

**TENTH AMENDED AND RESTATED  
BYLAWS  
OF SPIRIT AEROSYSTEMS HOLDINGS, INC.  
(the “Corporation”)  
adopted on January 25, 2023**

**1. MEETING OF STOCKHOLDERS.**

**1.1 Annual Meeting of Stockholders.** An annual meeting of stockholders shall be held in each year on such date and at such time as may be set by the board of directors of the Corporation (the “**Board**”) (or by an officer of the Corporation authorized to do so by the Board) for the purpose of electing directors and the transaction of such other business as may properly come before the meeting.

**1.2 Special Meetings of Stockholders.**

(a) A special meeting of the stockholders for any purpose or purposes may be called at any time by the Board (or by an officer of the Corporation authorized to do so by the Board), the Chief Executive Officer, the Secretary, or the Secretary upon the written request of one or more stockholders in accordance with the requirements of this Section 1.2.

(b) A special meeting of the stockholders shall be called by the Secretary of the Corporation upon receipt of a written request (each, a “**Special Meeting Request**”) of one or more stockholders of record (each, a “**Requesting Stockholder**”) representing in the aggregate not less than 10% of the voting power of all shares of the Corporation entitled to vote on the matter or matters to be brought before the proposed special meeting (the “**Requisite Percentage**”); provided that a special meeting of stockholders so requested shall be called by the Secretary only if (i) such Requesting Stockholder complies with this Section 1.2 and applicable law; (ii) such Requesting Stockholder continues to own the Requisite Percentage at all times between the date of the Special Meeting Request and the date of the applicable special meeting; and (iii) the Special Meeting Request complies with this Section 1.2 and, if applicable, Section 1.4. A Special Meeting Request shall be signed by each Requesting Stockholder, or a duly authorized agent thereof, requesting the special meeting and shall include:

(i) written notification of the proposed business for the special meeting, setting forth a brief description of the business desired to be brought before the meeting, the text of the proposal or business (including the text of any resolutions proposed for consideration and in the event that such business includes a proposal to amend the Restated Certificate of Incorporation of the Corporation, as it may be amended from time to time (the “**Certificate of Incorporation**”) or these Bylaws, the language of the proposed amendment), the reasons for conducting such business at the meeting and any material interest in such business of the Requesting Stockholders and any Stockholder Associated Person (as defined below) (collectively, the “**Proposal Information**”),

(ii) as to each Requesting Stockholder and any Stockholder Associated Person, the Stockholder Information (as defined in Section 1.4),

(iii) if the business specified in the Special Meeting Request includes a nomination for election to the Board, the Nomination Information (as defined in Section 1.4),

(iv) documentary evidence that the Requesting Stockholders or the beneficial owners, if any, on whose behalf the Special Meeting Request is being made “own” (as defined in Section 1.13(f)) the Requisite Percentage as of the date of such written request to the Secretary; provided, however, that if such shares are not beneficially owned solely and directly by the Requesting Stockholders, then to be valid, the Special Meeting Request must also include documentary evidence that the beneficial owners on whose behalf the Special Meeting Request is being made “own” the Requisite Percentage as of the date on which such Special Meeting Request is delivered to the Secretary, and

(v) an agreement by the Requesting Stockholders and the beneficial owners, if any, on whose behalf the Special Meeting Request is made to notify the Corporation immediately in the case of any disposition of shares of the Corporation that are owned beneficially or of record as of the date on which the Special Meeting Request is received by the Secretary that is made at any time prior to the date of the special meeting and an acknowledgement that any such disposition shall constitute a revocation of such Special Meeting Request with respect to such disposed shares, such that the number of shares so disposed shall not be included in determining whether the Requisite Percentage has been reached and maintained.

In addition, the Requesting Stockholders, the beneficial owners, if any, on whose behalf the Special Meeting Request is being made and any other Stockholder Associated Person shall promptly provide any other information reasonably requested by the Corporation.

The Requesting Stockholders shall update the notice delivered and information previously provided to the Corporation pursuant to this Section 1.2, if necessary, so that the information provided or required to be provided therein shall continue to be true and correct (i) as of the record date for the special meeting and (ii) as of the date that is 10 business days prior to the special meeting (or any adjournment, recess or postponement thereof), and such update must be received by the Secretary not later than five business days after the record date for such meeting (in the case of an update required to be made as of the record date) and not later than five business days prior to such meeting (in the case of an update required to be made as of 10 business days prior to such meeting or any adjournment, recess or postponement thereof).

(c) Special meetings of the stockholders shall be held on such date and at such time as may be stated in the notice of the meeting; provided, however, that in the case of a special meeting requested by stockholders, the date of any such special meeting shall not be more than 90 days after the date that a Special Meeting Request that satisfies the requirements of this Section 1.2 is received by the Secretary.

(d) Notwithstanding the foregoing provisions of this Section 1.2, a special meeting requested by stockholders shall not be held if (i) the Special Meeting Request does not comply with this Section 1.2 (and, if applicable, Section 1.4), (ii) the Special Meeting Request relates to an item of business that is not a proper subject for stockholder action under applicable law, (iii) the Special Meeting Request is received by the Corporation during the period commencing 90 days prior to the anniversary date of the immediately preceding annual meeting and ending on the date of the next annual meeting or (iv) the Special Meeting Request was made in a manner that involved a violation of Regulation 14A under the Securities Exchange Act of 1934, as from time to time in effect (and any successor regulation) (the “*Exchange Act*”), or other applicable law. The Board shall determine in good faith whether the requirements set forth in this Section 1.2 have been satisfied.

(e) A Requesting Stockholder may revoke a Special Meeting Request at any time by written revocation delivered to the Secretary and if, following such revocation, there are outstanding unrevoked requests from Requesting Stockholders holding less than the Requisite Percentage, the Board may, in its discretion, cancel the special meeting with respect to the business to be conducted pursuant to the Special Meeting Request. If none of the Requesting Stockholders appears or sends a duly authorized agent to present the business to be presented for consideration that was specified in the relevant Special Meeting Request, the Corporation need not present such business for a vote at such special meeting (with the determination as to whether to present such matters to be made by the Board or the presiding officer of the meeting in his, her or its sole discretion).

(f) The business permitted to be conducted at a special meeting of stockholders shall be limited to matters properly set forth in a valid Special Meeting Request or brought before the meeting by or at the direction of the Board.

(g) For purposes of these Bylaws, a “*Stockholder Associated Person*” of any stockholder shall mean (1) any person who is a member of a “group” (as such term is used in Rule 13d-5 under the Exchange Act) with or otherwise acting in concert with such stockholder, (2) any beneficial owner of capital stock of the Corporation on whose behalf the proposal or nomination, as applicable, is being made (other than a stockholder that is a depository), (3) any affiliate or associate (each within the meaning of Rule 12b-2 under the Exchange Act) of such stockholder or any such beneficial owner, and (4) any participant (as defined in paragraphs (a)(ii)-(vi) of Instruction 3 to Item 4 of Schedule 14A, or any successor instructions) with such stockholder or such beneficial owner in respect of any proposals or nominations, as applicable.

### **1.3 Place and Notice of Meetings of Stockholders.**

(a) All meetings of stockholders shall be held at the principal office of the Corporation unless the Board (or an officer of the Corporation authorized to do so by the Board) shall decide otherwise, in which case such meetings may be held at such location within or without the State of Delaware or by means of remote communication as the Board may from time to time direct.

(b) Written notice of the place, if any, day, time and means of remote communication if any, by which stockholders and proxyholders may be deemed to be present in

person and vote at such meeting, of all meetings of stockholders and, in the case of a special meeting, of the general nature of the business to be transacted at the meeting, shall be given to each stockholder of record entitled to vote at the particular meeting either personally or by sending a copy of the notice through the mail or by overnight courier to the address of the stockholder appearing on the books of the Corporation or supplied by such stockholder to the Corporation for the purpose of notice or by any other means, including electronic means, permitted by law. Except as otherwise provided by these Bylaws, the Certificate of Incorporation or by law, such notice shall be given not less than 10 nor more than 60 days before the date of the meeting by the Chief Executive Officer, President or Secretary. Such notice shall be deemed given (i) if mailed, when deposited in the United States mail, postage prepared, directed to the stockholder at such stockholder's address as it appears on the records of the Corporation, (ii) if sent by electronic mail, when delivered to an electronic mail address at which the stockholder has consented to receive such notice and (iii) if posted on an electronic network together with a separate notice to the stockholder of such specific posting, upon the later to occur of (A) such posting and (B) the giving of such separate notice of such posting. A waiver in writing of any notice required to be given, signed by the person entitled to such notice, or a waiver by electronic transmission by the person entitled to notice, whether before or after the time stated, shall be deemed equivalent to the giving of such notice. Attendance of a person, either in person or by proxy, at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

#### **1.4 Advance Notice of Proposals of Business or Nominations by Stockholders of Candidates for Election as Directors.**

(a) For any proposal of business or nomination of persons for election to the Board to be properly brought before a meeting of stockholders (other than pursuant to Section 1.13), such proposal or nomination must be (i) specified in the notice of meeting delivered by the Corporation, (ii) otherwise properly by or at the direction of the Board or (iii) properly brought by any stockholder who (A) is a stockholder of record at the time of giving notice as required by this Section 1.4, (B) is entitled to vote at such meeting, (C) timely delivers written notice of such proposal or nomination in proper written form to the Secretary of the Corporation pursuant to this Section 1.4 and (D) otherwise complies with the procedures set forth in this Section 1.4 . Notwithstanding anything to the contrary contained herein, nominations of persons for election to the Board may be made at a special meeting of stockholders by a stockholder pursuant to clause (iii) only if the Board has determined that directors are to be elected at such special meeting.

