

SPIRIT AEROSYSTEMS HOLDINGS, INC.
COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS

COMPENSATION COMMITTEE CHARTER

Revised July 26, 2023

Purpose

The purpose of the compensation committee (the “committee”) of the board of directors (the “board”) of Spirit AeroSystems Holdings, Inc. (“Spirit”) is to:

- (a) review and approve the compensation of Spirit’s non-employee directors, Chief Executive Officer (the “CEO”), and other officers as determined under Rule 16a-1(f) of the Securities Exchange Act of 1934 (hereinafter referred to as “executive officers”);
- (b) oversee the administration of certain of Spirit’s compensation plans, policies and programs;
- (c) produce the annual report on executive compensation required by the rules and regulations of the Securities and Exchange Commission (the “SEC”) for inclusion in Spirit’s annual proxy statement (the “Committee Report”); and
- (d) perform such other functions as the board may assign to the committee from time to time.

The committee shall perform these functions in a manner consistent with the certificate of incorporation and bylaws, as well as the corporate governance guidelines.

Membership

The committee shall consist of at least three members of the board, each of whom shall satisfy the independence requirements of the New York Stock Exchange (“NYSE”) and SEC rules and regulations. Additionally, at least two members of the committee shall meet the definition of a “nonemployee director” within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934 (“Rule 16b-3”).

The members and the chair of the committee shall be appointed by the board upon the recommendation of the corporate governance and nominating committee. Committee members shall serve until their successors as committee members are duly elected and qualified, or until their earlier death, disability, resignation, disqualification, retirement or removal. Any member may be removed from the committee by the board, with or without cause, at any time. Any vacancies on the committee shall be filled by the board, or as otherwise provided in the bylaws.

The chair of the committee shall preside at committee meetings and shall have authority to convene meetings, set agenda for meetings, and determine the committee’s information needs, except as otherwise provided by action of the committee. If a chair is not designated by the board or present at a meeting, the committee may designate a chair by majority vote of the committee members then in office. In the absence of the chair at a duly convened meeting, the committee shall select a temporary substitute from among its members to serve as chair of the meeting.

Meetings

The committee shall meet as often as necessary to carry out its responsibilities. A majority of the committee members shall constitute a quorum for a meeting, and the affirmative vote of a majority of members present at a meeting at which a quorum is present shall constitute the action of the committee. The committee may meet in person, by telephone, video conference or other means of remote communication and may take action by unanimous written consent of the committee members as permitted by law.

The committee may meet in executive session, including with its advisors, as often as it deems necessary or appropriate.

Responsibilities

Without limiting the generality of the preceding statements, the committee has the authority, and is entrusted with the responsibility, to take the following actions:

1. Annually review the compensation for non-employee directors and make a recommendation to the board regarding the form and amount of such compensation. When making such recommendations, the committee will consider that a director's independence may be jeopardized if (a) his or her compensation and perquisites exceed customary levels, (b) Spirit makes substantial charitable contributions to organizations with which the director is affiliated or (c) Spirit enters into consulting contracts with (or provides other indirect forms of compensation to) the director or an organization with which the director is affiliated. No member of the committee will act to fix his or her own compensation except for uniform compensation to non-employee directors for their service on the board. Directors who are employees of Spirit may not receive any additional compensation for service on the board.
2. Annually review and approve the corporate goals and objectives with respect to the CEO's compensation, evaluate the CEO's performance in light of these goals and objectives and, based upon these evaluations, determine and approve the CEO's annual compensation, including salary, bonus, and equity and non-equity incentive compensation. In determining the incentive components of CEO compensation, the committee shall consider a number of factors, including, but not limited to, Spirit's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the CEO in past years.
3. Evaluate, at least annually, in consultation with the CEO, the performance of Spirit's other executive officers and review and approve the annual compensation, including salary, bonus, and equity and non-equity incentive compensation for such executive officers.
4. Oversee management's decisions regarding the performance and compensation of Spirit's other officers.
5. Establish and review policies concerning perquisite benefits for executive officers and monitor compliance with such policies.

