



2016

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 shareholders and their respective immediately family members and entities related to them, on the other hand. Such transactions are only appropriate if they are fair to the Company and in the best interest of the Company. 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 also intended to ensure that the Company can meet these disclosure requirements.

Nominating and Corporate Governance Committee Review

All Related Person Transactions (as defined below) will be reviewed by our Corporate Governance and Nominating Committee (the “Committee”) and our General Counsel (or other members of our legal department, if delegated by our General Counsel). The Committee, with the advice of our legal department, 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 the subject Transaction is fair to, and in the best interests of, the Company, including, among other things, the following: (a) the materiality of the proposed Transaction (whether to the Company or the Related Person); (b) the actual or perceived conflict of interest between the Company and the Related Person; (c) the impact on the proposed Transaction of applicable state corporation and fiduciary duty laws and rules; (d) whether and to what extent the 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; (e) whether any products or services provided by the related person, or other aspects of the 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 Transaction; (f) disclosure considerations; (g) the potential impact of the Transaction on the Company’s relations with customers, suppliers, stockholders and securities markets; (h) the Company’s corporate governance guidelines and code of ethical business conduct; (i) the potential impact of the Transaction on the objectivity of the Related Person; and (j) fairness to and the best interests of the Company and its stockholders.

If it is not practicable for a Transaction to be reviewed in advance, the Committee and our General Counsel (or other members of our legal department, if delegated by our General Counsel) shall review and, 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.

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 more than 5% of the aggregate voting power of our voting securities; and (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 the Company or any of its subsidiaries was, is, or will be a participant, where the amount involved exceeds \$120,000, and in which a Related Person had, has, or will have a direct or indirect material interest as determined by the Committee and/or our General Counsel (or other member of our legal department).

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. A Related Person who has a position or relationship with a firm, corporation or other entity may be determined to have an indirect material interest in a Transaction between the Company and such firm, corporation or other entity. Such position or relationship with a counterparty of the Company in a Transaction could include, among other positions or relationships, the Related Person being an employee, officer, partner (excluding a limited partner with less than a 10% interest), principal, managing member or similar position, or having a 10% or greater beneficial ownership or voting interest, and the individual facts and circumstances pertaining to such the Related Person’s position or relationship will need to be evaluated by our General Counsel (or a member of our legal department to whom this is delegated) to determine if

the Transaction qualifies as a Related Party Transaction that will be subject to Committee approval. However, a Related Person who has a position or relationship with a firm, corporation or other entity with whom the Company engages in a Transaction will not be deemed to have an indirect material interest in the applicable Transaction if the interest arises only (i) from the Related Person's position as a director of such firm, corporation or other entity; (ii) from the direct or indirect ownership of all Related Persons of less than a 10% equity interest in such firm, corporation or entity (excluding partnerships); (iii) from both of the preceding clauses (i) and (ii); and (iv) as a limited partner in a partnership in which all Related Persons hold an interest of less than 10%.

Exceptions

The following types of Transactions will not be reviewed, nor will they require approval or ratification, as a Related Party Transaction under this policy:

- Transactions involving the purchase or sale of products or services in the ordinary course of business, for amounts not exceeding \$120,000.
- Transactions in which the Related Person's interest derives solely from his or her ownership of less than 10% of the equity or voting interest in another person (other than a general partner or managing member interest) who is a party to the Transaction.
- 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.
- Compensation arrangements of any executive officer that have been approved by our Compensation Committee or Board of Directors.
- Director compensation arrangements that have been approved by our Board of Directors.
- 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.
- Transactions involving services as a bank depository of funds, transfer agent, registrar, trustee under a trust indenture, or similar services.
- Transactions that occurred at a time before the Related Person became a director, officer or nominee for director, or any 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.

Identifying Related Persons

Each director and executive officer will be responsible to annually complete a D&O Questionnaire designed to capture information needed to identify and evaluate Related Person Transactions.

A person who is proposed for election as a director or employment as an executive officer will be required to complete a D&O Questionnaire prior to his or her nomination or commencement of employment.

Directors, executive officers and nominees for director are required to notify our General Counsel of any updates to the information they have provided regarding potential Related Person Transactions. In the event the Committee or our legal department requests any information for purposes of identifying and evaluating Related Person Transactions, each director, executive officer and nominee for director will be responsible to provide such information to the best of his or her ability.

Review and Approval of Related Person Transactions

The Committee, after review of the relevant facts and circumstances, may approve or ratify a related person transaction if it concludes that it is fair to the Company and in the best interests of the Company and its stockholders. If the Committee declines to approve or ratify any Related Person Transaction, our General Counsel, in coordination with the affected business unit or corporate function, will review the Transaction, determine whether it should be terminated or amended in a manner that is acceptable to the Committee, and advise the Committee of his or her recommendation. The Committee will then consider the recommendation at its next meeting. If our General Counsel does not ultimately recommend the transaction to the Committee, or if it is not approved by the Committee, the proposed Transaction will not be pursued or, if the Transaction has already been entered into, the Committee will determine an appropriate course of action with respect to the Transaction.

Directors must recuse themselves from any Committee or Board discussion or decision regarding a 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.

Notification Responsibility

Each director, executive officer or nominee for director is responsible to recognize proposed or existing Transactions or relationships covered by this policy and to notify the Company's General Counsel. New directors, executive officers and nominees for director will be advised of this policy and of their responsibility to adhere to it. The Company strongly prefers to receive notification of any potential Related Party Transaction well in advance of such Transaction being effected, so that the General Counsel has adequate time to assess whether the Transaction is a Related Party Transaction and/or whether to refer such Transaction for the Committee's review.

Disclosure

All Related Person Transactions will be disclosed in our proxy statements and reports filed under the Securities Exchange Act of 1934, as amended, to the extent required by federal securities laws, rules and regulations.