(b) To be timely, a stockholder's notice of a proposal of business or nomination, other than those made by or on behalf of the Board, must be made in writing and be received by the Secretary not later than (a) with respect to a proposal or nomination at an annual meeting of stockholders, 120 days prior to the anniversary date of the immediately preceding annual meeting, provided that, if the date of the annual meeting is more than 30 days before or after the anniversary date of the immediately preceding annual meeting, the notice must be received within 15 days after the public announcement by the Corporation of the date of the annual meeting, and (b), with respect to a proposal at a special meeting of stockholders or a

nomination at a special meeting of stockholders called for the purpose of electing directors, the close of business on the 15th day following the date on which notice of such meeting is first given to stockholders or public disclosure of the meeting is made, whichever is earlier.

(c) To be in proper written form, a stockholder's notice must include the following:

(i) As to the stockholder giving the notice and any Stockholder Associated Person:

(A) the name, age, business address and residence address of such person;

(B) a written representation that the stockholder giving the notice is a holder of record of stock of the Corporation entitled to vote at such meeting and intends to appear in person or by proxy at the meeting to propose such business or nominate such person(s) specified in the notice and an acknowledgment that if such stockholder or a duly authorized agent thereof does not appear to present such proposal or nomination at such meeting, the Corporation need not present such proposal or person for a vote at such meeting, notwithstanding that proxies in respect of such vote may have been received by the Corporation (with the determination as to whether to present such proposal or nomination to be made by the Board or presiding officer of the meeting in his, her or its sole discretion);

(C) (1) the class and total number of shares of capital stock and other securities of the Corporation that are owned beneficially and of record by such person and, if such securities are not owned solely and directly by such person, (2) the dates such shares were acquired, (3) the investment intent of such acquisitions and (4) evidence of such beneficial and/or record ownership;

(D) a complete and accurate description of any agreement, arrangement, or understanding, whether written or oral, (including any derivative, long or short position, profit interest, forward, future, swap, option, warrant, convertible security, stock appreciation right or similar right, hedging transaction, repurchase agreement or arrangement, borrowed or loaned shares) with an exercise or conversion privilege or a settlement payment or mechanism at a price related to any class or series of shares of capital stock of the Corporation or with a value derived in whole or in part from the value of any class or series of shares of capital stock of the Corporation, the effect or intent of which is to mitigate loss, manage risk, or benefit from changes in the price of any shares of capital stock of the Corporation, to transfer to or from any person or entity, in whole or in part, any of the economic consequences of ownership of any shares of capital stock of the Corporation, to maintain, increase, or decrease the voting power of any person or entity with respect to shares of

capital stock of the Corporation, or to provide any person or entity, directly or indirectly, with the opportunity to profit or share in any profit derived from, or to otherwise benefit economically from, any increase or decrease in the value of any shares of capital stock of the Corporation (collectively, “*Derivative Instruments*”) that are owned, held or entered into by such person;

(E) a complete and accurate description of any performance-related fees (other than an asset-based fee) to which any such person may be entitled as a result of any increase or decrease in the value of any securities of the Corporation or any Derivative Instrument;

(F) a complete and accurate description of any agreement, arrangement or understanding pursuant to which such person has received any financial assistance, funding or other consideration from any other person with respect to the investment by such person in the Corporation;

(G) a complete and accurate description of all agreements, arrangements or understandings between such person or any of its affiliates or associates and any other person or persons (naming such person or persons) in connection with or related to the matters proposed to be acted on at the meeting;

(H) to the extent known by the stockholder giving the notice, (A) the names and addresses of any other stockholders or beneficial owners known to be supporting such proposal or nomination and (B) the class or series and number of shares of capital stock of the Corporation that are owned beneficially or of record by such other stockholders or beneficial owners;

(I) a written representation from the stockholder giving the notice as to whether the stockholder or any other Stockholder Associated Person intends or is part of a group which intends (a) to deliver a proxy statement to and/or form of proxy to holders of at least the percentage of the Corporation’s outstanding capital stock required to approve or adopt the proposal or elect the nominee, (b) otherwise to solicit proxies in support of such proposal or election, and/or (c) to solicit proxies in support of any proposed nominee in accordance with Rule 14a-19 promulgated under the Exchange Act; and

(J) such other information regarding such person as would be required to be included in a proxy statement filed with the Securities and Exchange Commission (the “*SEC*”) pursuant to Regulation 14A under the Exchange Act and the rules and regulations thereunder in connection with the solicitation of proxies ;

(the information described in this clause (c)(i), the “**Stockholder Information**”).

(ii) In addition to the foregoing requirements, if the notice involves the nomination of a person for election to the Board, then such notice must include the following information as to each proposed nominee specified in the notice (each, a “**Stockholder Nominee**”):

(A) the name, age, business address and residence address of such Stockholder Nominee;

(B) the principal occupation of such Stockholder Nominee;

(C) (1) the class and total number of shares of capital stock and other securities of the Corporation that are owned beneficially and of record by such Stockholder Nominee, (2) the dates such shares were acquired, (3) the investment intent of such acquisitions, (4) evidence of such beneficial and/or record ownership and (5) a description of any Derivative Instruments owned, held or entered into by such Stockholder Nominee;

(D) a complete and accurate description of all compensatory, payment, reimbursement, indemnification or other financial agreements, arrangements or understandings between or among the stockholder giving the notice, any Stockholder Associated Person and such Stockholder Nominee and any other person or persons (including their names) in connection with such Stockholder Nominee’s nomination or service or action as a director, including, without limitation, all information that would be required to be disclosed pursuant to Item 404 promulgated under Regulation S-K if the stockholder giving the notice and any Stockholder Associated Person were the “registrant” for purposes of such rule and such Stockholder Nominee was a director or executive officer of such registrant;

(E) a written questionnaire with respect to the background and qualifications of such Stockholder Nominee in a form reasonably satisfactory to the Board;

(F) details of any position held by such Stockholder Nominee as an officer or director of any competitor of the Corporation (that is, an entity that offers products, provides services or engages in business activities that compete with or are alternatives to the products offered, services provided or business activities engaged in by the Corporation or its affiliates) within the last three years preceding the submission of the notice;

(G) details of any relationship between such Stockholder Nominee and any other person or entity that would require disclosure on

Schedule 13D as if such Stockholder Nominee was required to file a Schedule 13D with respect to the Corporation;

(H) any additional information as necessary to permit the Corporation to determine if each Stockholder Nominee is independent under applicable listing standards, any applicable rules of the SEC and any publicly disclosed standards used by the Corporation in determining and disclosing the independence of the Corporation's directors, including those applicable to a director's service on the audit committee, compensation committee and any other committees of the Board (collectively, the "***Applicable Independence Standards***");

(I) the consent of each Stockholder Nominee to being named in the proxy statement as a director nominee and to serve as a director of the Corporation if elected;

(J) a written representation and agreement, in the form provided by the Secretary upon written request, relating to the Stockholder Nominee's compliance, in his or her individual capacity and on behalf of any person or entity on whose behalf the nomination is being made, if elected as a director, with applicable state and federal law, the Corporation's corporate governance, conflict of interest, confidentiality and stock ownership and trading policies and guidelines, any other Corporation code of conduct, policies and guidelines and any other rules, regulations and listing standards, in each case as applicable to the directors of the Corporation;

(K) a written representation and agreement that the Stockholder Nominee:

(1) will comply with the Corporation's processes for evaluating any person being considered for nomination to the Board, including an agreement to meet with the Corporate Governance and Nominating Committee, if requested, to discuss matters relating to the nomination of such Stockholder Nominee, including the information provided by such Stockholder Nominee to the Corporation in connection with his or her nomination and eligibility to serve as a member of the Board;

(2) consents to the running of a background check in accordance with the Corporation's policy for prospective directors and will provide any information requested by the Corporation that is necessary to run such background check;

(3) is not and will not become a party to any agreement or understanding with, and has not given any commitment or assurance to, any person or entity as to how the Stockholder



Nominee, if elected as a director of the Corporation, will act or vote on any issue or question (a “***Voting Commitment***”) that has not been disclosed to the Corporation or (ii) any Voting Commitment that could limit or interfere with such Stockholder Nominee’s ability to comply, if elected as a director of the Corporation, with his or her fiduciary duties under applicable law;

(4) is not and will not become a party to any agreement, arrangement or understanding with any person or entity other than the Corporation with respect to any direct or indirect compensation, reimbursement or indemnification in connection with service or action as a director unless the terms of such agreement, arrangement or understanding have been provided to the Corporation;

(5) intends to serve a full term if elected as a director of the Corporation;

(6) will provide such other information as may reasonably be required by the Corporation to determine the qualifications of the proposed nominee to serve as a director of the Corporation;

(7) will provide facts, statements and other information in all communications with the Corporation and its stockholders that are or will be true and correct in all material respects and that do not and will not omit to state a material fact necessary in order to make the statements made therein, in light of the circumstances under which they were made, not misleading; and

(L) any other information relating to the Stockholder Nominee that is required to be disclosed in solicitations of proxies for election of directors pursuant to Section 14 of the Exchange Act;

(the information described in this clause (c)(ii), the “***Nomination Information***”).

