



# Executive Compensation Perquisite and Benefit Administrative Guidelines

Executives on the US-based E-series Payroll

2017

**LEADERSHIP  
PERFORMANCE  
BUSINESS RESULTS**



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## Total Compensation at Boeing

At Boeing, Total Compensation is much more than a paycheck. We understand that our success depends on our people. As an investment in your success and the success of the company, Boeing offers a Total Compensation package that includes a market-competitive mix of pay, incentives, benefits and Well Being programs.

Your Total Compensation package rewards you for

- Leadership that helps drive success through focused ideas and decisive actions.
- Performance that contributes to achieving company goals.
- Business results that make Boeing successful.

Understanding the company's investment in all the elements of your Total Compensation package allows you to make lifestyle decisions that protect you and your family, help you ease through life transitions, and help you grow professionally.



## Annual Physical Examination

### Eligibility

E-series executives in levels E1 through E2 are eligible for an annual executive physical examination at the [Mayo Clinic](#) or [Northwestern Memorial Hospital](#).

If you are an E1 or E2 executive, you are encouraged to undergo an annual, comprehensive, executive-specific physical examination at [Northwestern Memorial Hospital](#) in Chicago or at one of three [Mayo Clinic](#) locations in the United States. In this program, the standard executive examination will be billed directly to Boeing. Please note that executives are responsible for any costs beyond the standard examination or their benefit plan. Visit the [FAQs](#), or for additional information on the Boeing Executive Health Program or for [personal health coaching](#), please contact Maggie Surges, Boeing Executive Health coordinator, at 312-544-2849.

## Supplemental Executive Retirement Plan

As an executive, you may be eligible to participate in the Supplemental Executive Retirement Plan (SERP). The SERP provides pension benefits that supplement the benefits provided by the Pension Value Plan (PVP), regardless of tax and other regulatory limitations that apply to the PVP.

**If you were hired before Jan. 1, 2008**, your SERP benefit is the greater of the supplemental benefit or the excess benefit.

**If you were hired or rehired on or after Jan. 1, 2008, but before Jan. 1, 2009**, your SERP benefit will be the excess benefit only.

**If you were hired or rehired on or after Jan. 1, 2009**, you are not eligible to participate in the SERP. Retirement benefits that you may participate in are explained in the Supplemental Benefit Plan section.

**If you are a heritage Boeing Satellite Systems (BSS) employee** participating in the BSS Retirement Plan, you are not eligible to participate in the SERP, but you may be eligible to participate in the Excess Benefit Plan for the BSS Retirement Plan.

### Supplemental Benefit

To be eligible for a supplemental benefit, you must be hired before Jan. 1, 2008, and be on the executive payroll for at least 36 consecutive months. Supplemental benefits ceased to accrue as of Dec. 31, 2015. Supplemental benefits are calculated under the following formula:

$$1.6\% \times (\text{total average compensation}) \times (\text{years of benefit service recognized in the PVP}) \times (\text{early retirement factor, if applicable}) \\ = \text{Target benefit}$$

$$\text{Target benefit} - \text{actual PVP benefit} = \text{SERP benefit}$$

"Total average compensation" is (1) the larger of the average of the last five years or highest five completed consecutive calendar years of base pay, plus (2) the average of the highest five consecutive incentive awards. Only compensation paid before Jan. 1, 2016, and benefit service earned before Jan. 1, 2016, are included. The amount of SERP benefit you will receive will be adjusted depending on when you commence your pension. Your target benefit and PVP benefit are subject to different early retirement adjustments.

In no event will the sum of your PVP and supplemental benefit exceed 100 percent of final base pay at the earlier of commencement of your benefits or Dec. 31, 2015.

### Excess Benefit

The excess benefit is designed to replace any benefits that you are not eligible for under the PVP due to the IRS limits. Your excess benefits are calculated under the following formula:

$$\text{PVP benefit without IRS limits} - \text{actual PVP benefit} = \text{Excess benefit}$$

The excess benefit will cease to accrue (other than as attributable to the allocation of interest credits under the PVP) as of Dec. 31, 2015.

