

Time	Event	Presenter							
8:30	Registration								
9:00	Start								
	TDG Overview	Nick Howley							
	Consistent Operating Model & Customer Value Overview	Kevin Stein							
	Management Process & Value Creation	Jorge Valladares							
	Mergers & Acquisitions	Bernie Iversen & Mike Lisman							
	Recent Acquisitions & Integration	Bob Henderson							
	Break								
	Product Presentations Breakout:								
	Recent Acquisitions - DDC, Tactair/Young & Franklin Product Line Integrations - AeroControlex, AeroFluid, AdamsRite New Business - Hartwell, Schneller, Whippany Value Drivers - AmSafe, Champion, HarcoSemco	Roger Jones, Mike Yates Mike Hargas, Paula Wheeler, Pete Palmer Joel Reiss, Alex Feil, Rodrigo Rubiano Herb Mardany, Jason Marlin, Patrick Murphy							
	Lunch								
	Financial Review	Jim Skulina							
	Q&A	Panel							
2:00	End								

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; geopolitical or worldwide events; cyber-security threats and natural disasters; 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; increases in raw material costs that cannot be recovered in product pricing; risks associated with our international sales and operations; 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.

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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. 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.

FLYING HIGHER **Transdigm Overview** Nick Howley – Executive Chairman **TRANS**DIGM

Experienced Senior Management Team with Proven Track Record

TRANSDIGM

EXECUTIVE TITLE

Officers:

Nick Howley Executive Chairman

Kevin Stein CEO & President

Bob Henderson Vice Chairman

Jim Skulina CFO & Executive VP

Jorge Valladares COO - Power & Control

Bernie Iversen Executive VP – M&A

Roger Jones Executive VP

Pete Palmer Executive VP

Joel Reiss Executive VP

Rodrigo Rubiano Executive VP

Alex Feil Executive VP

Halle Terrion General Counsel & CCO

Mike Lisman VP M&A

Proven track record

- Experienced with a leveraged capital structure
- Deep bench
- Shared values and operating strategies
- Management is the largest stakeholder

Operating Unit Management Participating In Analyst Day:

Mike Hargas President, AeroControlex

Paula Wheeler President, AeroFluid Products

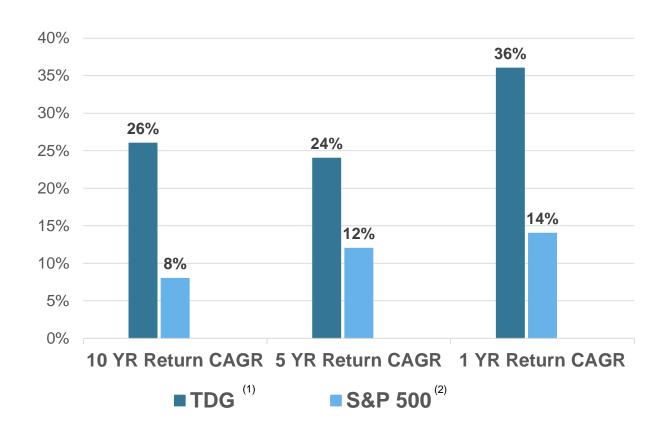
Herb Mardany President, AmSafe Restraints

Jason Marlin President, Champion Aerospace

Patrick Murphy President, HarcoSemco

Mike Yates President, Tactair/Young & Franklin

Historical TDG Returns vs. SP 500

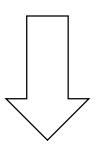


⁽¹⁾ TransDigm returns are adjusted for special dividends paid of \$113.50 in 10-year period, \$93.00 in 5-year period and \$22.00 in 1-year period. All returns measured as of 6/1/2018.

⁽²⁾ S&P adjusted for dividends estimated to be 1%.

"Private Equity-Like Growth in Value with Liquidity of a Public Market"







+ 15% - 20% /year on average

Unique & Consistent Business Strategy Private & Public

TransDigm's Consistent Goal – "Private Equity-Like" Returns to Shareholders

- Proprietary Aerospace Products with Significant Aftermarket
- 3-Part Value-Based Operating Strategy
- Decentralized, Organization/ Aligned with Shareholders
- Focused Discipline Acquisition Strategy
- "Private Equity-Like" Capital Structure & Culture

Key Business Events Since Last Investor Day



Continued, Consistent Outstanding Value Creation

- Closed Seven Acquisitions for a Total Purchase Price of ≈ \$1 Billion (1)
- Frequented the Credit Markets to Raise New Debt and/or Refinance ≈ \$17 Billion
 - Extended Debt Maturities
 - Locked in More Favorable Rates
- Returned ≈ \$3 Billion to Shareholders
 - Paid \$46 in Special Dividends
 - Repurchased 1.7 Million Shares
- Increased EBITDA 25%
- Increased Stock Price 51% (2)
- New Senior Executive Management Structure: Executive Chairman, President & CEO, Vice-Chairman and COO-Power & Controls



Business Snapshot

(\$ in millions)

				FY 2018			
	Guidance		%				
	2015	2016	2017	Mid-Point (2)	Change		
Revenue	\$ 2,707	\$ 3,171	\$ 3,504	\$ 3,780	+ 40%		
EBITDA as Defined (1)	\$ 1,234	\$ 1,495	\$ 1,711	\$ 1,855	+ 50%		
EBITDA as Defined margin	46%	47%	49%	49%			
FYE Share Price	\$212	\$289	\$302 ⁽⁴⁾	\$386 ⁽⁴⁾	+ 82%		

Enterprise Value ⁽³⁾ ≈ \$29 Billion

⁽¹⁾ EBITDA as Defined is a non-GAAP financial measure. For a historical reconciliation of EBITDA as Defined to Net Income, please see the appendix.

⁽²⁾ Revenue and EBITDA As Defined information under FY18 Guidance Mid-Point reflect the mid-point of the guidance range for the fiscal year ending 9/30/18 that was issued on 5/01/18. TransDigm only updates guidance quarterly and this presentation does not confirm or update guidance now.

⁽³⁾ Enterprise value calculated as of 6/15/18 equals equity value (shares outstanding as of 3/30/18 multiplied by the TDG closing stock price on 6/15/18) plus pro forma total net debt (total debt less cash).

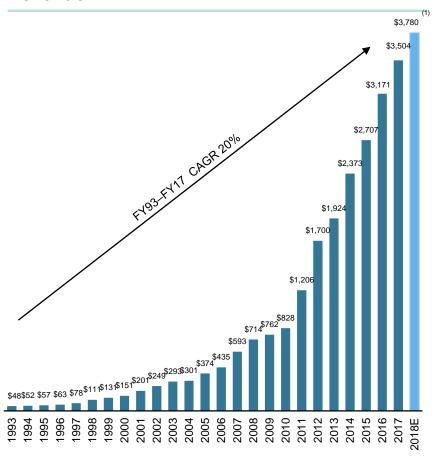
⁽⁴⁾ TDG closing stock price on 9/30/17 and 6/15/18 plus \$46 dividends paid in fiscal 2017.

Consistent Record of Growth and Margin Expansion

TRANSDIGN

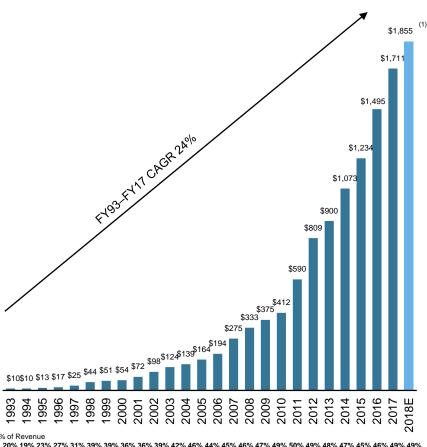
(\$ in millions)

Revenue



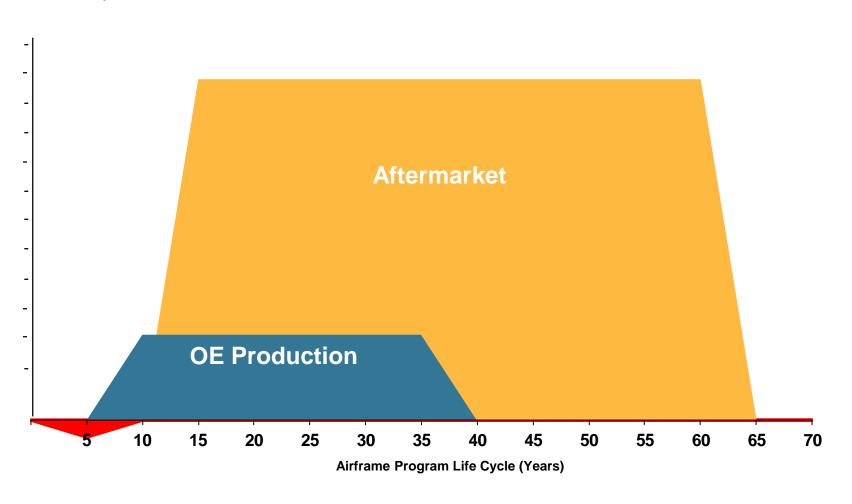
(\$ in millions)

EBITDA as Defined and Margin



Recurring Stream of Profitable Aftermarket Revenue



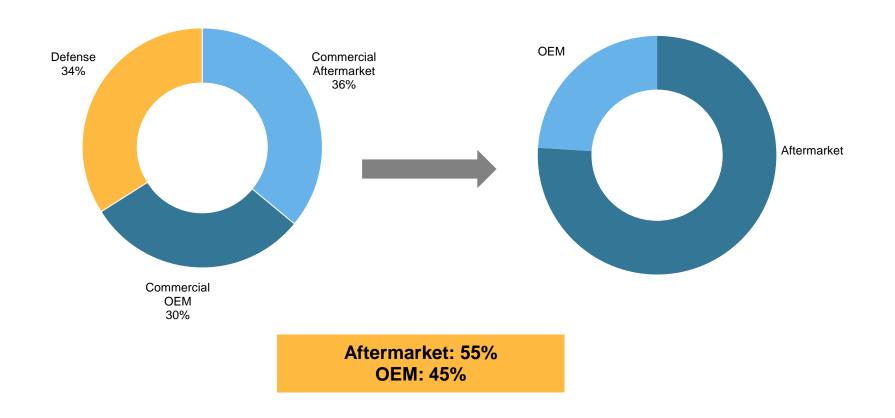


Strong Focus on High-Margin Aftermarket

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FY 2017 Pro Forma Revenues(1)

EBITDA As Defined



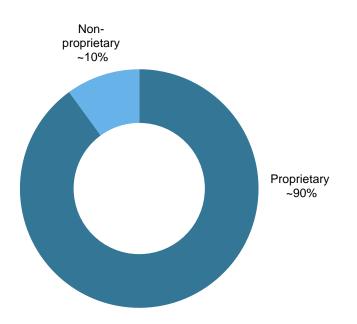
⁽¹⁾ Pro Forma Revenue and EBITDA as Defined for FY2017 includes the full year impact of acquisitions purchased in third quarter of FY 2017, excludes Kirkhill and Extant. Please see the Special Notice Regarding Pro Forma and Non-GAAP Information.