(iii) In addition to the foregoing requirements, if the notice involves a proposal of business other than a director nomination, the Proposal Information.

(d) Any stockholder providing notice pursuant to this Section 1.4 shall update the notice delivered and information previously provided to the Corporation pursuant to this Section 1.4, if necessary, so that the information provided or required to be provided therein shall continue to be true and correct (i) as of the record date for the applicable meeting and (ii) as of the date that is 10 business days prior to the meeting (or any adjournment, recess or postponement thereof), and such update must be received by the Secretary not later than five business days after the record date for such meeting (in the case of an update required to be made as of the record date) and not later than five business days prior to such meeting (in the case of

an update required to be made as of 10 business days prior to such meeting or any adjournment, recess or postponement thereof). Within 15 days following the receipt by the Secretary of a stockholder notice pursuant to this Section 1.4, the Corporate Governance and Nominating Committee shall instruct the Secretary to advise the notifying stockholder of any deficiencies in the notice as determined by the Board. The notifying stockholder shall cure such deficiencies within 15 days of receipt of such notice. The immediately foregoing provisions shall not extend any applicable deadlines hereunder or enable or be deemed to permit such stockholder to change the proposals of business or any Stockholder Nominee(s) specified in the notice or to add new proposals or Stockholder Nominees after the deadlines hereunder have expired.

(e) Notwithstanding anything to the contrary in these Bylaws, unless otherwise required by law, if any stockholder or other Stockholder Association Person (i) provides notice pursuant to Rule 14a-19(b) promulgated under the Exchange Act with respect to any proposed Stockholder Nominee and (ii) subsequently fails to comply with the requirements of Rule 14a-19(a)(2) or Rule 14a-19(a)(3) promulgated under the Exchange Act (or fails to timely provide reasonable evidence sufficient to satisfy the Corporation that such stockholder has met the requirements of Rule 14a-19(a)(3) promulgated under the Exchange Act in accordance with the following sentence), then the nomination of each such proposed Stockholder Nominee shall be disregarded, notwithstanding that proxies or votes in respect of the election of such proposed Stockholder Nominee may have been received by the Corporation (which proxies and votes shall be disregarded). Upon request by the Corporation, if any stockholder or other Stockholder Associated Person provides notice pursuant to Rule 14a-19(b) promulgated under the Exchange Act, such stockholder or Stockholder Associated Person shall deliver to the Corporation, no later than five business days prior to the applicable meeting, reasonable evidence that it has met the requirements of Rule 14a-19(a)(3) promulgated under the Exchange Act.

(f) Any stockholder directly or indirectly soliciting proxies from other stockholders in respect of any proposal or nomination must use a proxy card color other than white, which shall be reserved for the exclusive use by the Board.

(g) A stockholder giving notice pursuant to this Section 1.4 shall also comply with all applicable requirements of the Exchange Act and the rules and regulations thereunder with respect to the matters set forth in this Section 1.4. Nothing in this Section 1.4 shall be deemed to affect any rights of stockholders to request inclusion of proposals in the Corporation's proxy statement pursuant to Rule 14a-8 under the Exchange Act.

(h) No persons shall be eligible for election as a director of the Corporation unless nominated in accordance with these Bylaws.

(i) If the Board or the presiding officer of the meeting, in his, her or its discretion and with the advice of the Corporate Governance and Nominating Committee, determines that a proposal of business or nomination was not made in accordance with the procedures set forth in this Section 1.4, then, such proposal or nomination, as applicable, may be declared defective and be disregarded. Unless otherwise required by law, if the stockholder giving the notice pursuant to this Section 1.4 or a duly authorized agent thereof does not appear at the applicable meeting to present the proposal or nominate the Stockholder Nominee specified in the notice, then the Corporation need not present such proposal or nomination for a vote at

such meeting (with the determination as to whether to present such proposal or nomination to be made by the Board or the presiding officer of the meeting in his, her or its sole discretion). The determinations of the Board or the presiding officer of the meeting shall be conclusive and binding upon all stockholders of the Corporation for all purposes.

(j) For purposes of these Bylaws, beneficial ownership has the same meaning as provided in Regulation 13D under the Exchange Act.

**1.5 Quorum for Stockholder Meetings.** At any meeting of the stockholders, the presence, in person or by proxy, of stockholders entitled to cast at least a majority of the votes which all stockholders are entitled to vote upon a matter shall constitute a quorum for the transaction of business upon such matter, and the stockholders present at a duly organized meeting can continue to do business until adjournment, notwithstanding the withdrawal of enough stockholders to leave less than a quorum. If a meeting cannot be organized because a quorum has not attended, such meeting may be adjourned to another time or place by the Board, the Chair of the Board or the presiding officer of the meeting or a majority of the votes entitled to be cast by the stockholders who are present in person or by proxy in accordance with Section 1.6, except as otherwise provided by law, including, but not limited to, Section 2.11(c) of the General Corporation Law of the State of Delaware as then in effect (the “*DGCL*”).

**1.6 Adjournments and Postponements.**

(a) Any meeting of stockholders may be adjourned or recessed from time to time for any reason, whether or not a quorum is present, by the Board, the Chair of the Board or the presiding officer of the meeting to reconvene at the same or some other place or means of remote communication, and notice need not be given of any such adjourned or recessed meeting of stockholders if the time, place, if any, or means of remote communication, if any, thereof are announced at the meeting of stockholders at which the adjournment or recess is taken. At the adjourned or recessed meeting of stockholders, the Corporation may transact any business which might have been transacted at the original meeting of stockholders. If the adjournment or recess is for more than 30 days, or if after the adjournment the Board fixes a new record date for determining the stockholders entitled to vote at the adjourned or recessed meeting of stockholders, a notice of the adjourned or recessed meeting shall be given to each stockholder of record as of the new record date for determining the stockholders entitled to notice of the adjourned or recessed meeting of stockholders.

(b) In addition, subject to applicable law, any meeting of stockholders may be postponed by the Board at any time before such meeting has been convened. Notice of the postponed meeting of stockholders shall be given to each stockholder of record entitled to vote at the meeting.

**1.7 Voting.** Except as otherwise provided in the Corporation’s Certificate of Incorporation, each stockholder of record shall have, at every stockholders’ meeting, one vote for every share standing in his, her or its name on the books of the Corporation.

**1.8 Proxies.** Every stockholder entitled to vote at a meeting of stockholders may authorize another person or persons to act for such stockholder by proxy in accordance with law.

A proxy may be submitted to the Secretary by a stockholder in writing, by telephone, electronically or any other means permitted by law.

**1.9 Required Votes for Stockholder Action.** Except in respect of the election of directors (as to which the requisite vote is outlined in the following paragraph), all questions submitted to the stockholders and all actions by the stockholders shall be decided by the vote of the holders of a majority of the votes cast affirmatively and negatively on the question or action at any meeting at which a quorum is present, unless otherwise provided by the Certificate of Incorporation, these Bylaws or by law.

Notwithstanding the foregoing provisions of this Section 1.9, a nominee for director of the Corporation shall only be elected if, at any meeting of the stockholders held for the election of directors at which a quorum is present, the votes cast for the nominee's election exceed the votes cast against the nominee's election; provided, however, that a plurality of all votes cast at a meeting of stockholders at which a quorum is present is sufficient to elect a nominee to the Board if, in connection with the meeting, (i) a stockholder has duly nominated an individual for election to the Board in accordance with the advance notice and other nomination procedures and requirements adopted by the Corporation from time to time and set forth in these Bylaws and (ii) the stockholder nomination has not been withdrawn on or prior to the date that is 14 days prior to the date on which the Corporation first mails its notice of meeting to the stockholders. Votes cast "for" and "against" a nominee shall exclude votes "withheld", "abstentions" and "broker non-votes" with respect to that nominee's election. If directors are to be elected by a plurality of the votes cast, stockholders shall not be permitted to vote against a nominee.