### Timing of Payment

Your SERP benefit will begin at age 55 or when you separate from service, whichever is later. Benefits will be delayed for executives designated as "specified employees."

### Forfeiture

Your SERP benefit is also subject to forfeiture under certain circumstances.

### More Information

You may access the summary plan description through Executive Compensation through TotalAccess > *Total Compensation > Incentives for Executive Compensation > Benefits > Benefits Overview > Summary Plan Descriptions*.

You may also access your PVP and SERP information through TotalAccess > *Total Compensation > My Retirement > Manage My Retirement Income* and then click Pension and My Pension Plan Data or another menu selection.

## Supplemental Benefit Plan

As an executive, you may be eligible for the Supplemental Benefit Plan (SBP). The SBP provides retirement benefits that supplement the Voluntary Investment Plan (VIP) benefits. Eligible employees have the opportunity to contribute additional amounts and to receive additional company contributions beyond the tax and other regulatory limitations that apply to the VIP.

The SBP provides a benefit that is calculated as the sum of the following three components:

- Your restoration benefits (three subcomponents collectively known as restoration benefit).
  - Deferral contributions.
  - Company matching contributions.
  - SBP+ company contributions.
- Your Executive SBP+ company contributions.
- Your DC SERP contributions (if eligible).

SBP benefits are not funded and are paid solely from the general assets of the company. The SBP constitutes a promise by the company to make future benefit payments under the terms of the SBP. No participant or beneficiary will have any rights to any SBP benefit except as a general, unsecured creditor of the company.

### Your Restoration Benefit

#### Deferral Contributions and Company Matching Contributions

You are eligible to make deferral contributions and receive company matching contributions if your contributions to the VIP are limited by the maximum compensation limit or the maximum contribution limit of the Internal Revenue Code (IRC). This allows you to elect to make pretax contributions (and receive matching contributions at the same rate as the VIP) to restore any benefits that are limited by law under the VIP. The IRC limits total contributions to the VIP if your base pay exceeds certain limits (\$270,000 for 2017), or if total contributions to the VIP exceed a certain threshold (\$54,000 for 2017).

**Note:** Total contributions in the VIP include employee pretax, Roth, aftertax and all company contributions. Catch-up contributions, both pretax and Roth, are excluded from the total contributions limit.

#### SBP+ Company Contribution

You are eligible for an SBP+ company contribution if you receive a company contribution under the VIP and your company contributions under the VIP are limited by the IRC. This contribution is calculated as a percentage of your annual base pay, depending on your age, to the extent that you exceed the limits described above.

*If you were hired on or after Jan. 1, 2009, your SBP+ company contribution is*

- 3 percent if you are under age 40.
- 4 percent if you are age 40 to 49.
- 5 percent if you are age 50 and over.

*If you were hired before Jan. 1, 2009, your SBP+ company contribution beginning on Jan. 1, 2016, is*

- 9 percent in 2016.
- 8 percent in 2017.
- 7 percent in 2018.
- Beginning in 2019, the SBP+ company contributions above (for hires on or after Jan. 1, 2009) apply to all covered employees.

Each year during the annual enrollment period, you must elect to participate in the restoration benefit for the upcoming Plan year. Elections are effective on Jan. 1 of the next year and may not be changed during the Plan year. In addition, if you elect to participate in the restoration benefit, your VIP deferral election and contribution method (pretax, Roth or aftertax) will also be frozen for the entire Plan year.

## Your Executive SBP+ Company Contribution

The Executive SBP+ company contribution is designed to provide executives an additional contribution based on the annual incentive plan (AIP) payments.

You are eligible for an Executive SBP+ company contribution if you currently receive a company contribution under the VIP and receive an AIP payment while employed. The annual Executive SBP+ company contribution is calculated as a percentage of your annual incentive compensation, depending on your age:

- 3 percent if you are under age 40.
- 4 percent if you are age 40 to 49.
- 5 percent if you are age 50 and over.