6. Administer Spirit's incentive and equity compensation plans and such other compensation and benefit plans as it deems appropriate.
7. Review and make recommendations to the board with respect to any new, or changes to existing, incentive and equity compensation plans.
8. As often as it deems necessary and appropriate, review Spirit's equity compensation plans to determine whether stockholders need be given the opportunity to vote on the plans, as may be required by law, Spirit's certificate of incorporation, bylaws or corporate governance guidelines (as amended from time to time) and the listing standards of the NYSE.
9. Annually review the potential risk to Spirit from its compensation programs and policies, including any incentive plans, and whether such programs and policies incentivize unnecessary and excessive risk taking. As appropriate and from time to time, the committee shall be responsible for identifying, reviewing, and maintaining a risk register relating to matters within the committee's purview. In meeting these responsibilities, the committee may be assisted by the risk committee. As and when appropriate, the committee may coordinate with the risk committee (which coordination may be through the committee's chair) to help ensure that the risk committee has received the information necessary to permit it to fulfill its duties and responsibilities with respect to oversight of risk management and risk assessment guidelines and policies.
10. Review the results of annual say-on-pay votes and determine the weight to be given to those results in making compensation decisions. If the advisory vote shows 70% or less support, the committee shall consider whether to make any adjustments to Spirit's executive compensation policies and practices.
11. Review and discuss with management the Compensation Discussion and Analysis (the "CD&A") required to be included in Spirit's annual proxy statement or Annual Report on Form 10-K (the "Form 10-K") by the rules and regulations of the SEC and, based on that review, determine whether to recommend to the board that the CD&A be so included in accordance with applicable rules and regulations.
12. Review and approve the terms of any employment, severance, retirement or termination agreements or arrangements with executive officers and make recommendations to the board with respect to the application and operation of Spirit's severance policy.
13. As appropriate, recoup incentive compensation pursuant to Spirit's clawback policy.
14. Prepare the Compensation Committee Report.
15. Review and approve stock ownership requirements applicable to non-employee directors and executive officers and annually review compliance with such requirements.
16. Receive and review periodic reports on Spirit's compensation plans, policies and programs as they affect all employees.

17. Review, as it deems necessary, appropriate matters related to Spirit's compliance with applicable laws and regulations affecting employee and director compensation and benefits.
18. Conduct, in consultation with the corporate governance and nominating committee, an annual self-evaluation of the committee's performance, including its effectiveness and compliance with this charter.
19. Review and reassess the adequacy of this charter annually, and recommend to the board any amendments the committee deems appropriate.
20. Perform such other duties and responsibilities as may be delegated by the board.
21. Maintain minutes of its meetings and make periodic oral or written reports of its findings, activities, and recommendations to the board.

Committee Operations

The committee shall have the resources and authority to carry out its duties, including the sole authority to select, appoint, retain, direct, oversee, terminate, and approve the fees and other retention and engagement terms of compensation consultants, special counsel, and other experts and advisors as it deems appropriate, each of whom shall be accountable to the committee. Spirit shall provide appropriate funding, as determined by the committee, for the payment of (a) compensation, as determined by the committee, to any compensation consultants, or other experts or advisors retained by the committee and (b) ordinary administrative expenses of the committee that are necessary or appropriate in carrying out its duties.

Prior to selecting a compensation consultant, special counsel, or other advisors for which disclosure would be required to be included in Spirit's proxy statement or Form 10-K, the committee must take into consideration all factors relevant to the advisor's independence from management, including the following factors:

1. Whether the consulting company employing the compensation advisor is providing other services to Spirit;
2. How much the consulting company that employs the compensation advisor has received in fees from Spirit as a percentage of that company's total revenue;
3. Whether the compensation advisor owns any shares of Spirit's common stock;
4. The policies and procedures, if any, that have been adopted by the consulting company employing the compensation advisor to prevent conflicts of interest;
5. Whether the compensation advisor has any business or personal relationship with any committee member or executive officer of Spirit; and
6. Such other factors as determined by the committee or described in NYSE and SEC rules that may affect the independence of the compensation advisor.

Provided such delegation is permitted under applicable rules and regulations, the committee shall have the authority to delegate any of its responsibilities to such subcommittees as the committee deems appropriate, so long as any such subcommittee is solely comprised of one or more members of the committee. To the extent necessary to maintain compliance with Rule 16b-3, the committee may delegate the approval of award grants and other transactions and responsibilities regarding the administration of compensatory programs to a subcommittee consisting solely of members of the committee or the board who are “non-employee directors” for the purposes of Rule 16b-3. Each subcommittee will keep minutes and regularly report to the committee.

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While the committee members have the power, authority, duties and responsibilities set forth in this charter, the role of the committee is to assist the board in its oversight responsibilities. Nothing contained in this charter is intended to create, or should be construed as creating, any responsibility or liability of the committee members, except to the extent otherwise provided under applicable federal or state law. Unless directed by the full board, it is not the committee’s responsibility to conduct investigations. In addition, it is not the committee’s responsibility to assure that Spirit complies with specific legal requirements or Spirit’s policies. Further, nothing in this charter is intended to preclude or impair the protection provided in Section 141(e) of the Delaware General Corporation Law for good faith reliance by committee members on reports or other information provided by others.