



2023

RELATED PERSON TRANSACTION POLICY

Purpose

The purpose of this policy is to ensure the proper evaluation, approval (or ratification) and reporting of transactions between Spirit AeroSystems Holdings, Inc. and any of its subsidiaries (collectively, the “Company”), on the one hand, and the Company’s executive officers, directors, significant stockholders and their respective immediate family members and entities related to them, on the other hand. Such transactions may present risks of conflicts of interest or the appearance of conflicts of interest. The Company is required to disclose in its periodic filings and proxy statement on an annual basis certain transactions that qualify as related party transactions, and this policy is intended to ensure that the Company can meet these disclosure requirements.

Notification Responsibility

Each director, executive officer or nominee for director is:

- responsible for recognizing proposed or existing Transactions (as defined below) with the Company covered by this policy;
- required to (i) inform our General Counsel as soon as reasonably practicable of any plan or proposal to engage in a potential Transaction with the Company, regardless of whether or not the individual believes that his or her interest in such Transaction is material, and (ii) supply our General Counsel with full details regarding the terms and circumstances of such Transaction; and
- required to notify our General Counsel of any updates with respect to the information they have previously provided regarding any Transactions with the Company.

New directors, executive officers and nominees for director will be advised of this policy and of their responsibility to adhere to it.

The General Counsel shall assess whether a Transaction with the Company is a Related Person Transaction (as defined below) and/or whether to refer such Transaction to the Corporate Governance and Nominating Committee of the Board of Directors of the Company (the “Committee”) for the Committee’s review. If the General Counsel may be involved in a potential Transaction with the Company, she or he must inform our Chief Executive Officer and the Committee.

Review and Approval of Related Person Transactions

All Related Person Transactions will be reviewed by the Committee. The Committee, after review of the relevant facts and circumstances, and with the advice of our General Counsel (or other members of our legal department, if delegated by our General Counsel), may approve or ratify a Related Person Transaction if the Committee determines, in its sole discretion, that the Related Person Transaction is fair to, and in the

best interests of, the Company.

In performing this review, the Committee may take into consideration such factors as it deems relevant for determining whether a subject Related Person Transaction is fair to, and in the best interests of, the Company, including, among other things, the following:

- (a) the business purpose and terms of the Related Person Transaction, including the aggregate value;
- (b) the materiality of the proposed Related Person Transaction to the Company, the Company's stockholders and the Related Person (as defined below);
- (c) the actual or perceived conflict of interest between the Company and the Related Person;
- (d) the impact on the proposed Related Person Transaction of applicable state corporation and fiduciary duty laws and rules;
- (e) whether and to what extent the Related Person Transaction with the Related Person is on terms and conditions that would be obtained on an arm's length basis in a Transaction with unrelated third parties;
- (f) whether any products or services provided by the Related Person, or other aspects of the Related Person Transaction that benefit the Company, are of a nature, quantity or quality, or on other terms, that are not readily available from alternative sources, or if there are other compelling business reasons for the Company to enter into the Related Person Transaction;
- (g) disclosure considerations;
- (h) the potential impact of the Related Person Transaction on the Company's relations with customers, suppliers, stockholders and securities markets;
- (i) the Company's Corporate Governance Guidelines and Code of Conduct;
- (j) whether the Related Person Transaction would constitute a "personal loan" for purposes of Section 402 of the Sarbanes-Oxley Act of 2002; and
- (k) the potential impact of the Related Person Transaction on the independence or objectivity of the Related Person (including, if the Related Person Transaction involves a non-employee director, whether such transaction would compromise director's status as: (1) an independent director under the New York Stock Exchange Listing Standards or the Company's independence standards included in its Corporate Governance Guidelines; (2) an "outside director" under Section 162 (m) of the Internal Revenue Code or a "nonemployee director" under Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), if such non-employee director serves on the Compensation Committee of our Board of Directors; or (3) an independent director under Rule 10A-3 of the Exchange Act, if such non-employee director serves on the Audit Committee of our Board of Directors).

A Related Person Transaction must be approved by the Committee before the Company commences or enters into the transaction. If it is not practicable for a Related Person Transaction to be reviewed and approved in advance, as determined by the General Counsel, the Committee and our General Counsel (or other members of our legal department, if delegated by our General Counsel) shall review and, the Committee, in its discretion, may ratify the Related Person Transaction at the next Committee meeting

following the date that the Related Person Transaction comes to the attention of the Committee.

Directors must recuse themselves from any Committee or Board discussion or decision regarding a Related Person Transaction involving themselves or their Immediate Family Members, or otherwise affecting their or their Immediate Family Members' personal, business or professional interests, or relating to matters in which they have, directly or indirectly, a position or relationship with a party that is the subject of or could potentially be affected by such discussion or decision. However, any such Director may be counted for purposes of determining the presence of a quorum at a meeting of the Committee or the Board to consider the Related Person Transaction.

Conditions to Related Person Transactions

The Committee may impose conditions or guidelines on any approved Related Person Transaction, including, but not limited to: (i) conditions relating to ongoing reporting to the Committee and other internal reporting, (ii) limitations on the dollar amount of the transaction, (iii) limitations on the duration of the transaction or (iv) other conditions for the protection of the Company and to avoid conferring an improper benefit or creating the appearance of a conflict of interest.

Definitions

An “Immediate Family Member” of a person means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law of such person, and any other person (other than a tenant or employee) sharing such person's household.

A “Related Person” is:

- (a) a person who is, or at any time since the beginning of the Company's last fiscal year was, a director, executive officer or nominee for election as a director;
- (b) a person or entity (or group of persons and/or entities acting together) who is known to be the beneficial owner of more than 5% of any class of our voting securities; or
- (c) an Immediate Family Member of any person described in either of the preceding clauses (a) and (b).