*If you were hired before Jan. 1, 2009, a special transition benefit schedule will apply to those executives for the first three years as follows:*

- *9 percent of annual incentive compensation in 2016.*
- *8 percent in 2017.*
- *7 percent in 2018.*
- *Beginning in 2019, the Executive SBP+ company contribution will follow the age-based schedule above.*

The Executive SBP+ company contributions are made to the SBP automatically, regardless of whether you enroll in the restoration benefit during the previous fall enrollment period; no enrollment is required.

## Your DC SERP Contributions

Eligibility for DC SERP Contributions and the amount of the benefit depends on your date of hire.

**If you were hired on or after Jan. 1, 2009**, you are eligible for DC SERP contributions if you are an E1 through E3 executive. The annual DC SERP contribution is calculated as follows, depending on your level:

*Level E2 and E3:  $2\% \times (\text{base pay plus AIP})$  Level E1:  $4\% \times (\text{base pay plus AIP})$*

In the year you are promoted to level E1, E2 or E3 from a position at the company below a level of E3, you will be eligible for an additional one-time contribution equal to

*$2\% \times (\text{base pay}) + (\text{AIP target percentage} \times \text{base pay}) \times (\text{whole years of company service})$*

**If you were hired before Jan. 1, 2009**, you are eligible for a DC SERP contribution. The annual DC SERP contribution is calculated as follows, depending on the year and your age:

*Basic contribution:  $5\% \times (\text{base pay plus AIP})$*

*PLUS*

*Service-based contribution:  $(0.5\% \times \text{whole years of benefit service}) \times (\text{base pay plus AIP})$*

The service-based contribution is payable for up to seven years and begins when you reach age 55. The service used in the service-based contribution formula is benefit service (in whole years) earned in the PVP or BSS Retirement Plan as of Jan. 1, 2016.

DC SERP contributions are made to the SBP automatically, regardless of whether you enroll in the restoration benefit during the previous fall enrollment period; no enrollment is required.

## Vesting and FICA Taxation

You are always fully vested in the restoration benefit and in the Executive SBP+ company contribution. However, the DC SERP contributions are subject to a three-year vesting schedule. Regardless of whether you are vested in your Executive SBP+ company contribution or DC SERP contributions, these benefits are also subject to forfeiture under certain circumstances.

At the time they are credited to your SBP account, deferral contributions, company-matching contributions, SBP+ company contributions, Executive SBP+ company contributions, and DC SERP contributions, as applicable, are not subject to federal and state tax withholding. However, these contributions are subject to FICA taxes when made or vested, if later. Thus, you will see an increase in FICA tax withholding on your paycheck when the Executive SBP+ company contribution is made on your AIP, as well as having a sizable increase when the DC SERP balance becomes fully vested. Participants will receive a reminder email before your DC SERP balance becomes fully vested.

## Timing and Taxation of Payment

Your restoration benefit will be paid either in a lump sum or in Installments, at your election. Distribution of your account based on your payment election will begin on the later of

- The January following the age you elected, or
- The January after your separation from service.

Any election as to the form and timing of your restoration benefit must be made when you first begin participating in the plan. One change to this election is permitted, but it is sharply restricted by law.

Your Executive SBP+ company contributions and DC SERP contributions, if applicable, are paid under a separate "Executive Benefit" payment election. The initial Executive Benefit payment election is defined in the SBP plan rules as a lump sum paid the January following separation from service. One change is permitted, but it is sharply restricted by law.

Benefits may be delayed for executives designated as "specified employees."

Payments are taxable as ordinary income in the year in which they are paid. IRS rules require federal withholding on all payments from nonqualified deferred compensation plans to be treated as supplemental income and taken at a flat rate of 25 percent. If supplemental income exceeds \$1 million, federal withholding on those payments will be taken at a flat rate of 39.6 percent for amounts over \$1 million. (These rates are for 2016 and could change in future years.)

