

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

COMPENSATION COMMITTEE CHARTER

Revised July 25, 2017

Purpose

The purpose of the compensation committee (the “committee”) of the Board of Directors (the “board”) of Spirit AeroSystems Holdings, Inc. (“Spirit”) is to (a) review and approve the compensation of Spirit’s Chief Executive Officer (the “CEO”) and other executive officers, (b) oversee the administration of Spirit’s compensation plans, policies and programs, and (c) to produce an annual report on executive compensation for inclusion in Spirit’s annual proxy statement.

Membership

The committee shall consist of at least three members of the board, each of whom shall be (a) independent under the rules of the New York Stock Exchange (“NYSE”); (b) “non-employee directors” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended; and (c) “outside directors” for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended.

The members and the chairperson of the committee shall be appointed by the board on the recommendation of Spirit’s Corporate Governance and Nominating Committee. Committee members shall serve for a period of one year, until their successors are duly elected and qualified, or until their earlier death, disability, resignation or removal. Any member may be removed by the board, with or without cause, at any time. Any vacancies on the committee shall be filled by the board. The chairperson of the 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. In the absence of the chairperson at a duly convened meeting, the committee shall select a temporary substitute from among its members to serve as chair of the meeting.

Meetings

The committee shall meet as often as necessary to carry out its responsibilities. 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 may meet in executive session, including with its advisors, as often as it deems necessary or appropriate.

Responsibilities

In furtherance of its purpose, the committee shall:

1. Review and approve, on an annual basis, the corporate goals and objectives with respect to the CEO's compensation. The committee shall evaluate the CEO's performance in light of these goals and objectives and, based upon these evaluations, shall determine and approve the CEO's annual compensation, including salary, bonus, and equity and non-equity incentive compensation. In determining the incentive components of CEO compensation, the committee shall consider a number of factors, including, but not limited to, Spirit's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the CEO in past years.
2. The committee shall, at least annually, evaluate the performance of Spirit's other executive officers and shall review and approve the annual compensation, including salary, bonus, and equity and non-equity incentive compensation for executive officers. The committee shall also oversee management's decisions regarding the performance and compensation of Spirit's other officers.
3. Establish and review policies concerning perquisite benefits and compliance with such policies.
4. The committee shall administer Spirit's incentive and equity compensation plans and such other compensation and benefit plans as it deems appropriate. The committee shall review and make recommendations to the board with respect to any new, or changes to existing, incentive and equity compensation plans.
6. The Committee shall annually review the potential risk to Spirit from its compensation programs and policies, including any incentive plans, and whether such programs and policies incentivize unnecessary and excessive risk taking. The Committee shall be responsible for identifying, reviewing, and maintaining a risk register relating to matters within the Committee's purview.
7. The committee shall review the results of annual say on pay votes and determine the weight to be given to those results in making compensation decisions.
8. Review and discuss with management the Compensation Discussion and Analysis (the "CD&A") required to be included in Spirit's annual proxy statement and annual report on Form 10-K by the rules and regulations of the Securities and Exchange Commission (the "SEC"), and recommend to the board that the CD&A be so included.
9. Review and approve the terms of any employment, severance, and retirement agreements with executive officers.
10. As appropriate, recoup incentive compensation pursuant to Spirit's clawback

policy.

11. Prepare the compensation committee report to be included in Spirit's annual proxy statement.
12. Review the compensation paid to non-employee directors, including the Chairman of the Board, and make recommendations to the Board for any adjustments. No member of the committee will act to fix his or her own compensation except for uniform compensation to non-employee directors for their service on the board.
13. Review and approve stock ownership requirements applicable to non-employee directors and executive officers and annually review compliance with such requirements.
14. Conduct an annual self-evaluation of the committee's performance, including its effectiveness and compliance with this charter.
15. Review and reassess the adequacy of this charter annually, and recommend to the board any amendments the committee deems appropriate.
16. Report its findings, activities, and recommendations to the board.

Committee Operations

The committee shall have the sole authority to select, retain, terminate, and approve the fees and other retention terms of compensation consultants, special counsel, and other advisors as it deems appropriate. Spirit shall provide appropriate funding, as determined by the committee, for the payment of reasonable compensation, as determined by the committee, to compensation consultants, special counsel and other advisors.

In selecting a compensation consultant, special counsel, or other advisers, the committee must take into consideration all factors relevant to the adviser's independence from management, including the following factors:

1. Whether the consulting company employing the compensation advisor is providing other services to Spirit;
2. How much the consulting company that employs the compensation advisor has received in fees from Spirit as a percentage of that company's total revenue;
3. Whether the compensation advisor owns any shares of Spirit's common stock;
4. What policies and procedures have been adopted by the consulting company employing the compensation advisor to prevent conflicts of interest;
5. Whether the compensation advisor has any business or personal relationship with any committee member or executive officer of Spirit; and

6. Such other factors as determined by the committee or described in NYSE and SEC rules.

The committee shall have the 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.