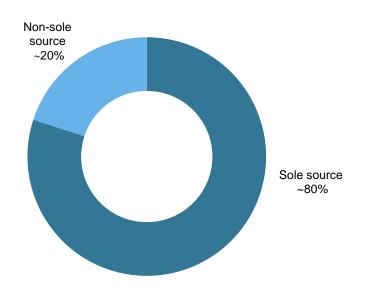
Significant Proprietary and Sole Source Revenue Base

TRANSDIGM

Proprietary Revenue

Sole Source Revenue

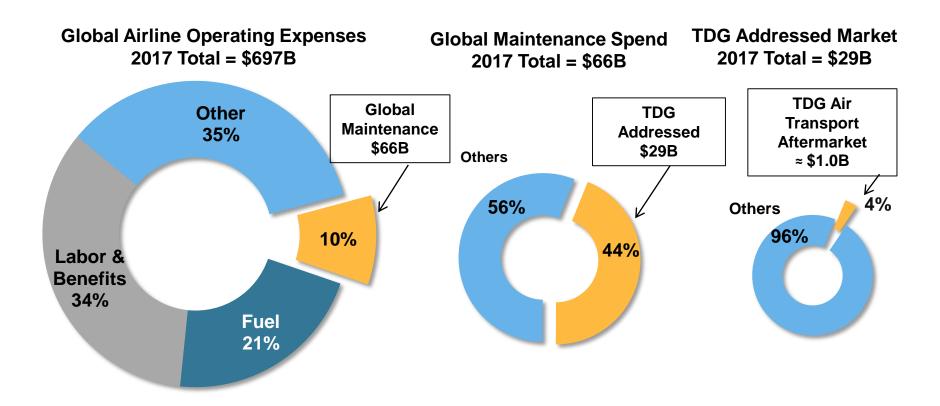




Results in strong market positions and a stable, recurring revenue stream

TransDigm's Addressed Market for Commercial Aftermarket

TRANSDIGM

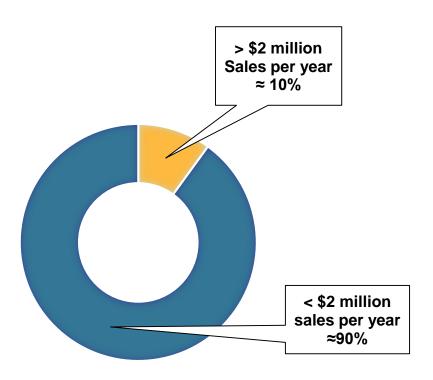


TransDigm's Addressed Market for Air Transport Aftermarket is \$29B of Which We Hold a ≈ 4% Market Share

TransDigm's Diverse Commercial Aftermarket Revenue Base

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Total FY 2017 Commercial Aftermarket Worldwide Revenue by Annual Sales \$ Per Part



Top 20 Airlines

American Airlines **Delta Airlines** United Continental **Emirates Airlines** Air France/KLM China Southern Airlines Southwest Airlines British Airways/Iberia Air China ≈ 50% China Eastern Airlines Worldwide Lufthansa RPM's Ryanair **Qatar Airways Turkish Airlines** Quantas LATAM Air Cathay Pacific Air Canada Signapore Airlines Etihad

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Organizational Philosophy

TRANSDIGM





Value Generation Strategy

OPERATING UNIT



Structure Execution Motivation

TDG Ownership





Equity Based Compensation

100% Performance Vesting

Very High Shareholder Alignment

Proven Record of Acquisition & Integration

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Privately Held

1993 - 2006

- Adel
- Aeroproducts
- Wiggins
- Controlex
- Marathon
- Adams Rite Aerospace
- Christie
- Champion
- Honeywell Lube Pump
- Fuelcom
- Norco
- Avionic Instruments
- Skurka
- Fluid Regulators
- Eaton Motors

2006 - 2010

- Sweeney
- Electra-Motion
- CDA InterCorp.
- Avtech
- ADS/Transicoil
- Bruce
- CEF
- Unison/GE
- APC/GE
- Acme
- Woodward HRT
- Dukes
- Semco
- Hartwell
- Electromech
- Tyee
- TAC
- Linread⁽¹⁾
- Valley-Todeco⁽¹⁾
- AQS⁽¹⁾

2011 - 2014

NYSE

- Talley Actuation
- Schneller
- Harco
- AmSafe Passenger Restraints
- AmSafe Commercial Products
- AmSafe Cargo Restraints & Specialty Devises
- Aero-Instruments
- Beams
- Aerosonic
- Arkwin
- Whippany Actuation
- Airborne Systems North America
- Airborne Systems Europe
- Elektro-Metall Export

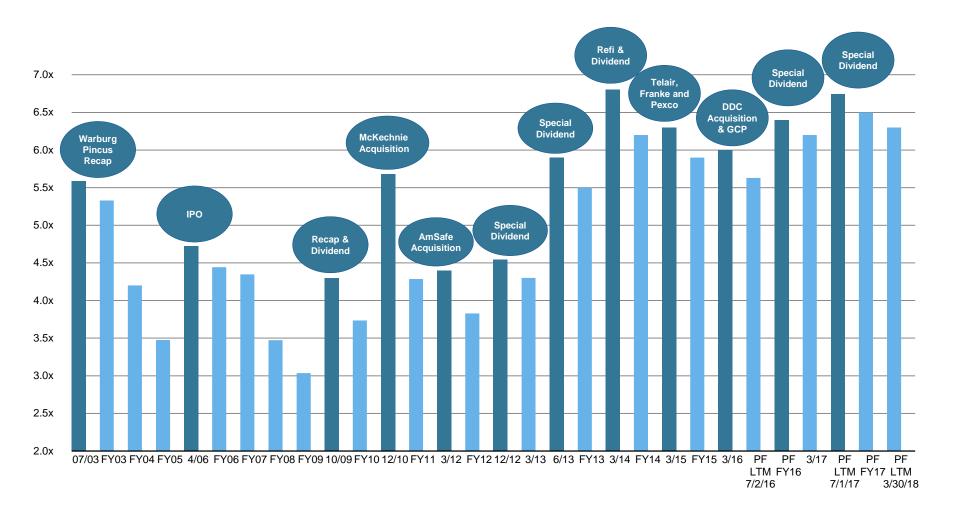
2015 - 2018

- Telair International
- AAR Cargo Systems
- Nordisk Aviation
- Franke Aquarotter
- Pexco
- PneuDraulics
- Breeze-Eastern
- DDC
- Young & Franklin (Tactair)
- North Hills
- Cablecraft Aerospace
- Preece
- Kirkhill
- Extant

TransDigm has acquired 64 businesses since 1993, including 49 since its IPO.

TransDigm Delevering Profile (Net Debt / PF EBITDA as Defined)

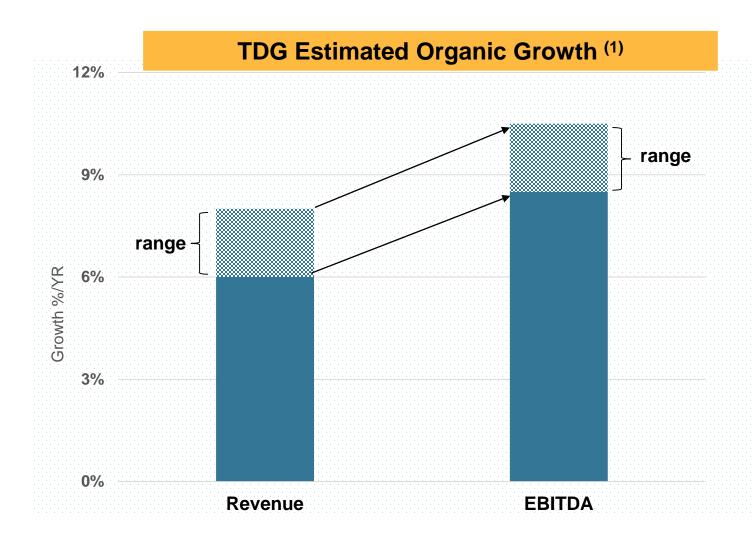




Note: PF EBITDA as Defined is a non-GAAP financial measure. For a reconciliation of PF EBITDA as Defined to Net Income, please see the appendix. PF LTM 3/30/18 EBITDA as Defined includes the full year impact of the acquisition of Extant, excludes Kirkhill and includes the impact of the financing activities completed in May 2018.

5 Yr Go Forward Estimated Growth (wo/ACQ) %/Yr





Consistent Strategy & Value Creation



Proprietary Aerospace and Aftermarket

Value Based Operating Strategy

Decentralized Organization / Aligned with Shareholders

Disciplined Acquisition Strategy

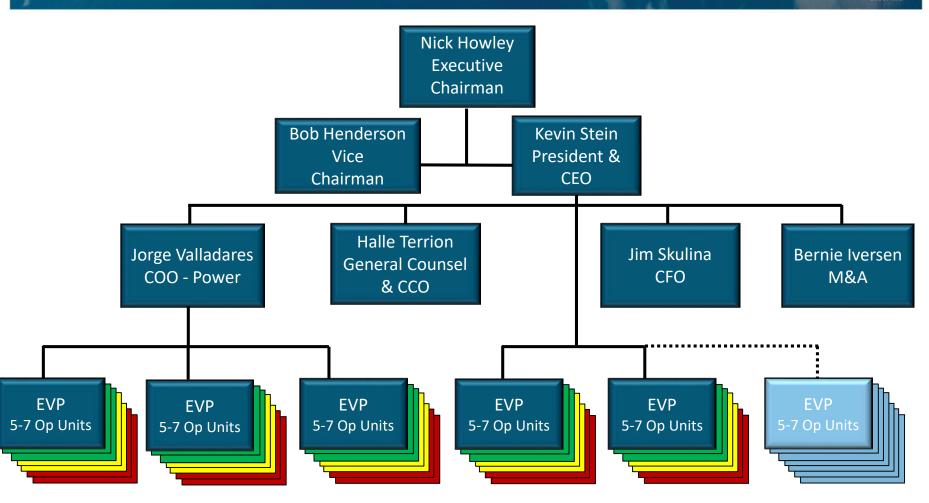
Efficient Capital Structure

"Private Equity-Like" Returns with Public Liquidity

FLYING HIGHER **Consistent Operating Model & Customer Value Overview Kevin Stein – President & CEO**







