



# CODE OF CONDUCT



**Throughout the Code of Conduct, the terms “Spirit” and “our Company” mean Spirit AeroSystems Holdings, Inc. and any corporation, limited liability company, partnership, or other entity that it controls, directly or indirectly, through one or more intermediaries.** The Code of Conduct is subject to revision as laws, regulations, or Spirit policies or procedures, which may vary by country and/or location, change. You should review the most up-to-date policies posted on the Spirit Business Writings website. Some locations may also have unique procedures that can be found on our Company’s intranet site.

# FROM THE CEO



Team,

**As I have traveled around the company, I have met some incredible teams. Each of them is successful in their own area, but ultimately, we are successful by collaborating as a strong team of teams.**

One of the most important tools we have that connects the various teams that make up Spirit is our Code of Conduct (“Code”). By upholding the Code together, and committing ourselves to it, we uphold our legacy of excellence and our commitment to outstanding quality and performance.

The imperative for collaboration in upholding the Code has never been greater as we work to ensure on-time delivery – at ever-increasing rates – at ever-improving levels of quality – all while meeting the increasingly high expectations of our customers. Compliant and ethical behavior is the foundation for building customer trust and satisfaction.

As a leading designer and builder of aircraft structures and components, Spirit has a responsibility to our employees, customers, and communities to:

- Deliver reliable, high-quality products that our customers and the public have confidence using;
- Ensure our processes are safe for Spirit employees and for our environment and communities; and
- Comply with all rules and regulations governing our work and products.

While the Code mainly provides guidelines for how we behave while at work, its impact is public and far-reaching. Every day, people travel and count on us to help get them where they’re going. We all need to understand the Code and know where to find it for reference. The Code is for all of us, and we each must be personally accountable for doing what is right and for raising ethical concerns or questions.

We should do so without fear of retaliation, as retaliatory acts are not tolerated at Spirit.

The Code is embedded in our company values of Transparency, Collaboration, and Inspiration. Our annual Compliance and Ethics training and Code recertification keeps the Code at the forefront of our way of thinking and provides the opportunity to recommit ourselves to it for the coming year.

I’m proud to be part of a team that understands and upholds the Code. Thank you for your continued efforts to protect Spirit’s legacy and future.

A handwritten signature in black ink that reads "Tom". The signature is fluid and cursive, with a large, sweeping initial 'T'.

Tom Gentile  
President & CEO Spirit AeroSystems

# SPIRIT VALUES

## TRANSPARENCY

"I am open, honest and respectful with my communication. I speak up to share my ideas and build trust by making my intentions clear."

.....

## COLLABORATION

"I align my actions with others, so we work together to achieve the best outcome in everything we do."

.....

## INSPIRATION

"I encourage the best from others, and I lead by example to ensure innovation is a component of our success."



TRANSPARENCY. COLLABORATION. INSPIRATION.



WHERE FLIGHT BEGINS™

# TABLE OF CONTENTS

<b>FOCUS ON ETHICS</b> .....	<b>1</b>
Excellence in action .....	1
Reporting concerns and seeking guidance .....	2
Non-retaliation policy .....	3
Personal accountability .....	4
Manager responsibility .....	5
<b>FOCUS ON OUR FELLOW EMPLOYEES</b> .....	<b>6</b>
Respecting each other .....	6
Ensuring a safe, secure and healthy workplace .....	7
Violence in the workplace .....	8
Drug- and alcohol-free workplace .....	9
Personal employee information .....	10
<b>FOCUS ON OUR CUSTOMERS AND BUSINESS PARTNERS</b> .....	<b>11</b>
Ensuring the quality of our products and services .....	11
Doing business fairly .....	12
Fair dealing .....	12
Selection and use of third parties .....	12
Competition laws .....	13
Conducting international business .....	14
The FCPA and other anti-bribery laws .....	14
Trade controls .....	15
Anti-boycott laws .....	16
Protecting third-party intellectual property and information .....	17
Serving our government customers .....	18
Contract bid and negotiation laws and regulations .....	19
The anti-kickback act .....	20
Government contract fulfillment laws and regulations .....	20
Classified government information .....	20
International labor laws .....	21
Human trafficking .....	21
Conflict minerals .....	21
<b>FOCUS ON OUR SHAREHOLDERS</b> .....	<b>22</b>
Keeping accurate records .....	22
Records retention .....	23
Avoiding conflicts of interest .....	24
Gifts and entertainment .....	25
Business relationships with relatives and friends .....	26
Employee relationships .....	26
Outside employment .....	27
Investments in suppliers, business partners and competitors .....	27
Corporate opportunities .....	27
Safeguarding company assets and information .....	28
Physical assets .....	28
Spirit information and intellectual property .....	28
Proper use of technology .....	29
Insider threat .....	30
Spirit's name and reputation .....	30
Social media .....	31
Using inside information properly .....	32
<b>FOCUS ON OUR COMMUNITIES</b> .....	<b>33</b>
Caring for our environment .....	33
Participating in political and charitable activities .....	34
Waivers of the Code .....	35



# FOCUS ON ETHICS

## Excellence in action

At Spirit, we're known for being innovative. We design and build state-of-the-art aerostructures for the world's most recognizable aircraft using the latest technologies and techniques. We also provide worldwide customer support. Our business is always transforming, but one thing has remained constant — our dedication to upholding the very highest ethical standards and adhering to all relevant laws and regulations. Each of us is able to continue our ethical legacy by being familiar with and following our Code.

-----  
EACH OF US REPRESENTS SPIRIT  
WHEREVER WE OPERATE. WE  
ARE **THE FACE OF SPIRIT** IN  
THE COMMUNITIES WHERE WE  
LIVE AND WORK.  
-----

The Code applies to everyone doing Spirit business, including all employees, officers, directors, and affiliates. Spirit has made a commitment to only doing business with suppliers, contractors, consultants, and other business partners who share our high standards of ethical business conduct.

We are all expected to read and understand the Code and to follow it in all of our business activities. Our Code is designed to act as a guide for our day-to-day conduct. It provides information, support, and resources to help ensure that we act ethically and in compliance with the laws that affect our business. Because there are far too many laws, regulations, and situations to cover in one document, the Code instead explains the behaviors that are expected of us and helps us make good legal and ethical choices. It is your responsibility to learn about any additional requirements that apply to your job. To do so, consult our Business Writings website, your manager, or your local Human Resources office for the policies and procedures referenced throughout the Code. Remember that failure to comply with the Code could result in disciplinary action, up to and including termination of employment.

We certify our compliance, and our knowledge of others' compliance, with the Code at least annually.

### MORE RESOURCES

For more information, please see Spirit's [Ethical Business Conduct](#) policy.

# Reporting concerns and seeking guidance

Our Code can't answer every question, so if you have concerns or need help, you should always speak up. If you know of or suspect any violations of the Code, Company policy, or the law, you owe it to Spirit and your colleagues to raise your concerns. Reporting issues helps all of us in the long run by ensuring that Spirit remains a great place to work.

There are many avenues at Spirit to report concerns or ask questions. Please refer to the "More Resources" section. You may also report concerns or ask questions through our ethics and compliance hotline. Our automated ethics reporting system is provided by *EthicsPoint*<sup>®</sup>. When you make a report, you will receive a report number and create a password so that you may call back or access the website to receive updates or provide more information.

In most locations where Spirit operates, you may file a report anonymously. Please remember, however, that the more information you give, the better Spirit can properly investigate your report.

To ensure uniformity and consistency, and to promote objectivity and quality in internal investigations, the Global Compliance office has established an investigations procedure that applies to all internal investigations regardless of the origin of the initial report.

Spirit takes every report it receives seriously, and tries to review and resolve each issue quickly. For each investigation, an investigator, or investigative team when appropriate, will be assigned to conduct a thorough, objective, timely investigation, and will comply with all local laws, regulations, and the Code.

The Company expects each of us as employees to cooperate fully, be truthful and respectful during an investigation, and not jeopardize the integrity of the investigation by discussing it with our co-workers or managers. Failure to cooperate or providing false or misleading information in a Company investigation may result in disciplinary action up to and including termination.

All information Company investigators gather during an investigation is treated with the utmost sensitivity; however, the Company cannot guarantee absolute confidentiality because information may need to be disclosed in certain situations. Furthermore, you should not view this provision as restricting or impeding your right to contact the U.S. Securities and Exchange Commission or any other governmental agency about possible violations of federal securities or other laws or regulations.

## MORE RESOURCES

Your manager will often be in the best position to help you if you need assistance. However, if you're not comfortable speaking with your manager, you should feel free to contact other members of management, Human Resources, the Legal Department, or the Global Compliance office.

