

**TRANSDIGM GROUP INCORPORATED**  
**CHARTER OF THE**  
**NOMINATING AND CORPORATE GOVERNANCE COMMITTEE**  
**OF THE BOARD OF DIRECTORS**

**Adopted March 14, 2006**

**A. Purposes of the Committee**

The purposes of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of TransDigm Group Incorporated (the “Company”) are to:

- (1) identify individuals qualified to become Board members (other than the Chairman of the Board and those board members designated by Warburg Pincus Private Equity VIII, L.P. to the extent that the nomination of those individuals is covered by a contractual obligation) and to recommend to the Board the director nominees for each annual meeting of stockholders;
- (2) recommend to the Board qualifications for committee membership and committee structure and operations;
- (3) recommend to the Board directors to serve on each committee and a Chairperson for such committee;
- (4) develop and recommend to the Board a set of corporate governance policies and procedures applicable to the Company;
- (5) provide oversight with respect to corporate governance and ethical conduct; and
- (6) lead the Board in its annual review of the Board’s performance.

**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 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:

##### *1. Selecting Directors and Committee Members*

a. The Committee shall make recommendations to the Board regarding all nominees for Board membership.

b. The Committee shall annually recommend to the Board a slate of nominees for election at the annual meeting of the Company's stockholders.

c. The Committee shall determine, and review with the Board on an annual basis, the desired skills and characteristics for Board members as well as the composition of the Board as a whole. This assessment should consider members' qualification as independent, as well as diversity, age, strategic and financial skills and experience in the context of the needs of the Board, as a whole. The Committee shall select prospective Board members with personal and professional integrity, who have demonstrated appropriate ability and judgment and who the Committee believes will be effective, in conjunction with the other members of the Board, in collectively serving the long-term interests of the Company and its stockholders.

d. The Committee shall review and recommend to the Board qualifications for committee membership and committee structure and operations in compliance with any regulatory requirements.

e. The Committee shall recommend directors to serve as committee members and a chairperson for such committee.

f. The Committee shall from time to time hold orientation programs for new directors and/or continuing education programs for all directors.

2. Evaluating the Board and Management

a. The Committee shall develop, administer and oversee an annual performance review of the Board that includes input from all directors; pursuant to which the Committee shall review the composition and size of the Board in order to ensure that the Board is comprised of members reflecting the proper expertise, skills, attributes and personal and professional backgrounds for service as a director of the Company;

b. The Committee shall work with the other committees to ensure an effective and consistent process for annual committee reviews.

c. The Committee shall oversee the annual evaluation of management.

3. Performing Management Succession Planning

a. The Committee will work with the Board to nominate and evaluate potential successors to the position of Chief Executive Officer.

b. The Committee shall make an annual report to the Board concerning succession planning.

4. Overseeing the Corporate Governance Guidelines

a. The Committee shall review and assess the adequacy of the Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board for approval.

b. The Committee shall evaluate on an on-going basis the Company's Code of Business Conduct and Ethics.

c. The Committee shall advise the Board (as a whole) on corporate governance matters.

5. Performing Appropriate Additional Activities

The Committee shall perform any other activities consistent with this Charter, the Company's Bylaws and governing law as the Committee or the Board deem appropriate.

**E. Evaluation of the Committee**

The Committee shall, on an annual basis, evaluate this Charter and its performance hereunder. The Committee shall deliver to the Board a report setting forth the results of its evaluation.

**F. Outside Advisors**

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, including search firms, as it deems necessary or appropriate in the performance of its duties. The Committee shall have the sole authority to retain or terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms, such fees to be borne by the Company.