defense Industrial Base, for which the supply chain may not be fully prepared. We and our suppliers will need to continue to adjust successfully to these changing acquisition priorities and policies or our revenues and market share could be impacted.

***Our ability to deliver products and services that satisfy customer requirements is heavily dependent on the performance and financial stability of our subcontractors and suppliers, as well as on the availability of highly skilled labor, raw materials and other components.***

We rely on other companies, including U.S. and non-U.S. subcontractors and suppliers, to provide and produce raw materials, integrated components and sub-assemblies, and production commodities and to perform some of the services that we provide to our customers. Many of our suppliers are experiencing inflationary pressures, as well as disruptions due to the lingering impacts of COVID-19, global supply chain constraints, and labor instability. If one or more of our suppliers or subcontractors continue to experience financial difficulties, delivery delays or other performance problems, we may be unable to meet commitments to our customers and our financial position, results of operations and cash flows may continue to be adversely impacted. In addition, if one or more of the raw materials on which we depend (such as aluminum, titanium or composites) becomes unavailable to us or our suppliers, or is available only at very high prices, we may be unable to deliver one or more of our products in a timely fashion or at budgeted costs. For example, we suspended purchasing titanium from Russia during 2022 as a result of the Russia Ukraine war. We believe we have sufficient material and parts to avoid production disruptions in the near-term, but future impacts to our production from disruptions in our supply chain are possible. In some instances, we depend upon a single source of supply. Any service disruption from one of these suppliers, either due to circumstances beyond the supplier's control, such as geopolitical developments, or as a result of performance problems or financial difficulties, could have a material adverse effect on our ability to meet commitments to our customers or increase our operating costs.

***Competition within our markets and with respect to the products we sell may reduce our future contracts and sales.***

The markets in which we operate are highly competitive and one or more of our competitors may have more extensive or more specialized engineering, manufacturing and marketing capabilities than we do in some areas. In our BCA business, we face aggressive international competition intent on increasing market share. In our BDS business, we anticipate that the effects of defense industry consolidation, shifting acquisition and budget priorities, and continued cost pressure at our U.S. DoD and non-U.S. customers will intensify competition for many of our BDS products. Our BGS segment faces competition from many of the same strong U.S. and non-U.S. competitors facing BCA and BDS. Furthermore, we are facing increased international competition and cross-border consolidation of competition, and U.S. procurement and compliance requirements that could limit our ability to be cost-competitive in the international market. There can be no assurance that we will be able to compete successfully against our current or future competitors or that the competitive pressures we face will not result in reduced revenues and market share.

***We derive a significant portion of our revenues from non-U.S. sales and are subject to the risks of doing business in other countries.***

In 2022, non-U.S. customers, which includes foreign military sales (FMS), accounted for approximately 41% of our revenues. We expect that non-U.S. sales will continue to account for a significant portion of our revenues for the foreseeable future. As a result, we are subject to risks of doing business internationally, including:

- changes in regulatory requirements or other executive branch actions, such as Executive Orders;
- changes in the global trade environment, including disputes with authorities in non-U.S. jurisdictions, including international trade authorities, that could impact sales and/or delivery of products and services outside the U.S. and/or impose costs on our customers in the form of tariffs, duties or penalties attributable to the importation of Boeing products and services;
- changes to U.S. and non-U.S. government policies, including sourcing restrictions, requirements to expend a portion of program funds locally and governmental industrial cooperation or participation requirements;
- fluctuations in international currency exchange rates;
- volatility in international political and economic environments and changes in non-U.S. national priorities and budgets, which can lead to delays or fluctuations in orders;
- the complexity and necessity of using non-U.S. representatives and consultants;
- the uncertainty of the ability of non-U.S. customers to finance purchases, including the availability of financing from the Export-Import Bank of the United States;
- uncertainties and restrictions concerning the availability of funding credit or guarantees;
- imposition of domestic and international taxes, export controls, tariffs, embargoes, sanctions (such as those imposed on Russia) and other trade restrictions;
- the difficulty of management and operation of an enterprise spread over many countries;
- compliance with a variety of non-U.S. laws, as well as U.S. laws affecting the activities of U.S. companies abroad; and
- unforeseen developments and conditions, including terrorism, war, epidemics and international tensions and conflicts.

While the impact of these factors is difficult to predict, any one or more of these factors could adversely affect our operations in the future. For example, since 2018, the U.S. and China have imposed tariffs on each other's imports. Certain aircraft parts and components that Boeing procures are subject to these tariffs. We are mitigating import costs through Duty Drawback Customs procedures. Overall, the U.S.-China trade relationship remains stalled as economic and national security concerns continue to be a challenge. China is a significant market for commercial aircraft. Boeing has long-standing relationships with our Chinese customers, who represent a key component of our commercial aircraft backlog. For the 737 MAX, there is uncertainty regarding timing of resumption of deliveries in China which is still subject to final regulatory approvals. If we are unable to obtain additional orders from China in the future, our market share could be adversely affected. Furthermore, following Russia's invasion of Ukraine, we suspended our operations in Russia due to sanctions and export controls, and the war has negatively impacted, and could continue to adversely impact, our business and financial results. Impacts from future potential deterioration in trade relations between the U.S. and one or more other countries, could have a material adverse impact on our financial position, results of operations and/or cash flows.

***We use estimates and make assumptions in accounting for contracts and programs. Changes in our estimates and/or assumptions could adversely affect our future financial results.***

Contract and program accounting require judgment relative to assessing risks, estimating revenues and costs and making assumptions for schedule and technical issues. Due to the size and nature of many of our contracts and programs, the estimation of total revenues and cost at completion is complicated and subject to many variables. Assumptions have to be made regarding the length of time to complete the contract or program because costs also include expected increases in wages and employee benefits, material prices and allocated fixed costs. Incentives or penalties related to performance on contracts are considered in estimating sales and profit rates and are recorded when there is sufficient information for us to assess anticipated performance. Customer and supplier claims and assertions are also assessed and considered in estimating revenues, costs and profit rates. Estimates of future award fees are also included in revenues and profit rates.

With respect to each of our commercial aircraft programs, inventoriable production costs (including overhead), program tooling and other non-recurring costs and routine warranty costs are accumulated and charged as cost of sales by program instead of by individual units or contracts. A program consists of the estimated number of units (accounting quantity) of a product to be produced in a continuing, long-term production effort for delivery under existing and anticipated contracts limited by the ability to make reasonably dependable estimates. To establish the relationship of sales to cost of sales, program accounting requires estimates of (a) the number of units to be produced and sold in a program, (b) the period over which the units can reasonably be expected to be produced and (c) the units' expected sales prices, production costs, program tooling and other non-recurring costs, and routine warranty costs for the total program. Several factors determine accounting quantity, including firm orders, letters of intent from prospective customers and market studies. Changes to customer or model mix, production costs and rates, learning curve, changes to price escalation indices, costs of derivative aircraft, supplier performance, customer and supplier negotiations/settlements, supplier claims and/or certification issues can impact these estimates. In addition, on development programs such as the 777X, 737-7 and 737-10 we are subject to risks with respect to the timing and conditions of aircraft certification, including potential gaps between when aircraft are certified in various jurisdictions, changes in certification processes and our estimates with respect to timing of future certifications, which could have an impact on overall program status. Any such change in estimates relating to program accounting may adversely affect future financial performance.

Because of the significance of the judgments and estimation processes described above, materially different revenues and profit amounts could be recorded if we used different assumptions, revised our estimates, or if the underlying circumstances were to change. Changes in underlying assumptions, circumstances or estimates may adversely affect future period financial performance. For additional information on our accounting policies for recognizing sales and profits, see our discussion under "Management's Discussion and Analysis – Critical Accounting Policies & Estimates – Accounting for Long-term Contracts/Program Accounting" on pages 48 - 49 and Note 1 to our Consolidated Financial Statements on pages 59 - 69 of this Form 10-K.

***We may not realize the anticipated benefits of mergers, acquisitions, joint ventures/strategic alliances or divestitures.***

As part of our business strategy, we may merge with or acquire businesses and/or form joint ventures and strategic alliances. Whether we realize the anticipated benefits from these acquisitions and related activities depends, in part, upon our ability to integrate the operations of the acquired business, the performance of the underlying product and service portfolio, and the performance of the management team and other personnel of the acquired operations. Accordingly, our financial results could be adversely affected by unanticipated performance issues, legacy liabilities, transaction-related charges, amortization of expenses related to intangibles, charges for impairment of long-term assets, credit

guarantees, partner performance and indemnifications. Consolidations of joint ventures could also impact our reported results of operations or financial position. While we believe that we have established appropriate and adequate procedures and processes to mitigate these risks, there is no assurance that these transactions will be successful. We also may make strategic divestitures from time to time. These transactions may result in continued financial involvement in the divested businesses, such as through guarantees or other financial arrangements, following the transaction. Nonperformance by those divested businesses could affect our future financial results through additional payment obligations, higher costs or asset write-downs.

## **Risks Related to Our Contracts**

***We conduct a significant portion of our business pursuant to U.S. government contracts, which are subject to unique risks.***

In 2022, 40% of our revenues were earned pursuant to U.S. government contracts, which include FMS through the U.S. government. Business conducted pursuant to such contracts is subject to extensive procurement regulations and other unique risks.

*Our sales to the U.S. government are subject to extensive procurement regulations, and changes to those regulations could increase our costs.* New procurement regulations or climate or cyber-related contractual disclosures, or changes to existing requirements, could increase our compliance costs or otherwise have a material impact on the operating margins of our BDS and BGS businesses. These requirements may also result in withheld payments and/or reduced future business if we fail to comply. For example, proposals to raise domestic content thresholds for our U.S. government contracts could have negative impacts on our business. Compliance costs attributable to current and potential future procurement regulations such as these could negatively impact our financial position, results of operations and/or cash flows.

*The U.S. government may modify, curtail or terminate one or more of our contracts.* The U.S. government contracting party may modify, curtail or terminate its contracts and subcontracts with us, without prior notice and either at its convenience or for default based on performance. In addition, funding pursuant to our U.S. government contracts may be reduced or withheld as part of the U.S. Congressional appropriations process due to fiscal constraints, changes in U.S. national security strategy and/or priorities or other reasons. Further uncertainty with respect to ongoing programs could also result in the event that the U.S. government finances its operations through temporary funding measures such as "continuing resolutions" rather than full-year appropriations. Any loss or anticipated loss or reduction of expected funding and/or modification, curtailment or termination of one or more large programs could have a material adverse effect on our financial position, results of operations and/or cash flows.

*We are subject to U.S. government inquiries and investigations, including periodic audits of costs that we determine are reimbursable under U.S. government contracts.* U.S. government agencies, including the Defense Contract Audit Agency and the Defense Contract Management Agency, routinely audit government contractors. These agencies review our performance under contracts, cost structure and compliance with applicable laws, regulations and standards, as well as the adequacy of and our compliance with our internal control systems and policies. Any costs found to be misclassified or inaccurately allocated to a specific contract will be deemed non-reimbursable, and to the extent already reimbursed, must be refunded. Any inadequacies in our systems and policies could result in withholds on billed receivables, penalties and reduced future business. Furthermore, if any audit, inquiry or investigation uncovers improper or illegal activities, we could be subject to civil and criminal penalties and administrative sanctions, including termination of contracts, forfeiture of profits, suspension of payments, fines and suspension or debarment from doing business with the U.S. government. We also

could suffer reputational harm if allegations of impropriety were made against us, even if such allegations are later determined to be false.

***We enter into fixed-price contracts which could subject us to losses if we have cost overruns.***

Our BDS and BGS defense businesses generated approximately 60% and 69% of their 2022 revenues from fixed-price contracts. While fixed-price contracts enable us to benefit from performance improvements, cost reductions and efficiencies, they also subject us to the risk of reduced margins or incurring losses if we are unable to achieve estimated costs and revenues. If our estimated costs exceed our estimated price, we recognize reach-forward losses which can significantly affect our reported results. For example, during the year ended December 31, 2022, BDS recorded additional losses on several fixed price development programs. We continue to experience near-term production disruptions and inefficiencies due to supplier disruption, labor instability and factory performance. These factors have contributed to significant earnings charges on a number of fixed-price development programs which are expected to adversely affect cash flows in future periods, and may result in future earnings charges and adverse cash flow effects. New programs could also have risk for reach-forward loss upon contract award and during the period of contract performance. The long term nature of many of our contracts makes the process of estimating costs and revenues on fixed-price contracts inherently risky. Fixed-price contracts often contain price incentives and penalties tied to performance, which can be difficult to estimate and have significant impacts on margins. In addition, some of our contracts have specific provisions relating to cost, schedule and performance.

Estimating costs to complete fixed-price development contracts is generally subject to more uncertainty than fixed-price production contracts. Many of these development programs have highly complex designs. In addition, technical or quality issues that arise during development could lead to schedule delays and higher costs to complete, which could result in a material charge or otherwise adversely affect our financial condition. Examples of significant BDS fixed-price development contracts include Commercial Crew, KC-46A Tanker, MQ-25, T-7A Red Hawk, VC-25B Presidential Aircraft, and commercial and military satellites.

***We enter into cost-type contracts, which also carry risks.***

Our BDS and BGS defense businesses generated approximately 40% and 31% of their 2022 revenues from cost-type contracting arrangements. Some of these are development programs that have complex design and technical challenges. These cost-type programs typically have award or incentive fees that are subject to uncertainty and may be earned over extended periods. In these cases the associated financial risks are primarily in reduced fees, lower profit rates or program cancellation if cost, schedule or technical performance issues arise. Programs whose contracts are primarily cost-type include Ground-based Midcourse Defense, Proprietary and Space Launch System programs.

***We enter into contracts that include in-orbit incentive payments that subject us to risks.***

Contracts in the commercial satellite industry and certain government satellite contracts include in-orbit incentive payments. These in-orbit payments may be paid over time after final satellite acceptance or paid in full prior to final satellite acceptance. In both cases, the in-orbit incentive payment is at risk if the satellite does not perform to specifications for up to 15 years after acceptance. The net present value of in-orbit incentive fees we ultimately expect to realize is recognized as revenue in the construction period. If the satellite fails to meet contractual performance criteria, customers will not be obligated to continue making in-orbit payments and/or we may be required to provide refunds to the customer and incur significant charges.



## **Risks Related to Cybersecurity and Business Disruptions**

### ***Unauthorized access to our, our customers' and/or our suppliers' information and systems could negatively impact our business.***

We rely extensively on information technology systems and networks to operate our company and meet our business objectives. As cyber threats increase in volume and sophistication, the risk to the security of these systems and networks – and to the confidentiality, integrity, and availability of the data they house – continues to evolve, requiring constant vigilance and concerted, company-wide risk management efforts.

A cyberattack or security breach, whether experienced directly or through our supply chain, could, among other serious consequences, result in loss of intellectual property; unauthorized access to various categories of sensitive, proprietary or customer data; disruption or degradation of business operations, or compromise of products or services. To address these risks, we maintain an extensive network of technical security controls, policy enforcement mechanisms, monitoring systems and management oversight. We also have established a Cybersecurity Governance Council to strengthen governance and coordination of cybersecurity activities. While these measures are designed to prevent, detect and respond to unauthorized activity, there is no guarantee that they will be sufficient to prevent or mitigate the risk of a cyberattack or the potentially serious reputational, operational, or financial impacts that may result. In November 2022, we discovered a cybersecurity incident that impacted certain systems of Jeppesen, a wholly owned Boeing subsidiary that provides flight planning and navigation services. We determined that the incident posed no risk to flight safety. We promptly notified law enforcement, regulatory authorities and customers, launched an investigation, and took additional steps to protect the integrity of our systems. While this incident has not had a material impact on us, future incidents like this one could have material impact on our business, operations, and reputation.

In addition, we manage information and information technology systems for certain customers and/or suppliers. Many of these customers and/or suppliers face similar security threats. If we were unable to protect against the unauthorized access, release and/or corruption of our customers' and/or suppliers' confidential, classified or personally identifiable information, our reputation could be damaged, and/or we could face financial or other losses.

### ***Business disruptions could seriously affect our future sales and financial condition or increase our costs and expenses.***

Our business may be impacted by disruptions including threats to physical security or our information technology systems, extreme weather (including effects of climate change) or other acts of nature, and pandemics or other public health crises. Any of these disruptions could affect our internal operations or our suppliers' operations and delay delivery of products and services to our customers. Any significant production delays, or any destruction, manipulation or improper use of Boeing's or our suppliers' data, information systems or networks could impact our sales, increase our expenses and/or have an adverse effect on the reputation of Boeing and of our products and services.

## **Risks Related to Legal and Regulatory Matters**

### ***The outcome of litigation and of government inquiries and investigations involving our business is unpredictable and an adverse decision in any such matter could have a material effect on our financial position and results of operations.***

We are involved in a number of litigation matters. These matters may divert financial and management resources that would otherwise be used to benefit our operations. No assurances can be given that the results of these matters will be favorable to us. An adverse resolution of any of these lawsuits, or future lawsuits, could have a material impact on our financial position and results of operations. In addition, we



are subject to extensive regulation under the laws of the United States and its various states, as well as other jurisdictions in which we operate. As a result, we are sometimes subject to government inquiries and investigations due, among other things, to our business relationships with the U.S. government, the heavily regulated nature of our industry, and in the case of environmental proceedings, our current or past ownership of certain property. Any such inquiry or investigation could result in an adverse ruling against us, which could have a material impact on our financial position, results of operations and/or cash flows.

***Our operations expose us to the risk of material environmental liabilities.***

We are subject to various U.S. federal, state, local and non-U.S. laws and regulations related to environmental protection, including the discharge, treatment, storage, disposal and remediation of hazardous substances and wastes. We could incur substantial costs, including cleanup costs, fines and civil or criminal sanctions, as well as third-party claims for property damage or personal injury, if we were to violate or become liable under environmental laws or regulations. In some cases, we are subject to such costs due to environmental impacts attributable to our current or past manufacturing operations or the operations of companies we have acquired. In other cases, we are subject to such costs due to an indemnification agreement between us and a third party relating to such environmental liabilities. In all cases, our current liabilities and ongoing cost assessments are based on current laws and regulations. New laws and regulations, more stringent enforcement of existing laws and regulations, the discovery of previously unknown contamination or the imposition of new remediation requirements could result in additional costs. For additional information relating to environmental contingencies, see Note 13 to our Consolidated Financial Statements.

***We may be adversely affected by global climate change or by legal, regulatory or market responses to such change.***

Increasing stakeholder environmental, social and governance (ESG) expectations, physical and transition risks associated with climate change, emerging ESG regulation, contractual requirements, and policy requirements may pose risk to our market outlook, brand and reputation, financial outlook, cost of capital, global supply chain and production continuity, which may impact our ability to achieve long-term business objectives. Changes in environmental and climate change laws or regulations could lead to additional operational restrictions and compliance requirements upon us or our products, require new or additional investment in product designs, result in carbon offset investments or otherwise could negatively impact our business and/or competitive position. Increasing aircraft performance standards, increasing sustainability disclosure requirements in the U.S. and globally, and requirements on manufacturing and product air pollutant emissions, especially greenhouse gas (GHG) emissions, may result in increased costs or reputational risks and could limit our ability to manufacture and/or market certain of our products at acceptable costs, or at all. Physical impacts of climate change, increasing global chemical restrictions and bans, and water and waste requirements may drive increased costs to us and our suppliers and impact our production continuity and data facilities.

Finally, from time to time, in alignment with our sustainability priorities, we establish and publicly announce goals and commitments to improve our environmental performance, such as our recent operational goals in areas of GHG emissions, energy, water and waste. If we fail to achieve or improperly report on our progress toward achieving our sustainability goals and commitments, the resulting negative publicity could adversely affect our reputation and/or our access to capital.

## **Risks Related to Financing and Liquidity**

***We may be unable to obtain debt to fund our operations and contractual commitments at competitive rates, on commercially reasonable terms or in sufficient amounts.***

We depend, in part, upon the issuance of debt to fund our operations and contractual commitments. In addition, our debt balances have increased significantly since 2019, driven primarily by impacts related to the 737 MAX grounding and the COVID-19 pandemic, and we expect to continue to actively manage our liquidity. As of December 31, 2022, our debt totaled \$57.0 billion of which approximately \$14.5 billion of principal payments on outstanding debt will become due over the next three years. In addition, as of December 31, 2022, our airplane financing commitments totaled \$16.1 billion. Our increased debt balance resulted in downgrades to our credit ratings in 2020, and our ratings remained unchanged in 2022 and 2021. If we require additional funding in order to pay off existing debt, address further impacts to our business related to market developments, fund outstanding financing commitments or meet other business requirements, our market liquidity may not be sufficient. These risks will be particularly acute if we are subject to further credit rating downgrades. A number of factors could cause us to incur increased borrowing costs and to have greater difficulty accessing public and private markets for debt. These factors include disruptions or declines in the global capital markets and/or a decline in our financial performance, outlook or credit ratings and/or changes in demand for our products and services. The occurrence of any or all of these events may adversely affect our ability to fund our operations and contractual or financing commitments.

***Substantial pension and other postretirement benefit obligations have a material impact on our earnings, shareholders' equity and cash flows from operations, and could have significant adverse impacts in future periods.***

Many of our employees have earned benefits under defined benefit pension plans. Potential pension contributions include both mandatory amounts required under the Employee Retirement Income Security Act and discretionary contributions to improve the plans' funded status. The extent of future contributions depends heavily on market factors such as the discount rate and the actual return on plan assets. We estimate future contributions to these plans using assumptions with respect to these and other items. Changes to those assumptions could have a significant effect on future contributions as well as on our annual pension costs and/or result in a significant change to shareholders' equity. For U.S. government contracts, we allocate pension costs to individual contracts based on U.S. Cost Accounting Standards which can also affect contract profitability. We also provide other postretirement benefits to certain of our employees, consisting principally of health care coverage for eligible retirees and qualifying dependents. Our estimates of future costs associated with these benefits are also subject to assumptions, including estimates of the level of medical cost increases. For a discussion regarding how our financial statements can be affected by pension and other postretirement plan accounting policies, see "Management's Discussion and Analysis – Critical Accounting Policies & Estimates – Pension Plans" on page 50 of this Form 10-K. Although under Generally Accepted Accounting Principles in the United States of America (GAAP) the timing of periodic pension and other postretirement benefit expense and plan contributions are not directly related, the key economic factors that affect GAAP expense would also likely affect the amount of cash or stock we would contribute to our plans.

***Our insurance coverage may be inadequate to cover all significant risk exposures.***

We are exposed to liabilities that are unique to the products and services we provide. We maintain insurance for certain risks and, in some circumstances, we may receive indemnification from the U.S. government. The amount of our insurance coverage may not cover all claims or liabilities, and we may be forced to bear substantial costs. For example, liabilities arising from the use of certain of our products, such as aircraft technologies, space systems, spacecraft, satellites, missile systems,

weapons, cybersecurity, border security systems, anti-terrorism technologies and/or air traffic management systems may not be insurable on commercially reasonable terms. While some of these products are shielded from liability within the U.S. under the SAFETY Act provisions of the 2002 Homeland Security Act, no such protection is available outside the U.S., potentially resulting in significant liabilities. See Note 21 of the Consolidated Financial Statements for discussion of legal proceedings resulting from the October 29, 2018 accident of Lion Air Flight 610 and the March 10, 2019 accident of Ethiopian Airlines Flight 302. The amount of insurance coverage we maintain may be inadequate to cover these or other claims or liabilities.

***A significant portion of our customer financing portfolio is concentrated among certain customers and in certain types of Boeing aircraft, which exposes us to concentration risks.***

A significant portion of our customer financing portfolio is concentrated among certain customers and in distinct geographic regions. Our portfolio is also concentrated by varying degrees across Boeing aircraft product types, most notably 717 and 747-8 aircraft, and among customers that we believe have less than investment-grade credit. If one or more customers holding a significant portion of our portfolio assets experiences financial difficulties or otherwise defaults on or does not renew its leases with us at their expiration, and we are unable to redeploy the aircraft on reasonable terms, or if the types of aircraft that are concentrated in our portfolio suffer greater than expected declines in value, our financial position, results of operations and/or cash flows could be materially adversely affected.

#### **Risks Related to Labor**

***Some of our and our suppliers' workforces are represented by labor unions, which may lead to work stoppages.***

Approximately 50,000 employees, which constitute 32% of our total workforce, were union represented as of December 31, 2022. We experienced a work stoppage in 2008 when a labor strike halted commercial aircraft and certain BDS program production. We may experience additional work stoppages in the future, which could adversely affect our business. We cannot predict how stable our union relationships, currently with 11 U.S. labor organizations and 12 non-U.S. labor organizations, will be or whether we will be able to meet the unions' requirements without impacting our financial condition. The unions may also limit our flexibility in dealing with our workforce. Union actions at suppliers can also affect us. Work stoppages and instability in our union relationships could delay the production and/or development of our products, which could strain relationships with customers and result in lower revenues.

#### **Item 1B. Unresolved Staff Comments**

Not applicable

## Item 2. Properties

We had approximately 87 million square feet of floor space on December 31, 2022 for manufacturing, warehousing, engineering, administration and other productive uses, of which approximately 88% was located in the United States. The following table provides a summary of the floor space by business as of December 31, 2022:

<i>(Square feet in thousands)</i>	Owned	Leased	Government Owned	Total
Commercial Airplanes	39,586	6,673		46,259
Defense, Space & Security	22,643	5,090		27,733
Global Services	1,201	7,591		8,792
Other <sup>(1)</sup>	1,821	2,476	315	4,612
Total	65,251	21,830	315	87,396

<sup>(1)</sup> Other includes sites used for corporate offices, enterprise research and development and common internal services.

At December 31, 2022, the combined square footage at the following major locations totaled more than 81 million square feet:

- Commercial Airplanes – Greater Seattle, WA; China; Greater Charleston, SC; Greater Portland, OR; Greater Los Angeles, CA; Greater Salt Lake City, UT; Australia and Canada
- Defense, Space & Security – Greater St. Louis, MO; Greater Seattle, WA; Greater Los Angeles, CA; Philadelphia, PA; Mesa, AZ; Huntsville, AL; Oklahoma City, OK; Heath, OH; Greater Washington, DC; Australia; Greater Portland, OR; Houston, TX; and Kennedy Space Center
- Global Services – San Antonio, TX; Greater Miami, FL; Dallas, TX; Great Britain; China; Jacksonville, FL; and Germany
- Other – Chicago, IL; India; Greater Los Angeles, CA; Greater St. Louis, MO; and Greater Washington, DC.

Most runways and taxiways that we use are located on airport properties owned by others and are used jointly with others. Our rights to use such facilities are provided for under long-term leases with municipal, county or other government authorities. In addition, the U.S. government furnishes us certain office space, installations and equipment at U.S. government bases for use in connection with various contract activities.

## Item 3. Legal Proceedings

Currently, we are involved in a number of legal proceedings. For a discussion of contingencies related to legal proceedings, see Note 21 to our Consolidated Financial Statements, which is hereby incorporated by reference.

## Item 4. Mine Safety Disclosures

Not applicable

**PART II****Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities**

The principal market for our common stock is the New York Stock Exchange where it trades under the symbol BA. As of January 20, 2023, there were 88,322 shareholders of record.

**Issuer Purchases of Equity Securities**

The following table provides information about purchases we made during the quarter ended December 31, 2022 of equity securities that are registered by us pursuant to Section 12 of the Exchange Act:

*(Dollars in millions, except per share data)*

	(a)	(b)	(c)	(d)
	Total Number of Shares Purchased <sup>(1)</sup>	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares That May Yet be Purchased Under the Plans or Programs <sup>(2)</sup>
10/1/2022 thru 10/31/2022	4,578	\$138.33		
11/1/2022 thru 11/30/2022	2,371	142.24		
12/1/2022 thru 12/31/2022	18,793	181.13		
<b>Total</b>	<b>25,742</b>	<b>\$169.94</b>		

<sup>(1)</sup> A total of 25,742 shares were transferred to us from employees in satisfaction of tax withholding obligations associated with the vesting of restricted stock units during the period. We did not purchase any shares of our common stock in the open market pursuant to a repurchase program.

<sup>(2)</sup> On March 21, 2020, the Board of Directors terminated its prior authorization to repurchase shares of the Company's outstanding common stock. Share repurchases under this open market repurchase program have been suspended since April 2019.

**Item 6. [Reserved]**

## **Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations**

### **Consolidated Results of Operations and Financial Condition**

#### **Overview**

We are a global market leader in the design, development, manufacture, sale, service and support of commercial jetliners, military aircraft, satellites, missile defense, human space flight and launch systems and services. We are one of the two major manufacturers of 100+ seat airplanes for the worldwide commercial airline industry and one of the largest defense contractors in the U.S. While our principal operations are in the U.S., we conduct operations in an expanding number of countries and rely on an extensive network of non-U.S. partners, key suppliers and subcontractors.

Our strategy is centered on successful execution in healthy core businesses – Commercial Airplanes (BCA), Defense, Space & Security (BDS) and Global Services (BGS) – supplemented and supported by Boeing Capital (BCC). Taken together, these core businesses have historically generated substantial earnings and cash flow that enable our investments in new products and services. We focus on producing the products and providing the services that the market demands, and continue to find new ways to improve efficiency and quality to provide a fair return for our shareholders. BCA is committed to being the leader in commercial aviation by offering airplanes and services that deliver superior design, safety, efficiency and value to customers around the world. BDS integrates its resources in defense, intelligence, communications, security, space and services to deliver capability-driven solutions to customers at reduced costs. Our BDS strategy is to leverage our core businesses to capture key next-generation programs while expanding our presence in adjacent and international markets, underscored by an intense focus on growth and productivity. BGS provides support for commercial and defense through innovative, comprehensive and cost-competitive product and service solutions. BCC facilitates, arranges, structures and provides selective financing solutions for our Boeing customers.

#### **Business Environment and Trends**

Domestic travel continues to recover from the lingering effects of the COVID-19 pandemic before international travel and the narrow-body market continues to follow domestic travel recovery, while the wide-body market continues to be paced by international travel recovery. The pace of the commercial market recovery remains impacted by government restrictions related to COVID-19, especially China. We are seeing a strong recovery in travel demand for our airline customers in North and South America, the Middle East, and Europe, and demand for dedicated freighters continues to be underpinned by a strong recovery in global trade.

We and our suppliers are experiencing supply chain disruptions as a result of the lingering impacts of COVID-19, global supply chain constraints, and labor instability. We and our suppliers are also experiencing inflationary pressures. We continue to monitor the health and stability of the supply chain as we ramp up production. These factors have reduced overall productivity and adversely impacted our financial position, results of operations and cash flows.

Airline financial performance, which influences demand for new capacity, has been adversely impacted by the COVID-19 pandemic. According to the International Air Transport Association (IATA), net losses for the airline industry were \$138 billion in 2020 and \$42 billion in 2021. IATA also forecasts \$6.9 billion of losses for the industry globally in 2022, with approximately \$9.9 billion of profits in North America driven by the robust domestic market being more than offset by losses in other regions. For 2023, IATA is forecasting \$4.6 billion in profits for the industry globally. While the outlook continues to improve, we continue to face a challenging environment in the near- to medium-term as airlines are facing increased fuel and other costs, and the global economy is experiencing high inflation. The current environment is also affecting the financial viability of some airlines.

The long-term outlook for the industry remains positive due to the fundamental drivers of air travel demand: economic growth, increasing propensity to travel due to increased trade, globalization and improved airline services driven by liberalization of air traffic rights between countries. Our Commercial Market Outlook forecast projects a 3.8% growth rate for passenger and cargo traffic over a 20-year period. Based on long-term global economic growth projections of 2.6% in average annual gross domestic product, we project demand for approximately 41,170 new airplanes over the next 20 years. The industry remains vulnerable to exogenous developments including fuel price spikes, credit market shocks, acts of terrorism, natural disasters, conflicts, epidemics, pandemics and increased global environmental regulations.

During 2022, commercial services volume at BGS recovered to pre-pandemic levels. We expect BGS commercial revenues to remain strong in future quarters as the commercial airline industry continues to recover. The demand outlook for our government services business remains stable.

At BDS, we continue to see stable demand reflecting the important role our products and services have in ensuring our national security. Outside of the U.S., we are seeing similar solid demand as governments prioritize security, defense technology and global cooperation given evolving threats. We continue to experience near-term production disruptions and inefficiencies due to supplier disruption, labor instability and factory performance. These factors have contributed to significant earnings charges on a number of fixed-price development programs which are expected to adversely affect cash flows in future periods.

As a result of the war in Ukraine, we recorded earnings charges totaling \$212 million during the first quarter of 2022, primarily related to asset impairments. We have closed our facilities in Russia. We are focused on the safety of our employees and retaining the strength of our engineering talent through voluntary transfers to other countries. We have also suspended our business in Russia, including parts, maintenance and technical support for Russian airlines, and purchases from Russian suppliers. We are complying with U.S. and international sanctions and export control restrictions. We have sufficient material and parts to avoid production disruptions in the near-term, but future impacts to our production from disruptions in our supply chain are possible. The war in Ukraine continues to impact our airline and lessor customers. We continue to monitor developments and potential Boeing impacts, and take mitigating actions as appropriate.

## Consolidated Results of Operations

The following table summarizes key indicators of consolidated results of operations:

(Dollars in millions, except per share data)

Years ended December 31,	2022	2021	2020
Revenues	\$66,608	\$62,286	\$58,158
<b>GAAP</b>			
Loss from operations	(\$3,547)	(\$2,902)	(\$12,767)
Operating margins	(5.3) %	(4.7) %	(22.0) %
Effective income tax rate	(0.6) %	14.8 %	17.5 %
Net loss attributable to Boeing Shareholders	(\$4,935)	(\$4,202)	(\$11,873)
Diluted loss per share	(\$8.30)	(\$7.15)	(\$20.88)
<b>Non-GAAP <sup>(1)</sup></b>			
Core operating loss	(\$4,690)	(\$4,075)	(\$14,150)
Core operating margins	(7.0 %)	(6.5 %)	(24.3 %)
Core loss per share	(\$11.06)	(\$9.44)	(\$23.25)

<sup>(1)</sup> These measures exclude certain components of pension and other postretirement benefit expense. See pages 45 - 47 for important information about these non-GAAP measures and reconciliations to the most directly comparable GAAP measures.

## Revenues

The following table summarizes Revenues:

(Dollars in millions)

Years ended December 31,	2022	2021	2020
Commercial Airplanes	\$25,867	\$19,493	\$16,162
Defense, Space & Security	23,162	26,540	26,257
Global Services	17,611	16,328	15,543
Boeing Capital	199	272	261
Unallocated items, eliminations and other	(231)	(347)	(65)
Total	\$66,608	\$62,286	\$58,158

Revenues increased by \$4,322 million in 2022 compared with 2021 driven by higher revenues at BCA and BGS, partially offset by lower revenues at BDS. BCA revenues increased by \$6,374 million primarily driven by higher 737 and 787 deliveries. BGS revenues increased by \$1,283 million primarily due to higher commercial services volume, partially offset by lower government services volume and performance. BDS revenues decreased by \$3,378 million primarily due to charges on development programs, unfavorable performance across other defense programs, and lower P-8 and weapons volume.

Revenues increased by \$4,128 million in 2021 compared with 2020 driven by higher revenues at BCA, BDS and BGS. BCA revenues increased by \$3,331 million primarily driven by higher 737 MAX deliveries due to recertification and return to service in most jurisdictions and the absence of \$498 million of 737 MAX customer considerations which reduced revenues in 2020, partially offset by lower 787 deliveries in 2021. BDS revenues increased by \$283 million primarily from higher revenue on the



KC-46A Tanker program and lower charges in 2021. BGS revenues increased by \$785 million primarily due to higher commercial and government services volume.

Revenues will continue to be significantly impacted until the global supply chain stabilizes, labor instability diminishes, and deliveries ramp up.

## Loss From Operations

The following table summarizes Loss from operations:

*(Dollars in millions)*

Years ended December 31,	2022	2021	2020
Commercial Airplanes	<b>(\$2,370)</b>	(\$6,475)	(\$13,847)
Defense, Space & Security	<b>(3,544)</b>	1,544	1,539
Global Services	<b>2,727</b>	2,017	450
Boeing Capital	<b>29</b>	106	63
Segment operating loss	<b>(3,158)</b>	(2,808)	(11,795)
Pension FAS/CAS service cost adjustment	<b>849</b>	882	1,024
Postretirement FAS/CAS service cost adjustment	<b>294</b>	291	359
Unallocated items, eliminations and other	<b>(1,532)</b>	(1,267)	(2,355)
Loss from operations (GAAP)	<b>(\$3,547)</b>	(\$2,902)	(\$12,767)
FAS/CAS service cost adjustment *	<b>(1,143)</b>	(1,173)	(1,383)
Core operating loss (Non-GAAP) **	<b>(\$4,690)</b>	(\$4,075)	(\$14,150)

\* The FAS/CAS service cost adjustment represents the difference between the FAS pension and postretirement service costs calculated under GAAP and costs allocated to the business segments.

\*\* Core operating loss is a non-GAAP measure that excludes the FAS/CAS service cost adjustment. See pages 45 - 47.

Loss from operations increased by \$645 million in 2022 compared with 2021. BDS had a loss from operations of \$3,544 million compared with earnings of \$1,544 million during 2021, primarily due to charges on development programs. BCA loss from operations decreased by \$4,105 million primarily due to the absence in 2022 of the \$3,460 million reach-forward loss taken on the 787 program in 2021, higher 737 deliveries and lower abnormal production costs, partially offset by higher research and development spending, charges related to the war in Ukraine and other period expenses. BGS earnings from operations increased by \$710 million in 2022 compared with 2021 primarily due to higher commercial services volume and favorable mix, partially offset by lower government services performance.

Loss from operations decreased by \$9,865 million in 2021 compared with 2020 primarily due to lower losses at BCA and higher earnings at BGS. BCA loss from operations decreased by \$7,372 million primarily due to the absence of a \$6,493 million reach-forward loss on the 777X program recorded in 2020, lower period expenses, lower 737 MAX customer considerations and higher 737 MAX deliveries, partially offset by a \$3,460 million reach-forward loss on the 787 program in 2021. BGS earnings from operations increased by \$1,567 million in 2021 compared with 2020 primarily due to charges incurred in 2020 as a result of the COVID-19 pandemic, as well as higher commercial services volume.

Core operating loss increased by \$615 million in 2022 compared with 2021 and decreased by \$10,075 million in 2021 compared with 2020 primarily due to changes in Segment operating loss as described above.

**Unallocated Items, Eliminations and Other** The most significant items included in Unallocated items, eliminations and other are shown in the following table:

*(Dollars in millions)*

Years ended December 31,	2022	2021	2020
Share-based plans	(\$114)	(\$174)	(\$120)
Deferred compensation	117	(126)	(93)
Amortization of previously capitalized interest	(95)	(107)	(95)
Research and development expense, net	(278)	(184)	(240)
Eliminations and other unallocated items	(1,162)	(676)	(1,807)
Unallocated items, eliminations and other	(\$1,532)	(\$1,267)	(\$2,355)

Share-based plans expense decreased by \$60 million in 2022 and increased by \$54 million in 2021. The lower expense in 2022 compared to 2021 was due to decreased grants of restricted stock units (RSUs) and other share-based compensation. The higher expense in 2021 compared to 2020 was primarily related to a one-time grant of RSUs to most employees in December 2020.

Deferred compensation expense decreased by \$243 million in 2022, primarily driven by changes in broad stock market conditions, and increased by \$33 million in 2021, primarily driven by changes in broad stock market conditions and our stock price.

Research and development expense increased by \$94 million in 2022 and decreased by \$56 million in 2021 primarily due to enterprise investments in product development.

Eliminations and other unallocated expense increased by \$486 million in 2022 primarily due to a \$200 million settlement with the Securities and Exchange Commission related to the 737 MAX accidents, lower income from operating investments, and an increase in environmental remediation expense. Eliminations and other unallocated expense decreased by \$1,131 million in 2021 primarily due to earnings charges of \$744 million in the fourth quarter of 2020 in anticipation of the agreement between Boeing and the U.S. Department of Justice that was finalized in January 2021 and higher income from operating investments in 2021.

Net periodic pension benefit costs included in Loss from operations were as follows:

*(Dollars in millions)*

	Pension		
Years ended December 31,	2022	2021	2020
Allocated to business segments	(\$852)	(\$885)	(\$1,027)
Pension FAS/CAS service cost adjustment	849	882	1,024
Net periodic pension benefit cost included in Loss from operations	(\$3)	(\$3)	(\$3)

The pension FAS/CAS service cost adjustment recognized in Loss from operations in 2022 decreased by \$33 million compared with 2021 and decreased by \$142 million in 2021 compared with 2020 due to reductions in allocated pension cost year over year. Net periodic benefit cost included in Loss from operations in 2022 was largely consistent with 2021 and 2020.

For additional discussion related to Postretirement Plans, see Note 16 to our Consolidated Financial Statements.

## Other Earnings Items

(Dollars in millions)

Years ended December 31,	2022	2021	2020
Loss from operations	(\$3,547)	(\$2,902)	(\$12,767)
Other income, net	1,058	551	447
Interest and debt expense	(2,533)	(2,682)	(2,156)
Loss before income taxes	(5,022)	(5,033)	(14,476)
Income tax (expense)/benefit	(31)	743	2,535
Net loss from continuing operations	(5,053)	(4,290)	(11,941)
Less: net loss attributable to noncontrolling interest	(118)	(88)	(\$68)
Net loss attributable to Boeing Shareholders	(\$4,935)	(\$4,202)	(\$11,873)

Non-operating pension income included in Other income, net was \$881 million in 2022, \$528 million in 2021, and \$340 million in 2020. The increased income in 2022 compared to 2021 was primarily due to lower amortization of net actuarial losses in 2022 and a settlement loss recorded in 2021. The increased income in 2021 compared to 2020 was primarily due to lower interest cost and higher expected return on plan assets, partially offset by higher amortization of net actuarial losses and higher settlement charges.

Non-operating postretirement income included in Other income, net was \$58 million in 2022, compared with income of \$1 million in 2021 and expense of \$16 million in 2020. The increased income in 2022 and 2021 was due to lower amortization of net actuarial losses.

Interest and debt expense decreased by \$149 million in 2022 primarily due to lower average debt balances and increased by \$526 million in 2021 as a result of higher average debt balances.

In August 2022, the President signed into law the Inflation Reduction Act of 2022, which contained provisions effective January 1, 2023, including a 15% corporate minimum tax and a 1% excise tax on stock buybacks, both of which we do not expect to have a material impact on our results of operations, financial condition or cash flows. For additional discussion related to Income Taxes, see Note 4 to our Consolidated Financial Statements.

## Total Costs and Expenses ("Cost of Sales")

Cost of sales, for both products and services, consists primarily of raw materials, parts, sub-assemblies, labor, overhead and subcontracting costs. Our BCA segment predominantly uses program accounting to account for cost of sales. Under program accounting, cost of sales for each commercial aircraft program equals the product of (i) revenue recognized in connection with customer deliveries and (ii) the estimated cost of sales percentage applicable to the total remaining program. For long-term contracts, the amount reported as cost of sales is recognized as incurred. Substantially all contracts at our BDS segment and certain contracts at our BGS segment are long-term contracts with the U.S. government and other customers that generally extend over several years. Cost of sales for commercial spare parts is recorded at average cost.

The following table summarizes cost of sales:

*(Dollars in millions)*

Years ended December 31	2022	2021	Change	2021	2020	Change
Cost of sales	<b>\$63,106</b>	\$59,269	\$3,837	\$59,269	\$63,843	(\$4,574)
Cost of sales as a % of Revenues	<b>94.7 %</b>	95.2 %	(0.5)%	95.2 %	109.8 %	(14.6)%

Cost of sales increased by \$3,837 million in 2022 compared with 2021, primarily due to charges recorded at BDS and higher revenues at BCA. Cost of sales as a percentage of Revenues remained largely consistent in 2022 compared to 2021.

Cost of sales decreased by \$4,574 million in 2021 compared with 2020, primarily due to higher earnings charges at BCA, BDS and BGS in 2020, partially offset by higher costs as a result of higher revenues in 2021 and the reach-forward loss on the 787 program. Cost of sales as a percentage of Revenues decreased in 2021 compared to 2020 primarily due to higher earnings charges at BCA and BGS in 2020 and higher revenues in 2021.

**Research and Development** The following table summarizes our Research and development expense:

*(Dollars in millions)*

Years ended December 31,	2022	2021	2020
Commercial Airplanes	<b>\$1,510</b>	\$1,140	\$1,385
Defense, Space & Security	<b>945</b>	818	713
Global Services	<b>119</b>	107	138
Other	<b>278</b>	184	240
Total	<b>\$2,852</b>	\$2,249	\$2,476

Research and development expense increased by \$603 million in 2022 compared with 2021 primarily due to higher research and development expenditures on 777X, 737 MAX, as well as BCA and enterprise investments in product development.

Research and development expense decreased by \$227 million in 2021 compared with 2020 primarily due to lower BCA and enterprise investments in product development and lower spending on the 777X program.

## Backlog

Our backlog at December 31 was as follows:

*(Dollars in millions)*

Years ended December 31,	2022	2021
Commercial Airplanes	\$329,824	\$296,882
Defense, Space & Security	54,373	59,828
Global Services	19,338	20,496
Unallocated items, eliminations and other	846	293
<b>Total Backlog</b>	<b>\$404,381</b>	<b>\$377,499</b>
Contractual backlog	\$381,977	\$356,362
Unobligated backlog	22,404	21,137
<b>Total Backlog</b>	<b>\$404,381</b>	<b>\$377,499</b>

Contractual backlog of unfilled orders excludes purchase options, announced orders for which definitive contracts have not been executed, orders where customers have the unilateral right to terminate, and unobligated U.S. and non-U.S. government contract funding. The increase in contractual backlog during 2022 was primarily due to an increase in BCA backlog that was partially offset by a decrease in BDS backlog. If we remain unable to deliver 737 MAX aircraft in China for an extended period of time, and/or entry into service of the 777X, 737-7 and/or 737-10 is further delayed, we may experience reductions to backlog and/or significant order cancellations.

Unobligated backlog includes U.S. and non-U.S. government definitive contracts for which funding has not been authorized. The increase in unobligated backlog in 2022 was primarily due to contract awards, partially offset by reclassifications to contractual backlog related to BDS and BGS contracts.

## Additional Considerations

**Global Trade** We continually monitor the global trade environment in response to geopolitical economic developments, as well as changes in tariffs, trade agreements or sanctions that may impact the Company.

The current state of U.S.-China relations remains an ongoing watch item. Since 2018, the U.S. and China have imposed tariffs on each other's imports. Certain aircraft parts and components that Boeing procures are subject to these tariffs. We are mitigating import costs through Duty Drawback Customs procedures. China is a significant market for commercial aircraft. Boeing has long-standing relationships with our Chinese customers, who represent a key component of our commercial aircraft backlog. Overall, the U.S.-China trade relationship remains stalled as economic and national security concerns continue to be a challenge.