 **MAIL**  
**Spirit AeroSystems, Inc.**  
**Global Compliance office**  
 PO Box 780008  
 MC 11 70  
 Wichita, KS 67278-0008 USA

 **EMAIL**  
 Compliance@spiritaero.com

## ETHICSPPOINT ONLINE PORTAL



*EthicsPoint*<sup>®</sup> is staffed 24 hours a day, 7 days a week.

 **ETHICSPPOINT 24/7 HOTLINE**

United States	<b>1-888-577-9490</b>
United Kingdom	<b>08-000328483</b>
Malaysia	<b>1-800-80-8641</b>
France	<b>0800-902500</b>

As to the investigation process, please see our [Spirit Investigation Policy](#) and [Investigations Procedure](#).

TEST YOUR **KNOWLEDGE**

**Q.** During the normal course of his work, Marco accidentally damages a fuselage. He knows that he should report the situation, but he’s worried that repairing his mistake might cost our Company a lot of money. He knows that something needs to be done, but he’s afraid of losing his job. What should he do?

**A.** The Code requires that Marco report the damage to a manager right away. Doing so will likely save our Company money in the long run and protect Spirit’s reputation. Failure to report a mistake could lead to more severe disciplinary actions than the reporting of an honest mistake. Our name is much more valuable than any amount of repair costs.

## Non-retaliation policy

Spirit won’t tolerate retaliation against any of us for raising a good faith concern, asking a question, or participating in an investigation. “Retaliation” is defined as treating an employee adversely for engaging in a legally protected activity and can include a negative job action such as discipline, demotion, termination, salary reduction, change in job or shift assignment, or giving a performance evaluation that is lower than it should be.

**MORE RESOURCES**

For more information, please see our [Discrimination and Harassment](#) and [Ethical Business Conduct](#) policies.

-----

**EMPLOYEES SHOULD NEVER HAVE TO WORRY ABOUT RETALIATION FOR A REPORT MADE IN GOOD FAITH.**

-----

“Good faith” does not mean that the investigation confirmed that the reported concern or activity was occurring or had occurred and was a violation of Spirit’s policies. Instead, it requires only that the reporter provided all known, truthful information at the time to aid in the investigation.



## Personal accountability

Spirit is committed to doing what's right, and each of us is responsible for upholding this commitment. If we fail to follow the Code and the policies that apply to our jobs, we put our co-workers, our Company, and ourselves at risk. Violating the Code subjects us to disciplinary action, up to and including termination of employment. Individuals involved may also be subject to potential criminal or civil liability.

Although the Code tries to address many situations you may encounter, it simply cannot address all of them. If you're ever in doubt or have a concern, please speak with your manager, or any resource listed in the "Reporting concerns and seeking guidance" section of the Code.

### KNOW HOW TO ACT. SEEK GUIDANCE.

If you ever find yourself in a situation where you are unsure of how to act, consider the following:

- Is it legal?
- Is it ethical?
- Is it consistent with our Code, policies, and procedures?
- Do I feel comfortable with the decision?
- Would my family or friends be proud of my decision?
- Would I want my decision or actions to be reported in the news or on the front page of the newspaper?

If the answer is "No," to any one of these questions, don't do it.



## Manager responsibility

Managers are expected to do more than simply follow the Code. Managers must create a work environment that promotes Spirit's values of Transparency, Collaboration, and Inspiration and that supports open communication and disclosure regarding ethical business conduct and legal issues and concerns.

Managers who know (or should have known) about misconduct and fail to report or otherwise respond to it will be subject to disciplinary action, up to and including termination of employment.

- Managers are to set an example through your words and actions.
- Managers, using all available resources, will assist employees in resolving concerns and answering questions, and will support employee participation in the investigation process.
- Managers will not retaliate against employees who raise concerns.
- Managers are required to escalate all potential regulatory, legal, or harassment/discrimination claims to Human Resources, the Legal Department, or the Global Compliance office.

-----  
 MANAGERS HAVE  
 AN OBLIGATION TO  
 TREAT ALL EMPLOYEES  
**WITH RESPECT.**  
 -----



# FOCUS ON OUR FELLOW EMPLOYEES

## Respecting each other

Spirit is committed to creating a world class company. We aim to have one all-inclusive team where employees' diverse perspectives are valued and used to benefit the Company as a whole. People who come from different backgrounds have different ways of seeing the world and combining those perspectives helps us find new ways to innovate and solve problems. Part of supporting diversity is ensuring that we each receive the same opportunities for success within our Company without regard to race, color, religion, national origin, gender, gender identity, marital status, pregnancy, age, physical or mental disability, veteran status, sexual orientation, genetic information, or any other legally protected characteristic. At Spirit, our hiring, training, promoting, compensation, discipline, or termination decisions are based on job qualifications, performance, and other appropriate factors.

We must also work to prevent all types of harassment. In general, "harassment" is any form of unwelcome behavior toward another person that has the purpose or effect of creating an intimidating, hostile, or offensive work environment. Such conduct may include:

- Unwanted sexual attention;
- Threats, derogatory comments, slurs, or name calling;
- Display of offensive or derogatory posters, pictures, cartoons, drawings, or gestures; or
- Assault, unwanted touching, bullying, or intimidation.

We believe in dignity and respect for all. If you feel that you or someone else is being harassed or discriminated against, contact your manager, Human Resources, or any resource listed in the "Reporting concerns and seeking guidance" section of the Code. You will not face retaliation for making a good faith report or providing information about actual or potential discrimination or harassment.

### MORE RESOURCES

For more information, please see our [Discrimination and Harassment](#) and [Global Diversity](#) policies.

### TEST YOUR KNOWLEDGE

**Q.** A spot has recently opened up in Azrina's department and her manager has tasked her with sorting through a few resumés. He tells Azrina that he only wants to see resumés from male applicants because there are already too many women on the team. What should she do?

**A.** She should contact Human Resources or another resource with whom she's comfortable. It's never okay to discriminate, even in an effort to create diversity. Azrina needs to report this situation. Her manager is violating our Code by attempting to make a hiring decision based on a legally protected characteristic. Speaking up will let Spirit resolve the issue before it escalates.

# Ensuring a safe, secure, and healthy workplace

At Spirit, employee safety is a top priority. To ensure a safe and healthy workplace, it's important for us to follow all applicable safety practices and procedures in place at all of our locations. We must also comply with all applicable laws and regulations relating to workplace health and safety. If you ever believe a situation is or could become unsafe, inform your manager immediately.

## MORE RESOURCES

For more information, see our [Safety Management Program](#) policy.

## TEST YOUR KNOWLEDGE

**Q.** Carl has just been promoted to a new position in the manufacturing facility where he works. His manager has asked him to start immediately, even though he hasn't received training on the specialized machinery he'll be using. He understands the basics, and he's sure he'll pick it up quickly. Can Carl start using this equipment before he receives training?

**A.** No. Proper training is critical to our commitment to prevent accidents and work-related injuries. Carl shouldn't perform work with any equipment that he hasn't been trained to use. Instead, he should inform his manager that he hasn't received proper training yet.

**Q.** Should the following situations be reported?

- |          |  |   |
|----------|--|---|
| <b>1</b> | A chemical spill in one of our locations that's already been cleaned up by the crew working there. | ▶ Chemicals are serious business. Even if the spill has already been safely cleaned up, a report still needs to be filed.   |
| <b>2</b> | An on-the-job injury.  | ▶ Any injuries that take place on Company premises or while doing Company business need to be reported — no matter how small.   |
| <b>3</b> | A malfunctioning piece of equipment that's been repaired successfully.                             | ▶ If a piece of equipment has broken down and been repaired, there's no need to make a report.  |
| <b>4</b> | A cracked stair at one of our local offices.   | ▶ Anything that seems unsafe needs to be reported. It doesn't matter if it's in one of our manufacturing plants or in one of our local offices. A broken stair could cause someone to trip and create an on-the-job injury. We can't let anything go unaddressed when it comes to our safety and the safety of those around us. |



## Ensuring a safe, secure, and healthy workplace

### **VIOLENCE IN THE WORKPLACE**

We have a right to feel safe at our place of work at all times. For this reason, Spirit will not tolerate acts or threats of violence in our workplace. If you ever feel threatened, report the situation to Security, a manager, or Human Resources immediately. If you ever fear immediate danger for yourself or someone else in our workplace, contact Security or the local authorities at once.

### **MORE RESOURCES**

For further information, please see our [Threat and Violence Management](#) procedure.