A “Related Person Transaction” is any Transaction in which (i) the Company or any of its subsidiaries was, is, or will be a participant, (ii) the amount involved exceeds or may be expected to exceed \$120,000 in a fiscal year and (iii) a Related Person had, has, or will have a direct or indirect material interest, as determined by our General Counsel (or other member of our legal department). A Related Person Transaction includes any material amendment or modification to an existing Related Person Transaction, regardless of whether the existing Related Person Transaction had previously been approved in accordance with this policy.

A “Transaction” is any transaction or series of transactions, including but not limited to any financial transaction, arrangement, or relationship, including with respect to indebtedness and guarantees of indebtedness, and transactions involving employment, consulting or similar relationships.

A “material interest” is not defined under the rules and regulations of the Securities and Exchange Commission (the “SEC”). As a result, whether a Related Person has a direct or indirect material interest in a Transaction depends upon the individual facts and circumstances of the Transaction. Because potentially difficult or complex materiality determinations may arise, this policy requires that ***all*** direct or indirect interests (other than as specifically excluded in this policy) be reported to our General Counsel (or other members of our legal department, if delegated by our General Counsel), who will determine if such interest

need be evaluated by the Committee. Directors, executive officers and nominees for director must not make their own materiality judgments about Transactions.

Exceptions

The following types of Transactions will not be reviewed, nor will they require approval or ratification, by the Committee as a Related Person Transaction under this policy. Further, any Transactions that would not require disclosure under Item 404 of Regulation S-K also need not be reviewed, nor will they require approval or ratification, as a Related Person Transaction under this policy.

- ***Transactions Less Than \$120,000 (SEC exclusion)***. Transactions involving the purchase or sale of products or services in the ordinary course of business for amounts not exceeding \$120,000.
- ***Certain transactions with other companies (SEC exclusion)***. Transactions in which the Related Person's interest arises only:
 - (i) from the Related Person's position as a director of another corporation or organization that is a party to the Transaction;
 - (ii) from the direct or indirect ownership of all Related Persons, in the aggregate, of less than a 10% equity interest in another person (other than a partnership), which is a party to the Transaction;
 - (iii) from both of the preceding clauses (i) and (ii); or
 - (iv) as a limited partner in a partnership in which all Related Persons hold an interest of less than 10%, and the Related Person is not a general partner of, and does not hold another position in, the partnership.
- ***Transactions where all stockholders receive proportional benefits (SEC exclusion)***. Transactions in which the Related Person's interest derives solely from his or her ownership of a class of the equity securities of Spirit AeroSystems Holdings, Inc. and all holders of that class receive the same benefit on a pro rata basis.
- ***Employment of executive officers (SEC exclusion)***. Any employment by the Company of an executive officer of the Company if:
 - (i) the related compensation is required to be reported in the Company's proxy statement under Item 402 of the Regulation S-K (generally applicable to "named executive officers"); or
 - (ii) the executive officer is not an Immediate Family Member of another executive officer or director of the Company, the related compensation would be reported in the Company's proxy statement under Item 402 of Regulation S-K if the executive officer was a "named executive officer," and the Compensation Committee of our Board of Directors approved (or recommended that the Board of Directors approve) such compensation.
- ***Director compensation (SEC exclusion)***. Any compensation paid to a member of the Board of Directors if the related compensation is required to be reported in the Company's proxy statement under Item 402 of Regulation S-K;

- ***Transactions involving competitive bids (SEC exclusion).*** Transactions with the Company in which the rates or charges involved in the Transaction are determined by competitive bids, or the Transaction involves the rendering of services as a common or contract carrier or public utility at rates or charges fixed in conformity with law or governmental authority.
- ***Certain banking-related services (SEC exclusion).*** Transactions involving services as a bank depositary of funds, transfer agent, registrar, trustee under a trust indenture, or similar services.
- ***Transactions prior to becoming a Related Person (SEC exclusion).*** Transactions that occurred at a time before the Related Person became a director, officer or nominee for director, or an Immediate Family Member of any such person, if such Transactions did not continue after becoming a director, officer, nominee for director, or an Immediate Family Member of any such person.
- ***Certain charitable contributions.*** Charitable contributions or pledges by the Company to a foundation, university or other established non-profit organization with which a Related Person's only relationship is as a trustee, director, officer or employee of such organization, so long as (i) the contributions and pledges (not including any matching of employee contributions) have not exceeded, and are not expected to exceed, within any one year, the greater of (a) \$1,000,000 and (b) 2% of the non-profit entity's gross revenues for the prior fiscal year, and (ii) the Related Person does not otherwise have any material interest in such contribution or pledge.

Identifying Related Persons

On an annual basis, each director and executive officer will complete a D&O Questionnaire designed in part to capture information needed to identify Related Persons.

A person who is nominated or proposed for election as a director or proposed for employment as an executive officer will be required to complete a D&O Questionnaire as soon as practicable after his or her nomination or proposal for nomination as director or proposal for employment as an executive officer.

Directors and executive officers will notify our General Counsel (or other members of our legal department, if delegated by our General Counsel) of any updates to the D&O Questionnaire, including the list of Related Persons, their employment, relationships with charitable or other organizations, new business affiliations and changes with regard to Immediate Family Members (such as those resulting from marriage).

Compliance with Bylaws and Existing Policies and Procedures

Related Person Transactions must also comply with the Company's Bylaws and the Company's existing policies and procedures, including, but not limited to, the Company's Code of Conduct.

Disclosure

All Related Person Transactions will be disclosed in our proxy statements and reports filed under the Exchange Act, to the extent required by federal securities laws, rules and regulations.