Currently, if less than 10 annual payments are elected, the state withholding is based on both your last state worked and your state of residence at the time of distribution. For payments of 10 or more years, the state withholding is based on your state of residence at the time of distribution.

Tax laws are complex and subject to change. It is important to check with a qualified tax expert about how deferrals and Plan payments could affect your individual tax situation.

## Investments

You may elect to have your SBP account credited with earnings under one of three methods. Changes can be made at any time, subject to certain trading restrictions:

- Fixed Interest Credit Fund.
- Boeing Stock Fund.
- Other funds mirroring VIP investment funds.

## More Information

You can access the summary plan description through Executive Compensation through TotalAccess > *Total Compensation > Incentives for Executive Compensation*. Once in the website, the document can be found under *Benefits > Benefits Overview > Summary Plan Descriptions*.

You can also access your VIP and SBP accounts through TotalAccess > *Total Compensation > Retirement Benefits > Manage My Retirement Income*.



## Basic Life Insurance for Executives and Retired Executive Life Insurance

### Basic Life Insurance for Executives

You are eligible for coverage under this plan if both of the following apply:

- You are a nonunion salaried employee on the active E-series payroll.
- You are regularly scheduled to work more than 19 hours a week.

#### Effective Date of Coverage

Your coverage becomes effective the first day of the month following your hire date or promotion date.

#### Benefit

Basic life insurance is a company-paid benefit that provides insurance up to three times your annual base salary, to a maximum of \$6 million.

#### Beneficiary Designation

You will need to designate a beneficiary when you become eligible for this coverage. You may change your beneficiary at any time through TotalAccess.

### Retiree Life Insurance

You are eligible for coverage under this plan if both of the following apply:

- You are a nonunion salaried employee on the active E-series payroll on the first day of the month before your termination date.
- You have attained age 55 with 10 years of service while employed.

If your termination is due to a layoff, you are eligible for coverage under this plan if both of the following apply:

- You are a nonunion salaried employee on the active E-series payroll on the first day of the month before your layoff start date.
- You have attained age 49 (or older) with 10 years of service by your layoff start date. At age 55, the Retiree Executive Life is offered.

#### Effective Date of Coverage

If you have met the eligibility requirements, you will be automatically covered effective the first of the month of your termination of employment or after turning age 55 (if your layoff occurred at or after age 49, but before age 55), whichever is later. This is known as your coverage start date.

#### Benefit

The retiree life insurance is a company-paid benefit that pays a percentage of the first \$1 million of the basic life insurance benefit in effect on the first day of the month before your coverage start date. Your retiree life insurance coverage amount is determined by the number of months (shown in one-year increments) as follows:

Year 1	75%
Year 2	60%
Year 3	50%
Year 4	40%
Year 5	30%
Year 6	20%
Year 7+	10%

#### Beneficiary Designation

You will need to designate a beneficiary when you become eligible for this coverage.

#### More Information

You can access the summary plan description through Executive Compensation through TotalAccess > *Total Compensation* > *Incentives for Executive Compensation* > *Benefits* > *Benefits Overview* > *Summary Plan Descriptions*.

## Executive Layoff Benefit Plan

### Eligibility

All E-series executives are eligible to participate in the Executive Layoff Benefit Plan (ELBP) if, as of the date of the layoff event, they have one full year of service with the company and they are on the US-based E-series payroll of The Boeing Company. Benefits are payable if they experience an involuntary layoff.

### Benefit Amount

The executive will receive a lump sum equal to the annual base salary at the time of the layoff event, payable as soon as administratively possible, after the time of layoff. The executive will also receive a lump sum equal to the annual incentive target, adjusted by the company performance score, to be paid in March of the year following layoff.