**1.10 Ballots; Inspectors of Election.** Elections for directors need not be by ballot but the Board or the presiding officer of a meeting of stockholders may direct the use of ballots for voting at the meeting. In advance of any meeting of stockholders, the Board may appoint one or more inspectors of election who need not be stockholders to act at such meeting or any adjournment thereof, and if such appointment is not made, the presiding officer of any such meeting shall make such appointment at the meeting. No person who is a candidate for office shall act as an inspector. In case any person appointed as inspector fails to appear or fails or refuses to act, the vacancy may be filled by appointment made by the Board in advance of the convening of the meeting or at the meeting by the person or officer presiding at the meeting. The inspector(s) shall perform such duties and in such manner as required by law.

**1.11 Action by Consent Without a Meeting.** To the fullest extent and in the manner permitted by law, any action required or permitted to be taken at a meeting of the stockholders or of a class or series of stockholders may be taken without a meeting of the stockholders or of such class or series of stockholders upon the consent in writing signed by such stockholders who would have been entitled to vote the minimum number of votes that would be necessary to authorize the action at a meeting at which all the stockholders entitled to vote thereon were present and voting. The consents shall be filed with the Secretary.

**1.12 List of Stockholders Entitled to Vote.** The officer who has charge of the stock ledger shall prepare and make, at least 10 days before every meeting of stockholders, a complete list of the stockholders entitled to vote at the meeting (provided, however, that if the record date for determining the stockholders entitled to vote is less than 10 days before the meeting date, the

list shall reflect the stockholders entitled to vote as of the 10th day before the meeting date), arranged in alphabetical order, and showing the address of each stockholder and the number of shares registered in the name of each stockholder. Nothing in this Section 1.12 shall require the Corporation to include electronic mail addresses or other electronic contact information on such list. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting for a period of 10 days ending on the day before the meeting date (a) on a reasonably accessible electronic network, provided that the information required to gain access to such list is provided with the notice of the meeting, or (b) during ordinary business hours at the principal place of business of the Corporation. Except as otherwise provided by law, the stock ledger shall be the only evidence as to who are the stockholders entitled to examine the list of stockholders required by this Section 1.12 or to vote in person or by proxy at any meeting of stockholders.

**1.13 Inclusion of Stockholder Director Nominations in the Corporation's Proxy Materials.**

(a) The Corporation shall include in its proxy statement for any annual meeting of stockholders the name, together with the Required Information (as defined below), of any Stockholder Nominee submitted pursuant to this Section 1.13 provided (i) a timely written notice of such Stockholder Nominee satisfying this Section 1.13 (the “**Proxy Access Notice**”) is received by the Corporation by one or more stockholders who at the time the Proxy Access Notice is received satisfy, or are acting on behalf of persons who satisfy, the ownership and other requirements of this Section 1.13 (such stockholder or stockholders, and any person on whose behalf they are acting, the “**Eligible Stockholder**”), (ii) the Eligible Stockholder expressly elects at the time of providing the Proxy Access Notice to have its nominee included in the Corporation's proxy materials pursuant to this Section 1.13 and (iii) the Eligible Stockholder and the Stockholder Nominee otherwise satisfy the requirements of this Section 1.13 and the director qualification requirements set forth in the Corporation's corporate governance guidelines.

(b) For purposes of this Section 1.13, the “**Required Information**” that the Corporation will include in its proxy statement is (i) the information concerning the Stockholder Nominee and the Eligible Stockholder that, as determined by the Corporation, is required to be disclosed in a proxy statement filed pursuant to the proxy rules of the SEC, and (ii) if the Eligible Stockholder so elects, a Statement (as defined below).

(c) The Corporation shall not be required to include a Stockholder Nominee in its proxy materials for any meeting of stockholders for which (i) the Secretary receives a notice that the Eligible Stockholder has nominated a person for election to the Board pursuant to the notice requirements set forth in Section 1.4 and (ii) the Eligible Stockholder does not expressly elect at the time of providing such notice to have its nominee included in the Corporation's proxy materials pursuant to this Section 1.13.

(d) The number of Stockholder Nominees appearing in the Corporation's proxy statement with respect to a meeting of stockholders shall not exceed the greater of (i) two or (ii) 20% of the number of directors in office as of the last day on which Proxy Access Notice may be received pursuant to this Section 1.13 (the “**Final Proxy Access Nomination Date**”) or, if such 20% amount is not a whole number, the closest whole number below 20% (the greater of (i) and (ii), the “**Permitted Number**”); provided, however, that the Permitted Number shall be

reduced by (A) the number of directors in office as of the Final Proxy Access Nomination Date who were included in the Corporation's proxy statement as a Stockholder Nominee for any of the two preceding annual meetings and whose reelection at the upcoming annual meeting is being recommended by the Board, (B) the number of Stockholder Nominees whom the Board itself decides to nominate for election at such annual meeting (each, a "**Board Nominee**"), (C) the number of Stockholder Nominees who cease to satisfy the eligibility requirements of this Section 1.13, (D) the number of Stockholder Nominees whose nomination is withdrawn by the Eligible Stockholder or who become unwilling to serve on the Board, and (E) the number of director candidates for which the Corporation shall have received one or more notices that a stockholder intends to nominate at the annual meeting of stockholders pursuant to Section 1.4; provided, further, that in the event that one or more vacancies for any reason occurs on the Board at any time after the Final Proxy Access Nomination Date and before the date of the applicable annual meeting of stockholders and the Board resolves to reduce the size of the Board in connection therewith, the Permitted Number shall be calculated based on the number of directors in office as so reduced. In the event that the number of Stockholder Nominees submitted by Eligible Stockholders pursuant to this Section 1.13 exceeds the Permitted Number, each Eligible Stockholder shall select one Stockholder Nominee for inclusion in the Corporation's proxy statement until the Permitted Number is reached, going in order of the amount (greatest to least) of the Corporation's common stock entitled to vote on the election of directors as disclosed as owned in the written notice of nomination submitted to the Corporation. If the Permitted Number is not reached after each Eligible Stockholder has selected one Stockholder Nominee, this selection process shall continue as many times as necessary, following the same order each time, until the Permitted Number is reached.

(e) An Eligible Stockholder must have owned (as defined below) 3% or more of the Corporation's outstanding common stock (the "**Required Shares**") continuously for at least three years as of both the date the Proxy Access Notice is received by the Corporation in accordance with this Section 1.13 and the record date for determining stockholders entitled to vote at the meeting and must continue to own the Required Shares through the meeting date. For purposes of satisfying the foregoing ownership requirement under this Section 1.13(e), (i) the shares of common stock owned by one or more stockholders, or by the person or persons who own shares of the Corporation's common stock and on whose behalf any stockholder is acting, may be aggregated, provided that the number of stockholders and other persons whose ownership of shares is aggregated for such purpose shall not exceed twenty, and (ii) a group of two or more funds that are (A) under common management and investment control, (B) under common management and funded primarily by the same employer, or (C) a "group of investment companies," as such term is defined in Section 12(d)(1)(G)(ii) of the Investment Company Act of 1940, as amended, shall be treated as one stockholder or person for this purpose. Whenever an Eligible Stockholder consists of a group of stockholders and/or other persons, any and all requirements and obligations for an Eligible Stockholder set forth in this Section 1.13 must be satisfied by and as to each such stockholder or other person, except that shares may be aggregated to meet the Required Shares as provided in this Section 1.13.

(f) For purposes of these Bylaws, a stockholder shall be deemed to "own" only those outstanding shares of the Corporation's common stock as to which the stockholder possesses both (i) the full voting and investment rights pertaining to the shares and (ii) the full economic interest in (including the opportunity for profit and risk of loss on) such shares;

provided that the number of shares calculated in accordance with clauses (i) and (ii) shall not include any shares (x) sold by such stockholder or any of its affiliates in any transaction that has not been settled or closed, (y) borrowed by such stockholder or any of its affiliates for any purposes or purchased by such stockholder or any of its affiliates pursuant to an agreement to resell or (z) subject to any option, warrant, forward contract, swap, contract of sale, other derivative or similar agreement entered into by such stockholder or any of its affiliates, whether any such instrument or agreement is to be settled with shares or with cash based on the notional amount or value of outstanding shares of the Corporation's common stock, in any such case which instrument or agreement has, or is intended to have, the purpose or effect of (1) reducing in any manner, to any extent or at any time in the future, such stockholder's or affiliates' full right to vote or direct the voting of any such shares, and/or (2) hedging, offsetting or altering to any degree gain or loss arising from the full economic ownership of such shares by such stockholder or affiliate. A stockholder shall "own" shares held in the name of a nominee or other intermediary so long as the stockholder retains the right to instruct how the shares are voted with respect to the election of directors and possesses the full economic interest in the shares. A stockholder's ownership of shares shall be deemed to continue during any period in which (i) the stockholder has loaned such shares, provided that the stockholder has the power to recall such loaned shares on three business days' notice; or (ii) the stockholder has delegated any voting power by means of a proxy, power of attorney or other instrument or arrangement, provided that such delegation is revocable at any time by the stockholder. Whether outstanding shares of the Corporation's common stock are "owned" for these purposes shall be determined by the Board, which determination shall be conclusive and binding on the Corporation and its stockholders. For purposes of these Bylaws, the term "affiliate" shall have the meaning ascribed thereto in the regulations promulgated under the Exchange Act.