# Ensuring a safe, secure, and healthy workplace

## DRUG- AND ALCOHOL-FREE WORKPLACE

To do our jobs safely and efficiently, we need to report to work free from the influence of any substance that could impair our work performance or that could create an unsafe working environment. The use, possession, purchase, or sale of illegal drugs is not permitted on Company premises, on Company time, or when using Company equipment or funds.

Consuming alcohol or being under its influence during Company time, on Company premises, or while operating Company vehicles is prohibited. In limited circumstances, we may consume alcohol in moderation at Company-sponsored events or approved business functions. In these situations, we need to use good judgment and avoid drinking to excess.

Remember, Spirit always reserves the right to conduct drug and alcohol testing in accordance with applicable Company policy or government laws and regulations.

### MORE RESOURCES

For more information, please see our [Drug and Alcohol Free Workplace](#) policy.

### TEST YOUR KNOWLEDGE

**Q.** One of Emmanuel’s co-workers frequently comes back from lunch slurring her words and smelling of liquor. She performs most of her work duties normally, but sometimes staggers when she walks and needs help running her equipment. She’s a nice person, and he doesn’t want to get her in trouble. What should he do?

**A.** Emmanuel should raise his concerns with management or Human Resources. If his co-worker is working under the influence of drugs or alcohol, she is endangering everyone around her and potentially our customers. Our Company will not allow this kind of conduct.



# Ensuring a safe, secure, and healthy workplace

## PERSONAL EMPLOYEE INFORMATION

Our co-workers, as well as Spirit job applicants, trust us with their personal information. Access to and use of Company personnel records is restricted to those who are authorized and have a valid business reason to know the information for the performance of their work. It is critical that we respect the confidentiality of all personal employee data and never disclose it to any party, whether inside or outside Spirit, who does not have a business need to know the information. Always follow Company security procedures relating to safeguarding personnel records and consult with the Legal Department if you have any questions regarding local data privacy laws to ensure this information is being handled appropriately.

### MORE RESOURCES

For more information, please review our [Information Privacy](#) policy.

### TEST YOUR KNOWLEDGE

**Q.** Monica has an acquaintance who works in Spirit’s HR department. The HR employee tells Monica that one of Monica’s co-workers must be going through a messy divorce because HR has had to process wage garnishments for that co-worker’s child support payments. What should Monica do?

**A.** Employee’s personnel records, including payroll information regarding garnishments are confidential and may not be disclosed in this way. Monica should report the issue to a member of Human Resources, the Legal Department, the Global Compliance office, or make an [EthicsPoint®](#) report.





# FOCUS ON OUR CUSTOMERS & BUSINESS PARTNERS

## Ensuring the quality of our products and services

We are customer-focused in all that we do. After all, performance is our ultimate measure of success. The quality of our products and services determines the safety of aircraft passengers worldwide. To achieve the highest standards of safety for our customers, we must focus on quality all the time. Quality is the cornerstone of our brand.

To achieve high performance and maintain our reputation for delivering the highest quality goods, we must comply with quality control standards and follow contract specifications at all times. Make sure to familiarize yourself with the standards and specifications that apply to the projects you work.

Similarly, we firmly hold our suppliers accountable for assuring the quality of the goods and services they provide us.

-----

WE FURTHER ENSURE QUALITY PRODUCTS AND SERVICES TO OUR CUSTOMERS THROUGH **PROPER SUPPLY CHAIN DUE DILIGENCE, MONITORING, AND ENFORCEMENT.**

-----

**MORE RESOURCES**

---

If you have any concerns relating to quality issues, contact your manager or any resource listed in the "Reporting concerns and seeking guidance" section of the Code.



## Doing business fairly

### FAIR DEALING

Our goal is to maintain relationships of mutual trust and respect with those with whom we do business. To do so, we must ensure that our business dealings are free from unfair business practices. This means, in part, that we do not engage in:

- False or misleading advertising, or any other form of misrepresentation made in connection with sales;
- Manipulation, concealment, or abuse of privileged information;
- Untrue or misleading claims or comparison claims; or
- Unfair, false, or misleading comments about competitors' products and services.

### SELECTION AND USE OF THIRD PARTIES

We are committed to operating according to the highest standards of integrity and to complying with the requirements of all laws and regulations applicable to conducting business, including all anti-corruption laws governing Spirit's business domestically and internationally. We expect the same of any third party with whom we do business. Accordingly, any business practice that is in violation of the laws of any place where we do business or Spirit's policies and procedures is prohibited even if such practice is customary in a given country. This is extremely important when Spirit can, in some circumstances, be held liable for a third party's actions when acting on our behalf. All third parties conducting business on behalf of Spirit must abide by our Code as well as our policies and procedures.



## Doing business fairly

### COMPETITION LAWS

The United States, the European Union, and many other nations have enacted competition (or “antitrust”) laws designed to ensure that the marketplace provides equal opportunities for all businesses looking to compete. These laws typically prohibit agreements or actions among competitors and business partners that might restrain trade or reduce competition. It’s important for us to compete fairly and in accordance with the highest ethical standards.

The following situations can lead to potential violations of competition laws:

- Dealing with competitors. We do not engage in price fixing, bid rigging, market allocation, predatory pricing, or customer or supplier boycotts.
- Dealing with customers. We may not engage in “tying,” which means providing one product to a customer only if they buy a second as well.
- Participating in industry associations. We must exercise caution when attending industry association meetings by avoiding discussions about future pricing, competitive initiatives, and other information that might appear to restrain trade. Be particularly cautious of any proposed association activity that could affect competition, such as the development of product standards or an industry code or practice.
- Collecting competitive information. We must collect information about our competitors’ activities in accordance with the law. While it is appropriate to review public information about our competitors, we cannot attempt to illegally acquire a competitor’s proprietary or confidential information, including information about facilities, manufacturing capacity, technical developments, bids, or customers.

Violating competition laws can result in severe penalties for our Company, as well as fines and imprisonment for the individuals involved. For this reason, we must avoid even the appearance of taking actions or making agreements that restrict competition. The safest rule for everyday business situations is to not discuss prices, costs, our customers, or our proprietary information with a competitor.

If you have any questions about whether an action violates competition laws, contact your manager, the Legal Department, or the Global Compliance office immediately.

# Conducting international business

## THE FCPA AND OTHER ANTI-BRIBERY LAWS

Our Company has built its reputation on the quality of our goods, services, and people — not through improper, unethical, questionable, or corrupt business practices. We abide by all international and local laws and regulations that forbid commercial bribery and bribery of foreign officials and others, including but not limited to the U.S. Foreign Corrupt Practices Act (“FCPA”) and the U.K. Bribery Act.

-----

**WE MAY NOT OFFER OR PAY BRIBES, KICKBACKS, OR OTHER SIMILAR PAYMENTS TO ANY PERSON, ORGANIZATION, OR FOREIGN GOVERNMENT OFFICIAL TO SECURE IMPROPER ADVANTAGES FOR OUR BUSINESS.**

-----

Keep in mind that, because Spirit is an international company, a “foreign” government official for purposes of anti-corruption compliance may be a local government official to you. The term also includes officials or candidates of political parties and employees of state-owned companies or companies in which the local government holds a significant stake. If you have any questions about whether the person you are dealing with would be considered a foreign government official, ask the Global Compliance office immediately.

Keep in mind that “bribes” can mean anything of value offered and/or given to someone with the intent of obtaining favorable treatment. They also include indirect payments or gifts to a third party, such as a consultant, contractor, partner, agent, or supplier, who in turn is likely to offer a bribe. A “kickback” refers to a return of a sum already paid or due to be paid as a reward for making or helping to arrange a business transaction.

“Facilitating payments” are payments made to help ensure that public officials perform non-discretionary tasks that are part of their normal job function, such as processing visas and issuing export or import licenses. Our Company prohibits making such payments, with a limited exception for situations where, in their judgment, there is a risk to their, or another’s, personal safety (i.e. Life, Limb, or Liberty). We must ensure that all requests for facilitating payments are reported to the Chief Information Security Officer (“CISO”) and VP, Global Compliance as soon as practical, and in the case of a personal safety exception, after safety is assured.

If someone asks you to make an improper payment or account for a transaction in an incorrect manner, or if you suspect that a transaction may involve an improper payment, report it promptly through [EthicsPoint®](#). Because anti-corruption rules can be complex, contact the Legal Department or the Global Compliance office before offering even the smallest courtesies to any government employees.

## MORE RESOURCES

For more information, see *Spirit’s Anti-Corruption and Bribery* policy.

