

SPIRIT AEROSYSTEMS HOLDINGS, INC.
CORPORATE GOVERNANCE GUIDELINES
Revised January 25, 2023

Purpose

The board of directors (the “board”) of Spirit AeroSystems Holdings, Inc. (“Spirit” or “us”, “we” or “our”) has adopted these guidelines to (i) provide transparency into the roles and responsibilities of the board and management and the board’s governance philosophy and practices, (ii) promote the effective functioning of the board and its committees, (iii) describe a common set of expectations on how the board should perform its functions, and (iv) promote effective governance.

Role of the Board

The board, on behalf of Spirit and its stockholders, provides oversight and general direction to the management. considering the concerns of other stakeholders and interested parties, such as employees, customers, suppliers, government agencies, and the public at large.

Board Responsibilities

The responsibilities of the board include:

- overseeing, counseling, and directing management;
- ensuring that our long-term interests and the long-term interests of our stockholders are being served;
- selecting the chief executive officer (“CEO”) and working with the CEO to appoint other corporate officers who are charged with managing our business;
- planning for management and board succession;
- reviewing the major risks facing Spirit and helping develop strategies to address those risks;
- overseeing our efforts to meet our social responsibility and sustainability goals and objectives, including management’s policies, practices and initiatives with respect to employee health and safety and the promotion of diversity, equity and inclusion;
- overseeing Spirit’s ethics and compliance programs and assessing adherence to our standards and policies; and
- performing the duties and responsibilities assigned to the board under these guidelines and our certificate of incorporation, bylaws, and applicable law.

Role of Directors

The basic responsibility of the directors is to exercise their reasonable business judgment on behalf of Spirit and its stockholders. Directors must perform their duties in good faith, in a manner believed to be in the best interests of Spirit and its stockholders, and with such care including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstances. In discharging this obligation, directors may rely on, among other things, the opinions and advice of our corporate officers, outside advisers, and auditors.

CEO Qualification and Evaluation

The board is responsible for selecting and evaluating the CEO. Led by the compensation committee, the non-employee directors conduct an annual performance evaluation of our CEO against predetermined objectives. Our CEO annually prepares a self-evaluation prior to his or her annual performance evaluation by the board.

Management Succession

The board plans for the succession of the CEO and certain other senior management positions in order to assure the orderly functioning and transition of management in the event of emergency or retirement of senior management. As part of this process, at least annually, the board reviews succession plans and conducts a performance review (both in the ordinary course of business and emergencies) for the CEO and other key elected officers. The board also receives regular updates on the development of succession candidates. When succession of the CEO occurs, the board manages the process of identifying and selecting a new CEO with the full participation of each of the non-employee directors.

Ethics and Conflicts of Interest

The board is committed to fostering a strong culture of compliance and business ethics within Spirit. The board supports management's promotion of a corporate culture of integrity, ethical behavior and compliance with laws and regulations and ensures that our culture and strategy are aligned.

The board expects our directors, officers, and employees to act ethically at all times and acknowledge their adherence to our code of business conduct ("code of conduct"). Stockholders may access a copy of the code of conduct on our web site at www.spiritaero.com. The board will promptly disclose any waivers from the code of conduct with respect to executive officers and directors. If an actual or potential conflict of interest arises for a director, the director must promptly inform the chair of the board or the chair of the corporate governance and nominating committee. All directors must recuse themselves from any discussion or decision affecting their personal, business, or professional interests, or in which they have, directly or indirectly, a business, consulting, or professional relationship with a party that is the subject of, or that could potentially be affected by, the discussion. Spirit will not, directly or indirectly, extend or maintain credit, or arrange for, or renew, an extension of credit in the form of a personal loan, to or for any director or executive officer.

Board's Interaction with Stakeholders

Our CEO and other corporate officers are responsible for establishing effective communications with our stakeholders, including stockholders, employees, customers, suppliers, communities, creditors, governments, government agencies, and corporate partners. It is the policy of the board that management speaks for Spirit. This policy does not preclude non-employee directors from meeting with stakeholders, but it is the norm that, where appropriate, directors notify and consult with management and comply with any Spirit policies regarding communications with third parties, including policies regarding the disclosure of material non-public information, before any such meetings.

