



THE AUDIT COMMITTEE CHARTER

2016

This charter is intended as a component of the flexible governance framework within which the board, assisted by its committees, provides oversight and guidance to Spirit. While it should be interpreted in the context of all applicable laws, regulations and listing requirements, and Spirit's certificate of incorporation and bylaws, it is not intended to establish any legally binding obligations.

Purpose

The purpose of the audit committee is to assist the board in its oversight of (a) the quality and integrity of Spirit's financial reporting; (b) Spirit's compliance with legal and regulatory requirements; (c) the qualifications and independence of the independent auditor; (d) the performance of Spirit's internal audit function and the independent auditor; (e) Spirit's systems of internal control over financial reporting and disclosure controls and procedures; and (f) Spirit's policies with respect to risk assessment and risk management, including in collaboration with the Risk Committee.

Membership

The committee shall consist of three or more members of the board, each of whom satisfies the independence requirements of the New York Stock Exchange (NYSE) and the audit committee independence requirements of the Securities and Exchange Commission (SEC). All members of the committee shall be financially literate, as determined by the board in its sole discretion in accordance with NYSE rules, and shall have sufficient financial experience and ability to enable them to discharge their responsibilities. At least one member shall be an "audit committee financial expert" as defined by SEC rules. The chairperson of the committee shall be appointed by the board at the recommendation of the Corporate Governance and Nominating Committee, shall preside at committee meetings, and shall have authority to convene meetings, set agendas for meetings, and determine the committee's information needs, except as otherwise provided by action of the committee. No member of the committee may serve on the audit committees of more than three public companies, including Spirit, unless the board determines that such simultaneous service would not impair the ability of such member to effectively serve on the committee. Any such determination shall be disclosed in the annual proxy statement. Committee members shall serve for a period of one year, or, if later, until their successors are elected and qualified or until their earlier death, incapacity, resignation or removal.

Meetings

The committee shall meet on a regularly scheduled basis at least four times per year. 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.

Responsibilities

The committee recognizes that Spirit's management, internal auditors and the independent auditor have more knowledge and detailed information about Spirit's financial reporting processes and internal controls. Consequently, in carrying out its oversight responsibilities, the committee is not providing any expert or special assurances as to the reliability of Spirit's financial statements, the audit work of the independent auditor, or Spirit's compliance with legal and regulatory requirements.

In furtherance of its purpose, the committee shall:

1. Appoint, evaluate, compensate, oversee the work of, retain, and, if appropriate, terminate the independent auditor (or any other retained accounting firms), which shall report directly to the committee.
2. Prior to its engagement, review and pre-approve the terms of the independent auditor's retention, engagement and scope of the annual audit and quarterly financial review, and pre-approve any audit-related and permitted non-audit services (including the fees and terms thereof) to be provided by the independent auditor, in accordance with such pre-approval policies as the committee shall adopt.
3. On an annual basis (a) review all relationships between the independent auditor and Spirit; (b) actively engage in a dialogue with the independent auditor with respect to any disclosed relationships or services that may impact the objectivity and independence of the independent auditor, and take appropriate action in response to the independent auditor's report to satisfy itself of the auditor's independence; (c) consider whether, in addition to assuring the regular rotation of the lead audit partner as required by law, in the interest of assuring continuing independence of the independent auditor, Spirit should regularly rotate its independent auditor; and (d) set clear hiring policies for employees or former employees of the independent auditor.
4. At least annually, review a report by the independent auditor describing (a) the firm's internal quality-control procedures; and (b) any material issues raised by the most recent internal quality-control review or peer review of the firm, or by any review, inquiry or investigation by governmental or professional authorities (including the PCAOB), within the preceding five years, regarding one or more independent audits carried out by the firm, and any steps taken to deal with any such issues.