(g) To be timely and in proper written form, an Eligible Stockholder's Proxy Access Notice must be received by the Secretary at the principal executive offices of the Corporation no earlier than 150 days and no later than 120 days before the anniversary of the prior year's annual meeting of stockholders; provided, however, that if the annual meeting is not scheduled to be held within a period that commences 30 days before such anniversary date and ends 30 days after such anniversary date (such annual meeting date shall be referred to herein as an "**Other Meeting Date**"), the Proxy Access Notice must be received by the later of (A) 150 days prior to such Other Meeting Date and (B) the 10th day following the date such Other Meeting Date is first publicly announced or disclosed, and include the following information and documents:

(i) one or more written statements from the record holder of the shares (and from each intermediary through which the shares are or have been held during the requisite three-year holding period) verifying that, as of a date within seven calendar days prior to the date the Proxy Access Notice is received by the Corporation, the Eligible Stockholder owns, and has owned continuously for the preceding three years, the Required Shares, and the Eligible Stockholder's agreement to provide, within five business days after the record date for the meeting, written statements from the record holder and intermediaries verifying the Eligible Stockholder's continuous ownership of the Required Shares through the record date,

(ii) as to each Eligible Stockholder and any Stockholder Associated Person, the Stockholder Information;

(iii) as to each Stockholder Nominee specified in the Proxy Access Notice, the Nomination Information;

(iv) the written consent of each Proxy Stockholder Nominee to be named in the proxy statement as a nominee and to serving as a director if elected,

(v) a copy of the Schedule 14N that has been filed with the SEC as required by Rule 14a-18 under the Exchange Act, as may be amended,

(vi) documentation satisfactory to the Corporation demonstrating that a group of funds qualifies to be treated as one stockholder for purposes of this Section 1.13,

(vii) in the case of a nomination by a group of stockholders that together is an Eligible Stockholder, the designation by all group members of one group member that is authorized to act on behalf of all members of the Eligible Stockholder group with respect to the nomination and matters related thereto,

(viii) a representation that the Eligible Stockholder (including each member of any group of stockholders that together is an Eligible Stockholder hereunder):

(A) acquired the Required Shares in the ordinary course of business and not with the intent to change or influence control at the Corporation, and does not presently have such intent,

(B) has not nominated and will not nominate for election to the Board at the meeting any person other than the Stockholder Nominee(s) being nominated pursuant to this Section 1.13,

(C) has not engaged and will not engage in, and has not and will not be, a “participant” in another person’s “solicitation” within the meaning of Rule 14a-1(l) under the Exchange Act in support of the election of any individual as a director at the meeting other than its Stockholder Nominee(s) or a Board Nominee,

(D) has not and will not distribute to any stockholder any form of proxy for the meeting other than the form distributed by the Corporation,

(E) intends to continue to own the Required Shares through the date of the meeting and for at least one year after the date of the annual meeting, and



(F) has provided and will provide facts, statements and other information in all communications with the Corporation and its stockholders that are or will be true and correct in all material respects and do not and will not omit to state a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading, and

(ix) a representation and warranty that each Stockholder Nominee's candidacy or, if elected, membership on the Board would not violate applicable state or federal law or the rules of any stock exchange on which the Corporation's securities are traded;

(x) a representation and warranty that each Stockholder Nominee:

(A) does not have any direct or indirect relationship with the corporation that would cause the Stockholder Nominee to be considered not independent pursuant to, and he/she otherwise qualifies as independent under, the Applicable Independence Standards;

(B) is a "non-employee director" for the purposes of Rule 16b 3 under the Exchange Act (or any successor rule); and

(C) is not and has not been subject to any event specified in Rule 506(d)(1) of Regulation D (or any successor rule) under the Securities Act of 1933, as amended (the "*Securities Act*") or Item 401(f) of Regulation S K (or any successor rule) under the Exchange Act, without reference to whether the event is material to an evaluation of the ability or integrity of such Stockholder Nominee;

(xi) an undertaking that the Eligible Stockholder agrees to

(A) assume all liability stemming from any actual or alleged legal or regulatory violation arising out of any communications by the Eligible Stockholder or any of his, her or its Stockholder Nominees with the Corporation, its stockholders or any other person or out of the information that the Eligible Stockholder or Stockholder Nominee has provided to the Corporation in connection with the nomination or election of directors, including, without limitation, the Proxy Access Notice,

(B) indemnify and hold harmless the Corporation and each of its directors, officers and employees individually against any liability, loss or damages in connection with any threatened or pending action, suit or proceeding, whether legal, administrative or investigative, against the Corporation or any of its directors, officers or employees arising out of (1) the Eligible Stockholder's nomination pursuant to this Section 1.13 or any efforts by the Eligible Stockholder to elect such Stockholder Nominees or (2) any failure or alleged failure by the Eligible Stockholder or any of its Stockholder Nominees to comply with, or any breach or alleged breach of,

its or their obligations, agreements or representations under this Section 1.13,

(C) file with the SEC any written solicitation or other communication with the Corporation's stockholders relating to the annual meeting at which the Stockholder Nominee will be nominated, with a copy delivered to the Secretary, regardless of whether any such filing is required under Section 14 of the Exchange Act and the rules and regulations promulgated thereunder or whether any exemption from filing is available for such materials under such rules and regulations, and

(D) comply with all other applicable laws, rules, regulations and listing standards with respect to the nomination, solicitation and election of the Stockholder Nominee in connection with the meeting.

An Eligible Stockholder providing a Proxy Access Notice shall update such Proxy Access Notice and the information previously provided to the Corporation pursuant to this Section 1.13, if necessary, so that the information provided or required to be provided therein shall continue to be true and correct (i) as of the record date for the applicable meeting and (ii) as of the date that is 10 business days prior to the meeting (or any adjournment, recess or postponement thereof), and such update must be received by the Secretary not later than five business days after the record date for such meeting (in the case of an update required to be made as of the record date) and not later than five business days prior to such meeting (in the case of an update required to be made as of 10 business days prior to such meeting or any adjournment, recess or postponement thereof). The foregoing provisions shall not limit the Corporation's rights with respect to any deficiencies in any notice provided by an Eligible Stockholder, extend any applicable deadlines under Section 1.13 or enable or be deemed to permit an Eligible Stockholder who has previously submitted a Proxy Access Notice to amend or update any nomination contained in such Proxy Access Notice (other than solely to cure such deficiency) or to submit any new nomination, including by changing or adding nominees.

(h) The Eligible Stockholder may provide to the Secretary, within the time period specified in this Section 1.13 for providing the Proxy Access Notice, a written statement for inclusion in the Corporation's proxy statement for the meeting, not to exceed 500 words, in support of the Stockholder Nominee's candidacy (the "**Statement**"). Notwithstanding anything to the contrary contained in this Section 1.13, the Corporation may omit from its proxy materials any information or Statement that it believes would violate any applicable law, rule, regulation or listing standard.

(i) Notwithstanding anything to the contrary contained in this Section 1.13, the Corporation shall not be required to include, pursuant to this Section 1.13, a Stockholder Nominee in its proxy materials and no vote on such Stockholder Nominee will occur (notwithstanding that proxies in respect of such vote may have been received by the Corporation), and an Eligible Stockholder may not, after the last day on which a Proxy Access Notice would be timely, cure in any way any defect preventing the nomination of such Stockholder Nominee:

(i) if the Eligible Stockholder who has nominated such Stockholder Nominee has engaged in or is currently engaged in, or has been or is a “participant” in another person’s, “solicitation” within the meaning of Rule 14a-1(l) under the Exchange Act in support of the election of any individual as a director at the meeting other than its Stockholder Nominee(s) or a Board Nominee,

(ii) if the Eligible Stockholder or such Stockholder Nominee ceases to satisfy the eligibility requirements in this Section 1.13, the Eligible Stockholder withdraws its nomination or such Stockholder Nominee becomes unwilling or unavailable to serve on the Board,

(iii) who is not independent under the Applicable Independence Standards, as determined by the Board,

(iv) whose election as a member of the Board would cause the Corporation to be in violation of these Bylaws, the Certificate of Incorporation, the listing standards of the principal exchange upon which the Corporation’s capital stock is traded, or any applicable state or federal law, rule or regulation,

(v) if such Stockholder Nominee was nominated for election to the Board pursuant to Section 1.4 or this Section 1.13 at one of the Corporation’s two preceding annual meetings of stockholders and either withdrew or became ineligible or received a vote of less than 25% of the votes cast in favor for such Stockholder Nominee,

(vi) who is or has been, within the past three years, an officer or director of a competitor, as defined in Section 8 of the Clayton Antitrust Act of 1914,

(vii) who is a named subject of a pending criminal proceeding (excluding traffic violations and other minor offenses) or has been convicted in such a criminal proceeding within the past 10 years,

(viii) who is subject to any order of the type specified in Rule 506(d) of Regulation D promulgated under the Securities Act,

(ix) if such Stockholder Nominee or the applicable Eligible Stockholder shall have provided information to the Corporation in connection with such nomination that was untrue in any material respect or omitted to state a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading, as determined by the Board, or

(x) if the Eligible Stockholder or applicable Stockholder Nominee otherwise contravenes any of the agreements or representations made by such Eligible Stockholder or Stockholder Nominee or fails to comply with its obligations pursuant to this Article I.