Beginning in June 2018, the U.S. Government imposed tariffs on steel and aluminum imports. In response to these tariffs, several major U.S. trading partners have imposed, or announced their intention to impose, tariffs on U.S. goods. The U.S. has subsequently reached agreements with Mexico, Canada, the United Kingdom, the European Union, and Japan to ease or remove tariffs on steel and/or aluminum. We continue to monitor the potential for any extra costs that may result from the remaining global tariffs.

We are complying with all U.S. and other government export control restrictions and sanctions imposed on certain businesses and individuals in Russia. We continue to monitor and evaluate additional sanctions and export restrictions that may be imposed by the U.S. Government or other governments.

as well as any responses from Russia that could affect our supply chain, business partners or customers, for any additional impacts to our business.

## **Segment Results of Operations and Financial Condition**

### **Commercial Airplanes**

#### **Business Environment and Trends**

**Airline Industry Environment** See Overview to Management's Discussion and Analysis of Financial Condition and Results of Operations for a discussion of the airline industry environment.

**Industry Competitiveness** The industry continues to recover from the lingering effects of the COVID-19 pandemic. The commercial aircraft market and the airline industry both remain extremely competitive. While the impacts and responses have varied globally, the reduction of demand and disruption in production has adversely impacted most manufacturers in the commercial aircraft industry.

Continued access to global markets remains vital to our ability to fully realize our sales potential and long-term investment returns. Approximately 70% of Commercial Airplanes' total backlog, in dollar terms, is with non-U.S. airlines. We face aggressive international competitors who are intent on increasing their market share. They offer competitive products and have access to most of the same customers and suppliers. The grounding of the 737 MAX in 2019 and the associated suspension of 737 MAX deliveries in multiple jurisdictions significantly reduced our market share with respect to deliveries of single aisle aircraft and may provide competitors with an opportunity to obtain more orders and increase market share. With government support, Airbus has historically invested heavily to create a family of products to compete with ours. After the acquisition of a majority share of Bombardier's C Series (now A220) in 2018, Airbus continues to expand in the 100-150 seat transcontinental market. Other competitors are also in different phases of developing commercial jet aircraft, including Commercial Aircraft Corporation of China, Ltd. (COMAC), which delivered its first C919 aircraft in 2022. Some of these competitors have historically enjoyed access to government-provided financial support, including "launch aid," which greatly reduces the cost and commercial risks associated with airplane development activities. This has enabled the development of airplanes without broad commercial viability; others to be brought to market more quickly than otherwise possible; and many offered for sale below market-based prices. Competitors continue to make improvements in efficiency, which may result in funding product development, gaining market share and improving earnings. This market environment has resulted in intense pressures on pricing and other competitive factors, and we expect these pressures to continue or intensify in the coming years.

We are focused on improving our products and services and continuing our business transformation efforts, which enhances our ability to compete and positions us for market recovery. We are also focused on taking actions to ensure that Boeing is not harmed by unfair subsidization of competitors.

## Results of Operations

(Dollars in millions)

Years ended December 31,	2022	2021	2020
Revenues	\$25,867	\$19,493	\$16,162
% of total company revenues	39 %	31 %	28 %
Loss from operations	(\$2,370)	(\$6,475)	(\$13,847)
Operating margins	(9.2)%	(33.2)%	(85.7)%
Research and development	\$1,510	\$1,140	\$1,385

## Revenues

BCA revenues increased by \$6,374 million in 2022 compared with 2021 primarily due to higher 737 and 787 deliveries in 2022.

BCA revenues increased by \$3,331 million in 2021 compared with 2020 primarily due to higher 737 MAX deliveries driven by recertification and return to service in most jurisdictions and the absence of charges for 737 MAX customer considerations which reduced revenues in 2020, partially offset by lower 787 deliveries in 2021.

BCA deliveries, including intercompany deliveries, as of December 31 were as follows:

	737 *	747	767 *	777	787	Total
<b>2022</b>						
Cumulative deliveries	8,132	1,572	1,271	1,701	1,037	
Deliveries	387 <sup>(13)</sup>	5	33 <sup>(15)</sup>	24	31	480
<b>2021</b>						
Cumulative deliveries	7,745	1,567	1,238	1,677	1,006	
Deliveries	263 <sup>(16)</sup>	7	32 <sup>(13)</sup>	24	14	340
<b>2020</b>						
Cumulative deliveries	7,482	1,560	1,206	1,653	992	
Deliveries	43 <sup>(14)</sup>	5	30 <sup>(11)</sup>	26	53	157

\* Intercompany deliveries identified by parentheses

## Loss From Operations

BCA loss from operations was \$2,370 million in 2022 compared with \$6,475 million in 2021 reflecting higher 737 deliveries and lower abnormal production costs, partially offset by higher research and development spending, charges related to the war in Ukraine and other period expenses. The 2021 loss also reflects a reach-forward loss on the 787 program of \$3,460 million. Abnormal production costs in 2022 were \$1,753 million, including \$1,240 million related to the 787 program, \$325 million related to the 777X program, and \$188 million related to the 737 program.

BCA loss from operations was \$6,475 million in 2021 compared with \$13,847 million in 2020. The 2021 loss reflects the reach-forward loss on the 787 program of \$3,460 million, abnormal production costs related to the 737 program of \$1,887 million, and abnormal production costs related to the 787 program of \$468 million resulting from continued production issues, inspections and rework, partially offset by higher 737 MAX deliveries. The 2020 loss reflects the reach-forward loss on the 777X program of \$6,493 million, lower deliveries and lower program margins resulting from the COVID-19 pandemic,

\$2,567 million of abnormal production costs related to the 737 program, \$623 million of severance cost, \$498 million of 737 MAX customer considerations, \$336 million related to 737NG frame fitting component repair costs and \$270 million of abnormal production costs in the first half of 2020 from the temporary suspension of operations in response to COVID-19, partially offset by lower research and development spending. Lower 787 margins reflecting a reduction in the accounting quantity in the first quarter of 2020 also contributed to lower earnings.

## **Backlog**

Our total backlog represents the estimated transaction prices on unsatisfied and partially satisfied performance obligations to our customers where we believe it is probable that we will collect the consideration due and where no contingencies remain before we and the customer are required to perform. Backlog does not include prospective orders where customer-controlled contingencies remain, such as the customer receiving approval from its board of directors, shareholders or government or completing financing arrangements. All such contingencies must be satisfied or have expired prior to recording a new firm order even if satisfying such conditions is highly probable. Backlog excludes options and BCC orders as well as orders where customers have the unilateral right to terminate. A number of our customers may have contractual remedies, including rights to reject individual airplane deliveries if the actual delivery date is significantly later than the contractual delivery date. We address customer claims and requests for other contractual relief as they arise. The value of orders in backlog is adjusted as changes to price and schedule are agreed to with customers and is reported in accordance with the requirements of ASC 606.

BCA total backlog of \$329,824 million at December 31, 2022 increased from \$296,882 million at December 31, 2021, reflecting new orders in excess of deliveries and price escalation, offset by order cancellations and by an increase in the value of existing orders that in our assessment do not meet the accounting requirements of ASC 606 for inclusion in backlog. Aircraft order cancellations during the year ended December 31, 2022 totaled \$11,251 million and relate to 737 and 787 aircraft. The net ASC 606 adjustments for the year ended December 31, 2022 resulted in a decrease to backlog of \$4,675 million primarily due to a net increase of 777X aircraft in the ASC 606 reserve, partially offset by net decreases in 737 and 787 aircraft in the ASC 606 reserve. ASC 606 adjustments include consideration of aircraft orders where a customer-controlled contingency may exist, as well as an assessment of whether the customer is committed to perform, impacts of geopolitical events or related sanctions, or whether it is probable that the customer will pay the full amount of consideration when it is due. If we remain unable to deliver 737 MAX aircraft in China for an extended period of time, and/or entry into service of the 777X, 737-7 and/or 737-10 is further delayed, we may experience reductions to backlog and/or significant order cancellations.

**Accounting Quantity** The accounting quantity is our estimate of the quantity of airplanes that will be produced for delivery under existing and anticipated contracts. The determination of the accounting quantity is limited by the ability to make reasonably dependable estimates of the revenue and cost of existing and anticipated contracts. It is a key determinant of the gross margins we recognize on sales of individual airplanes throughout a program's life. Estimation of each program's accounting quantity takes into account several factors that are indicative of the demand for that program, including firm orders, letters of intent from prospective customers and market studies. We review our program accounting quantities quarterly.

The accounting quantity for each program may include units that have been delivered, undelivered units under contract and units anticipated to be under contract in the reasonable future (anticipated orders). In developing total program estimates, all of these items within the accounting quantity must be considered.



The following table provides details of the accounting quantities and firm orders by program as of December 31. Cumulative firm orders represent the cumulative number of commercial jet aircraft deliveries plus undelivered firm orders. Firm orders include military derivative aircraft that are not included in program accounting quantities. All revenues and costs associated with military derivative aircraft production are reported in the BDS segment.

	Program						†
	737	747	767	777	777X	787	
<b>2022</b>							
Program accounting quantities	10,800	1,574	1,267	1,790	400	1,600	
Undelivered units under firm orders	3,653	1	106	69	244	505	(8)
Cumulative firm orders	11,785	1,573	1,377	1,770	244	1,542	
<b>2021</b>							
Program accounting quantities	10,400	1,574	1,243	1,750	350	1,500	
Undelivered units under firm orders	3,414	6	108	58	253	411	(14)
Cumulative firm orders	11,159	1,573	1,346	1,735	253	1,417	
<b>2020</b>							
Program accounting quantities	10,000	1,574	1,207	1,700	350	1,500	
Undelivered units under firm orders	3,282	8	75	41	191	458	(22)
Cumulative firm orders	10,764	1,568	1,281	1,694	191	1,450	

† Aircraft ordered by BCC are identified in parentheses.

### Program Highlights

**737 Program** The accounting quantity for the 737 program increased by 400 units during 2022 due to the program's normal progress of obtaining additional orders and delivering airplanes.

We increased the production rate to 31 per month in 2022, and expect to implement further gradual production rate increases based on market demand and supply chain capacity. We expensed abnormal production costs of \$188 million and \$1,887 million during the years ended December 31, 2022 and 2021.

Over 190 countries have approved the resumption of 737 MAX operations. The first 737 MAX passenger flight in China since 2019 occurred on January 13, 2023. There is uncertainty regarding timing of resumption of deliveries in China, which are still subject to final regulatory approvals. We continue to work with a small number of customers who have requested to defer deliveries or to cancel orders for 737 MAX aircraft, and we are remarketing and/or delaying deliveries of certain aircraft included within inventory.

We have approximately 250 aircraft in inventory as of December 31, 2022, including approximately 140 aircraft in inventory that are designated for customers in China. We are remarketing some of these aircraft to other customers. We anticipate delivering most of the aircraft in inventory by the end of 2024. In the event that we are unable to resume aircraft deliveries in China or remarket those aircraft and/or ramp up deliveries consistent with our assumptions, our expectation of delivery timing could be impacted.

The 737-7 and 737-10 models are currently going through FAA certification. The Consolidated Appropriations Act, 2023 amended Section 116 of the ACSAA, such that applications for original or amended type certifications that were submitted to the FAA prior to December 27, 2020, including those of the 737-7 and 737-10, are no longer subject to the crew alerting specifications of Section 116. Additionally, beginning one year after the FAA issues the type certificate for the 737-10, any new 737 MAX aircraft must include certain safety enhancements to be issued an original airworthiness certification by the FAA. These enhancements are included in Boeing's application for the certification for the 737-10, and the sufficiency of these enhancements will be determined by the FAA. Beginning three years after the issuance of a type certificate for the 737-10, all previously delivered 737 MAX aircraft must be retrofitted with these safety enhancements. As the holder of the type certificate, Boeing is required to bear any costs of these safety enhancement retrofits. We have provisioned for the estimated costs associated with the safety enhancements and do not expect those costs to be material.

We are following the lead of the FAA as we work through the certification process, and currently expect the 737-7 to be certified and delivered in 2023, and the 737-10 to begin FAA certification flight testing in 2023 with first delivery in 2024. At December 31, 2022, we had 27 737-7 and 3 737-10 aircraft in inventory and 236 737-7 and 720 737-10 aircraft in backlog and have delivered a total of 1,033 737 MAX aircraft. If we experience delays in achieving certification and/or incorporating safety enhancements, future revenues, cash flows and results of operations could be adversely impacted.

See further discussion of the 737 MAX in Note 7 and Note 13 to our Consolidated Financial Statements.

**747 Program** We completed production of the 747 in the fourth quarter of 2022 and delivery of the last aircraft is expected to occur in early 2023. Ending production of the 747 did not have a material impact on our financial position, results of operations or cash flows.

**767 Program** The accounting quantity for the 767 program increased by 24 units during 2022 due to the program's normal progress of obtaining additional orders and delivering airplanes. The 767 assembly line includes the commercial program and a derivative to support the KC-46A Tanker program. The commercial program has near break-even gross margins. We are currently producing at a combined rate of 3 aircraft per month.

**777 and 777X Programs** The accounting quantity for the 777 program increased by 40 units during 2022 due to the program's normal progress of obtaining additional orders and delivering airplanes. We are currently producing at a combined production rate of 3 per month for the 777/777X programs. The accounting quantity for the 777X program increased by 50 units during 2022 reflecting the launch of the 777X-8 freighter during the first quarter of 2022. First delivery of the 777X-8 freighter is expected in 2027.

During the first quarter of 2022, we revised the estimated first delivery date of the 777X-9, previously expected in late 2023, and now expect it will occur in 2025, based on an updated assessment of the time required to meet certification requirements. We are working towards Type Inspection Authorization (TIA) which will enable us to begin FAA certification flight testing. The timing of TIA and certification will ultimately be determined by the regulators, and further determinations with respect to anticipated certification requirements could result in additional delays in entry into service and/or additional cost increases.

In April 2022, we decided to pause production of the 777X-9 during 2022 and 2023. We implemented the production pause during the second quarter of 2022, and it is expected to result in abnormal production costs of approximately \$1.5 billion that are being expensed as incurred until 777X-9 production resumes. During the year ended December 31, 2022, \$0.3 billion of abnormal costs were period expensed.

The 777X program had near break-even gross margins at December 31, 2022. The level of profitability on the 777X program will be subject to a number of factors. These factors include continued production disruption due to labor instability and supply chain disruption, customer negotiations, further production rate adjustments for the 777X or other commercial aircraft programs, contraction of the accounting quantity and potential risks associated with the testing program and the timing of aircraft certification. One or more of these factors could result in additional reach-forward losses on the 777X program in future periods.

**787 Program** During the fourth quarter of 2022, we increased the accounting quantity for the 787 program by 100 units due to the program's normal progress of obtaining additional orders and delivering aircraft. The increase in the accounting quantity improved the program's profit margin.

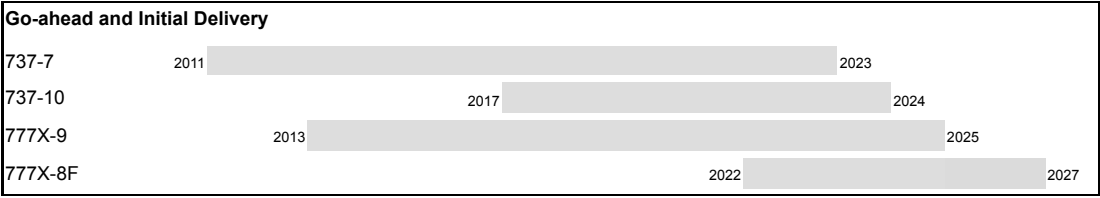
We received FAA authorization to resume delivery on July 28, 2022 and deliveries resumed in August. During 2022, we delivered 31 aircraft to customers. We continue to conduct inspections and rework on undelivered aircraft. During 2021, we delivered 14 aircraft between March and May 2021 prior to deliveries being paused in May 2021 due to production quality issues including in our supply chain. We have implemented changes in the production process designed to ensure that newly-built airplanes meet our specifications and do not require further inspections and rework. At December 31, 2022, and 2021, we had approximately 100 and 110 aircraft in inventory. Most of the aircraft in inventory at December 31, 2022 are expected to deliver by the end of 2024.

We are currently producing at low rates and expect to gradually return to 5 per month in 2023. In the third quarter of 2021, we determined that production rates below 5 per month represented abnormally low production rates and result in abnormal production costs. We also determined that the inspections and rework costs on inventoried aircraft are excessive and should also be accounted for as abnormal production costs that are required to be expensed as incurred. Cumulative abnormal costs recorded through December 31, 2022 totaled \$1.7 billion. During the fourth quarter of 2022 we adjusted the total estimate of abnormal production costs up to \$2.8 billion with most being incurred by the end of 2023. At December 31, 2021, we were expecting to incur approximately \$2 billion of abnormal production costs on a cumulative basis. The increase was primarily driven by a decision in the fourth quarter of 2022 to slow down near-term production due to supply chain constraints and increased inspection and rework costs. We continue to work with customers and suppliers regarding timing of future deliveries and production rate changes.

During the fourth quarter of 2021, we recorded a loss of \$3.5 billion on the program primarily due to the additional rework, as well as other actions required to resume 787 deliveries, taking longer than expected. These impacts have resulted in longer than expected delivery delays and associated customer considerations.

**Fleet Support** We provide the operators of our commercial aircraft with assistance and services to facilitate efficient and safe airplane operation. Collectively known as fleet support services, these activities and services begin prior to airplane delivery and continue throughout the operational life of the airplane. They include flight and maintenance training, field service support, engineering services, information services and systems and technical data and documents. The costs for fleet support are expensed as incurred and have historically been approximately 1% of total consolidated costs of products and services.

**Program Development** The following chart summarizes the time horizon between go-ahead and planned initial delivery for major Commercial Airplanes derivatives and programs.



Reflects models in development during 2022

The development schedules shown above are subject to a number of uncertainties, including changes in certification requirements. The timing of certifications will ultimately be determined by the regulators.

**Additional Considerations**

The development and ongoing production of commercial aircraft is extremely complex, involving extensive coordination and integration with suppliers and highly-skilled labor from employees and other partners. Meeting or exceeding our performance and reliability standards, as well as those of customers and regulators, can be costly and technologically challenging, such as the 787 production issues and associated rework. In addition, the introduction of new aircraft and derivatives, such as the 777X, 737-7 and 737-10, involves increased risks associated with meeting development, production and certification schedules. These challenges include increased global regulatory scrutiny of all development aircraft in the wake of the 737 MAX accidents. As a result, our ability to deliver aircraft on time, satisfy performance and reliability standards and achieve or maintain, as applicable, program profitability is subject to significant risks. Factors that could result in lower margins (or a material charge if an airplane program has or is determined to have reach-forward losses) include the following: changes to the program accounting quantity, customer and model mix, production costs and rates, changes to price escalation factors due to changes in the inflation rate or other economic indicators, performance or reliability issues involving completed aircraft, capital expenditures and other costs associated with increasing or adding new production capacity, learning curve, additional change incorporation, achieving anticipated cost reductions, the addition of regulatory requirements in connection with certification in one or more jurisdictions, flight test and certification schedules, costs, schedule and demand for new airplanes and derivatives and status of customer claims, supplier claims or assertions and other contractual negotiations. While we believe the cost and revenue estimates incorporated in the consolidated financial statements are appropriate, the technical complexity of our airplane programs creates financial risk as additional completion costs may become necessary or scheduled delivery dates could be extended, which could trigger termination provisions, order cancellations or other financially significant exposure.

## Defense, Space & Security

### Business Environment and Trends

#### United States Government Defense Environment Overview

The Consolidated Appropriations Act, 2023, enacted in December 2022, provided fiscal year 2023 (FY23) appropriations for government departments and agencies, including \$817 billion for the U.S. DoD and \$25.4 billion for NASA. The enacted FY23 appropriations included funding for Boeing's major programs, including the F/A-18 Super Hornet, F-15EX, CH-47 Chinook, AH-64 Apache, V-22 Osprey, KC-46A Tanker, MQ-25, and the Space Launch System. The FY23 appropriations support F/A-18 production further into calendar year 2025. The FY23 appropriations did not include funding for additional P-8 aircraft. The P-8 program continues to pursue additional sales opportunities to extend production beyond 2024.

There is ongoing uncertainty with respect to program-level appropriations for the U.S. DoD, NASA and other government agencies for fiscal year 2024 and beyond. U.S. government discretionary spending, including defense spending, is likely to continue to be subject to pressure. Future budget cuts or investment priority changes, including changes associated with the authorizations and appropriations process, could result in reductions, cancellations and/or delays of existing contracts or programs. Any of these impacts could have a material effect on our results of operations, financial position and/or cash flows.

**Non-U.S. Defense Environment Overview** The non-U.S. market continues to be driven by complex and evolving security challenges and the need to modernize aging equipment and inventories. BDS expects that it will continue to have a wide range of opportunities across Asia, Europe and the Middle East given the diverse regional threats. At the end of 2022, 28% of BDS backlog was attributable to non-U.S. customers.

#### Results of Operations

*(Dollars in millions)*

Years ended December 31,	2022	2021	2020
Revenues	<b>\$23,162</b>	\$26,540	\$26,257
% of total company revenues	<b>35 %</b>	43 %	45 %
(Loss)/earnings from operations	<b>(\$3,544)</b>	\$1,544	\$1,539
Operating margins	<b>(15.3)%</b>	5.8 %	5.9 %

Since our operating cycle is long-term and involves many different types of development and production contracts with varying delivery and milestone schedules, the operating results of a particular period may not be indicative of future operating results. In addition, depending on the customer and their funding sources, our orders might be structured as annual follow-on contracts, or as one large multi-year order or long-term award. As a result, period-to-period comparisons of backlog are not necessarily indicative of future workloads. The following discussions of comparative results among periods should be viewed in this context.

Deliveries of new-build production units, including remanufactures and modifications, were as follows:

Years ended December 31,	2022	2021	2020
F/A-18 Models	14	21	20
F-15 Models	12	16	4
CH-47 Chinook (New)	19	15	27
CH-47 Chinook (Renewed)	9	5	3
AH-64 Apache (New)	25	27	19
AH-64 Apache (Remanufactured)	50	56	52
MH-139 Grey Wolf	4		
KC-46 Tanker	15	13	14
P-8 Models	12	16	15
Commercial Satellites	4		
Military Satellites	1		
<b>Total</b>	<b>165</b>	<b>169</b>	<b>154</b>

## Revenues

BDS revenues in 2022 decreased by \$3,378 million compared with 2021 primarily due to charges on development programs. Unfavorable performance across other defense programs and lower P-8 and weapons volume also contributed to the decrease in revenue. Cumulative contract catch-up adjustments in 2022 were \$1,858 million more unfavorable than the prior year largely due to charges on development programs.

BDS revenues in 2021 increased by \$283 million compared with 2020 primarily due to higher revenue on the KC-46A Tanker program due to new orders for 27 aircraft received during the first quarter of 2021 and lower charges in 2021. This was partially offset by lower revenues on rotorcraft programs, Commercial Crew and VC-25B. Cumulative contract catch-up adjustments in 2021 were \$56 million less unfavorable than the prior year, largely due to the lower charges described below.

## (Loss)/earnings From Operations

BDS loss from operations in 2022 of \$3,544 million decreased by \$5,088 million compared with earnings from operations of \$1,544 million in 2021 primarily due to unfavorable impacts of cumulative contract catch-up adjustments (\$4,284 million more unfavorable in 2022 than 2021). Volume and mix and higher research and development also contributed to the year over year earnings decline. Charges of fixed price development programs in 2022 included VC-25B (\$1,452 million), KC-46A Tanker (\$1,374 million), MQ-25 (\$579 million), T-7A Red Hawk Production Options (\$552 million), T-7A Red Hawk Engineering, Manufacturing and Development (EMD) (\$203 million), and Commercial Crew (\$288 million). These were partially offset by charges on the KC-46A Tanker (\$402 million), VC-25B (\$318 million), and Commercial Crew (\$214 million) recognized in 2021. The net unfavorable cumulative contract catch-up adjustments represent losses incurred on these development and other programs. See further discussion of fixed-price contracts in Note 13 to our Consolidated Financial Statements.

BDS earnings from operations in 2021 of \$1,544 million increased by \$5 million compared with earnings from operations of \$1,539 million in 2020 primarily due to less unfavorable impacts from cumulative contract catch-up adjustments, which improved \$219 million from the prior year, largely due to lower KC-46A Tanker charges in 2021 compared to 2020 and other charges on development programs. The \$219 million change in cumulative contract catch-up adjustments was offset primarily by lower volume and mix on rotorcraft programs and lower equity earnings for United Launch Alliance (ULA). During 2020, BDS recorded charges on KC-46A Tanker (\$1,320 million) and VC-25B (\$168 million).

BDS (loss)/earnings from operations includes our share of income from equity method investments of \$13 million, \$53 million and \$141 million primarily from our ULA and non-U.S. joint ventures in 2022, 2021 and 2020, respectively. Earnings from our ULA joint venture increased in 2022, partially offset by losses on other operating investments.

### **Backlog**

Total backlog of \$54,373 million at December 31, 2022 was \$5,455 million lower than December 31, 2021 due to the timing of awards and revenue recognized on contracts awarded in prior years.

### **Additional Considerations**

Our BDS business includes a variety of development programs which have complex design and technical challenges. Some of these programs have cost-type contracting arrangements. In these cases, the associated financial risks are primarily in reduced fees, lower profit rates or program cancellation if cost, schedule or technical performance issues arise. Examples of these programs include Ground-based Midcourse Defense, Proprietary and Space Launch System programs.

Some of our development programs are contracted on a fixed-price basis. Examples of significant fixed-price development programs include Commercial Crew, KC-46A Tanker, MQ-25, T-7A Red Hawk, VC-25B, and commercial and military satellites. A number of our ongoing fixed-price development programs have reach-forward losses. New programs could also have risk for reach-forward loss upon contract award and during the period of contract performance. Many development programs have highly complex designs. As technical or quality issues arise during development, we may experience schedule delays and cost impacts, which could increase our estimated cost to perform the work or reduce our estimated price, either of which could result in a material charge or otherwise adversely affect our financial condition. These programs are ongoing, and while we believe the cost and fee estimates incorporated in the financial statements are appropriate, the technical complexity of these programs creates financial risk as additional completion costs may become necessary or scheduled delivery dates could be extended, which could trigger termination provisions or other financially significant exposure. Risk remains that we may be required to record additional reach-forward losses in future periods.

### **Global Services**

#### **Business Environment and Trends**

The aerospace markets we serve include parts distribution, logistics and other inventory services; maintenance, engineering and upgrades; training and professional services; and data analytics and digital services. During 2022, commercial services volume at BGS recovered to pre-pandemic levels. We expect BGS commercial revenues to remain strong in future quarters as the commercial airline industry continues to recover.

Over the long-term, as the size of the worldwide commercial airline fleet continues to grow, so does demand for aftermarket services designed to increase efficiency and extend the economic lives of aircraft. Airlines are using data analytics to plan flight operations and predictive maintenance to improve their productivity and efficiency. Airlines continue to look for opportunities to reduce the size and cost of their spare parts inventory, frequently outsourcing spares management to third parties.

The demand outlook for our government services business has remained stable in 2022. Government services market segments are growing on pace with related fleets, but vary based on the utilization and age of the aircraft. The U.S. government services market is the single largest individual market, comprising over 50 percent of the government services markets served. Over the next decade, we

expect U.S. growth to remain flat and non-U.S. fleets, led by Middle East and Asia Pacific customers, to add rotorcraft and commercial derivative aircraft at faster rates. We expect less than 20 percent of the worldwide fleet of military aircraft to be retired and replaced over the next ten years, driving increased demand for services to maintain aging aircraft and enhance aircraft capability.

BGS' major customer, the U.S. government, remains subject to the spending limits and uncertainty described on page 35, which could restrict the execution of certain program activities and delay new programs or competitions.

**Industry Competitiveness** Aviation services is a competitive market with many domestic and international competitors. This market environment has resulted in intense pressures on pricing, and we expect these pressures to continue or intensify in the coming years. Continued access to global markets remains vital to our ability to fully realize our sales growth potential and long-term investment returns.

## Results of Operations

(Dollars in millions)

Years ended December 31,	2022	2021	2020
Revenues	\$17,611	\$16,328	\$15,543
% of total company revenues	26 %	26 %	27 %
Earnings from operations	\$2,727	\$2,017	\$450
Operating margins	15.5 %	12.4 %	2.9 %

### Revenues

BGS revenues in 2022 increased by \$1,283 million compared with 2021 primarily due to higher commercial services volume, partially offset by lower government services volume and performance. The decrease in government services volume is partly driven by the discontinuation of an engine distribution agreement in the second quarter of 2022. The net favorable impact of cumulative contract catch-up adjustments in 2022 was \$137 million lower than the prior year.

BGS revenues in 2021 increased by \$785 million compared with 2020 due to higher commercial and government services volume. The net favorable impact of cumulative contract catch-up adjustments in 2021 was \$37 million lower than the prior year.

### Earnings From Operations

BGS earnings from operations in 2022 increased by \$710 million compared with 2021, primarily due to higher commercial services volume and favorable mix, partially offset by lower government services performance. The net unfavorable impact of cumulative contract catch-up adjustments in 2022 was \$148 million worse than the net favorable impact in the prior year.

BGS earnings from operations in 2021 increased by \$1,567 million compared with 2020, primarily due to charges incurred in 2020 driven by impacts of the COVID-19 pandemic as well as higher commercial services volume in 2021, partially offset by an inventory write-down of \$220 million recognized in the fourth quarter of 2021 driven by revised cost estimates on certain customer contracts. Charges in 2020 included \$531 million of inventory write-downs, \$178 million of related impairments of distribution rights primarily driven by airlines' decisions to retire certain aircraft, \$398 million for higher expected credit losses primarily driven by customer liquidity issues, \$115 million of contract termination and facility impairment charges, and \$72 million of severance costs. The net favorable impact of cumulative contract catch-up adjustments in 2021 was \$98 million lower than the prior year.



**Backlog**

BGS total backlog of \$19,338 million at December 31, 2022 decreased by 6% from \$20,496 million at December 31, 2021, primarily due to revenue recognized on contracts awarded in prior years.

**Boeing Capital****Business Environment and Trends**

BCC's gross customer financing and investment portfolio at December 31, 2022 totaled \$1,549 million. A substantial portion of BCC's portfolio is composed of customers that have less than investment-grade credit. BCC's portfolio is also concentrated by varying degrees across Boeing aircraft product types, most notably 717 and 747-8 aircraft.

BCC provided customer financing of \$96 million during 2022 and none during 2021. While we may be required to fund a number of new aircraft deliveries in 2023 and/or provide refinancing for existing bridge debt, we expect alternative financing will be available at reasonable prices from broad and globally diverse sources.

Aircraft values and lease rates are impacted by the number and type of aircraft that are currently out of service. Approximately 4,950 western-built commercial jet aircraft (18.3% of current world fleet) were parked at the end of 2022, including both in-production and out-of-production aircraft types. Of these parked aircraft, a larger portion are expected to be retired compared to the pre-COVID-19 period, which directly impacts the Company in terms of number of new aircraft deliveries and financing opportunities, the ability of existing customers to meet current payment obligations and the value of aircraft in its portfolio. We continue to work closely with our customers to mitigate the risk. At the end of 2021 and 2020, 20.5% and 29.4% of the western-built commercial jet aircraft were parked. Aircraft valuations could decline if significant numbers of additional aircraft, particularly types with relatively few operators, are placed out of service. See Overview to Management's Discussion and Analysis of Financial Condition and Results of Operations for a discussion of the airline industry environment.

**Results of Operations**

*(Dollars in millions)*

Years ended December 31,	2022	2021	2020
Revenues	<b>\$199</b>	\$272	\$261
Earnings from operations	<b>\$29</b>	\$106	\$63
Operating margins	<b>15 %</b>	39 %	24 %

**Revenues**

BCC segment revenues consist principally of lease income from equipment under operating lease, interest income from financing receivables and notes, and other income. BCC's revenues in 2022 decreased by \$73 million compared with 2021 primarily due to lower gains on re-lease of assets.

**Earnings From Operations**

BCC's earnings from operations is presented net of interest expense, provision for (recovery of) losses, asset impairment expense, depreciation on leased equipment and other operating expenses. In 2022, earnings from operations decreased by \$77 million compared with 2021, primarily due to an increase in the allowance for losses on receivables as a result of the war in Ukraine and lower revenues. Earnings from operations in 2021 increased by \$43 million compared with 2020 primarily due to higher revenues, lower provision for losses, and lower interest and asset impairment expenses.

## Financial Position

The following table presents selected financial data for BCC as of December 31:

<i>(Dollars in millions)</i>	2022	2021
Customer financing and investment portfolio, net	\$1,494	\$1,720
Other assets, primarily cash and short-term investments	460	462
<b>Total assets</b>	<b>\$1,954</b>	<b>\$2,182</b>
Other liabilities, primarily income taxes	\$239	\$347
Debt, including intercompany loans	1,425	1,525
Equity	290	310
<b>Total liabilities and equity</b>	<b>\$1,954</b>	<b>\$2,182</b>
Debt-to-equity ratio	4.9-to-1	4.9-to-1

BCC's customer financing and investment portfolio at December 31, 2022 decreased \$226 million from December 31, 2021, primarily due to portfolio run-off, partially offset by new volume.

BCC enters into certain intercompany transactions, reflected in Unallocated items, eliminations and other, in the form of intercompany guarantees and other subsidies that mitigate the effects of certain credit quality or asset impairment issues on the BCC segment.

## Liquidity and Capital Resources

### Cash Flow Summary

<i>(Dollars in millions)</i>	2022	2021	2020
Years ended December 31,			
Net loss	(\$5,053)	(\$4,290)	(\$11,941)
Non-cash items	4,426	7,851	10,866
Changes in assets and liabilities	4,139	(6,977)	(17,335)
Net cash provided/(used) by operating activities	3,512	(3,416)	(18,410)
Net cash provided/(used) by investing activities	4,370	9,324	(18,366)
Net cash (used)/provided by financing activities	(1,266)	(5,600)	34,955
Effect of exchange rate changes on cash and cash equivalents	(73)	(39)	85
Net increase/(decrease) in cash & cash equivalents, including restricted	6,543	269	(1,736)
Cash & cash equivalents, including restricted, at beginning of year	8,104	7,835	9,571
Cash & cash equivalents, including restricted, at end of year	\$14,647	\$8,104	\$7,835

**Operating Activities** Net cash provided by operating activities was \$3.5 billion during 2022, compared with net cash used by operating activities of \$3.4 billion during 2021. The \$6.9 billion improvement in cash provided by operating activities in 2022 is primarily driven by improved changes in assets and liabilities of \$11.1 billion, partially offset by lower non-cash items of \$3.4 billion and higher net loss of \$0.8 billion. Changes in assets and liabilities for 2022 improved by \$11.1 billion compared with 2021 primarily driven by favorable changes in Accrued liabilities (\$6.6 billion), Accounts payable (\$4.6 billion) and Inventories (\$1.5 billion), partially offset by a decrease in Advances and progress billings (\$2.4 billion) in 2022. The increase in Accrued liabilities is primarily driven by the accrued losses on BDS fixed-price development programs, lower payments to 737 MAX customers in 2022, and a \$0.7 billion

payment in 2021 consistent with the terms of the Deferred Prosecution Agreement between Boeing and the U.S. Department of Justice. Concessions paid to 737 MAX customers totaled \$1.0 billion and \$2.5 billion during 2022 and 2021. Growth in Accounts Payable in 2022 is a source of cash while reductions in Accounts Payable in 2021 were a use of cash generally reflecting increases in production rates. Inventory improvements were driven by higher 737 MAX deliveries and resumption of 787 deliveries in 2022. Additionally, in 2022 and 2021 we received income tax refunds of \$1.5 billion and \$1.7 billion. Cash provided by Advances and progress billings was \$0.1 billion in 2022, as compared with \$2.5 billion of cash provided in 2021. The \$3.4 billion reduction in non-cash items in 2022 is primarily driven by the \$3.5 billion reach-forward loss on the 787 program that was recorded in 2021. Net loss for 2022 was \$5.1 billion compared with net loss of \$4.3 billion in 2021. The \$0.8 billion year-over-year increase in the net loss is primarily driven by the absence of an income tax benefit in 2022.

The reduction in cash used by operating activities in 2021 compared with 2020 is primarily driven by lower net loss and improved changes in assets and liabilities. Non-cash items in 2021 include the \$3.5 billion reach-forward loss on the 787 program which was recorded as a reduction to inventory, as well as \$1.2 billion of treasury shares issued to fund Company contributions to the 401(k) plan and \$0.8 billion of share-based plans expense reflecting a one-time stock grant to most employees in lieu of 2021 salary increases. The changes in assets and liabilities reflect the significant increase in commercial aircraft inventory in 2020 driven by lower deliveries due to the COVID-19 pandemic and the 737 MAX grounding. In 2021, inventory growth slowed as the continued buildup of 787 aircraft caused by production issues and 777X inventory growth was partially offset by a decrease in 737 MAX inventory following the resumption of deliveries. Compensation payments to 737 MAX customers totaled \$2.5 billion in 2021 and \$2.2 billion in 2020. In the first quarter of 2021, we paid \$0.7 billion consistent with the terms of the Deferred Prosecution Agreement between Boeing and the U.S. Department of Justice. Additionally, in 2021, we received income tax refunds of \$1.7 billion. Cash provided by Advances and progress billings was \$2.5 billion in 2021, as compared with Cash used by Advances and progress billings of \$1.1 billion in 2020.

At December 31, 2022 and 2021, Accounts payable included \$2.5 billion and \$2.3 billion payable to suppliers who have elected to participate in supply chain financing programs. Payables to suppliers who elected to participate in supply chain financing programs increased by \$0.2 billion in 2022 and declined by \$1.5 billion and \$1.9 billion in 2021 and 2020. Supply chain financing is not material to our overall liquidity. The declines in 2021 and 2020 were primarily due to reductions in commercial purchases from suppliers.

**Investing Activities** Cash provided by investing activities during 2022 was \$4.4 billion, compared with cash provided by investing activities of \$9.3 billion during 2021 and cash used by investing activities of \$18.4 billion during 2020. The decrease in cash inflows in 2022 compared to 2021 is primarily due to \$5.6 billion of net proceeds from investments compared to \$9.8 billion in 2021. The increase in cash inflows in 2021 compared to 2020 is primarily due to \$27.1 billion of higher net proceeds from investments. Capital expenditures totaled \$1.2 billion in 2022, compared with \$1.0 billion in 2021 and \$1.3 billion in 2020. We expect capital expenditures in 2023 to be higher than in 2022.

**Financing Activities** Cash used by financing activities was \$1.3 billion during 2022, compared with \$5.6 billion during 2021 and cash provided of \$35.0 billion in 2020. The decrease of \$4.3 billion compared with 2021 primarily reflects higher net debt repayments in 2021. During 2021, debt repayments net of new borrowings were \$5.6 billion, primarily due to \$13.8 billion of repayments of our two-year delayed draw term loan credit agreement, partially offset by \$9.8 billion of fixed rate senior notes issued in the first quarter of 2021. During the year ended December 31, 2020, new borrowings net of repayments were \$36.3 billion, primarily due to \$29.9 billion of fixed rate senior notes issued in 2020 and \$13.8 billion of new borrowings under a two-year delayed draw term loan agreement entered into in the first quarter of 2020.

At December 31, 2022 and 2021 debt balances totaled \$57.0 billion and \$58.1 billion, of which \$5.2 billion and \$1.3 billion were classified as short-term. This included \$1.4 billion and \$1.5 billion of debt attributable to BCC at December 31, 2022 and 2021, of which \$0.2 billion and \$0.3 billion were classified as short-term.

During the years ended December 31, 2022, 2021 and 2020, we did not repurchase any shares through our open market share repurchase program. Share repurchases under this program have been suspended since April 2019. In March 2020, the Board of Directors terminated its prior authorization to repurchase shares of the Company's outstanding common stock in the open market. We had 0.2 million, 0.3 million and 0.6 million shares transferred to us from employee tax withholdings in 2022, 2021 and 2020, respectively. In March 2020, we announced the suspension of our dividend until further notice. As a result, we did not pay any dividends in 2022 and 2021 compared with \$1.2 billion paid in 2020.

## Capital Resources

The following table summarizes certain cash requirements for known contractual and other obligations as of December 31, 2022, and the estimated timing thereof. See Note 12 for future operating lease payments.

<i>(Dollars in millions)</i>	Current	Long-term	Total
Long-term debt (including current portion)	\$5,197	\$52,338	\$57,535
Interest on debt	2,266	31,397	33,663
Pension and other postretirement	519	8,133	8,652
Purchase obligations	62,025	59,515	121,540
737 MAX customer concessions and consideration <sup>(1)</sup>	100	600	700

<sup>(1)</sup> For further discussion, see Note 13 to our Consolidated Financial Statements.

We expect to be able to fund our cash requirements through cash and short-term investments and cash provided by operations, as well as continued access to capital markets. At December 31, 2022, we had \$14.6 billion of cash, \$2.6 billion of short-term investments, and \$12.0 billion of unused borrowing capacity on revolving credit line agreements. In the third quarter of 2022, we entered into a \$5.8 billion 364-day revolving credit agreement expiring in August 2023, a \$3 billion three-year revolving credit agreement expiring in August 2025, and amended our \$3.2 billion five-year revolving credit agreement, which expires in October 2024, primarily to incorporate a LIBOR successor rate. The 364-day credit facility has a one-year term out option which allows us to extend the maturity of any borrowings one year beyond the aforementioned expiration date. We anticipate that these credit lines will remain undrawn and primarily serve as back-up liquidity to support our general corporate borrowing needs.

Our increased debt balance resulted in downgrades to our credit ratings in 2020, and our ratings remained unchanged in 2022 and 2021. We expect to be able to access capital markets when we require additional funding in order to pay off existing debt, address further impacts to our business related to market developments, fund outstanding financing commitments or meet other business requirements. A number of factors could cause us to incur increased borrowing costs and to have greater difficulty accessing public and private markets for debt. These factors include disruptions or declines in the global capital markets and/or a decline in our financial performance, outlook or credit ratings, and/or associated changes in demand for our products and services. These risks will be particularly acute if we are subject to further credit rating downgrades. The occurrence of any or all of these events may adversely affect our ability to fund our operations and financing or contractual commitments.

Any future borrowings may affect our credit ratings and are subject to various debt covenants. At December 31, 2022, we were in compliance with the covenants for our debt and credit facilities. The most restrictive covenants include a limitation on mortgage debt and sale and leaseback transactions as a percentage of consolidated net tangible assets (as defined in the credit agreements) and a limitation on consolidated debt as a percentage of total capital (as defined in the credit agreements). When considering debt covenants, we continue to have substantial borrowing capacity.

**Pension and Other Postretirement Benefits** Pension cash requirements are based on an estimate of our minimum funding requirements, pursuant to Employee Retirement Income Security Act (ERISA) regulations, although we may make additional discretionary contributions. Estimates of other postretirement benefits are based on both our estimated future benefit payments and the estimated contributions to plans that are funded through trusts.

At December 31, 2022 and 2021, our pension plans were \$5.3 billion and \$7.8 billion underfunded as measured under Generally Accepted Accounting Principles in the United States of America (GAAP). On an ERISA basis our plans are more than 100% funded at December 31, 2022. We do not expect to make significant contributions to our pension plans in 2023. We may be required to make higher contributions to our pension plans in future years.

In the fourth quarter of 2020, we contributed \$3 billion of our common stock to our pension fund. In the fourth quarter of 2020, we also began using our common stock in lieu of cash to fund Company contributions to our 401(k) plans for the foreseeable future. Under this approach, common stock is contributed to our 401(k) plans following each pay period. This further enables the Company to conserve cash. We have retained an independent fiduciary to manage and liquidate stock contributed to these plans at its discretion.

**Purchase Obligations** Purchase obligations represent contractual agreements to purchase goods or services that are legally binding; specify a fixed, minimum or range of quantities; specify a fixed, minimum, variable or indexed price provision; and specify approximate timing of the transaction. Purchase obligations include amounts recorded as well as amounts that are not recorded on the Consolidated Statements of Financial Position.

Purchase obligations not recorded on the Consolidated Statements of Financial Position include agreements for inventory procurement, tooling costs, electricity and natural gas contracts, property, plant and equipment, customer financing equipment and other miscellaneous production related obligations. The most significant obligation relates to inventory procurement contracts. We have entered into certain significant inventory procurement contracts that specify determinable prices and quantities, and long-term delivery timeframes. In addition, we purchase raw materials on behalf of our suppliers. These agreements require suppliers and vendors to be prepared to build and deliver items in sufficient time to meet our production schedules. The need for such arrangements with suppliers and vendors arises from the extended production planning horizon for many of our products. A significant portion of these inventory commitments is supported by firm contracts with customers and/or has historically resulted in settlement through reimbursement from customers for penalty payments to the supplier should the customer not take delivery. These amounts are also included in our forecasts of costs for program and contract accounting. Some inventory procurement contracts may include escalation adjustments. In these limited cases, we have included our best estimate of the effect of the escalation adjustment in the amounts disclosed in the table above.

Purchase obligations recorded on the Consolidated Statements of Financial Position primarily include accounts payable and certain other current and long-term liabilities including accrued compensation.

We have entered into various industrial participation agreements with certain customers outside of the U.S. to facilitate economic flow back and/or technology or skills transfer to their businesses or government agencies as the result of their procurement of goods and/or services from us. These commitments may be satisfied by our local operations there, placement of direct work or vendor orders for supplies, opportunities to bid on supply contracts, transfer of technology or other forms of assistance. However, in certain cases, our commitments may be satisfied through other parties (such as our vendors) who purchase supplies from our non-U.S. customers. In certain cases, penalties could be imposed if we do not meet our industrial participation commitments. During 2022, we incurred no such penalties. As of December 31, 2022, we had outstanding industrial participation agreements

totaling \$24.8 billion that extend through 2034. Purchase order commitments associated with industrial participation agreements are included in purchase obligations. To be eligible for such a purchase order commitment from us, a non-U.S. supplier must have sufficient capability to meet our requirements and must be competitive in cost, quality and schedule.

**Off-Balance Sheet Arrangements** We are a party to certain off-balance sheet arrangements including certain guarantees. For discussion of these arrangements, see Note 14 to our Consolidated Financial Statements.

## Commercial Commitments

The following table summarizes our commercial commitments outstanding as of December 31, 2022.

<i>(Dollars in millions)</i>	Total Amounts Committed/Maximum Amount of Loss	Less than 1 year	1-3 years	4-5 years	After 5 years
Standby letters of credit and surety bonds	\$5,070	\$3,859	\$1,036	\$10	\$165
Commercial aircraft financing commitments	16,105	3,084	5,989	4,075	2,957
<b>Total commercial commitments</b>	<b>\$21,175</b>	<b>\$6,943</b>	<b>\$7,025</b>	<b>\$4,085</b>	<b>\$3,122</b>

Commercial aircraft financing commitments include commitments to provide financing related to aircraft on order, under option for deliveries or proposed as part of sales campaigns or refinancing with respect to delivered aircraft, based on estimated earliest potential funding dates. Customer financing commitments totaled \$16.1 billion and \$12.9 billion at December 31, 2022 and 2021. The increase relates to new financing commitments. We anticipate that we will not be required to fund a significant portion of our financing commitments as we continue to work with third party financiers to provide alternative financing to customers. Historically, we have not been required to fund significant amounts of outstanding commitments. However, there can be no assurances that we will not be required to fund greater amounts than historically required. See Note 13 to our Consolidated Financial Statements.