## TEST YOUR KNOWLEDGE

**Q.** Spirit is expanding into a new country and Nora has been put in charge of submitting all of the necessary paperwork to get things started. After submitting the paperwork, Nora finds out that the process could take eight months, which is four times longer than anticipated. A local government official tells Nora that he can get everything approved within two months for a large fee. Can Nora pay the fee for faster service?

**A.** No. Nora should decline the request to pay the facilitating payment and report the incident to the CISO and VP, Global Compliance immediately as it’s possible this may be seen as a bribe to a government official, and bribing government officials isn’t just a violation of our Code — it’s also illegal.

# Conducting international business

## TRADE CONTROLS

Every day, Spirit supplies aerostructures and supporting systems to companies around the globe. Our global focus requires those of us involved in export and import activities to know and comply with the laws governing international trade.

An “export” is defined as the transfer of goods, services, software, technical data, or technology to a foreign person, entity, or destination, regardless of whether that person is inside or outside the United States. Export activity is strictly regulated and may at times be prohibited, depending on the item being sent and its destination.

“Import” activity, or bringing the products we purchase from third parties across country borders, is also frequently subject to various laws and regulations. In particular, it may require the payment of duties and taxes, as well as the filing of documentation.

For certain countries, known as “sanctioned countries,” the U.S. and other governments have enacted a particular or complete ban on any import or export activities. Although not a complete listing, trade control bans and restrictions govern the following:

- Exports or re-exports to a sanctioned country
- Imports or dealings with property originating from a sanctioned country
- Assisting another company or person doing business with or in a sanctioned country
- Financial transactions resulting from travel to, within, or from a sanctioned country
- New investments and other dealings in a sanctioned country or with designated individuals
- Transfer of restricted software, technical data, or technology via email, download, service work, meetings, or visits to Spirit facilities
- Export of articles or services designed or adaptable for military application

The list of sanctioned countries and restrictions is subject to frequent change. Violating trade control laws and regulations can result in serious penalties, including fines, revocation of exporting privileges, and imprisonment.

## MORE RESOURCES

If your work involves the sale or shipment of products, technologies, or services to foreign consumers, make sure you keep up-to-date with the rules that apply to your work and our [Export Compliance](#) policy. If you have questions, seek guidance from the company’s Trade Compliance organization before engaging in the activity.

## TEST YOUR KNOWLEDGE

**Q.** While discussing a contract with a customer, Zacharie learns that the products we are exporting to the customer will eventually be shipped to a sanctioned country. Is it okay for him to agree to the deal?

**A.** No. Zacharie cannot bypass export regulations by shipping goods through another country. This is called “re-exporting,” or transferring exported products from the original foreign recipient to another foreign recipient. If he knows about this transfer and doesn’t attempt to prevent it, he may be held liable. He should contact the Trade Compliance organization if he has questions regarding export laws and regulations.





## Conducting international business

### ANTI-BOYCOTT LAWS

U.S. law prohibits companies from complying with boycotts that are not sanctioned by the United States, such as the Arab League boycott of Israel. Requests for boycott cooperation may be oral or written, and often appear in bid or proposal materials from countries that support a boycott. Often, these requests are not obvious. Even letters of credit and shipping instructions may contain such requests. We are required by law to report requests to

participate in an unsanctioned boycott or for information supportive of an unsanctioned boycott, even when we decline the request. If you receive a request to participate in a prohibited trade practice, you must immediately contact the Global Compliance office. Ignoring a request is not enough. In fact, ignoring a request is often viewed as an agreement to that request.

# Protecting third-party intellectual property and information

Our customers entrust us with their confidential and proprietary information and intellectual property (“IP”).

-----

**WE HAVE A DUTY TO SAFEGUARD THIS INFORMATION AND PROTECT IT JUST AS CAREFULLY AS WE PROTECT OUR OWN.**

-----

In this context, IP includes patents, trademarks, copyrights, trade secrets, and other proprietary information and expertise. We must carefully follow all applicable security measures and follow the IP protection plans set forth for each customer as required by contract and/or the law.

We must also protect our third-party business partners’ proprietary information and never disclose it to anyone, whether inside or outside Spirit, who does not have a business need to know it. In addition, we have a duty to safeguard the IP of our other business partners and to respect all other valid third-party IP rights by keeping this information separate from other customers. This means we must be cautious to never reproduce or use such property, software, or other technology except as permitted by an applicable license agreement or by law. Unauthorized use of third-party IP may expose our Company to civil lawsuits and damages.

We must also ensure that we never use, obtain, accept, or receive any information to which Spirit is not clearly and legitimately entitled. For example, if a Spirit employee is offered information about a third party such as a supplier, customer, or potential customer from an improper source, the employee should not accept or use that information. As a general rule, if similar information about Spirit is confidential, then we should assume that information about a third party is also confidential and treat it accordingly. If you are uncertain about the confidential status of information or whether the information was obtained properly, contact your manager, the Legal Department, or the Global Compliance office.

## MORE RESOURCES

Be sure to familiarize yourself with our [Program Intellectual Property Risk Management](#) policy.

## TEST YOUR KNOWLEDGE

**Q.** A manager from another Spirit team has contacted Catalina for information about one of our customers. Catalina happens to know that his team deals mainly with this customer’s largest competitor. She’s not sure she should reveal the requested information to him, even though he works for Spirit. What should she do?

**A.** Catalina should check the IP protection plans for both customers’ contracts. Keeping customer proprietary information properly separated and protected is critical and should be one of her main concerns at all times. If she still has questions after consulting the plan, she should contact her manager, the Legal Department, or the Global Compliance office.



## Serving our government customers

-----

SPIRIT'S RELATIONSHIPS WITH VARIOUS U.S. GOVERNMENT AGENCIES ARE **KEY TO OUR SUCCESS.**

-----

Those of us who negotiate, manage, or fulfill Spirit's contracts with governmental agencies must understand and follow all applicable laws, regulations, and Company policies that govern our interactions with government customers, including all security procedures. These regulations are very strict, and it is our responsibility to know and fully comply with their requirements.

If you have any questions about a government contract or subcontract, contact your manager or the Legal Department before taking any action. Please note that violations of applicable laws and regulations can result in serious consequences for both the individual(s) involved and our Company, including substantial fines, civil and criminal charges and penalties, and loss of existing and future government business.

# Serving our government customers

## CONTRACT BID AND NEGOTIATION LAWS AND REGULATIONS

The Federal Acquisition Regulation ("FAR"), Truth in Negotiations Act ("TINA"), and various other laws establish a number of procedures for bidding, negotiating, and contracting with U.S. government agencies. These laws have strict requirements that we must follow.

We must make sure that we:

- Make only accurate and complete representations to our government customers
- Never obtain or use sensitive procurement information about the selection process or competitor bids that would give our Company an unfair competitive advantage
- Use only accurate and complete figures as the basis for pricing on bids for government contracts
- Fully disclose all cost and pricing data during the contract proposal and negotiation phase

-----

## WE MUST BE CAREFUL WHEN INTERACTING WITH GOVERNMENT EMPLOYEES REGARDING ISSUES OUTSIDE OF PROPOSED GOVERNMENT CONTRACTS.

-----

We may not engage any company owned by a government employee to be a Spirit supplier, subcontractor or business partner. In addition, we may not discuss employment with or offer a job to a government employee (or his or her relative) who is involved in awarding or administering contracts with our Company. Finally, be careful to never engage a third party who claims to have influence with government employees or who you believe may exert improper influence to win a government contract.

## TEST YOUR KNOWLEDGE

**Q.** A project under a government contract that Juliet is working on has fallen behind schedule because of its many testing requirements. The tests seem repetitive and skipping a few isn't likely to affect the quality of the final product. Is it okay if Juliet conducts only those tests that she thinks are absolutely necessary? This will save Spirit time and money.

**A.** No. Juliet must conduct all tests required by the government contract and accurately record all results. Failure to follow proper testing procedures set forth in a contract can result in injury to other persons and property. It can also lead to expensive fines and can prevent future contracts, so stopping tests won't save us time or money in the long run.

**Q.** Bruce has just found out that one of our suppliers has reduced its prices. The prices quoted in a pending government contract are no longer accurate. What should he do?

**A.** He should contact management or the Legal Department for guidance. The government customer will need to be notified, but we should always contact the Legal Department before disclosing information like this.



## Serving our government customers

### THE ANTI-KICKBACK ACT

Under no circumstances may we ever give gifts, favors, or anything of value, or provide any kind of kickbacks, to induce an actual or potential government customer to purchase services from Spirit. Similarly, we cannot solicit or accept a kickback. If you have further questions about kickbacks or bribes, reference the “FCPA and Other Anti-Bribery Laws” section of this Code.

