

**SPIRIT AEROSYSTEMS HOLDINGS, INC.**  
**CORPORATE GOVERNANCE AND NOMINATING COMMITTEE OF THE BOARD**  
**OF DIRECTORS**

**CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER**

*Revised January 25, 2023*

***Purpose***

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

- (a) assist the board in identifying qualified individuals to become board members, consistent with the criteria approved by the board, and recommend such candidates to the board to fill vacancies or be nominated for election or reelection as directors at the annual stockholders meeting;
- (b) periodically review, and make recommendations with respect to, the composition of the board and its committees;
- (c) periodically plan for and oversee board refreshment and succession, including for key leadership positions;
- (d) oversee Spirit’s practices and reporting with respect to corporate responsibility environmental and social factors that are of significance to Spirit and its stakeholders;
- (e) oversee the annual evaluation of the board and committees;
- (f) oversee, annually review and make recommendations with respect to Spirit’s corporate governance guidelines and other governance policies ;
- (g) oversee, in consultation with the risk committee, risks related to Spirit’s governance structure; and
- (h) perform such other functions as the board may assign to the committee from time to time.

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

***Membership***

The committee shall consist of at least three members of the board, each of whom shall satisfy the independence requirements of the New York Stock Exchange (“NYSE”). Notwithstanding the foregoing membership requirements and subject to applicable law, no action of the committee will be invalid by reason of any such requirement not being met at the time such action is taken.

In addition to such other criteria and qualifications as may be developed by the committee and adopted by the board from time to time, committee members should have experience evaluating the qualifications and abilities of candidates for high level, sensitive oversight and leadership positions. Committee members should also have an understanding of the critical role of directors in setting corporate governance guidelines and policies and prevailing governance best practices.

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

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

### ***Meetings***

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

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

### ***Duties and Responsibilities***

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

1. Identify candidates qualified to become board members (including candidates nominated by stockholders in compliance with applicable law and Spirit's bylaws who shall be evaluated on the same basis as any board nominee) under the qualifications and criteria approved by the board and as set forth in the corporate governance guidelines, and recommend such candidates to the board to fill vacancies or to be nominated for election or reelection as directors at the annual stockholders meeting. This includes a review, and report to the board, of independence, experience, and other qualifications as may be approved by the board or required by applicable laws and the rules and regulations of the NYSE. In selecting, evaluating and recommending candidates to serve as directors, the

committee shall strive to build a board that reflects a diversity of skills, education, backgrounds, personal characteristics, qualifications, experiences and viewpoints. The committee shall also seek to provide that at least a majority of the members of the board are independent directors and that each committee of the board contains exclusively or, if appropriate, a majority of members that are independent to the extent required by applicable laws, the rules and regulations of the NYSE, or Spirit's certificate of incorporation, bylaws or corporate governance guidelines.

2. Annually review and reassess the adequacy of the qualifications and criteria for board members set forth in the corporate governance guidelines and recommend any changes to the board for approval.
3. Annually evaluate and make a recommendation to the board regarding whether each director qualifies as "independent" and satisfies other applicable requirements under the rules and regulations of the NYSE and the Securities and Exchange Commission (the "SEC") and any other applicable standards adopted by the board.
4. Periodically review and make recommendations with respect to the size, composition, diversity and leadership structure of the board and the board's policies and practices with respect to director refreshment, subject to Spirit's certificate of incorporation and bylaws and the rules of the NYSE.
5. Periodically review and oversee board succession planning, including succession plans for key leadership positions (such as the chair of the board and of each committee).
6. Review and make recommendations to the board with respect to the structure, function, membership and chair of the committees of the board (including the committee). In reviewing and recommending committee memberships, the committee shall take into consideration (a) all legal requirements, including the obligations under the rules of the NYSE and SEC; (b) any applicable criteria in Spirit's certificate of incorporation or bylaws; (c) the criteria approved by the board and as may be set forth in the corporate governance guidelines; (d) the factors described in the charter of that committee; (e) any other factors it deems appropriate, including, without limitation, the overall diversity of the committee, the consistency of the candidate's experience with the goals of the committee and the interplay of the candidate's experience with the experience of other committee members; and (f) any other matters the committee deems appropriate.
7. Approve requests by a director (other than the chief executive officer) to serve on the board of directors or advisory board of another for-profit entity (whether public or private), as provided by Spirit's corporate governance guidelines.
8. Recommend to the board whether to accept or reject a director resignation or take other action when a director fails to receive the required number of votes for his or her reelection or his or her professional responsibilities significantly change, as specified in Spirit's bylaws and corporate governance guidelines.
9. From time to time, consider director orientation and continuing education programs for board members, consistent with Spirit's corporate governance guidelines.