## Contingent Obligations

We have significant contingent obligations that arise in the ordinary course of business, which include the following:

**Legal** Various legal proceedings, claims and investigations are pending against us. Legal contingencies are discussed in Note 21 to our Consolidated Financial Statements.

**Environmental Remediation** We are involved with various environmental remediation activities and have recorded a liability of \$752 million at December 31, 2022. For additional information, see Note 13 to our Consolidated Financial Statements.

## Non-GAAP Measures

### Core Operating Loss, Core Operating Margin and Core Loss Per Share

Our Consolidated Financial Statements are prepared in accordance with GAAP which we supplement with certain non-GAAP financial information. These non-GAAP measures should not be considered in isolation or as a substitute for the related GAAP measures, and other companies may define such measures differently. We encourage investors to review our financial statements and publicly-filed reports in their entirety and not to rely on any single financial measure. Core operating earnings, core operating margin and core earnings per share exclude the FAS/CAS service cost adjustment. The FAS/

CAS service cost adjustment represents the difference between the Financial Accounting Standards (FAS) pension and postretirement service costs calculated under GAAP and costs allocated to the business segments. Core earnings per share excludes both the FAS/CAS service cost adjustment and non-operating pension and postretirement expenses. Non-operating pension and postretirement expenses represent the components of net periodic benefit costs other than service cost. Pension costs, comprising service and prior service costs computed in accordance with GAAP are allocated to BCA and certain BGS businesses supporting commercial customers. Pension costs allocated to BDS and BGS businesses supporting government customers are computed in accordance with U.S. Government Cost Accounting Standards (CAS), which employ different actuarial assumptions and accounting conventions than GAAP. CAS costs are allocable to government contracts. Other postretirement benefit costs are allocated to all business segments based on CAS, which is generally based on benefits paid.

The Pension FAS/CAS service cost adjustments recognized in Loss from operations were benefits of \$849 million in 2022, \$882 million in 2021 and \$1,024 million in 2020. The lower benefits in 2022 and 2021 were primarily due to reductions in allocated pension cost year over year. The non-operating pension expense included in Other income, net was a benefit of \$881 million in 2022, \$528 million in 2021 and \$340 million in 2020. The higher benefits in 2022 were primarily due to lower amortization of net actuarial losses and a settlement loss that was recorded in 2021. For further discussion of pension and other postretirement costs, see the Management's Discussion and Analysis on page 24 of this Form 10-K and see Note 22 to our Consolidated Financial Statements.

Management uses core operating earnings, core operating margin and core earnings per share for purposes of evaluating and forecasting underlying business performance. Management believes these core earnings measures provide investors additional insights into operational performance as unallocated pension and other postretirement benefit cost primarily represent costs driven by market factors and costs not allocable to U.S. government contracts.



## Reconciliation of Non-GAAP Measures to GAAP Measures

The table below reconciles the non-GAAP financial measures of core operating loss, core operating margins and core loss per share with the most directly comparable GAAP financial measures of loss from operations, operating margins and diluted loss per share.

*(Dollars in millions, except per share data)*

Years ended December 31,	2022	2021	2020
Revenues	<b>\$66,608</b>	\$62,286	\$58,158
Loss from operations, as reported	<b>(\$3,547)</b>	(\$2,902)	(\$12,767)
Operating margins	<b>(5.3)%</b>	(4.7)%	(22.0)%
Pension FAS/CAS service cost adjustment <sup>(1)</sup>	<b>(\$849)</b>	(\$882)	(\$1,024)
Postretirement FAS/CAS service cost adjustment <sup>(1)</sup>	<b>(294)</b>	(291)	(359)
FAS/CAS service cost adjustment <sup>(1)</sup>	<b>(\$1,143)</b>	(\$1,173)	(\$1,383)
Core operating loss (non-GAAP)	<b>(\$4,690)</b>	(\$4,075)	(\$14,150)
Core operating margins (non-GAAP)	<b>(7.0)%</b>	(6.5)%	(24.3)%
Diluted loss per share, as reported	<b>(\$8.30)</b>	(\$7.15)	(\$20.88)
Pension FAS/CAS service cost adjustment <sup>(1)</sup>	<b>(1.43)</b>	(1.50)	(1.80)
Postretirement FAS/CAS service cost adjustment <sup>(1)</sup>	<b>(0.49)</b>	(0.49)	(0.63)
Non-operating pension expense <sup>(2)</sup>	<b>(1.47)</b>	(0.91)	(0.60)
Non-operating postretirement expense <sup>(2)</sup>	<b>(0.10)</b>		0.03
Provision for deferred income taxes on adjustments <sup>(3)</sup>	<b>0.73</b>	0.61	0.63
Core loss per share (non-GAAP)	<b>(\$11.06)</b>	(\$9.44)	(\$23.25)
Weighted average diluted shares (in millions)	<b>595.2</b>	588.0	569.0

<sup>(1)</sup> FAS/CAS service cost adjustment represents the difference between the FAS pension and postretirement service costs calculated under GAAP and costs allocated to the business segments. This adjustment is excluded from Core operating loss (non-GAAP).

<sup>(2)</sup> Non-operating pension and postretirement expenses represent the components of net periodic benefit costs other than service cost. These expenses are included in Other income, net and are excluded from Core loss per share (non-GAAP).

<sup>(3)</sup> The income tax impact is calculated using the U.S. corporate statutory tax rate.

## **Critical Accounting Policies & Estimates**

### **Accounting for Long-term Contracts**

Substantially all contracts at BDS and certain contracts at BGS are long-term contracts. Our long-term contracts typically represent a single distinct performance obligation due to the highly interdependent and interrelated nature of the underlying goods and/or services and the significant service of integration that we provide.

Accounting for long-term contracts involves a judgmental process of estimating the total sales, costs, and profit for each performance obligation. Cost of sales is recognized as incurred, and revenue is determined by adding a proportionate amount of the estimated profit to the amount reported as cost of sales.

Due to the size, duration and nature of many of our long-term contracts, the estimation of total sales and costs through completion is complicated and subject to many variables. Total sales estimates are based on negotiated contract prices and quantities, modified by our assumptions regarding contract options, change orders, incentive and award provisions associated with technical performance, and price adjustment clauses (such as inflation or index-based clauses). The majority of these long-term contracts are with the U.S. government where the price is generally based on estimated cost to produce the product or service plus profit. Federal Acquisition Regulations provide guidance on the types of cost that will be reimbursed in establishing contract price. Total cost estimates are largely based on negotiated or estimated purchase contract terms, historical performance trends, business base and other economic projections. Factors that influence these estimates include inflationary trends, technical and schedule risk, internal and subcontractor performance trends, business volume assumptions, asset utilization, anticipated labor agreements, and lingering impacts of COVID-19.

Revenue and cost estimates for all significant long-term contract performance obligations are reviewed and reassessed quarterly. Changes in these estimates could result in recognition of cumulative catch-up adjustments to the performance obligation's inception to date revenues, cost of sales and profit in the period in which such changes are made. Changes in revenue and cost estimates could also result in a reach-forward loss or an adjustment to a reach-forward loss which would be recorded immediately in earnings. Net cumulative catch-up adjustments for changes in estimated revenues and costs at completion across all long-term contracts, including the impact of increases in estimated losses on unexercised options, increased Loss from operations by \$5,253 million, \$880 million and \$942 million in 2022, 2021 and 2020, respectively. The cumulative catch-up adjustments in 2022 were primarily due to losses recognized on the VC-25B, KC-46A Tanker, MQ-25, Commercial Crew and T-7A Red Hawk programs. These are all fixed-price development programs, and there is ongoing risk that similar losses may have to be recognized in future periods on these and/or other programs.

Due to the significance of judgment in the estimation process described above, it is likely that materially different earnings could be recorded if we used different assumptions or if the underlying circumstances were to change. Changes in underlying assumptions/estimates, internal and supplier performance, inflationary trends, or other circumstances may adversely or positively affect financial performance in future periods. If the combined gross margins for our profitable long-term contracts had been estimated to be higher or lower by 1% during 2022, it would have increased or decreased pre-tax income for the year by approximately \$300 million.

### **Program Accounting**

Program accounting requires the demonstrated ability to reliably estimate revenues, costs and gross profit margin for the defined program accounting quantity. A program consists of the estimated number of units (accounting quantity) of a product to be produced in a continuing, long-term production effort for

delivery under existing and anticipated contracts. The determination of the accounting quantity is limited by the ability to make reasonably dependable estimates.

Factors that must be estimated include program accounting quantity, sales price, labor and employee benefit costs, material costs, procured part costs, major component costs, overhead costs, program tooling and other non-recurring costs, and warranty costs. Estimation of the accounting quantity for each program takes into account several factors that are indicative of the demand for the particular program, such as firm orders, letters of intent from prospective customers and market studies. Total estimated program sales are determined by estimating the model mix and sales price for all unsold units within the accounting quantity, added together with the sales prices for all undelivered units under contract. The sales prices for all undelivered units within the accounting quantity include an escalation adjustment for inflation that is updated quarterly. Cost estimates are based largely on negotiated and anticipated contracts with suppliers, historical performance trends, and business base and other economic projections. Factors that influence these estimates include production rates, internal and subcontractor performance trends, learning curve, change incorporation, regulatory requirements in connection with certification, flight test and certification schedules, performance or reliability issues involving completed aircraft, customer and/or supplier claims or assertions, asset utilization, anticipated labor agreements, inflationary or deflationary trends, and lingering impacts of COVID-19.

To ensure reliability in our estimates, we employ a rigorous estimating process that is reviewed and updated on a quarterly basis. This includes reassessing the accounting quantity. Changes in estimates of program gross profit margins are normally recognized on a prospective basis; however, when estimated costs to complete a program plus costs already included in inventory exceed estimated revenues from the program, a loss is recorded in the current period. Reductions to the estimated loss are included in the gross profit margin for undelivered units in the accounting quantity whereas increases to the estimated loss are recorded as an earnings charge in the period in which the loss is determined.

The 767, 777X, and 787 programs had near break-even or single digit margins at December 31, 2022. Adverse changes to the revenue and/or cost estimates for these programs could result in earnings charges in future periods.

**777X Program** The 777X program had near break-even gross margins at December 31, 2022. The level of profitability on the 777X program will be subject to a number of factors. These factors include continued production disruption due to labor instability and supply chain disruption, customer negotiations, further production rate adjustments for the 777X or other commercial aircraft programs, contraction of the accounting quantity and potential risks associated with the testing program and the timing of aircraft certification. One or more of these factors could result in additional reach-forward losses on the 777X program in future periods, which may be material.

**787 Program** During the fourth quarter of 2021, we recorded a loss of \$3.5 billion on the 787 program primarily due to rework driving longer delivery delays than were previously expected and associated customer considerations. During the fourth quarter of 2022, we increased the 787 program accounting quantity by 100 units due to the program's normal progress of obtaining additional orders and delivering aircraft. The increase in the accounting quantity improved the program's profit margin.

Our program revenue and cost assumptions reflect our current best estimate. However, if we are required to reduce the accounting quantity and/or production rates, experience further delivery delays, incur additional customer considerations, or experience other factors that result in lower margins, the 787 program could record additional losses in future periods, which may be material.

## Pension Plans

Many of our employees have earned benefits under defined benefit pension plans. The majority of employees that had participated in defined benefit pension plans have transitioned to a company-funded defined contribution retirement savings plan. Accounting rules require an annual measurement of our projected obligation and plan assets. These measurements are based upon several assumptions, including the discount rate and the expected long-term rate of asset return. Future changes in assumptions or differences between actual and expected outcomes can significantly affect our future annual expense, projected benefit obligation and Shareholders' equity.

The projected benefit obligation is sensitive to discount rates. The projected benefit obligation would decrease by \$1,270 million or increase by \$1,415 million if the discount rate increased or decreased by 25 basis points. A 25 basis point change in the discount rate would not have a significant impact on pension cost. However, net periodic pension cost is sensitive to changes in the expected long-term rate of asset return. A decrease or increase of 25 basis points in the expected long-term rate of asset return would have increased or decreased 2022 net periodic pension cost by \$158 million. See Note 16 of the Notes to our Consolidated Financial Statements, which includes the discount rate and expected long-term rate of asset return assumptions for the last three years.

## Deferred Income Taxes – Valuation Allowance

The Company had deferred income tax assets of \$12,301 million at December 31, 2022 that can be used in future years to offset taxable income and reduce income taxes payable. The Company had deferred income tax liabilities of \$9,306 million at December 31, 2022 that will partially offset deferred income tax assets and result in higher taxable income in future years and increase income taxes payable. Tax law determines whether future reversals of temporary differences will result in taxable and deductible amounts that offset each other in future years. The particular years in which temporary differences result in taxable or deductible amounts generally are determined by the timing of the recovery of the related asset or settlement of the related liability.

On a quarterly basis, we assess the likelihood that we will be able to recover our deferred tax assets against future sources of taxable income and reduce the carrying amounts of deferred tax assets by recording a valuation allowance if, based on the available evidence, it is more likely than not (defined as a likelihood of more than 50%) that all or a portion of such assets will not be realized.

This assessment takes into account both positive and negative evidence. A recent history of financial reporting losses is heavily weighted as a source of objectively verifiable negative evidence. Due to our recent history of losses, we determined we could not include future projected earnings in our analysis. Rather, we use systematic and logical methods to estimate when deferred tax liabilities will reverse and generate taxable income and when deferred tax assets will reverse and generate tax deductions. The selection of methodologies and assessment of when temporary differences will result in taxable or deductible amounts involves significant management judgment and is inherently complex and subjective. We believe that the methodologies we use are reasonable and can be replicated on a consistent basis in future periods.

Deferred tax liabilities represent the assumed source of future taxable income and the majority are assumed to generate taxable amounts during the next five years. Deferred tax assets include amounts related to pension and other postretirement benefits that are assumed to generate significant deductible amounts beyond five years. The Company's valuation allowance of \$3,162 million at December 31, 2022 primarily relates to pension and other postretirement benefit obligation deferred tax assets, tax credits and other carryforwards that are assumed to reverse beyond the period in which reversals of deferred tax liabilities are assumed to occur. During 2022, the Company increased the valuation allowance by \$739 million primarily due to tax credits and other carryforwards generated in 2022 that

cannot be realized in 2022, partially offset by favorable pension remeasurement. Until the Company generates sustained levels of profitability, additional valuation allowances may have to be recorded with corresponding adverse impacts on earnings and/or other comprehensive income.

For additional information regarding income taxes, see Note 4 of the Notes to the Consolidated Financial Statements.

## **Item 7A. Quantitative and Qualitative Disclosures About Market Risk**

### **Interest Rate Risk**

We have financial instruments that are subject to interest rate risk, principally fixed- and floating-rate debt obligations, and customer financing assets and liabilities. The investors in our fixed-rate debt obligations do not generally have the right to demand we pay off these obligations prior to maturity. Therefore, exposure to interest rate risk is not believed to be material for our fixed-rate debt. As of December 31, 2022, we do not have any significant floating-rate debt obligations. Historically, we have not experienced material gains or losses on our customer financing assets and liabilities due to interest rate changes.

### **Foreign Currency Exchange Rate Risk**

We are subject to foreign currency exchange rate risk relating to receipts from customers and payments to suppliers in foreign currencies. We use foreign currency forward contracts to hedge the price risk associated with firmly committed and forecasted foreign denominated payments and receipts related to our ongoing business. Foreign currency forward contracts are sensitive to changes in foreign currency exchange rates. At December 31, 2022, a 10% increase or decrease in the exchange rate in our portfolio of foreign currency contracts would have increased or decreased our unrealized losses by \$232 million. Consistent with the use of these contracts to neutralize the effect of exchange rate fluctuations, such unrealized losses or gains would be offset by corresponding gains or losses, respectively, in the remeasurement of the underlying transactions being hedged. When taken together, these forward currency contracts and the offsetting underlying commitments do not create material market risk.

### **Commodity Price Risk**

We are subject to commodity price risk relating to commodity purchase contracts for items used in production that are subject to changes in the market price. We use commodity swaps and commodity purchase contracts to hedge against these potentially unfavorable price changes. Our commodity purchase contracts and derivatives are both sensitive to changes in the market price. At December 31, 2022, a 10% increase or decrease in the market price in our commodity derivatives would have increased or decreased our unrealized losses by \$70 million. Consistent with the use of these contracts to neutralize the effect of market price fluctuations, such unrealized losses or gains would be offset by corresponding gains or losses, respectively, in the remeasurement of the underlying transactions being hedged. When taken together, these commodity purchase contracts and the offsetting swaps do not create material market risk.

**Item 8. Financial Statements and Supplementary Data**

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**The Boeing Company and Subsidiaries**  
**Consolidated Statements of Operations**

*(Dollars in millions, except per share data)*

Years ended December 31,	2022	2021	2020
Sales of products	\$55,893	\$51,386	\$47,142
Sales of services	10,715	10,900	11,016
<b>Total revenues</b>	<b>66,608</b>	<b>62,286</b>	<b>58,158</b>
Cost of products	(53,969)	(49,954)	(54,568)
Cost of services	(9,109)	(9,283)	(9,232)
Boeing Capital interest expense	(28)	(32)	(43)
<b>Total costs and expenses</b>	<b>(63,106)</b>	<b>(59,269)</b>	<b>(63,843)</b>
	<b>3,502</b>	<b>3,017</b>	<b>(5,685)</b>
(Loss)/income from operating investments, net	(16)	210	9
General and administrative expense	(4,187)	(4,157)	(4,817)
Research and development expense, net	(2,852)	(2,249)	(2,476)
Gain on dispositions, net	6	277	202
<b>Loss from operations</b>	<b>(3,547)</b>	<b>(2,902)</b>	<b>(12,767)</b>
Other income, net	1,058	551	447
Interest and debt expense	(2,533)	(2,682)	(2,156)
<b>Loss before income taxes</b>	<b>(5,022)</b>	<b>(5,033)</b>	<b>(14,476)</b>
Income tax (expense)/benefit	(31)	743	2,535
<b>Net loss</b>	<b>(5,053)</b>	<b>(4,290)</b>	<b>(11,941)</b>
Less: net loss attributable to noncontrolling interest	(118)	(88)	(68)
<b>Net loss attributable to Boeing Shareholders</b>	<b>(\$4,935)</b>	<b>(\$4,202)</b>	<b>(\$11,873)</b>
<b>Basic loss per share</b>	<b>(\$8.30)</b>	<b>(\$7.15)</b>	<b>(\$20.88)</b>
<b>Diluted loss per share</b>	<b>(\$8.30)</b>	<b>(\$7.15)</b>	<b>(\$20.88)</b>

See Notes to the Consolidated Financial Statements on pages 59 - 114.

**The Boeing Company and Subsidiaries**  
**Consolidated Statements of Comprehensive Income**

(Dollars in millions)

Years ended December 31,	2022	2021	2020
<b>Net loss</b>	<b>(\$5,053)</b>	<b>(\$4,290)</b>	<b>(\$11,941)</b>
Other comprehensive income/(loss), net of tax:			
Currency translation adjustments	(62)	(75)	98
Unrealized loss on certain investments, net of tax of \$0, \$0 and \$0	(1)		
Derivative instruments:			
Unrealized (loss)/gain arising during period, net of tax of \$12, (\$16) and (\$4)	(40)	55	14
Reclassification adjustment for loss/(gain) included in net earnings, net of tax of (\$3), \$2 and (\$7)	10	(6)	27
Total unrealized (loss)/gain on derivative instruments, net of tax	(30)	49	41
Defined benefit pension plans & other postretirement benefits:			
Net actuarial gain/(loss) arising during the period, net of tax of (\$22), (\$32) and \$111	1,533	4,262	(1,956)
Amortization of actuarial loss included in net periodic pension cost, net of tax of (\$11), (\$8) and (\$52)	791	1,155	917
Settlements included in net (loss)/income, net of tax of \$0, (\$2) and \$0	(4)	191	5
Amortization of prior service credits included in net periodic pension cost, net of tax of \$2, \$1 and \$6	(114)	(114)	(112)
Prior service (credit)/cost arising during the period, net of tax of \$0, \$0 and (\$2)	(1)		27
Pension and postretirement (cost)/benefit related to our equity method investments, net of tax of \$0, (\$2) and \$0	(3)	6	
Total defined benefit pension plans & other postretirement benefits, net of tax	2,202	5,500	(1,119)
<b>Other comprehensive income/(loss), net of tax</b>	<b>2,109</b>	<b>5,474</b>	<b>(980)</b>
<b>Comprehensive (loss)/income, net of tax</b>	<b>(2,944)</b>	<b>1,184</b>	<b>(12,921)</b>
Less: Comprehensive loss related to noncontrolling interest	(118)	(88)	(68)
<b>Comprehensive (loss)/income attributable to Boeing Shareholders, net of tax</b>	<b>(\$2,826)</b>	<b>\$1,272</b>	<b>(\$12,853)</b>

See Notes to the Consolidated Financial Statements on pages 59 - 114.



**The Boeing Company and Subsidiaries**  
**Consolidated Statements of Financial Position**

(Dollars in millions, except per share data)

December 31,	2022	2021
<b>Assets</b>		
Cash and cash equivalents	\$14,614	\$8,052
Short-term and other investments	2,606	8,192
Accounts receivable, net	2,517	2,641
Unbilled receivables, net	8,634	8,620
Current portion of customer financing, net	154	117
Inventories	78,151	78,823
Other current assets, net	2,847	2,221
<b>Total current assets</b>	<b>109,523</b>	<b>108,666</b>
Customer financing, net	1,450	1,695
Property, plant and equipment, net	10,550	10,918
Goodwill	8,057	8,068
Acquired intangible assets, net	2,311	2,562
Deferred income taxes	63	77
Investments	983	975
Other assets, net of accumulated amortization of \$949 and \$975	4,163	5,591
<b>Total assets</b>	<b>\$137,100</b>	<b>\$138,552</b>
<b>Liabilities and equity</b>		
Accounts payable	\$10,200	\$9,261
Accrued liabilities	21,581	18,455
Advances and progress billings	53,081	52,980
Short-term debt and current portion of long-term debt	5,190	1,296
<b>Total current liabilities</b>	<b>90,052</b>	<b>81,992</b>
Deferred income taxes	230	218
Accrued retiree health care	2,503	3,528
Accrued pension plan liability, net	6,141	9,104
Other long-term liabilities	2,211	1,750
Long-term debt	51,811	56,806
<b>Total liabilities</b>	<b>152,948</b>	<b>153,398</b>
Shareholders' equity:		
Common stock, par value \$5.00 – 1,200,000,000 shares authorized; 1,012,261,159 shares issued	5,061	5,061
Additional paid-in capital	9,947	9,052
Treasury stock, at cost	(50,814)	(51,861)
Retained earnings	29,473	34,408
Accumulated other comprehensive loss	(9,550)	(11,659)
<b>Total shareholders' deficit</b>	<b>(15,883)</b>	<b>(14,999)</b>
Noncontrolling interests	35	153
<b>Total equity</b>	<b>(15,848)</b>	<b>(14,846)</b>
<b>Total liabilities and equity</b>	<b>\$137,100</b>	<b>\$138,552</b>

See Notes to the Consolidated Financial Statements on pages 59 - 114.



**The Boeing Company and Subsidiaries**  
**Consolidated Statements of Cash Flows**

(Dollars in millions)

Years ended December 31,	2022	2021	2020
<b>Cash flows – operating activities:</b>			
Net loss	(\$5,053)	(\$4,290)	(\$11,941)
Adjustments to reconcile net loss to net cash used by operating activities:			
Non-cash items –			
Share-based plans expense	725	833	250
Treasury shares issued for 401(k) contribution	1,215	1,233	195
Depreciation and amortization	1,979	2,144	2,246
Investment/asset impairment charges, net	112	98	410
Customer financing valuation adjustments	37		12
Gain on dispositions, net	(6)	(277)	(202)
787 and 777X reach-forward losses		3,460	6,493
Other charges and credits, net	364	360	1,462
Changes in assets and liabilities –			
Accounts receivable	142	(713)	909
Unbilled receivables	6	(586)	919
Advances and progress billings	108	2,505	(1,060)
Inventories	420	(1,127)	(11,002)
Other current assets	(591)	345	372
Accounts payable	838	(3,783)	(5,363)
Accrued liabilities	2,956	(3,687)	1,074
Income taxes receivable, payable and deferred	1,347	733	(2,576)
Other long-term liabilities	(158)	(206)	(222)
Pension and other postretirement plans	(1,378)	(972)	(794)
Customer financing, net	142	210	173
Other	307	304	235
<b>Net cash provided/(used) by operating activities</b>	<b>3,512</b>	<b>(3,416)</b>	<b>(18,410)</b>
<b>Cash flows – investing activities:</b>			
Payments to acquire property, plant and equipment	(1,222)	(980)	(1,303)
Proceeds from disposals of property, plant and equipment	35	529	296
Acquisitions, net of cash acquired		(6)	
Contributions to investments	(5,051)	(35,713)	(37,616)
Proceeds from investments	10,619	45,489	20,275
Other	(11)	5	(18)
<b>Net cash provided/(used) by investing activities</b>	<b>4,370</b>	<b>9,324</b>	<b>(18,366)</b>
<b>Cash flows – financing activities:</b>			
New borrowings	34	9,795	47,248
Debt repayments	(1,310)	(15,371)	(10,998)
Stock options exercised	50	42	36
Employee taxes on certain share-based payment arrangements	(40)	(66)	(173)
Dividends paid			(1,158)
<b>Net cash (used)/provided by financing activities</b>	<b>(1,266)</b>	<b>(5,600)</b>	<b>34,955</b>
Effect of exchange rate changes on cash and cash equivalents	(73)	(39)	85
<b>Net increase/(decrease) in cash &amp; cash equivalents, including restricted</b>	<b>6,543</b>	<b>269</b>	<b>(1,736)</b>
Cash & cash equivalents, including restricted, at beginning of year	8,104	7,835	9,571
<b>Cash &amp; cash equivalents, including restricted, at end of year</b>	<b>14,647</b>	<b>8,104</b>	<b>7,835</b>
Less restricted cash & cash equivalents, included in Investments	33	52	83
<b>Cash and cash equivalents at end of year</b>	<b>\$14,614</b>	<b>\$8,052</b>	<b>\$7,752</b>

See Notes to the Consolidated Financial Statements on pages 59 - 114.



**The Boeing Company and Subsidiaries**  
**Consolidated Statements of Equity**

	Boeing shareholders						
	Common Stock	Additional Paid-In Capital	Treasury Stock	Retained Earnings	Accumulated Other Comprehensive Loss	Non- controlling Interests	Total
<i>(Dollars in millions, except per share data)</i>							
Balance at January 1, 2020	\$5,061	\$6,745	(\$54,914)	\$50,482	(\$16,153)	\$317	(\$8,462)
Net loss				(11,873)		(68)	(11,941)
Other comprehensive loss, net of tax of \$52					(980)		(980)
Share-based compensation		250					250
Treasury shares issued for stock options exercised, net		(26)	63				37
Treasury shares issued for other share-based plans, net		(214)	47				(167)
Treasury shares contributed to pension plans		952	2,048				3,000
Treasury shares issued for 401(k) contribution		80	115				195
Changes in noncontrolling interests						(8)	(8)
Other				1			1
Balance at December 31, 2020	\$5,061	\$7,787	(\$52,641)	\$38,610	(\$17,133)	\$241	(\$18,075)
Net loss				(4,202)		(88)	(4,290)
Other comprehensive income, net of tax of (\$57)					5,474		5,474
Share-based compensation		833					833
Treasury shares issued for stock options exercised, net		(28)	70				42
Treasury shares issued for other share-based plans, net		(98)	35				(63)
Treasury shares issued for 401(k) contribution		558	675				1,233
Balance at December 31, 2021	\$5,061	\$9,052	(\$51,861)	\$34,408	(\$11,659)	\$153	(\$14,846)
Net loss				(4,935)		(118)	(5,053)
Other comprehensive income, net of tax of (\$22)					2,109		2,109
Share-based compensation		725					725
Treasury shares issued for stock options exercised, net		(31)	81				50
Treasury shares issued for other share-based plans, net		(94)	46				(48)
Treasury shares issued for 401(k) contribution		295	920				1,215
Balance at December 31, 2022	\$5,061	\$9,947	(\$50,814)	\$29,473	(\$9,550)	\$35	(\$15,848)

See Notes to the Consolidated Financial Statements on pages 59 - 114.

**The Boeing Company and Subsidiaries**  
**Notes to the Consolidated Financial Statements**  
**Summary of Business Segment Data**

*(Dollars in millions)*

Years ended December 31,	2022	2021	2020
<b>Revenues:</b>			
Commercial Airplanes	\$25,867	\$19,493	\$16,162
Defense, Space & Security	23,162	26,540	26,257
Global Services	17,611	16,328	15,543
Boeing Capital	199	272	261
Unallocated items, eliminations and other	(231)	(347)	(65)
<b>Total revenues</b>	<b>\$66,608</b>	<b>\$62,286</b>	<b>\$58,158</b>
<b>(Loss)/earnings from operations:</b>			
Commercial Airplanes	(\$2,370)	(\$6,475)	(\$13,847)
Defense, Space & Security	(3,544)	1,544	1,539
Global Services	2,727	2,017	450
Boeing Capital	29	106	63
<b>Segment operating loss</b>	<b>(3,158)</b>	<b>(2,808)</b>	<b>(11,795)</b>
Unallocated items, eliminations and other	(1,532)	(1,267)	(2,355)
FAS/CAS service cost adjustment	1,143	1,173	1,383
<b>Loss from operations</b>	<b>(3,547)</b>	<b>(2,902)</b>	<b>(12,767)</b>
Other income, net	1,058	551	447
Interest and debt expense	(2,533)	(2,682)	(2,156)
<b>Loss before income taxes</b>	<b>(5,022)</b>	<b>(5,033)</b>	<b>(14,476)</b>
Income tax (expense)/benefit	(31)	743	2,535
<b>Net loss</b>	<b>(5,053)</b>	<b>(4,290)</b>	<b>(11,941)</b>
Less: net loss attributable to noncontrolling interest	(118)	(88)	(68)
<b>Net loss attributable to Boeing Shareholders</b>	<b>(\$4,935)</b>	<b>(\$4,202)</b>	<b>(\$11,873)</b>

This information is an integral part of the Notes to the Consolidated Financial Statements. See Note 22 for further segment results.

**The Boeing Company and Subsidiaries**  
**Notes to the Consolidated Financial Statements**  
**Years ended December 31, 2022, 2021 and 2020**  
*(Dollars in millions, except otherwise stated)*

**Note 1 – Summary of Significant Accounting Policies**

**Principles of Consolidation and Basis of Presentation**

The Consolidated Financial Statements included in this report have been prepared by management of The Boeing Company (herein referred to as “Boeing,” the “Company,” “we,” “us” or “our”). These statements include the accounts of all majority-owned subsidiaries and variable interest entities that are required to be consolidated. All significant intercompany accounts and transactions have been eliminated. As described in Note 22, we operate in four reportable segments: Commercial Airplanes (BCA), Defense, Space & Security (BDS), Global Services (BGS) and Boeing Capital (BCC).

**Use of Estimates**

The preparation of financial statements in conformity with U.S. generally accepted accounting principles (GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

**Operating Cycle**

For classification of certain current assets and liabilities, we use the duration of the related contract or program as our operating cycle, which is generally longer than one year.

**Revenue and Related Cost Recognition**

**Commercial aircraft contracts** The majority of our BCA segment revenue is derived from commercial aircraft contracts. For each contract, we determine the transaction price based on the consideration expected to be received. We allocate the transaction price to each commercial aircraft performance obligation based on relative standalone selling prices adjusted by an escalation formula as specified in the customer agreement. Revenue is recognized for each commercial aircraft performance obligation at the point in time when the aircraft is completed and accepted by the customer. We use program accounting to determine the amount reported as cost of sales.

Payments for commercial aircraft sales are received in accordance with the customer agreement, which generally includes a deposit upon order and additional payments in accordance with a payment schedule, with the balance being due immediately prior to or at aircraft delivery. Advances and progress billings (contract liabilities) are normal and customary for commercial aircraft contracts and not considered a significant financing component as they are intended to protect us from the other party failing to adequately complete some or all of its obligations under the contract.

**Long-term contracts** Substantially all contracts at BDS and certain contracts at BGS are long-term contracts with the U.S. government and other customers that generally extend over several years. Products sales under long-term contracts primarily include fighter jets, rotorcraft, cybersecurity products, surveillance suites, advanced weapons, missile defense, military derivative aircraft, satellite systems and modification of commercial passenger aircraft to cargo freighters. Sales of services under long-term contracts primarily include support and maintenance agreements associated with our commercial and defense products and space travel on Commercial Crew.

For each long-term contract, we determine the transaction price based on the consideration expected to be received. We allocate the transaction price to each distinct performance obligation to deliver a good or service, or a collection of goods and/or services, based on the relative standalone selling prices. A long-term contract will typically represent a single distinct performance obligation due to the highly interdependent and interrelated nature of the underlying goods and/or services and the significant service of integration that we provide. While the scope and price on certain long-term contracts may be modified over their life, the transaction price is based on current rights and obligations under the contract and does not include potential modifications until they are agreed upon with the customer. When applicable, a cumulative adjustment or separate recognition for the additional scope and price may result. Long-term contracts can be negotiated with a fixed price or a price in which we are reimbursed for costs incurred plus an agreed upon profit. The Federal Acquisition Regulations provide guidance on the types of cost that will be reimbursed in establishing the price for contracts with the U.S. government. Certain long-term contracts include in the transaction price variable consideration, such as incentive and award fees, if specified targets are achieved. The amount included in the transaction price represents the expected value, based on a weighted probability, or the most likely amount.

Long-term contract revenue is recognized over the contract term (over time) as the work progresses, either as products are produced or as services are rendered. We generally recognize revenue over time as we perform on long-term contracts because of continuous transfer of control to the customer. For U.S. government contracts, this continuous transfer of control to the customer is supported by clauses in the contract that allow the customer to unilaterally terminate the contract for convenience, pay us for costs incurred plus a reasonable profit and take control of any work in process. Similarly, for non-U.S. government contracts, the customer typically controls the work in process as evidenced either by contractual termination clauses or by our rights to payment of the transaction price associated with work performed to date on products or services that do not have an alternative use to the Company.

The accounting for long-term contracts involves a judgmental process of estimating total sales, costs and profit for each performance obligation. Cost of sales is recognized as incurred. The amount reported as revenues is determined by adding a proportionate amount of the estimated profit to the amount reported as cost of sales. Recognizing revenue as costs are incurred provides an objective measure of progress on the long-term contract and thereby best depicts the extent of transfer of control to the customer.

For long-term contracts for which revenue is recognized over time, changes in estimated revenues, cost of sales and the related effect on operating income are recognized using a cumulative catch-up adjustment which recognizes in the current period the cumulative effect of the changes on current and prior periods based on a long-term contract's percentage-of-completion. When the current estimates of total revenues and costs at completion for a long-term contract indicate a loss, a provision for the entire reach-forward loss on the long-term contract is recognized.

The table below reflects the impact of net cumulative catch-up adjustments for changes in estimated revenues and costs at completion across all long-term contracts including the impact to Loss from operations from increases in estimated losses on unexercised options for the years ended December 31:

	2022	2021	2020
Decrease to Revenue	<b>(\$2,335)</b>	(\$379)	(\$359)
Increase to Loss from operations	<b>(\$5,253)</b>	(\$880)	(\$942)
Decrease to Diluted EPS	<b>(\$8.88)</b>	(\$1.28)	(\$1.37)

Significant adjustments during the three years ended December 31, 2022 included losses on VC-25B, KC-46A Tanker, MQ-25, Commercial Crew and T-7A Red Hawk programs.



Due to the significance of judgment in the estimation process, changes in underlying assumptions/estimates, internal and supplier performance, inflationary trends, or other circumstances may adversely or positively affect financial performance in future periods.

Payments under long-term contracts may be received before or after revenue is recognized. The U.S. government customer typically withholds payment of a small portion of the contract price until contract completion. Therefore, long-term contracts typically generate Unbilled receivables (contract assets) but may generate Advances and progress billings (contract liabilities). Long-term contract Unbilled receivables and Advances and progress billings are not considered a significant financing component because they are intended to protect either the customer or the Company in the event that some or all of the obligations under the contract are not completed.

**Commercial spare parts contracts** Certain contracts at our BGS segment include sales of commercial spare parts. For each contract, we determine the transaction price based on the consideration expected to be received. The spare parts have discrete unit prices that represent fair value. We generally consider each spare part to be a separate performance obligation. Revenue is recognized for each commercial spare part performance obligation at the point in time of delivery to the customer. We may provide our customers with a right to return a commercial spare part where a customer may receive a full or partial refund, a credit applied to amounts owed, a different product in exchange, or any combination of these items. We consider the potential for customer returns in the estimated transaction price. The amount reported as cost of sales is recorded at average cost. Payments for commercial spare parts sales are typically received shortly after delivery.

**Other service revenue contracts** Certain contracts at our BGS segment are for sales of services to commercial customers including maintenance, training, data analytics and information-based services. We recognize revenue for these service performance obligations over time as the services are rendered. The method of measuring progress (such as straight-line or billable amount) varies depending upon which method best depicts the transfer of control to the customer based on the type of service performed. Cost of sales is recorded as incurred.

**Concession sharing arrangements** We account for sales concessions to our customers in consideration of their purchase of products and services as a reduction of the transaction price and the revenue that is recognized for the related performance obligations. The sales concessions incurred may be partially reimbursed by certain suppliers in accordance with concession sharing arrangements. We record these reimbursements, which are presumed to represent reductions in the price of the vendor's products or services, as a reduction in Cost of products.

**Unbilled receivables and advances and progress billings** Unbilled receivables (contract assets) arise when the Company recognizes revenue for amounts which cannot yet be billed under terms of the contract with the customer. Advances and progress billings (contract liabilities) arise when the Company receives payments from customers in advance of recognizing revenue. The amount of Unbilled receivables or Advances and progress billings is determined for each contract.

**Financial services revenue** We record financial services revenue associated with sales-type/finance leases, operating leases and loans in Sales of services on the Consolidated Statements of Operations. For sales-type leases, we recognize selling profit or loss at lease inception if collection of the lease payments is probable. For sales-type and direct finance leases, we record customer financing receivables at lease inception. A customer financing receivable is recorded at the aggregate of future minimum lease payments, estimated residual value of the leased equipment, and any deferred incremental direct costs less unearned income. Income is recognized over the life of the lease to approximate a level rate of return on the net investment. For notes receivable, we record customer financing receivables net of any unamortized discounts and deferred incremental direct costs. Interest income and amortization of any discounts are recorded ratably over the related term of the note.

Income recognition is generally suspended for customer financing receivables that are uncollectible. We determine that a customer financing receivable is uncollectible when, based on current information and events, it is probable that we will be unable to collect amounts due according to the original contractual terms. We determine a customer financing receivable is past due when cash has not been received upon the due date specified in the contract.

We evaluate the collectability of customer financing receivables at commencement and on a recurring basis. If a customer financing receivable is determined to be uncollectible, the customer is categorized as non-accrual status. When a customer is in non-accrual status at commencement, sales-type lease revenue is deferred until substantially all cash has been received or the customer is removed from non-accrual status. If we have a direct finance lease and/or a note receivable with a customer that is in non-accrual status, or a sales-type lease with a customer that changes to non-accrual status after commencement, we recognize contractual interest income as payments are received to the extent there is sufficient collateral and payments exceed past due principal payments.

Residual values, which are reviewed periodically, represent the estimated amount we expect to receive at lease termination from the disposition of the leased equipment. Actual residual values realized could differ from these estimates. Declines in estimated residual value that are deemed other-than-temporary are recognized in the period in which the declines occur.

For operating leases, revenue on leased aircraft and equipment is recorded on a straight-line basis over the term of the lease. Operating lease assets, included in Customer financing, net, are recorded at cost and depreciated to an estimated residual value using the straight-line method over the period that we project we will hold the asset. We periodically review our estimates of residual value and recognize forecasted changes by prospectively adjusting depreciation expense. We record assets held for sale at the lower of carrying value or fair value less costs to sell. We evaluate for impairment assets under operating leases when events or changes in circumstances indicate that the expected undiscounted cash flow from the asset may be less than the carrying value. When we determine that impairment is indicated for an asset, the amount of impairment expense recorded is the excess of the carrying value over the fair value of the asset.

**Reinsurance revenue** Our wholly-owned insurance subsidiary, Astro Ltd., participates in a reinsurance pool for workers' compensation. The member agreements and practices of the reinsurance pool minimize any participating members' individual risk. Reinsurance revenues were \$129, \$126 and \$129 during 2022, 2021 and 2020, respectively. Reinsurance costs related to premiums and claims paid to the reinsurance pool were \$134, \$129 and \$136 during 2022, 2021 and 2020, respectively. Revenues and costs are presented net in Cost of sales in the Consolidated Statements of Operations.

## **Research and Development**

Research and development includes costs incurred for experimentation, design and testing, as well as bid and proposal efforts related to government products and services, which are expensed as incurred unless the costs are related to certain contractual arrangements with customers. Costs that are incurred pursuant to such contractual arrangements are recorded over the period that revenue is recognized, consistent with our long-term contract accounting policy. We have certain research and development arrangements that meet the requirement for best efforts research and development accounting. Accordingly, the amounts funded by the customer are recognized as an offset to our research and development expense rather than as contract revenues. Research and development expense included bid and proposal costs of \$217, \$213 and \$224 in 2022, 2021 and 2020, respectively.

## **Share-Based Compensation**

We provide various forms of share-based compensation to our employees. For awards settled in shares, we measure compensation expense based on the grant-date fair value net of estimated forfeitures. For awards settled in cash, or that may be settled in cash, we measure compensation expense based on the fair value at each reporting date net of estimated forfeitures. The expense is recognized over the requisite service period, which is generally the vesting period of the award.

## **Income Taxes**

Provisions for U.S. federal, state and local, and non-U.S. income taxes are calculated on reported Loss before income taxes based on current tax law and also include, in the current period, the cumulative effect of any changes in tax rates from those used previously in determining deferred tax assets and liabilities. Such provisions differ from the amounts currently receivable or payable because certain items of income and expense are recognized in different time periods for financial reporting purposes than for income tax purposes. Significant judgment is required in determining income tax provisions and evaluating tax positions.

The accounting for uncertainty in income taxes requires a more-likely-than-not threshold for financial statement recognition and measurement of tax positions taken or expected to be taken in a tax return. We record a liability for the difference between the benefit recognized and measured for financial statement purposes and the tax position taken or expected to be taken on our tax return. To the extent that our assessment of such tax positions changes, the change in estimate is recorded in the period in which the determination is made. Tax-related interest and penalties are classified as a component of Income tax (expense)/benefit.

We also assess the likelihood that we will be able to recover our deferred tax assets against future sources of taxable income and reduce the carrying amounts of deferred tax assets by recording a valuation allowance if, based on the available evidence, it is more likely than not that all or a portion of such assets will not be realized. Changes in our estimates and judgments regarding realization of deferred tax assets may result in an increase or decrease to our tax expense and/or other comprehensive income, which would be recorded in the period in which the change occurs.

## **Postretirement Plans**

Many of our employees have earned benefits under defined benefit pension plans. The majority of employees that had participated in defined benefit pension plans have transitioned to a company-funded defined contribution retirement savings plan. We also provide postretirement benefit plans other than pensions, consisting principally of health care coverage to eligible retirees and qualifying dependents. Benefits under the pension and other postretirement benefit plans are generally based on age at retirement and years of service and, for some pension plans, benefits are also based on the employee's annual earnings. The net periodic cost of our pension and other postretirement plans is determined using the projected unit credit method and several actuarial assumptions, the most significant of which are the discount rate, the long-term rate of asset return and medical trend (rate of growth for medical costs). Actuarial gains and losses, which occur when actual experience differs from actuarial assumptions, are reflected in Shareholders' equity (net of taxes). If actuarial gains and losses exceed ten percent of the greater of plan assets or plan liabilities, we amortize them over the average expected future lifetime of participants. The funded status of our pension and postretirement plans is reflected on the Consolidated Statements of Financial Position.

## **Postemployment Plans**

We record a liability for postemployment benefits, such as severance or job training, when payment is probable, the amount is reasonably estimable, and the obligation relates to rights that have vested or accumulated.

## **Environmental Remediation**

We are subject to federal and state requirements for protection of the environment, including those for discharge of hazardous materials and remediation of contaminated sites. We routinely assess, based on in-depth studies, expert analyses and legal reviews, our contingencies, obligations and commitments for remediation of contaminated sites, including assessments of ranges and probabilities of recoveries from other responsible parties and/or insurance carriers. Our policy is to accrue and charge to current expense identified exposures related to environmental remediation sites when it is probable that a liability has been incurred and the amount can be reasonably estimated. The amount of the liability is based on our best estimate or the low end of a range of reasonably possible exposure for investigation, cleanup and monitoring costs to be incurred. Estimated remediation costs are not discounted to present value as the timing of payments cannot be reasonably estimated. We may be able to recover a portion of the remediation costs from insurers or other third parties. Such recoveries are recorded when realization of the claim for recovery is deemed probable.

## **Cash and Cash Equivalents**

Cash and cash equivalents consist of highly liquid instruments, such as commercial paper, time deposits, and other money market instruments, which have original maturities of three months or less. We aggregate our cash balances by bank where conditions for right of set-off are met, and reclassify any negative balances, consisting mainly of uncleared checks, to Accounts payable. Negative balances reclassified to Accounts payable were \$102 and \$47 at December 31, 2022 and 2021.

## **Inventories**

Inventoried costs on commercial aircraft programs and long-term contracts include direct engineering, production and tooling and other non-recurring costs, and applicable overhead, which includes fringe benefits, production related indirect and plant management salaries and plant services, not in excess of estimated net realizable value. To the extent a material amount of such costs are related to an abnormal event or are fixed costs not appropriately attributable to our programs or contracts, they are expensed in the current period rather than inventoried. Inventoried costs include amounts relating to programs and contracts with long-term production cycles, a portion of which is not expected to be realized within one year. Included in inventory for federal government contracts is an allocation of allowable costs related to manufacturing process reengineering.

Commercial aircraft programs inventory includes deferred production costs and supplier advances. Deferred production costs represent actual costs incurred for production of early units that exceed the estimated average cost of all units in the program accounting quantity. Higher production costs are experienced at the beginning of a new or derivative aircraft program. Units produced early in a program require substantially more effort (labor and other resources) than units produced later in a program because of volume efficiencies and the effects of learning. We expect that these deferred costs will be fully recovered when all units included in the accounting quantity are delivered as the expected unit cost for later deliveries is below the estimated average cost of all units in the program. Supplier advances represent payments for parts we have contracted to receive from suppliers in the future. As parts are received, supplier advances are amortized to work in process.