Revised Structure Scalable With Future Growth

Diverse Products, Platforms and Markets

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Ignition Systems and Engine Sensors	Pumps	Valves	Motors, Actuators and Controls	Water Faucets and Systems	Quick Disconnects, Couplings and Rods	Batteries, Chargers and Power Conditioning	Aircraft Hardware and Cockpit Security Systems	Engineered Composites, Elastomers and Laminants	Audio Systems	Lighting and Instrumen- tation	Safety Restraints and Parachutes	Lifting Devices and Cargo Handling Systems
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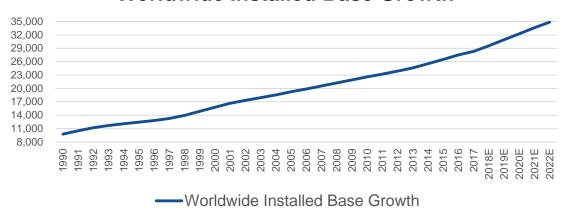
TransDigm – Expanding Global Footprint





Steady Growth in Passenger Traffic and Installed Base Drives Stable Aftermarket Sales

Worldwide Installed Base Growth



4.1% CAGR



5.5% CAGR

—Worldwide RPM Growth

2005

2004

2008

2012 2013

2010

2000

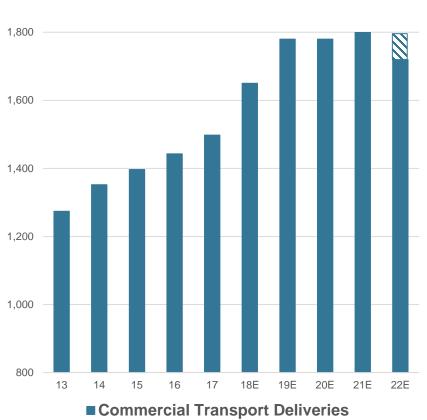
2002 2003

2016E

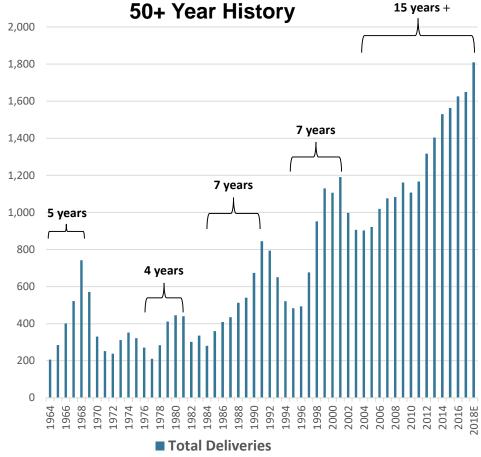
Source: Airline Monitor June 2018

2000 1000 0 (units delivered)

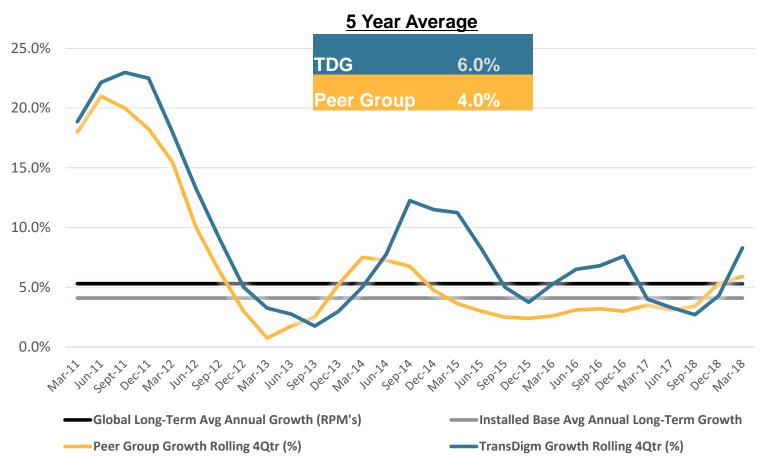
Commercial Transports (Boeing & Airbus)



Commercial Transport – Total Deliveries



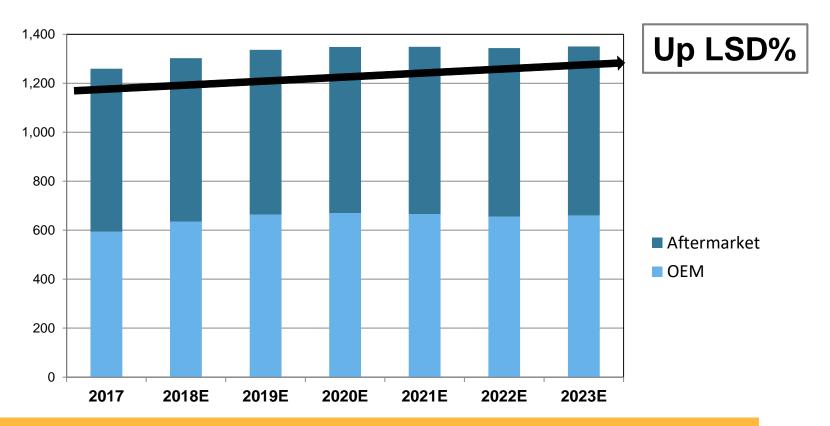




Sources:

\$ Millions (Constant \$)

2017 - 2023 TransDigm Base Military Revenue Forecast*



JSF (F-35) and KC-46 (767) are Military Growth Platforms

Strong Positions on Diverse and Growing Platforms





TOP PLATFORMS



▲ Delta Air Lines

A320 A330/A340 A350 B737 B777 B787

≈32% Sales



Lufthansa

B747 C130 Blackhawk CRJ & C-Series A400M B757/767 A380 Gulfstream

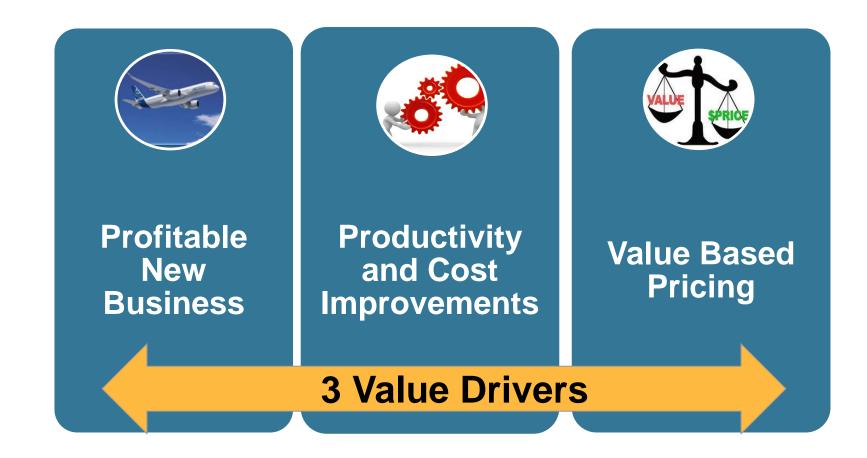
≈18% Sales

TEXTRON

AIRFRANCE

UNITED

BOMBARDIER



TDG Operating System: A Detailed Process

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Investment

- Highly Engineered Products Require Resourcing
 - ➤ ≈ 7-9% of total cost spent on Engineering

Organization

- Decentralized Execution
- BUM Team Concept
- Succession Planning

Execution

Relentless Drive to Create Value









Provide Reliable, Well Engineered Products & Deliver Them On-Time



Highest Value to Customers





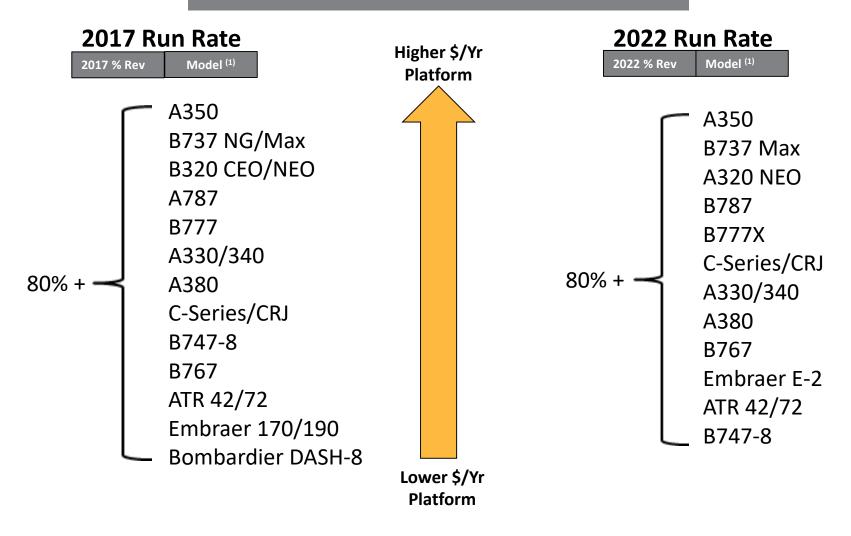




TDG Commercial Transport OEM By Platform



Well Positioned For Growth

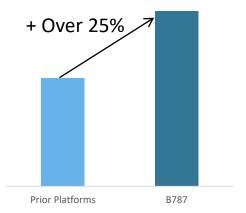


\$ / Shipset Growth Over Prior Platforms – "Same Store Basis"

B787

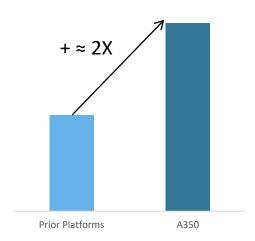
A350

C-Series



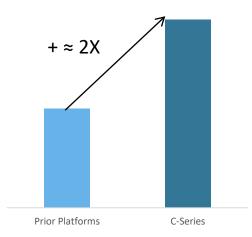
Representative Products:

- Composite Components
- Audio System/Software
- Interior Thermo Plastics
- Nacelle & Other Latches
- Numerous Others



Representative Products:

- Onboard Cargo System
- Cockpit Security System
- Cabin/APU Electrical
 System Interconnect
- Decorative Laminates
- Numerous Others



Representative Products:

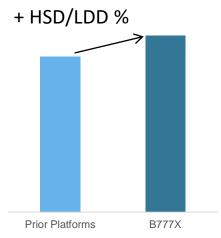
- Air System Valving
- Nacelle & Other Latches
- Composite Components
- Decorative Laminates
- Numerous Others

Modest Design Change = Modest Content Change



\$ / Shipset Growth Over Prior Platforms – "Same Store Basis"

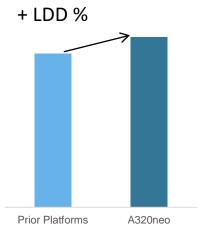
B777X



Representative Products:

