

**TRANSDIGM GROUP INCORPORATED  
CHARTER OF THE COMPENSATION COMMITTEE  
OF THE BOARD OF DIRECTORS**

**Adopted March 14, 2006**

**A. Purposes of the Committee**

The purposes of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of TransDigm Group Incorporated (the “Company”) are to (1) discharge the Board’s responsibilities relating to the compensation of the Company’s executives and directors, (2) oversee the Company’s compensation and employee benefit plans and practices, (3) administer the Company’s stock option plans and determine the degree and extent of awards granted thereunder and (4) produce an annual report on executive compensation for inclusion in the Company’s proxy statement, if required by applicable rules and regulations of the Securities and Exchange Commission (the “SEC”).

**B. Composition of the Committee**

The Committee shall consist of no fewer than three directors. The members of the Committee shall be appointed and serve at the pleasure of the Board. Vacancies on the Committee may be filled by the Board, and members of the Committee may be removed only by the Board. The selection of the members of the Committee shall be made in accordance with the applicable corporate governance rules of the New York Stock Exchange (the “NYSE”), subject to any election by the Company to be treated as a “controlled company” within the meaning of the NYSE rules, or such other national securities exchange or stock market on which the Company’s securities may be listed.

**C. Meetings and Procedures of the Committee**

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities. The Board shall designate one member of the Committee as its Chairperson. The Chairperson will, in conjunction with appropriate members of the Committee and management, establish the meeting calendar and set the agenda for each meeting. Committee members may suggest the inclusion of matters for the agenda. The Chairperson of the Committee or a majority of the members of the Committee may call special meetings of the Committee. The Committee may form subcommittees of not fewer than two members for any purpose within the scope of this Charter that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate.

The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such information as the Committee requests.

The Committee may, in its discretion, meet in executive session outside the presence of the Company’s executive officers.

Following each of its meetings, the Committee shall report on the meeting to the Board, including a description of all actions taken by the Committee at the meeting. The Committee shall keep written minutes of its meetings.

#### **D. Committee Responsibilities**

The Committee shall have the following responsibilities:

(i) To review and approve periodically the goals and objectives relevant to the compensation of the Chief Executive Officer and the Company's other executive officers, and amend, or recommend that the Board amend, these goals and objectives if the Committee deems it appropriate, including taking any and all action that may be taken by the Board with respect to development of compensation policies that will attract and retain the highest qualified executives, that will clearly articulate the relationship of corporate performance to executive compensation and that will reward executives for the Company's progress.

(ii) To evaluate annually the performance of the Chief Executive Officer in light of the goals and objectives of the Company's executive compensation plans, and set his or her compensation level based on this evaluation. In determining the long-term incentive component of the Chief Executive Officer's compensation, the Committee shall consider all relevant factors, including the Company's performance and relative shareholder return, the value of similar awards to chief executive officers of comparable companies and the awards given to the Chief Executive Officer of the Company in past years.

(iii) To review and approve the compensation for executive officers, including the review and approval of the design and implementation of any incentive arrangements, equity compensation, and supplemental retirement programs.

(iv) To review and approve grants and awards to executive officers and other participants under the Company's equity-based compensation plans. The Committee shall have full power and authority to administer these plans, establish guidelines, interpret plan documents, select participants, approve grants and awards, and exercise such other power and authority as may be permitted or required under such plans.

(v) To evaluate periodically compensation for members of the Board and its committees and to review and approve changes in such compensation and plans relating to director compensation. Directors who are employees of the Company shall not be compensated for their service as directors (other than reimbursement of expenses incurred in attending board and committee meetings).

(vi) To review and approve any employment, severance or termination arrangements to be made with any executive officer of the Company.

(vii) To perform such duties and responsibilities as may be assigned to the Committee under the terms of any executive or employee compensation or benefit plan.

(viii) To review perquisites or other personal benefits to the Company's executive officers and recommend any changes to the Board.

(ix) To issue an annual report on executive compensation for inclusion in the Company's proxy statement, if required by applicable rules and regulations of the SEC.

(x) To review all equity compensation plans that are not subject to shareholder approval under the listing standards of the NYSE and to approve such plans in its sole discretion.

(xi) To periodically report the matters considered and the actions taken by the Committee to the Board or whenever the Committee shall so be called to do so by the Board.

#### **E. Evaluation of the Committee**

The Committee shall, on an annual basis, evaluate its performance. The Committee shall also periodically review and assess the adequacy of this Charter, including the Committee's role and responsibilities as outlined in this Charter, and shall recommend any proposed changes to the Board for its consideration.

#### **F. Investigations and Studies; Outside Advisors**

The Committee may conduct or authorize investigations into or studies of matters within the Committee's responsibilities, and the Committee shall have full access to all books, records, facilities and personnel of the Company as deemed necessary or appropriate by the Committee to discharge its responsibilities hereunder. The Committee shall have the authority to obtain, at the Company's expense, advice and assistance from independent legal, financial or other advisors or consultants as it deems necessary or appropriate in the performance of its duties. The Committee shall have the sole authority to retain or terminate any such advisor or consultant, including sole authority to approve such advisor or consultant's fees and other retention terms, with such fees to be borne by the Company.