The determination of net realizable value of long-term contract costs is based upon quarterly reviews that estimate costs to be incurred to complete all contract requirements. When actual contract costs and

the estimate to complete exceed total estimated contract revenues, a loss provision is recorded. The determination of net realizable value of commercial aircraft program costs is based upon quarterly program reviews that estimate revenue and cost to be incurred to complete the program accounting quantity. When estimated costs to complete exceed estimated program revenues to go, a program loss provision is recorded in the current period for the estimated loss on all undelivered units in the accounting quantity.

Used aircraft purchased by the Commercial Airplanes segment and general stock materials are stated at cost not in excess of net realizable value. Spare parts inventory is stated at lower of average unit cost or net realizable value. We review our commercial spare parts and general stock materials quarterly to identify impaired inventory, including excess or obsolete inventory, based on historical sales trends, expected production usage, and the size and age of the aircraft fleet using the part. Impaired inventories are charged to Cost of products in the period the impairment occurs.

Included in inventory for commercial aircraft programs are amounts paid or credited in cash, or other consideration to certain airline customers, that are referred to as early issue sales consideration. Early issue sales consideration is recognized as a reduction to revenue when the delivery of the aircraft under contract occurs. If an airline customer does not perform and take delivery of the contracted aircraft, we believe that we would have the ability to recover amounts paid. However, to the extent early issue sales consideration exceeds advances and is not considered to be otherwise recoverable, it would be written off in the current period.

### **Precontract Costs**

We may, from time to time, incur costs in excess of the amounts required for existing contracts. If we determine the costs are probable of recovery from future orders, then we capitalize the precontract costs we incur, excluding start-up costs which are expensed as incurred. Capitalized precontract costs are included in Inventories in the accompanying Consolidated Statements of Financial Position. Should future orders not materialize or we determine the costs are no longer probable of recovery, the capitalized costs would be written off.

### **Property, Plant and Equipment**

Property, plant and equipment are recorded at cost, including applicable construction-period interest, less accumulated depreciation and are depreciated principally over the following estimated useful lives: new buildings and land improvements, from 10 to 40 years; and new machinery and equipment, from 4 to 20 years. The principal methods of depreciation are as follows: buildings and land improvements, 150% declining balance; and machinery and equipment, sum-of-the-years' digits. Capitalized internal use software is included in Other assets and amortized using the straight line method over 5 years. Capitalized software as a service is included in Other assets and amortized using the straight line method over the term of the hosting arrangement, which is typically no greater than 10 years. We periodically evaluate the appropriateness of remaining depreciable lives assigned to long-lived assets, including assets that may be subject to a management plan for disposition.

Long-lived assets held for sale are stated at the lower of cost or fair value less cost to sell. Long-lived assets held for use are subject to an impairment assessment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. If the carrying value is no longer recoverable based upon the undiscounted future cash flows of the asset, the amount of the impairment is the difference between the carrying amount and the fair value of the asset.

**Leases** We determine if an arrangement is, or contains, a lease under which we are the lessee at the inception date. Operating lease assets are included in Other assets, with the related liabilities included in Accrued liabilities and Other long-term liabilities. Assets under finance leases, which primarily represent computer equipment, are included in Property, plant and equipment, net, with the related

liabilities included in Short-term debt and current portion of long-term debt and Long-term debt on the Consolidated Statements of Financial Position.

Operating lease assets represent our right to use an underlying asset for the lease term and lease liabilities represent our obligation to make lease payments arising from the lease. Operating lease assets and liabilities are recognized at the lease commencement date based on the estimated present value of lease payments over the lease term. We use our estimated incremental borrowing rate in determining the present value of lease payments. Variable components of the lease payments such as fair market value adjustments, utilities and maintenance costs are expensed as incurred and not included in determining the present value. Our lease terms include options to extend or terminate the lease when it is reasonably certain that we will exercise that option. Lease expense for operating leases is recognized on a straight-line basis over the lease term.

We have real property lease agreements with lease and non-lease components which are accounted for as a single lease component.

### **Asset Retirement Obligations**

We record all known asset retirement obligations for which the liability's fair value can be reasonably estimated, including certain asbestos removal, asset decommissioning and contractual lease restoration obligations. Recorded amounts are not material.

We also have known conditional asset retirement obligations, such as certain asbestos remediation and asset decommissioning activities to be performed in the future, that are not reasonably estimable due to insufficient information about the timing and method of settlement of the obligation. Accordingly, these obligations have not been recorded in the Consolidated Financial Statements. A liability for these obligations will be recorded in the period when sufficient information regarding timing and method of settlement becomes available to make a reasonable estimate of the liability's fair value. In addition, there may be conditional asset retirement obligations that we have not yet discovered (e.g. asbestos may exist in certain buildings but we have not become aware of it through the normal course of business), and therefore, these obligations also have not been included in the Consolidated Financial Statements.

### **Goodwill and Other Acquired Intangibles**

Goodwill and other acquired intangible assets with indefinite lives are not amortized, but are tested for impairment annually and when an event occurs or circumstances change such that it is more likely than not that an impairment may exist. Our annual testing date is April 1.

We test goodwill for impairment by performing a qualitative assessment or using a quantitative test. If we choose to perform a qualitative assessment and determine it is more likely than not that the carrying value of the net assets is more than the fair value of the related operations, the quantitative test is then performed; otherwise, no further testing is required. For operations where the quantitative test is used, we compare the carrying value of net assets to the estimated fair value of the related operations. If the fair value is determined to be less than carrying value, the shortfall up to the carrying value of the goodwill represents the amount of goodwill impairment.

Indefinite-lived intangibles consist of a brand and trade name and in-process research and development (IPR&D) acquired in business combinations. IPR&D is initially capitalized at fair value as an intangible asset with an indefinite life and assessed for impairment thereafter. IPR&D is reclassified to finite-lived acquired intangible assets when a project is completed and then amortized on a straight-line basis over the asset's estimated useful life. We test these intangibles for impairment by comparing the carrying values to current projections of related discounted cash flows. Any excess carrying value over the amount of discounted cash flows represents the amount of the impairment.

Our finite-lived acquired intangible assets are amortized on a straight-line basis over their estimated useful lives as follows: developed technology, from 4 to 14 years; product know-how, from 6 to 30 years; customer base, from 3 to 17 years; distribution rights, from 3 to 27 years; and other, from 1 to 32 years. We evaluate the potential impairment of finite-lived acquired intangible assets whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. If the carrying value is no longer recoverable based upon the undiscounted future cash flows of the asset, the amount of the impairment is the difference between the carrying amount and the fair value of the asset.

## **Investments**

Time deposits are held-to-maturity investments that are carried at cost.

Available-for-sale debt securities include commercial paper, U.S. government agency securities and corporate debt securities. Available-for-sale debt securities are recorded at fair value, and unrealized gains and losses are recorded, net of tax, as a component of accumulated other comprehensive income. Realized gains and losses on available-for-sale debt securities are recognized based on the specific identification method. Available-for-sale debt securities are assessed for impairment quarterly.

The equity method of accounting is used to account for investments for which we have the ability to exercise significant influence, but not control, over an investee. Significant influence is generally deemed to exist if we have an ownership interest in the voting stock of an investee of between 20% and 50%. The cumulative earnings approach is used for cash flow classification of distributions received from equity method investments.

Other Equity investments are recorded at fair value, with gains and losses recorded through net earnings. Equity investments without readily determinable fair value are measured at cost, less impairments, plus or minus observable price changes. Equity investments without readily determinable fair value are assessed for impairment quarterly.

We classify investment income and loss on our Consolidated Statements of Operations based on whether the investment is operating or non-operating in nature. Operating investments align strategically and are integrated with our operations. Earnings from operating investments, including our share of income or loss from equity method investments, dividend income from other equity investments, and any impairments or gain/loss on the disposition of these investments, are recorded in (Loss)/Income from operating investments, net. Non-operating investments are those we hold for non-strategic purposes. Earnings from non-operating investments, including interest and dividends on marketable securities, and any impairments or gain/loss on the disposition of these investments are recorded in Other income, net.

## **Derivatives**

All derivative instruments are recognized in the financial statements and measured at fair value regardless of the purpose or intent of holding them. We use derivative instruments to principally manage a variety of market risks. For our cash flow hedges, the derivative's gain or loss is initially reported in comprehensive income and is subsequently reclassified into earnings in the same period(s) during which the hedged forecasted transaction affects earnings.

We have agreements to purchase and sell aluminum to address long-term strategic sourcing objectives and non-U.S. business requirements. We also hold certain other derivative instruments for economic purposes. These aluminum purchase and sale agreements and other derivative instruments are derivatives for accounting purposes but are not designated as hedges for accounting purposes. For these aluminum agreements and other derivative instruments not designated for hedge accounting treatment, the changes in their fair value are recorded in earnings immediately.

## **Allowances for Losses on Certain Financial Assets**

We establish allowances for credit losses on accounts receivable, unbilled receivables, customer financing receivables and certain other financial assets. The adequacy of these allowances is assessed quarterly through consideration of factors such as customer credit ratings, bankruptcy filings, published or estimated credit default rates, age of the receivable, expected loss rates and collateral exposures. Collateral exposure is the excess of the carrying value of a financial asset over the fair value of the related collateral. We determine the creditworthiness of our customers by assigning internal credit ratings based upon publicly available information and information obtained directly from the customers. Our rating categories are comparable to those used by major credit rating agencies.

Customer financing receivables are collateralized by security in the related asset. We use a median calculated from published collateral values from multiple third-party aircraft value publications based on the type and age of the aircraft to determine the fair value of aircraft collateral. Under certain circumstances, we apply judgment based on the attributes of the specific aircraft or equipment, usually when the features or use of the aircraft vary significantly from the more generic aircraft attributes covered by outside publications.

We have entered into agreements with certain customers that would entitle us to look beyond the specific collateral underlying the receivable for purposes of determining the collateral exposure. Should the proceeds from the sale of the underlying collateral asset resulting from a default condition be insufficient to cover the carrying value of our receivable (creating a shortfall condition), these agreements would, for example, permit us to take the actions necessary to sell or retain certain other assets in which the customer has an equity interest and use the proceeds to cover the shortfall.

## **Commercial Aircraft Trade-in Commitments**

In conjunction with signing a definitive agreement for the sale of new commercial aircraft (Sale Aircraft), we have entered into trade-in commitments with certain customers that give them the right to trade in used aircraft at a specified price.

Exposure related to trade-in commitments may take the form of:

- (1) adjustments to revenue for the difference between the contractual trade-in price in the definitive agreement and our best estimate of the fair value of the trade-in aircraft as of the date of such agreement, which would be recognized upon delivery of the Sale Aircraft, and/or
- (2) charges to cost of products for adverse changes in the fair value of trade-in aircraft that occur subsequent to signing of a definitive agreement for Sale Aircraft but prior to the purchase of the used trade-in aircraft. Estimates based on current aircraft values would be included in Accrued liabilities.

The fair value of trade-in aircraft is determined using aircraft-specific data such as model, age and condition, market conditions for specific aircraft and similar models, and multiple valuation sources. This process uses our assessment of the market for each trade-in aircraft, which in most instances begins years before the return of the aircraft. There are several possible markets in which we continually pursue opportunities to place used aircraft. These markets include, but are not limited to, the resale market, which could potentially include the cost of long-term storage; the leasing market, with the potential for refurbishment costs to meet the leasing customer's requirements; or the scrap market. Trade-in aircraft valuation varies significantly depending on which market we determine is most likely for each aircraft. On a quarterly basis, we update our valuation analysis based on the actual activities associated with placing each aircraft into a market or using current published third-party aircraft valuations based on the type and age of the aircraft, adjusted for individual attributes and known conditions.



## **Warranties**

In conjunction with certain product sales, we provide warranties that cover factors such as non-conformance to specifications and defects in material and design. The majority of our warranties are issued by our BCA segment. Generally, aircraft sales are accompanied by a 3 to 4-year standard warranty for systems, accessories, equipment, parts, and software manufactured by us or manufactured to certain standards under our authorization. These warranties are included in the programs' estimate at completion. On occasion we have made commitments beyond the standard warranty obligation to correct fleet-wide major issues of a particular model, resulting in additional accrued warranty expense. Warranties issued by our BDS segment principally relate to sales of military aircraft and weapons systems. These sales are generally accompanied by a six month to two-year warranty period and cover systems, accessories, equipment, parts and software manufactured by us to certain contractual specifications. Estimated costs related to standard warranties are recorded in the period in which the related product delivery occurs. The warranty liability recorded at each balance sheet date reflects the estimated number of months of warranty coverage outstanding for products delivered times the average of historical monthly warranty payments, as well as additional amounts for certain major warranty issues that exceed a normal claims level. Estimated costs of these additional warranty issues are considered changes to the initial liability estimate.

We provide guarantees to certain commercial aircraft customers which include compensation provisions for failure to meet specified aircraft performance targets. We account for these performance guarantees as warranties. The estimated liability for these warranties is based on known and anticipated operational characteristics and forecasted customer operation of the aircraft relative to contractually specified performance targets, and anticipated settlements when contractual remedies are not specified. Estimated payments are recorded as a reduction of revenue at delivery of the related aircraft. We have agreements that require certain suppliers to compensate us for amounts paid to customers for failure of supplied equipment to meet specified performance targets. Claims against suppliers under these agreements are included in Inventories and recorded as a reduction in Cost of products at delivery of the related aircraft. These performance warranties and claims against suppliers are included in the programs' estimate at completion.

## **Supplier Penalties**

We record an accrual for supplier penalties when an event occurs that makes it probable we will incur a supplier penalty and the amount is reasonably estimable.

## **Guarantees**

At the inception of a guarantee, we record a liability in Accrued liabilities for the fair value of the guarantee. For credit guarantees, the liability is equal to the present value of the expected loss. We determine the expected loss by multiplying the creditor's default rate by the guarantee amount reduced by the expected recovery, if applicable. We also recognize a liability for the expected contingent loss at inception and adjust it each quarter.

## Note 2 – Goodwill and Acquired Intangibles

Changes in the carrying amount of goodwill for the years ended December 31, 2022 and 2021 were as follows:

	Commercial Airplanes	Defense, Space & Security	Global Services	Other	Total
Balance at December 31, 2020	\$1,316	\$3,224	\$3,454	\$87	\$8,081
Goodwill adjustments			(11)	(2)	(13)
Balance at December 31, 2021	\$1,316	\$3,224	\$3,443	\$85	\$8,068
Goodwill adjustments			(11)		(11)
Balance at December 31, 2022	<b>\$1,316</b>	<b>\$3,224</b>	<b>\$3,432</b>	<b>\$85</b>	<b>\$8,057</b>

As of December 31, 2022 and 2021, we had indefinite-lived intangible assets with carrying amounts of \$197 relating to trade names. As of December 31, 2022 and 2021, we had an indefinite-lived intangible asset with a carrying amount of \$202 related to in process research and development for a next-generation air vehicle.

The gross carrying amounts and accumulated amortization of our acquired finite-lived intangible assets were as follows at December 31:

	2022		2021	
	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
Distribution rights	\$2,546	\$1,443	\$2,554	\$1,321
Product know-how	552	441	553	413
Customer base	1,356	777	1,360	721
Developed technology	621	545	626	526
Other	276	233	301	250
Total	<b>\$5,351</b>	<b>\$3,439</b>	<b>\$5,394</b>	<b>\$3,231</b>

During 2020, we recorded impairments of \$178 within Cost of Sales related to our distribution rights, primarily driven by airlines' decisions to retire certain aircraft. Amortization expense for acquired finite-lived intangible assets for the years ended December 31, 2022 and 2021 was \$241 and \$284. Estimated amortization expense for the five succeeding years is as follows:

	2023	2024	2025	2026	2027
Estimated amortization expense	\$234	\$219	\$194	\$190	\$172

## Note 3 – Earnings Per Share

Basic and diluted earnings per share are computed using the two-class method, which is an earnings allocation method that determines earnings per share for common shares and participating securities. The undistributed earnings are allocated between common shares and participating securities as if all earnings had been distributed during the period. Participating securities and common shares have equal rights to undistributed earnings.

Basic earnings per share is calculated by taking net earnings, less earnings available to participating securities, divided by the basic weighted average common shares outstanding.

Diluted earnings per share is calculated by taking net earnings, less earnings available to participating securities, divided by the diluted weighted average common shares outstanding.

The elements used in the computation of basic and diluted earnings per share were as follows:

*(In millions - except per share amounts)*

Years ended December 31,	2022	2021	2020
Net loss available to common shareholders	<b>(\$4,935)</b>	(\$4,202)	(\$11,873)
<b>Basic</b>			
Basic weighted average shares outstanding	<b>595.2</b>	588.0	569.0
Less: participating securities <sup>(2)</sup>	<b>0.3</b>	0.4	0.4
Basic weighted average common shares outstanding	<b>594.9</b>	587.6	568.6
<b>Diluted</b>			
Basic weighted average shares outstanding	<b>595.2</b>	588.0	569.0
Dilutive potential common shares <sup>(1)</sup>			
Diluted weighted average shares outstanding	<b>595.2</b>	588.0	569.0
Less: participating securities <sup>(2)</sup>	<b>0.3</b>	0.4	0.4
Diluted weighted average common shares outstanding	<b>594.9</b>	587.6	568.6
<b>Net loss per share:</b>			
Basic	<b>(\$8.30)</b>	(\$7.15)	(\$20.88)
Diluted	<b>(8.30)</b>	(7.15)	(20.88)

<sup>(1)</sup> Diluted loss per share includes any dilutive impact of stock options, restricted stock units, performance-based restricted stock units and performance awards.

<sup>(2)</sup> Participating securities include certain instruments in our deferred compensation plan.

As a result of incurring a net loss in 2022, 2021 and 2020, potential common shares of 3.5 million, 2.6 million and 1.6 million, respectively, were excluded from diluted loss per share because the effect would have been antidilutive. The following table represents all shares that were excluded from the calculation of diluted loss per share during the respective period but may be dilutive potential common shares in future periods. This includes potential common shares that were excluded because the effect was either antidilutive or the performance condition was not met.

*(Shares in millions)*

Years ended December 31,	2022	2021	2020
Performance awards		2.9	5.7
Performance-based restricted stock units	<b>0.4</b>	0.8	1.3
Restricted stock units	<b>1.0</b>	0.4	1.0
Stock options	<b>0.8</b>	0.3	

**Note 4 – Income Taxes**

The components of Loss before income taxes were:

Years ended December 31,	2022	2021	2020
U.S.	<b>(\$5,457)</b>	(\$5,475)	(\$14,882)
Non-U.S.	<b>435</b>	442	406
<b>Total</b>	<b>(\$5,022)</b>	(\$5,033)	(\$14,476)

Income tax (benefit)/expense consisted of the following:

Years ended December 31,	2022	2021	2020
<b>Current tax (benefit)/expense</b>			
U.S. federal	<b>(\$58)</b>	(\$89)	(\$3,968)
Non-U.S.	<b>142</b>	147	148
U.S. state	<b>(42)</b>	42	21
<b>Total current</b>	<b>42</b>	100	(3,799)
<b>Deferred tax (benefit)/expense</b>			
U.S. federal	<b>(62)</b>	(855)	652
Non-U.S.	<b>(3)</b>	(12)	
U.S. state	<b>54</b>	24	612
<b>Total deferred</b>	<b>(11)</b>	(843)	1,264
<b>Total income tax expense/(benefit)</b>	<b>\$31</b>	(\$743)	(\$2,535)

Net income tax (refunds)/payments were (\$1,317), (\$1,480) and \$37 in 2022, 2021 and 2020, respectively.

The following is a reconciliation of the U.S. federal statutory tax to actual income tax (benefit)/expense:

Years ended December 31,	2022		2021		2020	
	Amount	Rate	Amount	Rate	Amount	Rate
U.S. federal statutory tax	<b>(\$1,054)</b>	<b>21.0 %</b>	(\$1,057)	21.0 %	(\$3,039)	21.0 %
Valuation allowance	<b>1,199</b>	<b>(23.9)</b>	512	(10.2)	2,603	(18.0)
Research and development credits	<b>(204)</b>	<b>4.1</b>	(189)	3.8	(284)	2.0
State income tax provision, net of effects on U.S. federal tax	<b>(90)</b>	<b>1.8</b>	(94)	1.9	(168)	1.2
Tax on non-U.S. activities	<b>64</b>	<b>(1.3)</b>	47	(0.9)	7	(0.1)
Impact of CARES Act <sup>(1)</sup>	<b>(5)</b>	<b>0.1</b>	3	(0.1)	(1,175)	8.1
Other provision adjustments	<b>121</b>	<b>(2.4)</b>	<b>35</b>	(0.8)	108	(0.8)
Audit settlements <sup>(2)</sup>					(587)	4.1
Income tax expense/(benefit)	<b>\$31</b>	<b>(0.6)%</b>	(\$743)	14.7 %	(\$2,535)	17.5 %

<sup>(1)</sup> On March 27, 2020, the CARES Act was enacted, which includes a five year net operating loss (NOL) carryback provision which enabled us to benefit from the 2020 U.S. federal tax NOL at the former federal tax rate of 35%. In 2022, 2021, and 2020, we recorded tax benefits of \$5, tax expense of \$3, and tax benefits of \$1,175 related to the NOL carryback provision.

<sup>(2)</sup> In the fourth quarter of 2020, we recorded a tax benefit of \$587 related to the settlement of the 2015-2017 federal tax audit.

Significant components of our deferred tax assets/(liabilities) at December 31 were as follows:

	2022	2021
Inventory and long-term contract methods of income recognition	<b>(\$4,369)</b>	(\$3,827)
Federal net operating loss, credit, interest and other carryovers <sup>(1)</sup>	<b>2,082</b>	1,522
Fixed assets, intangibles and goodwill	<b>(1,641)</b>	(1,657)
Research expenditures	<b>1,464</b>	
Pension benefits	<b>1,146</b>	1,739
Other employee benefits	<b>1,095</b>	991
State net operating loss, credit, interest and other carryovers <sup>(2)</sup>	<b>1,021</b>	929
Accrued expenses and reserves	<b>933</b>	763
Other postretirement benefit obligations	<b>660</b>	913
737 MAX customer concessions and other considerations	<b>425</b>	682
Other	<b>179</b>	227
Gross deferred tax assets/(liabilities) before valuation allowance	<b>\$2,995</b>	<b>\$2,282</b>
Valuation allowance	<b>(3,162)</b>	(2,423)
Net deferred tax assets/(liabilities) after valuation allowance	<b>(\$167)</b>	<b>(\$141)</b>

<sup>(1)</sup> Of the deferred tax asset for federal net operating loss, credit, interest and other carryovers, \$742 expires on or before December 31, 2042 and \$1,340 may be carried over indefinitely.

<sup>(2)</sup> Of the deferred tax asset for state net operating loss, credit, interest and other carryovers, \$514 expires on or before December 31, 2042 and \$507 may be carried over indefinitely.

Net deferred tax assets/(liabilities) at December 31 were as follows:

	2022	2021
Deferred tax assets	\$12,301	\$11,258
Deferred tax liabilities	(9,306)	(8,976)
Valuation allowance	(3,162)	(2,423)
Net deferred tax assets/(liabilities)	(\$167)	(\$141)

The Company's deferred income tax assets of \$12,301 can be used in future years to offset taxable income and reduce income taxes payable. The Company's deferred income tax liabilities of \$9,306 will partially offset deferred income tax assets and result in higher taxable income in future years and increase income taxes payable. Tax law determines whether future reversals of temporary differences will result in taxable and deductible amounts that offset each other in future years. The particular years in which temporary differences result in taxable or deductible amounts generally are determined by the timing of the recovery of the related asset or settlement of the related liability. The deferred income tax assets and liabilities relate primarily to U.S. federal and state tax jurisdictions. From a U.S. federal tax perspective, the Company generated a tax NOL in 2020 that was carried back to prior years when the tax rate was 35% due to the CARES Act benefit as described above. The Company generated tax NOL in 2021 and interest carryovers in 2021 and 2022 that can be carried forward indefinitely and federal research and development credits that can be carried forward 20 years.

In the fourth quarter of 2020 and throughout 2021 and 2022, the Company was in a three-year cumulative pre-tax loss position. We also normalized earnings and other comprehensive income (OCI) for certain non-recurring items and reached a normalized three-year cumulative loss position in 2021. Adjustments to normalize earnings included non-recurring items for certain 737 MAX expenses, an agreement with the Department of Justice, severance costs and remeasurement gains and losses from the annual remeasurement of pension and other postretirement benefit obligations. For purposes of assessing the recoverability of deferred tax assets, the Company determined that it could not include future projected earnings in the analysis due to recent history of losses.

As of December 31, 2022 and 2021, the Company has recorded valuation allowances of \$3,162 and \$2,423 primarily for certain federal deferred tax assets, as well as for certain federal and state net operating loss and tax credit carryforwards. To measure the valuation allowance, the Company estimated in what year each of its deferred tax assets and liabilities would reverse using systematic and logical methods to estimate the reversal patterns. Based on these methods, deferred tax liabilities are assumed to reverse and generate taxable income over the next 5 to 10 years while deferred tax assets related to pension and other postretirement benefit obligations are assumed to reverse and generate tax deductions over the next 15 to 20 years. The valuation allowance primarily results from not having sufficient income from deferred tax liability reversals in the appropriate future periods to support the realization of deferred tax assets.

The increase in the valuation allowance during 2022 is primarily due to tax credits and other carryforwards generated in 2022 that cannot be realized in 2022. During 2022, the Company increased the valuation allowance by \$739. This reflects a tax expense of \$1,199 recorded in continuing operations and an increase of \$18 related to the associated federal benefit of state impacts. This was partially offset by a tax benefit of \$478 included in OCI primarily due to the net actuarial gains that resulted from the annual remeasurement of pension assets and liabilities.

Until the Company generates sustained levels of profitability, additional valuation allowances may have to be recorded with corresponding adverse impacts on earnings and/or OCI.

The Tax Cuts and Jobs Act (TCJA) one-time repatriation tax and Global Intangible Low Tax Income liabilities effectively taxed the undistributed earnings previously deferred from U.S. income taxes. We have not provided for deferred income taxes on the undistributed earnings from certain non-U.S. subsidiaries because such earnings are considered to be indefinitely reinvested. If such earnings were to be distributed, any deferred income taxes would not be significant.

As of December 31, 2022 and 2021, the amounts accrued for the payment of income tax-related interest and penalties included in the Consolidated Statements of Financial Position were not significant. The amounts of interest included in the Consolidated Statements of Operations were not significant for 2022, 2021 and 2020.

A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows:

	2022	2021	2020
Unrecognized tax benefits – January 1	<b>\$858</b>	\$966	\$1,476
Gross increases – tax positions in prior periods	<b>17</b>	64	44
Gross decreases – tax positions in prior periods	<b>(51)</b>	(245)	(581)
Gross increases – current period tax positions	<b>91</b>	73	136
Gross decreases – current period tax positions			
Settlements			(109)
Unrecognized tax benefits – December 31	<b>\$915</b>	\$858	\$966

As of December 31, 2022, 2021 and 2020, the total amount of unrecognized tax benefits include \$878, \$790 and \$734, respectively, that would affect the effective tax rate, if recognized. As of December 31, 2022, these amounts are primarily associated with the amount of research tax credits claimed and various other matters.

Federal income tax audits have been settled for all years prior to 2018. The Internal Revenue Service (IRS) began the 2018-2019 federal tax audit in the first quarter of 2021 and added tax year 2020 to the audit in the fourth quarter of 2021. We are also subject to examination in major state and international jurisdictions for the 2008-2021 tax years. We believe appropriate provisions for all outstanding tax issues have been made for all jurisdictions and all open years.

#### Note 5 – Accounts Receivable, net

Accounts receivable at December 31 consisted of the following:

	2022	2021
U.S. government contracts <sup>(1)</sup>	<b>\$800</b>	\$1,180
Commercial Airplanes	<b>293</b>	279
Global Services <sup>(2)</sup>	<b>1,390</b>	1,456
Defense, Space, & Security <sup>(2)</sup>	<b>145</b>	111
Other	<b>5</b>	5
Less valuation allowance	<b>(116)</b>	(390)
Total	<b>\$2,517</b>	\$2,641

<sup>(1)</sup> Includes foreign military sales through the U.S. government

<sup>(2)</sup> Excludes U.S. government contracts

## Note 6 – Allowances for Losses on Financial Assets

The change in allowances for expected credit losses for the years ended December 31, 2022 and 2021 consisted of the following:

	Accounts receivable	Unbilled receivables	Other Current Assets	Customer financing	Other Assets	Total
Balance at January 1, 2021	(\$444)	(\$129)	(\$72)	(\$17)	(\$140)	(\$802)
Changes in estimates	(24)	(11)	6	(1)	(59)	(89)
Write-offs	77	49	4		13	143
Recoveries	1					1
Balance at December 31, 2021	(390)	(91)	(62)	(18)	(186)	(747)
Balance at January 1, 2022	(390)	(91)	(62)	(18)	(186)	(747)
Changes in estimates	2	21	(27)	(37)	(35)	(76)
Write-offs	260	47	4		133	444
Recoveries	12					12
Balance at December 31, 2022	(\$116)	(\$23)	(\$85)	(\$55)	(\$88)	(\$367)

## Note 7 – Inventories

Inventories at December 31 consisted of the following:

	2022	2021
Long-term contracts in progress	\$582	\$872
Commercial aircraft programs	67,702	68,106
Capitalized precontract costs <sup>(1)</sup>	794	648
Commercial spare parts, used aircraft, general stock materials and other	9,073	9,197
Total	\$78,151	\$78,823

<sup>(1)</sup> Capitalized precontract costs at December 31, 2022 includes amounts related to KC-46A Tanker, Commercial Crew, and T-7 Production Options. See Note 13.

## Commercial Aircraft Programs

The decrease in commercial aircraft programs inventory during 2022 reflects a decrease in 737 and 787 inventory, offset by growth in 777X inventory. Commercial aircraft programs inventory includes approximately 250 737 aircraft and 100 787 aircraft at December 31, 2022 as compared with 335 737 aircraft and 110 787 aircraft at December 31, 2021.

At December 31, 2022 and 2021, commercial aircraft programs inventory included the following amounts related to the 737 program: deferred production costs of \$2,955 and \$1,296 and unamortized tooling and other non-recurring costs of \$626 and \$617. At December 31, 2022, \$3,555 of 737 deferred production costs, unamortized tooling and other non-recurring costs are expected to be recovered from units included in the program accounting quantity that have firm orders, and \$26 is expected to be recovered from units included in the program accounting quantity that represent expected future orders.

At December 31, 2022 and 2021, commercial aircraft programs inventory included the following amounts related to the 777X program: \$4,059 and \$3,363 of work in process, \$1,330 and \$652 of



deferred production costs, and \$3,774 and \$3,521 of unamortized tooling and other non-recurring costs. In April 2022, we decided to pause production of the 777X-9 during 2022 and 2023. The production pause is resulting in abnormal production costs that are being expensed as incurred until 777X-9 production resumes. We expensed abnormal production costs of \$325 during the year ended December 31, 2022. The 777X program has near break-even margins at December 31, 2022.

During the fourth quarter of 2021, we determined that estimated costs to complete the 787 program plus costs already included in 787 inventory exceed estimated revenues from the program. The resulting reach-forward loss of \$3,460 was recorded as a reduction to deferred production costs. At December 31, 2022 and 2021, commercial aircraft programs inventory included the following amounts related to the 787 program: deferred production costs of \$12,689 and \$11,693, \$1,831 and \$1,907 of supplier advances, and \$1,722 and \$1,815 of unamortized tooling and other non-recurring costs. At December 31, 2022, \$9,881 of 787 deferred production costs, unamortized tooling and other non-recurring costs are expected to be recovered from units included in the program accounting quantity that have firm orders, and \$4,530 is expected to be recovered from units included in the program accounting quantity that represent expected future orders. We are currently producing at abnormally low rates resulting in abnormal production costs that are being expensed as incurred. We expensed abnormal production costs of \$1,240 and \$468 during the years ended December 31, 2022 and 2021.

Commercial aircraft programs inventory included amounts credited in cash or other consideration (early issue sales consideration) to airline customers totaling \$3,586 and \$3,290 at December 31, 2022 and 2021.

#### Note 8 – Contracts with Customers

Unbilled receivables increased from \$8,620 at December 31, 2021 to \$8,634 at December 31, 2022, primarily driven by revenue recognized in excess of billings at BGS, partially offset by billings in excess of revenue recognized at BDS.

Advances and progress billings increased from \$52,980 at December 31, 2021 to \$53,081 at December 31, 2022, primarily driven by advances on orders received at BCA, partially offset by revenue recognized at BDS and BGS.

Revenues recognized for the years ended December 31, 2022 and 2021 from amounts recorded as Advances and progress billings at the beginning of each year were \$12,087 and \$11,336.

The following table summarizes our contract assets under long-term contracts that were unbillable or related to outstanding claims as of December 31:

	Unbilled		Claims	
	2022	2021	2022	2021
Current	\$6,478	\$5,870		\$4
Expected to be collected after one year	2,179	2,841	\$16	\$11
Less valuation allowance	(23)	(91)		
Total	\$8,634	\$8,620	\$16	\$15

Unbilled receivables related to commercial customer incentives expected to be collected after one year were \$117 and \$131 at December 31, 2022 and 2021. Unbilled receivables related to claims are items that we believe are earned, but are subject to uncertainty concerning their determination or ultimate realization.

**Note 9 – Customer Financing**

Customer financing primarily relates to our BCC segment. Financing arrangements typically range in terms from 1 to 12 years and may include options to extend or terminate the lease. Certain leases include provisions to allow the lessee to purchase the underlying aircraft at a specified price.

Customer financing consisted of the following at December 31:

	2022	2021
Financing receivables:		
Investment in sales-type/finance leases	\$804	\$944
Notes	385	412
Total financing receivables	1,189	1,356
Less allowance for losses on receivables	55	18
Financing receivables, net	1,134	1,338
Operating lease equipment, at cost, less accumulated depreciation of \$76 and \$58	470	474
Total	\$1,604	\$1,812

The components of investment in sales-type/finance leases at December 31 were as follows:

	2022	2021
Minimum lease payments receivable	\$924	\$1,099
Estimated residual value of leased assets	86	110
Unearned income	(206)	(265)
Total	\$804	\$944

At December 31, 2022 and 2021, \$405 and \$378 were determined to be uncollectible financing receivables and placed on non-accrual status. The increase in allowance for losses on receivables during the year ended December 31, 2022 was primarily due to impacts of the war in Ukraine. Customer financing interest income received for the years ended December 31, 2022 and 2021 was \$13 and \$18.

There were no past due customer financing receivables as of December 31, 2022.

Our financing receivable balances at December 31, 2022 by internal credit rating category and year of origination consisted of the following:

Rating categories	Current	2021	2020	2019	2018	Prior	Total
BBB						<b>\$68</b>	\$68
BB	<b>\$35</b>	<b>\$218</b>	<b>\$112</b>	<b>\$39</b>	<b>\$12</b>	<b>63</b>	479
B		<b>35</b>				<b>218</b>	253
CCC				<b>19</b>		<b>370</b>	389
Total carrying value of financing receivables	\$35	\$253	\$112	\$58	\$12	\$719	\$1,189

At December 31, 2022, our allowance for losses related to receivables with ratings of CCC, B, BB and BBB. We applied default rates that averaged 100.0%, 31.5%, 2.9% and 0.1%, respectively, to the exposure associated with those receivables.

### Customer Financing Exposure

The majority of our customer financing portfolio is concentrated in the following aircraft models at December 31:

	2022	2021
717 Aircraft (\$45 and \$62 accounted for as operating leases)	<b>\$563</b>	\$603
747-8 Aircraft (Accounted for as sales-type/finance leases)	<b>394</b>	435
737 Aircraft (\$174 and \$145 accounted for as operating leases)	<b>186</b>	163
777 Aircraft (\$209 and \$225 accounted for as operating leases)	<b>209</b>	233
MD-80 Aircraft (Accounted for as sales-type/finance leases)	<b>96</b>	142
757 Aircraft (Accounted for as sales-type/finance leases)	<b>107</b>	126
747-400 Aircraft (\$0 and \$1 accounted for as operating leases)	<b>46</b>	50

Operating lease equipment primarily includes large commercial jet aircraft.

Impairment charges related to customer financing operating lease assets for the years ended December 31 were as follows:

	2022	2021	2020
Boeing Capital	<b>\$2</b>	\$23	\$32
Other Boeing	<b>5</b>	8	(8)
Total	<b>\$7</b>	\$31	\$24

Lease income recorded in Revenue on the Consolidated Statements of Operations for the years ended December 31, 2022 and 2021 included \$69 and \$54 from sales-type/finance leases, and \$65 and \$68 from operating leases. Profit at the commencement of sales-type leases was recorded in revenue for the years ended December 31, 2022 and 2021 in the amount of \$28 and \$78.

As of December 31, 2022, undiscounted cash flows for notes receivable, sales-type/finance and operating leases over the next five years and thereafter are as follows:

	Notes receivable	Sales-type/finance leases	Operating leases
Year 1	\$201	\$239	\$61
Year 2	18	161	50
Year 3	19	131	47
Year 4	21	118	43
Year 5	22	116	43
Thereafter	104	159	61
Total financing receipts	385	924	305
Less imputed interest		(206)	
Estimated unguaranteed residual values		86	
Total	\$385	\$804	\$305

At December 31, 2022 and December 31, 2021, unguaranteed residual values were \$86 and \$110. Guaranteed residual values at December 31, 2022 were not significant.

#### Note 10 – Property, Plant and Equipment

Property, plant and equipment at December 31 consisted of the following:

	2022	2021
Land	\$376	\$377
Buildings and land improvements	14,404	14,152
Machinery and equipment	15,844	15,692
Construction in progress	1,368	1,235
Gross property, plant and equipment	31,992	31,456
Less accumulated depreciation	(21,442)	(20,538)
Total	\$10,550	\$10,918

Depreciation expense was \$1,396, \$1,488 and \$1,533 for 2022, 2021 and 2020, respectively. Interest capitalized in 2022, 2021 and 2020 totaled \$89, \$76 and \$81, respectively.

During 2022 and 2021, we acquired \$101 and \$46 of property, plant and equipment through non-cash investing and financing transactions. Accounts payable related to purchases of property, plant and equipment were \$396 and \$295 for the years ended December 31, 2022 and 2021.

## Note 11 – Investments

Our investments, which are recorded in Short-term and other investments or Investments, consisted of the following at December 31:

	2022	2021
Equity method investments <sup>(1)</sup>	\$948	\$930
Time deposits	2,093	7,676
Available for sale debt instruments	479	464
Equity and other investments	36	45
Restricted cash & cash equivalents <sup>(2)</sup>	33	52
Total	\$3,589	\$9,167

(1) Dividends received were \$111 and \$77 during 2022 and 2021. Retained earnings at December 31, 2022 include undistributed earnings from our equity method investments of \$141. During the third quarter of 2021, Boeing and AE Industrial Partners announced a strategic partnership to establish a dedicated aerospace venture fund. This transaction resulted in the deconsolidation of HorizonX and generated a gain of \$117 which is included in (Loss)/income from operating investments, net.

(2) Reflects amounts restricted in support of our property sales, workers' compensation programs and insurance premiums.

Allowance for losses on available for sale debt instruments are assessed quarterly. All instruments are considered investment grade and we have not recognized an allowance for credit losses as of December 31, 2022.

## Equity Method Investments

Our equity method investments consisted of the following at December 31:

	Segment	Ownership Percentages	Investment Balance	
			2022	2021
United Launch Alliance	BDS	50%	\$587	\$617
Other	BCA, BDS, BGS and Other		361	313
Total equity method investments			\$948	\$930

## Note 12 – Leases

Our operating lease assets primarily represent manufacturing and research and development facilities, warehouses and offices. Total operating lease expense was \$421 and \$380 for the years ended December 31, 2022 and 2021, of which \$75 and \$73 was attributable to variable lease expenses.

For the years ended December 31, 2022 and 2021, cash payments against operating lease liabilities totaled \$294 and \$301 and non-cash transactions totaled \$245 and \$443 to recognize operating assets and liabilities for new leases.

Supplemental Consolidated Statement of Financial Position information related to leases consisted of the following at December 31:

	2022	2021
Operating leases:		
Operating lease right-of-use assets	\$1,451	\$1,437
Current portion of lease liabilities	276	268
Non-current portion of lease liabilities	1,305	1,271
Total operating lease liabilities	\$1,581	\$1,539
Weighted average remaining lease term (years)	12	13
Weighted average discount rate	4.13%	3.82%

Maturities of operating lease liabilities for the next five years are as follows:

	Operating leases
2023	\$316
2024	259
2025	224
2026	191
2027	151
Thereafter	1,039
Total lease payments	2,180
Less imputed interest	(599)
Total	\$1,581

As of December 31, 2022, we have entered into leases that have not yet commenced of \$420, primarily for a maintenance, repair and overhaul hangar that will support military aircraft programs. These leases will commence in 2023 with lease terms of 3 years to 25 years.

## Note 13 – Liabilities, Commitments and Contingencies

### Accrued Liabilities

Accrued liabilities at December 31 consisted of the following:

	2022	2021
Accrued compensation and employee benefit costs	\$6,351	\$6,037
737 MAX grounding customer concessions and other considerations	1,864	2,940
Other customer concessions and considerations	1,102	240
Environmental	752	605
Product warranties	2,275	1,900
Forward loss recognition	4,060	2,014
Accrued interest payable	599	641
Current portion of lease liabilities	276	268
Current portion of retiree healthcare and pension liabilities	494	536
Other	3,808	3,274
<b>Total</b>	<b>\$21,581</b>	<b>\$18,455</b>

### 737 MAX Grounding

The following table summarizes changes in the 737 MAX customer concessions and other considerations liability during 2022 and 2021.

	2022	2021
Beginning balance – January 1	\$2,940	\$5,537
Reductions for payments made	(1,031)	(2,535)
Reductions for concessions and other in-kind considerations	(29)	(48)
Changes in estimates	(16)	(14)
<b>Ending balance – December 31</b>	<b>\$1,864</b>	<b>\$2,940</b>

The liability balance of \$1.9 billion at December 31, 2022 includes \$1.6 billion of contracted customer concessions and other liabilities and \$0.3 billion that remains subject to negotiation with customers. The contracted amount includes \$0.8 billion expected to be liquidated by lower customer delivery payments, \$0.7 billion expected to be paid in cash and \$0.1 billion in other concessions. Of the cash payments to customers, we expect to pay \$0.1 billion in 2023 and the remaining \$0.6 billion in future years. The type of consideration to be provided for the remaining \$0.3 billion will depend on the outcomes of negotiations with customers.

### Environmental

The following table summarizes environmental remediation activity during the years ended December 31, 2022 and 2021.

	2022	2021
Beginning balance – January 1	\$605	\$565
Reductions for payments made, net of recoveries	(43)	(59)
Changes in estimates	190	99
<b>Ending balance – December 31</b>	<b>\$752</b>	<b>\$605</b>

The liabilities recorded represent our best estimate or the low end of a range of reasonably possible costs expected to be incurred to remediate sites, including operation and maintenance over periods of up to 30 years. It is reasonably possible that we may incur charges that exceed these recorded amounts because of regulatory agency orders and directives, changes in laws and/or regulations, higher than expected costs and/or the discovery of new or additional contamination. As part of our estimating process, we develop a range of reasonably possible alternate scenarios that includes the high end of a range of reasonably possible cost estimates for all remediation sites for which we have sufficient information based on our experience and existing laws and regulations. There are some potential remediation obligations where the costs of remediation cannot be reasonably estimated. At December 31, 2022 and 2021, the high end of the estimated range of reasonably possible remediation costs exceeded our recorded liabilities by \$1,058 and \$1,094.

### Product Warranties

The following table summarizes product warranty activity recorded during the years ended December 31, 2022 and 2021.

	2022	2021
Beginning balance – January 1	\$1,900	\$1,527
Additions for current year deliveries	202	116
Reductions for payments made	(403)	(241)
Changes in estimates	576	498
Ending balance – December 31	\$2,275	\$1,900

### Commercial Aircraft Trade-In Commitments

In conjunction with signing definitive agreements for the sale of new aircraft, we have entered into trade-in commitments with certain customers that give them the right to trade in used aircraft at a specified price. The probability that trade-in commitments will be exercised is determined by using both quantitative information from valuation sources and qualitative information from other sources. The probability of exercise is assessed quarterly, or as events trigger a change, and takes into consideration the current economic and airline industry environments. Trade-in commitments, which can be terminated by mutual consent with the customer, may be exercised only during the period specified in the agreement and require advance notice by the customer.

Trade-in commitment agreements at December 31, 2022 have expiration dates from 2023 through 2029. At December 31, 2022 and 2021, total contractual trade-in commitments were \$1,117 and \$612. As of December 31, 2022 and 2021, we estimated that it was probable we would be obligated to perform on certain of these commitments with net amounts payable to customers totaling \$286 and \$283, and the fair value of the related trade-in aircraft was \$286 and \$283.



**Financing Commitments**

Financing commitments related to aircraft on order, including options and those proposed in sales campaigns, and refinancing of delivered aircraft, totaled \$16,105 and \$12,905 as of December 31, 2022 and 2021. The estimated earliest potential funding dates for these commitments as of December 31, 2022 are as follows:

	Total
2023	\$3,084
2024	2,608
2025	3,381
2026	2,555
2027	1,520
Thereafter	2,957
	<b>\$16,105</b>

As of December 31, 2022, all of these financing commitments relate to customers we believe have less than investment-grade credit. We have concluded that no reserve for future potential losses is required for these financing commitments based upon the terms, such as collateralization and interest rates, under which funding would be provided.

**Other Financial Commitments**

We have financial commitments to make additional capital contributions totaling \$270 related to certain joint ventures over the next five years.

**Standby Letters of Credit and Surety Bonds**

We have entered into standby letters of credit and surety bonds with financial institutions primarily relating to the guarantee of our future performance on certain contracts and security agreements. Contingent liabilities on outstanding letters of credit agreements and surety bonds aggregated approximately \$5,070 and \$3,634 as of December 31, 2022 and 2021.

**Company Owned Life Insurance**

McDonnell Douglas Corporation insured its executives with Company Owned Life Insurance (COLI), which are life insurance policies with a cash surrender value. Although we do not use COLI currently, these obligations from the merger with McDonnell Douglas are still a commitment at this time. We have loans in place to cover costs paid or incurred to carry the underlying life insurance policies. As of December 31, 2022 and 2021, the cash surrender value was \$376 and \$374 and the total loans were \$346 and \$360. As we have the right to offset the loans against the cash surrender value of the policies, we present the net asset in Other assets on the Consolidated Statements of Financial Position as of December 31, 2022 and 2021.

**Government Assistance**

In 2022, we adopted Accounting Standards Update (ASU) 2021-10, *Government Assistance (Topic 832)*, which requires certain disclosures for those government assistance transactions for which we have applied a grant accounting model. Certain states and localities in which we operate offer or have offered various business incentives related to investment and/or job creation.