### Administrative Procedure

Contact the business unit executive resources focal to request a layoff package. A package will be sent from Corporate Executive Compensation to the executive resources focal. This package includes

- The Boeing Company Executive Layoff Benefits Plan.
- Release and Waiver Agreement.
- Release and Waiver Agreement Acknowledgement.
- Notice of Conflict of Interest Provisions.
- LHH – Career Transition Services Packet.
- Comparative Analysis, if applicable.

As a part of the Release and Waiver Agreement, a comparative listing of executive positions that were eligible or ineligible for benefits under the ELBP may be included. This entire package is given to the executive and he or she has 45 days to review the Release and Waiver Agreement before signing. He or she can sign at any time, but is given the opportunity to review it for 45 days. There is then a seven-day window in which the executive can change his or her mind and revoke the Release and Waiver Agreement.

After the Release and Waiver Agreement has been signed by the executive and a Human Resources representative, return the original to Corporate Executive Compensation. For further detailed information, please refer to the ELBP or contact the Program Administrator.

### Payment

Payments will be requested by Corporate Executive Compensation. The ELBP payment cannot be deferred. Payments are made according to the way you received your last paycheck (e.g., direct deposit). The base salary portion generally will be paid within 30 days after the layoff date. The incentive portion will be paid in March of the year following layoff.

### Forfeiture

Your ELBP benefit is also subject to forfeiture under certain circumstances.

### More Information

You can access the summary plan description through [TotalAccess > Total Compensation > Incentives for Executive Compensation > Benefits > Benefits Overview > Summary Plan Descriptions](#).

### Program Administrator

Executive Compensation Administration  
100 North Riverside MC: 5002-8013  
Chicago, IL 60606-1596

Phone: 312-544-2061  
Fax: 312-544-2076

## First-class Travel

### Eligibility

E-series executives in levels E1 through E3 are eligible to fly first class on work-related flights. Notify travel services when scheduling a business trip. Accompanying spouses or dependents are eligible if their attendance is business related.

### Tax Status

Because first-class travel expenses are paid for business purposes only, the cost is not considered taxable income.

### Travel Policy

For additional information regarding travel policies, refer to Boeing General Travel and the Business Expense Policy Handbook, which can be accessed on the Boeing Travel and Expense Services website: <http://tes.web.boeing.com> under Policies and Procedures.

### Program Administrator

Executive Compensation Administration  
100 North Riverside MC: 5002-8013  
Chicago, IL 60606-1596

Phone: 312-544-2288  
Fax: 312-544-2076

## Executive Use of Passenger Services

### Eligibility

E-series executives in levels E1 through E3 are eligible to participate.

### Features of the Program

#### In Participating Regions

Shared Services Group Passenger Services (Licensed Transportation) will provide for ground transportation of executives for business-related activities. Personal activities are not eligible for this perquisite.

The executive must notify the Licensed Transportation passenger services dispatcher of the pickup requirement and provide the organization number at the time of pickup request. The actual time in transit (from time of dispatch to arrival at executive's destination) will be used to determine the billable hours to the executive's organization.

Effective Jan. 1, 2009, please note that there are tax implications for travel between home and office (commuting). If an executive uses Licensed Transportation (or another transportation provider) to commute between home and office or vice versa, it is considered taxable income to the executive. Because transportation between home and office is considered commuting, there must be a business activity later in the day for which additional transportation is required (e.g., transportation from the office to the airport for a business trip) to qualify under this perquisite. However, the commuting portion of the trip remains taxable to the executive as imputed income and will be reflected on Form W-2 and subject to payroll taxes. The executive will be responsible for all applicable taxes.

#### Outside Participating Regions

For executives outside the Shared Services participating regions, the same rules apply through the transportation provider available in those areas.

### Licensed Transportation Contacts Passenger Services Dispatch Manager

P.O. Box 3707 MC: 3U-66  
Seattle, WA 98124-2207

Phone: 206-544-5800  
Phone: 206-662-3060

## Tax Preparation

### Eligibility

E-series executives in levels E1 through E3 are eligible to participate. Participants are covered within the limitations noted below. In the event of an involuntary layoff or retirement, services are covered through the calendar year following the year of the termination.