- Composite Components
- Communication Management Boards/Software
- Fuselage Latches
- Flight Control Actuators
- Numerous Others

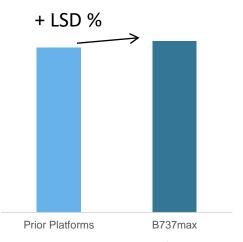
A320neo



Representative Products:

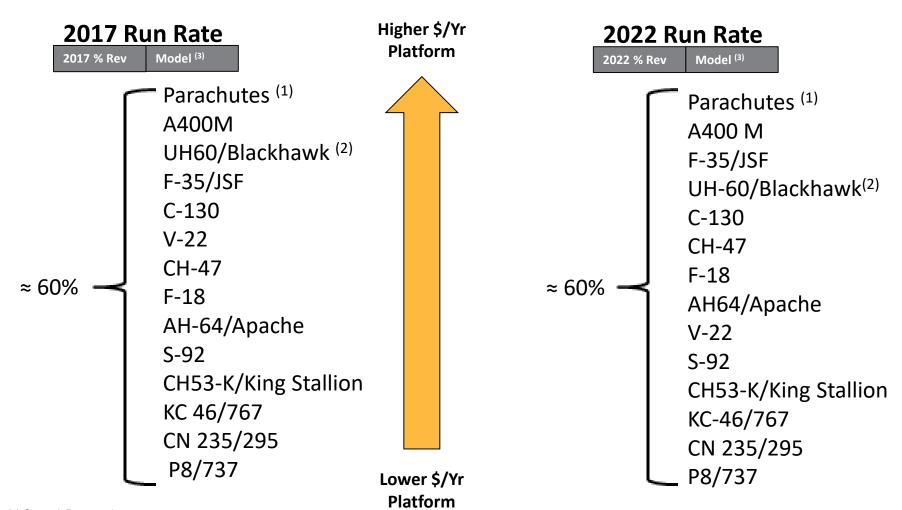
- Flight Control Valving
- Cargo Loading System
- Structural Rods
- Nacelle/Fuselage Latches
- Numerous Others

B737Max



Representative Products:

- Nacelle/Fuselage Latches
- Audio Control Panel
- Interior Thermo Plastics
- Fuel Line Connectors
- Numerous Others



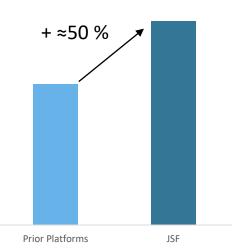
⁽¹⁾ Cargo & Personnel

⁽²⁾ Includes various derivatives

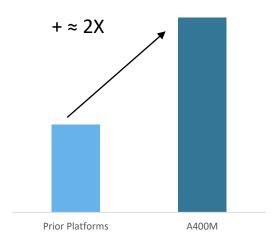
⁽³⁾ Constant dollars and based on TDG estimated current ship set content

\$ / Shipset Growth Over Prior Platforms – "Same Store Basis"

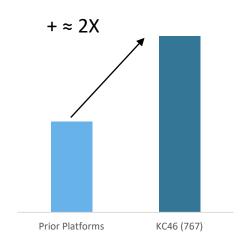
JSF



A400M



KC46 (767)



Representative Products:

- Hydraulic Actuators/Valves
- Engine Clamps
- Data Management Processing Boards/Software
- Electric Motors
- Elastomers
- Numerous Others

Representative Products:

- Cargo Loading System
- Composite Components
- Winch/Retrieval System
- Main Barrier Nets
- Numerous Others

Representative Products:

- Refueling Connectors
- Main Deck Barrier Nets
- Nacelle & Other Latches
- Ram Air Actuator
- Numerous Others

≈**20,000**

Average New TDG
PMAs / Yr - Last 5
years

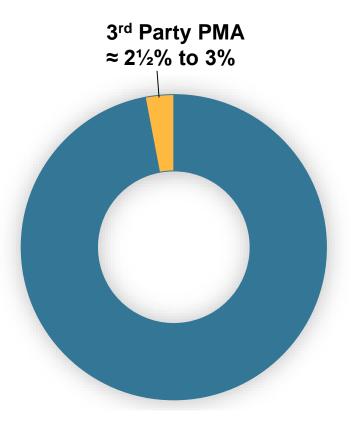


⁽¹⁾ Total PMA – assemblies, parts and sub-assemblies currently on FAA site or approved waiting to be listed – adjusted to reflect Components Maintenance Manual components.

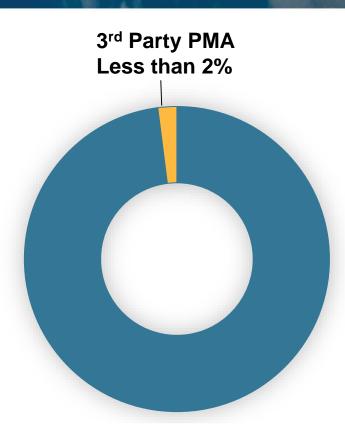
²⁾ Total PMA & part numbers that sell w/some regularity.

PMA Market Penetration

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Total <u>INDUSTRY</u>
Commercial Aftermarket \$



Total <u>TDG</u> Commercial Aftermarket \$

TDG 3rd Party PMA – Below Market % & Declining

Consistent Value Creation Strategy

Product Line Detail Focus

Solid Value Growth Process

Active Talent Growth

Disciplined Acquisition Integration

5 YR- Go Forward Market Estimates - CAGR (Unit Growth – w/o Price)



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Next 5 Years TDG % Unit Growth / Yr

Commercial Aftermarket

Up LSD to MSD %

Gradual Recovery

Commercial Transport OEM



Up LSD %

Business Jet / Helicopter OEM*



Up LSD to MSD %

Defense



Up LSD %

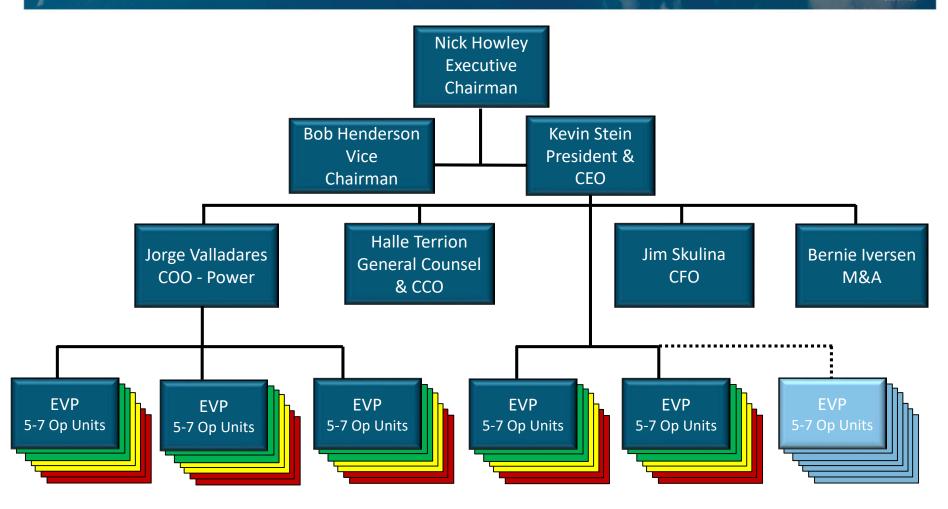
Potentially Richer Mix



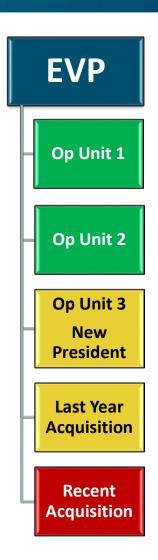
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TDG Organization





EVP Role Scalable With Future Growth



Value Creation Driver/Culture Carrier

Op Unit Business Guidance

- Quarterly Reviews
- Presidential "coaching"
- Value Driver Emphasis

Talent Development

- President/Staff
- Weed & Feed

Acquisition Value Creation

- Assist Due Diligence
- Guide Integration Process
- Assess Revise Management

Organizational Philosophy



Structure

Small Operating Units

Focus on Products and Customers

Few Management Layers

Business Unit Discipline





Execution

Significant Local Autonomy

Local Decisions

Front Line Value Generation



Motivation

Think Like Owner

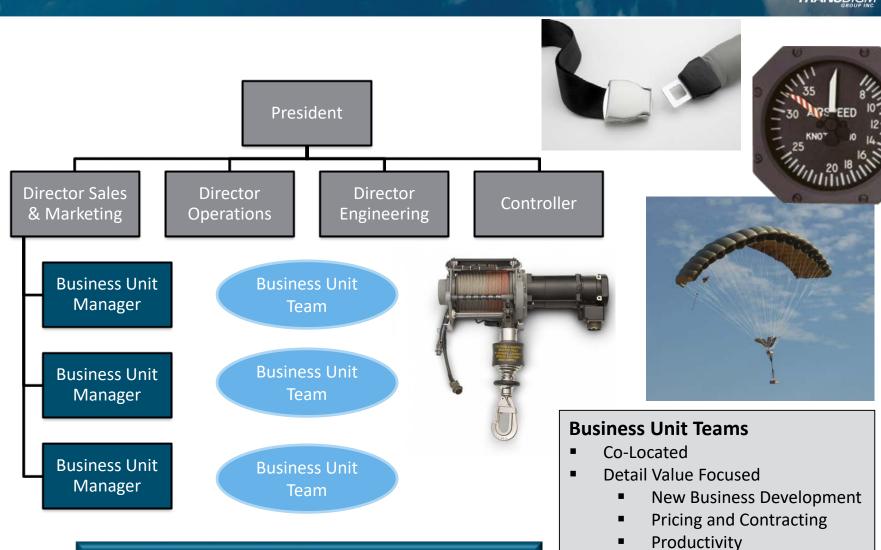
Create Value

Lower Cash Comp & Higher Equity



Operating Unit Organization

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Business Unit Value Focus

Business Unit Value Focus





















































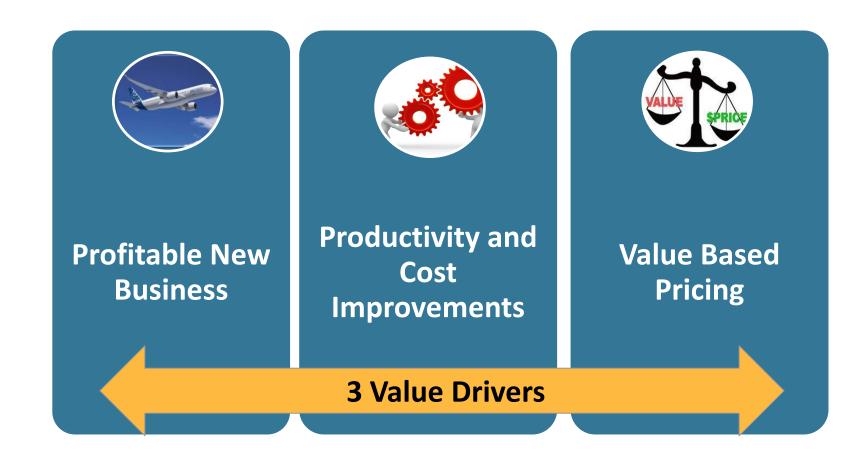












Business Unit Value Creation

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Business Unit Teams

- Grouping of Related Products
- Integrated Cross Functional Team
- Business Unit Manager Drives Performance