(j) Notwithstanding anything to the contrary set forth herein, the Board or the presiding officer of the annual meeting may declare a nomination by an Eligible Stockholder to be invalid, and such nomination shall be disregarded notwithstanding that proxies in respect of such vote may have been received by the Corporation, if (i) the Stockholder Nominee and/or the applicable Eligible Stockholder shall have breached its or their obligations, agreements or representations under this Article I, as determined by the Board, the Chair of the Board or the presiding officer at the annual meeting, or (ii) the Eligible Stockholder (or any member of a group that together is an Eligible Stockholder pursuant to the terms hereof) or a qualified representative thereof does not appear at the meeting to present such nomination pursuant to this Section 1.13 (with the determination as to whether to present such matters to be made by the Board or the presiding officer of the meeting in his, her or its sole discretion).

(k) No person may be a member of more than one group of persons constituting an Eligible Stockholder under this Section 1.13 and if any Eligible Stockholder appears as a member of more than one group, it shall be deemed to be a member of the group that has the largest ownership position as reflected in the Proxy Access Notice.

## **2. BOARD OF DIRECTORS.**

**2.1 Authority of the Board of Directors.** Except as otherwise provided by law and subject to the provisions of the Certificate of Incorporation and these Bylaws, all powers vested by law in the Corporation may be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board that shall be constituted as provided by law, the Certificate of Incorporation and these Bylaws.

**2.2 Number, Qualification, Election and Term of Directors.** The business of the Corporation shall be managed by the Board, which shall consist of three or more directors; the number thereof to be determined at any time and from time to time by the entire Board without amendment to these Bylaws; provided, that no reduction in the number of directors shall end the term of office of any director earlier than such term of office would otherwise end. Each director, including a director elected to fill a vacancy, shall hold office until the next annual meeting of stockholders and until the election and qualification of their respective successors, subject to such director's earlier resignation, removal, death or disability and subject to the provisions of Section 2.10 of these Bylaws. As used in these Bylaws, the term "entire Board" means the total number of directors which the Corporation would have if there were no vacancies on the Board.

**2.3 Nomination of Directors.** Only persons who are nominated in accordance with the provisions set forth in these Bylaws shall be eligible to be elected as directors at an annual or special meeting of stockholders. Nomination for election to the Board shall be made by the Board upon the recommendation of the Corporate Governance and the Nominating Committee of the Board. Nomination for election of any person to the Board may also be made by a stockholder as provided in Sections 1.4 and 1.13 of these Bylaws.

**2.4 Mandatory Resignation Policy.** Any director who fails to receive the requisite number of votes for reelection shall be required to promptly tender his or her resignation to the Board. The Corporate Governance and Nominating Committee of the Board shall make a

recommendation to the Board on whether to accept or reject the offer of resignation, or whether other action should be taken. In reaching its decision, the Board will consider the Corporate Governance and Nominating Committee's recommendation and may consider any other factors it deems relevant, which may include the director's qualifications, the director's past and expected future contributions to the Corporation, the overall composition of the Board and committees of the Board, whether accepting the tendered resignation would cause the Corporation to fail to meet any applicable rule or regulation (including the New York Stock Exchange listing standards and the requirements of the federal securities laws) and the percentage of outstanding shares represented by the votes cast at the meeting. The director who tenders his or her offer of resignation shall not participate in the Corporate Governance and Nominating Committee's recommendation or the Board's decision. The Board will act on the resignation within 90 days following certification of the stockholder vote for the meeting and will promptly disclose its decision and rationale as to whether to accept the resignation (or the reasons for rejecting the resignation, if applicable) in a press release, in a filing with the SEC or by other public announcement, which may include a posting on the Corporation's website.

## **2.5 Quorum and Manner of Acting.**

(a) No action may be taken by the Board, or any committee thereof, in the absence of a quorum.

(b) A majority of the Board shall be necessary to constitute a quorum. Where the Board is composed, in its entirety, of an even number of members and a quorum consists of all the members of the Board, then the Chair of the Board shall have the authority to cast the deciding vote in case of a tie among the members.

(c) Action of the Board shall be authorized by the vote of a majority of the directors present at the time of the vote if there is a quorum, unless otherwise provided by law, the Certificate of Incorporation or these Bylaws. In the absence of a quorum, a majority of the directors present may adjourn any meeting from time to time until a quorum is present.

(d) Notwithstanding anything to the contrary herein, the Board shall not be authorized to take any of the actions specified in Section 2.5(d)(i) or 2.5(d)(ii) below unless it shall have received, with respect to each such action, the prior approval of holders of a majority of the voting power of the outstanding common stock of the Corporation:

(i) any merger or consolidation which would require authorization by the Corporation's stockholders pursuant to Subchapter IX of the DGCL; or

(ii) any sale, lease or exchange of assets of the Corporation or any dissolution or winding up of the Corporation, which in any such case would require authorization by the Corporation's stockholders pursuant to Subchapter X of the DGCL as then in effect.

**2.6 Annual Organizational Meeting of the Board.** The Board shall hold an annual organizational meeting immediately following the annual meeting of the stockholders at the place thereof, if any, or by means of remote communication without notice in addition to the notice of the annual meeting of stockholders, or at such other time as soon as practicable after

such meeting as the Board shall determine and may take such action at such meeting as the Board determines to be appropriate.

**2.7 Other Meetings of the Board.** All meetings of the Board, other than the annual organizational meeting, shall be held at the principal office of the Corporation unless the Board (or the person or persons entitled to call and calling the meeting) shall decide otherwise, in which case such meetings may be held at such location within or without the State of Delaware or by means of remote communication as the Board (or the person or persons entitled to call and calling the meeting) may from time to time direct. Regular meetings of the Board shall be held at such time and place, if any, or by means of remote communication, in accordance with such schedule as the Board shall have determined in advance and no further notice of regular meetings of the Board shall be required. The Non-Management Directors (i.e., directors who are not then serving as executive officers of the Corporation or any subsidiary) may meet in their discretion without any member of management present to consider the overall performance of management and the performance of the role of the Non-Management Directors in the governance of the Corporation; such meetings may be held in connection with a regularly scheduled meeting of the Board or as the Non-Management Directors shall otherwise determine. The Independent Directors shall meet without any other director from time to time as they determine is appropriate. Special meetings of the Board may be called by the Chair of the Board (if any), a Vice Chair of the Board (if any), the President, or by any two or more directors by giving written notice at least two business days in advance of the day and hour of the meeting to each director (unless it is determined by the President or the Chair of the Board (if any) to be necessary to meet earlier, in which case no less than 24 hours written notice shall be given), either personally or by facsimile, or other means including electronic means permitted by law. Attendance at any meeting of the Board shall be a waiver of notice thereof, unless such lack of notice is protested at the outset of the meeting. If all the members of the Board are present at any meeting, no notice of the meeting shall be required. ***“Independent Director”*** means a director who meets the criteria of independence established by the standards for the listing of the Class A Common Stock of the Corporation on the New York Stock Exchange and the Exchange Act and the rules and regulations promulgated thereunder, in order for such director to be treated as independent under such listing standards.

**2.8 Board or Committee Action Without a Meeting.** Any action required or permitted to be taken by the Board or by any committee of the Board may be taken without a meeting if all of the members of the Board or of the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents by the members of the Board or the committee shall be filed with the minutes of the proceeding of the Board or of the committee.

**2.9 Participation in Board or Committee Meetings by Conference Telephone.** Any or all members of the Board or of any committee of the Board may participate in a meeting of the Board or a committee thereof by means of a conference telephone or other

communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

## **2.10 Resignation and Removal of Directors.**

(a) Any director may resign at any time solely by delivering his or her resignation in writing or electronic transmission to the President or Secretary of the Corporation, with such resignation to take effect upon delivery unless the resignation specifies a later effective date or an effective date determined upon the happening of an event. Unless otherwise specified therein, the acceptance of a resignation shall not be necessary to make it effective.

(b) A director may only be removed by holders of a majority of the voting power of all of the outstanding Class A Common Stock and Class B Common Stock, voting together as a single class, which may remove any member of the Board for any reason permitted by the provisions of applicable state law or the Certificate of Incorporation or these Bylaws.