Between 2010 and 2016, we received cash grants totaling \$346 related to our investment in operations in South Carolina. The grants were recorded in Other liabilities and are being amortized, primarily to

inventory, over the useful life of the Property, plant and equipment extending through 2052. During 2022, we amortized \$11 to Inventory, and recorded a benefit of \$5 in Cost of Sales. At December 31, 2022, inventory included a benefit of \$64 and Accrued liabilities included a balance of \$106.

We are eligible to claim tax refunds from the State of Missouri and City of Irving, Texas primarily related to job creation and retention through 2031. During 2022, we received \$30 in cash and recorded a benefit of \$21 in Cost of sales. At December 31, 2022, Other current assets includes receivables of \$20. As of December 31, 2022, \$56 of refunds, plus interest, is subject to clawback if we fail to meet certain conditions, including employment levels.

We are eligible to claim cash grants through 2032 of up to \$62, related to operations in Queensland, Australia. During 2022, \$7 cash was received and recorded as a benefit in Cost of Sales. At December 31, 2022, \$4 is subject to clawback if we fail to meet certain conditions, including employment levels.

Industrial Revenue Bonds (IRB) issued by St. Louis County were used to finance the purchase and/or construction of real and personal property at our St. Louis site. Tax benefits associated with IRBs include a twelve-year property tax abatement and sales tax exemption from St. Louis County. We record these properties on our Consolidated Statements of Financial Position. We have also purchased the IRBs and therefore are the bondholders as well as the borrower/lessee of the properties purchased with the IRB proceeds. The liabilities and IRB assets are equal and are reported net in the Consolidated Statements of Financial Position. As of December 31, 2022 and 2021, the assets and liabilities associated with the IRBs were \$271.

### **Recoverable Costs on Government Contracts**

Our final incurred costs for each year are subject to audit and review for allowability by the U.S. government, which can result in payment demands related to costs they believe should be disallowed. We work with the U.S. government to assess the merits of claims and where appropriate reserve for amounts disputed. If we are unable to satisfactorily resolve disputed costs, we could be required to record an earnings charge and/or provide refunds to the U.S. government.

### **Fixed-Price Contracts**

Substantially all contracts at BDS and the majority of contracts at BGS Government are long-term contracts. Long-term contracts that are contracted on a fixed-price basis could result in losses in future periods. Certain of the fixed-price contracts are for the development of new products, services and related technologies. This development work scope is inherently uncertain and subject to significant variability in estimates of the cost and time required to complete the work by us and our suppliers. The operational and technical complexities of fixed-price development contracts create financial risk, which could trigger additional earnings charges, termination provisions, order cancellations, or other financially significant exposure.

### **VC-25B Presidential Aircraft**

The Company's firm fixed-price contract for the Engineering, Manufacturing, and Development (EMD) effort on the U.S. Air Force's (USAF) VC-25B Presidential Aircraft, commonly known as Air Force One, is a \$4.3 billion program to develop and modify two 747-8 commercial aircraft. During the year ended December 31, 2022, we increased the reach-forward loss on the contract by \$1,452 primarily driven by increases to cost estimates associated with factory modification labor and support engineering resources due to labor instability and inefficiencies that we now estimate will persist longer than previously anticipated, higher supplier cost estimates based on ongoing supplier negotiations and higher levels of engineering design changes due to technical requirements which are driving increased rework and schedule delays. Risk remains that we may record additional losses in future periods.

### **KC-46A Tanker**

In 2011, we were awarded a contract from the USAF to design, develop, manufacture, and deliver four next generation aerial refueling tankers as well as priced options for 13 annual production lots totaling 179 aircraft. This EMD contract is a fixed-price incentive fee contract and involves highly complex designs and systems integration. Since 2016, the USAF has authorized eight low rate initial production (LRIP) lots for a total of 109 aircraft. The EMD contract and authorized LRIP lots total approximately \$21 billion as of December 31, 2022. As of December 31, 2022, we had approximately \$209 of capitalized precontract costs and \$292 of potential termination liabilities to suppliers related to unexercised future lots.

During the year ended December 31, 2022, we increased the reach-forward loss on the KC-46A Tanker program by \$1,374 primarily reflecting higher production and supply chain costs partially driven by labor instability and supply chain disruption, most of which was recorded during the third quarter of 2022. The increase in production costs was primarily driven by factory unit time performance expectations that assume continued production disruption due to labor instability and supply chain disruption. Factory unit time estimates also reflect reduced benefits from prior investments in productivity enablers and higher factory unit time to produce aircraft for the remaining life of the program. The current year losses also reflect increased estimated change incorporation costs for flight test aircraft as well as schedule delays to complete the Remote Vision System. Risk remains that we may record additional losses in future periods.

### **MQ-25**

In the third quarter of 2018, we were awarded the MQ-25 EMD contract by the U.S. Navy. The contract is a fixed-price contract that now includes development and delivery of seven aircraft and test articles at a contract price of \$890. In connection with winning the competition, we recognized a reach-forward loss of \$291 in the third quarter of 2018. During the year ended December 31, 2022, we increased the MQ-25 reach-forward loss by \$579 primarily driven by higher than anticipated costs to manufacture the EMD units reflecting recent performance which is resulting in additional factory resources and increased engineering costs to address design and supplier quality issues. We also increased costs associated with engineering design challenges, additional testing and certification activities, and flight test support. Risk remains that we may record additional losses in future periods.

### **T-7A Red Hawk EMD Contract & Production Options**

In 2018, we were awarded the T-7A Red Hawk program. The EMD portion of the contract is a \$860 fixed-price contract and includes five aircraft and seven simulators. During the year ended December 31, 2022, we recorded earnings charges of \$203 related to the T-7A Red Hawk fixed-price EMD contract, which has a reach-forward loss at December 31, 2022. Current year losses were primarily due to supply chain and hardware qualification issues, as well as schedule delays in achieving Military Flight Release and additional cost growth to resolve technical issues and other engineering design changes identified during 2022. EMD aircraft flight testing is now estimated to start in 2023.

The production portion of the contract includes 11 production lots for aircraft and related services. In 2018, we recorded a loss of \$400 associated with the 11 production lots and associated support options for 346 T-7A Red Hawk aircraft that we believe are probable of being exercised. The first production and support contract option is expected to be exercised in 2024. We increased the estimated reach-forward loss by \$552 during the year ended December 31, 2022 primarily driven by ongoing supply chain negotiations (which are impacted by supply chain constraints and inflationary pressures), and design revisions, as well as an increase in the number of expected units in the initial production lots. Risk remains that we may record additional losses in future periods. At December 31, 2022, we had approximately \$56 of capitalized precontract costs and \$283 of potential termination liabilities to suppliers related to future production lots.

## Commercial Crew

NASA has contracted us to design and build the CST-100 Starliner spacecraft to transport crews to the International Space Station. During the second quarter of 2022 we successfully completed the uncrewed Orbital Flight Test. A crewed flight test is now expected to be completed in 2023. During the year ended December 31, 2022, we increased the reach-forward loss by \$288 primarily reflecting increases to estimated costs related to completing the crewed flight tests and revised schedules for both the crewed flight test and three post certification missions. Most of this increase was recorded in the third quarter of 2022, primarily driven by timing of the three future post certification missions which are now assumed to be completed by 2026 based on NASA's revised launch plans. We had previously assumed that the post certification missions would be completed by 2024. Risk remains that we may record additional losses in future periods. At December 31, 2022, we had approximately \$180 of capitalized precontract costs and \$159 of potential termination liabilities to suppliers related to unauthorized future missions.

### Note 14 – Arrangements with Off-Balance Sheet Risk

We enter into arrangements with off-balance sheet risk in the normal course of business, primarily in the form of guarantees.

The following table provides quantitative data regarding our third party guarantees. The maximum potential payments represent a “worst-case scenario” and do not necessarily reflect amounts that we expect to pay. The carrying amount of liabilities represents the amount included in Accrued liabilities.

	Maximum Potential Payments		Estimated Proceeds from Collateral/ Recourse		Carrying Amount of Liabilities	
December 31,	2022	2021	2022	2021	2022	2021
Contingent repurchase commitments	\$514	\$548	\$514	\$548		
Credit guarantees	45	90		28	\$27	\$24

**Contingent Repurchase Commitments** In conjunction with signing a definitive agreement for the sale of commercial aircraft, we have entered into contingent repurchase commitments with certain customers wherein we agree to repurchase the sold aircraft at a specified price, generally 10 to 15 years after delivery. Our repurchase of the aircraft is contingent upon entering into a mutually acceptable agreement for the sale of additional new aircraft in the future. The commercial aircraft repurchase price specified in contingent repurchase commitments is generally lower than the expected fair value at the specified repurchase date. Estimated proceeds from collateral/recourse in the table above represent the lower of the contracted repurchase price or the expected fair value of each aircraft at the specified repurchase date.

If a future sale agreement is reached and a customer elects to exercise its right under a contingent repurchase commitment, the contingent repurchase commitment becomes a trade-in commitment. Our historical experience is that contingent repurchase commitments infrequently become trade-in commitments.

**Credit Guarantees** We have issued credit guarantees where we are obligated to make payments to a guaranteed party in the event that the original lessee or debtor does not make payments or perform certain specified services. Generally, these guarantees have been extended on behalf of guaranteed parties with less than investment-grade credit and are collateralized by certain assets. Current outstanding credit guarantees expire through 2036.

**Other Indemnifications** In conjunction with our sales of Electron Dynamic Devices, Inc. and Rocketdyne Propulsion and Power businesses and our BCA facilities in Wichita, Kansas and Tulsa and McAlester, Oklahoma, we agreed to indemnify, for an indefinite period, the buyers for costs relating to pre-closing environmental conditions and certain other items. We are unable to assess the potential number of future claims that may be asserted under these indemnifications, nor the amounts thereof (if any). As a result, we cannot estimate the maximum potential amount of future payments under these indemnities and therefore, no liability has been recorded. To the extent that claims have been made under these indemnities and/or are probable and reasonably estimable, liabilities associated with these indemnities are included in the environmental liability disclosure in Note 13.

#### **Note 15 – Debt**

In the third quarter of 2022, we entered into a \$5,800 364-day revolving credit agreement expiring in August 2023, a \$3,000 three-year revolving credit agreement expiring in August 2025, and amended our \$3,200 five-year revolving credit agreement, which expires in October 2024, primarily to incorporate a LIBOR successor rate. The 364-day credit facility has a one-year term out option which allows us to extend the maturity of any borrowings one year beyond the aforementioned expiration date. As of December 31, 2022, we had \$12,000 currently available under credit line agreements. We continue to be in full compliance with all covenants contained in our debt or credit facility agreements.

Interest incurred, including amounts capitalized, was \$2,650, \$2,790 and \$2,280 for the years ended December 31, 2022, 2021 and 2020, respectively. Interest expense recorded by BCC is reflected as Boeing Capital interest expense on our Consolidated Statements of Operations. Total Company interest payments were \$2,572, \$2,583 and \$1,925 for the years ended December 31, 2022, 2021 and 2020, respectively.

Short-term debt and current portion of long-term debt at December 31 consisted of the following:

	2022	2021
Unsecured debt	\$5,103	\$1,155
Finance lease obligations	65	61
Other notes	22	80
Total	\$5,190	\$1,296

Debt at December 31 consisted of the following:

	2022	2021
<b>Unsecured debt</b>		
1.17% - 2.50% due through 2026	\$11,846	12,404
2.60% - 3.20% due through 2030	6,412	7,001
3.25% - 3.90% due through 2059	9,576	9,570
3.95% - 5.15% due through 2059	14,035	13,993
5.71% - 6.63% due through 2060	13,011	13,008
6.88% - 8.75% due through 2043	1,854	1,853
<b>Other debt and notes</b>		
Finance lease obligations due through 2044	206	180
Other notes	61	93
<b>Total debt</b>	<b>\$57,001</b>	<b>\$58,102</b>

Scheduled principal payments for debt and minimum finance lease obligations for the next five years are as follows:

	2023	2024	2025	2026	2027
Debt	\$5,128	\$5,081	\$4,306	\$7,966	\$3,300
Minimum finance lease obligations	\$69	\$52	\$41	\$22	\$5

#### Note 16 – Postretirement Plans

Many of our employees have earned benefits under defined benefit pension plans. The majority of employees that had participated in defined benefit pension plans have transitioned to a company-funded defined contribution retirement savings plan.

We fund our major pension plans through trusts. Pension assets are placed in trust solely for the benefit of the plans' participants and are structured to maintain liquidity that is sufficient to pay benefit obligations as well as to keep pace over the long-term with the growth of obligations for future benefit payments.

We also have other postretirement benefits (OPB) other than pensions which consist principally of health care coverage for eligible retirees and qualifying dependents, and to a lesser extent, life insurance to certain groups of retirees. Retiree health care is provided principally until age 65 for approximately three-fourths of those participants who are eligible for health care coverage. Certain employee groups, including employees covered by most United Auto Workers bargaining agreements, are provided lifetime health care coverage.

The funded status of the plans is measured as the difference between the plan assets at fair value and the projected benefit obligation (PBO). We have recognized the aggregate of all overfunded plans in Other assets and the aggregate of all underfunded plans in either Accrued retiree health care or Accrued pension plan liability, net. The portion of the amount by which the actuarial present value of benefits included in the PBO exceeds the fair value of plan assets, payable in the next 12 months, is reflected in Accrued liabilities.

The components of net periodic benefit (income)/cost were as follows:

	Pension			Other Postretirement Benefits		
Years ended December 31,	2022	2021	2020	2022	2021	2020
Service cost	\$3	\$3	\$3	\$72	\$87	\$89
Interest cost	2,080	1,988	2,455	98	97	130
Expected return on plan assets	(3,789)	(3,848)	(3,756)	(10)	(7)	(9)
Amortization of prior service credits	(81)	(80)	(80)	(35)	(35)	(38)
Recognized net actuarial loss/(gain)	913	1,219	1,032	(111)	(56)	(63)
Settlement/curtailment (gain)/loss	(4)	193	9			(4)
<b>Net periodic benefit (income)/cost</b>	<b>(\$878)</b>	<b>(\$525)</b>	<b>(\$337)</b>	<b>\$14</b>	<b>\$86</b>	<b>\$105</b>
<b>Net periodic benefit cost included in Loss from operations</b>	<b>\$3</b>	<b>\$3</b>	<b>\$3</b>	<b>\$79</b>	<b>\$90</b>	<b>\$91</b>
Net periodic benefit (income)/cost included in Other income, net	(881)	(528)	(340)	(58)	(1)	16
<b>Net periodic benefit (income)/cost included in Loss before income taxes</b>	<b>(\$878)</b>	<b>(\$525)</b>	<b>(\$337)</b>	<b>\$21</b>	<b>\$89</b>	<b>\$107</b>

The following tables show changes in the benefit obligation, plan assets and funded status of both pensions and OPB for the years ended December 31, 2022 and 2021. Benefit obligation balances presented below reflect the PBO for our pension plans and accumulated postretirement benefit obligations (APBO) for our OPB plans.

	Pension		Other Postretirement Benefits	
	2022	2021	2022	2021
<b>Change in benefit obligation</b>				
Beginning balance	\$75,635	\$82,415	\$4,092	\$4,693
Service cost	3	3	72	87
Interest cost	2,080	1,988	98	97
Amendments	1			
Actuarial (gain)/loss	(17,605)	(3,249)	(914)	(401)
Settlement/other		(870)		
Gross benefits paid	(4,971)	(4,653)	(406)	(411)
Subsidies			39	26
Exchange rate adjustment	(26)	1	(3)	1
Ending balance	\$55,117	\$75,635	\$2,978	\$4,092
<b>Change in plan assets</b>				
Beginning balance at fair value	\$67,813	\$68,696	\$172	\$160
Actual return on plan assets	(13,141)	4,477	(27)	21
Company contribution	2	11		
Plan participants' contributions			6	6
Settlement payments		(870)		
Benefits paid	(4,824)	(4,502)	(11)	(15)
Exchange rate adjustment	(25)	1		
Ending balance at fair value	\$49,825	\$67,813	\$140	\$172
<b>Amounts recognized in statement of financial position at December 31 consist of:</b>				
Other assets	\$987	\$1,426	\$21	
Accrued liabilities	(138)	(144)	(356)	(\$392)
Accrued retiree health care			(2,503)	(3,528)
Accrued pension plan liability, net	(6,141)	(9,104)		
Net amount recognized	(\$5,292)	(\$7,822)	(\$2,838)	(\$3,920)

Amounts recognized in Accumulated other comprehensive loss at December 31 were as follows:

	Pension		Other Postretirement Benefits	
	2022	2021	2022	2021
Net actuarial loss/(gain)	\$17,448	\$19,031	(\$1,862)	(\$1,092)
Prior service credits	(1,224)	(1,306)	(41)	(76)
Total recognized in Accumulated other comprehensive loss	\$16,224	\$17,725	(\$1,903)	(\$1,168)



The accumulated benefit obligation (ABO) for all pension plans was \$54,481 and \$74,199 at December 31, 2022 and 2021. Key information for our plans with ABO and PBO in excess of plan assets as of December 31 was as follows:

	2022	2021
Accumulated benefit obligation	<b>\$48,134</b>	\$66,406
Fair value of plan assets	<b>42,491</b>	58,593
	2022	2021
Projected benefit obligation	<b>\$48,770</b>	\$67,841
Fair value of plan assets	<b>42,491</b>	58,593

### Assumptions

The following assumptions, which are the weighted average for all plans, are used to calculate the benefit obligation at December 31 of each year and the net periodic benefit cost for the subsequent year.

December 31,	2022	2021	2020
Discount rate:			
Pension	<b>5.40 %</b>	2.80 %	2.50 %
Other postretirement benefits	<b>5.30 %</b>	2.50 %	2.00 %
Expected return on plan assets	<b>6.00 %</b>	6.30 %	6.50 %
Rate of compensation increase	<b>4.30 %</b>	4.30 %	4.30 %
Interest crediting rates for cash balance plans	<b>5.00 %</b>	5.00 %	5.00 %

The discount rate for each plan is determined based on the plans' expected future benefit payments using a yield curve developed from high quality bonds that are rated as Aa or better by at least half of the four rating agencies utilized as of the measurement date. The yield curve is fitted to yields developed from bonds at various maturity points. Bonds with the ten percent highest and the ten percent lowest yields are omitted. The present value of each plan's benefits is calculated by applying the discount rates to projected benefit cash flows.

The pension fund's expected return on plan assets assumption is derived from a review of actual historical returns achieved by the pension trust and anticipated future long-term performance of individual asset classes. While consideration is given to historical returns, the assumption represents a long-term, prospective return. The expected return on plan assets component of the net periodic benefit cost for the upcoming plan year is determined based on the expected return on plan assets assumption and the market-related value of plan assets (MRVA). Since our adoption of the accounting standard for pensions in 1987, we have determined the MRVA based on a five-year moving average of plan assets. As of December 31, 2022, the MRVA was approximately \$10,131 more than the fair market value of assets.

Assumed health care cost trend rates were as follows:

December 31,	2022	2021	2020
Health care cost trend rate assumed next year	<b>5.50 %</b>	4.50 %	4.50 %
Ultimate trend rate	<b>4.50 %</b>	4.50 %	4.50 %
Year that trend reaches ultimate rate	<b>2028</b>	2021	2021

## Plan Assets

**Investment Strategy** The overall objective of our pension assets is to earn a rate of return over time to satisfy the benefit obligations of the pension plans and to maintain sufficient liquidity to pay benefits and address other cash requirements of the pension fund. Specific investment objectives for our long-term investment strategy include reducing the volatility of pension assets relative to pension liabilities, achieving a competitive total investment return, achieving diversification between and within asset classes and managing other risks. Investment objectives for each asset class are determined based on specific risks and investment opportunities identified.

We periodically update our long-term, strategic asset allocations. We use various analytics to determine the optimal asset mix and consider plan liability characteristics, liquidity characteristics, funding requirements, expected rates of return and the distribution of returns. A key element of our strategy is to de-risk the plan as the funded status of the plan increases. During 2022, the funded status of the plans increased as compared to 2021, and additional assets were reallocated to fixed income. The changes in the asset allocation are reflected in the table below. We identify investment benchmarks to evaluate performance for the asset classes in the strategic asset allocation that are market-based and investable where possible. Actual allocations to each asset class vary from target allocations due to periodic investment strategy changes, market value fluctuations, the length of time it takes to fully implement investment allocation positions, and the timing of benefit payments and contributions. Short-term investments and exchange-traded derivatives are used to rebalance the actual asset allocation to the target asset allocation. The asset allocation is monitored and rebalanced frequently. The actual and target allocations by asset class for the pension assets at December 31 were as follows:

Asset Class	Actual Allocations		Target Allocations	
	2022	2021	2022	2021
Fixed income	63 %	61 %	63 %	63 %
Global equity	14	16	20	20
Private equity	8	8	4	4
Real estate and real assets	8	8	7	7
Hedge funds	7	7	6	6
Total	100 %	100 %	100 %	100 %

Fixed income securities are invested primarily in a diversified portfolio of long duration instruments as well as Emerging Market, Structured, High Yield and Private Debt. Global equity securities are invested in a diversified portfolio of U.S. and non-U.S. companies, across various industries and market capitalizations.

Private equity investment vehicles are primarily limited partnerships (LPs) that mainly invest in U.S. and non-U.S. leveraged buyout, venture capital, growth and special situation strategies. Real estate and real assets include global private investments that may be held through investments in LPs or other fund structures. Real estate includes, but is not limited to, investments in office, retail, apartment and industrial properties. Real assets include, but are not limited to, investments in natural resources (such as energy, farmland and timber), commodities and infrastructure.

Hedge fund investments seek to capitalize on inefficiencies identified across and within different asset classes or markets. Hedge fund strategy types include, but are not limited to, directional, event driven, relative value and long-short.

Investment managers are retained for explicit investment roles specified by contractual investment guidelines. Certain investment managers are authorized to use derivatives, such as equity or bond futures, swaps, options and currency futures or forwards. Derivatives are used to achieve the desired

market exposure of a security or an index, transfer value-added performance between asset classes, achieve the desired currency exposure, adjust portfolio duration or rebalance the total portfolio to the target asset allocation.

As a percentage of total pension assets, derivative net notional amounts were 37.1% and 33.4% for fixed income, including to-be-announced mortgage-backed securities and treasury forwards, and (5.6%) and (5.4%) for global equity and commodities at December 31, 2022 and 2021.

In November 2020, the Company elected to contribute \$3,000 of our common stock to the pension fund. An independent fiduciary was retained to manage and liquidate the stock over time at its discretion. Plan assets included \$1,782 and \$1,883 of our common stock as of December 31, 2022 and 2021.

**Risk Management** In managing the pension assets, we review and manage risk associated with funded status risk, interest rate risk, market risk, counterparty risk, liquidity risk and operational risk. Liability matching and asset class diversification are central to our risk management approach and are integral to the overall investment strategy. Further, asset classes are constructed to achieve diversification by investment strategy, by investment manager, by industry or sector and by holding. Investment manager guidelines for publicly traded assets are specified and are monitored regularly through the custodian. Credit parameters for counterparties have been established for managers permitted to trade over-the-counter derivatives. Valuation is governed through several types of procedures, including reviews of manager valuation policies, custodian valuation processes, pricing vendor practices, pricing reconciliation and periodic, security-specific valuation testing.

**Fair Value Measurements** The following table presents our plan assets using the fair value hierarchy as of December 31, 2022 and 2021. The fair value hierarchy has three levels based on the reliability of the inputs used to determine fair value. Level 1 refers to fair values determined based on quoted prices in active markets for identical assets. Level 2 refers to fair values estimated using significant other observable inputs and Level 3 includes fair values estimated using significant unobservable inputs.

	December 31, 2022				December 31, 2021			
	Total	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3
Fixed income securities:								
Corporate	\$15,095		\$15,025	\$70	\$20,573		\$20,520	\$53
U.S. government and agencies	7,827		7,827		11,285		11,285	
Mortgage backed and asset backed	664		502	162	777		675	102
Municipal	843		811	32	1,064		1,035	29
Sovereign	706		706		1,135		1,126	9
Other	8	\$8			3	\$3		
Derivatives:								
Assets	36		36		62		62	
Liabilities	(87)		(87)		(48)		(48)	
Cash equivalents and other short-term investments	571		571		448		448	
Equity securities:								
U.S. common and preferred stock	2,931	2,931			4,463	4,463		
Non-U.S. common and preferred stock	2,023	2,023			3,345	3,340		5
Boeing company stock	1,782	1,782			1,883	1,883		
Derivatives:								
Assets					1		1	
Liabilities	(1)		(1)		(1)		(1)	
Private equity								
Real estate and real assets:								
Real estate					413	413		
Real assets	362	310	47	5	784	749	35	
Derivatives:								
Assets	1		1		8		8	
Liabilities	(8)		(7)	(1)	(2)		(2)	
<b>Total</b>	<b>\$32,753</b>	<b>\$7,054</b>	<b>\$25,431</b>	<b>\$268</b>	<b>\$46,193</b>	<b>\$10,851</b>	<b>\$35,144</b>	<b>\$198</b>
Fixed income common/collective/pooled funds								
	\$1,511				\$1,712			
Fixed income other	832				747			
Equity common/collective/ pooled funds	2,757				4,561			
Private equity	4,239				5,100			
Real estate and real assets	3,525				3,952			
Hedge funds	3,391				4,717			
Total investments measured at NAV as a practical expedient	\$16,255				\$20,789			
Cash	\$409				\$520			
Receivables	541				454			
Payables	(133)				(143)			
<b>Total</b>	<b>\$49,825</b>				<b>\$67,813</b>			

Fixed income securities are primarily valued upon a market approach, using matrix pricing and considering a security's relationship to other securities for which quoted prices in an active market may be available, or an income approach, converting future cash flows to a single present value amount.

Inputs used in developing fair value estimates include reported trades, broker quotes, benchmark yields and base spreads.

Common/collective/pooled funds are typically common or collective trusts valued at their net asset values (NAVs) that are calculated by the investment manager or sponsor of the fund and have daily or monthly liquidity.

Derivatives included in the table above are over-the-counter and are primarily valued using an income approach with inputs that include benchmark yields, swap curves, cash flow analysis, rating agency data and interdealer broker rates. Exchange-traded derivative positions are reported in accordance with changes in daily variation margin which is settled daily and therefore reflected in the payables and receivables portion of the table.

Cash equivalents and other short-term investments (which are used to pay benefits) are held in a separate account which consists of a commingled fund (with daily liquidity) and separately held short-term securities and cash equivalents. All of the investments in this cash vehicle are valued daily using a market approach with inputs that include quoted market prices for similar instruments. In the event a market price is not available for instruments with an original maturity of one year or less, amortized cost is used as a proxy for fair value. Common and preferred stock equity securities are primarily valued using a market approach based on the quoted market prices of identical instruments.

Private equity and private debt NAV valuations are based on the valuation of the underlying investments, which include inputs such as cost, operating results, discounted future cash flows and market based comparable data. For those investments reported on a one-quarter lagged basis (primarily LPs) we use NAVs, adjusted for subsequent cash flows and significant events.

Real estate and real asset NAVs are based on the valuation of the underlying investments, which include inputs such as cost, discounted future cash flows, independent appraisals and market based comparable data. For those investments reported on a one-quarter lagged basis (primarily LPs), NAVs are adjusted for subsequent cash flows and significant events. Publicly traded infrastructure stocks are valued using a market approach based on quoted market prices of identical instruments. Exchange-traded commodities futures positions are reported in accordance with changes in daily variation margin which is settled daily and therefore reflected in the payables and receivables portion of the table.

Hedge fund NAVs are generally based on the valuation of the underlying investments. This is primarily done by applying a market or income valuation methodology depending on the specific type of security or instrument held.

Investments in private equity, private debt, real estate, real assets and hedge funds are primarily calculated and reported by the General Partner, fund manager or third-party administrator. Additionally, some investments in fixed income and equity are made via commingled vehicles and are valued in a similar fashion. Pension assets invested in commingled and LP structures rely on the NAV of these investments as the practical expedient for the valuations.

The following tables summarize the changes of Level 3 assets, reconciled by asset class, held during the years ended December 31, 2022 and 2021. Transfers into and out of Level 3 are reported at the beginning-of-year values.

	January 1 2022 Balance	Net Realized and Unrealized Gains/(Losses)	Net Purchases, Issuances and Settlements	Net Transfers Into/(Out of) Level 3	December 31 2022 Balance
Fixed income securities:					
Corporate	\$53	(\$19)	\$3	\$33	\$70
Mortgage backed and asset backed	102	(11)	16	55	162
Municipal	29	(14)	9	8	32
Sovereign	9			(9)	
Equity securities:					
Non-U.S. common and preferred stock	5	(45)	(2)	42	
Real assets		(1)	5		4
<b>Total</b>	<b>\$198</b>	<b>(\$90)</b>	<b>\$31</b>	<b>\$129</b>	<b>\$268</b>

	January 1 2021 Balance	Net Realized and Unrealized Gains/(Losses)	Net Purchases, Issuances and Settlements	Net Transfers Into/(Out of) Level 3	December 31 2021 Balance
Fixed income securities:					
Corporate	\$40	(\$1)	\$5	\$9	\$53
U.S. government and agencies	2		(2)		
Mortgage backed and asset backed	120		(17)	(1)	102
Municipal	72		7	(50)	29
Sovereign	2	(8)	15		9
Equity securities:					
Non-U.S. common and preferred stock	2	2	(3)	4	5
Real assets	2			(2)	
<b>Total</b>	<b>\$240</b>	<b>(\$7)</b>	<b>\$5</b>	<b>(\$40)</b>	<b>\$198</b>

For the year ended December 31, 2022, the changes in unrealized gains/(losses) for Level 3 assets still held at December 31, 2022 were (\$16) for corporate fixed income securities, (\$11) for mortgage backed and asset backed fixed income securities, (\$14) for municipal fixed income securities, and (\$1) for real asset securities. For the year ended December 31, 2021, the changes in unrealized gains/(losses) for Level 3 assets still held at December 31, 2021 were (\$1) for mortgage backed and asset backed fixed income securities and (\$8) for sovereign.

**OPB Plan Assets** The majority of OPB plan assets are invested in a balanced index fund which is comprised of approximately 60% equities and 40% debt securities. The index fund is valued using a

market approach based on the quoted market price of an identical instrument (Level 1). The expected rate of return on these assets does not have a material effect on the net periodic benefit cost.

## Cash Flows

**Contributions** Required pension contributions under the Employee Retirement Income Security Act (ERISA), as well as rules governing funding of our non-US pension plans, are not expected to be significant in 2023. During the fourth quarter of 2020, we contributed \$3,000 in common stock to the pension fund. We do not expect to make discretionary contributions to our pension plans in 2023.

**Estimated Future Benefit Payments** The table below reflects the total pension benefits expected to be paid from the plans or from our assets, including both our share of the benefit cost and the participants' share of the cost, which is funded by participant contributions. OPB payments reflect our portion only.

Year(s)	2023	2024	2025	2026	2027	2028-2032
Pensions	\$5,348	\$4,473	\$4,404	\$4,325	\$4,221	\$19,560
Other postretirement benefits:						
Gross benefits paid	381	371	353	334	310	1,176
Subsidies	(11)	(11)	(11)	(12)	(12)	(63)
Net other postretirement benefits	\$370	\$360	\$342	\$322	\$298	\$1,113

## Termination Provisions

Certain of the pension plans provide that, in the event there is a change in control of the Company which is not approved by the Board of Directors and the plans are terminated within five years thereafter, the assets in the plan first will be used to provide the level of retirement benefits required by ERISA, and then any surplus will be used to fund a trust to continue present and future payments under the postretirement medical and life insurance benefits in our group insurance benefit programs.

Should we terminate certain pension plans under conditions in which the plan's assets exceed that plan's obligations, the U.S. government will be entitled to a fair allocation of any of the plan's assets based on plan contributions that were reimbursed under U.S. government contracts.

## Defined Contribution Plans

We provide certain defined contribution plans to all eligible employees. The principal plans are the Company-sponsored 401(k) plans. The expense for these defined contribution plans was \$1,260, \$1,268 and \$1,351 in 2022, 2021 and 2020, respectively.

## Note 17 – Share-Based Compensation and Other Compensation Arrangements

### Share-Based Compensation

Our 2003 Incentive Stock Plan, as amended and restated, permits awards of incentive and non-qualified stock options, stock appreciation rights, restricted stock or units, performance shares, performance restricted stock or units, performance units and other stock and cash-based awards to our employees, officers, directors, consultants, and independent contractors. The aggregate number of shares of our stock authorized for issuance under the plan is 87,000,000.

Shares issued as a result of stock option exercises or conversion of stock unit awards will be funded out of treasury shares, except to the extent there are insufficient treasury shares, in which case new shares will be issued. We believe we currently have adequate treasury shares to satisfy these issuances during 2023.

Share-based plans expense is primarily included in Total costs and expenses and General and administrative expense, as well as a portion allocated to production as inventoried costs. The share-based plans expense and related income tax benefit were as follows:

Years ended December 31,	2022	2021	2020
Restricted stock units and other awards	<b>\$726</b>	\$840	\$243
Income tax benefit (before consideration of valuation allowance)	\$178	\$148	\$53

### Stock Options

Options have been granted to our executive officers that are scheduled to vest and become exercisable three years after the grant date and expire ten years after the grant date. If an executive terminates employment because of retirement, layoff, disability, or death, the executive (or beneficiary) may receive some or all of their stock options depending on certain age and service conditions. The fair values of the stock options granted were estimated using a Monte-Carlo simulation model using the assumptions presented below. The model includes no expected dividend yield.

On February 16, 2022, we granted 348,769 premium-priced stock options to our executive officers as part of our long-term incentive program. These stock options have an exercise price equal to 120% of the fair market value of our stock on the date of grant. If certain performance measures are met, the exercise price is reduced to 110% of the grant date fair market value of our stock.

On February 17, 2021, we granted 342,986 premium-priced stock options to our executive officers as part of our long-term incentive program. These stock options have an exercise price equal to 120% of the fair market value of our stock on the date of grant. During 2021, we also granted 148,322 stock options to certain executives to encourage retention or to award various achievements, of which 40,322 had an exercise price equal to 120% of the fair market value of our stock on the date of grant, and the remaining 108,000 had an exercise price equal to the fair market value on the date of grant. The grant date fair market values of these awards were not significant.

Grant Year	Grant Date	Expected Life	Expected Volatility	Risk Free Interest Rate	Grant Date Fair Value Per Option
2022	2/16/2022	6.8 years	36.6 %	2.0 %	\$83.04
2021	2/17/2021	6.6 years	37.8 %	1.3 %	\$74.63

Options granted through January 2014 had an exercise price equal to the fair market value of our stock on the date of grant and expire 10 years after the date of grant. These stock options vested over a period of three years and were fully vested as of December 31, 2017.



Stock option activity for the year ended December 31, 2022 was as follows:

	Shares	Weighted Average Exercise Price Per Option	Weighted Average Remaining Contractual Life (Years)	Aggregate Intrinsic Value
Number of shares under option:				
Outstanding at beginning of year	1,709,379	\$121.83		
Granted	362,450	259.77		
Exercised	(663,348)	75.85		
Expired	(664)	130.72		
Forfeited	(17,048)	246.21		
Outstanding at end of year	1,390,769	\$178.18	5.0	\$68
Exercisable at end of year	598,983	\$77.22	0.2	\$68

The total intrinsic value of options exercised during the years ended December 31, 2022, 2021 and 2020 was \$75, \$84 and \$90, with a related tax benefit of \$17, \$19 and \$32, respectively. At December 31, 2022, there was \$23 of total unrecognized compensation cost related to options which is expected to be recognized over a weighted average period of 1.9 years. No options vested during the years ended December 31, 2022, 2021 and 2020.

### Restricted Stock Units

In February 2022, 2021 and 2020, we granted to our executives 1,804,541, 980,077 and 325,108 restricted stock units (RSUs) as part of our long-term incentive program with grant date fair values of \$217.48, \$215.70 and 319.04 per unit, respectively. On July 29, 2022, we also granted 2,568,112 RSUs with a grant date fair value of \$157.69 per unit as part of our long-term incentive program, accelerating awards planned for 2023 to retain executives. The RSUs granted under this program will generally vest and settle in common stock (on a one-for-one basis) on the third anniversary of the grant date. If an executive terminates employment because of retirement, layoff, disability, or death, the executive (or beneficiary) may receive some or all of their stock units depending on certain age and service conditions. In all other cases, the RSUs will not vest and all rights to the stock units will terminate. These RSUs are labeled executive long-term incentive program in the table below.

In December 2020, we granted to our employees (excluding executives and certain union-represented employees), a one-time grant of 5,163,425 RSUs with a grant date fair value of \$233.00 per unit. The RSUs granted under this program will vest and settle in common stock (on a one-for-one basis) on the third anniversary of the grant date. If an employee terminates employment because of retirement, layoff, disability or death, the employee (or beneficiary) may receive a proration of stock units based on active employment during the three-year service period. In all other cases, the RSUs will not vest and all rights to the stock units will terminate. These RSUs are labeled employee long-term incentive program in the table below.

In addition to RSUs awarded under our long-term incentive programs, we granted RSUs to certain executives and employees to encourage retention or to reward various achievements. These RSUs are labeled other RSUs in the table below.

The fair values of all RSUs are estimated using the average of the high and low stock prices on the date of grant.

RSU activity for the year ended December 31, 2022 was as follows:

	Executive Long-Term Incentive Program	Employee Long-Term Incentive Program	Other
Number of units:			
Outstanding at beginning of year	2,049,695	4,780,724	698,866
Granted	4,527,189		595,122
Forfeited	(282,488)	(269,380)	(67,441)
Distributed	(176,496)	(137,537)	(267,853)
Outstanding at end of year	6,117,900	4,373,807	958,694
Undistributed vested units	426,652	1,454,414	18,914
Unrecognized compensation cost	\$683	\$240	\$87
Weighted average remaining amortization period (years)	2.1	1.0	2.1

### Performance-Based Restricted Stock Units

Performance-Based Restricted Stock Units (PBRsUs) are stock units that pay out based on the Company's total shareholder return (TSR) as compared to a group of peer companies over a three-year period. The award payout can range from 0% to 200% of the initial PBRsU grant. The PBRsUs granted under this program will vest at the payout amount and settle in common stock (on a one-for-one basis) on the third anniversary of the grant date. If an executive terminates employment because of retirement, layoff, disability or death, the employee (or beneficiary) remains eligible under the award and, if the award is earned, will receive a proration of stock units based on active employment during the three-year service period. In all other cases, the PBRsUs will not vest and all rights to the stock units will terminate.

In February 2020, we granted to our executives 290,202 PBRsUs as part of our long-term incentive program. Compensation expense for the award is recognized over the three-year performance period based upon the grant date fair value. The grant date fair values were estimated using a Monte-Carlo simulation model with the assumptions presented below. The model includes no expected dividend yield.

Grant Year	Grant Date	Performance Period	Expected Volatility	Risk Free Interest Rate	Grant Date Fair Value Per Unit
2020	2/24/2020	3 years	27.0 %	1.2 %	\$357.38

PBRsU activity for the year ended December 31, 2022 was as follows:

	Executive Long-Term Incentive Program
Number of units:	
Outstanding at beginning of year	383,401
Performance based adjustment <sup>(1)</sup>	(162,548)
Forfeited	(10,647)
Outstanding at end of year	210,206
Unrecognized compensation cost	\$4
Weighted average remaining amortization period (years)	0.2

<sup>(1)</sup> Represents adjustment to 0% payout for units granted in 2019.

### Performance Awards

During 2020, we granted Performance Awards to our executives, which are cash units that pay out based on the achievement of long-term financial goals at the end of a three-year period. Each unit had an initial value of \$100 dollars. The Compensation Committee has the discretion to pay these awards in cash, stock or a combination of both after the three-year performance period. As of December 31, 2022 these performance awards have expired with a payout of \$0.

### Deferred Compensation

The Company has deferred compensation plans which permit certain employees and executives to defer a portion of their salary, bonus, certain other incentive awards and retirement contributions. Participants can diversify these amounts among 23 investment funds including a Boeing stock unit account.

Total (income)/expense related to deferred compensation was (\$117), \$126 and \$93 in 2022, 2021 and 2020, respectively. As of December 31, 2022 and 2021, the deferred compensation liability which is being marked to market was \$1,499 and \$1,703.

### Note 18 – Shareholders' Equity

On December 17, 2018, the Board approved a repurchase plan for up to \$20,000 of common stock. In March 2020, the Board of Directors terminated its prior authorization to repurchase shares under this plan.

As of December 31, 2022 and 2021, there were 1,200,000,000 shares of common stock and 20,000,000 shares of preferred stock authorized. No preferred stock has been issued.

### Changes in Share Balances

The following table shows changes in each class of shares:

	Common Stock	Treasury Stock
Balance at January 1, 2020	1,012,261,159	449,352,405
Issued		(19,986,868)
Acquired		575,484
Balance at December 31, 2020	1,012,261,159	429,941,021
Issued		(6,904,556)
Acquired		307,242
Balance at December 31, 2021	1,012,261,159	423,343,707
Issued		(8,877,047)
Acquired		204,723
Balance at December 31, 2022	1,012,261,159	414,671,383

## Accumulated Other Comprehensive Loss

Changes in Accumulated other comprehensive loss (AOCI) by component for the years ended December 31, 2022, 2021 and 2020 were as follows:

	Currency Translation Adjustments	Unrealized Gains and Losses on Certain Investments	Unrealized Gains and Losses on Derivative Instruments	Defined Benefit Pension Plans & Other Postretirement Benefits	Total <sup>(1)</sup>
Balance at January 1, 2020	(\$128)	\$1	(\$84)	(\$15,942)	(\$16,153)
Other comprehensive income/(loss) before reclassifications	98		14	(1,929) <sup>(2)</sup>	(1,817)
Amounts reclassified from AOCI			27	810 <sup>(3)</sup>	837
Net current period Other comprehensive income/(loss)	98		41	(1,119)	(980)
Balance at December 31, 2020	(\$30)	\$1	(\$43)	(\$17,061)	(\$17,133)
Other comprehensive (loss)/income before reclassifications	(75)		55	4,268 <sup>(2)</sup>	4,248
Amounts reclassified from AOCI			(6)	1,232 <sup>(3)</sup>	1,226
Net current period Other comprehensive (loss)/income	(75)		49	5,500	5,474
Balance at December 31, 2021	(\$105)	\$1	\$6	(\$11,561)	(\$11,659)
Other comprehensive (loss)/income before reclassifications	(62)	(1)	(40)	1,529 <sup>(2)</sup>	1,426
Amounts reclassified from AOCI			10 <sup>(4)</sup>	673 <sup>(3)</sup>	683
Net current period Other comprehensive (loss)/income	(62)	(1)	(30)	2,202	2,109
Balance at December 31, 2022	(\$167)		(\$24)	(\$9,359)	(\$9,550)

(1) Net of tax.

(2) Primarily related to remeasurement of assets and benefit obligations related to the Company's pension and other postretirement benefit plans resulting in an actuarial gain/(loss) of \$1,533, \$4,262 and (\$1,956) (net of tax of (\$22), (\$32) and \$111) for the years ended December 31, 2022, 2021 and 2020. See Note 16.

(3) Primarily related to amortization of actuarial losses for the years ended December 31, 2022, 2021 and 2020 totaling \$791, \$1,155 and \$917 (net of tax of (\$11), (\$8) and (\$52)), respectively. These are included in the net periodic pension cost. See Note 16.

(4) Included losses of \$39 (net of tax of (\$11)) from cash flow hedges reclassified to Other income, net because the forecasted transactions are probable of not occurring.

## Note 19 – Derivative Financial Instruments

### Cash Flow Hedges

Our cash flow hedges include foreign currency forward contracts, commodity swaps and commodity purchase contracts. We use foreign currency forward contracts to manage currency risk associated with certain transactions, specifically forecasted sales and purchases made in foreign currencies. Our foreign currency contracts hedge forecasted transactions through 2031. We use commodity derivatives, such as fixed-price purchase commitments and swaps to hedge against potentially unfavorable price changes for commodities used in production. Our commodity contracts hedge forecasted transactions through 2029.

### Derivative Instruments Not Receiving Hedge Accounting Treatment

We have entered into agreements to purchase and sell aluminum to address long-term strategic sourcing objectives and non-U.S. business requirements. These agreements are derivative instruments for accounting purposes. The quantities of aluminum in these agreements offset and are priced at prevailing market prices. We also hold certain foreign currency forward contracts and commodity swaps which do not qualify for hedge accounting treatment.

### Notional Amounts and Fair Values

The notional amounts and fair values of derivative instruments in the Consolidated Statements of Financial Position as of December 31 were as follows:

	Notional amounts <sup>(1)</sup>		Other assets		Accrued liabilities	
	2022	2021	2022	2021	2022	2021
Derivatives designated as hedging instruments:						
Foreign exchange contracts	\$2,815	\$2,630	\$23	\$30	(\$122)	(\$52)
Commodity contracts	602	500	115	88	(9)	(18)
Derivatives not receiving hedge accounting treatment:						
Foreign exchange contracts	462	361	5	2	(42)	(3)
Commodity contracts	412	760	2	8	(1)	(7)
Total derivatives	\$4,291	\$4,251	145	128	(174)	(80)
Netting arrangements			(33)	(30)	33	30
Net recorded balance			\$112	\$98	(\$141)	(\$50)

(1) Notional amounts represent the gross contract/notional amount of the derivatives outstanding.

Gains/(losses) associated with our hedging transactions and forward points recognized in Other comprehensive income are presented in the following table:

Years ended December 31,	2022	2021
Recognized in Other comprehensive income, net of taxes:		
Foreign exchange contracts	(\$118)	(\$47)
Commodity contracts	78	102

Gains/(losses) associated with our hedging transactions and forward points reclassified from AOCI to earnings are presented in the following table:

Years ended December 31,	2022	2021
Foreign exchange contracts		
Revenues	\$1	
Costs and expenses	7	\$13
General and administrative	(12)	8
Commodity contracts		
Costs and expenses	\$31	(\$18)
General and administrative expense	10	5

Losses from cash flow hedges reclassified from AOCI to Other income, net because it is probable the forecasted transactions will not occur were \$50 and \$0 for the years ended December 31, 2022 and 2021. Gains/(losses) related to undesignated derivatives on foreign exchange and commodity cash flow hedging transactions recognized in Other income, net were insignificant for the years ended December 31, 2022 and 2021.

Based on our portfolio of cash flow hedges, we expect to reclassify gains of \$14 (pre-tax) out of Accumulated other comprehensive loss into earnings during the next 12 months.

We have derivative instruments with credit-risk-related contingent features. If we default on our five-year credit facility, our derivative counterparties could require settlement for foreign exchange and certain commodity contracts with original maturities of at least five years. The fair value of those contracts in a net liability position at December 31, 2022 was \$33. For other particular commodity contracts, our counterparties could require collateral posted in an amount determined by our credit ratings. At December 31, 2022, there was no collateral posted related to our derivatives.