Value Driver Focus

- Profitable New Business
- Productivity and Cost Improvement
- Value-based Pricing

Accountability

- Standardized Business Metrics Across Operating Units
- Quarterly Reviews and Mid-Year Reviews
- Ownership of Results







Drives Organic Growth

Focus on <u>Profitable</u>
New Business

Customer-Driven Business Opportunities

Innovative State of the Art Solutions

Responsive and Agile Development

New Business "How We Do It"

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Customer Relationships

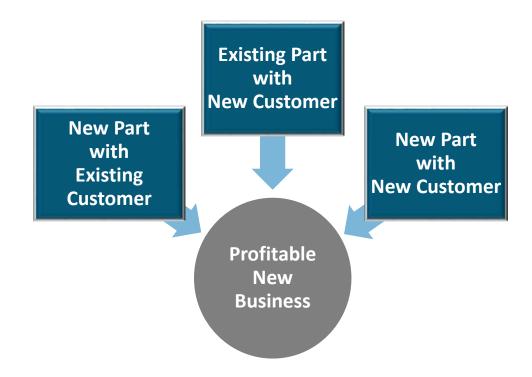
- Strong Operational Performance
- Engineer to Engineer Selling
- Solve Customer Technical Issues

Innovation

- New Technology/Processes
- Rapid Prototype Development

Product Development

- Dedicated Business Unit Teams
- Concurrent Engineering
- Phase Gate Process



New Business Modeling

Analytical Approach

- Data Driven
- Realistic OEM Production Rates
- Historical NRE Investment Estimates
- Actual-cost Production Cost Estimates
- Cumulative Cash Flow Analysis
- Takes Emotion out of Decisions





Focus: Profitable New Business

EXAMPLE ONLY

New Business Model Excerpt

	2018	2019	2020	2021	2022	2023
<u>Annual Data</u>	•					
Production Sales	NRE	\$507	\$765	\$968	\$1,318	\$1,536
Production COS	(\$475)	(\$448)	(\$656)	(\$815)	(\$1,065)	(\$1,166)
Product Margin		\$59	\$109	\$153	\$253	\$370
Margin %		12%	14%	16%	19%	24%
SG&A %		-12%	-12%	-12%	-12%	-12%
EBITDA Margin		0%	2%	4%	7%	12%
Spares Sales		\$116	\$263	\$837	\$1,362	\$2,660
Spares COS		(\$56)	(\$121)	(\$360)	(\$545)	(\$1,011)
Spares Margin	_	\$60	\$142	\$477	\$817	\$1,649
Spare Margin %		52%	54%	57%	60%	62%
SG&A %		-12%	-12%	-12%	-12%	-12%
EBITDA Margin	_	40%	42%	45%	48%	50%
Total Sales		\$623	\$1,028	\$1,805	\$2,680	\$4,196
Total COS		(\$504)	(\$777)	(\$1,175)	(\$1,610)	(\$2,177)
Product Margin	_	\$119	\$251	\$630	\$1,070	\$2,019
Margin %		19%	24%	35%	40%	48%
SG&A %		-12%	-12%	-12%	-12%	-12%
EBITDA Margin		7%	12%	23%	28%	36%
Net Cash flow	(\$475)	\$45	\$128	\$413	\$749	\$1,516
Cum Cash flow	(\$475)	(\$430)	(\$303)	\$111	\$859	\$2,375

Return on Investment 6 yrs

56%

Annual Productivity Improvements to Offset Inflation



Across Total Cost Base

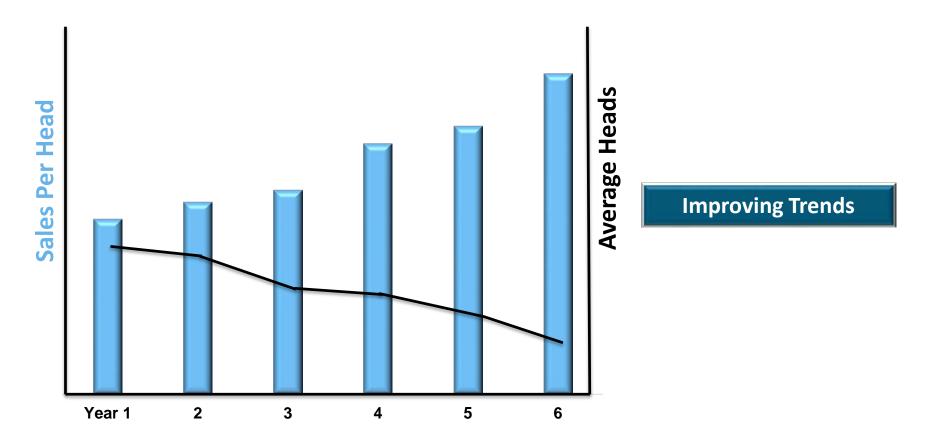
Detailed Cost Reduction Planning

Projects	YTD Plan	YTD Enacted	Plan	FY Forecast	
Vendor LTAs / Resourcing	525	764	700	764	
Commodity Hedge	75	44	100	75	
Various Purchasing Initiatives	338	444	450	550	
Purchasing Savings	938	1252	1,250	1,389	
Outsourcing Domestic	47	0	62	62	
Offshore Mfg (in-house)	200	200	200	200	
Offshore Intercompany	-	0	-	-	
Offshore 3rd Party	19	48	25	48	
Outsourcing / Offshore Savings	265	248	287	310	
RIF / Plant Consolidation	1,800	1800	1,800	1,800	
Compensation Reduction	-	0	-	-	
Mfg Projects (Automation)	75	23	100	100	
Other Labor Projects	38	50	50	75	
Labor Savings	1,913	1873	1,950	1,975	
Scrap Reduction	38	0	50	50	
Assembly Projects	75	30	100	100	
Eng / Quality Projects	75	187	100	225	
Warranty / Rework / Repairs	-	0	-	-	
Rent / Utility / Engery Savings	19	0	25	15	
Mainten, tooling expense reduction	8	0	10	10	
VIP Ideas	113	203	150	200	
Other Spending Reduction	470	18	627	500	
Other Spending Reduction	797	438	1,062	1,100	
Total Productivity Savings	3,912	3,811	4,549	4,774	
Productivity as a % of Total Cost	3.3%	3.2%	3.8%	4.0%	

- Measure the Goals
- Schedule and Savings
- Challenge Delays
- Trust but Validate

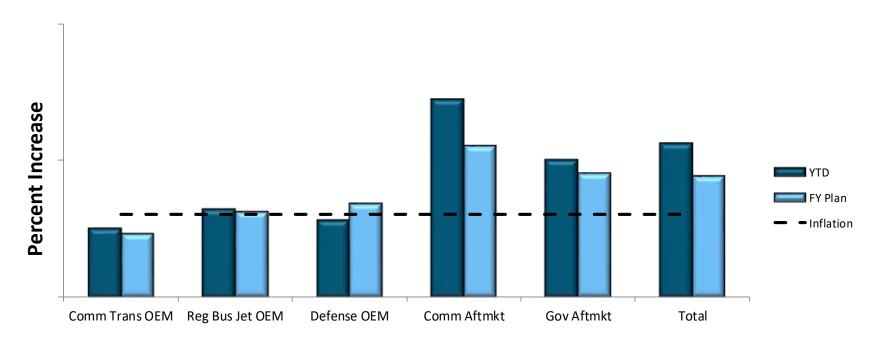


Note: For Illustration Only



Note: For Illustration Only

YTD Product Line "A" Pricing Results



Note: For Illustration Only

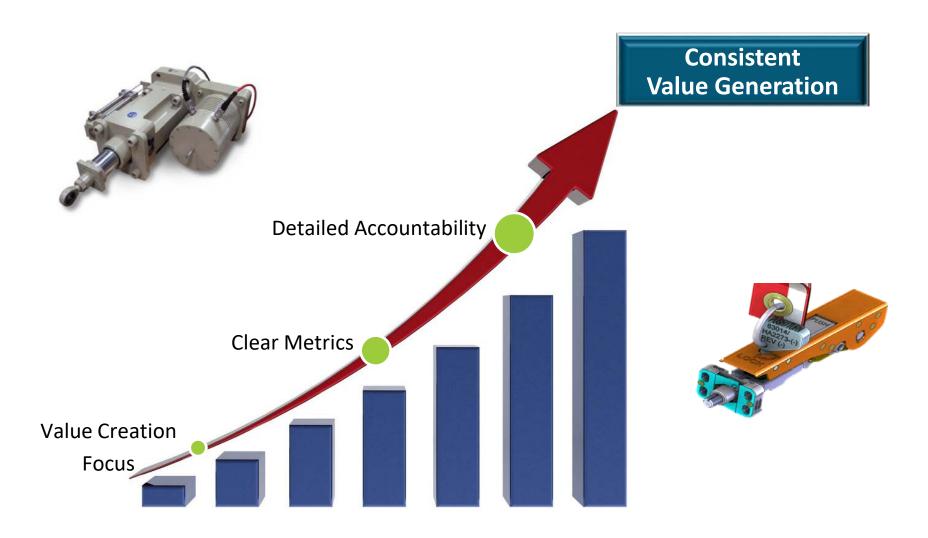
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Business Unit – Income Statement

