TRANSDIGM GROUP INC.

HOW WE MEASURE SUCCESS

FY 2013 Third Quarter Earnings Call

August 6, 2013

Agenda

■ TransDigm Overview	W. Nicholas Howley Chairman and CEO
■ Highlights, Market Review, Operating Performance and Outlook	W. Nicholas Howley Chairman and CEO
■ Financial Results	Gregory Rufus Executive Vice President and CFO
■ Q&A	W. Nicholas Howley Chairman and CEO Raymond F. Laubenthal President and COO Gregory Rufus Executive Vice President and CFO

Forward Looking Statements

This presentation contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including information regarding our guidance for future periods. These forward-looking statements are based on management's current expectations and beliefs, as well as a number of assumptions concerning future events, many of which are outside of our control. These statements are subject to risks and uncertainties that could cause actual results to differ materially from those expressed or implied in the forward-looking statement. These risks and uncertainties include but are not limited to: the sensitivity of our business to the number of flight hours that our customers' planes spend aloft and our customers' profitability, both of which are affected by general economic conditions; future terrorist attacks; our reliance on certain customers; the U.S. defense budget and risks associated with being a government supplier; failure to maintain government or industry approvals; failure to complete or successfully integrate acquisitions; our substantial indebtedness; potential environmental liabilities; and other factors. Further information regarding the important factors that could cause actual results to differ materially from projected results can be found in TransDigm Group's Annual Report on Form 10-K and other reports that TransDigm Group or its subsidiaries have filed with the Securities and Exchange Commission.

You are cautioned not to place undue reliance on our forward-looking statements. TransDigm Group Incorporated assumes no obligation to, and expressly disclaims any obligation to, update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Special Notice Regarding Pro Forma and Non-GAAP Information

This presentation sets forth certain pro forma financial information. This pro forma financial information gives effect to certain recently completed acquisitions and divestitures. Such pro forma information is based on certain assumptions and adjustments and does not purport to present TransDigm's actual results of operations or financial condition had the transactions reflected in such pro forma financial information occurred at the beginning of the relevant period, in the case of income statement information, or at the end of such period, in the case of balance sheet information, nor is it necessarily indicative of the results of operations that may be achieved in the future.

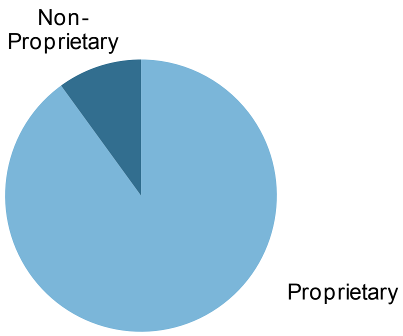
This presentation also sets forth certain non-GAAP financial measures. A presentation of the most directly comparable GAAP measures and a reconciliation to such measures are set forth in the appendix.

TransDigm Overview

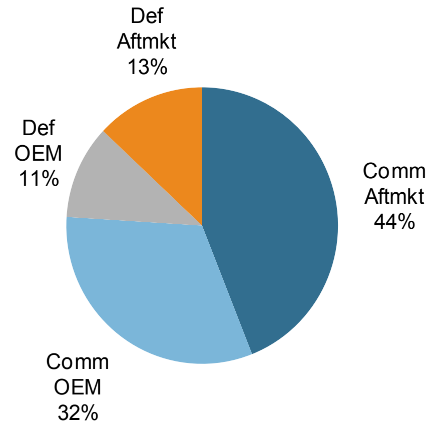
DISTINGUISHING CHARACTERISTICS

- Highly engineered aerospace components
- Proprietary and sole source products
- Significant aftermarket content
- High free cash flow