**2.11 Chair and Vice Chair of the Board.** The Board may, by resolution adopted by a majority of the entire Board, at any time designate one of its members as Chair of the Board. The Chair of the Board shall be a member of the Board. If present, the Chair of the Board shall preside at each meeting of the Board or the stockholders, shall be responsible for the orderly conduct by the Board of its oversight of the business and affairs of the Corporation and its other duties as provided by law, the Certificate of Incorporation and these Bylaws and shall have such other authority and responsibility as the Board may designate. The Board may, by resolution adopted by a majority of the entire Board, at any time also designate one or more of its members as Vice Chair of the Board. The Vice Chair of the Board shall be a member of the Board. A Vice Chair of the Board shall assist the Chair of the Board in the conduct of his or her duties, including by presiding at meetings of the Board in the absence of the Chair of the Board, and shall have such other authority and responsibility as the Board may designate. A Chair or Vice Chair of the Board shall not be considered an officer of the Corporation unless otherwise provided by the Board. The position of Chair of the Board shall not be held by the then current Chief Executive Officer of the Corporation.

**2.12 Vacancies.** In the event of any vacancy on the Board, however occurring (including any vacancy created by an increase in the size of the Board), such vacancy shall be filled promptly by the affirmative vote of a majority of directors then in office or a remaining sole director or in accordance with Section 1.9 of these Bylaws, the stockholders of the Corporation.

**2.13 Compensation.** Directors and members of the committees of the Board shall receive such compensation as the Board determines, together with reimbursement of their reasonable expenses in connection with the performance of their duties, all as permitted by law.

A director may also be paid for serving the Corporation, its affiliates or subsidiaries in other capacities.

**2.14 Indemnification and Advancement of Defense Costs for Directors and Officers.**

(a) Right to Indemnification.

Each person who was or is a party or is threatened to be made a party to or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (“*Proceeding*”), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director or officer of the Corporation or, as a director or officer of the Corporation, is or was serving at the written request of the Board or its designee as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such Proceeding is alleged action in an official capacity as a director, officer, trustee, employee or agent or in any other capacity, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by law, including but not limited to the Delaware General Corporation Law, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said Law permitted the Corporation to provide prior to such amendment), against all expenses, liability and loss (including attorney’s fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith; provided, however, that the Corporation shall indemnify any such person seeking indemnity in connection with an action, suit or proceeding (or part thereof) initiated by such person only if such action, suit or proceeding (or part thereof) initiated by such person was authorized by the Board. Such right shall include the right to be paid by the Corporation expenses, including attorney’s fees, incurred in defending any such Proceeding in advance of its final disposition; provided, however, that the payment of such expenses in advance of the final disposition of such Proceeding shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, in which such director or officer agrees to repay all amounts so advanced if it should be ultimately determined by a court or other tribunal that such person is not entitled to be indemnified under this Section or otherwise or, where indemnification is granted, to the extent the expenses so advanced or reimbursed exceed the amount to which such person is entitled.

(b) Right of Claimant to Bring Suit.

(i) If a claim under paragraph (a) is not paid in full by the Corporation within 30 days after a written claim therefor has been received by the Corporation, the claimant may any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. In any such action, the burden of proof shall be on the Corporation to prove the claimant is not entitled to such payment.



(ii) Neither the failure of the Corporation (including its Board, independent legal counsel, or its stockholders) to have made a determination prior to the commencement of such action that the claimant is entitled to indemnification or advancement under the circumstances, nor an actual determination by the Corporation (including its Board, independent legal counsel, or its stockholders) that the claimant is not entitled to indemnification or advancement, shall be a defense to the action or create a presumption that the claimant is not entitled to indemnification or advancement.

(c) Contractual Rights; Applicability.

The right to be indemnified or to the reimbursement or advancement of expenses pursuant hereto (i) is a contract right based upon good and valuable consideration, pursuant to which the person entitled thereto may bring suit as if the provisions hereof were set forth in a separate written contract between the Corporation and the director or officer, (ii) is intended to be retroactive and shall be available with respect to events occurring prior to the adoption hereof, and (iii) shall continue to exist after the rescission or restrictive modification hereof with respect to events occurring prior thereto.

(d) Requested Service.

Any director or officer of the Corporation serving, in any capacity, and any other person serving as director or officer of, (i) another organization of which a majority of the outstanding voting securities representing the present right to vote for the election of its directors or equivalent executives is owned directly or indirectly by the Corporation, or (ii) any employee benefit plan of the Corporation or of any organization referred to in clause (i), shall be deemed to be doing so at the written request of the Board.

(e) Non-Exclusivity of Rights.

The rights conferred on any person by paragraphs (a) through (d) above shall not be exclusive of and shall be in addition to any other right which such person may have or may hereafter acquire under any statute, provision of the Certificate of Incorporation, these Bylaws, an agreement, vote of stockholders or disinterested directors or otherwise.

(f) Insurance.

The Corporation may maintain insurance, at its expense, to protect itself and any such director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against such expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the DGCL.

### **3. COMMITTEES.**

**3.1 Committees of the Board.** The Board may, by resolution adopted by a majority of the entire Board, at any time designate one or more committees, each committee to consist of one or more of the directors of the Corporation, except as otherwise provided by these Bylaws.

In the absence or disqualification of any member of a committee, the member or members present at a meeting of the committee and not disqualified, whether or not a quorum, may unanimously appoint another director to act at the meeting in place of the absent or disqualified member. Any such committee, to the extent provided in such resolution, shall have and may exercise any or all of the authority and responsibility of the Board in the management of the business and affairs of the Corporation, except as otherwise provided by law, the Certificate of Incorporation or these Bylaws. Except as otherwise provided by the Certificate of Incorporation, these Bylaws or action of the Board, with respect to all standing committees of the Board, including the Audit Committee, a majority of each such committee shall be necessary to constitute a quorum. Each committee shall keep a record of its actions and all material actions taken by a committee on behalf of the Board shall be reported to the full Board periodically. In all other respects, the Board may, by resolution adopted by a majority of the entire Board, establish rules of procedure for a committee, including designating a member of a committee as its chair, and a committee shall meet as provided by those rules or by resolutions of the Board. In the absence of such rules each committee shall conduct its business in the same manner as the Board conducts its business pursuant to Article II. In the absence of the designation by the Board of the chair of a committee or the adoption by the Board of rules of procedure for a committee, the committee may adopt its own rules of procedure and elect its chair. In the event any or all of the members of any committee are required to be independent under any then applicable listing standards to which the Corporation is subject or any other legal requirement, for the performance of some, but not all, of the duties of such committee, the Board may establish a separate committee for the performance of only those duties the performance of which requires such independent directors.

The Board shall approve a charter describing the purposes, functions and responsibilities of each standing committee of the Board. Each standing committee of the Board shall prepare and recommend to the Board for its approval the committee's charter. Each standing committee of the Board shall have the authority and responsibility provided by its Board-approved charter, subject to further action by the Board, and no further authorization of the Board shall be necessary for actions by a committee within the scope of its charter. Any other committee of the Board may likewise prepare and recommend to the Board a charter for the committee and shall have the authority and responsibility provided by its Board-approved charter.

#### **4. OFFICERS.**

**4.1 Officers Generally.** The Board shall designate a Chair of the Board (who shall not be considered an officer of the Corporation unless otherwise provided by the Board), a Chief Executive Officer (who shall be the President unless otherwise provided by the Board), a President (if other than the Chief Executive Officer) one or more Vice Presidents (including executive or senior Vice Presidents, if the Board so determines), a Secretary, a Treasurer and a General Counsel and shall designate an officer as chief financial officer, an officer as chief operating officer and an officer as chief accounting officer and may designate such other officers, with such titles, authority and responsibility (including Assistant Vice Presidents, Assistant Treasurers and Assistant Secretaries), as the Board considers appropriate for the conduct of the business and affairs of the Corporation. Any two or more offices may be held by the same individual; provided, that the positions of Chair of the Board and Chief Executive Officer shall not be held by the same individual. Unless sooner removed by the Board, all

officers shall hold office until their successors shall have been duly elected and qualified, or until such person's earlier death or resignation. Any officer may be removed from office at any time, with or without cause, by action of the Board.

**4.2 Chief Executive Officer.** Subject to the control of the Board, the Chief Executive Officer of the Corporation shall be responsible for the general management of the business of the Corporation, including the appointment of all officers and employees of the Corporation for whose election or appointment no other provision is made in these Bylaws; have the power, at any time, to discharge or remove any officer or employee of the Corporation other than those officers and employees whose election or appointment is otherwise provided for in these Bylaws, subject to the action thereon of the Board; and shall perform all other duties appropriate to this office or otherwise designated by the Board. In the absence of the Chair of the Board, the Chief Executive Officer shall preside at all meetings of the stockholders and the Board.

**4.3 President.** Unless otherwise provided by the Board, the President shall be the chief executive officer of the Corporation.