### Services Available

- Income tax preparation services only.
- A list of covered services can be found in the Executive Compensation website through [TotalAccess > Total Compensation > Incentives for Executive Compensation > Benefits > Perquisites > Tax Preparation Services > Covered Services](#).

### Services Not Available

Any other financial planning services, including

- Estate planning (including preparation of wills and trust agreements for the employee and spouse).
- Investment planning.
- Retirement planning.

### Selected Providers and Fee Schedule

Boeing has selected two providers that can be used to meet your tax preparation and reporting needs. The selected companies are Ayco and PricewaterhouseCoopers (PwC). This perquisite will be directly billed to Boeing so you will not have to wait for reimbursement, making the expense process seamless for you as the end user.

### Contact Information:

Ayco  
Kyle Stokien  
847-317-5075  
[kstokien@ayco.com](mailto:kstokien@ayco.com)

PwC  
Brittney Saks  
312-298-2450  
[brittney.b.saks@us.pwc.com](mailto:brittney.b.saks@us.pwc.com)

If you want to use these providers for services beyond the covered tax preparation, there is an option where you can pay for other financial services through payroll deduction.

If you were in a vice president position (i.e., an E1 through E3 executive) in 2007 or earlier, you may be eligible to maintain your current provider (i.e., a firm other than Ayco or PwC) and receive the tax preparation benefit, if the following requirements apply:

- You've assessed the services offered by Ayco and/or PwC.
- Documented previous perquisite usage before May 1, 2008, with your current provider (Executive Compensation Administration must have a record of a previous invoice that you submitted for reimbursement before July 1, 2008).
- Submission of an annual affirmative election (before any invoice being reimbursed) outlining your decision to maintain your current provider.
  - Reimbursement to firms other than Ayco or PwC will apply only to covered services and be limited to 1.8 percent of base salary.
  - Itemized paid invoices will need to be submitted to Executive Compensation (must have enough detail to easily identify the covered services).
- Certification that your tax return will be prepared by a professional tax preparer.

If you wish to use a firm other than Ayco or PwC and you meet these requirements, please complete the election form, which can be found in the Executive Compensation website through TotalAccess > *My Pay & Incentives* > *Executive Compensation* > *Benefits* > *Perquisites* > *Tax Preparation Services*.

#### **[Election for Using Current Tax Preparation Firm](#)**

If you were in a vice president position (i.e., an E1 through E3 executive) in 2007 or earlier and you wish to continue to use your current professional tax preparer but you do not meet the above requirements, you still need to certify that you will be using a professional preparer for your tax return. However, the company will not reimburse you for any fees incurred. This form is also located in the Executive Compensation website through TotalAccess > *My Pay & Incentives* > *Executive Compensation* > *Benefits* > *Perquisites* > *Tax Preparation Services*.

#### **[Election for Using a Tax Preparation Firm of Choice](#)**

**Note:** *If you became a vice president in 2008 or later, you are required to use one of the Boeing-selected providers.*

#### **[Tax Status \(US\)](#)**

The tax preparation fee is considered taxable income to the participant for federal income tax purposes and generally for state and local income tax purposes as well. In addition, the fee is subject to payroll tax withholding and will be reflected on the executive's annual W-2 statement.

#### **[Program Administrator](#)**

Executive Compensation Administration  
100 North Riverside MC: 5002-8013  
Chicago, IL 60606-1596

Phone: 312-544-2061  
Fax: 312-544-2076

## Vacation Policy for E1 and E2 Executives

### Eligibility

E-series executives in levels E1 and E2.

### Benefit

E-series executives in levels E1 and E2 do not have to record vacation time in the Electronic Timekeeping System (ETS). They do have to record sick leave time in ETS.