### GOVERNMENT CONTRACT FULFILLMENT LAWS AND REGULATIONS

When we’re working on a government contract, special rules and regulations apply. As a guiding principle, we must comply with our standard guideline of fair dealing and must always be truthful and accurate when dealing with government employees and agencies. In particular, we must:

- Ensure that our facility’s reports, certifications, and statements to the government are current, accurate, and complete
- Follow all contract terms and obtain authorization before deviating from contract specifications
- Submit accurate cost and pricing data
- Never dispose of records or evidence relating to a government contract before the required retention period has ended
- Never use government property, equipment, or supplies for purposes other than those stated in the contract

If you are part of a team working on a government contract, be sure you understand the rules and regulations that apply to you.

### CLASSIFIED GOVERNMENT INFORMATION

If our work involves the U.S. government, we may be trusted with classified information. We must protect this information at all times and may only disclose it to individuals who have a business need to know it and who have the appropriate government clearance. If your work requires you to maintain a security clearance and you are privy to classified information, be sure to familiarize yourself with and diligently follow our security measures.



## International labor laws

As good corporate citizens, we uphold human rights in the communities where we live and work. This means we comply with all applicable employment and labor laws in the locations where our Company conducts business, including those that regulate working hours, workers' rights, and wages and benefits. If you know or suspect that a violation of human rights or labor laws is taking place, report this immediately to the Global Compliance office.

## Human trafficking

At Spirit, we firmly believe in respecting others, and a big part of that is our dedication to supporting individual human rights. Our Company has zero tolerance for the use of child labor, forced labor, or human trafficking practices. We will not knowingly do business with any subcontractors, business partners, suppliers, or other third parties who violate this policy.

Any concerns relating to child labor, forced labor, or human trafficking practices must be reported immediately to your manager or the Global Compliance office. If you have any questions regarding our Company's commitment to upholding human rights, please consult our [Anti-Slavery/Human Trafficking](#) policy.

## Conflict minerals

Many of Spirit's superior products may contain the essential minerals tin, tungsten, tantalum, and gold. While these minerals can be acquired in various parts of the world, many of them can be traced back to locations where human rights abuses are committed. In these countries, armed forces are often involved in the transportation of these minerals and the funding of the mineral extraction process — thus, the origin of the term "conflict minerals."

We believe in enriching our global communities, not destroying them. Spirit takes efforts to ensure that the minerals we use in our products are not mined or transported from areas where war and conflict reign. We will not tolerate, profit from, or otherwise knowingly contribute to inhumane or degrading treatment related to or in connection with the procurement of these minerals.

Furthermore, Spirit will not engage in any direct or indirect support of armed groups when procuring these minerals. We owe it to our Company and our global communities to avoid the use of conflict minerals, so if you have any concerns about our sourcing practices or those of our business partners, you should speak up right away.

For more information on conflict minerals, please see our [Conflict Minerals](#) policy.



# FOCUS ON OUR SHAREHOLDERS

## Keeping accurate records

OUR CUSTOMERS, SHAREHOLDERS, AND OTHER KEY STAKEHOLDERS  
**TRUST US TO BE TRANSPARENT.**

The integrity of our financial records is crucial to maintaining that trust. Our Company's records and financial statements must always provide an honest picture of Spirit's transactions and financial condition.

To ensure accurate and honest financial reporting, we must record, classify, and summarize all transactions in accordance with Spirit's internal control procedures that comply with generally accepted accounting principles ("GAAP") and applicable laws and regulations. We must never create, or encourage others to create, records that are intended to mislead or conceal improper activity. Such conduct violates Company policy and possibly the law.

We all make records of some kind, whether it's timekeeping records, expense reports, business records, or other financial statements, and we have a responsibility to make sure that our records are accurate. Financial and accounting officers and personnel have a special duty to ensure the full, fair, accurate, timely, and understandable disclosure of Spirit's financial results and condition. If you are unsure how to properly record a transaction, contact your manager or the Global Compliance office.

We must provide all information or records requested by management or external or internal investigators. This means we may not hide, alter, or destroy any information or records covered by such requests. When speaking with internal or external investigators, you may never make untrue or misleading statements, or encourage anyone else to do so. If you are contacted directly about an external investigation, be sure to notify our Legal Department.

### TEST YOUR KNOWLEDGE

**Q.** One of Samad's co-workers often comes to work late or leaves early, but records a full day. The other day, he asked her about it. She shrugged and told him to worry about his own timecard. Samad doesn't want to get her in trouble, but feels like this might be a Code violation. What should he do?

**A.** Samad should report this conduct so that it can be investigated. Employees are responsible for accurately and diligently recording their time consistent with company policies and procedures. Our Company uses timekeeping and other data to generate valuable financial and strategic information. Failing to report time honestly and accurately not only means that our Company can't rely on this information for planning, but could also mean that the records Spirit files publicly are inaccurate.

# Keeping accurate records

## RECORDS RETENTION

We must follow applicable records retention guidelines at all times. Our Company has adopted guidelines, including Records and Information Management (“RIM”) procedures, instructions, and records retention schedules, to assist us in knowing when documents should be stored or destroyed. If there is no legal or business reason to preserve a document, you should dispose of it in accordance with our [Records and Information Management](#) policy. You must identify and manage all records you create and use in accordance with these guidelines.

If a manager or the Legal Department directs you to preserve or retain certain documents, whether through the issuance of a legal hold or otherwise, follow those instructions carefully.

### TEST YOUR KNOWLEDGE

**Q.** Read the text conversation below and choose the best response for Jason to give his manager, Debra.

Debra: *Hey! Are you at the office? I need help.*

Jason: *Yeah, I’m here. What do you need?*

Debra: *I just realized there is a mistake in one of the documents they put on legal hold. We need to change it. Can you make the change for me?*

**A1.** *No way! We can’t change those on our own. It’s okay if the info isn’t correct.*

Incorrect. Jason is right that Debra shouldn’t change records under a legal hold, but that doesn’t mean that the error should be ignored.

**A2.** *I don’t think those can be altered without approval. I’m not sure what to do. Let’s check the legal hold notice and see who to contact before we do anything.*

Correct! Jason and Debra don’t need to handle this on their own. It’s true that records under a legal hold should never be changed without permission, but the situation still needs to be reported and handled appropriately.

**A3.** *Sure, what do you need me to change? We want to make sure everything is correct!*

Incorrect. It’s important for our records to be correct, but documents under a legal hold shouldn’t be altered without permission. Jason and Debra should report the mistake to the Legal Department to determine next steps.



## Avoiding conflicts of interest

A “conflict of interest” arises when our personal interests interfere, or appear to interfere, with our ability to perform our jobs effectively and without bias.

-----

**WE MUST AVOID ANY INTEREST, INVESTMENT, OR ASSOCIATION IN WHICH A CONFLICT OF INTEREST MIGHT ARISE.**

-----

If you are, or believe you might be, involved in a conflict of interest, disclose it promptly by contacting the Global Compliance office or by filling out the Conflict of Interest Review Form.

The following sections describe situations where conflicts of interest commonly arise. Remember, the important thing is to avoid even the appearance of bias.

### MORE RESOURCES

The Conflict of Interest Review Form is available on the Global Compliance homepage at <http://inside.spiritaero.com/law/corporatecompliance/>

If you have any questions involving a potential conflict of interest, please review our [Ethical Business Conduct](#) policy or consult a manager or the Global Compliance office.

# Avoiding conflicts of interest

## GIFTS AND ENTERTAINMENT

Providing appropriate business gifts and entertainment can help strengthen our working relationships with our suppliers and customers. However, good judgment, discretion, and moderation should always serve as our guide. Giving business courtesies is not appropriate if doing so makes us appear biased or as if we are attempting to influence a business decision.

“**Gifts**” commonly include items of value, goods, and services, as well as meals or entertainment. You may give and accept gifts that meet all of the following criteria:

- Limited in value
- Will not be viewed as a bribe or payoff
- Consistent with generally accepted business practices and ethical standards
- Will promote successful working relationships and goodwill
- Would not reflect negatively on our Company if disclosed to the public
- Not cash or cash equivalents (including gift certificates and vouchers unless issued to a specific retailer and a value of \$50 or less)

“**Entertainment**” includes events that both you and your guests attend, such as meals, sporting events, or concerts. You may offer entertainment when it meets all of the following criteria:

- Hosted in a setting that is appropriate for business
- Reasonable
- Unsolicited

We may never solicit gifts or entertainment from anyone for any reason. The key thing to consider is whether a gift or entertainment would be perceived as an attempt to influence business decisions or to gain an unfair business advantage. For more information, please review our [Ethical Business Conduct](#) policy.