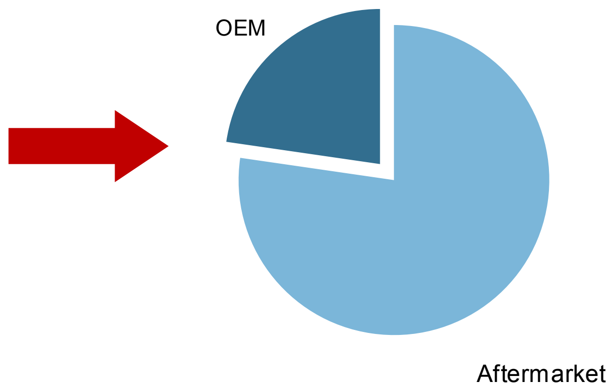
Proprietary Revenues (1)



Pro Forma Revenues (Excluding Non-Aviation Segment) (1)



Pro Forma EBITDA As Defined (1)



(1) Pro forma revenue for the fiscal year ended 9/30/12 includes the impact of FY12 acquisitions of Aero-Instruments, Harco and AmSafe (excluding the Non-Aviation Segment sales of ≈ $103 million or ≈ 6% of total sales). Please see the Special Notice Regarding Pro Forma and Non-GAAP Information.

2013 Q3 Financial Performance by Markets – Pro Forma

Highlights[1]

- Commercial OEM
  - Ahead of original expectations
  - Prior year comps very high
- Commercial Aftermarket:
  - See clear signs of improvement
  - Sequential quarterly sales up 4%
  - Bookings highest in 5 quarters
    - Up 7% sequentially
    - Up 7% over prior year [2]
- Defense:
  - Continues to perform significantly better than anticipated

Market Review – Pro Forma Revenues[1]

	Actual vs. Prior Year	
	2013 Q3	**2013 YTD**
Commercial OEM:	Up 10%	Up 7%
Commercial Aftermarket (normalized)[2]	Up 4%	Up 2%
Defense:	Up 8%	Up 5%

(1) Information is on a pro forma basis versus the prior year quarter. Please see the Special Notice Regarding Pro Forma and Non-GAAP Information.

(2) Revenue and bookings growth rate excludes a 1x settlement in Q 3 2012. Reported revenue growth is flat for Q3 2013 and up 1% for YTD 2013. Reported bookings growth is up 4% for Q3 2013.

Fiscal 2013 Outlook

Sales Mix [1]	Market	Expected Growth[1]
32%	Commercial OEM	Up Mid to High Single-Digit %
44%	Commercial Aftermarket	Up Low Single-Digit %
24%	Defense	Up Mid Single-Digit %

Assumptions

- Worldwide RPM growth ≈ 4% to 5%
- OEM production rate increases proceeding
- Defense assumes no cancellations or significant delays from sequestration
- Full year tax rate ≈ 33%
- Weighted average shares of 55.1 million

Guidance Summary

($ in millions)		Low		High
Revenues	$	1,907	$	1,927
EBITDA As Defined	$	890	$	900
% to sales		*46.7%*		*46.7%*
Net Income	$	297	$	303
GAAP EPS	$	2.28	$	2.40
Adj. EPS	$	6.74	$	6.86

(1) Pro forma revenue for the fiscal year ended 9/30/12 (excluding Non-Aviation Segment sales of ≈ $103 million or ≈ 6% of combined sales).

Third Quarter 2013 Results

($ in millions)

	Q3 FY13	Q3 FY12	
Revenue	**$488.6**	**$461.7**	**5.8% Increase**
Gross Profit	**$269.0**	**$253.3**	**Flat Margins**
Margin %	***55.0%***	***54.9%***	● Dilutive impact of acquisitions ● Higher non-cash stock comp. expense ● Unfavorable OEM vs aftermarket product mix ● Strength of our proprietary products & productivity improvements
SG&A	**$82.8**	**$56.1**	● Non-cash stock comp. expense as a % of sales increased to 5.5% from 1.1% in prior year
% to Sales	***16.9%***	***12.2%***	
Interest Exp.	**$62.5**	**$55.4**	**12.8% Increase** ● Outstanding borrowings increased to $4.3B from $3.6B ● Weighted avg. cash interest rate decreased to 5.5% vs. 5.7% prior qtr
Net Income	**$76.7**	**$90.4**	**15.2% Decrease**
% to Sales	***15.8%***	***19.2%***	● Acceleration of non-cash stock comp. expense ≈ $16.5 M, net of tax ● Higher interest expense
Adjusted EPS	**$1.89**	**$1.88**	**0.5% Increase**

