

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

RISK COMMITTEE CHARTER
Revised October 25, 2017

Purpose

While the overall responsibility for risk oversight rests with the full board of directors (the “board”) of Spirit AeroSystems Holdings, Inc. (“Spirit”), the purpose of the risk committee (the “committee”) of the board is to: (a) provide oversight of management’s guidelines, policies, and processes for assessing, monitoring and mitigating Spirit’s critical enterprise risks, including the major strategic, operational, financial, and compliance risks inherent in Spirit’s business and core strategies; (b) determine which risks need to be included on the board’s agenda for discussion; and (c) assist the board in its oversight of Spirit’s management of key risks that have the potential to significantly affect Spirit’s ability to execute its strategy and achieve its strategic business objectives and performance goals.

The committee shall not have responsibility for matters subject to the jurisdiction of another committee of the board of directors pursuant to that committee’s charter, applicable law, delegation, or otherwise. However, to fulfill its responsibility to determine which risks should be included on the board’s agenda, it is expected that all significant risks be communicated to the committee, through either direct communication or reporting from other board committees.

Membership

The committee shall consist of at least three members of the board. The members and chairperson of the committee shall be appointed by the board at the recommendation of Spirit’s Corporate Governance and Nominating Committee. Committee members shall serve for a period of one year, until their successors as committee members are elected and qualified, or until their earlier death, incapacity, 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 the 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 the meeting, and the affirmative vote of the members present at a meeting at which a quorum is present shall constitute the action of the committee.

The chairperson of the committee shall coordinate with other committee chairs to assist in their review, assessment, and discussion of risks falling within their purview pursuant to their charter, applicable law, delegation, or otherwise.

Duties and Responsibilities

The committee shall have the following authority and responsibilities:

1. Review and discuss with management risks to Spirit's strategy as identified by Spirit's enterprise risk management processes, as well as the guidelines, policies, and processes for monitoring and mitigating such risks.
2. Review Spirit's progress in developing and maintaining the appropriate risk management culture.
3. Receive as and when appropriate, reports from Spirit's internal audit function on the results of risk management reviews and assessments.
4. Review reports on selected risk topics as the committee deems appropriate from time to time.
5. Provide the board an overview of the results of the committee's oversight activities and recommend specific critical strategic enterprise risks and emerging risks that warrant the board's oversight and attention.
6. Conduct an annual self-evaluation of the committee's performance, including its effectiveness and compliance with this charter.
7. Review and assess the adequacy of this charter annually, and recommend to the board any amendments the committee deems appropriate.
8. Report its findings, activities and recommendations to the board.

In addition to the above functions, the committee shall also carry out any other responsibilities and duties delegated to it by the board from time to time. Risk assessment and risk management are the responsibility of Spirit's management. The committee has an oversight role and, in fulfilling that role, it relies on the reviews and reports described above.

Committee Operations

The committee shall have the sole authority to select, retain, direct, oversee, terminate, and approve the fees and other retention terms of special counsel or subject matter experts as it deems appropriate, each of whom shall be accountable to the committee. Spirit shall provide appropriate funding, as determined by the committee, to support the committee's activities.

The committee shall have authority to delegate any of its duties to such subcommittees as the committee deems appropriate, so long as any such subcommittee is composed of one or more members of the committee.