### MORE RESOURCES

It is important to note that there are additional guidelines that govern the exchange of gifts and entertainment with government employees. Please see “[The FCPA and other anti-bribery laws](#)” and “[Serving our government customers](#)” sections of the Code for more information.

## TEST YOUR KNOWLEDGE

**Q.** Devon is in charge of finding a space to host a small sales conference. He’s been looking at various hotels and when he mentions to one of the hotel managers that he’s from Spirit, she seems very impressed. Wanting to win his business, she offers Devon and his wife a weekend stay at the hotel with vouchers to use at their exclusive day spa. Devon politely turns the manager down. A nice hotel stay would be relaxing, but he thinks that the gift may be seen as a bribe. Was it really necessary for him to turn down the gift?

**A.** Yes, refusing the gift was absolutely necessary. The hotel manager was trying to gain Spirit’s business by bribing Devon with expensive gifts. By turning her down, he acted in the best interest of the Company and saved us from possible legal trouble.

**Q.** Tristan would like to send a customer a New Year’s gift basket to show Spirit’s appreciation for their continued business. The basket is valued at U.S. \$100. Is this an appropriate gift?

**A.** Yes. As long as his customer is not in any way employed by the government, this gift is appropriate because it’s unsolicited and nominal in value. Since Tristan is thanking the customer for past business and fostering a good working relationship, the basket will not impair, or appear to impair, his customer’s ability to make fair, impartial decisions. If, on the other hand, he were to receive a gift basket valued at U.S. \$100, he should share its contents with his work group rather than keep it for himself.

# Avoiding conflicts of interest

## BUSINESS RELATIONSHIPS WITH RELATIVES AND FRIENDS

Working or doing business with relatives (including anyone related to you by blood or marriage, and anyone who lives with you or is financially dependent upon you) and close friends can result in a conflict of interest, or the appearance of a conflict. For this reason, you should never be involved with or attempt to influence the bidding, negotiating, or contracting process between our Company and a relative or close friend, or even yourself if you happen to own an outside business. If you find yourself in such a situation, remove yourself from the selection process and disclose the situation immediately to your manager, Human Resources, or the Global Compliance office.

## EMPLOYEE RELATIONSHIPS

To ensure that everyone is treated fairly at Spirit, and to avoid the appearance of favoritism or improper influence, no one should be put in a position of supervising or managing a relative. In addition, we may not audit, approve, or evaluate the work product of a relative, nor may we work within the chain of command of an executive who is a relative. If you have such a relationship or wish to request an exception to these rules, please contact Human Resources or the Global Compliance office.

### TEST YOUR KNOWLEDGE

**Q.** Alicia needs to hire a new direct report in the Marketing Department. Her brother has marketing experience and hiring him would save Alicia the trouble of posting the job, sorting through resumés, and conducting interviews. She knows that he'd do a fantastic job. Is it okay for her to hire him?

**A.** Spirit values referrals. It's a great way to find exceptional talent. But, Alicia should never be in a position to supervise a family member. Even if she knows that her relationship won't affect her business decisions, it could still give the appearance of favoritism. Her brother is welcome to apply to work in a different department, but Alicia will need to remove herself from the hiring process entirely.



# Avoiding conflicts of interest

## OUTSIDE EMPLOYMENT

We must be careful when taking outside employment, including board memberships (profit/nonprofit), as such activity can interfere with our assigned duties, work schedules, and job performance at Spirit. If you engage in self-employment or other outside employment in areas similar to those in which Spirit is involved, disclose it promptly by contacting the Global Compliance office or by filling out the Conflict of Interest Review Form.

-----

OF COURSE, YOU SHOULD NEVER USE SPIRIT FACILITIES, EQUIPMENT, OR OTHER PROPERTY **FOR ANOTHER EMPLOYER.**

-----

In addition, working for a Spirit competitor, supplier, or business partner presents a potential conflict of interest. If you are in such a position, disclose the situation promptly to your manager, Human Resources, or the Global Compliance office.

## INVESTMENTS IN SUPPLIERS, BUSINESS PARTNERS, AND COMPETITORS

Having a financial interest in any Spirit supplier, customer, or competitor can create a conflict of interest if you are overseeing any contracts, processes, products, or business decisions affecting that company. If you have a financial interest in any Spirit supplier, customer, or competitor, you must contact the Global Compliance office or fill out the Conflict of Interest Review Form.

