

**TRANSDIGM GROUP INCORPORATED  
CORPORATE GOVERNANCE GUIDELINES**

**Revised and Adopted April 25, 2008**

**A. Introduction**

The Nominating and Corporate Governance Committee (the “Nominating Committee”) of the Board of Directors (the “Board”) of TransDigm Group Incorporated (the “Company”) has developed and recommended to the Board, and the Board has adopted, these Corporate Governance Guidelines (these “Guidelines”) to assist the Board in the exercise of its responsibilities and to serve best the interests of the Company and its stockholders. These Guidelines supersede any existing Board policies or guidelines covering the subject matter of these Guidelines. These Guidelines should be interpreted in the context of applicable laws and the Company’s Amended and Restated Certificate of Incorporation (the “Certificate of Incorporation”), Amended and Restated Bylaws (the “Bylaws”) and other corporate governance documents. These Guidelines are intended to serve as a flexible framework within which the Board may conduct its business and not as a set of legally binding obligations. The Board may modify these Guidelines from time to time.

**B. Primary Functions of the Board**

The Board shall, with the assistance of its several committees:

- Review corporate performance;
- Oversee and evaluate management’s systems for internal controls, financial reporting and public disclosure;
- Establish and oversee corporate governance standards;
- Oversee and evaluate senior management performance and compensation;
- Plan for the effective succession of the chief executive officer and senior management;
- Set standards for director qualification;
- Set the tone for a climate of corporate trust and confidence;
- Promptly disclose waivers of the Company’s Code of Business Conduct and Ethics for executive officers, principal accounting officers and directors as required by law or the New York Stock Exchange (the “NYSE”); and
- Undertake an annual performance evaluation of the Board.

## **C. Board Composition and Director Qualifications**

### Composition and Size of the Board

The Company's Certificate of Incorporation and Bylaws provide that the Board will be divided into three classes elected to staggered terms of three years. The Nominating Committee is responsible for reviewing with the Board, on an annual basis, the appropriate skills and characteristics of Board members as well as the composition of the Board as a whole. This assessment will include members' qualification as independent, as well as consideration of diversity, age, strategic and financial skills and experience in the context of the needs of the Board as a whole. Nominees for the Board will be selected by the Nominating Committee in accordance with the policies and principles in its charter.

The total number of directors will be fixed from time to time by a resolution of a majority of the Board.

### Tenure and Retirement Policy

Directors are not required to retire from the Board at any specific age. The Board has determined that the knowledge, expertise and continuity provided by experienced directors is more valuable than ensuring diversity by setting such limits.

Because the Board has not established a limit on the number of terms directors may serve, it is possible for a director to serve the Company for several consecutive terms. Before nominating each incumbent director for an additional term, the Board, with the assistance of the Nominating Committee, will review each director's overall performance by assessing each director's attendance, experience, qualifications, contributions to and insight in the Company.

### Director Independence

The Board will be comprised of a majority of directors who qualify as independent directors under the listing standards of the New York Stock Exchange (the "NYSE"). The Board will review annually the relationships that each director or nominee has with the Company (either directly or as a partner, stockholder or officer of an organization that has a relationship with the Company), and only those directors or nominees whom the Board affirmatively determines have no material relationship with the Company (either directly or as a partner, stockholder or officer of an organization that has a relationship with the Company) prohibited under the listing standards of the NYSE will be considered independent. The basis for any determination that a relationship is not material will be disclosed in the Company's annual proxy statement.

### Membership on Other Boards

The role of a director and the time commitment attendant to such membership is demanding. Each nominee must carefully evaluate his or her existing demands before accepting his or her position on the Board and each director must evaluate his or her existing demands before accepting a position on any committee of the Board. The number of public boards on which a director may sit may be reviewed on a case-by-case basis by the Nominating Committee.

Directors should advise the Chairman of the Board and the chairperson of the Nominating Committee if he or she has accepted an invitation to serve on the board of another public company. In addition, the Board expects directors to use their judgment, in light of their other commitments, in accepting directorships of non-public corporations or charitable organizations.

#### Additional Requirements for the Members of the Audit Committee

The members of the Audit Committee shall satisfy the additional independence requirements set forth by the Sarbanes-Oxley Act of 2002, the Securities and Exchange Commission (the "SEC") and the NYSE.

The Company does not limit the number of audit committees on which its members may serve. Therefore, if any Audit Committee member simultaneously serves on the audit committee of more than three public companies, the Board must conclude by the affirmative vote of a majority of its members that such simultaneous service would not impair the ability of such member to effectively serve on the Company's Audit Committee.

#### **D. Director Responsibilities**

The basic responsibility of the directors is to exercise sound business judgment to act in what they believe, in good faith, to be in the best interests of the Company and its stockholders. In discharging this obligation, directors may reasonably rely on the honesty and integrity of the Company's management as well as that of its independent auditors and counsel. Directors and management shall be entitled to indemnification as set forth in the Certificate of Incorporation and any indemnification or other agreements entered into between the Company and individual directors or members of management.

