

## Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

**Part I Reporting Issuer**

1 Issuer's name <b>TRANSDIGM GROUP INCORPORATED</b>		2 Issuer's employer identification number (EIN) <b>41-2101738</b>	
3 Name of contact for additional information <b>THOMAS W. MILLER</b>	4 Telephone No. of contact <b>216-706-2960</b>	5 Email address of contact <b>TMILLER@TRANSDIGM.COM</b>	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact <b>1301 E. 9TH STREET, SUITE 3000</b>		7 City, town, or post office, state, and ZIP code of contact <b>CLEVELAND, OH 44114</b>	
8 Date of action <b>NOVEMBER 1, 2016</b>		9 Classification and description <b>COMMON STOCK</b>	
10 CUSIP number <b>893641100</b>	11 Serial number(s)	12 Ticker symbol <b>TDG</b>	13 Account number(s)

**Part II Organizational Action** Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ **ON NOVEMBER 1, 2016, TRANSDIGM GROUP INCORPORATED MADE A CASH DISTRIBUTION OF \$24.00 PER SHARE ON EACH OUTSTANDING SHARE OF COMMON STOCK.**

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ **TRANSDIGM GROUP INCORPORATED PAID A DISTRIBUTION OF \$24.00 PER SHARE ON NOVEMBER 1, 2016. THIS DISTRIBUTION RESULTED IN A \$9.30 NON-TAXABLE RETURN OF CAPITAL. THE PORTION OF THE DISTRIBUTION THAT CONSTITUTES A RETURN OF CAPITAL WILL DECREASE A SHAREHOLDER'S BASIS IN ITS TRANSDIGM GROUP INCORPORATED SHARES. ANY PORTION OF THIS DISTRIBUTION THAT EXCEEDS A SHAREHOLDER'S BASIS IN ITS TRANSDIGM GROUP INCORPORATED SHARES WILL BE TAXED AS A CAPITAL GAIN TO THE SHAREHOLDER.**

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ **TRANSDIGM GROUP INCORPORATED HAS DETERMINED THAT 61.25% (OR \$14.70 PER SHARE) OF THE NOVEMBER 1, 2016 DISTRIBUTION WILL BE TREATED AS A TAXABLE DISTRIBUTION. THE REMAINING 38.75% (OR \$9.30 PER SHARE) WILL BE TREATED AS A RETURN OF CAPITAL UNDER SECTION 301(c)(2).**

**Part II Organizational Action** (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ 301(a), 301(c), 312(a), 316(a), 317(a), AND TREASURY REGULATION 1.1502-33.

18 Can any resulting loss be recognized? ▶ N/A

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ THE ADJUSTMENT TO BASIS SHOULD BE TAKEN INTO ACCOUNT IN THE TAX YEAR OF THE SHAREHOLDER DURING WHICH THE CASH DISTRIBUTION WAS RECEIVED (FOR EXAMPLE, 2016 FOR INDIVIDUALS).

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature ▶ *Thomas W. Miller* Date ▶ 8/20/2018

Print your name ▶ THOMAS W. MILLER Title ▶ VP OF TAX

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> If self-employed	PTIN
	Firm's name ▶				Firm's EIN ▶
	Firm's address ▶				Phone no.