### Accrual/Payout

Participants will carry the maximum accrual in their vacation accounts. Generally, they will be paid out their maximum balance at the time of retirement. If the executive uses substantial vacation just before retirement, he or she should record that time and draw down off his or her vacation account.

E-series executives in levels E1 and E2 will not be paid their sick leave balance upon retirement.

## Vacation Policy for E3 Through E5 Executives

### Eligibility

E-series executives in levels E3 through E5.

### Accrual/Payout

Beginning Jan. 1, 2015, all E3 through E5 E-series executives will accrue vacation based on the following schedule:

E-series Vacation Benefits Schedule

Days	Hours	Years
15	120	1–9
17	136	10–14
20	160	15–24
22	176	25+

In addition, any newly hired E-series E3 through E5 executive is provided an immediate award of 60 vacation hours with normal accrual beginning in the seventh month.

### Deviation

Any deviation to this policy must be approved by the senior vice president of Boeing Human Resources and Administration (SVP-HR).

### Reclassification Out of E-series

If an executive is reclassified out of E-series (i.e., is no longer in an E1 through E5 E-series position), the vacation accrual will revert back to the nonexecutive accrual.

## Executive Nonprofit Board Matching

### Eligibility

Eligibility is defined as active E-series in level E3 and above serving on the governance board of an eligible nonprofit organization in a category that Boeing supports philanthropically or from a business perspective. Retirees are not eligible.

### Benefit

Eligible executives may have their personal contributions to these groups matched up to \$25,000 per year and per household. This is over and above the normal gift-match program of The Boeing Company.

### Procedure

Eligible executives who are requested to serve on the board of a nonprofit on behalf of The Boeing Company will receive a letter from the senior vice president of Boeing Human Resources and Administration, which will state that you are serving as a representative of Boeing and are eligible for indemnification.

Executives who think they should or could be serving on behalf of the company should contact your site Global Corporate Citizenship focal, who will direct you to complete an online form, after which you will be vetted through the process described in [PRO-6603](#), "Employee Community Involvement." If you and the organization meet the criteria outlined in the PRO, you will receive the confirmation letter described above.

When you make a contribution, notify the Global Corporate Citizenship Executive Gift Match Administrator for processing the matching contribution.

### Program Administrator and Contact Information

Danielle Thomas  
Phone: 312-544-3957  
Executive Assistant  
Global Corporate Citizenship  
100 North Riverside MC: 5002-8450  
Chicago, IL 60606-1596

## Club Membership Policy

Club memberships provided by the company are for business purposes only. Any fees related to the personal use of a club membership will need to be reimbursed to the company. Generally, personal use should not exceed 25 percent of total annual club membership usage. Memberships for Executive Council (EXCO) members will be approved by the SVP-HR (or his/her delegate). All other memberships require approval by the relevant EXCO member. The vice president of Compensation and Benefits will reinforce the intent of the policy with eligible participants.

For additional information, please refer to the club membership policy that is accessible through TotalAccess > *Total Compensation* > *Incentives for Executive Compensation*. Once in the website, the document can be found in the right-hand column under *Related Information* > *Policies* > *Club Membership Policy*.

## E-series Perquisites Administered at Business Unit Level

- Parking privileges.
- Office furniture.
- Stationary/business cards.
- Office administrator guidelines.

## E-series Perquisite Matrix

**Note:** This matrix is for executives on the US-based E-series payroll.

Perquisite	E1	E2	E3	E4	E5
Supplemental Executive Retirement Plan	X	X	X	X	X
Supplemental Benefit Plan	X	X	X	X	X
Basic Life Ins. and Retired Executive Life Ins.	X	X	X	X	X
Executive Layoff Benefit Plan	X	X	X	X	X
Executive Vacation Policy -- E3 through E5	X	X	X	X	X
First-class Travel	X	X	X		
Executive Use of Passenger Services	X	X	X		
Tax Preparation	X	X	X		
Nonprofit Board Matching	X	X	X		
Special Vacation Policy	X	X			
Annual Physical Examination	X	X			