## Note 20 – Fair Value Measurements

The fair value hierarchy has three levels based on the reliability of the inputs used to determine fair value. Level 1 refers to fair values determined based on quoted prices in active markets for identical assets. Level 2 refers to fair values estimated using significant other observable inputs, and Level 3 includes fair values estimated using significant unobservable inputs. The following table presents our assets and liabilities that are measured at fair value on a recurring basis and are categorized using the fair value hierarchy.

	December 31, 2022			December 31, 2021		
	Total	Level 1	Level 2	Total	Level 1	Level 2
<b>Assets</b>						
Money market funds	\$1,797	\$1,797		\$1,370	\$1,370	
Available-for-sale debt investments:						
Commercial paper	256		\$256	225		\$225
Corporate notes	195		195	262		262
U.S. government agencies	47		47	1		1
Other equity investments	10	10		20	20	
Derivatives	112		112	98		98
<b>Total assets</b>	<b>\$2,417</b>	<b>\$1,807</b>	<b>\$610</b>	<b>\$1,976</b>	<b>\$1,390</b>	<b>\$586</b>
<b>Liabilities</b>						
Derivatives	(\$141)		(\$141)	(\$50)		(\$50)
<b>Total liabilities</b>	<b>(\$141)</b>		<b>(\$141)</b>	<b>(\$50)</b>		<b>(\$50)</b>

Money market funds, available-for-sale debt investments and equity securities are valued using a market approach based on the quoted market prices or broker/dealer quotes of identical or comparable instruments.

Derivatives include foreign currency and commodity contracts. Our foreign currency forward contracts are valued using an income approach based on the present value of the forward rate less the contract rate multiplied by the notional amount. Commodity derivatives are valued using an income approach based on the present value of the commodity index prices less the contract rate multiplied by the notional amount.

Certain assets have been measured at fair value on a nonrecurring basis. The following table presents the nonrecurring losses recognized for the years ended December 31 due to long-lived asset impairment, and the fair value and asset classification of the related assets as of the impairment date:

2022				2021			
	Total	Level 2	Level 3	Total Losses	Total	Level 2	Level 3 Total Losses
Investments				(\$31)			(\$8)
Customer financing assets	\$47		\$47	(7)	\$110		\$110 (31)
Property, plant and equipment				(19)	9		9 (50)
Other Assets and Acquired intangible assets	15		15	(55)	1		1 (9)
Total	\$62		\$62	(\$112)	\$120		\$120 (\$98)

Level 3 Investments, Property, plant and equipment, Other assets and Acquired intangible assets were primarily valued using an income approach based on the discounted cash flows associated with the underlying assets. Level 2 Property, plant and equipment were valued based on a third party valuation using a combination of income and market approaches that considered estimates of net operating income, capitalization rates and adjusted for as-is condition. The fair value of the impaired customer financing assets includes operating lease equipment and investments in sales type-leases/finance leases and is derived by calculating a median collateral value from a consistent group of third party aircraft value publications. The values provided by the third party aircraft publications are derived from their knowledge of market trades and other market factors. Management reviews the publications quarterly to assess the continued appropriateness and consistency with market trends. Under certain circumstances, we adjust values based on the attributes and condition of the specific aircraft or equipment, usually when the features or use of the aircraft vary significantly from the more generic aircraft attributes covered by third party publications, or on the expected net sales price for the aircraft.

For Level 3 assets that were measured at fair value on a nonrecurring basis during the year ended December 31, 2022, the following table presents the fair value of those assets as of the measurement date, valuation techniques and related unobservable inputs of those assets.

	Fair Value	Valuation Technique(s)	Unobservable Input	Range Median or Average
Customer financing assets	\$47	Market approach	Aircraft value publications Aircraft condition adjustments	\$40 - \$51 <sup>(1)</sup> Median \$46 (\$4) - \$5 <sup>(2)</sup> Net \$1

<sup>(1)</sup> The range represents the sum of the highest and lowest values for all aircraft subject to fair value measurement, according to the third party aircraft valuation publications that we use in our valuation process.

<sup>(2)</sup> The negative amount represents the sum, for all aircraft subject to fair value measurement, of all downward adjustments based on consideration of individual aircraft attributes and condition. The positive amount represents the sum of all such upward adjustments.

## Fair Value Disclosures

The fair values and related carrying values of financial instruments that are not required to be remeasured at fair value on the Consolidated Statements of Financial Position at December 31 were as follows:

December 31, 2022					
	Carrying Amount	Total Fair Value	Level 1	Level 2	Level 3
<b>Assets</b>					
Notes receivable, net	\$385	\$403		\$403	
<b>Liabilities</b>					
Debt, excluding finance lease obligations	(56,794)	(52,856)		(52,856)	
December 31, 2021					
	Carrying Amount	Total Fair Value	Level 1	Level 2	Level 3
<b>Assets</b>					
Notes receivable, net	\$412	\$485		\$485	
<b>Liabilities</b>					
Debt, excluding finance lease obligations	(57,921)	(65,724)		(65,724)	

The fair values of notes receivable are estimated with discounted cash flow analysis using interest rates currently offered on loans with similar terms to borrowers of similar credit quality. The fair value of our debt that is traded in the secondary market is classified as Level 2 and is based on current market yields. For our debt that is not traded in the secondary market, the fair value is classified as Level 2 and is based on our indicative borrowing cost derived from dealer quotes or discounted cash flows. The fair values of our debt classified as Level 3 are based on discounted cash flow models using the implied yield from similar securities. With regard to other financial instruments with off-balance sheet risk, it is not practicable to estimate the fair value of our indemnifications and financing commitments because the amount and timing of those arrangements are uncertain. Items not included in the above disclosures include cash, restricted cash, time deposits and other deposits, commercial paper, money market funds, Accounts receivable, Unbilled receivables, Other current assets, Accounts payable and long-term payables. The carrying values of those items, as reflected in the Consolidated Statements of Financial Position, approximate their fair value at December 31, 2022 and 2021. The fair value of assets and liabilities whose carrying value approximates fair value is determined using Level 2 inputs, with the exception of cash (Level 1).

## Note 21 – Legal Proceedings

Various legal proceedings, claims and investigations related to products, contracts, employment and other matters are pending against us.

In addition, we are subject to various U.S. government inquiries and investigations from which civil, criminal or administrative proceedings could result or have resulted in the past. Such proceedings involve or could involve claims by the government for fines, penalties, compensatory and treble damages, restitution and/or forfeitures. Under government regulations, a company, or one or more of its operating divisions or subdivisions, can also be suspended or debarred from government contracts, or lose its export privileges, based on the results of investigations. Except as described below, we believe,



based upon current information, that the outcome of any such legal proceeding, claim, or government dispute and investigation will not have a material effect on our financial position, results of operations or cash flows. Where it is reasonably possible that we will incur losses in excess of recorded amounts in connection with any of the matters set forth below, we will disclose either the amount or range of reasonably possible losses in excess of such amounts or, where no such amount or range can be reasonably estimated, the reasons why no such estimate can be made.

Multiple legal actions have been filed against us as a result of the October 29, 2018 accident of Lion Air Flight 610 and the March 10, 2019 accident of Ethiopian Airlines Flight 302. During 2021, we entered into (i) a Deferred Prosecution Agreement with the U.S. Department of Justice that resolved the Department of Justice's previously disclosed investigation into us regarding the evaluation of the 737 MAX by the Federal Aviation Administration (FAA) as well as (ii) a proposed settlement with plaintiffs in a shareholder derivative lawsuit that resulted in the Company receiving \$219 in the second quarter of 2022. In September 2022, we settled a previously disclosed investigation by the Securities and Exchange Commission related to the 737 MAX accidents and consented to a civil penalty, which resulted in an earnings charge of \$200 that was paid in October 2022. We cannot reasonably estimate a range of loss, if any, not covered by available insurance that we may incur as a result of any remaining pending lawsuits or other matters related to the accidents and the 737 MAX.

During 2019, we entered into agreements with Embraer S.A. (Embraer) to establish joint ventures that included the commercial aircraft and services operations of Embraer, of which we were expected to acquire an 80 percent ownership stake for \$4,200, as well as a joint venture to promote and develop new markets for the C-390 Millennium. In 2020, we exercised our contractual right to terminate these agreements based on Embraer's failure to meet certain required closing conditions. Embraer has disputed our right to terminate the agreements, and the dispute is currently in arbitration. We cannot reasonably estimate a range of loss, if any, that may result from the arbitration, which we currently expect to be completed in late 2023 or early 2024.

## **Note 22 – Segment and Revenue Information**

Our primary profitability measurements to review a segment's operating results are Earnings/(loss) from operations and operating margins. We operate in four reportable segments: BCA, BDS, BGS and BCC. All other activities fall within Unallocated items, eliminations and other. See page 58 for the Summary of Business Segment Data, which is an integral part of this note.

BCA develops, produces and markets commercial jet aircraft principally to the commercial airline industry worldwide. Revenue on commercial aircraft contracts is recognized at the point in time when an aircraft is completed and accepted by the customer.

BDS engages in the research, development, production and modification of the following products and related services: manned and unmanned military aircraft and weapons systems, surveillance and engagement, strategic defense and intelligence systems, satellite systems and space exploration. BDS revenue is generally recognized over the contract term (over time) as costs are incurred.

BGS provides parts, maintenance, modifications, logistics support, training, data analytics and information-based services to commercial and government customers worldwide. BGS segment revenue and costs include certain products and services provided to other segments. Revenue on commercial spare parts contracts is recognized at the point in time when a spare part is delivered to the customer. Revenue on other contracts is generally recognized over the contract term (over time) as costs are incurred.

BCC facilitates, arranges, structures and provides selective financing solutions for our customers.

While our principal operations are in the United States, Canada and Australia, some key suppliers and subcontractors are located in Europe and Japan. Revenues, including foreign military sales, are reported by customer location and consisted of the following:

Years ended December 31,	2022	2021	2020
Asia	<b>\$8,393</b>	\$5,845	\$5,931
Europe	<b>7,916</b>	8,967	7,961
Middle East	<b>5,047</b>	4,653	5,308
Canada	<b>1,612</b>	969	1,302
Oceania	<b>1,576</b>	1,147	832
Africa	<b>418</b>	239	114
Latin America, Caribbean and other	<b>2,412</b>	1,376	229
Total non-U.S. revenues	<b>27,374</b>	23,196	21,677
United States	<b>39,218</b>	39,076	36,979
Estimated potential concessions and other considerations to 737 MAX customers	<b>16</b>	14	(498)
Total revenues	<b>\$66,608</b>	\$62,286	\$58,158

Revenues from the U.S. government (including foreign military sales through the U.S. government), primarily recorded at BDS and BGS, represented 40%, 49% and 51% of consolidated revenues for 2022, 2021 and 2020, respectively. Approximately 4% of operating assets were located outside the United States as of December 31, 2022 and 2021.

The following tables present BCA, BDS and BGS revenues from contracts with customers disaggregated in a number of ways, such as geographic location, contract type and the method of revenue recognition. We believe these best depict how the nature, amount, timing and uncertainty of our revenues and cash flows are affected by economic factors.

BCA revenues by customer location consisted of the following:

Years ended December 31,	2022	2021	2020
Revenue from contracts with customers:			
Asia	\$4,484	\$2,792	\$2,679
Europe	4,038	4,334	3,872
Middle East	2,003	1,098	1,647
Other non-U.S.	3,042	1,681	513
Total non-U.S. revenues	13,567	9,905	8,711
United States	12,167	9,472	7,899
Estimated potential concessions and other considerations to 737 MAX customers	16	14	(498)
Total revenues from contracts with customers	25,750	19,391	16,112
Intersegment revenues, eliminated on consolidation	117	102	50
Total segment revenues	\$25,867	\$19,493	\$16,162
Revenue recognized on fixed-price contracts	100 %	100 %	100 %
Revenue recognized at a point in time	100 %	100 %	100 %

BDS revenues on contracts with customers, based on the customer's location, consisted of the following:

Years ended December 31,	2022	2021	2020
Revenue from contracts with customers:			
U.S. customers	\$17,144	\$19,869	\$19,662
Non-U.S. customers <sup>(1)</sup>	6,018	6,671	6,595
Total segment revenue from contracts with customers	\$23,162	\$26,540	\$26,257
Revenue recognized over time	99 %	99 %	98 %
Revenue recognized on fixed-price contracts	60 %	68 %	69 %
Revenue from the U.S. government <sup>(1)</sup>	89 %	89 %	89 %

<sup>(1)</sup> Includes revenues earned from foreign military sales through the U.S. government.

BGS revenues consisted of the following:

Years ended December 31,	2022	2021	2020
Revenue from contracts with customers:			
Commercial	\$9,560	\$7,527	\$6,936
Government	7,681	8,553	8,368
Total revenues from contracts with customers	17,241	16,080	15,304
Intersegment revenues eliminated on consolidation	370	248	239
Total segment revenues	\$17,611	\$16,328	\$15,543
Revenue recognized at a point in time	50 %	45 %	47 %
Revenue recognized on fixed-price contracts	88 %	86 %	87 %
Revenue from the U.S. government <sup>(1)</sup>	33 %	40 %	41 %

<sup>(1)</sup> Includes revenues earned from foreign military sales through the U.S. government.

### Earnings in Equity Method Investments

For the year ended December 31, 2022, our share of income from equity method investments was \$56, primarily driven by investments held in Unallocated items, eliminations and other. For the years ended December 31, 2021 and 2020, our share of income from equity method investments was \$40 and \$86, primarily in our BDS segment.

### Backlog

Our total backlog includes contracts that we and our customers are committed to perform. The value in backlog represents the estimated transaction prices on performance obligations to our customers for which work remains to be performed. Backlog is converted into revenue, primarily based on the cost incurred or at delivery and acceptance of products, depending on the applicable revenue recognition model.

Our backlog at December 31, 2022 was \$404,381. We expect approximately 17% to be converted to revenue through 2023 and approximately 71% through 2026, with the remainder thereafter. There is significant uncertainty regarding the timing of when backlog will convert into revenue due to timing of 787 deliveries from inventory, timing of 737 MAX delivery resumption in China, timing of entry into service of the 777X, 737-7 and/or 737-10, and the lingering effects of the COVID-19 pandemic.

### Unallocated Items, Eliminations and other

Unallocated items, eliminations and other include common internal services that support Boeing's global business operations, intercompany guarantees provided to BCC and eliminations of certain sales between segments. Such sales include aircraft sold to our BCC segment that are leased by BCC to customers and considered transferred to the BCC segment. We generally allocate costs to business segments based on the U.S. federal cost accounting standards. Components of Unallocated items, eliminations and other (expense)/income are shown in the following table.

Years ended December 31,	2022	2021	2020
Share-based plans	<b>(\$114)</b>	(\$174)	(\$120)
Deferred compensation	<b>117</b>	(126)	(93)
Amortization of previously capitalized interest	<b>(95)</b>	(107)	(95)
Research and development expense, net	<b>(278)</b>	(184)	(240)
Eliminations and other unallocated items	<b>(1,162)</b>	(676)	(1,807)
Unallocated items, eliminations and other	<b>(\$1,532)</b>	(\$1,267)	(\$2,355)
Pension FAS/CAS service cost adjustment	<b>\$849</b>	\$882	\$1,024
Postretirement FAS/CAS service cost adjustment	<b>294</b>	291	359
FAS/CAS service cost adjustment	<b>\$1,143</b>	\$1,173	\$1,383

### Pension and Other Postretirement Benefit Expense

Pension costs, comprising GAAP service and prior service costs, are allocated to BCA and the commercial operations at BGS. Pension costs are allocated to BDS and BGS businesses supporting government customers using U.S. Government Cost Accounting Standards (CAS), which employ different actuarial assumptions and accounting conventions than GAAP. These costs are allocable to government contracts. Other postretirement benefit costs are allocated to business segments based on CAS, which is generally based on benefits paid. FAS/CAS service cost adjustment represents the difference between the Financial Accounting Standards (FAS) pension and postretirement service costs calculated under GAAP and costs allocated to the business segments. Non-operating pension and postretirement expenses represent the components of net periodic benefit costs other than service cost. These expenses are included in Other income, net.

## Assets

Segment assets are summarized in the table below.

December 31,	2022	2021
Commercial Airplanes	\$75,212	\$75,863
Defense, Space & Security	14,426	14,974
Global Services	16,149	16,397
Boeing Capital	1,510	1,735
Unallocated items, eliminations and other	29,803	29,583
Total	\$137,100	\$138,552

Assets included in Unallocated items, eliminations and other primarily consist of Cash and cash equivalents, Short-term and other investments, tax assets, capitalized interest, and assets managed centrally on behalf of the four principal business segments and intercompany eliminations.

## Capital Expenditures

Years ended December 31,	2022	2021	2020
Commercial Airplanes	\$218	\$177	\$322
Defense, Space & Security	202	199	172
Global Services	130	94	127
Unallocated items, eliminations and other	672	510	682
Total	\$1,222	\$980	\$1,303

Capital expenditures for Unallocated items, eliminations and other relate primarily to assets managed centrally on behalf of the four principal business segments.

## Depreciation and Amortization

Years ended December 31,	2022	2021	2020
Commercial Airplanes	\$508	\$535	\$559
Defense, Space & Security	238	233	251
Global Services	346	414	408
Boeing Capital Corporation	46	59	66
Centrally Managed Assets <sup>(1)</sup>	841	903	962
Total	\$1,979	\$2,144	\$2,246

<sup>(1)</sup> Amounts shown in the table represent depreciation and amortization expense recorded by the individual business segments. Depreciation and amortization for centrally managed assets are included in segment operating earnings based on usage and occupancy. In 2022, \$643 was included in the primary business segments, of which \$360, \$230 and \$53 was included in BCA, BDS and BGS, respectively. In 2021, \$668 was included in the primary business segments, of which \$386, \$222 and \$60 was included in BCA, BDS and BGS, respectively. In 2020, \$689 was included in the primary business segments, of which \$397, \$236 and \$56 was included in BCA, BDS and BGS, respectively.

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the shareholders and the Board of Directors of The Boeing Company

### Opinion on the Financial Statements

We have audited the accompanying consolidated statements of financial position of The Boeing Company and subsidiaries (the "Company") as of December 31, 2022 and 2021, the related consolidated statements of operations, comprehensive income, equity, and cash flows, for each of the three years in the period ended December 31, 2022, and the related notes (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2022 and 2021, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2022, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2022, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated January 27, 2023, expressed an unqualified opinion on the Company's internal control over financial reporting.

### Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

### Critical Audit Matters

The critical audit matters communicated below are matters arising from the current-period audit of the financial statements that were communicated or required to be communicated to the audit committee and that (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

## **Cost Estimates for Fixed-Price Development Contracts — Refer to Notes 1 and 13 to the financial statements**

### *Critical Audit Matter Description*

As more fully described in Notes 1 and 13 to the consolidated financial statements, the Company recognizes revenue over time for long-term contracts as goods are produced or services are rendered. The Company uses costs incurred as the method for determining progress, and revenue is recognized based on costs incurred to date plus an estimate of margin at completion. The process of estimating margin at completion involves estimating the costs to complete production of goods or rendering of services and comparing those costs to the estimated final revenue amount. Margins on fixed-price development contracts are inherently uncertain in that revenue is fixed while the estimates of costs required to complete these contracts are subject to significant variability. The operational and technical complexities of fixed-price development contracts create financial risk, which could increase the estimates of costs and result in lower margins or material reach-forward losses. The ongoing effects of macroeconomic challenges, including supply chain disruption, labor shortages, and inflationary pressures compound these complexities and related financial risks.

Given the complexities of certain of the Company's fixed-price development contracts, including the KC-46A Tanker, Commercial Crew, United States Air Force VC-25B Presidential Aircraft, T-7A Redhawk, and MQ-25 contracts, the limited amount of historical data available in certain instances and significant judgments necessary to estimate future costs at completion, auditing these estimates involved extensive audit effort, a high degree of auditor judgment, and required audit professionals with specialized industry experience.

### *How the Critical Audit Matter Was Addressed in the Audit*

Our audit procedures related to the cost estimates for the KC-46A Tanker, Commercial Crew, United States Air Force VC-25B Presidential Aircraft, T-7A Redhawk, and MQ-25 fixed-price development contracts included the following, among others:

- We evaluated the appropriateness and consistency of management's methods used in developing its estimates.
- We evaluated the reasonableness of judgments made and significant assumptions used by management relating to key cost and schedule estimates, including the effects of supply chain disruptions, labor shortages, and inflationary pressures. We also evaluated the ranges and probabilities of reasonably possible outcomes, and where management set its point estimate within the range.
- We evaluated the appropriateness of the timing of changes to key estimates, including evaluating the timeline of key events and knowledge points that led to management's determination that a change in estimate was necessary.
- We inquired of project managers, engineers, supply chain leadership, and others directly involved with the execution of contracts to evaluate management's ability to achieve the key cost and schedule estimates, as well as evaluate project status and challenges which may affect total estimated costs to complete.
- We observed the project work site when key estimates related to tangible or physical progress of the project.
- We tested the accuracy and completeness of the key data used in developing estimates. We



developed independent expectations of reasonable outcomes using, in part, the program's data and compared our expectations to management's estimates.

- We performed retrospective reviews when evaluating the thoroughness and precision of management's estimation process and effectiveness of the related internal controls by comparing actual outcomes to previous estimates and the related financial statement impact, and evaluating key judgments made by management when determining the timing of changes to key estimates.
- We tested the effectiveness of internal controls including, those over the review of significant judgments made and assumptions used to develop key estimates, key data used in developing the estimates and the mathematical extrapolation of such data.

**Program Accounting Estimates for the 777X Program — Refer to Notes 1, 7, and 22 to the financial statements**

*Critical Audit Matter Description*

The introduction of new aircraft programs involves increased risk associated with meeting development, certification and production schedules. The Company uses program accounting to compute cost of sales and margin for each commercial airplane sold. The use of program accounting requires estimating and demonstrating customer demand for the number of units included in the program (program accounting quantity) and estimating the sales and costs over the expected life of each program. In particular, estimating the sales and costs associated with the initial program accounting quantity and the unsold units within the program accounting quantity involve measurement uncertainty resulting in a range of reasonable outcomes. Additionally, the level of effort to meet regulatory requirements and achieve certification may be challenging to predict, including potential delays in the timing of entry into service and corresponding increases in estimated costs. Changes to the revenue and cost estimates related to the program accounting quantity or regulatory requirements to achieve certification could occur, resulting in lower margins or material reach-forward losses. Auditing the estimated revenues and costs for the 777X program involved extensive audit effort, a high degree of auditor judgment, and required audit professionals with specialized industry experience.

*How the Critical Audit Matter Was Addressed in the Audit*

Our audit procedures related to the estimated revenues and costs for the anticipated 777X initial program accounting quantity included the following, among others:

- We inquired of management, including individuals responsible for sales and pricing, to evaluate the status of current sales campaigns, short and long-term market demand, and status of negotiations with individual customers.
- We compared management's estimate of market demand to external industry sources of expected demand.
- We evaluated management's ability to estimate program revenue by comparison to historical estimates and actual results on other commercial programs.
- We evaluated the consistency of management's methods and the appropriateness of significant assumptions used in developing its revenue estimates related to the initial program accounting quantity and unsold units within the program accounting quantity.
- We evaluated the appropriateness and consistency of management's methods used in developing its cost estimates.

- We inquired of those directly involved with the certification of the aircraft to evaluate the challenges and timeline to achieve certification, which may affect total estimated costs.
- We evaluated communications with regulatory bodies for information contradictory with management's certification timeline assumptions.
- We tested the effectiveness of internal controls, including those over the review of significant judgments made and assumptions used to develop key estimates, key data used in developing the estimates and the mathematical extrapolation of such data.

**Program Accounting Revenue Estimates for the 787 Program — Refer to Notes 1, 7, and 22 to the financial statements**

*Critical Audit Matter Description*

Production quality issues and supply chain disruption for the 787 program have resulted in increased risk associated with forecasted revenue estimates primarily due to the difficulty in assessing the value of consideration expected to be provided to customers as a result of delivery delays. The Company uses program accounting to compute cost of sales and margin for each commercial airplane sold. The use of program accounting requires estimating the revenue expected to be earned upon delivery of the aircraft included in the program's accounting quantity. While the 787 program resumed deliveries in 2022, the forecasted delivery schedule and the value of the consideration expected to be provided to customers for delivery delays continue to be key factors that affect estimated revenue. There is estimation uncertainty related to the revenue forecasts of aircraft which have reached or are expected to reach a delivery delay period that provides the customer with a contractual termination right. Changes to the expected delivery schedule could result in additional consideration to customers. This could result in lower margins or material reach-forward losses. Auditing the estimated revenues for the 787 program involved extensive audit effort, a high degree of auditor judgment, and required professionals with specialized industry experience.

*How the Critical Audit Matter Was Addressed in the Audit*

Our audit procedures related to the estimated revenues for the 787 program included the following, among others:

- We inquired of management, including operational and supply chain leadership, to assess the assumptions related to the supply chain disruption impacts on the delivery schedule and the estimated timeline for completion of rework.
- We evaluated the appropriateness and consistency of management's method used in developing the delivery schedule assumptions, including the impact of production quality issues and supply chain disruption.
- We inquired of management, including individuals responsible for sales and pricing, to evaluate the status of current contracts with customers and estimated consideration to be provided to customers.
- We evaluated the consistency of management's methods and the appropriateness of significant assumptions used in developing its estimates related to forecasted revenue for aircraft which have or are expected to have delivery delays.
- We tested the effectiveness of internal controls, including those over the review of significant judgments made and assumptions used to develop key estimates, key data used in developing the estimates and the mathematical extrapolation of such data.

/s/ Deloitte & Touche LLP

Chicago, Illinois  
January 27, 2023

We have served as the Company's auditor since at least 1934; however, an earlier year could not be reliably determined.

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the shareholders and the Board of Directors of The Boeing Company

### Opinion on Internal Control over Financial Reporting

We have audited the internal control over financial reporting of The Boeing Company and subsidiaries (the “Company”) as of December 31, 2022, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2022, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by COSO.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated financial statements as of and for the year ended December 31, 2022 of the Company, and our report dated January 27, 2023 expressed an unqualified opinion on those financial statements.

### Basis for Opinion

The Company’s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management’s Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company’s internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

### Definition and Limitations of Internal Control over Financial Reporting

A company’s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Deloitte & Touche LLP

Chicago, Illinois

January 27, 2023

**Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure**

None.

**Item 9A. Controls and Procedures**

(a) Evaluation of Disclosure Controls and Procedures.

Our Chief Executive Officer and Chief Financial Officer have evaluated our disclosure controls and procedures as of December 31, 2022 and have concluded that these disclosure controls and procedures are effective to ensure that information required to be disclosed by us in the reports that we file or submit under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms and is accumulated and communicated to our management, including the Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

(b) Management's Report on Internal Control Over Financial Reporting.

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rules 13a-15(f). Our management conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this evaluation under the framework in Internal Control – Integrated Framework, our management concluded that our internal control over financial reporting was effective as of December 31, 2022.

Our internal control over financial reporting as of December 31, 2022, has been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their report which is included in Item 8 of this report and is incorporated by reference herein.

(c) Changes in Internal Controls Over Financial Reporting.

There were no changes in our internal control over financial reporting that occurred during the fourth quarter of 2022 that have materially affected or are reasonably likely to materially affect our internal control over financial reporting.

**Item 9B. Other Information**

None.

**Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections**

None.

**Part III****Item 10. Directors, Executive Officers and Corporate Governance**

Our executive officers and their ages as of January 27, 2023, are as follows:

Name	Age	Principal Occupation or Employment/Other Business Affiliations
Bertrand-Marc Allen	49	Chief Strategy Officer and Senior Vice President, Strategy and Corporate Development since October 2020. Mr. Allen previously served as Senior Vice President and President, Embraer Partnership and Group Operations from April 2019 to October 2020; Senior Vice President and President, Boeing International from February 2015 to April 2019; President of Boeing Capital Corporation from March 2014 to February 2015; Corporate Vice President, Boeing International and Chairman and President of Boeing (China) Co., Ltd. from March 2011 to March 2014; and Vice President, Global Law Affairs from May 2007 to March 2011. Mr. Allen serves on the board of directors of Procter & Gamble Co.
Brian R. Besanceney	50	Chief Communications Officer and Senior Vice President, Communications since August 2022. Prior to joining Boeing, Mr. Besanceney served as Senior Vice President and Chief Communications Officer for Walmart Inc. from April 2016 to August 2022. Prior to that he held executive-level positions for The Walt Disney Company including Senior Vice President of Public Affairs from 2010 to 2016 and Vice President of Public Affairs and Business Development for Disney's Parks and Resorts division from 2009 to 2010.
David L. Calhoun	65	President and Chief Executive Officer since January 2020 and a member of the Board of Directors since June 2009. Previously, Mr. Calhoun served as Senior Managing Director & Head of Private Equity Portfolio Operations at The Blackstone Group from January 2014 to January 2020. Prior to that, Mr. Calhoun served as Chairman of the Board of Nielsen Holdings plc from January 2014 to January 2016, as Chief Executive Officer of Nielsen Holdings plc from May 2010 to January 2014, and as Chairman of the Executive Board and Chief Executive Officer of The Nielsen Company B.V. from August 2006 to January 2014. Prior to joining Nielsen, he served as Vice Chairman of General Electric Company and President and Chief Executive Officer of GE Infrastructure. During his 26-year tenure at GE, he ran multiple business units including GE Transportation, GE Aircraft Engines, GE Employers Reinsurance Corporation, GE Lighting and GE Transportation Systems. Mr. Calhoun also serves on the board of directors of Caterpillar Inc.

Name	Age	Principal Occupation or Employment/Other Business Affiliations
Theodore Colbert III	49	Executive Vice President, President and Chief Executive Officer, Boeing Defense, Space & Security since April 2022. Mr. Colbert previously served as Executive Vice President, President and Chief Executive Officer, Boeing Global Services from October 2019 to March 2022; Chief Information Officer and Senior Vice President, Information Technology & Data Analytics from April 2016 to October 2019; Chief Information Officer and Vice President of Information Technology from November 2013 to April 2016; Vice President of Information Technology Infrastructure from December 2011 to November 2013; and Vice President of IT Business Systems from September 2010 to December 2011. Mr. Colbert serves on the board of directors of Archer-Daniels-Midland Company.
Michael D'Ambrose	65	Chief Human Resources Officer and Executive Vice President, Human Resources since June 2021. Prior to joining Boeing in July 2020 as Executive Vice Present, Human Resources, Mr. D'Ambrose served as Senior Vice President and Chief Human Resources Officer for Archer-Daniels-Midland Company from October 2006 to June 2020. Previously, he served in a series of executive-level business and human resources positions, including chief human resources officer at Citigroup, First Data Corporation and Toys 'R' Us, Inc.
Stanley A. Deal	58	Executive Vice President, President and Chief Executive Officer, Boeing Commercial Airplanes since October 2019. Mr. Deal joined Boeing in 1986, and his previous positions include Executive Vice President, President and Chief Executive Officer, Boeing Global Services from November 2016 to October 2019; Senior Vice President of Commercial Aviation Services from March 2014 to November 2016; Vice President and General Manager of Supply Chain Management and Operations for Commercial Airplanes from September 2011 to February 2014; Vice President of Supplier Management from February 2010 to August 2011; and Vice President of Asia Pacific Sales from December 2006 to January 2010.
Susan Doniz	53	Chief Information Officer and Senior Vice President, Information Technology & Data Analytics since May 2020. Prior to joining Boeing, Ms. Doniz served as Global Chief Information Officer of Qantas Airways Limited from January 2017 to April 2020; as strategic advisor to the Global CEO of SAP SE on transformation and technology issues in support of customers from September 2015 to January 2017; and Global Product, Digital Strategy and Chief Information Officer of AIMIA Inc. from June 2011 to January 2015.
Brett C. Gerry	51	Chief Legal Officer and Executive Vice President, Global Compliance since May 2020. Mr. Gerry previously served as Senior Vice President and General Counsel from May 2019 to May 2020; President of Boeing Japan from February 2016 to May 2019; Vice President and General Counsel, Boeing Commercial Airplanes from March 2009 to March 2016; and Chief Counsel, Network and Space Systems from September 2008 to March 2009.



Name	Age	Principal Occupation or Employment/Other Business Affiliations
Gregory L. Hyslop	64	Chief Engineer and Executive Vice President, Engineering, Test & Technology since December 2020. Dr. Hyslop's previous positions include Chief Engineer and Senior Vice President, Engineering, Test & Technology from August 2019 to December 2020; Chief Technology Officer and Senior Vice President, Engineering, Test & Technology from March 2016 to August 2019; Vice President and General Manager of Boeing Research and Technology from February 2013 to March 2016; and Vice President and General Manager of Boeing Strategic Missile & Defense Systems from March 2009 to February 2013.
Brendan J. Nelson	64	Senior Vice President and President, Boeing International since January 2023. Dr. Nelson previously served as President of Boeing Australia, New Zealand and South Pacific from February 2020 to January 2023. Prior to joining Boeing, he served as the Director of the Australian War Memorial from December 2012 to December 2019 and as the Australian Ambassador to Belgium, Luxembourg, the European Union and NATO from February 2010 to November 2012.
Ziad S. Ojakli	56	Executive Vice President, Government Operations since October 2021. Prior to joining Boeing, Mr. Ojakli served as a managing partner and Senior Vice President of Global Government Affairs at SoftBank Group Corp. from August 2018 to September 2020. Prior to that, he served as Group Vice President, Government & Community Relations at Ford Motor Company from January 2004 to July 2018.
Stephanie F. Pope	50	Executive Vice President, President and Chief Executive Officer, Boeing Global Services since April 2022. Ms. Pope joined Boeing in 1994, and her previous positions include Vice President and Chief Financial Officer of Boeing Commercial Airplanes from December 2020 to March 2022; Vice President and Chief Financial Officer of Boeing Global Services from January 2017 to December 2020; Vice President of Finance and Controller for Boeing Defense, Space & Security from August 2016 to December 2016; and Vice President, Financial Planning & Analysis from February 2013 to July 2016.

Name	Age	Principal Occupation or Employment/Other Business Affiliations
Brian J. West	53	Executive Vice President and Chief Financial Officer since August 2021. Prior to joining Boeing, Mr. West served as Chief Financial Officer of Refinitiv Holdings (a London Stock Exchange Group business and provider of financial markets data and infrastructure) from November 2018 to June 2021. Prior to that, he served as Chief Financial Officer and Executive Vice President of Operations of Oscar Insurance Corporation from January 2016 to October 2018. Mr. West served as Chief Operating Officer of Nielsen Holdings plc from March 2014 to December 2015 and as Chief Financial Officer of Nielsen Holdings plc (or its predecessor) from February 2007 to March 2014. Prior to joining Nielsen, Mr. West was employed by the General Electric Company as the Chief Financial Officer of its GE Aviation division from June 2005 to February 2007 and Chief Financial Officer of its GE Aviation Services division from March 2004 to June 2005. Prior to that, Mr. West held several senior financial positions across General Electric Company businesses, including Plastics, NBC, Energy and Transportation.

*Codes of Ethics.* We have adopted (1) The Boeing Company Code of Ethical Business Conduct for the Board of Directors; and (2) The Boeing Code of Conduct that applies to all employees, including our CEO (collectively, the Codes of Conduct). The Codes of Conduct are posted on our website, [www.boeing.com/company/general-info/corporate-governance.page](http://www.boeing.com/company/general-info/corporate-governance.page). We intend to disclose promptly on our website any amendments to, or waivers of, the Codes of Conduct covering our CEO, CFO and/or Controller.

No family relationships exist among any of the executive officers, directors or director nominees.

Additional information required by this item will be included under the captions “Election of Directors,” “Stock Ownership Information” and “Board Committees” in our proxy statement, which will be filed with the SEC no later than 120 days after December 31, 2022 and that information is incorporated by reference herein (the “2023 Proxy Statement”).

#### **Item 11. Executive Compensation**

The information required by this item will be included under the captions “Compensation Discussion and Analysis,” “Compensation of Executive Officers,” “Compensation of Directors,” in the 2023 Proxy Statement, and that information is incorporated by reference herein.

## Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

### Equity Compensation Plan Information

Our equity compensation plans approved by our shareholders provide for the issuance of common stock to officers and other employees, directors and consultants. The following table sets forth information regarding outstanding options and units, and shares available for future issuance under these plans as of December 31, 2022:

Plan Category	Number of shares to be issued upon exercise of outstanding options and units	Weighted-average exercise price of outstanding options	Number of securities remaining available for future issuance under equity compensation plans (excluding shares reflected in column (a))
	(a)	(b)	(c)
Equity compensation plans approved by shareholders			
Stock options	1,390,769	\$178.18	
Deferred compensation	671,837		
Other stock units <sup>(1)</sup>	11,870,813		
Equity compensation plans not approved by shareholders	None	None	None
Total <sup>(2)</sup>	13,933,419	\$178.18	3,918,585

<sup>(1)</sup> Includes 420,412 shares issuable in respect of Performance-Based Restricted Stock Units subject to the satisfaction of performance criteria and assumes payout at maximum levels.

<sup>(2)</sup> Excludes the potential Performance Awards which the Compensation Committee has the discretion to pay in cash, stock or a combination of both after the three-year performance period which ended December 31, 2022.

For further information, see Note 17 to our Consolidated Financial Statements.

The additional information required by this item will be included under the caption “Stock Ownership Information” in the 2023 Proxy Statement, and that information is incorporated by reference herein.

### Item 13. Certain Relationships and Related Transactions, and Director Independence

The information required by this item will be included under the captions “Related Person Transactions” and “Director Independence” in the 2023 Proxy Statement, and that information is incorporated by reference herein.

### Item 14. Principal Accountant Fees and Services

Our independent registered public accounting firm is Deloitte & Touche LLP (PCAOB ID No. 34).

The information required by this item will be included under the caption “Independent Auditor Fees” in the 2023 Proxy Statement, and that information is incorporated by reference herein.

## PART IV

### Item 15. Exhibits and Financial Statement Schedules

(a) List of documents filed as part of this report:

#### 1. Financial Statements

Our consolidated financial statements are as set forth under Item 8 of this report on Form 10-K.

#### 2. Financial Statement Schedules

All schedules are omitted because they are not applicable, not required or the information is included in the consolidated financial statements.

#### 3. Exhibits

- 3.1 [Amended and Restated Certificate of Incorporation of The Boeing Company dated May 5, 2006 \(Exhibit 3.1 to the Company's Current Report on Form 8-K dated May 1, 2006\)](#)
- 3.2 [By-Laws of The Boeing Company, as amended and restated, effective June 28, 2022 \(Exhibit 3.2 to the Company's Form 10-Q for the quarter ended June 30, 2022\)](#)
- 4.1 [Description of The Boeing Company Securities Registered under Section 12 of the Exchange Act \(Exhibit 4.1 to the Company's Form 10-K for the year ended December 31, 2019\)](#)
- 10.1 [364-Day Credit Agreement, dated as of August 25, 2022, among The Boeing Company for itself and on behalf of its Subsidiaries, as a Borrower, the Lenders party hereto, Citibank, N.A., as administrative agent, JPMorgan Chase Bank, N.A., as syndication agent and Citibank, N.A. and JPMorgan Chase Bank N.A., as joint lead arrangers and joint book managers \(Exhibit 10.1 to the Company's Current Report on Form 8-K, dated August 25, 2022\)](#)
- 10.2 [Three-Year Credit Agreement, dated as of August 25, 2022, among The Boeing Company for itself and on behalf of its Subsidiaries, as a Borrower, the Lenders party hereto, Citibank, N.A., as administrative agent, JPMorgan Chase Bank, N.A., as syndication agent and Citibank, N.A. and JPMorgan Chase Bank, N.A., as joint lead arrangers and joint book managers \(Exhibit 10.2 to the Company's Current Report on Form 8-K, dated August 25, 2022\)](#)
- 10.3 [Five-Year Credit Agreement, dated as of October 30, 2019, among The Boeing Company, for itself and on behalf of its Subsidiaries, as a Borrower, the Lenders party hereto, Citibank, N.A., as administrative agent, JPMorgan Chase Bank, N.A., as syndication agent and Citibank N.A. and JPMorgan Chase Bank, N.A., as joint lead arrangers and joint book managers \(Exhibit 10.2 to the Company's Current Report on Form 8-K dated October 30, 2019\)](#)
- 10.4 [Amendment No. 1, dated as of August 25, 2022, to Five-Year Credit Agreement, dated as of October 30, 2019, among The Boeing Company for itself and on behalf of its Subsidiaries, as a Borrower, the Lenders party hereto, Citibank, N.A., as administrative agent, JPMorgan Chase Bank, N.A., as syndication agent and Citibank N.A. and JPMorgan Chase Bank, N.A., as joint lead arrangers and joint book managers \(Exhibit 10.3 to the Company's Current Report on Form 8-K, dated August 25, 2022\)](#)
- 10.5 [Joint Venture Master Agreement, dated as of May 2, 2005, by and among Lockheed Martin Corporation, The Boeing Company and United Launch Alliance, L.L.C. \(Exhibit \(10\)\(i\) to the Company's Form 10-Q for the quarter ended June 30, 2005\)](#)

10.6	<a href="#">Delta Inventory Supply Agreement, dated as of December 1, 2006, by and between United Launch Alliance, L.L.C. and The Boeing Company (Exhibit (10)(vi) to the Company's Form 10-K for the year ended December 31, 2006)</a>
10.7	<a href="#">Deferred Prosecution Agreement dated January 6, 2021 (Exhibit 10.1 to the Company's Current Report on Form 8-K dated January 6, 2021)</a>
10.8	<a href="#">Summary of Non employee Director Compensation (Exhibit 10.6 to the Company's Form 10-K for the year ended December 31, 2019)*</a>
10.9	<a href="#">Deferred Compensation Plan for Directors of The Boeing Company, as amended and restated effective January 1, 2008 (Exhibit 10.2 to the Company's Current Report on Form 8-K dated October 28, 2007)*</a>
10.10	<a href="#">The Boeing Company Annual Incentive Plan, as amended and restated February 24, 2020 (formerly known as the Incentive Compensation Plan for Employees of The Boeing Company and Subsidiaries) (Exhibit 10.2 to the Company's Form 10-Q for the quarter ended March 31, 2020)*</a>
10.11	<a href="#">The Boeing Company 1997 Incentive Stock Plan, as amended effective May 1, 2000 and further amended effective January 1, 2008 (Exhibit 10.5 to the Company's Current Report on Form 8-K dated October 28, 2007)*</a>
10.12	<a href="#">Supplemental Executive Retirement Plan for Employees of The Boeing Company, as amended and restated as of January 1, 2016 (Exhibit (10)(xvi) to the Company's Form 10-K for the year ended December 31, 2015)*</a>
10.13	<a href="#">The Boeing Company Executive Supplemental Savings Plan, as amended and restated effective January 1, 2022*</a>
10.14	<a href="#">The Boeing Company Executive Layoff Benefits Plan, as amended and restated effective January 1, 2017 (Exhibit (10)(xviii) to the Company's Form 10-K for the year ended December 31, 2016)*</a>
10.15	<a href="#">The Boeing Company 2003 Incentive Stock Plan, as amended and restated effective December 9, 2021 (Exhibit 10.16 to the Company's Form 10-K for the year ended December 31, 2021)*</a>
10.16	<a href="#">Form of Non-Qualified Stock Option Grant Notice of Terms (Exhibit (10)(xvii)(b) to the Company's Form 10-K for the year ended December 31, 2010)*</a>
10.17	<a href="#">Form of U.S. Notice of Terms of Non-Qualified Stock Option (Exhibit 10.1 to the Company's 10-Q for the quarter ended March 31, 2021)*</a>
10.18	<a href="#">Form of International Notice of Terms of Non-Qualified Stock Option (Exhibit 10.2 to the Company's 10-Q for the quarter ended March 31, 2021)*</a>
10.19	<a href="#">Form of U.S. Notice of Terms of Non-Qualified Stock Option for CEO (Exhibit 10.3 to the Company's 10-Q for the quarter ended March 31, 2021)*</a>
10.20	<a href="#">Form of U.S. Notice of Terms of Restricted Stock Units (Exhibit 10.4 to the Company's 10-Q for the quarter ended March 31, 2021)*</a>
10.21	<a href="#">Form of International Notice of Terms of Restricted Stock Units (Exhibit 10.5 to the Company's 10-Q for the quarter ended March 31, 2021)*</a>
10.22	<a href="#">Form of U.S. Notice of Terms of Restricted Stock Units for CEO (Exhibit 10.6 to the Company's 10-Q for the quarter ended March 31, 2021)*</a>
10.23	<a href="#">Form of Notice of Terms of Supplemental Restricted Stock Units (Exhibit 10.2 to the Company's Current Report on Form 8-K dated June 29, 2021)*</a>

10.24	<a href="#">Form of Notice of Terms of Supplemental Non-Qualified Stock Option (Exhibit 10.3 to the Company's Current Report on Form 8-K dated June 29, 2021)*</a>
10.25	<a href="#">Form of Notice of Terms of Performance-Based Restricted Stock Units (Exhibit 10.3 to the Company's Form 10-Q for the quarter ended March 31, 2020)*</a>
10.26	<a href="#">Form of Performance Award Notice (Exhibit 10.4 to the Company's Form 10-Q for the quarter ended March 31, 2020)*</a>
10.27	<a href="#">Form of Notice of Terms of Restricted Stock Units (Exhibit 10.5 to the Company's Form 10-Q for the quarter ended March 31, 2020)*</a>
10.28	<a href="#">Form of International Notice of Terms of Performance-Based Restricted Stock Units (Exhibit 10.6 to the Company's Form 10-Q for the quarter ended March 31, 2020)*</a>
10.29	<a href="#">Form of International Performance Award Notice (Exhibit 10.7 to the Company's Form 10-Q for the quarter ended March 31, 2020)*</a>
10.30	<a href="#">Form of International Notice of Terms of Restricted Stock Units (Exhibit 10.8 to the Company's Form 10-Q for the quarter ended March 31, 2020)*</a>
10.31	<a href="#">Notice of Terms of Supplemental Restricted Stock Units, dated February 24, 2020 (Exhibit 10.1 to the Company's Current Report on Form 8-K dated February 23, 2020)*</a>
10.32	<a href="#">Notice of Terms of Supplemental Performance-Based Restricted Stock Units, dated February 24, 2020 (Exhibit 10.2 to the Company's Current Report on Form 8-K dated February 23, 2020)*</a>
10.33	<a href="#">Form of International Notice of Terms of Supplemental Restricted Stock Units (Exhibit 10.2 to the Company's Form 10-Q for the quarter ended June 30, 2020)*</a>
10.34	<a href="#">U.S. Notice of Terms of Non-Qualified Premium-Priced Stock Option for CEO, dated February 16, 2022 (Exhibit 10.1 to the Company's Form 10-Q for the quarter ended March 31, 2022)*</a>
10.35	<a href="#">U.S. Notice of Terms of Long-Term Incentive Restricted Stock Units for CEO, dated February 16, 2022 (Exhibit 10.2 to the Company's Form 10-Q for the quarter ended March 31, 2022)*</a>
10.36	<a href="#">Form of U.S. Notice of Terms of Non-Qualified Premium-Priced Stock Option (Exhibit 10.3 to the Company's Form 10-Q for the quarter ended March 31, 2022)*</a>
10.37	<a href="#">Form of U.S. Notice of Terms of Long-Term Incentive Restricted Stock Units (Exhibit 10.4 to the Company's Form 10-Q for the quarter ended March 31, 2022)*</a>
10.38	<a href="#">Form of International Notice of Terms of Non-Qualified Premium-Priced Stock Option (Exhibit 10.5 to the Company's Form 10-Q for the quarter ended March 31, 2022)*</a>
10.39	<a href="#">Form of International Notice of Terms of Long-Term Incentive Restricted Stock Units (Exhibit 10.6 to the Company's Form 10-Q for the quarter ended March 31, 2022)*</a>
10.40	<a href="#">Employment Agreement between Boeing Canada Operations LTD and Susan Doniz (Exhibit 10.1 to the Company's Form 10-Q for the quarter ended June 30, 2020)*</a>
10.41	<a href="#">Consulting Agreement, dated as of December 18, 2022, between The Boeing Company and GCubed Group LLC (Exhibit 10.1 to the Company's Current Report on Form 8-K dated December 18, 2022)*</a>
21	<a href="#">List of Company Subsidiaries</a>
23	<a href="#">Consent of Independent Registered Public Accounting Firm</a>

31.1	<a href="#">Certification of Chief Executive Officer pursuant to Section 302 of Sarbanes-Oxley Act of 2002</a>
31.2	<a href="#">Certification of Chief Financial Officer pursuant to Section 302 of Sarbanes-Oxley Act of 2002</a>
32.1	<a href="#">Certification of Chief Executive Officer pursuant to Section 906 of Sarbanes-Oxley Act of 2002</a>
32.2	<a href="#">Certification of Chief Financial Officer pursuant to Section 906 of Sarbanes-Oxley Act of 2002</a>
99.1	<a href="#">Commercial Program Method of Accounting (Exhibit (99)(i) to the Company's Form 10-K for the year ended December 31, 1997)</a>
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document contained in Exhibit 101

\* Management contract or compensatory plan

In accordance with Item 601(b)(4)(iii)(A) of Regulation S-K, copies of certain instruments defining the rights of holders of long-term debt of the Company are not filed herewith. Pursuant to this regulation, we hereby agree to furnish a copy of any such instrument to the SEC upon request.