10. Evaluate and recommend to the board ways to enhance communications and relations with Spirit's stockholders, which may include a process for collecting and evaluating communications to the board as a whole, to individual members of the board, and to committees of the board.
11. Oversee and report to the board the results of the annual evaluation of the board and its committees.
12. Recommend to the board candidates for appointment as CEO and other officers appointed by the board.
13. Assist the board in determining the most appropriate organizational format and structure for Spirit.
14. Review and provide guidance to management with respect to Spirit's policies, practices, initiatives and reporting with respect to corporate responsibility, environmental, and social matters.
15. Oversee Spirit's progress towards its social responsibility and sustainability goals and objectives.
16. Review and, in the committee's sole discretion, ratify or prohibit any related person transactions or relationships in accordance with Spirit's Related Person Transaction Policy, monitor the disclosure of related person transactions or relationships in Spirit's public filings, and recommend any changes in the policy as the committee believes advisable in accordance with Spirit's Related Person Transaction Policy.

Any director who is a related person with respect to a transaction or relationship under review, and any director who has a business, consulting, or professional relationship with a party that may be affected by a board decision, must recuse himself or herself from such review, approval or decision; provided, however, such director may be counted in determining the presence of a quorum at any meeting called to consider the transaction, relationship, or decision.

17. Conduct an annual evaluation of the committee's performance.
18. Review and assess the adequacy of this charter annually, and recommend to the board any amendments the committee deems appropriate.
19. Periodically review and recommend to the board proposed changes to Spirit's certificate of incorporation, bylaws and corporate governance guidelines.
20. Identify, periodically review, and maintain a risk register relating to matters within the committee's purview, including risks related to Spirit's governance structure.
21. Identify, evaluate and discuss with the board emerging corporate governance and corporate responsibility matters that may affect Spirit and make recommendations to the board as appropriate.

22. Perform such other duties and responsibilities as may be delegated by the board.
23. Maintain minutes of its meetings and make periodic oral or written reports of its findings, activities, and recommendations to the board.

### ***Committee Operations***

The committee shall have the resources and authority to carry out its duties, including the sole authority to select, retain, direct, oversee, terminate, and approve the fees and other retention terms of search firms, special counsel or other experts or advisors it deems appropriate, each of whom shall be accountable to the committee. Spirit shall provide appropriate funding, as determined by the committee, to support the committee's activities, including the payment of compensation to any advisor retained by the committee and ordinary administrative expenses of the committee that are necessary or appropriate in carrying out its duties. Travel and other expenses incurred by committee members and director candidates in connection with the review and evaluation of potential board members shall be reimbursed by Spirit. Any search firm retained to assist the committee in seeking candidates for the board will affirmatively be instructed to seek to present candidates from underrepresented communities. Notwithstanding the ability to retain any such firms or advisors, the committee must exercise its own judgment in fulfillment of the duties of the committee.

Provided such delegation is permitted under applicable rules and regulations, the committee shall have the authority to delegate any of its responsibilities to such subcommittees as the committee deems appropriate, so long as any such subcommittee is solely comprised of one or more members of the committee. Each subcommittee will keep minutes and regularly report to the committee.

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