5. Review and discuss with management, the independent auditor and the internal auditor (a) management's accounting policies, significant estimates and assumptions, and key accounting decisions; (b) any significant findings during the year, including the status of previous audit recommendations; (c) the responsibilities, budget and staffing of the internal audit function; (d) the audit budget and staffing; (e) Spirit's relationships and transactions with related parties that are significant to the company and to review and discuss with the independent auditors the auditors evaluation of Spirit's identification of, accounting for and disclosure of its relationships and transactions with related parties, including any significant matters arising from the audit regarding Spirit's relationships and transactions with related parties; and (f) other material written communications between the independent auditor and management.
6. Review and resolve any disagreements between management and the independent auditor concerning financial reporting or relating to any audit report or other audit, review or attest services provided by the independent auditor.
7. To review, with the chief financial officer (CFO) and the chief audit executive (CAE) or such others as the committee deems appropriate, Spirit's internal audit system of audit and financial controls and the results of internal audits.
8. Will comply with NYSE standards for audit committees and will review and discuss with management, (a) Spirit's risk assessment and risk management practices (b) oversee Spirit's risk policies and processes relating to financial statements, financial systems, financial reporting processes, compliance and auditing, as well as the guidelines, policies and processes for monitoring and mitigating such risks, and (c) collaborate with Spirit's board's Risk Committee with regard to the foregoing.
9. Review and recommend the appointment, reassignment, replacement, compensation, or dismissal of the CAE. The CAE shall report functionally to the audit committee. However, for administrative purposes and day-to-day activities, the CAE will report to the CFO.
10. Review and discuss with management and the independent auditor (a) all critical accounting policies and practices used by management; (b) major issues regarding accounting principles or financial statement presentations, including any significant changes in the selection or application of accounting principles; (c) major issues regarding the adequacy of internal controls and any special audit steps taken in light of material control deficiencies; (d) analyses prepared by management and/or the independent auditor on significant financial reporting issues and judgments made in connection with the preparation of financial statements, including analysis of the effects of alternative GAAP methods on the financial statements; (e) the type and presentation of information included in earnings; and (f) financial information and earnings guidance provided to analysts and rating agencies.

11. Oversee Spirit's financial reporting activities, including our annual report, and accounting standards and principles, significant changes in such standards or principles or their application and the key accounting decisions affecting Spirit's financial statements, including alternatives to, and the rationale for the decisions made.
12. Review Spirit's financial statements, including prior to public release, review and discuss with management and the independent auditor Spirit's annual and quarterly financial statements to be filed with the SEC (including "Management's Discussion and Analysis" and management's disclosures regarding internal control over financial reporting and disclosure controls and procedures
13. Meet in separate sessions with management, the independent auditor, and the person responsible for the internal audit function.
14. Oversee and review: (a) Spirit's code of ethical business conduct and Spirit's system to monitor compliance with and enforce this code; (b) Spirit's Insider Trading Policy and Spirit's system to monitor compliance with same; (c) the implementation and oversight of Spirit's ethics and compliance program.
15. Review the established procedures for (a) the receipt, retention, and treatment of complaints received by Spirit regarding accounting, internal accounting controls or auditing matters; (b) the confidential, anonymous submission by employees of concerns regarding questionable accounting, financial reporting or auditing matters; (c) legal and regulatory compliance; (d) compliance with Spirit policies; (e) suspected fraudulent activities; and (f) management's internal reporting and compliance process.
16. Review, with Spirit's general counsel, any legal matter that could have a significant impact on Spirit's financial statements.
17. Review the audit committee report to be included in Spirit's proxy statement.
18. Conduct an annual self-evaluation of the committee's performance, including its effectiveness and compliance with this charter.
19. Review and reassess the adequacy of this charter annually, and recommend to the board any amendments the committee deems appropriate.
20. Report 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, terminate, and approve the fees and other retention terms of the independent auditor, special counsel and other experts as it deems appropriate and Spirit shall provide adequate funding for such endeavors. The committee shall have 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, and at least one member of the subcommittee is an audit committee financial expert.