**Item 16. Form 10-K Summary**

None.

**Signatures**

Pursuant to the requirements of Section 13 of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on January 27, 2023.

**THE BOEING COMPANY**

(Registrant)

By:

/s/ Carol J. Hibbard

\_\_\_\_\_  
Carol J. Hibbard – Senior Vice President and Controller



Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities indicated on January 27, 2023.

/s/ David L. Calhoun

David L. Calhoun – President and Chief Executive Officer and  
Director  
(Principal Executive Officer)

/s/ Stayce D. Harris

Stayce D. Harris – Director

/s/ Brian J. West

Brian J. West – Executive Vice President and Chief Financial Officer  
(Principal Financial Officer)

/s/ Akhil Johri

Akhil Johri – Director

/s/ Carol J. Hibbard

Carol J. Hibbard – Senior Vice President and Controller  
(Principal Accounting Officer)

/s/ David L. Joyce

David L. Joyce – Director

/s/ Robert A. Bradway

Robert A. Bradway – Director

/s/ Lawrence W. Kellner

Lawrence W. Kellner – Chair of the Board

/s/ Lynne M. Doughtie

Lynne M. Doughtie – Director

/s/ Steven M. Mollenkopf

Steven M. Mollenkopf – Director

/s/ David L. Gitlin

David L. Gitlin – Director

/s/ John M. Richardson

John M. Richardson – Director

/s/ Lynn J. Good

Lynn J. Good – Director

/s/ Ronald A. Williams

Ronald A. Williams – Director

**THE BOEING COMPANY  
EXECUTIVE SUPPLEMENTAL SAVINGS PLAN**

**AS AMENDED AND RESTATED ON DECEMBER 21, 2022**

**EFFECTIVE JANUARY 1, 2022**

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## **ARTICLE I**

### **Introduction**

#### *Plan Overview*

The Boeing Company Executive Supplemental Savings Plan provides four separate components:

- (i) Extra Deferrals, the purpose of which is to provide a means by which eligible employees may defer payment of their base salaries and awards made under eligible incentive compensation plans (a traditional deferred compensation benefit);
- (ii) the Restoration Benefit, the purpose of which is to restore the benefits of eligible employees under The Boeing Company 401(k) Retirement Plan (“Boeing 401(k),” previously named The Boeing Company Voluntary Investment Plan), to the extent that these qualified plan benefits are limited by Code sections 415 and 401(a)(17);
- (iii) Executive Benefit, which includes Company Non-Elective Contributions, DC SERP Contributions, and historic Executive SSP+ Company Contributions; and
- (iv) DCP Accounts, which are the recordkeeping accounts established for Participants who participated in the Deferred Compensation Plan for Employees of The Boeing Company, which was frozen December 31, 2018 and merged into this Plan effective January 1, 2022.

#### *Plan History*

The Plan (originally named, the Supplemental Benefit Plan for Employees of The Boeing Company) (the “Plan”) was originally established effective January 1, 1978, by The Boeing Company.

The Plan has been amended and restated from time to time since its original effective date, including on January 1, 2008, to comply with Code section 409A.

As of January 1, 2022, the Plan was amended and restated to (A) reflect the merger of the Deferred Compensation Plan for Employees of The Boeing Company with and into the Plan, (B) eliminate Restoration SSP+ Company Contributions and Executive SSP+ Company Contributions, (C) add a new Restoration True-Up Contribution, Incentive Matching Contribution and Company Non-Elective Contribution, (D) simplify the mid-year enrollment provisions in the Participant Deferral component of the Plan, and (E) make certain other changes. Effective January 1, 2022 (or as otherwise stated herein), the Plan is now again amended and restated to (i) incorporate Amendments 1 and 2 to the January 1, 2022 restatement dated December 10, 2021, (ii) reflect the March enrollment window for Cash Incentive Deferrals, and (iii) clarify or update certain definitions and administrative aspects of the Plan.

### *Plan Status*

The Plan is a nonqualified deferred compensation plan subject to Code section 409A. It is also intended that the Plan shall be, in part, an excess benefit plan as defined in section 3(36) of the Employee Retirement Income Security Act of 1974, as amended (ERISA), to the extent benefits are paid in excess of the limits imposed by Code section 415. To the extent any part of the Plan is not an excess benefit plan, it is intended that the Plan is an unfunded plan maintained primarily for the purpose of providing deferred compensation to a select group of management or highly compensated employees under sections 201(2), 301(a)(3), and 401(a)(1) of ERISA.

## **ARTICLE II**

### **Definitions**

#### **2.1 Account**

“Account” means the recordkeeping account established for each Participant, for purposes of accounting for the allocations made hereunder and the Earnings Credits thereon. Each Account will consist of the following sub-accounts, to the extent applicable, and the Earnings Credits thereon:

- (a) the Restoration Account (consisting of Restoration Deferrals, Restoration Matching Contributions, Restoration True-Up Contributions, and for periods prior to January 1, 2022, Restoration SSP+ Company Contributions);
- (b) the Extra Deferral Account (consisting of Extra Deferrals, Cash Incentive Deferrals, Incentive Matching Contributions, and Vested Performance Award Deferrals);
- (c) the Executive Benefit Account (consisting of Company Non-Elective Contributions, DC SERP Contributions and for periods prior to January 1, 2022, the Executive SSP+ Company Contributions); and
- (d) the DCP Account (consisting of DCP Deferrals and DCP Match made to the DCP prior to January 1, 2019).

#### **2.2 Administrator**

“Administrator” means the Employee Benefit Plans Committee of The Boeing Company.

#### **2.3 Affiliate or Subsidiary**

“Affiliate” or “Subsidiary” means a member of a controlled group of corporations (as defined in Code section 1563(a), determined without regard to Code sections 1563(a)(4) and (e)(3)(c)), a group of trades or businesses (whether incorporated or not) which are under common control within the meaning of Code section 414(c), or an affiliated service group (as defined in Code sections 414(m) or 414(o)), in each case of which The Boeing Company is a part.

#### **2.4 Authorized Period of Absence**

“Authorized Period of Absence” means a leave of absence approved by the Company.

#### **2.5 Base Pay**

“Base Pay” means an Employee’s base pay (salary) from the Company. For clarity, this is the same as an Employee’s “Compensation” as such term is defined under the Boeing 401(k), but determined (A) without regard to the limitation on such compensation under Code section 401(a)(17) and (B) prior to any deferrals of compensation made hereunder. Notwithstanding anything herein to the contrary, Base Pay does not include amounts earned while an Employee is represented by a union with a collective bargaining agreement covering such Employee that does not provide for participation in the Plan.



In no event will Base Pay include payments under any incentive compensation or performance award plan, without regard to whether they are included in the definition of “Compensation” under the Boeing 401(k).

## **2.6 Base Pay Deferrals**

“Base Pay Deferrals” means deferrals of Base Pay that are made pursuant to Section 3.1(A).

## **2.7 Base Pay Rate**

“Base Pay Rate” means an Employee’s annual rate of Base Pay.

## **2.8 Beneficiary**

“Beneficiary” means the person or persons designated by a Participant to receive distributions from the Plan upon the Participant’s death, in accordance with the rules established by the Administrator. If no effective designation is on file, then the Beneficiary shall be the person or persons designated by a Participant under the Boeing 401(k) to receive any benefit payable from the Boeing 401(k) upon the death of the Participant. If no effective designation is on file under this Plan or the Boeing 401(k), or if the designated beneficiary does not survive the Participant, then the default beneficiary rules stated in the Boeing 401(k) will apply to determine the Beneficiary under the Plan. A Beneficiary may disclaim his or her benefit in accordance with the rules established by the Administrator, and in the case of an effective disclaimer, the Participant’s designation of such individual will be treated as ineffective and the rules described above for an ineffective beneficiary designation will apply.

## **2.9 Board of Directors**

“Board of Directors” means the board of directors of The Boeing Company.

## **2.10 Boeing 401(k)**

“Boeing 401(k)” means The Boeing Company 401(k) Retirement Plan, as amended.

## **2.11 BSS Plan**

“BSS Plan” means the BSS Retirement Plan, as amended.

## **2.12 Cash Incentive**

“Cash Incentive” means the amount awarded to the Participant under The Boeing Company Elected Officer Annual Incentive Plan or The Boeing Company Annual Incentive Plan (formerly the Incentive Compensation Plan for Employees of The Boeing Company and Subsidiaries).

Cash Incentive deferred by the Participant under Article III will be deemed to have been paid as if those amounts had not been deferred, for purposes of calculating Company Non-Elective Contributions under Article IV.

Cash Incentive that is paid after a Participant’s termination of employment from the Controlled Group will remain subject to the Participant’s deferral election under Article III if it has become irrevocable under Section 3.3(c) as of the Participant’s termination

date, but will not be counted for purposes of calculating the Company Non-Elective Contribution under Article IV.

#### **2.13 Cash Incentive Deferrals**

“Cash Incentive Deferrals” means deferrals of Cash Incentive that are made pursuant to Section 3.1(A).

#### **2.14 Code**

“Code” means the Internal Revenue Code of 1986, as amended. Any reference to a specific provision of the Code includes any successor provision thereto and the regulations and rulings promulgated thereunder.

#### **2.15 Company**

“Company” means The Boeing Company, its successors in interest, and any Affiliate or Subsidiary that has adopted this Plan with the consent of The Boeing Company. An Affiliate or Subsidiary is deemed to have adopted this Plan, and The Boeing Company is deemed to have consented to such adoption, if the Affiliate or Subsidiary (a) participates in the Boeing 401(k) and (b) is not an excluded employer for purposes of this Plan. A list of excluded employers, as updated from time to time, is attached hereto as Appendix A.

#### **2.16 Company Contributions**

“Company Contributions” mean Restoration Matching Contributions, Restoration True-Up Contributions, Company Non-Elective Contributions, Incentive Matching Contributions, and DC SERP Contributions. For periods prior to January 1, 2022, Company Contributions also included Restoration SSP+ Company Contributions and Executive SSP+ Company Contributions.

#### **2.17 Company Non-Elective Contributions**

“Company Non-Elective Contributions” mean the contributions allocated pursuant to Section 4.4.

#### **2.18 Compensation**

“Compensation” means a Participant’s Base Pay, Cash Incentive, and Performance Awards, if any.

#### **2.19 Compensation Committee**

“Compensation Committee” means the Compensation Committee of the Board of Directors.

#### **2.20 Contribution Credit**

“Contribution Credit” means the applicable percentage used to compute an eligible Participant’s DC SERP Contributions under Section 4.5.

#### **2.21 Controlled Group**

“Controlled Group” means the Company and any Affiliate or Subsidiary.

## **2.22 DC SERP Contributions**

“DC SERP Contributions” means the contributions allocated pursuant to Section 4.5.

## **2.23 Deferral Election**

“Deferral Election” means the elections made by an Eligible Employee to defer a portion of his or her eligible Compensation in accordance with Article III, including any Restoration Deferral Election and any Extra Deferral Election.

## **2.24 DCP**

“DCP” means the Deferred Compensation Plan for Employees of The Boeing Company, which was merged into this Plan effective January 1, 2022.

## **2.25 DCP Deferrals**

“DCP Deferrals” mean the portion of a Participant’s Base Pay, Cash Incentive, or Performance Awards, if any, that he or she elected to defer on a pre-tax basis under the DCP prior to January 1, 2019.

## **2.26 DCP Matching Contributions**

“DCP Matching Contributions” mean the matching contributions that were previously made under the DCP.

## **2.27 Earnings Credits**

“Earnings Credits” means the adjustment to a Participant’s Account under Section 7.2, which may be positive or negative.

## **2.28 Election Period**

“Election Period” means the period or periods established by the Administrator during which an eligible Employee may submit Deferral Elections, all in accordance with such timing and other requirements as the Administrator may establish and, in all cases, the applicable rules under Code section 409A. In no event will (a) an annual Election Period for Participant Deferrals other than Cash Incentive Deferrals expire later than December 31 of the Plan Year in which the election is made, (b) an annual Election Period for Cash Incentive Deferrals expire later than March 30 of the Plan Year to which the election relates (or such other date that is immediately prior to the date that the related Cash Incentive has become “readily ascertainable” as determined in accordance with Treas. Regs. Section 1.409A-2(a)(8)), and/or (c) a mid-year Election Period expire more than thirty (30) days after the Employee first becomes eligible to participate in the Plan.

## **2.29 Eligibility Determination Date**

“Eligibility Determination Date” means (a) for purposes of Participant Deferrals other than Cash Incentive Deferrals with respect to any Plan Year, the November 1 of the preceding Plan Year (or such other date as determined by the Administrator with respect to any Employee(s); provided that such determination complies with the requirements of Code section 409A), (b) for purposes of Cash Incentive Deferrals made with respect to any Cash Incentive earned in any Plan Year beginning on and after January 1, 2023, the March 1 of the Plan Year to which the Deferral Election relates (or such other date as

determined by the Administrator with respect to any Employee(s); provided that such determination complies with the requirements of Code section 409A), and (c) for purposes of the definition of “Newly Eligible,” the date an Eligible Employee is hired or rehired into the status of an Eligible Employee. For the 2022 Plan Year, November 1, 2021 was used as the default Eligibility Determination Date for all 2022 full Plan Year Deferral Elections.

### **2.30 Eligible Employee**

“Eligible Employee” means, with respect to any Plan Year (or portion of a Plan Year, in the case of a mid-year enrollment) if applicable, an individual who is an Employee and is paid on a U.S. dollar-based payroll as of the Eligibility Determination Date, and who has satisfied any additional requirements to make Extra Deferrals under Section 3.1(A) or 3.2, to make Restoration Deferrals under Section 3.1(B) or 3.2, to receive allocations of Restoration Matching Contributions under Section 4.1, to receive allocations of Restoration True-Up Contributions under Section 4.2, to receive allocations of Incentive Matching Contributions under Section 4.3, to receive allocations of Company Non-Elective Contributions under Section 4.4, and/or to receive allocations of DC SERP Contributions under Section 4.5, in each case, if any and to the extent applicable.

Notwithstanding the foregoing or anything herein: (i) an Employee is an Eligible Employee only if the Employee is eligible for the Boeing 401(k), and is not eligible for The Boeing Company Supplemental Savings Plan and (ii) an Employee shall not be considered an Eligible Employee hereunder if the Administrator has excluded his or her employer from participation in the Plan. A list of excluded employers, as updated from time to time, is attached hereto as Appendix A.

### **2.31 Employee**

“Employee” means any person who is employed by any member of the Controlled Group, is designated as a common law employee on such member’s payroll, and is assigned by such member to the US Executive Payroll.

### **2.32 Extra Deferrals**

“Extra Deferrals” means any Base Pay Deferral, Cash Incentive Deferral or Vested Performance Award Deferral that a Participant elects to defer on a pre-tax basis in accordance with Section 3.1(A) and, to the extent applicable, Section 3.2(A).

### **2.33 Executive SSP+ Company Contributions**

“Executive SSP+ Company Contributions” means the historic Executive SSP+ Company Contributions that were credited to a Participant’s Account with respect to periods prior to January 1, 2022.

### **2.34 Incentive Matching Contributions**

“Incentive Matching Contributions” mean the contributions allocated pursuant to Section 4.3.

### **2.35 Newly Eligible**

“Newly Eligible” means an individual who (i) is hired or rehired as an Employee, (ii) was not eligible to participate in the Plan or in a deferred compensation plan that is aggregated

with the Plan under the aggregation rules of Code section 409A (including The Boeing Company Supplemental Savings Plan), other than the crediting of earnings, within the 24-month period immediately preceding the Eligibility Determination Date (or, has taken a full distribution of his or her interest in such plan), and (iii) is paid on a U.S. dollar-based payroll as of the Eligibility Determination Date.

#### **2.36 Participant**

“Participant” means an Eligible Employee who has elected to defer Compensation or who is eligible to receive a Company Contribution hereunder, or for purposes of Articles V through X, an Employee or former Employee who has amounts credited to his or her Account.

#### **2.37 Participant Deferrals**

“Participant Deferrals” mean Extra Deferrals and Restoration Deferrals.

#### **2.38 Performance Awards**

“Performance Awards” means any award designated as such under The Boeing Company’s 2003 Incentive Stock Plan and any successor or other long-term equity incentive plan that may be maintained by The Boeing Company from time to time.

#### **2.39 Plan**

“Plan” means The Boeing Company Executive Supplemental Savings Plan as herein set forth, together with any amendments that may be adopted from time to time.

#### **2.40 Plan Year**

“Plan Year” means the calendar year.

#### **2.41 PVP**

“PVP” means The Pension Value Plan for Employees of The Boeing Company, as amended.

#### **2.42 Restoration Deferrals**

“Restoration Deferrals” means the portion of a Participant’s Compensation, if any, that he or she elects to defer on a pre-tax basis under this Plan in accordance with Section 3.1(B) and, to the extent applicable, Section 3.2.

#### **2.43 Restoration Matching Contributions**

“Restoration Matching Contributions” means the amount credited to a Participant’s Account under Section 4.1.

#### **2.44 Restoration SSP+ Company Contributions**

“Restoration SSP+ Company Contributions” means the historic Restoration SSP+ Company Contributions that were credited to a Participant’s Account with respect to periods prior to January 1, 2022.

#### **2.45 Restoration True-Up Contributions**

“Restoration True-Up Contributions” means the contributions allocated pursuant to Section 4.2.

#### **2.46 Separation from Service**

“Separation from Service” or “Separates from Service” means an Employee’s death, retirement or termination of employment from the Controlled Group within the meaning of Code section 409A. For purposes of determining whether a Separation from Service has occurred, Affiliates and Subsidiaries are defined by using the language “at least 80 percent” to define the controlled group under Code section 1563(a) in lieu of the 50 percent default rule stated in Treasury Regulation section 1.409A-1(h)(3).

A Separation from Service is deemed to include a reasonably anticipated permanent reduction in the level of services performed by an Employee to less than 50 percent of the average level of services performed by the Employee during the immediately preceding 36-month period.

#### **2.47 Service**

“Service” means the Participant’s years of service with the Controlled Group, determined in the same manner as the service time calculation under the Boeing Service Awards Program procedure, in completed whole years.

#### **2.48 Specified Employee**

“Specified Employee” means an Employee who is a “specified employee” within the meaning of Code section 409A. Specified Employee status is determined on the last day of the prior Plan Year, to take effect as of April 1 of the Plan Year for a 12-month period. Notwithstanding the foregoing, Specified Employees shall be determined by including the employees who are reasonably determined to be the 75 top-paid officers of the Controlled Group as of the determination date, rather than the 50 top-paid officers as provided under Code section 416(i)(1)(A), to the extent permitted under Code section 409A.

#### **2.49 Unforeseeable Emergency**

“Unforeseeable Emergency” means “unforeseeable emergency” within the meaning of Code section 409A, as determined by the Administrator.

#### **2.50 US Executive Payroll**

“US Executive Payroll” means the executive designation of level EL, EV or ED at the Company (prior to August 15, 2022, the executive designation of level E-1 to E-5 at the Company). The US Executive Payroll was previously called the “E-Series Payroll.”

#### **2.51 Vested Performance Award Deferrals**

“Vested Performance Award Deferrals” means deferrals of Performance Awards under Section 3.1(A).

## **ARTICLE III**

### **Participant Deferrals**

#### **3.1 Annual Participation and Deferrals – Eligibility**

The Plan provides Eligible Employees with two ways to defer Compensation on a pre-tax basis– the Extra Deferral component and the Restoration Deferral component. Only Eligible Employees will be permitted to participate.

Elections to take effect with respect to a full Plan Year will generally be made during the applicable annual Election Period.

##### **(A) Extra Deferral Component**

An individual is an Eligible Employee for purposes of making an Extra Deferral Election for a Plan Year if he or she is an Employee paid on a U.S. dollar-based payroll as of the Eligibility Determination Date.

An Eligible Employee may elect to defer up to the following as Extra Deferrals: (i) in the case of Base Pay Deferrals, 50% of his or her Base Pay payable in the Plan Year to which the Deferral Election applies, (ii) in the case of Cash Incentive Deferrals, 100% of his or her Cash Incentive earned in the Plan Year to which the Deferral Election relates (even if payable in a subsequent Plan Year), and/or (iii) in the case of Vested Performance Award Deferrals, 100% of his or her Performance Awards granted in the Plan Year to which the Deferral Election applies, which grant generally covers the next three (3) Plan Years (even if payable in a subsequent Plan Year), if any. For clarity, Extra Deferrals will be made without regard to the Code section 401(a)(17) and 415(c) limitations.

Extra Deferrals will be credited to the Participant's Account on the date the Compensation would otherwise be payable, or as soon thereafter as administratively feasible.

##### **(B) Restoration Deferral Component**

In any Restoration Deferral Election, an Eligible Employee may elect a deferral percentage up to the maximum percentage of his or her Base Pay that the Employee can elect to contribute on a pre-tax, after-tax and/or Roth basis under the Boeing 401(k). Restoration Deferrals will be made from the Eligible Employee's Base Pay only after either: (1) Base Pay for the applicable Plan Year reaches the limitation under Code section 401(a)(17), as indexed, for such Plan Year or (2) the Participant's annual additions under the Boeing 401(k) for the applicable Plan Year reach the dollar limitation of Code section 415(c), as indexed.

Restoration Deferrals will be credited to the Participant's Account on the date the Compensation would otherwise be payable, or as soon thereafter as administratively feasible.

#### **3.2 Mid-Year Participation– Eligibility**

To the extent permitted by and in accordance with the rules prescribed by the Administrator, an Employee who is Newly Eligible during a Plan Year may elect (A) Extra Deferrals up to a maximum of 50% of the Base Pay earned and payable in each full

regular pay period commencing after the end of the Election Period (or such other date determined by the Administrator in accordance with Code section 409A) for the remainder of the applicable Plan Year, (B) Restoration Deferrals (if the Eligible Employee satisfies the criteria of this Section) and (C) the form and time of distribution of the Account with respect to such Plan Year, as permitted by Section 6.1. Such mid-year elections will be made during the mid-year Election Period. Different mid-year election rules applied with respect to Plan Years prior to January 1, 2022. Mid-year elections cannot be made for Cash Incentive Deferrals or Vested Performance Award Deferrals.

In any mid-year Restoration Deferral election, an Eligible Employee will be permitted to make a Restoration Deferral election with respect to Base Pay earned and payable in each full regular pay period commencing after the end of the Election Period for the remainder of such Plan Year up to the maximum percentage of his or her Base Pay that the Employee can elect to contribute on a pre-tax, after-tax and/or Roth basis under the Boeing 401(k) for such period. Restoration Deferrals will be made from the Eligible Employee's Base Pay only after either: (1) Base Pay for the applicable Plan Year reaches the limitation under Code section 401(a)(17), as indexed, for such Plan Year or (2) the Participant's annual additions under the Boeing 401(k) for the applicable Plan Year reach the dollar limitation of Code section 415(c), as indexed.

### **3.3 Deferral Elections**

An Eligible Employee may elect to defer a percentage of his or her eligible Compensation for a Plan Year (or portion of a Plan Year in the case of a mid-year enrollment) on a pre-tax basis by executing and delivering one or more timely Deferral Election(s) in accordance with the provisions of this Section 3.3. The type and amount of eligible Compensation that may be deferred is described in Section 3.1 (for annual deferrals) and Section 3.2 (for mid-year deferrals).

Notwithstanding anything herein to the contrary, to the extent any Eligible Employee had in effect an active (A) Restoration Deferral Election under this Plan immediately prior to its amendment and restatement as of January 1, 2019 and does not timely change such Restoration Deferral Election with respect to the Plan Year beginning on January 1, 2019, such Eligible Employee shall be deemed to have continued such active Restoration Deferral Election with respect to the Plan Year beginning on January 1, 2019 and (except as otherwise provided below for Employees who cease to be Eligible Employees) future Plan Years on an "evergreen basis" unless and until such Eligible Employee changes such Restoration Deferral Election in accordance with this Section 3.3; or (B) election to defer compensation under the DCP immediately prior to that plan's amendment and restatement as of January 1, 2019 and fails either to make a timely Extra Deferral Election or to indicate affirmatively that he or she does not wish to make an Extra Deferral Election with respect to the Plan Year beginning on January 1, 2019, such Eligible Employee shall be deemed to have made an Extra Deferral Election identical to such election to defer compensation under the DCP with respect to the Plan Year beginning on January 1, 2019 and (except as otherwise provided below for Employees who cease to be Eligible Employees) future Plan Years on an "evergreen basis" unless and until such Eligible Employee changes such Extra Deferral Election in accordance with this Section 3.3.

#### **(A) Deferral Elections**

An Eligible Employee's Deferral Election(s) must be made in accordance with rules established by the Administrator. An Eligible Employee may make separate



Extra Deferral Elections with respect to Base Pay, Cash Incentive and Performance Awards (if any) and/or a separate Restoration Deferral Election with respect to Base Pay, each to the extent described in Section 3.1 or 3.2, as applicable.

Eligible Employees may make new Deferral Elections for each succeeding Plan Year. An Eligible Employee's Deferral Election will be "evergreen" – it will carry-over from Plan Year to Plan Year (or from a partial Plan Year to the subsequent Plan Year in the case of a mid-year enrollment) unless it is changed or cancelled in accordance with rules established by the Administrator or as otherwise provided in this Plan.

(B) Distribution Elections

Deferral Elections will include an option to elect the form and timing of distribution with regard to the Participant Deferrals, as described in Article VI, as applicable.

Any election made as to the form and timing of distribution with respect to Restoration Deferrals will apply to the Participant's entire Restoration Account.

(C) Timing, Irrevocability and Cancellation of Elections

In general, Deferral Elections must be filed during the applicable Election Period.

Deferral Elections with respect to a full Plan Year (including Cash Incentive Deferral Elections) will generally become irrevocable as of the date established by the Administrator, which in all cases shall be no later than the dates prescribed under Code section 409A, provided that the individual is an Eligible Employee on such date. For example:

Restoration Deferral and Base Pay Deferral Elections (including any evergreen elections) that apply to Base Pay earned in 2023 will become irrevocable no later than on December 31, 2022; and

Cash Incentive Deferral Elections (including any evergreen elections) that apply to Cash Incentive earned in 2023 will become irrevocable no later than on March 30, 2023.

Deferral Elections with respect to a mid-year participation period will become irrevocable as of the last day of the applicable mid-year Election Period.

Once Deferral Elections become irrevocable they generally may not be modified with respect to the Plan Year, and the Compensation, to which they apply. Accordingly, if an Employee ceases to be an Eligible Employee during the Plan Year (e.g., due to a reclassification as other than US Executive Payroll or Separation from Service), then any Deferral Election that has become irrevocable as described in this subsection (C) as of the date the Employee ceases to be an Eligible Employee shall remain in effect with respect to the Plan Year and the Compensation to which such Deferral Election applies. Likewise, an Employee who makes an irrevocable Restoration Deferral Election will be subject to restrictions on mid-year contribution election changes under the Boeing 401(k), in accordance with the terms of the Boeing 401(k).

If an Employee ceases to be an Eligible Employee (e.g., due to a reclassification as other than US Executive Payroll or Separation from Service) prior to the date that any Deferral Election (including any evergreen election) has become irrevocable as described in this subsection (C), then any such Deferral Election shall be cancelled as of the date such Deferral Election would have become irrevocable if the Employee had remained an Eligible Employee.

See Section 3.4 for a limited exception to the general rule on the irrevocability of Deferral Elections, in the event of Unforeseeable Emergency.

(D) No Mid-Year Elections

Except as provided in this Article III, an Employee who becomes Newly Eligible during a Plan Year (including as a result of a salary increase) will not be eligible to make Participant Deferrals during such Plan Year.

**3.4 Cancellation of Deferral Election Due to Unforeseeable Emergency**

Notwithstanding the irrevocability rule described in Section 3.3, a Participant will be permitted to cancel an existing Deferral Election with regard to a Plan Year during that Plan Year if the Participant incurs an Unforeseeable Emergency, as determined by the Administrator.

If a Participant has elected and received a distribution due to an Unforeseeable Emergency under Section 6.1(I), the Participant will be deemed to have elected to cancel his or her Deferral Election(s) that relate to Base Pay for the remainder of the applicable Plan Year.

**3.5 Crediting of Deferrals to Account**

In all cases, Participant Deferrals will be credited to the Participant's Account on the date the Compensation would otherwise have been payable, or as soon thereafter as administratively feasible.

## **ARTICLE IV Company Contributions**

### **4.1 Restoration Matching Contributions**

A Participant who defers Base Pay pursuant to a Restoration Deferral Election under Section 3.3 will be credited with a Restoration Matching Contribution from the Company related to such Restoration Deferrals. This Restoration Matching Contribution will equal a percentage (determined based on the matching contribution formula applicable to the Participant under the Boeing 401(k) for the Plan Year) of the Participant's Restoration Deferrals for the Plan Year.

Restoration Matching Contributions under this Plan apply only to Participant Deferrals of Base Pay made pursuant to a Restoration Deferral Election. Restoration Matching Contributions will not be made with respect to Participant Deferrals of Base Pay made pursuant to an Extra Deferral Election.

An Eligible Employee must make a timely Restoration Deferral Election, as described in Section 3.3, to become eligible to participate in the Restoration Matching Contribution component of the Plan. Distribution elections are discussed in Article VI.

Restoration Matching Contributions will be credited to the Participant's Account on the date that the underlying Restoration Deferrals are credited to the Participant's Account.

### **4.2 Restoration True-Up Contributions**

The Company may make a Restoration True-Up Contribution to this Plan on behalf of certain Eligible Employees. The Restoration True-Up Contribution, if any, will be equal to the true-up matching contribution calculated as described in the Boeing 401(k) with respect to the Plan Year (provided that, if the Eligible Employee's contributions to the Boeing 401(k) were stopped due to Code limits, then the portion of the Plan Year prior to the date the contributions were stopped shall be treated as if it were the Plan Year for purposes of such calculation) *minus* the amount of the true-up matching contribution that is actually made to the Boeing 401(k), if any, as determined by the Committee in its sole discretion; provided that, no Restoration True-Up Contribution will be made if the Employee terminates from employment prior to the last business day of the Plan Year for any reason other than retirement (for this purpose, after attaining age 55 with 10 years of service or after attaining age 62 with 1 year of service), disability (for this purpose, meaning the Eligible Employee is determined to be disabled by the Social Security Administration), layoff, or death.

Notwithstanding the foregoing, in no event shall the Restoration True-Up Contribution for a Plan Year, if any, when added to the matching contributions to the Boeing 401(k) (including true-up matching contributions) and any Restoration Matching Contributions made for such Plan Year, exceed 100% of the first 10% of eligible compensation contributed or credited to the Boeing 401(k) and this Plan. In addition, a Restoration True-Up Contribution will be made only if the Employee otherwise satisfies the eligibility requirements for a true-up matching contribution in the Boeing 401(k).

An Eligible Employee for purposes of this Section 4.2 need not make (or be eligible to make) a timely Restoration Deferral Election for a Plan Year in order to receive an allocation of Restoration True-Up Contributions for such Plan Year, if any. Available distribution elections are discussed in Article VI.

The Restoration True-Up Contribution, if any, will be credited to the Participant's Account on the date that true-up matching contributions are made to the Boeing 401(k), or as soon as thereafter administratively feasible.

#### **4.3 Incentive Matching Contributions**

Subject to the conditions of this Section 4.3, a Participant who makes Cash Incentive Deferrals under Section 3.3 will be credited with an Incentive Matching Contribution from the Company related to such Cash Incentive Deferrals. This Incentive Matching Contribution will equal a percentage (determined based on the matching contribution formula applicable to the Participant under the Boeing 401(k) for the Plan Year) of the Participant's Cash Incentive Deferrals for the Plan Year.

An Eligible Employee must make a timely Cash Incentive Deferral Election, as described in Section 3.3, to become eligible for the related Incentive Matching Contributions. Distribution elections are discussed in Article VI.

Incentive Matching Contributions will be credited to the Participant's Account on the date that the underlying Cash Incentive Deferrals are credited to the Participant's Account.

Notwithstanding the foregoing, no Incentive Matching Contribution will be made with respect to any Cash Incentive that is paid (or, but for the Participant's Cash Incentive Deferral election, would be paid) after the date the Participant terminates from employment.

#### **4.4 Company Non-Elective Contributions (Component of the Executive Benefit)**

The Company may make Company Non-Elective Contributions to this Plan with respect to a Plan Year on behalf of certain Eligible Employees in an amount and subject to the terms and conditions determined by the Compensation Committee or its delegates.

For clarity and without limiting the foregoing, for Plan Years beginning January 1, 2022 and January 1, 2023, the Company Non-Elective Contribution for such Plan Years will include a contribution equal to 2% of the Eligible Employee's Base Pay and Cash Incentive paid by the Company during the applicable Plan Year; provided that (i) such contribution will not be made if the Eligible Employee terminates from employment prior to the last business day of the Plan Year for any reason other than retirement (for this purpose, after attaining age 55 with 10 years of service or after attaining age 62 with 1 year of service), disability (for this purpose, meaning the Eligible Employee is determined to be disabled by the Social Security Administration), layoff, or death and (ii) Cash Incentive that is paid after an Eligible Employee's termination of employment from the Controlled Group will not be counted for purposes of calculating the Company Non-Elective Contribution. For any Eligible Employee promoted onto the US Executive Payroll during an applicable Plan Year, the computation of the Company Non-Elective Contribution for the Plan Year of promotion will take into consideration any eligible pay that (i) was paid prior to the Eligible Employee's promotion and (ii) would have been used to compute such Eligible Employee's special 2% non-elective contribution in accordance with the terms of the Boeing 401(k), if any, but for such promotion, in accordance with the rules established by the Administrator.

An Eligible Employee for purposes of this Section 4.4 need not make (or be eligible to make) deferrals to the Plan in order to receive an allocation of Company Non-Elective Contributions for such Plan Year. Available distribution elections are discussed in Article VI.

A Company Non-Elective Contribution will be credited to the Eligible Employee's Account on the date the related non-elective contribution is made to the Boeing 401(k) (if any) or on the date otherwise determined by the Compensation Committee or its delegates, or, in each case, as soon thereafter as administratively feasible.

#### **4.5 DC SERP Contributions (Component of the Executive Benefit)**

##### **(A) Eligibility**

An Employee is eligible to receive DC SERP Contributions with respect to a Plan Year for so long as he or she satisfies the conditions in either (i) or (ii) below. Notwithstanding anything herein to the contrary, no DC SERP Contributions will be made for: (i) any elected officer on or after January 1, 2020, or (ii) any Employee who is hired or promoted onto the US Executive Payroll on or after January 1, 2020.

##### *(i) Hired Between January 1, 2009 and December 31, 2019*

An Employee satisfies the conditions in this subsection (i) if:

- (a) The Employee was hired on or after January 1, 2009, but before January 1, 2020,
- (b) The Employee is on the US Executive Payroll in level EL or EV (referred to as level E-1, E-2, or E-3 prior to August 15, 2022), and was on the US Executive Payroll (in any level E-1 through E-5) as of December 31, 2019,
- (c) The Employee is not an elected officer of the Company, and
- (d) The Employee is ineligible to accrue benefits under any defined benefit plan maintained by the Controlled Group.

##### *(ii) Hired Before January 1, 2009*

An Employee satisfies the conditions in this subsection (ii) if:

- (a) The Employee was hired before January 1, 2009,
- (b) The Employee was on the US Executive Payroll (in any level E-1 through E-5) as of December 31, 2019, and
- (c) The Employee is not an elected officer of the Company.

For purposes of determining eligibility for the DC SERP, the term "hired" generally refers to an Employee's most recent date of hire or rehire with the Company, except as provided below, regardless of the date on which the Employee joins the US Executive Payroll.

For this purpose:

- (a) Approved Leaves of Absence. A return to the Controlled Group directly from an approved leave of absence, without incurring a termination of employment, is not considered a rehire.

For this purpose, an Employee's period of employment with ULA or USA will be considered an approved leave of absence, to the extent that the Employee first transferred directly from the Controlled Group to ULA or USA and subsequently transferred directly from ULA or USA back to the Controlled Group.

- (b) Transfers. A transfer of employment among members of the Controlled Group, without interruption, is not considered a rehire and, accordingly, the most recent date of hire or rehire for purposes of determining such a transferred Employee's eligibility would be the Employee's most recent date of hire or rehire with the Company's controlled group member from which the Employee transferred.
- (c) Layoffs. A rehire to the Controlled Group following a termination of employment due to layoff generally will not be treated as a rehire, if rehire occurs within six years of the layoff event. However, a laid off Employee who commences a retirement benefit during this six-year period will be treated as a rehire if he or she later rehires to the Controlled Group.

An individual who became a "group-acquired employee" after September 30, 2008 and before January 1, 2009 will be deemed to have been hired on or after January 1, 2009, for purposes of determining eligibility to receive a contribution for periods on and after January 1, 2009. No contribution will be paid prior to January 1, 2009. For this purpose, a "group-acquired employee" refers to an employee of the Company who became such as an immediate or ultimate result of a merger to which the Company was a party, or of the acquisition by the Company of all or part of the assets, businesses or capital stock of another corporation or firm.

(B) DC SERP Participation

An Eligible Employee will be a Participant in the DC SERP for the period(s), if any, that the Employee satisfies the eligibility conditions in Section 4.5(A).

(C) DC SERP Contributions

Each Participant eligible for DC SERP Contributions shall be entitled to contributions under this Plan as described below.

(i) *Payroll Contributions*

Contributions will be credited to the Participant's Account on the date the Base Pay and Cash Incentive otherwise would be payable, or as soon thereafter as administratively feasible.

(a) Hired Between January 1, 2009 and December 31, 2019

A Participant described in Section 4.5(A)(i) (Hired Between January 1, 2009 and December 31, 2019) will receive a DC SERP contribution equal to a Contribution Credit times the sum of the Participant's Base Pay and Cash Incentive, for each applicable pay period. The Contribution Credit for a pay period is determined by the Participant's level as of such pay period as follows:

- (1) 2%, for a Participant at level EV (referred to as level E-2 or E-3 prior to August 15, 2022).
- (2) 4%, for a Participant at level EL (referred to as level E-1 prior to August 15, 2022).

If a Participant changes levels during a pay period, the Participant's level as in effect on the last day of the pay period will apply. For purposes of calculating the DC SERP contribution, a Participant's Base Pay and Cash Incentive will be counted solely to the extent that (1) the Participant is on the US Executive Payroll during the applicable pay period or (2) such Cash Incentive is paid after a Participant's termination of employment from the Controlled Group but on or before such Participant receives his or her final regular paycheck.

(b) Hired Before January 1, 2009

A Participant described in Section 4.5(A)(ii) (Hired Before January 1, 2009) will receive a DC SERP contribution equal to a Contribution Credit times the sum of the Participant's Base Pay and Cash Incentive, for each applicable pay period. For purposes of calculating the DC SERP contribution, a Participant's Base Pay and Cash Incentive will be counted solely to the extent that (1) the Participant is on the US Executive Payroll during the applicable pay period or (2) such Cash Incentive is paid after a Participant's termination of employment from the Controlled Group but on or before such Participant receives his or her final regular paycheck.

The Contribution Credit will equal the sum of (i) and, if applicable, (ii):

- (1) 5%
- (2) For a Participant who has attained age 55 (or will attain age 55 by the end of a Plan Year), 0.5% times the Participant's whole years of Benefit Service (as defined under the PVP and/or BSS Plan, as applicable, and determined as of January 1, 2016), subject to the limitation herein. The supplemental percentage credited under this subsection (ii) will be contributed for a period not to exceed seven years. This seven-year period will commence on January 1, 2016 (or on January 1 of the year in which the Participant attains age 55, or on the date of promotion to the US Executive Payroll, whichever is latest) and will be measured in the aggregate over a Participant's lifetime (i.e., regardless of whether the Participant has multiple periods of employment with the Controlled Group).

(ii) *One-Time Contribution*

An Employee who satisfies the requirements described in Section 4.5(A)(i) (Hired Between January 1, 2009 and December 31, 2019), and who is first promoted to a level of EL or EV (from a position at a level of ED) during the Plan Year (prior to August 15, 2022, first promoted to a level of E-1 through E-3 (from a position at a level of E-4 or E-5) during the Plan Year), will receive a one-time additional contribution equal to the product of (a), (b) and (c) below.

- (a) 2%
- (b) The sum of:
  - (1) the Participant's Base Pay Rate in effect immediately following the promotion, and
  - (2) his or her Cash Incentive target percentage multiplied by the Base Pay Rate, both as in effect immediately following the promotion.
- (c) The Participant's whole years of Service as of the date of first promotion to a level of EL or EV (from a position at a level of ED) (prior to August 15, 2022, to a level of E-1 through E-3 (from a position at a level of E-4 or E-5)); provided that, for such purpose, a Participant's years of Service will be limited to Service earned since his or her most recent hire date.

This amount will be credited to the Participant's Account as of the date of first promotion to a level of EL or EV (referred to as level E-1, E-2, or E-3 prior to August 15, 2022), or as soon thereafter as administratively feasible.

A Participant who has received a one-time contribution under this Section upon promotion to a level of EL or EV (referred to as level E-1, E-2, or E-3 prior to August 15, 2022), will be ineligible for any further contributions under this subsection (C)(ii).



## **ARTICLE V**

### **Vesting and Forfeiture Rules**

#### **5.1 Vesting**

This Article V describes the vesting and forfeiture rules applicable to certain benefits under the Plan. In addition to the rules set forth in this Article V, see Section 7.4 regarding missing participants and improper credits, Section 10.2 regarding anti-assignment, Section 10.3 regarding the unfunded nature of this Plan, and Appendix B for forfeiture rules applicable to the DCP Account.

#### **5.2 Extra Deferral Vesting**

A Participant's interest in his or her Extra Deferral Account will be 100% vested at all times.

#### **5.3 Restoration Vesting**

A Participant's interest in his or her Restoration Account will be 100% vested at all times.

#### **5.4 Executive Benefit Vesting**

Subject to Section 5.5 and Section 5.6, a Participant's interest in his or her Executive Benefit Account will be 100% vested at all times.

#### **5.5 Executive SSP+ Company Contribution Forfeiture Rules**

The Administrator may determine, in its sole discretion, that a Participant will forfeit any part or all of the portion of his or her legacy Executive SSP+ Company Contribution Account that is attributable to Executive SSP+ Company Contributions made on and after January 1, 2017, if any of the following circumstances occur while employed by the Controlled Group or within five (5) years after termination of such employment:

- (A) The Participant is convicted of a felony involving theft, fraud, embezzlement, or other similar unlawful acts against the Controlled Group or against the Controlled Group's interests. For purposes of this Plan, "other similar unlawful acts against the Controlled Group or against the Controlled Group's interests" shall include any other unlawful act (i) committed against the Controlled Group, or the interests of the Controlled Group, including, but not limited to, a governmental agency or instrumentality which conducts business with the Controlled Group, or a customer of the Controlled Group, or (ii) affecting the Controlled Group or the interests of the Controlled Group, in such a manner that is determined to be detrimental to, prejudicial to or in conflict with the Controlled Group or the interests of the Controlled Group, as determined by the Administrator in its sole discretion.
- (B) The Participant, directly or indirectly, engages in any activity, whether individually or as an employee, consultant or otherwise, which the Administrator determines, in its sole discretion, to be an activity in which the Participant is "engaging in competition" with any significant aspect of Controlled Group business. For purposes of this Plan, "engaging in competition" shall include but is not limited to representing, providing services to, or being an employee of or associated in a business capacity with, any person or entity that is engaged, directly or indirectly, in competition with any Controlled Group business or that takes a position adverse

to any Controlled Group business, regardless of the position or duties the Participant takes, in such a manner that is determined to be detrimental to, prejudicial to or in conflict with the interests of the Controlled Group, all as determined by the Administrator in its sole discretion.

- (C) The Participant, without the advance approval of The Boeing Company's Senior Vice President of Human Resources (or successor position thereto), induces or attempts to induce, directly or indirectly, any of the Controlled Group's employees, representatives or consultants to terminate, discontinue or cease working with or for the Controlled Group, or to breach any contract with the Controlled Group, in order to work with or for, or enter into a contract with, the Participant or any third party.
- (D) The Participant disparages or otherwise makes any statements about the Controlled Group, its products, or its employees that could be in any way viewed as negative or critical. Nothing in this paragraph will apply to legally protected communications to government agencies or statements made in the course of sworn testimony in administrative, judicial, or arbitral proceedings.
- (E) The Participant uses or discloses proprietary or confidential information, including but not limited to trade secrets, of the Controlled Group. Nothing in this paragraph will apply to legally protected communications to government agencies or statements made in the course of sworn testimony in administrative, judicial, or arbitral proceedings.