Liquidity & Taxes

($ in millions)

Cash

	YTD 6/29/2013	FY 9/30/2012
Net Cash Provided by Operating Activities	**$267.0**	**$413.9**
Capital Expenditures	**($23.6)**	**($25.2)**
Free Cash Flow	**$243.4**	**$388.7**
Cash on the Balance Sheet	**$269.2**	**$440.5**

Taxes

- FY13 Q3 ETR: 32.9%
- FY 13 Full Year ETR ≈ 33%

Liquidity

	Actual 6/29/2013	EBITDA As Defined multiple	Pro Forma 6/29/2013	EBITDA As Defined multiple	Rate (1)	Maturity
Cash	$269		$383			
Revolver	–	–	–	–	L + 2.75%	February 2018
Existing Term Loan B	498	0.5x	498	0.5x	L + 2.75%	February 2017
Existing Term Loan C	1,691	1.9x	1,691	1.9x	L + 3.00%	February 2020
New Term Loan C	–	–	900	1.0x	L + 3.00%	February 2020
Total senior secured debt	**2,189**	**2.4x**	**3,089**	**3.4x**		
Existing Senior Sub Notes	1,600	1.8x	1,600	1.8x	7.75%	December 2018
Existing Senior Sub Notes	550	0.6x	550	0.6x	5.50%	October 2020
New Senior Sub Notes	–	–	500	0.5x	7.50%	October 2020
Total Debt	**4,339**	**4.8x**	**5,739**	**6.3x**		
Net Debt to EBITDA As Defined		**4.5x**		**5.9x**		

(1) LIBOR floor on revolver and term loan at .75%

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Reconciliation of GAAP to Adjusted EPS - Guidance

($ in millions)

	Thirteen Week Periods Ended		Thirty-Nine Week Periods Ended		Full Year Guidance Mid-Point
	June 29, 2013	June 30, 2012	June 29, 2013	June 30, 2012	September 30, 2013
Earnings per share	$ 0.71	$ 1.68	$ 2.62	$ 4.34	$ 2.34
Adjustments to earnings per share:					
Dividend equivalent payment	0.70	-	1.40	0.06	3.11
Refinancing costs	-	-	0.38	-	0.37
Non-cash compensation costs	0.39	0.08	0.57	0.18	0.59
Acquisition-related expenses	0.09	0.12	0.18	0.37	0.39
Adjusted earnings per share	$ 1.89	$ 1.88	$ 5.15	$ 4.95	$ 6.80
Weighted-average shares outstanding	54,506	53,882	54,470	53,882	55,100

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Appendix

Reconciliation of Net Income to EBITDA and EBITDA As Defined

($ in thousands)

	Thirteen Week Periods Ended		Thirty-Nine Week Periods Ended	
	June 29, 2013	June 30, 2012	June 29, 2013	June 30, 2012
Net income	$ 76,655	$ 90,446	$ 218,762	$ 237,103
Adjustments:				
Depreciation and amortization expense	16,062	17,616	49,835	50,645
Interest expense, net	62,469	55,393	189,439	156,754
Income tax provision	37,600	40,025	105,200	114,500
EBITDA	192,786	203,480	563,236	559,002
Adjustments:				
Acquisition related expenses and adjustments (1)	7,381	7,343	12,556	20,542
Stock option expense(2)	31,718	5,858	45,980	14,393
Refinancing costs(3)	-	-	30,281	-
Gross Adjustments to EBITDA	39,099	13,201	88,817	34,935
EBITDA As Defined	$ 231,885	$ 216,681	$ 652,053	$ 593,937
EBITDA As Defined, Margin (4)	47.5%	46.9%	47.1%	48.0%

(1) Represents accounting adjustments to inventory associated with acquisitions of businesses and product lines that were charged to cost of sales when the inventory was sold; costs incurred to integrate acquired businesses and product lines into TD Group's operations, facility relocation costs and other acquisition-related costs; transaction-related costs comprising deal fees; legal, financial and tax due diligence expenses and valuation costs that are required to be expensed as incurred and other acquisition accounting adjustments.