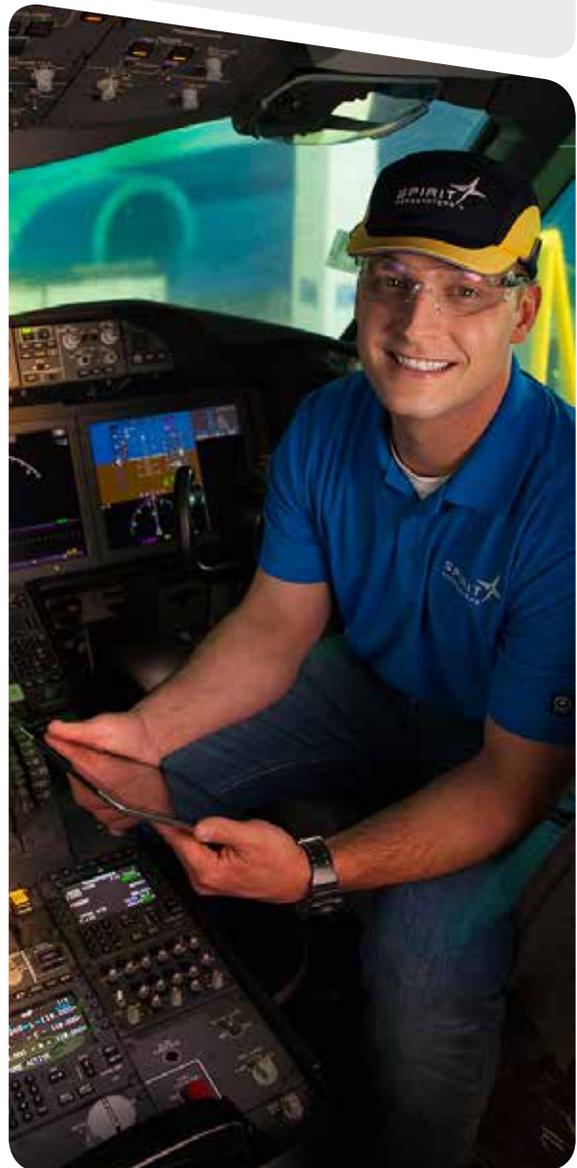
## CORPORATE OPPORTUNITIES

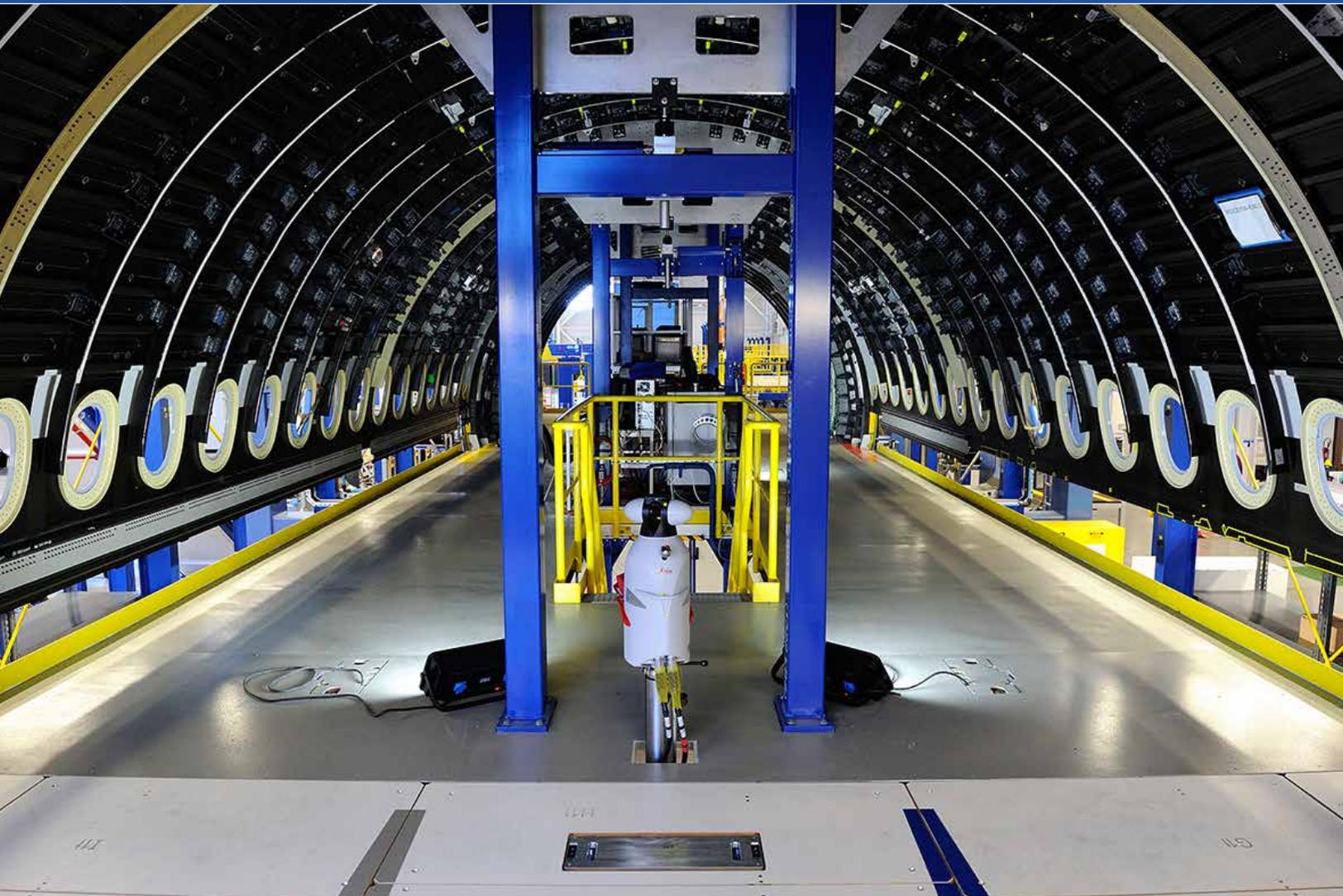
During our employment with Spirit, we may learn about interesting business opportunities. These opportunities belong first and foremost to our Company. We may only take advantage of these opportunities after our Company has been informed of the opportunity, has had a chance to evaluate it, and has decided not to act on it.

### MORE RESOURCES

The Conflict of Interest Review Form is available on the Global Compliance homepage at <http://inside.spiritaero.com/law/corporatecompliance/>

For more information, please review our [Ethical Business Conduct](#) policy.





## Safeguarding company assets and information

Our Company's assets — including physical assets, information, technology, intellectual property, and our reputation — are crucial to our success. We must all work to prevent Spirit's assets from being stolen, damaged, misused, or destroyed.

### PHYSICAL ASSETS

It's our responsibility to safeguard all of Spirit's physical assets from harm, loss, or misuse. We should only use them for appropriate and authorized business purposes. Physical assets include funds, equipment, materials, systems, data, and supplies. We must treat all goods entrusted to us with the greatest possible care.

### SPIRIT INFORMATION AND INTELLECTUAL PROPERTY

None of us may ever disclose confidential or proprietary information about our Company to anyone inside or outside our Company, except when specifically authorized to do so and only on a need-to-know basis. If you have access to such information or data, do not communicate it to anyone unless you are required to do so by law or have received specific authorization.

Each of us has a responsibility to take steps to protect Spirit's IP and preserve its rights over such property. We must work to establish, protect, maintain, and defend our Company's rights in all IP, and strive to use those rights in responsible ways.

# Safeguarding company assets and information

## PROPER USE OF TECHNOLOGY

Computers and electronic information are essential tools that support our business. We always need to ensure that we use technology with our values in mind.

-----

ALTHOUGH SPIRIT ALLOWS LIMITED PERSONAL USE OF COMPANY RESOURCES, **WE ARE EXPECTED TO USE GOOD JUDGMENT.**

-----

We may not use these technologies in connection with any illegal activities; post religious or political messages; communicate inappropriate, sexually explicit, or offensive statements that would be a violation of Spirit's *Discrimination and Harassment* policy; conduct business for another company; or send unauthorized solicitations. As a rule, do not use Spirit technology in any manner that could embarrass you or harm Spirit's reputation.

Compose email, instant messages, and text messages with the same care you take in composing any other Company document. Electronic messages, both personal and business, are lasting and recoverable written records and can easily be copied and forwarded worldwide without your knowledge or consent. Never use these resources to send anything inappropriate. If you wouldn't say it in person, don't say it over email or IM.

You should not expect privacy when using corporate email or the Internet, or when accessing personal accounts using Company assets. Our Company reserves the right to monitor email and Internet access to ensure they are used responsibly and professionally. Spirit also reserves the right to block offensive, illegal, and non-business related sites, and to intercept the entire content of any messages or files transmitted or stored in its system. This includes information that has been deleted by users — just because a message has been deleted, it doesn't mean that it's not recoverable. Monitoring activities, when undertaken, will comply with all local laws and regulations.

## MORE RESOURCES

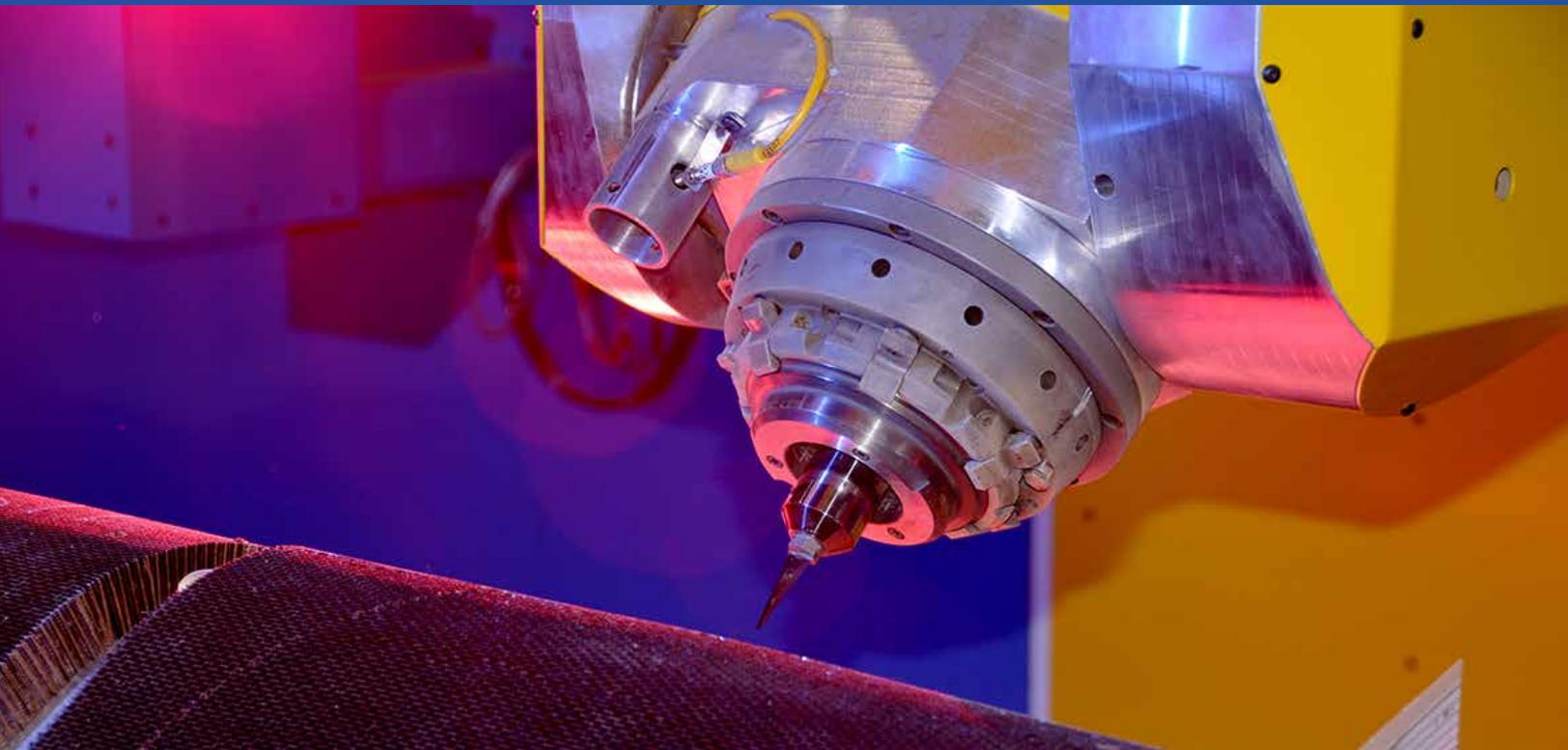
For more information, see our *Acceptable Use* and related Information Technology policies.