To the extent the Participant has already received or commenced payment of such portion of his or her Executive SSP+ Company Contribution Account, the Administrator will be entitled to pursue any and all legal and equitable relief against the Participant to enforce the forfeiture of and recover the amount distributed from such Executive SSP+ Company Contribution Account. The forfeiture provisions will continue to apply unless and to the extent modified by a court of competent jurisdiction. However, if any portion of these forfeiture provisions is held by such a court to be unenforceable, these provisions shall be deemed amended to limit their scope to the broadest scope that such authority determines is enforceable, and as so amended shall continue in effect.

In addition, the Administrator will, in all appropriate circumstances, require reimbursement of any Executive SSP+ Company Contribution Account attributable to Executive SSP+ Company Contributions made on and after January 1, 2017, which are attributable to an incentive award that the Controlled Group seeks to recover under the clawback provision of any plan providing Cash Incentive.

## **5.6 DC SERP Vesting**

No payments shall be made from a Participant's DC SERP Account except to the extent such Participant is vested in his or her DC SERP Account.

### **(A) General DC SERP Vesting Rule for Participants Hired Between January 1, 2009 and December 31, 2019**

A Participant described in Section 4.5(A)(i) (Hired Between January 1, 2009 and December 31, 2019) will vest 100% in his or her DC SERP Account component(s) covered under this subsection (A) on the date the Participant satisfies the conditions in any of (i), (ii) or (iii) below.

- (i) The Participant has been on the US Executive Payroll at a level of EL or EV (referred to as level E-1, E-2, or E-3 prior to August 15, 2022), for a period of 36 consecutive months. (For Participants with prior periods of employment, a period of consecutive months before January 1, 2009 on the US Executive Payroll at a level of E-1 through E-3 will be counted for purposes of determining whether this 36 consecutive month requirement has been satisfied.)
- (ii) The Participant dies while an Employee.
- (iii) The Participant is laid off from a position at level EL or EV (referred to as level E-1, E-2, or E-3 prior to August 15, 2022)], and is eligible for benefits under The Boeing Company Executive Layoff Benefits Plan.

See subsection (C) below for additional vesting rules for these Participants based on age and Service.

(B) General DC SERP Vesting Rule for Participants Hired Before January 1, 2009

A Participant described in Section 4.5(A)(ii) (Hired Before January 1, 2009) will vest 100% in his or her DC SERP Account component covered under this subsection (B) on the date the Participant satisfies the conditions in any of (i), (ii) or (iii) below.

- (i) The Participant has been on the US Executive Payroll for a period of 36 consecutive months. For a Participant on the US Executive Payroll as of January 1, 2016, a period of consecutive months before January 1, 2016 on the US Executive Payroll will be counted for purposes of determining whether this 36 consecutive month requirement has been satisfied.
- (ii) The Participant is fully vested under the PVP and/or BSS Plan, as applicable, and dies while an Employee before his or her DC SERP Account commences payment under this Plan.
- (iii) The Participant is laid off from an US Executive position and is eligible for benefits under The Boeing Company Executive Layoff Benefits Plan.

(C) Special Vesting Rules for Participants Hired Between January 1, 2009 and December 31, 2019 with 55/10 or 62/1

Special vesting rules apply for a Participant described in Section 4.5(A)(i) (Hired Between January 1, 2009 and December 31, 2019) who has attained either (i) or (ii) while employed by the Controlled Group.

- (i) Age 55 with 10 years of Service, or
- (ii) Age 62 with one year of Service.

This Participant will be 100% vested in the portion of his or her DC SERP Account described in Section 4.5(C)(i) (Payroll Contributions) after he or she has been on the US Executive Payroll for a period of 36 consecutive months.

This Participant will vest ratably in the portion of his or her DC SERP Account described in Section 4.5(C)(ii) (One-Time Contribution), if any, at the rate of 1/36

for each consecutive month that the Participant is on the US Executive Payroll at a level of EL or EV (referred to as level E-1, E-2, or E-3 prior to August 15, 2022), starting with the date on which the Participant was first promoted to the US Executive Payroll at a level of EL or EV (referred to as level E-1, E-2, or E-3 prior to August 15, 2022). This pro rata vesting rule is not intended to preclude the acceleration of vesting under subsections (A)(ii) (death) or (iii) (layoff) above, if applicable.

(D) Authorized Period of Absence

For purposes of this Section, an Authorized Period of Absence from the US Executive Payroll will count as a period on the US Executive Payroll, and an Authorized Period of Absence from a position at level EL or EV (referred to as level E-1, E-2, or E-3 prior to August 15, 2022) will count as a period at these levels.

If an Employee ceases to be at the applicable level for any reason other than an Authorized Period of Absence, and the Employee later returns to a position at the applicable level, these non-consecutive periods of service will not be aggregated for purposes of determining whether the 36-consecutive month requirement has been met.

(E) Transfers to and from ULA and USA

For purposes of computing vesting for a Participant who transfers employment directly from the Controlled Group to ULA or USA, uninterrupted service at ULA or USA as an executive in a position at a comparable level will be credited toward the 36 consecutive months requirements described herein, provided that the Participant transfers directly from the US Executive Payroll (or a position at level EL or EV (referred to as level E-1, E-2, or E-3 prior to August 15, 2022), if applicable) at the Controlled Group to comparable executive status at ULA or USA, as applicable. ULA and USA service will not be credited toward vesting under this Plan for any period following the Participant's removal from this executive status. For purposes of computing vesting for a participant who transfers employment directly from ULA or USA to the Controlled Group, uninterrupted service at ULA or USA as an executive at a position comparable to the US Executive Payroll (or a position at level EL or EV (referred to as level E-1, E-2, or E-3 prior to August 15, 2022), if applicable) will be credited toward the 36 consecutive months requirements described herein, provided that the Participant transfers directly from this executive status at ULA or USA to a position at a comparable level at the Controlled Group. ULA and USA service will not be credited toward vesting under this Plan for any period prior to the Participant's attainment of this executive status at ULA or USA, as applicable.

(F) Impact of Separation from Service/Transfer

- (i) Payroll Contributions. If a Participant Separates from Service (other than due to an Authorized Period of Absence) or transfers off of the US Executive Payroll (or a position at level EL or EV (referred to as level E-1, E-2, or E-3 prior to August 15, 2022), if applicable) *before* becoming 100% vested in the payroll contribution portion of his or her DC SERP Account described in Section 4.5(C)(i)(A) and/or (i)(B), as applicable, the Participant will forfeit all rights to the nonvested portion of his or her DC SERP Account attributable to the period prior to his or her Separation

from Service or transfer. To the extent any benefit under this Plan becomes vested during an Authorized Period of Absence that continues after a deemed Separation from Service, it will remain subject to the payment timing rules under Section 6.1.

- (ii) One-Time Contributions. If a Participant stops accruing service toward satisfaction of applicable vesting requirements (such as due to a Separation from Service) after becoming partially vested in the one-time contribution portion of the DC SERP Account, under subsection (C) above, and the Participant subsequently resumes accruing service toward satisfaction of applicable vesting requirements, the DC SERP Account accrued after such resumption will not be vested until the Participant satisfies the requirements of subsection (A) or (C) above following such resumption.
- (iii) Multiple DC SERP Account Components. Separate vesting requirements apply to each component of a Participant's DC SERP Account described in Sections 4.4(C)(i)(a), (i)(b), and (ii). This means that a Participant who has accrued more than one DC SERP Account component (such as, due to a Separation from Service and subsequent rehire) must satisfy the vesting requirements applicable to each such component. If a Participant Separates from Service *after* becoming 100% vested in a particular DC SERP Account component, the Participant will be fully vested in any additional accruals under the same DC SERP Account component following rehire or return (even if the Participant fails to be at the applicable pay level for 36 consecutive months following rehire or return). The Participant will not, however, be fully vested in any amounts accrued under a *different* DC SERP Account component unless and until the corresponding applicable vesting requirements under this Section 5.5 otherwise have been satisfied.

See Section 7.4 regarding missing participants and improper credits, Section 10.2 regarding anti-assignment, and Section 10.3 regarding the unfunded nature of this Plan. Any amounts forfeited hereunder will not later be reinstated.

## **5.7 DC SERP Forfeiture Rules**

The Administrator may determine, in its sole discretion, that a Participant will forfeit any part or all of his or her DC SERP Account if any of the following circumstances occur while employed by the Controlled Group or within five (5) years after termination of such employment:

- (A) The Participant is convicted of a felony involving theft, fraud, embezzlement, or other similar unlawful acts against the Controlled Group or against the Controlled Group's interests. For purposes of this Plan, "other similar unlawful acts against the Controlled Group or against the Controlled Group's interests" shall include any other unlawful act (i) committed against the Controlled Group, or the interests of the Controlled Group, including, but not limited to, a governmental agency or instrumentality which conducts business with the Controlled Group, or a customer of the Controlled Group, or (ii) affecting the Controlled Group or the interests of the Controlled Group, in such a manner that is determined to be detrimental to,

prejudicial to or in conflict with the Controlled Group or the interests of the Controlled Group, as determined by the Administrator in its sole discretion.

- (B) The Participant, directly or indirectly, engages in any activity, whether individually or as an employee, consultant or otherwise, which the Administrator determines, in its sole discretion, to be an activity in which the Participant is “engaging in competition” with any significant aspect of Controlled Group business. For purposes of this Plan, “engaging in competition” shall include but is not limited to representing, providing services to, or being an employee of or associated in a business capacity with, any person or entity that is engaged, directly or indirectly, in competition with any Controlled Group business or that takes a position adverse to any Controlled Group business, regardless of the position or duties the Participant takes, in such a manner that is determined to be detrimental to, prejudicial to or in conflict with the interests of the Controlled Group, all as determined by the Administrator in its sole discretion.
- (C) The Participant, without the advance approval of The Boeing Company’s Senior Vice President of Human Resources (or equivalent but for title), induces or attempts to induce, directly or indirectly, any of the Controlled Group’s employees, representatives or consultants to terminate, discontinue or cease working with or for the Controlled Group, or to breach any contract with the Controlled Group, in order to work with or for, or enter into a contract with, the Participant or any third party.
- (D) The Participant disparages or otherwise makes any statements about the Controlled Group, its products, or its employees that could be in any way viewed as negative or critical. Nothing in this paragraph will apply to legally protected communications to government agencies or statements made in the course of sworn testimony in administrative, judicial, or arbitral proceedings.
- (E) With respect to contributions made to the Plan on and after January 1, 2017, the Participant uses or discloses proprietary or confidential information, including but not limited to trade secrets, of the Controlled Group. Nothing in this paragraph will apply to legally protected communications to government agencies or statements made in the course of sworn testimony in administrative, judicial, or arbitral proceedings.

To the extent the Participant has already received or commenced payment of his or her DC SERP Account, the Administrator will be entitled to pursue any and all legal and equitable relief against the Participant to enforce the forfeiture of and recover such benefit. The forfeiture provisions will continue to apply unless and to the extent modified by a court of competent jurisdiction. However, if any portion of these forfeiture provisions is held by such a court to be unenforceable, these provisions shall be deemed amended to limit their scope to the broadest scope that such authority determines is enforceable, and as so amended shall continue in effect.

In addition, the Administrator will, in all appropriate circumstances, require forfeiture or reimbursement of any portion of a DC SERP Account attributable to an incentive award that the Controlled Group seeks to recover under the clawback provision of any plan providing Cash Incentive.

## **ARTICLE VI Distributions**

### **6.1 Form and Timing of Distribution**

#### **(A) Extra Deferral Account**

A Participant may elect the form and timing of distribution with regard to his or her Extra Deferral Account as described below, subject to the cash-out rule in subsection (E) below. This distribution election must be made at the same time the Participant makes his or her first Extra Deferral Election.

If a Participant fails to make a timely election with regard to the *timing* of payment of his or her Extra Deferral Account, then the Participant will be deemed to have elected to receive payment in January of the first Plan Year following the Participant's Separation from Service (subject to subsection (H)). If a Participant fails to make a timely election with regard to the *form* of payment of his or her Extra Deferral Account, then the Participant will be deemed to have elected to receive payment in a lump sum.

Notwithstanding anything herein to the contrary, to the extent the Participant had in effect a distribution election under the Deferred Compensation Plan for Employees of The Boeing Company immediately prior to January 1, 2019 and fails to make a timely election with regard to the timing or form of payment of his or her Extra Deferral Account, such distribution election shall apply automatically to any future deferrals of the same type credited under this Plan and such Participant will only be permitted to change such deemed election in accordance with subsection (F) below.

A Participant may change a distribution election (or deemed distribution election) with respect to his or her entire Extra Deferral Account after the initial Extra Deferral Election is made (or deemed made), to the extent permitted and in accordance with the conditions stated under subsection (F) below.

#### **(B) Restoration Account**

A Participant may elect the form and timing of distribution with regard to his or her Restoration Account as described below, subject to the cash-out rule in subsection (E) below. This distribution election must be made at the same time the Participant makes his or her first Restoration Deferral Election or, if earlier, during the enrollment period immediately preceding the first year with respect to which the Participant receives a Company contribution to his or her Restoration Account. Any election made as to the form and timing of distribution will apply to the Participant's entire Restoration Account, including the Restoration True-Up Contributions and the Restoration SSP+ Company Contributions made for Plan Years prior to January 1, 2022, if any.

If a Participant fails to make a timely election with regard to the *timing* of payment of his or her Restoration Account, then the Participant will be deemed to have elected to receive payment in January of the first Plan Year following the Participant's Separation from Service (subject to subsection (H)). If a Participant fails to make a timely election with regard to the *form* of payment of his or her Restoration Account, then the Participant will be deemed to have elected to receive payment in a lump sum.

A Participant may change a distribution election (or deemed distribution election) with respect to his or her entire Restoration Account after the initial Restoration Deferral Election is made (or deemed made), to the extent permitted and in accordance with the conditions stated under subsection (F) below.

(C) Executive Benefit Account

No initial distribution elections are permitted or required with regard to a Participant's Executive Benefit Account, to which is credited Company Non-Elective Contributions, Executive SSP+ Company Contributions and DC SERP Contributions. Rather, a Participant is deemed to have elected to receive his or her Executive Benefit Account in a lump sum, payable in January of the first Plan Year following Separation from Service (subject to subsection (H)).

A Participant may change his or her deemed distribution election with respect to his or her Executive Benefit Account to the extent permitted and in accordance with the conditions stated under subsection (F) below.

(D) Timing and Form of Distribution

(i) Lump Sum Distribution

The lump sum distribution option is a single lump sum payment that will be made in the later of: (i) January of the first Plan Year following Separation from Service, or (ii) January of the first Plan Year following the Participant's attainment of a specified age (subject to subsection (E) below), as elected by the Participant under this Section 6.1 (in each case subject to subsection (H) below). Except as otherwise provided in subsection (H) below, the amount of such distribution will equal the value of the Participant's Account as of the first business day of January of the Plan Year of payment (or such other distribution valuation date as is specified by the Administrator), and no additional interest or earnings will be credited thereafter.

(ii) Installment Payment

The installment payment option is a series of annual installment payments for a period between 2 and 15 years, as elected by the Participant under this Section 6.1. Annual installment payments, if elected, will begin in the later of: (i) January of the first Plan Year following Separation from Service, or (ii) January of the first Plan Year following the Participant's attainment of a specified age (subject to (E) below), as elected by the Participant under this Section 6.1 (in each case subject to subsection (H) below). Payments will continue to be made each January thereafter until the full amount of the benefit has been paid.

The amount payable to the Participant each year shall be computed by dividing the balance in the Account (or the applicable portion of the Account) as of the first business day of January of the Plan Year in which payment is to be made (or such other distribution valuation date as is specified by the Administrator) by the number of years remaining in the distribution period. No additional earnings or interest will be credited to a Participant's account with respect to an installment payment after the valuation date used to determine the amount of such payment. See



Section 6.1(E) below for application of the cash-out rule to installment payments.

(E) Cash-outs

Notwithstanding the foregoing, subject to the six-month delay in payment for Specified Employees under subsection (H), if a Participant has elected to receive installments and his or her remaining Account balance is \$10,000 or less upon any scheduled payment date (excluding the balance of the DCP Account), the entire remaining balance will be paid as one final installment payment at that time.

(F) Changes to Distribution Election or Deemed Election

A Participant may change a distribution election (or deemed election) after the initial distribution election becomes effective (or deemed effective) only once with regard to each of the following subaccounts: the Participant's Restoration Account, Executive Benefit Account, Extra Deferral Account, and DCP Account (Deferrals) and DCP Account (Match).

Such election must change the time of payment (consistent with the requirement of clause (iii) below) and may change the form of payment (from lump sum to installments, or vice versa). Subject to the following paragraph, such election may be made at any time and need not be made during an annual enrollment period. If an election change is made by an Eligible Employee during the annual enrollment period, it can be changed during such period and the last change on file (if any) as of the end of the annual enrollment period will be irrevocable. If the election change is made by an Eligible Employee outside of the annual enrollment period or at any time by a Participant who is not an Eligible Employee, such election change will be irrevocable when made.

To the extent any such changes would defer commencement of any portion of the Participant's Restoration Account, Executive Benefit Account, Extra Deferral Account or DCP Account beyond both age 70½ and Separation from Service, the changes will not be effective.

- (i) A new distribution election must be submitted in accordance with the rules prescribed by the Administrator at least 12 months before the existing scheduled distribution date under the applicable subaccount.
- (ii) The revised distribution election must not take effect for at least 12 months after it is made.
- (iii) The new distribution election must provide for an additional deferral period of at least 5 years beyond the original distribution date.

In no event can installment payments be changed or revoked once they have begun. In all cases, payments will be made in January (subject to subsection (H)).

(G) Distributions At Age 70½

Payment of benefits under this Plan will begin no later than the first January following the calendar year in which the Participant both attains (or would have attained) age 70½ and is Separated from Service. Payment of benefits for Participants actively employed beyond age 70½ will begin no later than the first

January following the calendar year in which the Participant Separates from Service. Subject to subsection (D), any election made by a Participant to the contrary will not be effective.

(H) Specified Employees

Notwithstanding anything to the contrary under this Article VI, a Specified Employee will not receive any distribution under this Plan during the six-month period immediately following his or her Separation from Service.

Subject to subsection (F) above, the Account of a Specified Employee will be distributed in the form elected (or deemed elected) under subsection (A), (B), or (C) above, as applicable. This distribution will be made or commence as of the latest of:

- (1) the time elected (or deemed elected) under subsection (A), (B), or (C), as applicable,
- (2) the month following completion of the six-month waiting period (for Specified Employees who Separate from Service between July 1 and December 31), and
- (3) January of the first Plan Year following Separation from Service (for Specified Employees who Separate from Service between January 1 and June 30).

If a Participant has elected installments, subsequent installment payments will be made in January of each successive year until the Account is exhausted.

For payments occurring other than in January, the amount of the distribution will be determined based on the value of the Participant's Account as of the first business day of the month that payment will be made (or such other distribution valuation date as is specified by the Administrator). No additional earnings or interest will be credited to a Participant's account with respect to a payment after the valuation date used to determine the amount of such payment.

In the event of a Specified Employee's death during the six-month waiting period, the waiting period will cease to apply. The Specified Employee's benefits will be distributed in accordance with Section 6.2 (Death Benefits) below.

(I) Distribution Due to Unforeseeable Emergency

A Participant or Beneficiary may elect to receive a distribution of all or a portion of his or her Extra Deferral Account, Restoration Account, Executive Benefit Account (other than the portion attributable to DC SERP Contributions), and DCP Account, regardless of whether benefit payments have commenced, to the extent that the Participant or Beneficiary incurs an Unforeseeable Emergency. A Participant or Beneficiary may not receive a distribution of his or her DC SERP Account solely in the event of an Unforeseeable Emergency, even if fully vested.

The amount of the distribution will be limited to the amount reasonably necessary to satisfy the emergency need, including any taxes or penalties reasonably anticipated to result from the distribution, as determined by the Administrator.

## 6.2 Death Benefits

If a Participant dies before his or her entire Account has been distributed, the remaining balance will be distributed to his or her Beneficiary in accordance with the Participant's election or deemed election as to form and timing filed with the Administrator with regard to such Account(s). Distributions to the Beneficiary will be made at the same time (or as soon as administratively feasible following the Company's receipt of a notice of the Participant's death) and in the same form as the payment that otherwise would have been made to the Participant.

If a Beneficiary dies after the Participant, but before receiving the payment of all amounts due hereunder, then the unpaid amounts will be paid to the individual(s) designated (in accordance with the rules established by the Administrator) by the Beneficiary as his or her beneficiary(ies), or if no such designation has been made (or if such individual(s) do(es) not survive to receive payment), then such unpaid amounts will be paid to the Beneficiary's estate, in a single lump sum, as soon as administratively feasible after the Beneficiary's death.

## 6.3 Rehires and Authorized Periods of Absence/Reduced Level of Services

This Section 6.3 addresses the form and timing of payment for a Participant who is rehired by the Company following a Separation from Service, or who remains employed after a Separation from Service has occurred (for example, due to an extended Authorized Period of Absence or due to reduced level of services).

In the event that a Participant forfeits a nonvested DC SERP Account upon a Separation from Service, this benefit will not be restored upon rehire. This rule applies regardless of whether the Participant satisfies the vesting criteria under Section 5.5 following rehire.

### (A) After Commencing Benefits

This subsection (A) applies to a Participant who has received or begun receiving benefits under the Plan because he or she has experienced a Separation from Service and has attained the specified age (if applicable).

- (i) Rehires. Installment payments that commenced prior to the Participant's rehire with respect to Participant Deferrals made and Company Contributions received before the Participant's Separation from Service ("Old Account") will not be suspended by reason of the Participant's rehire. This Old Account will continue to be paid until exhausted, without regard to the period of rehire.

Participant Deferrals made and Company Contributions received attributable to periods after the date of rehire ("New Account") will remain subject to the Participant's earlier distribution election or deemed election as to the timing and form of payment under Section 6.1(D) (subject to the change rules in Section 6.1(F)), without regard to any Separation from Service that occurred prior to rehire. As a result, the New Account will be distributed in January following the Participant's Separation from Service after rehire (subject to any 6-month delay for Specified Employees), in the form selected under the original distribution election or deemed election. This is because the Participant already has attained the specified age under Section 6.1(D) but has not yet experienced a Separation from Service attributable to the New Account.

- (ii) Authorized Period of Absence/Reduced Level of Services. To the extent a Participant made additional Participant Deferrals or received additional Company Contributions while on an Authorized Period of Absence or during a period of a reduced level of services that constituted a Separation from Service under Code section 409A, such Participant Deferrals made and Company Contributions received (to the extent vested) will be distributed in January of the first Plan Year following the year in which they are made, in accordance with the Participant's earlier distribution election or deemed election. This is because the Participant has already satisfied the conditions for payment under Section 6.1(D); namely, he or she has attained the specified age and has experienced a Separation from Service attributable to such Participant Deferrals made and contributions received.

(B) Before Commencing Benefits

This subsection (B) applies to a Participant who has not begun receiving benefits under the Plan.

- (i) Rehires. The rehired Participant's Old Account, to the extent vested, will be distributed in accordance with the Participant's earlier distribution election or deemed election as to the timing and form of payment under Section 6.1(D) (subject to the change rules in Section 6.1(F)). This means that, for example, if the Participant's original distribution election selected benefits in the form of a lump sum (or installments) payable in January following attainment of a specified age under Section 6.1(D), then the Participant's Old Account (to the extent vested) will be payable as a lump sum (or installments, if so elected) in January following the year in which he or she attains the specified age, even if the Participant has not had a subsequent Separation from Service after rehire. This result will not change in the event that the Participant attains the specified age after the initial Separation from Service, but is rehired before benefits actually begin.

The Participant's New Account will remain subject to the Participant's earlier distribution election or deemed election as to the timing and form of payment under Section 6.1(D) (subject to the change rules in Section 6.1(F)), without regard to any Separation from Service that occurred prior to rehire, as described in Section 6.3(A) above. As a result, the New Account will be distributed either (i) in January following the Participant's Separation from Service *after rehire*, or (ii) in January following both the Participant's Separation from Service *after rehire* and after attainment of the specified age, in accordance with the original distribution election or deemed election. This is because the Participant has not yet experienced a Separation from Service attributable to the New Account.

- (ii) Authorized Period of Absence/Reduced Level of Services. Any Participant Deferrals made or Company Contributions received during an Authorized Period of Absence or a period of a reduced level of services (to the extent vested) will be distributed in accordance with the Participant's earlier distribution election or deemed election as to the timing and form of payment under Section 6.1(D) (subject to the change rules in Section 6.1(F)). This means that, for example, if the Participant's original

distribution election selected benefits in the form of a lump sum (or installments) payable in January following attainment of a specified age under Section 6.1(D), then any Participant Deferrals made and contributions received during an Authorized Period of Absence or a period of a reduced level of services will be payable as a lump sum (or installments, if so elected) in January following the year in which he or she attains the specified age. This result will not change in the event that the Participant attains the specified age while on an Authorized Period of Absence or during a period of a reduced level of services, but resumes (or increases his or her level of) services before benefits actually begin.

## **ARTICLE VII**

### **Accounts**

#### **7.1 Participant Accounts**

The Administrator will establish and maintain an Account for each Participant, for each period of employment. Solely for this purpose, a period of employment will be treated as commencing upon a Participant's eligibility for the Plan (following hire or rehire as applicable) and ending with his or her Separation from Service.

Each Account will be credited with Participant Deferrals and Company Contributions for the relevant period of employment, as well as Earnings Credits described in Section 7.2 below. Each Account will be reduced as payments are made.

In connection with the January 1, 2019 amendment and restatement of the Plan, there was a one-time transfer of certain Restoration Benefit sub-accounts of certain participants from the Plan to The Boeing Company Supplemental Savings Plan (the "SSP") such that the opening account balances of such participants in the SSP on January 1, 2019 was equal to the closing balance of such participants' Restoration Accounts in the Plan on December 31, 2018. The affected participants were: (A) each Employee (as defined in the SSP) who was an Eligible Employee (as defined in the SSP) on January 1, 2019, and was a participant in the Restoration Benefit of the Plan prior to 2019 and (B) each other current or former Employee (as defined in the SSP) who was not as of January 1, 2019 and had never been on the US Executive Payroll (as such term is defined in the Plan).

#### **7.2 Earnings Credits**

A Participant's Account(s) will be credited, at the Participant's (or, if applicable, Beneficiary's) election, with earnings under one or more of the following, as the individual elects and subject to any rules or limitations as may be imposed by the Administrator: (i) the Interest Fund method, (ii) the Boeing Stock Fund method, or (iii) the Other Investment Funds method, each as described below. In the absence of an election the Interest Fund method will be used.

##### **(A) Interest Fund Method**

Under this method, a Participant's Interest Fund method sub-account shall be adjusted daily in accordance with changes in the unit value of the sub-account to reflect interest, based on the Participant's sub-account balance.

Interest will be calculated for each Plan Year as the mean between the high and low (during the first eleven months of the preceding Plan Year) of yields on AA-rated industrial bonds as reported by Moody's Investors Service, Inc., rounded to the nearest ¼th of one percent. Participants will be notified annually of the established interest rate.

##### **(B) Boeing Stock Fund Method**

Under this method, a Participant's Boeing Stock Fund sub-account will be credited (or charged) with units, which units will be valued (and adjusted in value for expenses, income, gains and losses thereon) in the same manner as units in the Boeing Stock Fund under the Boeing 401(k), pursuant to an election by the Participant to have the Participant's sub-account credited as though the Participant had elected to invest in such fund in such increments as the Participant will direct

in accordance with rules established by the Administrator or its delegates. The number of units shall be recorded in the Participant's Boeing Stock Fund sub-account for bookkeeping purposes only, and shall not represent an actual ownership interest in the common stock of The Boeing Company or in the Boeing Stock Fund under the Boeing 401(k). The number of stock units in a sub-account shall be appropriately adjusted to reflect stock splits, stock dividends, and other like adjustments in the common stock of The Boeing Company as is reflected in the Boeing Stock Fund under the Boeing 401(k).

**(C) Other Investment Funds Method**

Under this method, a Participant may choose to diversify his or her Other Investment Funds sub-account by electing that it be credited (or charged) with the expenses, income, gains and losses on investment funds similar to those offered under the Boeing 401(k) (excluding the Boeing Stock Fund and Stable Value Fund offered thereunder) as designated by the Administrator from time to time, pursuant to an election by the Participant to have the Participant's sub-account credited as though the Participant had elected to invest in such funds in such increments as the Participant will direct in accordance with rules established by the Administrator or its delegates; provided that the Administrator may disregard such elections in its discretion.

Earnings credits to a Participant's Account(s) may be subject to valuation adjustments in accordance with the procedures established by the Administrator; provided, in no event will the portion of a Participant's Account(s) that has been distributed as of the time a valuation adjustment is made be subject to such valuation adjustment.

**7.3 Investment Election Changes and Restrictions**

A Participant may change how future additions to his or her Account(s) are deemed invested anytime during the Plan Year subject to the Administrator's rules and restrictions. The Participant may also transfer any portion of his or her sub-accounts from one investment fund to another on a daily basis, provided that a Participant may not transfer funds from one investment fund to another and back on the same day.

In addition, transfers cannot be made into the Boeing Stock Fund for 30 calendar days after transferring funds out of the Boeing Stock Fund. This restriction applies regardless of the number of units or the dollar value of the transfer. However, the Participant may continue to direct future additions into the Boeing Stock Fund and make transfers out of this investment fund at any time, subject to insider trading rules.

**7.4 Missing Participants and Improper Credits**

A Participant's Account may be forfeited or reduced upon the occurrence of one of the following events, even if 100% vested:

- (A) The Administrator is unable to locate a Participant or Beneficiary to distribute amounts from his or her Account (a "missing participant").
- (B) The Administrator recaptures amounts improperly credited to a Participant's Account.

See also Section 10.2 regarding anti-assignment and Section 10.3 regarding the unfunded nature of this Plan.

## **ARTICLE VIII Administration**

### **8.1 Plan Administration**

The Plan shall be administered by the Administrator. The Administrator shall make such rules, interpretations, determinations of fact and computations as it may deem appropriate, including (without limitation) requiring the use of an electronic or telephonic system for purposes of Participant elections and designations. Any decision of the Administrator with respect to the Plan, including (without limitation) any determination of eligibility to participate in the Plan and any calculation of Plan benefits, shall be conclusive and binding on all persons. The Administrator shall submit to the Compensation Committee periodic reports covering the operation of the Plan.

### **8.2 Claims Procedure**

The procedures for making claims for benefits under the Plan and for having the denial of a benefits claim reviewed shall be the same as those procedures set forth in the Boeing 401(k), provided that the Compensation Committee of the Board of Directors shall be substituted for the Administrator thereunder for purposes of the review of claims and appeals with respect to benefits under the Plan for elected officers of the Company (other than determinations related to potential forfeiture or reimbursement of benefits under Sections 5.5 or 5.7 of the Plan, which such determinations shall be made by the Administrator).

See Section 10.8 regarding limitations on subsequent legal action.



## **ARTICLE IX**

### **Amendment and Termination**

The Board of Directors, the Compensation Committee, the Administrator, and their respective delegate or delegates shall each have the authority to amend the Plan at any time, including, but not limited to, the authority to adopt amendments to combine or transfer all or part of the Plan with or to other plans maintained by the Controlled Group (including a termination of the Plan for that purpose) or to change the timing of eligibility for participation in the Plan; provided, however, that the Compensation Committee shall have the exclusive authority to adopt any amendments or make any other changes to the Plan that change the rate or amount of Company-provided benefits for employees on the US Executive Payroll. The Board of Directors shall have the authority to terminate the Plan at any time.

In the event of Plan amendment or termination, a Participant's benefits under the Plan shall not be less than the Plan benefits to which the Participant would be entitled if the Participant had terminated employment immediately prior to such amendment or termination of the Plan, increased or decreased by any Earnings Credits attributable to periods on or after the effective date of such amendment or termination.

In general, upon the termination of the Plan with respect to any Participant, the affected Participants will not be entitled to receive a distribution until the time specified in Article VI. Notwithstanding the foregoing, The Boeing Company may, in its discretion, terminate the entire Plan and pay each Participant a single lump-sum distribution of his or her entire accrued benefit to the extent permitted under conditions set forth in Code section 409A and any IRS or Treasury guidance thereunder.

## **ARTICLE X Miscellaneous**

### **10.1 No Employment Rights**

Nothing in the Plan shall be deemed to give any person any right to remain in the employ of the Company or other member of the Controlled Group, as applicable, or affect any right of the Company or other member of the Controlled Group, as applicable, to terminate a person's employment with or without cause.

### **10.2 Anti-Assignment**

No benefit under the Plan shall be subject in any manner to anticipation, alienation, sale, transfer, assignment, pledge, encumbrance, charge, execution, attachment, garnishment, or any other legal process. Any attempt to take such action shall be void and shall authorize the Administrator, in its sole and absolute discretion, to forfeit all further right and interest in any benefit under this Plan. In addition, a Participant's Account may be reduced by the amount of any tax obligation paid by the Company or other member of the Controlled Group, as applicable, on behalf of a Participant, Beneficiary, or any other person, if such individual fails to reimburse the Company or other member of the Controlled Group, as applicable, for such obligation.

### **10.3 Unfunded Status of Plan**

No funds shall be segregated or earmarked for or in the Account of any current or former Participant, Beneficiary or other person under the Plan. However, the Company or other member of the Controlled Group, as applicable, may establish one or more trusts to assist in meeting its obligations under the Plan, the assets of which shall be subject to the claims of the general creditors of the Company or other member of the Controlled Group, as applicable. No current or former Participant, Beneficiary or other person, individually or as a member of a group, shall have any right, title or interest in any account, fund, grantor trust, or any asset that may be acquired by the Company or other member of the Controlled Group, as applicable, in respect of its obligations under the Plan (other than as a general creditor of the Company or other member of the Controlled Group, as applicable, with an unsecured claim against its general assets).

### **10.4 Delays or Acceleration in Payment**

Payment of benefits under this Plan may be delayed or accelerated to the extent permitted by Code section 409A, as determined by the Administrator.

### **10.5 Involuntary Inclusion in Income**

If a determination is made that the Account of any Participant (or his or her Beneficiary) is subject to current income taxation under Code section 409A, then the taxable portion of such Account will be immediately distributed to the Participant (or his or her Beneficiary), notwithstanding the general timing rules otherwise described herein.

### **10.6 Compliance with Code Section 409A**

It is intended that amounts deferred under this Plan will not be taxable under Code section 409A with respect to any individual. All provisions of this Plan shall be construed in a manner consistent with this intent.

## **10.7 Construction**

The validity of the Plan or any of its provisions will be determined under and will be construed according to federal law and, to the extent permissible, according to the internal laws of the state of Illinois. If any provision of the Plan is held illegal or invalid for any reason, such determination will not affect the remaining provisions of the Plan and the Plan will be construed and enforced as if said illegal or invalid provision had never been included.

## **10.8 Legal Action**

No legal action may be brought in court on a claim for benefits under the Plan after 180 days following the decision on appeal (or 180 days following the expiration of the time to make an appeal decision if no appeal is made). The Plan, all benefits awarded thereunder, and all determinations and other actions with respect thereto, shall be governed by the laws of the State of Illinois without giving effect to principles of conflicts of laws, except to the extent preempted by the laws of the United States. Participants irrevocably consent to the nonexclusive jurisdiction and venue of the federal and state courts located in the State of Illinois, Cook County.

## **10.9 Tax Withholding**

The Company, or other member of the Controlled Group, as applicable, has the right to deduct any federal, state, local or foreign taxes that are required to be withheld from any payments made hereunder. In addition, if prior to the date of payment of any amount hereunder, the Federal Insurance Contributions Act (FICA) tax imposed under Code Sections 3101, 3121(a) and 3121(v)(2), where applicable, becomes due, then the Company, or other member of the Controlled Group, as applicable, shall have the right to deduct such tax from any other payments made to the Participant or from any Company Contributions credited to the Participant's Account, or to direct that the Participant's Account be reduced by the amount needed to pay the Participant's portion of such tax, plus an amount equal to the withholding taxes due under federal, state or local law resulting from the payment of such FICA tax, and an additional amount to pay the additional income tax at source on wages attributable to the pyramiding of the Code section 3401 wages and taxes, but no greater than the aggregate of the FICA tax amount and the income tax withholding related to such FICA tax amount. Each Participant shall be responsible for the payment of all individual tax liabilities relating to any benefits under the Plan that exceed the amounts withheld.

## **10.10 Liability for Benefit Payments**

The obligation to pay or provide for payment of a benefit hereunder to any Participant or Beneficiary shall be the sole and exclusive liability and responsibility of the employer which employed the Participant during the period which contributions were made, unless another entity has specifically assumed such liability. No other affiliate or subsidiary of such employer shall be liable or responsible for such payment, and nothing in the Plan shall be construed as creating or imposing any joint or shared liability for any such payment. The fact that a company other than the employer actually makes one or more payments to a Participant or Beneficiary shall not be deemed a waiver of this provision; rather, any such payment shall be deemed to have been made on behalf of and for the account of the employer.

#### **10.11 Recovery of Plan Overpayments**

The Plan shall have the right to offset from any future benefit payments due hereunder to (or with respect to) such individual the amount of such excess in such manner as the Administrator determines in its sole discretion or, if such offset is not administratively feasible the Administrator may undertake such actions as it deems reasonable to recover the excess.

#### **10.12 Notice**

Any notice or filing required or permitted to be given under the Plan shall be sufficient if in writing and hand delivered, or sent by registered or certified mail, to (a) The Boeing Company's headquarters, with attention to the Secretary of the Company, if the notice or filing is to be made to the Administrator or the Company or (b) the Participant's or Beneficiary's address on file with the Company, if the notice or filing is to be made to such individual. Such notice shall be deemed given as of the date of delivery, or, if delivery is made by mail, as of the date shown on the postmark on the receipt for registration or certification.

**APPENDIX A**  
**List of Excluded Entities**

[Reserved.]

This Appendix A may be updated by the Administrator from time to time without the need for a formal amendment to the Plan.

**APPENDIX B**  
**Deferred Compensation Plan for Employees of The Boeing Company**

The provisions of this Appendix B apply to DCP Accounts and individuals who were participants in the DCP as of December 31, 2021. In the event of a conflict between this Appendix B and the other provisions of the Plan, the provisions in this Appendix B shall control.

No DCP Deferrals were made to the DCP with respect to Base Pay earned and paid on and after January 1, 2019, Annual Incentive Awards with performance periods beginning on or after January 1, 2019, or Performance Awards with grant dates on or after January 1, 2019.

Effective with respect to amounts deferred on or after January 1, 2006 (including amounts for which Deferral Elections were made prior to January 1, 2006) the Company no longer provided any DCP Matching Contributions on any DCP Deferrals into a Boeing Stock Fund account; provided that in the case of DCP Deferrals that were the subject of a deferral election into a Boeing Stock Fund account made prior to January 1, 2005, the Company continued to match such DCP Deferrals of Boeing Stock Units and Performance Share Awards that are not yet vested (upon vesting) and such DCP Deferrals of 2005 Annual Incentive Awards that were paid in 2006. To the extent that the Company previously a DCP Matching Contribution with respect to all or part of any amounts previously deferred under the DCP, each such DCP Matching Contribution was deferred together with the Deferral to which it relates, and is subject to all of the Participant elections (including default elections) with respect to such Deferral.

1. Forfeiture and Reinstatement of Matching Contributions

- (A) Any DCP Matching Contribution shall be canceled and forfeited if the Participant Separates from Service for any reason other than retirement under a retirement plan sponsored by the Company, disability as determined by the Company, layoff, or death. The forfeited DCP Matching Contribution (and any Earnings Credits that would have accrued but for the forfeiture) will be reinstated upon rehire, only where (i) the Participant's Separation from Service occurred while the Participant was on an Authorized Period of Absence or due to a reasonably anticipated permanent reduction in the level of services performed by the Participant to less than 50 percent of the average level of services performed by the Participant during the immediately preceding 36-month period, and (ii) the Participant's Separation from Service was deemed a Separation from Service under Code section 409A or the terms of this Plan (i.e., the Participant did not incur a termination of employment with the Controlled Group).
- (B) Reinstatement of the Participant's forfeited benefits will occur upon (i) return to active employment with the Company within the Authorized Period of Absence, (ii) termination of the Authorized Period of Absence or period of a reduced level of services due to retirement under a plan sponsored by the Company, disability as determined by the Company, layoff or death, or (iii) the Participant's return to active employment at a level of services that is 50 percent or more of the average level of services performed by the Participant prior to his or her prior deemed Separation from Service due to a reduction in services. Such reinstated benefits will remain subject to the forfeiture provisions of the first sentence of section 1(A) the payment timing rules under Section 3(A) hereof.

2. DCP Deferrals Eligible for Diversification

The following DCP Deferrals are eligible for investment diversification:

- (A) DCP Deferrals of Base Pay (once earned);
- (B) DCP Deferrals of cash Annual Incentive Awards (once earned);
- (C) Vested Boeing Stock Unit (BSU) DCP Deferrals;
- (D) Unvested BSU DCP Deferrals (once vested);
- (E) Performance Share DCP Deferrals that were vested as of December 31, 2005;
- (F) In the case of a Participant whose termination of employment occurred on or before December 31, 2005, any DCP Matching Contributions credited to the Participant's Accounts on or before January 3, 2006 (the next business day the Exchange is open); and
- (G) Performance Awards.

Performance Shares that were unvested as of December 31, 2005, and deferred into the Boeing Stock Fund account shall not be eligible for diversification, even upon vesting. DCP Matching contributions (except as described in (F) above) also shall not be eligible for diversification. Amounts eligible for diversification are sometimes referred to as "transferable amounts" and amounts not eligible for diversification are sometimes referred to as "nontransferable amounts."

### 3. Form and Timing of Distribution.

#### (A) General Rule

A Participant in the DCP was permitted to elect the form and timing of distribution with regard to his or her entire Account as described in subsections 6.1(D)(i) and 6.1(D)(ii). This distribution election was required to be made at the same time the Participant made his or her Deferral Election.

In the event that no distribution option was elected, the Participant is deemed to have elected to receive a single lump sum payable in January of the first Plan Year following the Participant's Separation from Service.

#### (B) Changes to Distribution Election

A Participant may change a distribution election with regard to his or her entire Account only to the extent permitted by Section 6.1(F) of the Plan.

#### (C) Separate Election for Matching Contributions

Notwithstanding the foregoing subsections (A) and (B), Participants who terminate employment on or after January 1, 2006, were permitted to make a separate election under subsection (A) above as to the time and form of distribution of (i) the Participant's Company Matching Contributions and (ii) the balance of the Participant's Plan Account. Such a Participant may also make a separate one-time distribution election change under subsection (B) above with respect to each such separate election under this subsection (C).

#### (D) Separate Election for Annual Installments

If a Participant makes a separate election under subsection (C)(ii) above to receive the balance of the Participant's DCP Account in annual installment payments, the Participant may further elect to receive either:

- (i) The Participant's nontransferable Performance Shares (Performance Shares that vested or vest after December 31, 2005, that are deferred into the Boeing Stock Fund), first, or
- (ii) A prorated payment of all the funds in the Participant's Account each year.

(E) Distributions At Age 70 ½

See Section 6.1(G) of the Plan.

(F) Specified Employees

See Section 6.1(H) of the Plan.

(G) Distribution Due to Unforeseeable Emergency

See Section 6.1(I) of the Plan.

(H) Death Benefits

If a Participant only has a DCP Account under this Plan, then the Participant's beneficiary designation made under the DCP prior to January 1, 2022 will apply hereunder, unless and until changed by the Participant in accordance with the terms of the Plan. If a Participant has both a DCP Account and another Account under the Plan, then the Participant's beneficiary designation under the DCP will become null and void as of January 1, 2022, and such Participant who wishes to designate a Beneficiary must make a new beneficiary designation in accordance with the terms of the Plan.

4. Rehires

See Section 6.3 of the Plan.



**EXHIBIT 21****The Boeing Company Subsidiaries**

Name	Place of Incorporation
Astro Limited	Bermuda
Astro-II, Inc.	Vermont
Aviall, Inc.	Delaware
BCC Equipment Leasing Corporation	Delaware
Boeing Aircraft Holding Company	Delaware
Boeing Australia Holdings Proprietary Limited	Australia
Boeing Capital Corporation	Delaware
Boeing CAS Holding GmbH	Germany
Boeing Defence Australia Ltd	Australia
Boeing Deutschland GmbH	Germany
Boeing Digital Solutions, Inc.	Delaware
Boeing Distribution Services, Inc.	Delaware
Boeing Distribution, Inc.	Delaware
Boeing Europe B.V.	Netherlands
Boeing Global Holdings Corporation	Delaware
Boeing International Logistics Spares, Inc.	Delaware
Boeing Netherlands B.V.	Netherlands
Jeppesen Deutschland GmbH	Germany

In accordance with Item 601(b)(21) of Regulation S-K, the company has omitted from this Exhibit the names of its subsidiaries which, considered in the aggregate or as a single subsidiary, do not constitute a significant subsidiary as defined in Rule 1-02(w) of Regulation S-X.

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in Registration Statement Nos. 33-25332, 33-31434, 33-43854, 33-58798, 33-52773, 333-16363, 333-26867, 333-32461, 333-32491, 333-32499, 333-32567, 333-41920, 333-54234, 333-73252, 333-107677, 333-140837, 333-156403, 333-160752, 333-163637, 333-195777, 333-228097, 333-252770, and 333-268762 on Form S-8 and Registration Statement Nos. 333-240300, 333-249827, and 333-250000 on Form S-3 of our reports dated January 27, 2023, relating to the financial statements of The Boeing Company and the effectiveness of The Boeing Company's internal control over financial reporting appearing in this Annual Report on Form 10-K for the year ended December 31, 2022.

/s/ Deloitte & Touche LLP

Chicago, Illinois

January 27, 2023

**CERTIFICATION PURSUANT TO  
RULE 13a-14 OF THE SECURITIES EXCHANGE ACT OF 1934,  
AS ADOPTED PURSUANT TO  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, David L. Calhoun, certify that:

1. I have reviewed this annual report on Form 10-K of The Boeing Company;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: January 27, 2023

/s/ David L. Calhoun

David L. Calhoun  
President and Chief Executive Officer and Director

**CERTIFICATION PURSUANT TO  
RULE 13a-14 OF THE SECURITIES EXCHANGE ACT OF 1934,  
AS ADOPTED PURSUANT TO  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Brian J. West, certify that:

1. I have reviewed this annual report on Form 10-K of The Boeing Company;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: January 27, 2023

/s/ Brian J. West

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Brian J. West  
Executive Vice President and Chief Financial Officer

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of The Boeing Company (the "Company") on Form 10-K for the period ending December 31, 2022, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, David L. Calhoun, President and Chief Executive Officer and Director of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ David L. Calhoun

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David L. Calhoun  
President and Chief Executive Officer and Director

January 27, 2023

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of The Boeing Company (the "Company") on Form 10-K for the period ending December 31, 2022, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Brian J. West, Executive Vice President and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Brian J. West

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Brian J. West  
Executive Vice President and Chief Financial Officer

January 27, 2023