

TRANSDIGM GROUP INCORPORATED CORPORATE GOVERNANCE GUIDELINES

Revised and Adopted August 15, 2024

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 should be interpreted in the context of applicable laws and the Company’s Second Amended and Restated Certificate of Incorporation (the “Certificate of Incorporation”), Third 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 and approve the Company's annual operating plan
- Review corporate performance and periodically affirm the Company's strategic direction;
- Oversee and evaluate management’s systems for internal controls, financial reporting and public disclosure;
- Establish and oversee corporate governance;
- Oversee and evaluate senior management performance and compensation;
- Plan for the effective succession of the chief executive officer and senior management;
- Periodically review Board composition and director qualifications;
- 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 Nominating Committee is responsible for reviewing with the Board, on an annual basis, the mix of skills and characteristics of Board members as well as the composition of the Board as a whole, including members' independence, diversity, age, strategic and financial skills, international background and industry and other experience in the context of the needs of the Board as a whole. Directors should represent the balanced, best interests of the stockholders as a whole rather than special interest groups or constituencies. When searching for new directors, the Board will seek out highly qualified women and individuals from minority groups to include in the pool from which Board nominees are chosen. 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 required to retire from the Board when they reach age 75; a Director elected to the Board prior to his or her 75th birthday may continue to serve until the annual stockholder meeting following his or her 75th birthday. On the recommendation of the Nominating Committee, the Board may waive this requirement as to any director if it deems such waiver to be in the best interests of the Company.

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. The Board does not believe that its members should be prohibited from serving on

boards of other public companies so long as such service does not create any actual or potential material conflict of interest and does not impair the director's ability to effectively serve on the Board. To this end, the Board believes that named executive officers of the Company should not serve on more than one public company boards (exclusive of the Board), and Board members who are not named executive officers of the Company should not serve on more than three public company boards (inclusive of the Board). Directors and the Chief Executive Officer must advise the Board Chair and the chair of the Nominating Committee prior to accepting an invitation to serve on the board of another public company and defer such acceptance until advised by the Board Chair and the General Counsel of the Company that such service would not present independence, conflicts of interest or other legal issues for the Company. Named executive officers of the Company must advise the Chief Executive Officer and General Counsel of the Company prior to accepting an invitation to serve on the board of another company (excluding non-profits) and defer such acceptance until advised by the Chief Executive Officer and the General Counsel of the Company that such service would not present independence, conflicts of interest or other legal issues for the Company.

Position of Board Chair

The Board shall ensure that the position of Chair shall be held by a non-executive of the Company until at least September 30, 2025. If after such time the Board determines that it is in the best interest of the Company to appoint a Company executive as Chair, the Company shall publicly disclose the reasons therefor.

Lead Director

If the Chair is not an independent director, the Board, after considering the recommendation of the Nominating Committee, will elect an independent director to serve as Lead Director. The Lead Director shall be elected by the independent directors.

The responsibilities of the Lead Director, if elected, are as follows.

- Chair meetings of the Board at which the Chair is not present.
- Chair executive sessions of the non-management directors.
- Meet separately with the Chair after executive sessions to review the matters discussed during the executive sessions.
- Authority to call meetings of the independent directors.
- Review with the Chair and approve the schedule for meetings of the non-management directors and set the agenda for such meetings.
- Facilitate communications and serve as the principal liaison on Board-related issues between the Chair and the independent directors. Each director, however, is free to communicate directly with the Chair.

- Review with the Chair and approve the schedule for meetings of the Board to help assure that there is sufficient time allocated for discussion of all agenda items.
- Suggest to the Chair agenda items for meetings of the Board and approve the agenda, as well as the substance and timeliness of information sent to the Board.
- Provide input on the design of the Board, including Board and committee composition, size, membership, leadership, structure and oversight responsibilities, as part of the Board's and the Nominating Committee's periodic review of such matters.
- If requested by major stockholders, ensure that he or she is available for consultation and direct communication.
- Act as a resource for, and counsel to, the Chair.

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 Chair, in consultation with the Board and the Lead Director (if any), shall establish the schedule of Board meetings each year. The Chair, in consultation with the Lead Director (if any), 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 Lead Director (if any) or the director who otherwise 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 President and Chief Executive Officer, General Counsel and Chief Compliance Officer 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, 1350 Euclid Avenue, Suite 1600, Cleveland, Ohio 44115. 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 chair 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 chair 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 President and Chief Executive Officer, the General Counsel and Chief Compliance Officer 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 President and Chief Executive Officer, the General Counsel and Chief Compliance 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 recommended by the Compensation Committee of the Board and determined by 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

Directors are encouraged to participate in orientation and continuing education programs.

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 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, 1350 Euclid Avenue, Suite 1600, Cleveland, Ohio 44115