



GRANTED WITH MODIFICATIONS

EXHIBIT B

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

IN RE THE BOEING COMPANY)
DERIVATIVE LITIGATION) Consol. C.A. No. 2019-0907-MTZ

[PROPOSED] SCHEDULING ORDER

WHEREAS, (i) Plaintiffs Thomas P. DiNapoli, Comptroller of the State of New York, as Administrative Head of the New York State and Local Retirement System, and as Trustee of the New York State Common Retirement Fund, and the Fire and Police Pension Association of Colorado (together, “Co-Lead Plaintiffs”), individually and derivatively on behalf of The Boeing Company (“Boeing” or the “Company”); (ii) Defendants Robert A. Bradway, David L. Calhoun, Arthur D. Collins Jr., Kenneth M. Duberstein, Edmund P. Giambastiani Jr., Lynn J. Good, Lawrence W. Kellner, Caroline B. Kennedy, Edward M. Liddy, W. James McNerney Jr., Dennis A. Muilenburg, Susan C. Schwab, Randall L. Stephenson, Ronald A. Williams, and Mike S. Zafirovski (together, “Defendants”); and (iii) Nominal Defendant Boeing (together with Co-Lead Plaintiffs and Defendants, the “Parties”), have applied, pursuant to Delaware Court of Chancery Rule 23.1, for an order approving the proposed settlement in the above-captioned stockholder action (the “Action”), in accordance with a Stipulation and Agreement of Compromise, Settlement, and Release entered into by the Parties and dated November 5, 2021 (the “Stipulation”), and for the dismissal of the Action on the

merits with prejudice against Defendants upon and subject to the terms and conditions set forth in the Stipulation (the “Settlement”); and

WHEREAS, the Stipulation contemplates (i) approval of the form and content of the Notice of Pendency of the Action, Proposed Settlement of the Action, and Settlement Hearing substantially in the form attached as Exhibit D to the Stipulation (the “Notice”), and of the Summary Notice of Pendency of the Action, Proposed Settlement of the Action, and Settlement Hearing (the “Summary Notice”), substantially in the form attached as Exhibit E to the Stipulation; and (ii) scheduling the date and time for the Settlement Hearing;

NOW, upon consent of the Parties, after review and consideration of the Stipulation filed with the Court and the exhibits annexed thereto, and after due deliberation,

IT IS HEREBY ORDERED this ____ day of _____, 2021, that:

1. Definitions. Except for terms defined herein, the Court adopts and incorporates the definitions in the Stipulation for purposes of this Order.

2. Settlement Hearing. The Settlement Hearing shall be held on _____, ____ at __:__ .m., in the Leonard L. Williams Justice Center, 500 North King Street, Wilmington, Delaware 19801, or as may be undertaken via a remote proceeding such as Zoom or by telephone, to:

(a) Determine whether the Stipulation, and the terms and conditions of the Settlement set forth in the Stipulation, are fair, reasonable, adequate, and in the best interests of Boeing and should be approved by the Court;

(b) Determine whether an Order and Final Judgment should be entered dismissing the Action with prejudice as against Defendants, releasing the Released Claims against the respective Released Parties, and barring and enjoining prosecution of any and all Released Claims against any and all respective Released Parties;

(c) Hear and determine any objections to the Settlement;

(d) Consider any Fee and Expense Application; and

(e) Rule on other such matters as the Court may deem appropriate.

3. Adjournment Without Further Notice. The Court may adjourn the Settlement Hearing or any adjournment thereof, including, without limitation, consideration of any Fee and Expense Application, without further notice of any kind other than oral announcement at the Settlement Hearing or any adjournment thereof.

4. Approval Without Further Notice. The Court may approve the Settlement at or after the Settlement Hearing according to the terms and conditions of the Stipulation, as it may be modified by the Parties, with or without further

notice. Further, the Court may render its judgment, and order the payment of any Fee and Expense Award, all without further notice.