(2) Represents the compensation expense recognized by TD Group under our stock option plans.

(3) Represents debt issue costs expensed in conjunction with the refinancing of our 2010 Credit Facility and 2011 Credit Facility in February 2013.

(4) The EBITDA As Defined margin represents the amount of EBITDA As Defined as a percentage of sales.

Reconciliation of Reported EPS to Adjusted EPS

($ in thousands, except per share amounts)

Reported Earnings Per Share	Thirteen Week Periods Ended		Thirty-Nine Week Periods Ended	
	June 29, 2013	June 30, 2012	June 29, 2013	June 30, 2012
Net income	$ 76,655	$ 90,446	$ 218,762	$ 237,103
Less: dividends paid on participating securities	(37,976)	-	(76,106)	(3,299)
Net income applicable to common stock - basic and diluted	$ 38,679	$ 90,446	$ 142,656	$ 233,804
Weighted-average shares outstanding under the two-class method:				
Weighted average common shares outstanding	52,439	51,116	52,147	50,815
Vested options deemed participating securities	2,067	2,766	2,323	3,067
Total shares for basic and diluted earnings per share	54,506	53,882	54,470	53,882
Basic and diluted earnings per share	$ 0.71	$ 1.68	$ 2.62	$ 4.34
Adjusted Earnings Per Share				
Net income	$ 76,655	$ 90,446	$ 218,762	$ 237,103
Gross adjustments to EBITDA	39,099	13,201	88,817	34,935
Purchase accounting backlog amortization	275	2,227	2,461	8,943
Tax adjustment	(12,910)	(4,707)	(29,641)	(14,289)
Adjusted net income	$ 103,119	$ 101,167	$ 280,399	$ 266,692
Adjusted diluted earnings per share under the two-class method	$ 1.89	$ 1.88	$ 5.15	$ 4.95

Reconciliation of Net Cash Provided by Operating Activities to EBITDA and EBITDA As Defined

($ in thousands)

	Thirty-Nine Week Periods Ended	
	June 29, 2013	June 30, 2012
Net Cash Provided by Operating Activities	$ 267,035	$ 257,823
Adjustments:		
Changes in assets and liabilities, net of effects from acquisitions of businesses	49,671	14,851
Interest expense - net [(1)]	180,582	147,610
Income tax provision - current	98,424	112,580
Non-cash equity compensation [(2)]	(45,980)	(14,393)
Excess tax benefit from exercise of stock options	43,785	40,531
Refinancing costs [(4)]	(30,281)	-
EBITDA	563,236	559,002
Adjustments:		
Acquisition related expenses [(3)]	12,556	20,542
Stock option expense [(2)]	45,980	14,393
Refinancing costs [(4)]	30,281	-
EBITDA As Defined	$ 652,053	$ 593,937

[(1)] Represents interest expense excluding the amortization of debt issue costs and note premium and discount.

[(2)] Represents the compensation expense recognized by TD Group under our stock option plans.

[(3)] Represents accounting adjustments to inventory associated with acquisitions of businesses and product lines that were charged to cost of sales when the inventory was sold; costs incurred to integrate acquired businesses and product lines into TD Group's operations, facility relocation costs and other acquisition-related costs; transaction-related costs comprising deal fees; legal, financial and tax due diligence expenses and valuation costs that are required to be expensed as incurred and other acquisition accounting adjustments.

[(4)] Represents debt issue costs expensed in conjunction with the refinancing of our 2010 Credit Facility and 2011 Credit Facility in February 2013.

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