

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

ADMINISTRATIVE PROCEEDING
File No. 3-21140

In the Matter of
The Boeing Company,
Respondent.

ADMINISTRATIVE PROCEEDING
File No. 3-21141

In the Matter of
Dennis A. Muilenburg,
Respondent.

PLAN NOTICE OF BOEING FAIR FUND

TO: Individuals and entities, or their lawful successors, who purchased or acquired The Boeing Company common stock listed on a U.S. exchange and registered with the Commission and traded under the symbol BA (the “Security”) during the period between November 28, 2018 and October 17, 2019, inclusive, (“Relevant Period”).

If you fall within the group above, you must submit a completed Claim Form with the necessary documentation so that it is postmarked (or if not sent by U.S. Mail, received) by December 31, 2024 (the “Claims Bar Date”), to be considered for eligibility to receive a Distribution Payment from the Boeing Fair Fund.

I. Purpose of this Plan Notice

The purpose of this Plan Notice is to inform you that you may be eligible to share in the proceeds of the Boeing Fair Fund described herein. To be potentially eligible to share in the Boeing Fair Fund, you must file a Claim Form in accordance with the steps set forth in this Plan Notice and in the Plan of Distribution (the “Plan”) approved by the Securities and Exchange Commission (“SEC” or “Commission”). Claim Forms, together with this Plan Notice, are being mailed to all known Preliminary Claimants¹ who are identified as Preliminary Claimants by the Commission-appointed Fund Administrator (“Fund Administrator”), Epiq Class Action & Claims Solutions, Inc. (“Epiq”).² Copies of the Plan, this Plan Notice, and the Claim Form are available on the Boeing Fair Fund website at BoeingFairFund.com and through the Commission’s website at <https://www.sec.gov/divisions/enforce/claims/boeing.htm>. Certain persons are excluded from eligibility under the Plan; these exclusions are summarized in Section III below.

Please Note: Receipt of this Plan Notice does not mean you are an Eligible Claimant as that term is defined in the Plan.

SPECIAL NOTICE TO SECURITIES BROKERS AND OTHER NOMINEE PURCHASERS: If you purchased or acquired shares of The Boeing Company common stock, listed on a U.S. exchange and registered with the Commission and traded under the symbol BA during the Relevant Period as a nominee for a beneficial owner, then within fourteen (14) days after you receive this Plan Notice, you must either: (a) send a copy of this Plan Notice and the accompanying Claim Form by First-Class Mail to all such beneficial owners; or (b) provide a list of the names and addresses of such beneficial owners to the Fund Administrator listed in Part VI of this Plan Notice.

¹ Capitalized terms not defined here are defined in the Plan.

² On May 10, 2023, the Commission appointed Epiq Class Action & Claims Solutions, Inc. (“Epiq”) as the Fund Administrator.

PLEASE READ THIS PLAN NOTICE CAREFULLY AND IN ITS ENTIRETY. IF YOU SATISFY THE ELIGIBILITY CRITERIA DESCRIBED BELOW, YOU MAY BE ELIGIBLE TO RECEIVE A DISTRIBUTION PAYMENT FROM THE BOEING FAIR FUND. THIS PLAN NOTICE CONTAINS IMPORTANT INFORMATION REGARDING YOUR POSSIBLE ELIGIBILITY TO SHARE IN THE BOEING FAIR FUND.

II. Background

On September 22, 2022, the Commission issued two separate but related Orders instituting and simultaneously settling cease-and-desist proceedings against the Respondents. In the Orders, the Commission found that the Respondents failed to exercise reasonable care in making statements to the public following two fatal accidents (the Lion Air Flight 610 and Ethiopian Airlines Flight 302) involving its new 737 MAX line of aircraft. Those failures resulted in Respondents making materially misleading statements to investors in Boeing's November 27, 2018 press release about the Lion Air crash and in Muilenburg's public statements in April 2019 following the Ethiopian Airlines crash. By failing to exercise reasonable care to ensure those statements provided all facts necessary to make those statements to investors not misleading under the circumstances, Boeing and Muilenburg violated Sections 17(a)(2) and 17(a)(3) of the Securities Act of 1933. In their respective Orders, the Commission ordered Boeing and Muilenburg to pay \$200,000,000 and \$1,000,000 in civil money penalties, respectively, to the Commission. In each of the Orders, the Commission also created a Fair Fund, pursuant to Section 308(a) of the Sarbanes-Oxley Act of 2002, so the penalties paid can be distributed to harmed investors, and further ordered that the funds may be combined with any other distribution or Fair Fund arising out of the same facts that are the subject of the Order.

The Respondents have paid in full. In accordance with the Orders, the \$201,000,000 paid by the Respondents has been combined and comprises the Fair Fund. The Fair Fund has been deposited in a Commission-designated account at the U.S. Department of the Treasury, and any accrued interest will be added to the Fair Fund.