5. Notice. The Court approves, in form and content, the Notice and Summary Notice and finds that the distribution of the Notice and Summary Notice substantially and in the manner and form set forth in this Order meets the requirements of Delaware Court of Chancery Rule 23.1, due process, and applicable law, is the best notice practicable under the circumstances, and shall constitute due and sufficient notice to all Persons entitled thereto. At least fourteen (14) calendar days before the Settlement Hearing, Boeing and Co-Lead Plaintiffs shall file with the Court appropriate affidavits or declarations verifying dissemination of the Notice and Summary Notice.

(a) No fewer than sixty (60) calendar days before the Settlement Hearing, notice of the proposed Settlement shall be provided to Boeing stockholders in the following manner (or in such other manner directed by the Court): (i) except for those Current Boeing Stockholders who are record holders of Boeing stock and who have elected to receive information from Boeing electronically and to whom Boeing shall send electronically a copy of the Notice, substantially in the form of Exhibit D to the Stipulation, Boeing shall mail, or cause to be mailed, by first class U.S. mail, or other mail service if mailed outside the U.S., a copy of the Notice, substantially in the form of Exhibit D to the Stipulation, to all Current Boeing

Stockholders who are record holders of Boeing stock at their last known address appearing in the stock transfer records maintained by or on behalf of Boeing, and all such record holders of Boeing stock shall be directed to forward such Notice promptly to the beneficial owners of those securities; (ii) Boeing's publication of the Stipulation and the Notice, substantially in the form of Exhibit D to the Stipulation, in a location on the Boeing public website; (iii) Boeing's publication of the Summary Notice, substantially in the form of Exhibit E to the Stipulation, as a quarter-page advertisement in the national and local editions of the *Wall Street Journal* and over the *PR Newswire*; and (iv) Co-Lead Counsel's publication of the Stipulation and the Notice, substantially in the form of Exhibit D to the Stipulation, on a website to be identified in the Notice and Summary Notice created specifically for the purpose of disseminating notice.

(b) Boeing shall bear the costs and expenses related to promulgating notice in the manner set forth in Paragraph 5(a)(i)-(iii), and Co-Lead Counsel shall bear the costs and expenses related to promulgating notice in the manner set forth in Paragraph 5(a)(iv).

(c) No later than fourteen (14) calendar days after entry of this Scheduling Order, the Company shall post on its website a copy of the Stipulation and the Notice.

6. Stay and Injunction as to Further Proceedings Against Defendants. All proceedings in the Action against the Released Defendant Parties, other than such proceedings as may be necessary to carry out the terms and conditions of the Settlement, are hereby stayed and suspended until further order of the Court. Pending a final determination of whether the Settlement should be approved, Co-Lead Plaintiffs, Boeing, Boeing's stockholders, and any of them, are barred and enjoined from commencing, prosecuting, instigating, or in any way participating in the commencement or prosecution of any suit, action, or proceeding asserting any Released Plaintiff Claims against any Released Defendant Party.

7. Appearance at the Settlement Hearing and Objections. Any record or beneficial stockholder of Boeing who objects to the Stipulation, the Settlement, the Order and Final Judgment to be entered in the Action, the Fee and Expense Application, or who otherwise wishes to be heard, may appear in person or by his, her, their, or its attorney at the Settlement Hearing and present evidence or argument that may be proper and relevant; provided, however, that, except for good cause shown or as the Court otherwise directs, no Person shall be heard and no papers, briefs, pleadings, or other documents submitted by any Person shall be considered by the Court unless not later than twenty (20) calendar days prior to the Settlement Hearing such Person files with the Register in Chancery, Leonard L. Williams Justice Center, 500 North King Street, Wilmington, Delaware 19801 and serves

upon counsel listed below: (a) a written and signed notice of intention to appear that states the name of that Person and that Person's address (or, if represented, the address of the Person's counsel); (b) documentation evidencing such Person's status as a current record or beneficial stockholder of Boeing; (c) a detailed statement of such Person's objections to any matters before the Court; (d) the grounds for such objections and the reasons that such Person desires to appear and be heard; and (e) all documents or writings such Person desires the Court to consider. Such filings must be served upon the following counsel by hand delivery, overnight mail, or the Court's electronic filing and service system:

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W. James McNerney Jr., Dennis A. Muilenburg, Susan C. Schwab,
Randall L. Stephenson, Ronald A. Williams, and
Mike S. Zafirovsky*

Counsel for the Parties are directed to promptly furnish each other with copies of any and all objections that might come into their possession.