Prior Year Actual	% to Sls		Q2 Actual	% to Sls	YTD Actual	% to Sls	YTD Plan	% to SIs
36,814	100.0%	Sales	9,819	100%	26,216	100%	25,974	100%
		Product Costs:						
8,870	24.1%	Material	2,326	23.7%	6,229	23.8%	6,284	24.2%
2,812	7.6%	Direct Labor	730	7.4%	1,984	7.6%	1,924	7.4%
7,000	19.0%	Overhead	1,801	18.3%	4,865	18.6%	4,932	19.0%
947	2.6%	Depreciation	215	2.2%	623	2.4%	628	2.4%
-	0.0%	Other	-	0.0%	_	0.0%	-	0.0%
19,629	53.3%	Total Product Costs	5,072	51.7%	13,701	52.3%	13,768	53.0%
17,185	46.7%	Gross Profit	4,746	48.3%	12,515	47.7%	12,206	47.0%
		G&A Costs:						
61	0.2%	Engineering	16	0.2%	46	0.2%	40	0.2%
681	1.9%	Sales	188	1.9%	549	2.1%	562	2.2%
1,249	3.4%	Admin	273	2.8%	637	2.4%	641	2.5%
(41)	-0.1%	Other	-	0.0%	_	0.0%	-	0.0%
64	0.2%	Depreciation	17	0.2%	50	0.2%	20	0.1%
2,015	5.5%	Total G&A Costs	494	5.0%	1,282	4.9%	1,263	4.9%
16,181	44.0%	Product Line EBITDA	4,485	45.7%	11,906	45.4%	11,591	44.6%

Business Unit Structure – Driving Value Creation





Talent Demand

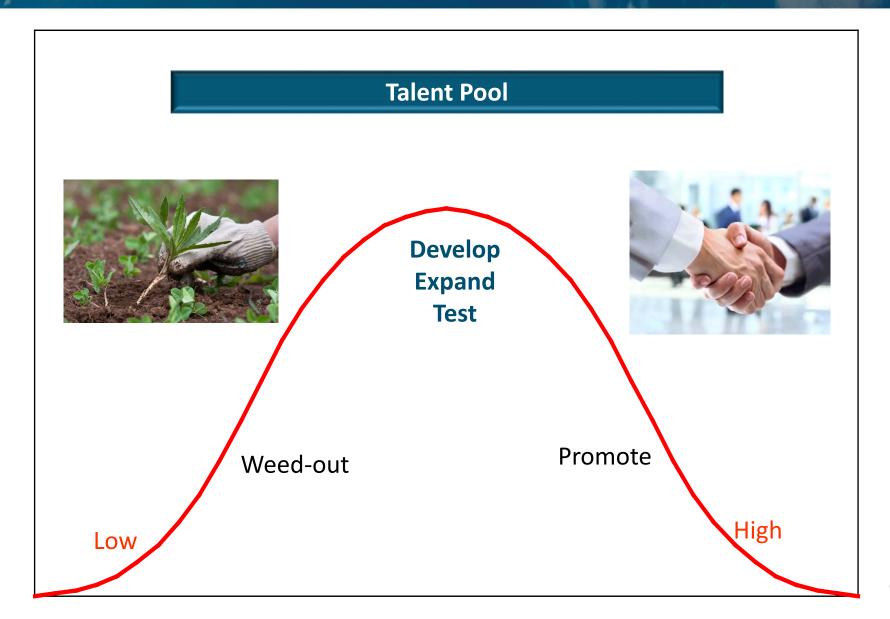


Organic Growth & Mgt. Turnover



Acquired Growth & Mgt. Transitions

Growth Requires Talent



Financial Competency

Income Statement



Value Creation







Productivity Management

Contracting

Risk Management

I.P. Protection

Aftermarket Access

Pricing

Business Unit Reviews



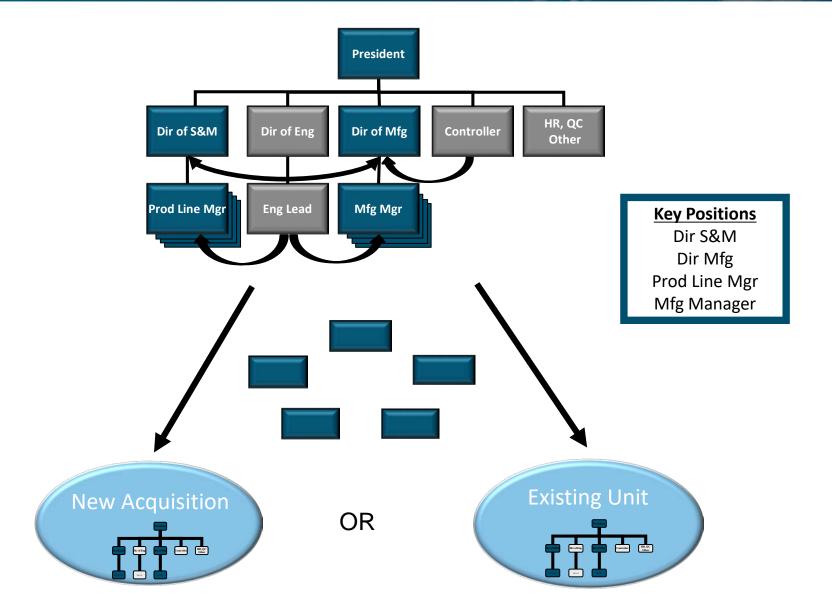


Site Visits & Operational Reviews



Succession, Development, Promotion







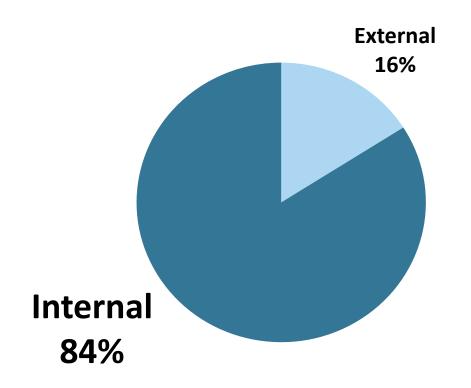


School of Business Executive Education

Leadership Development Program

- (30) High Potential Sr. Managers
- Customized Curriculum
- Team Based Action Learning Projects
- Individual Development Plan
- Formal Mentoring Program

LTM Promotions Source



Solid Value Growth Process

- Consistent Value Creation Strategy
- Business Unit Detail Focus
- Active Talent Growth



FLYING HIGHER **Mergers & Acquisitions** Bernie Iversen – Executive VP – M&A Mike Lisman – Vice President – M&A



Aerospace products



Proprietary engineered products



Significant aftermarket content

Fiscal Year	\$ Invested
FY '08	\$156 M
FY '09	\$156 M
FY '10	\$170 M
FY '11	\$1.65 B
FY '12	\$869 M
FY '13	\$484 M
FY '14	\$298 M
FY '15	\$1.62 B
FY '16	\$1.44 B
FY '17	\$105 M
FY '18F	\$575 M*

Annual Average = \$676 M per Year

^{*}FY18 includes \$50M for Kirkhill and \$525M for Extant

Invested \$680M Stayed within Acquisition Criteria



2017 Price: \$105M Sellers: Various







KIRKHILL

2018 Price: \$50M Seller: Esterline









2018
Price: \$525M
Seller: Warburg Pincus

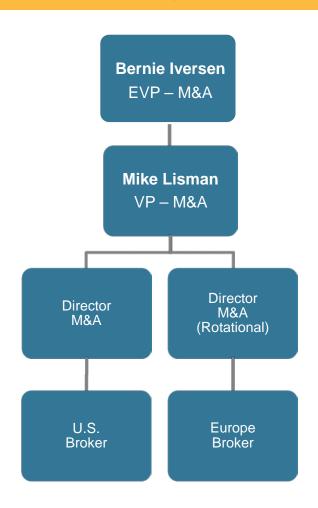




Strong and stable team

Rotational Director role

Utilize Brokers to assist in US & Europe



M&A Org Chart

Maintain Active Pipeline of Potential M&A Targets

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Privately Held / Family-Owned

Conferences / Shows



Private Equity
Ownership

Networking



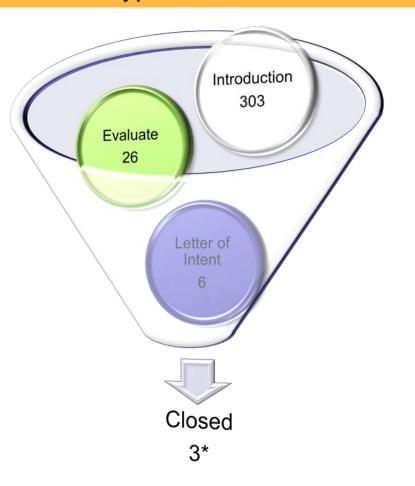
Strategic Owners

Typical Results

Typical Multiple: 9 – 12x EBITDA

Post Acquisition:

Significant multiple reduction

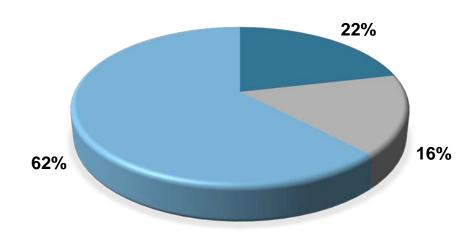


^{*} Note: Excludes Schroth.

Number of Businesses

23%

EBITDA at Time of Acquisition



■ Strategic ■ Private Holder ■ Private Equity

Proven Record of Acquisition & Integration

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Privately Held

1993 - 2006

- Adel
- Aeroproducts
- Wiggins
- Controlex
- Marathon
- Adams Rite Aerospace
- Christie
- Champion
- Honeywell Lube Pump
- **Fuelcom**
- Norco
- **Avionic Instruments**
- Skurka
- Fluid Regulators
- **Eaton Motors**

2006 - 2010

- Sweeney
- Electra-Motion
- CDA InterCorp.
- Avtech
- ADS/Transicoil
- Bruce
- **CEF**
- Unison/GE
- APC/GE
- Acme
- Woodward HRT
- Dukes
- Semco
- Hartwell
- Electromech
- Tyee
- TAC
- Linread⁽¹⁾
- Valley-Todeco(1)
- $AQS^{(1)}$

2011 - 2014

NYSE

- **Talley Actuation**
- Schneller
- Harco
- AmSafe Passenger Restraints
- **AmSafe Commercial Products**
- AmSafe Cargo Restraints & **Specialty Devises**
- Aero-Instruments
- Beams
- Aerosonic
- Arkwin
- Whippany Actuation
- Airborne Systems North **America**
- Airborne Systems Europe
- Elektro-Metall Export

2015 - 2018

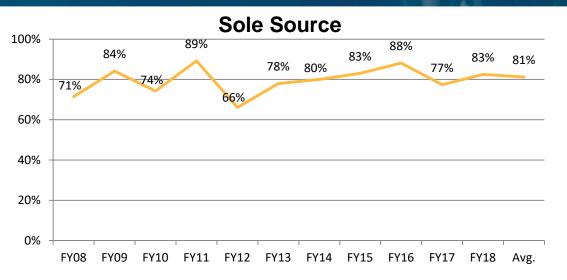
- Telair International
- AAR Cargo Systems
- Nordisk Aviation
- Franke Aquarotter
- Pexco
- **PneuDraulics**
- Breeze-Eastern
- DDC
- Young & Franklin (Tactair)
- North Hills
- Cablecraft Aerospace
- Preece
- Kirkhill
- Extant

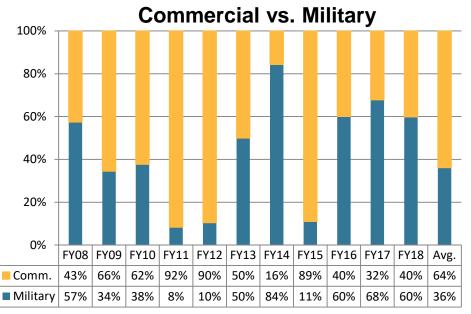
TransDigm has acquired 64 businesses since 1993, including 49 since its IPO.