III. Eligibility Criteria and the Distribution Methodology

To qualify for a payment from the Boeing Fair Fund, you must satisfy certain eligibility criteria that are described in detail in the Plan. The Plan is available on the Fair Fund website at BoeingFairFund.com and on the Commission's public website at <https://www.sec.gov/divisions/enforce/claims/boeing.htm>. You can also request a copy of the Plan by calling the Fund Administrator at 1-855-526-1427 or by emailing info@BoeingFairFund.com. The eligibility criteria include the following:

- You must have purchased or acquired The Boeing Company common stock, listed on a U.S. exchange and registered with the Commission and traded under the symbol BA, during the Relevant Period.
- Your approved transactions must calculate to a Recognized Loss as calculated under the Plan and your Distribution Payment must equal or exceed \$10.00.

You are excluded from participation in the Boeing Fair Fund if you are an Excluded Party as defined in the Plan, including:

- The Respondents ("The Boeing Company" and Dennis A. Muilenburg);
- Present or former officers or directors of Respondents or any assigns, creditors, heirs, distributees, spouses, parents, dependent children or controlled entities of any of the foregoing Persons or entities;
- Any employee or former employee of the Respondents or any of its affiliates who has been terminated for cause or has otherwise resigned, in connection with the conduct described in the Orders;
- Any Person who, as of the Claims Bar Date, has been the subject of criminal charges related to the conduct described in the Orders or any related Commission action;
- Any firm, trust, corporation, officer, or other entity in which Respondents have or had a controlling interest;
- The Fund Administrator, its employees, and those Persons assisting the Fund Administrator in its role as the Fund Administrator; or
- Any purchaser or assignee of another Person's right to obtain a recovery from the Fair Fund for value; provided, however, that this provision shall not be construed to exclude those Persons who obtained such a right by gift, inheritance or devise.

The Recognized Loss incurred by an Eligible Claimant shall be determined as set forth in the Plan. The methodology used to determine eligibility and calculate Distribution Payments is set forth in the Plan of Allocation attached to the Plan as Exhibit A.

IV. Claim Forms

A CLAIM FORM IS BEING MAILED TOGETHER WITH THIS NOTICE TO ALL PRELIMINARY CLAIMANTS KNOWN TO THE FUND ADMINISTRATOR. IF YOU DO NOT RECEIVE A CLAIM FORM IN THE MAIL OR REQUIRE ADDITIONAL CLAIM FORMS, FOLLOW THE INSTRUCTIONS BELOW UNDER “ADDITIONAL INFORMATION.”

THE DEADLINE TO SUBMIT A CLAIM FORM AT THE ADDRESS BELOW IS DECEMBER 31, 2024—ALSO REFERENCED HEREIN AS THE “CLAIMS BAR DATE”. PLEASE NOTE: THIS IS A “POSTMARKED” DEADLINE. IF YOU FAIL TO SUBMIT A COMPLETED CLAIM FORM POSTMARKED ON OR BEFORE DECEMBER 31, 2024, YOU WILL BE BARRED FROM RECEIVING A PAYMENT FROM THE BOEING FAIR FUND. THE CLAIM FORM MUST BE ACCOMPANIED BY APPROPRIATE SUPPORTING DOCUMENTS FOR EACH TRANSACTION LISTED IN PARTS II–III OF THE CLAIM FORM.

V. Claim Determinations

The Fund Administrator will send a Claim Status Notice within 90 days of the Claims Bar Date to any Preliminary Claimants who submitted a deficient Claim Form. The Claim Status Notice will provide the reason(s) for the deficiency and in the event the claim is denied, the Claim Status Notice will state the reason(s) for such denial. The Claim Status Notice will also notify the Preliminary Claimant of the opportunity to cure any deficiency, request reconsideration, or dispute the determination made by the Fund Administrator and provide instructions regarding what is required to do so.

Within one hundred fifty (150) days of the Claims Bar Date, the Fund Administrator will complete all claims determinations and send a Determination Notice to all Preliminary Claimants who timely submitted a Claim Form notifying the Preliminary Claimant of its eligibility determination. The Determination Notice will constitute the Fund Administrator’s final ruling regarding the eligibility status of the claim. The Fund Administrator may consider disputes of the recognized loss calculation pursuant to the procedures outlined in the approved Plan of Distribution.

VI. Instructions for Submitting a Claim Form

YOU MUST COMPLETE AND SIGN THE CLAIM FORM AND SUBMIT IT TO THE FUND ADMINISTRATOR SO THAT IT IS POSTMARKED (OR IF NOT SENT BY U.S. MAIL, RECEIVED) NO LATER THAN DECEMBER 31, 2024, AT THE ADDRESS LISTED BELOW IN ORDER TO BE CONSIDERED FOR ELIGIBILITY TO RECEIVE A DISTRIBUTION PAYMENT FROM THE BOEING FAIR FUND:

**Boeing Fair Fund
Fund Administrator
PO Box 5899
Portland, OR 97228-5899**

VII. Additional Information

Additional information regarding the Boeing Fair Fund may be found at BoeingFairFund.com. Additional Claim Forms and Plan Notices may also be downloaded at the Boeing Fair Fund’s website. You may obtain additional information or request copies of Claim Forms and Plan Notices by calling the Boeing Fair Fund’s toll-free number at 1-855-526-1427, or by emailing info@BoeingFairFund.com.

**PLEASE CHECK THE WEBSITE BOEINGFAIRFUND.COM
FREQUENTLY FOR UPDATES.**