Stockholder Communications with Directors

The board places a high priority on stockholder engagement, which we believe contributes to transparency and accountability. Stockholders and any other interested parties may send communications to the board, any committee of the board, the chair of the board or any other director in particular to Spirit AeroSystems Holdings, Inc., Attn: Corporate Secretary, 3801 S. Oliver St., Wichita, KS 67210-2112, or to CorporateSecretary@spiritaero.com.

The corporate secretary will forward communications received to the appropriate party. Receipt of communications clearly not appropriate for consideration by members of the board, such as unsolicited advertisements, inquiries concerning Spirit's products and services, and harassing communications, will not be forwarded to members of the board.

Board Size

The board's size must be within the limits prescribed by Spirit's bylaws, which currently provide that the board may have no fewer than three directors and may be increased or decreased at any time and from time to time by the board without amendment to the bylaws. The board periodically reviews the size of the board to ensure it provides for sufficient diversity while also facilitating input and substantive discussions in which each director can meaningfully participate.

Selection and Qualifications of Nominees

The corporate governance and nominating committee is responsible for identifying director candidates and evaluating nominees proposed by stockholders. Stockholders may propose director nominees in accordance with the procedures in our bylaws and the proxy statement and the rules of the Securities and Exchange Commission (the "SEC"). In addition, the corporate governance and nominating committee is responsible for reviewing the board's composition to determine the appropriate diversity, skills and attributes needed to enhance the board's effectiveness in light of Spirit's strategy and direction.

At a minimum, director candidates must possess high standards of personal and professional integrity and ethics, sound judgment, and a commitment to representing the long-term interests of Spirit and its stockholders. In addition, a candidate must possess the appropriate mix of background, skills, and expertise to be a valuable addition to the board and enhance its effectiveness in light of the board's then-current composition. Potential

qualifications and criteria considered in evaluating director nominees may also include the following:

- skills and education;
- ability to contribute to the board’s diversity, including, among other things, diversity of backgrounds, personal characteristics, qualifications, experiences and viewpoints;
- expertise (including financial, industry, risk management, cybersecurity, climate risk, human resources, and other expertise relevant to serve on the board);
- experience with businesses and other organizations;
- whether the candidate meets the independence requirements of the New York Stock Exchange (the “NYSE”);
- personal relationships, including any related-party transactions or conflicts of interest;
- available time to devote to board responsibilities; and
- whether the candidate maintains a security clearance with the Department of Defense.

Spirit is committed to considering diverse candidates for the board across gender, race, ethnicity and national origin. Any search firm retained to assist the corporate governance and nominating committee in seeking candidates for the board will affirmatively be instructed to seek to present diverse candidates.

Board Refreshment

The board recognizes the importance of periodic board refreshment and maintaining an appropriate balance of tenure, experience, and perspectives on the board. The board values the contributions of both newer perspectives as well as directors who have developed, over a period of time, an increased understanding of, and insight into, the governance and business of Spirit and the issues confronting it. Thus, the board does not believe that arbitrary age or term limits on a director’s service are appropriate. As an alternative to strict limits, the corporate governance and nominating committee reviews each director’s continuation on the board annually, taking into account the needs and diversity of the board and the contributions and qualifications of the director as well as the director’s interest in continuing as a director.

Director Succession Planning

The corporate governance and nominating committee engages in regular succession planning for the board, the committees of the board and key leadership roles on the board (including the chair of the board and of each committee). As part of this succession planning process, the corporate governance and nominating committee considers the diversity and tenure

of the current directors and the mix of skills, expertise and experiences on the board and on each committee.

Outside Board Memberships

The board values the experience directors bring from other boards on which they serve, but recognizes that those boards may also present demands on a director's time and availability. Directors are expected to ensure that other commitments, including outside board memberships, do not interfere with their duties and responsibilities as members of the board. A director may not serve on the boards of more than four other public companies or, if the director is an active CEO or equivalent of another public company, on the boards of more than two other public companies, although exceptions may be made in certain situations in which the board deems that an exception would be appropriate. Members of the audit committee may not serve on the audit committee of more than three public company boards, including the audit committee of Spirit's board, unless the board determines in advance that such simultaneous service would not impair the ability of such member to effectively serve on the audit committee of Spirit's board.

