

TRANSDIGM GROUP INCORPORATED

AUDIT COMMITTEE CHARTER

April 25, 2018

Purpose

The purpose of the Audit Committee is to provide assistance to the Board of Directors in fulfilling the Board's oversight responsibilities on matters relating to: (1) the integrity of the Company's financial statements; (2) the independence, qualifications and performance of the independent registered public accounting firm; (3) the performance of the Company's internal audit function; and (4) the Company's compliance with legal and regulatory requirements.

Membership

The Committee shall consist of at least three members of the Board. Each member of the Committee shall meet the independence requirements of (1) the New York Stock Exchange; and (2) Rule 10A-3(b)(1) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), each as determined by the Board in its business judgment.

In addition, each member of the Committee shall be financially literate or must become financially literate within a reasonable period of time after appointment to the Committee. The Board will determine, in its business judgment, whether the members meet the financial literacy requirement. Furthermore, at least one member of the Committee must have accounting or related financial management expertise, as determined by the Board in its business judgment. The criteria for financial literacy and accounting or related financial management expertise shall meet the audit committee requirements of the New York Stock Exchange.

The members of the Committee will be appointed and replaced by the Board. The Board will appoint a Chairman of the Committee. The Chairman of the Committee will, in consultation with the other members of the Committee and the appropriate officers of the Company, be responsible for calling meetings of the Committee, establishing the agenda for the meetings and conducting the meetings of the Committee.

Responsibilities

In discharging its responsibilities, the Committee will:

1. Be directly responsible for the appointment, retention, compensation, termination and oversight of the work of the Company's independent auditor engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company (including the resolution of any disagreements between management and the independent auditor regarding financial reporting).
2. Preapprove all auditing services and permitted non-audit services (including the fees and retention terms thereof) to be performed for the Company by the independent auditor as required by the Exchange Act.
3. Establish and oversee procedures for (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and (b) the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.
4. Review annually a report by the independent auditor describing (a) the firm's internal quality-control procedures, (b) any material issues raised by the most recent internal quality-control reviews, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues, and (c) all relationships between the independent auditor and the Company to assess the auditor's independence.
5. Review with management and the independent auditor the annual audited financial statements and quarterly financial statements, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" and any other matters required to be

reviewed by the Audit Committee under applicable legal, regulatory or New York Stock Exchange requirements. Such review shall include a review with the independent auditor of any audit problems or difficulties and management's response thereto, such as any restrictions on the scope of the independent auditor's activities or on access to requested information, any significant disagreements with management regarding generally accepted accounting principles or other matters, material adjustments to the financial statements recommended by the independent auditor and adjustments that were noted or proposed by the auditor but were "passed," regardless of materiality; in this connection, the Committee shall review any communications between the audit team and the audit firm's national office respecting auditing or accounting issues presented by the engagement, any "management" or "internal control" letter issued, or proposed to be issued, by the audit firm, the Company's response to that letter and the responsibilities, budget and staffing of the Company's internal audit function.

6. Review generally with management the type of information to be disclosed and the type of presentation to be made in the Company's earnings press releases and in financial information and earnings guidance provided to analysts and ratings agencies, but the Committee need not discuss in advance each earnings release or each instance in which the Company may provide earnings guidance.
7. Review with the internal auditor (a) the plans for and scope of ongoing internal audit activities and (b) the annual report of the internal audit activities, examinations and the results thereof.
8. Review (i) significant issues regarding accounting principles and financial statement presentations, including any significant change in the Company's selection or application of accounting principles, and significant issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies, (ii) analyses prepared by management or the independent auditor setting forth significant financial reporting issues and judgments made in

connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods in the financial statements, and (iii) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the Company's financial statements and other public disclosures.

9. Review with management the Company's risk management process, including the policies and guidelines used by management to identify, assess and manage the Company's exposure to risk in accordance with applicable New York Stock Exchange requirements.
10. Set hiring policies for the Company with respect to current and former employees of the independent auditor.
11. Review with the General Counsel and Chief Compliance Officer, at least annually and at such other times as the Committee considers appropriate, material legal affairs of the Company and the Company's compliance with applicable laws and listing standards; in this connection, the Committee shall discuss with management any correspondence with, or other action by, regulators or governmental agencies and any employee complaints or published reports that management believes is reasonably likely to materially impact the Company's financial statements.
12. Prepare annually any reports required by the rules of the Commission to be included in the Company's annual proxy statement.
13. Conduct an annual evaluation of the Committee's own performance.
14. Review and evaluate the adequacy of this Charter at least annually and recommend any proposed changes to the Board for approval.

The Committee shall have the sole authority to retain and terminate the independent auditor and shall have sole authority to approve the independent auditor's fees and other retention terms. The Committee shall be directly

responsible for the oversight of the work of the independent auditor (including the resolution of any disagreements between management and the independent auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company. The independent auditor shall report directly to the Committee.

The Committee shall have the authority to retain, at such times and on such terms as the Committee determines in its sole discretion and at the Company's expense, independent legal counsel or other independent consultants and advisors, to advise and assist the Committee in discharging its responsibilities.

The Committee may form and delegate authority to subcommittees (consisting of one or more members) when appropriate, including the authority to grant preapprovals of audit and permitted non-audit services. Any decisions of any such subcommittee to grant preapprovals shall be presented to the full Committee at its next scheduled meeting.

Limitation of Responsibilities

While the Committee has the powers and responsibilities set forth in this Charter, it is not the responsibility of the Committee to plan or conduct audits, to determine that the Company's financial statements are complete and accurate, to determine that such financial statements are in accordance with generally accepted accounting principles or to maintain effective internal control over financial reporting. It is also not the responsibility of the Committee to conduct investigations or to assure compliance with laws and regulations, and the Company's policies, procedures and corporate compliance programs. These are the responsibility of management and the independent auditor.

Meetings

The Committee shall meet as frequently as it determines necessary to discharge its responsibilities. The Committee will meet periodically with management, the internal auditor and the independent auditor in separate executive sessions, as needed. The Committee shall report its activities to the Board at the Board's first regular meeting thereafter or at such other time as it deems appropriate.