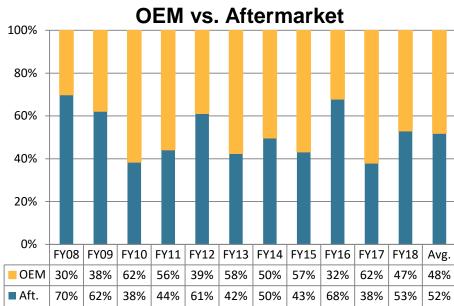
Acquisition Metrics – Weighted Historical Values

(Excluding Divestitures)

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- Synergy
- Market share
- Fill out product line
- Excess capacity
- Access to markets
- · Blah, Blah, blah

- Bigger is better
- · Globalization
- Diversify
- Consolidating Industry
- Spend \$ to make \$
- · Blah, Blah, blah

- · Name in Paper
- · Increase salary
- · Get promoted
- · Be fun
- Bigger Boss
- Bragging Rights



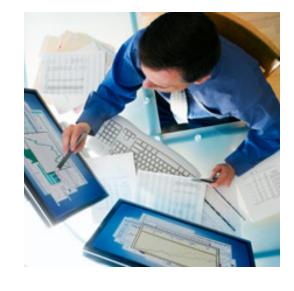
· Get promoted

What We DO Look For





Purchase Price / Capital Structure									
EBITDA	\$	16,500							
Multiple		10.0							
Purchase Price	\$	165,000							
Fees		\$1,750							
Total Purchase Price	\$	166,750							
Debt 5.5x Current Year EBITDA		\$90,750							
Equity Required		\$76,000							
Total	\$	166,750							



Debt & Equity

Investment (\$76,000)	<u>Year 1</u>	Year 2	Year 3	Year 4	Year 5
EBITDA	\$18,405	\$22,530	\$26,426	\$30,161	\$34,243
Multiple	10.0	10.0	10.0	10.0	10.0
TEV	\$184,053	\$225,304	\$264,265	\$301,608	\$342,430
Less debt	\$ (91,631)	\$ (89,571) \$	(86,086) \$	(81,439) \$	(75,399)
Market Value	\$92,422	\$135,732	\$178,179	\$220,170	\$267,031
(\$76,000) IRR	0	0	0	\$0	\$267,031 28.6%

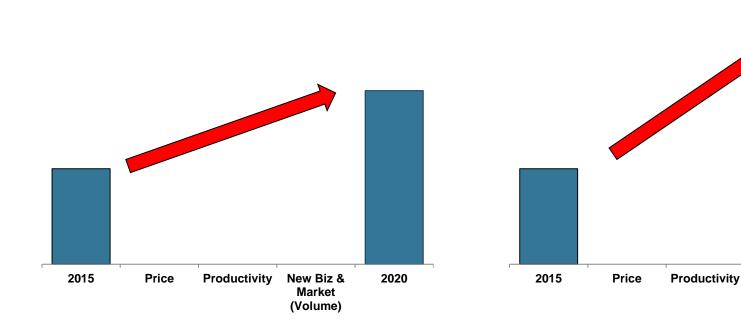




- Excessive costs
- Sub optimal pricing
- Unfocused new business process

Acquisition Model EBITDA Bridge

Actual / FCST EBITDA Bridge



EBITDA already considerably ahead of model – creating significant value

2018 Fcst

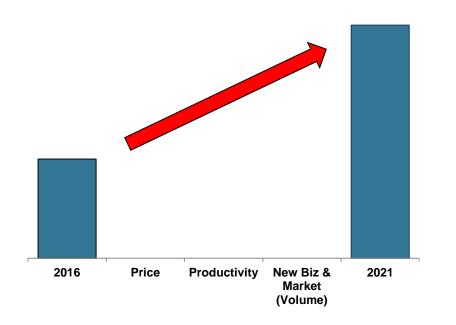
New Biz &

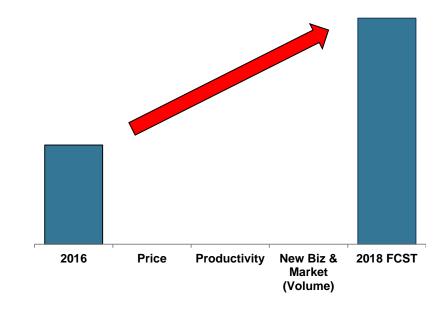
Market

(Volume)

Acquisition Model EBITDA Bridge

Actual / FCST EBITDA Bridge





EBITDA will be just below Year 5 model target in only 2.5 years of ownership

FLYING HIGHER **Acquisition Process & Integration Bob Henderson – Vice Chairman**

Now That We Own It

WHAT DO WE DO?!

Basics – All Acquisitions are Different

- Past Operating History Impacts Model and Integration Needs/Process
- Different Value Generation Approaches in Acquisition Model
 - Consolidate or Stand Alone Productivity Opportunities
 - Contractual Opportunities & Constraints
 - New Business Pipeline
- Strength in Senior Management Varies Wildly

However, There is Significant Commonality in Our Actions

Acquisition Integration Process - Timeline

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Time After Acquisition (days)

Actions - General

Present TransDigm, Our Culture and Value Generation Strategy	0 - 15
Control Working Capital and Establish Financial Plan	0 - 90
Evaluate Key Staff Personnel Competency	0 - 30
Review OE/AM Contracts and Effect Actions	15 - 45
Implement Productivity Plan (Business Wide) and	
Ongoing Production Improvement Processes	0 - 90
Organize Company into Business Units	30 - 180
Review New Business Projects – Weed & Focus	30 - 60
Various HR, Legal & Accounting Reviews/Activities	0 - 120

Integration Activities First 180 Days

Young & Franklin Inc. / Tactair

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September 2016 Headquartered in Liverpool, NY

Revenue: ≈ \$75 M Employees: ≈ 320

TACTAIR





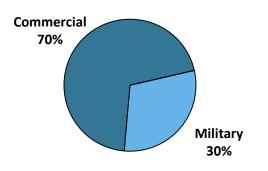


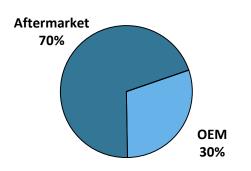


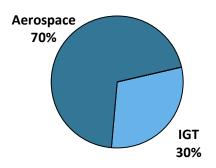












Key Platforms

MRJ C 130J
E2 E2D
CL300 CH47
Global family T6
Legacy family IGT – GE family
AW609 IGT – Solar family

Key Activities / Observations

- Privately owned. HQ outside Syracuse, NY
- Two business segments & two facilities:
 - Tactair (70% of sales) Hydraulic and pneumatic actuators for aviation
 - Young & Franklin (30% of sales) Valves & actuators for industrial gas turbines "IGT"

Products – Hydraulic & Electric Controls















FY 2017 "Bolt-On" Acquisitions ≈ \$32 M Revenue

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- Private Party Seller
- Moved to AdelWiggins
- Connectors and hose assemblies for fluid and pneumatic systems









- Private Equity Seller
- Moved to AeroControlex
- Control Cable Assemblies







- Private Party Seller
- Moved to DDC- part of DDC's Beta Transformer Technology Corporation
- Measurement and Connectivity Solutions-Wideband transformers









March 2018 Headquartered in Brea, CA

> Revenue: ≈ \$90 M Employees: ≈ 800



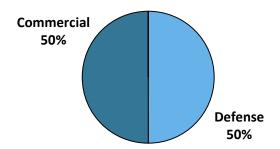












Key Platforms

777X 787 737Max A350 JSF Leap Engine

Key Activities / Observations

- Esterline divested of Kirkhill
- \$50M PP (0.5x Sales multiple)
- Good positions on Next Generation Aircraft
- Opportunities to improve profitability
- Primarily proprietary, soul source with significant aftermarket

Products – High temp Elastomers, Aerodynamic Seals, Radar absorbing materials, Canopy seals and various elastomer seals

















April 2018 Headquartered in Melbourne, FL

Revenue: ≈ \$85 M Employees: more than 170









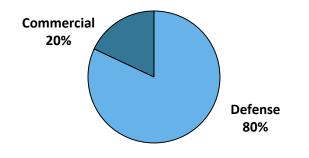


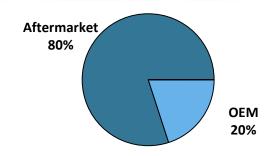












Key Platforms

F-16	AH64
F-18	MD 900/902
F-15	B747
UH-60	B757
Apache	B777
C-130	KingAir
Chinook	

Key Activities / Observations

- Warburg Pincus was owner
- Manufactures legacy aerospace and defense products
- Exclusively acquires licenses or product lines from OEMs
- Operates entirely in the avionics and electronics segment
- One facility in Melbourne, FL currently undergoing expansion to accommodate growth

Products – Data Transfer Modules, Voice and Data Recorders, Power Conversion, Attitude Indicators, Switch and Cable Products











Product Presentation Breakout

Presentations

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Starting Location

Roger Jones	DDC	EVP	Group – A Ballroom (Main Floor)
Mike Yates	Tactair/Young & Franklin	President, Tactair/Y&F	
Mike Hargas	AeroControlex	President, AeroControlex	Group — B
Paula Wheeler	AeroFluid Products	President, AeroFluid Products	Ballroom
Pete Palmer	AdamsRite	EVP	(Main Floor)
Joel Reiss Alex Feil Rodrigo Rubiano	Hartwell Schneller Whippany	EVP EVP	Group – C Arcade (Downstairs)
Herb Mardany	AmSafe Restraints	President, AmSafe Restraints President, Champion Aerospace President, HarcoSemco	Group – D
Jason Marlin	Champion Aerospace		Arcade
Patrick Murphy	HarcoSemco		(Downstairs)

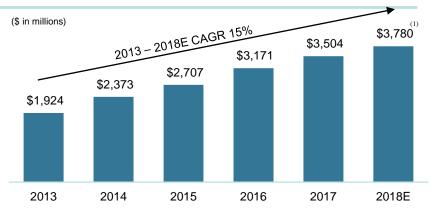
Hold Non-Presentation Related Questions for the Panel Q&A

FLYING HIGHER **Financial Overview** Jim Skulina - CFO TRANSDIGM

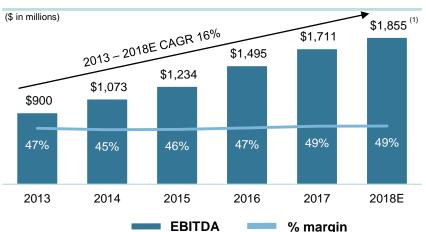
Historical Financial Highlights

TRANSDIGM





EBITDA as Defined



Adjusted Earnings Per Share



Enterprise Value



TransDigm Continues to Grow and Generate Significant Cash

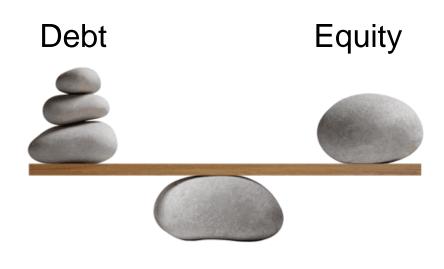
lote: EBITDA as Defined is a non-GAAP financial measure. See the appendix for a historical reconciliation of EBITDA as Defined to Net Income.

