

SPIRIT AEROSYSTEMS HOLDINGS, INC.
AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

AUDIT COMMITTEE CHARTER
Revised July 25, 2017

Purpose

The purpose of the audit committee (the “committee”) of the board of directors (the “board”) of Spirit AeroSystems Holdings, Inc. (“Spirit”) 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; and (d) the performance of Spirit’s internal audit function and the independent auditor.

Further, the committee shall prepare the audit committee report required by the rules and regulations of the Securities and Exchange Commission (the “SEC”) to be included in Spirit’s annual proxy statement.

Membership

The committee shall consist of at least three members of the board, each of whom satisfies the independence requirements of the New York Stock Exchange (“NYSE”) and SEC rules and regulations. 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 discharge their responsibilities. At least one member shall be an “audit committee financial expert,” as defined by SEC rules and regulations.

The members and chairperson of the committee shall be appointed by the board on the recommendation of Spirit’s Corporate Governance and Nominating Committee. The chairperson of the committee shall preside at committee meetings, and shall have the 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 Spirit’s annual proxy statement. Committee members shall serve for a period of one year, until their successors are elected and qualified, or until their earlier death, incapacity, resignation, or removal.

Meetings

The committee shall meet 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.

The committee shall meet periodically in separate executive sessions with the chief financial officer and chief accounting officer, the senior internal audit executive (the “CAE”), and the independent auditor, and have such other direct and independent interaction with such persons from time to time as the members of the committee deem appropriate.

Responsibilities

The committee has the responsibilities set forth in this Charter. The fundamental responsibility for Spirit's financial statements and disclosures rests with management and the independent auditor. In carrying out the responsibilities set forth in this Charter, the committee is not providing any expert or special assurances as to the reliability of Spirit's financial statements, the work of the independent auditor, or Spirit's compliance with legal and regulatory requirements.

In furtherance of its purpose, the committee shall, to the extent it deems necessary or appropriate, do the following:

Oversight of Spirit's Relationship with the Independent Auditor

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 engagement and the 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. 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; (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 Public Company Accounting Oversight Board ("PCAOB")), within the preceding five years, regarding one or more independent audits carried out by the firm; (c) any steps taken to deal with any such issues; and (d) all relationships between the independent auditor and Spirit. After reviewing the foregoing report and the independent auditor's work throughout the year, the committee shall discuss with the independent auditor and evaluate the qualifications, performance, and independence of the independent auditor, including whether the independent auditor's quality controls are adequate, taking into account the opinions of management and the internal audit department, and whether the provision of non-audit services is compatible with maintaining the independent auditor's independence. In addition to assuring the regular rotation of the lead audit partner as required by law, the committee should further consider whether, in order to assure continuing auditor independence, there should be regular rotation of the independent audit firm itself. The committee should present its conclusions to the board.

Oversight of the Internal Audit Function

5. Review and recommend the appointment and replacement of the CAE. Review and approve the compensation package for the CAE.
6. Review and approve the internal audit department's responsibilities, budget and staffing, the internal audit plan, and any recommended changes in the planned scope of the internal audit.
7. Receive and discuss with the CAE the results of internal audits conducted, and management's responses to such reports, and reports from management on the major risks and related controls associated with Spirit's business, which are determined by the CAE to warrant the committee's attention.

Financial Statement and Disclosure Matters

8. Review and discuss with management and the independent auditor Spirit's annual audited financial statements and Form 10-K, including disclosures made in "Management's Discussion and Analysis of Financial Condition and Results of Operations," Spirit's internal controls report and the independent auditor's attestation report, and recommend to the board whether the audited financial statements should be included in Spirit's Form 10-K.
9. Review and discuss with management and the independent auditor Spirit's quarterly financial statements prior to the filing of its Form 10-Q, including disclosures made in "Management's Discussion and Analysis of Financial Condition and Results of Operations," and the results of the independent auditor's review of the quarterly financial statements.
10. Review and discuss with management, the independent auditor, and the internal audit department (a) major issues regarding accounting principles and financial statement presentation, including any changes to Spirit's selection or application of accounting principles; and (b) significant financial reporting issues and judgments made in connection with the preparation of Spirit's financial statements, including analyses of the effects of alternative U.S. Generally Accepted Accounting Principles ("GAAP") methods on the financial statements.
11. Review and discuss with management the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements.
12. Discuss with the independent auditor the matters required to be discussed by PCAOB Auditing Standard No. 16, as amended, and other applicable PCAOB auditing standards, including any difficulties encountered in the course of the audit work; and restrictions on the scope of activities or access to requested information; and any significant disagreements with management. Assist with resolving any such problems, difficulties, or disagreements.
13. Review and discuss with management major issues regarding the adequacy and effectiveness of Spirit's internal controls, including any significant deficiencies or material weaknesses in the design or operation of internal control over financial reporting, any special audit steps adopted in

light of material control deficiencies, and the adequacy of disclosures about changes in internal control over financial reporting.

14. Review disclosures made to the committee by Spirit's Chief Executive Officer and Chief Financial Officer during their certification process for the Form 10-K and Form 10-Q about any deficiencies and/or material weaknesses in the design or operation of internal control over financial reporting, and any fraud, whether or not material, that involves management or other employees who have a significant role in Spirit's internal controls.
15. Review and discuss quarterly reports from the independent auditors on (a) critical accounting policies and practices to be used; (b) alternative treatments of financial information within GAAP that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor; and (c) other material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences.
16. Review and discuss the type and presentation of information included in earnings press releases, including the use of "pro forma" or "adjusted non-GAAP information," and financial information and earnings guidance provided to analysts and rating agencies. Such discussion may be general (consisting of discussing the types of information to be disclosed and the types of presentations to be made), and such discussion does not need to be in advance of the dissemination of earnings releases or other instances in which Spirit may provide earnings guidance.

Other Matters

17. Review and discuss with management Spirit's major financial risk exposures and the steps management has taken to monitor and mitigate such exposures; and 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. The Committee shall be responsible for identifying, reviewing, and maintaining a risk register relating to matters within the Committee's purview.
18. Review and discuss with management and the independent auditor Spirit's relationships and transactions with related parties that are significant to Spirit, and the independent auditor's 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 relating thereto.
19. Oversee and review (a) Spirit's Code of Ethics and Business Conduct (the "Code") and Spirit's system to monitor compliance with and enforce the Code; (b) Spirit's Insider Trading Policy and Spirit's system to monitor compliance with same; and (c) the implementation and oversight of Spirit's ethics and compliance program.

20. 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; and (c) legal and regulatory compliance.
21. Review, with Spirit's general counsel, any legal matter that could have a significant impact on Spirit's financial statements.
22. Conduct an annual self-evaluation of the committee's performance, including its effectiveness and compliance with this charter.
23. Review and reassess the adequacy of this charter annually, and recommend to the board any amendments the committee deems appropriate.
24. Report to the board on significant matters, as often as deemed appropriate, and make such recommendations as the committee may deem necessary and appropriate.

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 engagement terms of the independent auditor, special counsel and other experts as it deems appropriate, and Spirit shall provide adequate funding for such endeavors. Provided such delegation is permitted under applicable rules and regulations, 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," as defined by SEC rules and regulations.