In addition, directors must notify the corporate governance and nominating committee before accepting an invitation to serve on the board of any other public company or other for-profit entity, and must not accept such service until being advised by the chair of the corporate governance and nominating committee that such committee has determined that service on such other board would not create regulatory issues or potential conflicts of interest and would not conflict with Spirit's policies.

Independence

A majority of the directors shall be independent under the NYSE's independence criteria, and all other applicable laws, rules, and regulations regarding director independence in effect from time to time. The board and the corporate governance and nominating committee annually review and determine the independence of each director, and no director shall qualify as "independent" unless the board affirmatively determines that the director has no material relationship with us or our affiliates, other than serving as a director and owning our securities.

Board Leadership

The board may elect from among its members a chair and one or more vice chairs (if any). The chair shall (a) preside at each meeting of the board or the stockholders; (b) be responsible for the orderly conduct by the board of its oversight of our business and affairs and the board's other duties as provided by law, the certificate of incorporation, and bylaws; and (c) have such other authority and responsibility as the board may designate. Any vice chair shall assist the chair in the conduct of his or her duties, including by presiding at meetings of the board in the absence of the chair, and shall have such other authority and responsibility as the board may designate.

The board has determined that the offices of chair and CEO should be separated and has reflected this policy in Spirit's bylaws. The corporate governance and nominating committee periodically will review whether this policy is in the best interests of Spirit and its stockholders.

In order to help ensure robust independent leadership on the board, if, at any time, the individual elected as the chair is not independent, the independent directors of the board will elect an independent director to serve as lead independent director.

The lead independent director shall:

- serve as the principal liaison between the independent directors and the chair and CEO;
- preside at all executive sessions of the independent directors and at all meetings of the board when the chair is not present;
- have the authority to call meetings of the independent directors;
- facilitate discussion among independent directors on key issues and concerns outside of full board meetings;
- provide feedback from executive sessions to the chair and CEO;
- review and approve, in consultation with the chair, the information sent to the board and meeting agendas and schedules for the board to ensure there is sufficient time for discussion of all agenda items;
- in consultation with the chair of the corporate governance and nominating committee, lead the annual performance evaluation(s) of the chair and CEO [and the board's annual self-evaluation;
- in consultation with the chair of the corporate governance and nominating committee, lead the CEO succession planning process;
- be available for consultation and direct communication with major stockholders; and
- serve as the contact person for interested parties to communicate directly with the independent directors.

The board annually reviews its leadership structure to ensure effective guidance to and oversight of management.

Annual Election of Directors

Subject to the requirements of our certificate of incorporation and bylaws, directors are elected by our stockholders at each annual meeting of stockholders. Between annual meetings of stockholders, the board has the authority under our bylaws to fill vacant positions.

Mandatory Resignation Policy

As provided in Spirit's bylaws, any director who fails to receive the required number of votes for his or her reelection must promptly tender his or her resignation to the board. The corporate governance and nominating committee will then 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 any other factors it deems relevant, which may include the director's qualifications, the director's past and expected future contributions to Spirit, the overall composition of the board and committees of the board, whether accepting the tendered resignation would cause Spirit to fail to meet any applicable legal or regulatory rule or regulation and the percentage of outstanding shares represented by the votes cast at the meeting. The director who tendered his or her offer of resignation may 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 Spirit's website.

Say on Pay

We submit to our stockholders annually an advisory vote on the compensation of our named executive officers.

Director Compensation

Non-employee director compensation is set by the board at the recommendation of the compensation committee. In general, the board believes that non-employee directors should receive a mix of cash and equity-based compensation to align their interests with those of our stockholders, and that director compensation should be generally competitive with that paid to directors of comparable companies in the United States and in our industry. The board and compensation committee periodically review the level and form of compensation paid to non-employee directors.

The board also considers that an independent director's independence may be jeopardized if director compensation and perquisites exceed customary levels, if we make substantial charitable contributions to organizations with which a director is affiliated, or if we enter into consulting contracts or provide consulting or other forms of compensation to a director or an organization with which a director is affiliated. Directors who are employees of Spirit receive no compensation for their service as directors.

