

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

RISK COMMITTEE CHARTER

July 26, 2023

Purpose

While the overall responsibility for risk oversight rests with the full board of directors (the “board”) of Spirit AeroSystems Holdings, Inc. (“Spirit”), the purpose of the risk committee (the “committee”) of the board is to:

- (a) provide oversight of management’s guidelines, policies, and processes for assessing, monitoring and mitigating Spirit’s critical enterprise risks, including the major strategic, operational, safety/quality, financial, cybersecurity, and compliance risks inherent in Spirit’s business and core strategies;
- (b) determine which risks need to be brought before the board for discussion;
- (c) assist the board in its oversight of Spirit’s management of key risks that have the potential to significantly affect Spirit’s ability to execute its strategy and achieve its strategic business objectives and performance goals; 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.

Risk assessment and risk management are the responsibility of Spirit’s management. The committee has an oversight role and, in fulfilling that role, it relies on the reviews and reports set forth in this charter. The committee shall not have responsibility for matters subject to the jurisdiction of another committee of the board pursuant to that committee’s charter, applicable law, delegation, or otherwise unless otherwise provided by the board. However, to fulfill its responsibility to determine which risks should be included on the board’s agenda, it is expected that all significant risks will be communicated to the committee, through either direct communication or reporting from other board committees.

Membership

The committee shall consist of at least three members of the board. The members and chair of the committee shall be appointed by the board at the recommendation of Spirit’s corporate governance and nominating committee. Committee members, until their successors as committee members are elected and qualified, or until their earlier death, disability, resignation, disqualification, retirement or removal. Any member may be removed 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 agendas for meetings, and determine the committee's information needs, except as otherwise provided by action of the committee. The chair of the committee shall also coordinate with other committee chairs to assist in their review, assessment, and discussion of risks falling within their purview pursuant to their charter, applicable law, delegation, or otherwise. 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 the 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 the meeting, and the affirmative vote of the members present at a meeting at which a quorum is present shall constitute the action of the committee. The committee may meet 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.

Duties and Responsibilities

The committee shall have the following authority and responsibilities:

1. Review and discuss with management risks to Spirit's strategy as identified by Spirit's enterprise risk management processes, as well as the guidelines, policies, and processes for monitoring and mitigating such risks.
2. Review and discuss with management the effectiveness of Spirit's cybersecurity programs and practices for identifying, assessing, and mitigating cybersecurity risk.
3. Review Spirit's progress in developing and maintaining the appropriate risk management culture.
4. Receive, review, and discuss information pertaining to potential and/or known Safety of Flight issues, including but not limited to Aviation Event Response Plan (AERP) incidents as appropriate.
5. Receive as and when appropriate, reports from Spirit's internal audit function on the results of risk management reviews and assessments.
6. Review reports on selected risk topics as the committee deems appropriate from time to time.
7. Provide recommendations to the board regarding specific critical strategic enterprise risks and emerging risks that warrant the board's oversight and attention.

8. Collaborate and assist the other committees of the board with information necessary for such committees to comply the responsibilities under their charters relating to risk assessment, management and exposure.
9. 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.
10. Review and assess the adequacy of this charter annually, and recommend to the board any amendments the committee deems appropriate.
11. Perform such other duties and responsibilities as may be delegated by the board.
12. 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 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, to support the committee's activities, including for the payment of (a) compensation to any 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.

Provided such delegation is permitted under applicable rules and regulations, the committee shall have authority to delegate any of its duties to such subcommittees as the committee deems appropriate, so long as any such subcommittee consists solely of one or more members of the committee.

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.