In order to oversee effectively the management of the Company, the directors are expected to attend in person (or by other legally permissible means) all Board meetings and all meetings of committees on which they serve. Information that is important to the Board's understanding of the business to be conducted at a Board or committee meeting will generally be distributed in advance of the meeting. Each member of the Board should review such materials in advance of the meeting.

The Chairman, in consultation with the Board, shall establish the schedule of Board meetings each year. The Chairman will establish the agenda for each Board meeting. Board members may suggest the inclusion of matters for the agenda. Board members may raise at any Board meeting subjects that are not on the agenda for that meeting.

#### Executive Sessions of the Non-Management and Independent Members of the Board

To the extent required by the applicable NYSE listing standards, the non-management directors will meet in executive sessions without the management directors and the independent directors will meet in executive sessions. The director who presides at these meetings will be chosen by the non-management or independent directors, as applicable, and his name will be disclosed in the annual proxy statement, to the extent required by applicable rules of the SEC or by NYSE listing standards.

## Communications with the Company

The Chairman of the Board and Chief Executive Officer, President and Chief Financial Officer are responsible for establishing effective communications with the Company's various constituencies (such as stockholders, customers, employees, suppliers, community groups and governmental authorities). The Board believes that management should speak for the Company. Except as required by law, NYSE listing standards or a Board committee charter, it is expected that Board members would meet or otherwise communicate with the Company's constituencies only with the knowledge of management and, absent unusual circumstances or as contemplated by committee charters, only at the request of management.

Stockholders may send correspondence to the Board in care of the Company's Secretary at TransDigm Group Incorporated, The Tower at Erieview, 1301 East 9th Street, Suite 3710, Cleveland, OH 44114. The Company's Secretary will forward all correspondence addressed to the Board, any individual Board member or any committee of the Board to the appropriate Board member.

## Board Committees

The Board will maintain an Audit Committee, a Compensation Committee, a Nominating and Corporate Governance Committee and such other committees as it determines appropriate. Committee members and committee chairs will be appointed by the Board upon recommendation of the Nominating Committee. Consideration should be given to rotating committee members and committee chairs periodically, but the Board does not have a formal policy of rotating committee assignments or committee chairs.

Each committee will have its own charter. The charters will set forth the purposes, duties, goals and responsibilities of the committees as well as qualifications for committee membership, if any, procedures for committee member appointment and removal, committee structure and operations and committee reporting to the Board.

The chairperson of each committee, in consultation with the committee members, will determine the frequency and length of the committee meetings consistent with any requirements set forth in the committee's charter. The chairperson of each committee, in consultation with the appropriate members of the committee and management, will develop the committee's agenda.

The Board and each committee will have the power to engage, at the Company's expense, independent legal, financial or other advisors as they may deem necessary, without consulting or obtaining the approval of any officer of the Company in advance.

The Board may, from time to time, establish or maintain additional committees as necessary or appropriate.

## **E. Director Access to Officers and Employees**

Directors have full access to management and are entitled to expect management to be responsive to requests for information from directors. Meetings or contacts with management that a director wishes to initiate should generally be arranged through the Chief Executive

Officer, the President or the Chief Financial Officer. Information disclosed to a director based on such meeting or contact shall be shared with the entire Board. The disclosed information shall be acted upon only by the Board, not by an individual director. The directors will use their judgment to ensure that any such contact is not disruptive to the business operations of the Company and will, to the extent not inappropriate, copy the Chief Executive Officer or Chief Financial Officer on any written communication between a director and a non-officer employee of the Company.

**F. Director Compensation**

The form and amount of director compensation will be determined by the Compensation Committee of the Board in accordance with the policies and principles set forth in its charter, and the Compensation Committee will conduct a periodic review of director compensation. The Board is aware that questions as to directors' independence may be raised if director compensation and perquisites exceed customary levels, if the Company makes substantial charitable contributions to organizations with which a director is affiliated, or if the Company enters into consulting contracts with (or provides other indirect forms of compensation to) a director or an organization with which the director is affiliated.

**G. Director Orientation and Continuing Education**

All directors will participate in such orientation and continuing education programs as the Nominating Committee may specify from time to time.

**H. Management Succession**

The Nominating Committee will work with the Board to nominate and evaluate potential successors to the position of Chief Executive Officer. The Chief Executive Officer should at all times make available his or her recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals.

**I. Annual Performance Evaluation**

The Board and each committee of the Board will conduct an annual self-evaluation to determine whether it and its committees are functioning effectively. The Nominating Committee will establish and maintain a process that will facilitate input from all directors and will report annually to the Board with an assessment of the Board's performance. The assessment will focus on the Board's contribution to the Company and specifically focus on areas in which the Board or management believes that the Board could improve.

**J. Availability**

A copy of these Guidelines, as well as the charters of the Audit Committee, the Compensation Committee and the Nominating Committee are available on the Company's website at *www.transdigm.com*. Copies of the foregoing documents are also available in print to any stockholder who requests such information. Stockholders may request such information by writing to TransDigm Group Incorporated, Attention: Secretary, The Tower at Erieview, 1301 East 9th Street, Suite 3710, Cleveland, OH 44114.