

**SPIRIT AEROSYSTEMS HOLDINGS, INC.**  
**CORPORATE GOVERNANCE AND NOMINATING COMMITTEE OF THE BOARD OF**  
**DIRECTORS**

**CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER**  
*Revised October 25, 2017*

***Purpose***

The purpose of the corporate governance and nominating committee (the “committee”) of the board of directors (the “board”) of Spirit AeroSystems Holdings, Inc. (“Spirit”) is to (a) assist the board in identifying qualified individuals to become board members, consistent with the criteria approved by the board; (b) determine the composition of the board and its committees; (c) lead the board in its annual review of the board and management’s performance; (d) develop and implement Spirit’s corporate governance guidelines and policies and recommend to the board any changes thereto; and (e) oversee risks related to Spirit’s governance structure or arising from related person transactions further to Spirit’s Related Person Transaction Policy and collaborate with the Risk Committee with respect to same. The Committee shall be responsible for identifying, reviewing, and maintaining a risk register relating to matters within the Committee’s purview. The committee shall perform these functions in a manner consistent with the certificate of incorporation and bylaws, as well as the Corporate Governance Guidelines.

***Membership***

The committee shall consist of at least three members of the board, each of whom shall be independent under the rules of the New York Stock Exchange (“NYSE”). In addition to such other criteria and qualifications as may be developed by the committee and adopted by the board from time to time, committee members should have experience evaluating the qualifications and abilities of candidates for high level, sensitive oversight, and leadership positions, and an understanding of the critical role of directors in setting corporate governance guidelines and policies and prevailing governance best practices.

The members and the chairperson of the Committee shall be appointed by the board. 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 meetings of the committee, 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.

## *Duties and Responsibilities*

In furtherance of its purpose, the committee shall:

1. Lead the search for individuals qualified to become board members, and select nominees for election as directors at each annual stockholders meeting.
2. Develop and recommend to the board for its approval, qualifications for director candidates, and periodically review those qualifications with the board.
3. Subject to the certificate of incorporation and bylaws and the rules of the New York Stock Exchange (NYSE), make recommendations to the board from time to time as to any change in the size or composition of the board as the committee believes desirable.
4. In case of a vacancy on the board (including a vacancy created by an increase in the size of the board), identify, evaluate, and recommend to the board an individual to fill the vacancy.
5. In identifying, evaluating, and recommending candidates, the committee shall:
  - Take into consideration (a) the criteria approved by the board; (b) the organization, structure, size, and composition of the board; (c) the qualifications and areas of expertise needed to further enhance the deliberations of the board; (d) such other factors as it deems appropriate, which may include (i) judgment, (ii) skill, (iii) education, (iv) diversity of perspective, (v) relationships, (vi) experience with businesses and other organizations with which the candidate is or has been affiliated, including experience with other publicly-held companies, (vii) the interplay of the candidate's experience with the experience of other board members, (viii) whether the candidate meets the independence requirements of the NYSE, (ix) whether the candidate maintains a security clearance with the Department of Defense, and (x) the extent to which the candidate would be a desirable addition to the board and any committees of the board.
  - Identify individuals who have high standards of integrity and ethics and a commitment to act in the best interest of Spirit and its stockholders.
6. The committee will consider candidates nominated by stockholders in compliance with applicable laws, regulations, and the procedures described in the bylaws and annual proxy statement. Such nominees shall be evaluated on the same basis as any

board nominee. Any such nominee must comply with any director qualification criteria described in our bylaws.

7. Review the structure of the committees of the board (including the committee), oversee the function of the committees of the board and recommend to the board for approval members to serve on the board's committees. In reviewing and recommending committee memberships, the committee shall take into consideration (a) all legal requirements, including the obligations under NYSE and SEC rules; (b) the criteria approved by the board and any criteria the board may elect to describe in the bylaws; (c) the factors described in the charter of that committee; (d) any other factors it deems appropriate, including, without limitation, the consistency of the candidate's experience with the goals of the committee and the interplay of the candidate's experience with the experience of other committee members; and (e) any other matters the committee deems appropriate.
8. Develop and recommend to the board a set of corporate governance guidelines, and review and recommend any changes to those guidelines at least once a year and consider other corporate governance principles that may merit consideration by our board.
9. Evaluate and recommend to the board ways to enhance communications and relations with Spirit's stockholders, which may include a process for collecting and evaluating communications to the board as a whole, to individual members of the board, and to committees of the board.
10. Develop and recommend to the board for its approval procedures for the self-evaluation of the board and board committees and the evaluation of management, and exercise oversight of and report to the board the results of such evaluations.
11. Recommend to the board candidates for appointment as CEO and other officers appointed by the board.
12. Assist the board in determining the most appropriate organizational format and structure for Spirit.
13. From time to time, consider director orientation and continuing education programs for board members, consistent with Spirit's corporate governance guidelines.
14. Review and, in the committee's sole discretion, ratify or prohibit any related person transactions or relationships in accordance with Spirit's Related Person Transaction Policy, monitor the disclosure of related person transactions or relationships in Spirit's public filings, and recommend any changes in the policy as the committee believes advisable in accordance with Spirit's Related Person Transaction Policy.

Any director who is a related person with respect to a transaction or relationship under review, and any director who has a business, consulting or

professional relationship with a party that may be affected by a board decision, must recuse himself or herself from such review, approval or decision; provided, however, such director may be counted in determining the presence of a quorum at any meeting called to consider the transaction, relationship or decision.

15. Conduct an annual self-evaluation of the committee's performance, including its effectiveness and compliance with this charter.
16. Review and assess the adequacy of this charter annually, and recommend to the board any amendments the committee deems appropriate.
17. In case of a failed director election, the committee shall take such action as set forth within section 2.14 of the company's bylaws.
18. Report its findings, activities, and recommendations to the board.

### ***Committee Operations***

The committee shall have the sole authority to select, retain, direct, oversee, terminate, and approve the fees and other retention terms of search firms, special counsel or other 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.