## TEST YOUR KNOWLEDGE

**Q.** Priya's co-worker Levi sometimes sends emails containing jokes to the entire team. The jokes are usually harmless, but recently the jokes have become inappropriate. Many of them make fun of minorities, and it's making Priya very uncomfortable. She knows that Levi isn't trying to be malicious — he just thinks the jokes are funny — and she doesn't want to get him in trouble. What should she do?

**A.** Priya should report Levi's behavior. Levi may think his jokes are harmless, but they're still inappropriate. On top of that, Priya may not be the only person on the team who feels uncomfortable. By making a report, she'll end up benefiting her co-workers as well.





# Safeguarding company assets and information

## INSIDER THREAT

We all play an important role in protecting Spirit against insider threats, or anyone who has the opportunity, capability, and intent to compromise classified or sensitive information. It is our responsibility to watch for irregular or suspicious behavior and report it when we see it.

The threat posed by insider activity has the potential to endanger lives, compromise resources, and prevent us from executing on our work. Anyone can become an insider threat, and they can target anything. Sometimes they are unaware and simply create vulnerabilities for others to use to their advantage.

If you hear about or see someone downloading or copying files without authorization, keeping critical assets at home, or asking for critical assets that they have not been authorized to use, you should report the incident to your manager, Insider Threat Program Senior Official (“ITPSO”), Facility Security Officer (“FSO”), Human Resources, or to the Global Compliance office. Employees can also report concerns via [EthicsPoint®](#). Spirit takes security of our information seriously, so if you see something, say something.

-----  
**MALICIOUS INSIDERS  
 GO AFTER ANYTHING  
 THEY CAN USE TO  
 INFLECT HARM ON  
 THE COMPANY.**  
 -----

## SPIRIT’S NAME AND REPUTATION

To protect our Company’s reputation, it’s important for us to speak to the press, analysts, investors, and other outside parties with one cohesive voice, and only authorized individuals may speak on behalf of Spirit. Requests from the media should be promptly forwarded to Corporate Communications and requests from analysts should be forwarded to Investor Relations. All inquiries related to a pending or threatened legal matter should be coordinated with the Legal Department. Please refer to the following corporate policies and procedures: [Release of Information Outside the Company](#), [Release of Information Review Process](#), and [Manage Shareholders](#).

# Safeguarding company assets and information

## SOCIAL MEDIA

Social media is a powerful tool — we use multiple social media platforms to help promote our business and engage with our customers. We designate experienced Company representatives to help develop and manage our social media activity. They make sure we provide truthful, accurate information in a way that’s consistent with our values.

-----

## EMPLOYEES SHOULD NOT SPEAK ON BEHALF OF THE COMPANY THROUGH SOCIAL MEDIA CHANNELS.

-----

The Company’s social media presence is managed by the Corporate Communications office.

As for the rest of us, we’re free to use social media as we please. However, there are a couple of pitfalls we need to avoid. First, we should always be careful not to give the impression that the views and opinions we express online are also those of Spirit, or that we speak on the Company’s behalf. Also, keep in mind that our responsibility to protect Spirit’s confidential information applies to our online activities too.

## MORE RESOURCES

---

See Spirit’s [Employee Use of Social Media](#) policy for more information.

## TEST YOUR KNOWLEDGE

---

**Q.** Is the following an appropriate post to share on social media? “I had to meet with one of Spirit’s suppliers today — he’s so annoying. I think I need a drink...or five!!”

**A.** No, you are prohibited from posting about Spirit except pursuant to the following policy and procedure: [Release of Information Outside the Company](#) and [Release of Information Review Process](#).

**Q.** Is the following an appropriate post to share on social media? “I heard that my company might be expanding into a country in Asia. I wonder if they’d let me move? You know I love adventure.”

**A.** No, you are prohibited from posting about Spirit except pursuant to the following policy and procedure: [Release of Information Outside the Company](#) and [Release of Information Review Process](#).

**Q.** Is the following an appropriate post to share on social media? “Work is crazy lately. I’m overdue for a vacation! Where should I go?”

**A.** It’s perfectly okay for us to let off steam every now and then. As long as you aren’t insulting anyone or revealing any confidential information, it’s fine to post this. But keep in mind that if you are having trouble, you should speak with your manager for help.

# Using inside information properly

In the normal course of doing business for Spirit, we may receive information about our Company, customers, or business partners that is not available to the general public. There are prohibitions regarding trading in securities of a company when you are aware of inside information about that company. "Inside" information includes any nonpublic information about a company that a reasonable investor is likely to consider important in making an investment decision regarding that company. You should review and follow the guidance provided in the Company's [Insider Trading](#) policy before executing any trade of Spirit stock.

We must be particularly cautious to not disclose inside information to anyone who does not have a business need to know it, including friends and relatives. "Tipping," or providing insider information to another person and therefore enabling that person to buy or sell securities of a company based on inside information, is also a serious violation of securities laws.

Inside information could include:

- Confidential information about a pending merger, acquisition, or other transaction
- A substantial contract award or termination
- Nonpublic information about a major lawsuit
- A significant technology breakthrough or failure
- The gain or loss of a significant customer or supplier
- The filing of a bankruptcy petition before it has become a matter of public record

## MORE RESOURCES

Insider trading regulations are complex, and consequences for violations are severe. If you have any questions or concerns, always consult our [Insider Trading](#) policy or contact the Legal Department before acting.





# FOCUS ON OUR COMMUNITIES

## Caring for our environment

Our Company is committed to helping the environment. Not only do we comply with applicable environmental statutes and regulations in all countries where we operate, we also continuously improve our environmental performance in all of our operations.

-----

WE BELIEVE WE HAVE A DUTY  
TO **MINIMIZE THE IMPACT**  
OUR OPERATIONS HAVE ON  
THE ENVIRONMENT.

-----

We promote sustainability in our business activities and are actively engaged in reclamation projects.

### MORE RESOURCES

---

For additional information, please see our [Environmental Management Program](#) policy.

### TEST YOUR KNOWLEDGE

---

**Q.** Darnel is working with a contractor on one of Spirit's reclamation projects. Some of the contractor's workers have hinted that the contractor's project strategies aren't consistent with environmental requirements. Darnel doesn't think it matters — after all, Spirit isn't doing the work and the contractor is probably saving the Company money by cutting corners. Is he right?

**A.** No, Darnel isn't right. Ignoring any illegal or unethical acts is never the right thing to do. In addition, what the contractor is doing might expose Spirit to legal liabilities. Darnel needs to report the situation to any resource listed in the "Reporting concerns and seeking guidance" section of the Code immediately.



## Participating in political and charitable activities

The right to participate in the political process and to engage in political activities is a personal choice that Spirit supports and respects. However, when engaging in personal civic and political affairs,

-----

**WE MUST MAKE IT CLEAR THAT OUR VIEWS AND ACTIONS ARE OUR OWN, AND NOT THOSE OF OUR COMPANY.**

-----

We may not use Company resources or work time to support political parties, causes or candidates, or to promote our political views.

Corporate political activity is strictly regulated. For that reason, Spirit’s name must not be used to endorse any candidate. All political contributions made by our Company must be made to support candidates and activities aligned with our Company’s positions on issues of importance to its business. The Executive Vice President, Chief Administration Officer must approve in advance any corporate political activity, such as supporting a position on referendum or ballot issues, as well as visits to Spirit facilities by political candidates.

### MORE **RESOURCES**

For further information, please see our [Political Activities and Lobbying](#) policy.

### TEST YOUR **KNOWLEDGE**

**Q.** Recently, a state representative came to speak at our facility. Vivian thought our Company couldn’t endorse any political candidates. She personally dislikes this politician, and she’s upset that he was even on Company premises. What can she do about this?

**A.** Actually, under certain circumstances politicians may visit Company premises, as long as the event is coordinated with the Executive Vice President, Chief Administration Officer. While our Company can’t use its name to endorse a candidate, Spirit’s name may be used to support a candidate’s position that promotes the interests of our Company. If Vivian has questions or concerns about corporate or personal political activities, she should speak with her manager or any resource listed in the “Reporting concerns and seeking guidance” section of the Code.

# Waivers of the Code

Waivers of certain provisions of this Code by our Company may be deemed appropriate in rare circumstances. If you believe that a waiver may be appropriate, discuss the matter with the Global Compliance office. Waivers for directors and executive officers of Spirit may be made only by the Board of Directors or a committee of the Board. Waivers will be disclosed as required by regulation or law.