8. Waiver of Objections. Unless the Court otherwise directs, no Person shall be entitled to object to the approval of the Settlement, any judgment entered

thereon, any Fee and Expense Award, or otherwise be heard, except by serving and filing a written objection and supporting papers and documents as described in Paragraph 7 above. Any Person who fails to object in the manner described above shall be deemed to have waived the right to object (including, without limitation, any right of appeal) and shall be forever barred from raising such objection in this or any other suit, action, or proceeding.

9. Briefing Schedule for Parties. Not later than thirty (30) calendar days prior to the Settlement Hearing, Co-Lead Counsel shall file and serve Co-Lead Plaintiffs' opening brief in support of the Settlement (the "Supporting Brief") and the Fee and Expense Application. Defendants shall file any brief opposing the Fee and Expense Application not later than twenty (20) calendar days prior to the Settlement Hearing, but have agreed that they will not object to or otherwise take any position on the Fee and Expense Application, so long as the Fee and Expense Application seeks an award no greater than 12.5% of the Monetary Settlement Amount (*i.e.*, \$29,687,500). Co-Lead Plaintiffs may file a reply brief in further support of their Fee and Expense Application no later than ten (10) calendar days prior to the Settlement Hearing. If any objections to the Settlement are received or filed pursuant to Paragraph 7 above, any of the Parties may file and serve a response to those objections no later than ten (10) calendar days prior to the Settlement Hearing.

10. Effect of Approval. If the Settlement is approved by the Court following the Settlement Hearing, the Court shall enter an Order and Final Judgment substantially in the form attached to the Stipulation as Exhibit C. The effectiveness of the Order and Final Judgment shall not be conditioned upon the approval of any Fee and Expense Award, either at all or in any particular amount, by the Court.

11. Effect of Disapproval, Cancellation, or Termination. In the event that the proposed Settlement (or any amendment thereof by the Parties) is rendered null and void as to all Parties for any reason, (a) all of the Parties shall be deemed to have reverted to their respective litigation statuses immediately prior to the execution of the Stipulation, and they shall proceed in all respects as if the Stipulation had not been executed and any related orders had not been entered, (b) all of their respective claims and defenses as to any issue in the Action shall be preserved without prejudice in any way, (c) the statements made in connection with the negotiation of the Stipulation shall not be deemed to prejudice in any way the positions of any of the Parties with respect to the Action, or to constitute an admission of fact of wrongdoing by any Party, shall not be used or entitle any Party to recover any fees, costs, or expenses incurred in connection with the Action, and (d) neither the existence of the Stipulation nor its contents nor any statements made in connection with its negotiation or any settlement communications shall be admissible in evidence or

shall be referred to for any purpose in the Action, or in any other suit, action, or proceeding.

12. Extensions Without Further Notice. The Court may, for good cause shown, extend any of the deadlines set forth in this Order without further notice.

13. Interpretation of Headings. The headings herein are used for the purpose of convenience only and are not meant to have legal effect.

Vice Chancellor Morgan T. Zurn

This document constitutes a ruling of the court and should be treated as such.

Court: DE Court of Chancery Civil Action

Judge: Multi-Case

File & Serve

Transaction ID: 67074565

Current Date: Nov 24, 2021

Case Number: Multi-Case

Case Name: Multi-Case

Court Authorizer: Morgan Zurn

Court Authorizer

Comments:

2. Settlement Hearing. The Settlement Hearing shall be held on Wednesday, February 23, 2022 at 1:30 p.m., at the Leonard L. Williams Justice Center, 500 North King Street, Wilmington, Delaware 19801, Courtroom 12B.

/s/ Judge Morgan Zurn