Director Attendance, Preparation and Participation at Meetings

Directors are expected to prepare for, make every effort to attend, and participate in meetings of the board and committees on which they serve. Attendance by a director in person or by means of remote communication is expected at regular quarterly meetings of the board, at regular quarterly meetings for committees on which a director serves as a voting member, and at the annual meeting of stockholders. Directors are expected to notify the chair of the board and the chair of the corporate governance and nominating committee as soon as possible in advance of any inability to attend any regular or special meeting of the board and to notify the chair of the committee as soon as possible in advance of any inability to attend any regular or special meeting of any committee on which the director serves as a voting member.

Information and data that are important to an understanding of the business to be conducted at a board or committee meeting is generally distributed electronically to the directors before the meeting, so as to provide them with sufficient time to review the materials and consider key issues in advance of the meeting. Directors are expected to review and be familiar with these materials by the time of the meeting. Each director is encouraged and expected to ask questions of management as part of the board's oversight function. The proceedings and deliberations of the board and its committees shall be confidential. Directors must maintain confidentiality of Spirit's non-public information and abide by applicable laws.

Director Resignations and Changed Circumstances

Any director may resign at any time by delivering his/her resignation in writing to Spirit's president or secretary, to take effect upon delivery or, if applicable, at the time specified in the resignation.

A director shall give written notice to the chair of the board, the chair of the corporate governance and nominating committee, and Spirit's general counsel of a director's decision not to stand for re-nomination to the board. A director shall also tender his or her resignation to the chair of the board, the chair of the corporate governance and nominating committee and Spirit's general counsel following a significant change in professional responsibilities, occupation, or business association compared to when the director originally joined the board, which tender of resignation the board, in consultation with the corporate governance and nominating committee, may accept or reject in its discretion.

Executive Sessions

To ensure free and open discussion among the non-employee directors on the board, the non-employee directors will meet in executive sessions periodically, and, generally, at the end of every board meeting, to consider such matters as they deem appropriate, with no members of management present. Non-employee directors who are not independent under NYSE rules may participate in these executive sessions, but independent directors should meet in executive session at least once per year. A non-employee director must preside over each executive session, although the same director is not required to preside at all executive sessions.

Director Access to Officers, Employees and Outside Advisors

Directors shall have full and free access to our CEO, other officers, and employees. Additionally, executive officers will attend board and committee meetings when requested. The board and its committees may seek legal, financial, or other advice from sources independent of management, who report to the board or committee, as applicable. The expenses of any such outside advisors shall be paid by us.

Committees

The board has established the following four committees: audit, compensation, corporate governance and nominating, and risk. Each committee has the responsibilities enumerated in their respective charters and otherwise delegated by the board. The board may establish additional committees as it deems appropriate. The board, with recommendations from our

corporate governance and nominating committee, appoints the members and chairs of the committees. The audit committee, compensation committee, and corporate governance and nominating committee shall be composed exclusively of independent directors who meet all applicable legal and regulatory standards and experience requirements. Committee members may be removed, with or without cause, at any time by the board and shall hold office until their successors as committee members are elected and qualified, or until their earlier death, resignation, or removal. Additionally, the board shall determine whether committee membership rotations are desired from time to time based upon best governance practices.

Board and Committee Performance Evaluation

The corporate governance and nominating committee oversees an annual evaluation of the board and its committees to determine if they are functioning effectively and productively and to identify opportunities for improvement. The evaluation process includes a survey of the individual views of all directors and is shared with the full board and committees, as applicable.

Director Stock Ownership Requirements

To align the long-term interests of non-employee directors with our stockholders, directors are expected to own shares or stock units equal to five times the cash portion of the annual non-employee director retainer within four years of joining the board. Compliance with these requirements is reviewed annually by the compensation committee. From time to time, the board or a committee thereof will establish and review stock ownership guidelines for Spirit's named executive officers and other senior executive officers.

Director Orientation and Continuing Education

We conduct a director orientation program designed to familiarize new directors with our business, structure, industry, strategies, plans, significant financial, accounting, and risk management issues, legal and regulatory compliance programs, code of conduct and other policies, senior leadership team, and internal and independent auditors as well as other areas relevant to their service on the board. All directors are welcome to participate in part of or the entire orientation program. We also conduct a continuing director education program that consists of periodic visits to our facilities and director education functions.

Annual Review of these Guidelines

Our corporate governance and nominating committee annually reviews these guidelines and any suggested changes thereto are recommended to and subsequently reviewed and approved, as appropriate, by the board.