**4.4 Vice Presidents.** The Board may elect one or more Vice Presidents (including executive or senior Vice Presidents), with such further titles and with such authority and responsibility as the Board may determine. In the absence or disability of the President, his or her duties shall be performed by one or more Vice Presidents as designated by the Board.

**4.5 Chief Financial Officer.** The Board shall designate an officer as the Chief Financial Officer of the Corporation, who shall have general supervision of the financial affairs and books on accounts of the Corporation, such other authority and responsibility as the Board may designate and, subject to the direction of the Board, the authority and responsibility customary to such office. In the absence or disability of the Chief Financial Officer, his or her duties may be performed by any other officer designated by him or her, by the President or by the Board.

**4.6 The Treasurer.** The Treasurer (who may be the same as or different from the chief financial officer) shall have supervision and custody of all funds and securities of the Corporation and keep or cause to be kept accurate accounts of all money received or payments made by the Corporation, and shall have such other authority and responsibility as provided by these Bylaws or as the Board may designate and, subject to the direction of the Chief Financial Officer (if different) and the Board, the authority and responsibility customary to such office.

**4.7 General Counsel.** The Board shall designate a General Counsel for the Corporation, who shall be the Corporation's chief legal officer and shall have general supervision of the legal affairs of the Corporation and such other authority and responsibility as the Board may designate and, subject to the direction of the Board, the authority and responsibility customary to such office.

**4.8 Secretary.** The Secretary shall have custody of the minutes of the meetings of the Board, its committees and the stockholders, of the Certificate of Incorporation and these Bylaws (as amended from time to time) and such other records of the Corporation as respect its

existence and authority to conduct business, shall have such other authority and responsibility as provided by these Bylaws or as the Board may designate and, subject thereto, the authority and responsibility customary to such office. The Secretary shall send out notices of meetings of the Board and stockholders as required by law or these Bylaws. The Secretary shall attend and keep the minutes of meetings of the Board except as the Board may otherwise designate.

**4.9 Assistant Treasurers; Assistant Secretaries.** In the absence or disability of the Secretary, his or her duties may be performed by an Assistant Secretary. In the absence or disability of the Treasurer, his or her duties may be performed by an Assistant Treasurer. Such assistant officers shall also have such authority and responsibility as may be assigned to them by the Board.

**4.10 Chief Operating Officer.** The Chief Operating Officer shall have authority for the management and control of such business and affairs of the Corporation as shall be assigned by the Chief Executive Officer, the President (if separate from the Chief Executive Officer), or the Board.

**4.11 Division Officers.** The Board may establish from time to time one or more divisions and assign to such divisions responsibilities for all or part of the operations or administration of the Corporation and may appoint such officers and other agents of such divisions as the Board may determine, including, without limitation, one or more presidents of such divisions. Unless elected or appointed as an officer of the Corporation by the Board, an officer of a division shall not, as such, be an officer of the Corporation. The Board may define or authorize an executive officer of the Corporation or an officer of a division to define the duties and powers and authority of officers or other agents of divisions. Such officers and other agents of such divisions shall hold office for such period as the Board may determine.

**4.12 Resignation of Officers.** Any officer may resign at any time solely by delivering his or her resignation in writing or by electronic transmission to the President or Secretary of the Corporation, with such resignation to take effect upon delivery unless the resignation specifies a later effective date or an effective date determined upon the happening of an event. Unless otherwise specified therein, the acceptance of a resignation, shall not be necessary to make it effective.

## **5. SHARES.**

**5.1 Certificates.** Shares of the Corporation may be represented by certificates or may be uncertificated, but stockholders shall be entitled to receive share certificates representing their shares as provided by law. Share certificates shall be in such form as the Board may from time to time determine and shall be signed by any two authorized officers of the Corporation and embossed with the seal of the Corporation or, if not so signed and sealed, shall bear the engraved or printed facsimile signatures of the officers authorized to sign and the engraved or printed facsimile of the seal of the Corporation. The death, incapacity, resignation or removal of an

officer who signed or whose facsimile signature appears on a share certificate shall not affect the validity of the share certificate.

**5.2     Transfers of Record.** The shares of the Corporation shall, upon the surrender and cancellation of the certificate or certificates representing the same, be transferred upon the books of the Corporation at the request of the holder thereof, named in the surrendered certificate or certificates, in person or by its legal representatives or by its attorney duly authorized by written power of attorney filed with the Corporation or its transfer agent. In case of loss or destruction of a certificate of stock, another may be issued in lieu thereof in such manner and upon such terms as the Board shall authorize.

**5.3     Record Dates.**

(a)     The Board may set a time, not more than 60 days nor less than 10 days prior to the date of any meeting of the stockholders, or not more than 60 days prior to the date set for the payment of any dividend or distribution or the date for the allotment of rights, or the date when any change or conversion or exchange of shares stock will be made or go into effect, as a record date for the determination of the stockholders entitled to notice of, or to vote at, any such meeting, or entitled to receive payment of any such dividend or distribution, or to receive any such allotment of rights, or to exercise the rights in respect to any such change, conversion, or exchange of shares of the Corporation. In such case, only such stockholders as shall be stockholders of record on the date so set shall be entitled to notice of, or to vote at, such meeting, or to receive payment of such dividend or distribution, or to receive such allotment of rights, or exercise such rights, as the case may be, notwithstanding any transfer of shares of the Corporation on the books of the Corporation after any record date set as aforesaid.

If no record date is fixed by the Board, the record date for determining stockholders entitled to notice of, or to vote, at any such meeting shall be the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held and the record date for such other purposes shall be the close of business on the day on which the Board adopts the resolution relating to such action. A determination of stockholders of record entitled to notice of, or to vote, at any such meeting shall apply to any adjournment of the meeting; provided, however, that the Board may fix a new record date for determination of stockholders entitled to vote at the adjourned meeting, and in such case shall also fix as the record date for stockholders entitled to notice of such adjourned meeting the same or an earlier date as that fixed for determination of stockholders entitled to vote in accordance herewith at the adjourned meeting.

(b)     In order that the Corporation may determine the stockholders entitled to consent to corporate action in writing without a meeting, the Board may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board, and which date shall not be more than 10 days after the date upon which the resolution fixing the record date is adopted by the Board. If no record date has been fixed by the Board, the record date for determining stockholders entitled to consent to corporate action in writing without a meeting, when no prior action by the Board is required by law, shall be the first date on which a signed written consent setting forth the action taken or proposed to be taken is delivered to the Corporation by delivery to its registered office in the State of Delaware, its principal place

of business, or an officer or agent of the Corporation having custody of the book in which proceedings of meetings of stockholders are recorded. Delivery made to the Corporation's registered office shall be by hand or by certified or registered mail, return receipt requested. If no record date has been fixed by the Board and prior action by the Board is required by law, the record date for determining stockholders entitled to consent to corporate action in writing without a meeting shall be at the close of business on the day on which the Board adopts the resolution taking such prior action.

## **6. MISCELLANEOUS.**

**6.1 Seal.** The Corporation shall have a seal that shall contain the words "Spirit AeroSystems Holdings, Inc." and may be affixed to documents of the Corporation as *prima facie* evidence of the act of the Corporation to the extent provided by law.

**6.2 Facsimile and Electronic Signatures.** In addition to the provisions for use of facsimile signatures elsewhere specifically authorized in these Bylaws, facsimile and electronic signatures of any officer or officers of the Corporation may be used.

**6.3 Fiscal Year.** The fiscal year of the Corporation shall end on the 31st day of December.

**6.4 Voting of Shares in Other Corporations.** Shares in other corporations which are held by the Corporation may be represented and voted by the President or a Vice President of this Corporation or by proxy or proxies appointed by one of them. The Board may, however, appoint some other person to vote the shares.

**6.5 Amendments.** These Bylaws may be amended, repealed or adopted by the stockholders or by a majority of the entire Board; provided, that only the stockholders may amend or repeal Sections 2.5(d), 2.10(b) and 2.12 of these Bylaws. Any Bylaw adopted by the Board may be amended or repealed by the stockholders.

## **6.6 Forum Selection Clause.**

(a) Unless the Corporation consents in writing to the selection of an alternative forum, the sole and exclusive forum for (i) any derivative action or proceeding brought on behalf of the Corporation, (ii) any action asserting a claim of breach of fiduciary duty owed by any director or officer or other employee of the Corporation to the Corporation or the Corporation's stockholders, (iii) any action asserting a claim against the Corporation or any director or officer or other employee of the Corporation arising pursuant to any provision of the DGCL or the Certificate of Incorporation or these Bylaws (in each case, as they may be amended from time to time), or (iv) any action asserting a claim against the Corporation or any director or officer or other employee of the Corporation governed by the internal affairs doctrine shall be the Court of Chancery of the State of Delaware (or, if the Court of Chancery does not have jurisdiction, the United States District Court for the District of Delaware).

(b) To the fullest extent permitted by law, any person or entity purchasing or otherwise acquiring or holding any interest in shares of capital stock of the Corporation shall be deemed to have notice of and consented to the provisions of this Section 6.6.