

*Policy*

# Insider Trading

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**Document Number:** POL-1131

**Revision #:** v1

**GPO:** Boyle, Joseph T

**Date Last Updated:** 2015/05/28

**Date Originally Created:** 2015/05/28

**Status:** Approved

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**Business Process** 5.11.2 Manage Insider Trading

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**Applicable Sites**

Kinston  
St. Nazaire

Malaysia  
Tulsa

Prestwick  
Wichita

**Division**

Commercial, Defense

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**1. Purpose**

The purpose of this writing is to define the requirements related to limitations on trading in securities while in possession of inside information (as defined below). This policy is not intended to replace the individual responsibility to understand and comply with laws and regulations pertaining to insider trading.

**2. Scope**

This writing applies to all employees worldwide, regardless of site, program or function.

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**3. Requirements Detail**

Under federal securities law, a Spirit employee may be subject to criminal and civil penalties if the employee (a) buys or sells Spirit securities while in possession of inside information; or (b) discloses inside information to another person who then trades in Spirit securities. These prohibitions apply regardless of how the employee obtains the information and whether or not they consider the inside information when purchasing or selling Spirit securities. In certain circumstances, penalties can be imposed on Spirit based on insider trading violations by Spirit employees, officers or directors.

#### 4. Functional Organization(s) and Responsibilities

The Global Process Owner, Deputy General Counsel, has the responsibility for ensuring compliance with these requirements and the related procedures.



Top

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#### 5. Definitions \ Acronyms \ Abbreviations

##### **Insider**

Insider means any employee, officer or director of Spirit, Spirit's outside advisers, agents, contractors and consultants, and any other third parties associated with Spirit who have access to inside information.

##### **Inside Information**

Inside information means information that is both material and non-public. Inside information may include, but is not limited to, matters regarding Spirit business or financial condition, strategic plans (including acquisitions or the sale of significant assets), or other important events that could affect the market price of Spirit securities. For purposes of this policy, inside information includes any material non-public information about Spirit. It also includes material non-public information about other publicly-held companies with which Spirit does business that is obtained in the course of employment with Spirit.

##### **Material**

In general, information is material if there is a substantial likelihood that it would (a) affect an investor's decision to purchase, sell or hold Spirit securities; (b) significantly affect the total mix of information about Spirit that is available to the public; or (c) likely affect the market price of Spirit securities. If a Spirit employee learns of information about Spirit or other companies that might be important to a hypothetical investor, the information probably is material. For example, it is likely that the following information, in most circumstances, would be considered material:

- Annual or quarterly financial results
- Projections of future earnings or losses, or other earnings guidance
- Changes to previously announced earnings guidance, or the decision to suspend earnings guidance.
- Company restructuring
- Significant related person transactions
- A change in dividend policy or the declaration of a stock split
- Any repurchase program involving Spirit securities
- Unusual gains, losses (including forward-losses) or impairment charges
- Negotiations or agreements regarding significant new business, financings, leases, joint ventures, acquisitions, divestitures or business combinations
- New equity or debt offerings
- Gain or loss of a material customer or supplier

also includes instruments based upon Spirit stock, such as publicly traded options or other derivatives.



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## 6. Related Information

### 6.1 Internal

Governing document: Spirit's Strategic Position Document '[PRO-3371](#)', *Insider Trading Process Defined*

### 6.2 Legal & Regulatory

Securities Exchange Act of 1934

### 6.3 Customer / Contractual

None



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## 7. Revision History

**The following describes the changes made in the most recent versions of this document.**

**v1**

**Nature of Change:**  
Document Created



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## Special Notes / Legacy Writings

New



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