- (1) Revenue and EBITDA As Defined information under 2018E reflects the mid-point of the guidance range for the fiscal year ending 9/30/18 that was issued on 5/01/18. TransDigm only updates guidance guarterly and this presentation does not confirm or update guidance now.
- (2) 2018 Enterprise value calculated as of 6/15/18 equals equity value (shares outstanding as of 3/30/18 multiplied by the TDG closing stock price on 6/15/18) plus pro forma total net debt (total debt less cash).

Total Debt vs Market Cap (in billions)



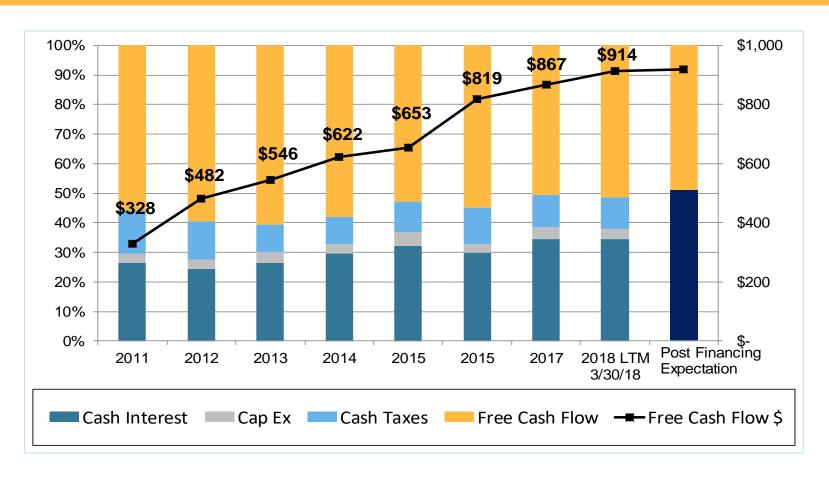
Financial Leverage



⁽¹⁾ FY17 & PF 3/18 stock prices are adjusted for \$46 of special dividends paid in FY 2017.

⁽²⁾ PF Total Debt includes the impact of the financing activities completed in May 2018.

Free Cash Flow Before Working Capital Exceeds 50% of EBITDA As Defined



Fiscal 2018 Financing Events

November 2017

Repriced Term Loans E & F

February 2018

Repriced Term Loan G

May 2018

- Issued \$500M of new senior subordinated notes in the UK due 2026
- Issued new \$700M to Term Loan E
- Extended Term Loan E to 2025
- Repriced \$5.1B of existing Term Loans E & F

June 2018

 Entered into additional hedges to align with the new term loans and the extended maturities on existing debt

Pro Forma Capitalization Structure

TRANSDIGM

Pro forma capitalization				Pro forma			
(\$ in millions)	3/30/18		Adj.	3/30/18 ⁽¹⁾		Rate	Maturity
Cash	<u>\$1,011</u>		\$654	<u>\$1,665</u>			
\$600mm revolver	_		_	_		L + 3.000%	Feb-20
\$350mm AR securitization facility	300		_	300		L + 0.900%	Aug-18
First lien term loan E due 2025	1,496		759	2,255		L + 2.500%	May-25
First lien term loan F due 2023	3,637		(59)	3,578		L + 2.500%	Jun-23
First lien term loan G due 2024	1,805		_	1,805		L + 2.500%	Aug-24
Total secured debt	\$7,238	4.1x		\$7,938	4.4x		-
Total net secured debt	\$6,227	3.5x		\$6,273	3.4x		
Senior subordinated notes due 2020	550		_	550		5.500%	Oct-20
Senior subordinated notes due 2022	1,150		_	1,150		6.000%	Jul-22
Senior subordinated notes due 2024	1,200		_	1,200		6.500%	Jul-24
Senior subordinated notes due 2025	750		_	750		6.500%	May-25
Senior subordinated notes due 2026	950		_	950		6.375%	Jun-26
Senior subordinated notes due 2026	_		500	500		6.875%	May-26
Total debt	\$11,838	6.7x		\$13,038	7.2x		
Total net debt	\$10,827	6.1x		\$11,373	6.3x		

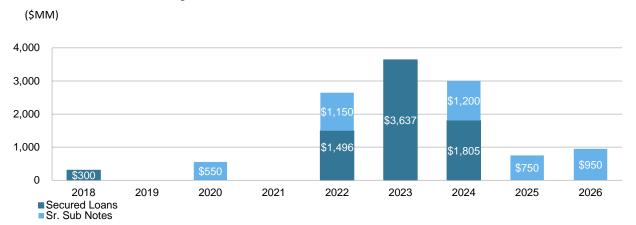
Note: EBITDA as Defined is a non-GAAP financial measure. See the appendix for a historical reconciliation of EBITDA as Defined to Net Income.

⁽¹⁾ Pro forma cash, total debt and net debt reflect the impact of the financing activities completed in May 2018. Total debt and net debt ratios are calculated using the LTM 3/30/18 EBITDA As Defined including the full year impact of Extant, excludes Kirkhill.

Debt Maturity Profile and Interest Rates



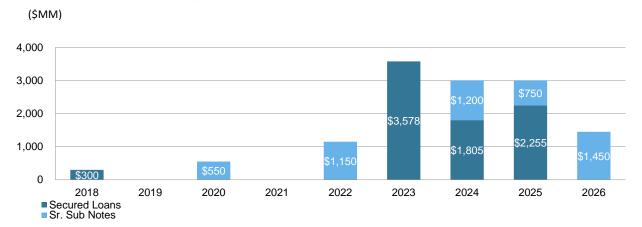
Old Debt Maturity Profile



Weighted Average Interest Rate

Pre-Financing 5.3%

New Debt Maturity Profile



Weighted Average Interest Rate

Post-Financing **5.2%**

Sources and Uses of Recent Financing

TRANSDIGM

Sources & Uses

(\$ in millions)

Sources	
Incremental first lien Ioan E/F	\$700
New senior subordinated notes	500
Total sources	\$1,200

654 21
•
Ψ0=0
\$525

Dry Powder Available for Acquisitions



Dry Powder in Excess of \$2 B Available

Pro Forma Cash 3/30/2018

1,665

Undrawn Revolver

600

Dry Powder Available for Acquisitions

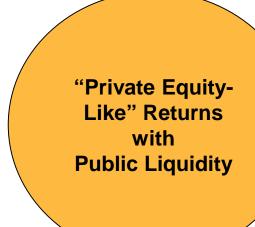
\$ 2,265

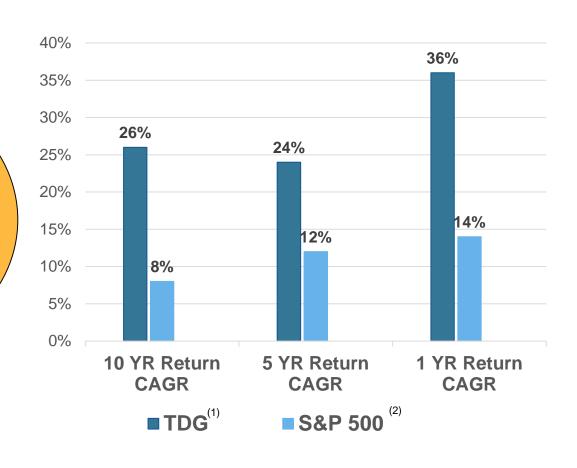


Operational Performance

Financial Leverage

Historical TDG Returns vs. SP 500





⁽¹⁾ TransDigm returns are adjusted for special dividends paid of \$113.50 in 10-year period, \$93.00 in 5-year period and \$22.00 in 1-year period. All returns measured as of 6/01/018.

⁽²⁾ S&P adjusted for dividends estimated to be 1%.

APPENDIX: Reconciliation of EBITDA and EBITDA As Defined to Net Income

TRANSDIGM

(\$ in millions)	<u>1994</u>	<u>1995</u>	<u>1996</u>	<u>199</u>	7 1	998	<u>1999</u>	2000	<u>2001</u>	2002	2003	2004	<u>2005</u>		
Income from continuing ops.	(\$5)	\$0	\$1	1	\$3	\$14	(\$17)	\$11	\$14	\$31	(\$76)	\$14	\$35		
Depreciation and amortization	7	7	7		6	7	6	7	9	13	10	18	17		
Interest expense, net	5	5	5		3	3	23	28	32	37	43	75	80		
Income tax provision	(2)		2		5	13	(2)	8	9	17	(45)	6	23		
Warrant put value adjustment Extraordinary item	1 -	- 1	-	2	5 2	7 -	-	-	-	-	-	-	-		
EBITDA, excluding discontinued operations	6	13	17	7	24	44	10	54	64	98	(68)	113	155		
Merger expense	_	_				_	40	_	_	_	176	-	_		
Acquisition-related costs/other Non-cash comp and	4	-	-		1	-	1	-	8	-	15	20	2		
def comp costs	-	-	-	-		-	-	-	-	-	1	6	7		
EBITDA As Defined	\$10	\$13	\$17	7 \$	25	\$44	\$51	\$54	\$72	\$98	\$124	\$139	\$164	(1)	(2)
	<u>2006</u>	2007	2008	2009	<u>2010</u>	<u>2011</u>	<u>2012</u>	<u>2013</u>	<u>2014</u>	<u>2015</u>	<u>2016</u>	<u>201</u>	LTM <u>7 2</u>	. ,	Est 2018
Income from continuing ops.	\$25	\$89	\$133	\$163	\$163	\$152	\$325	\$303	\$307	\$447	' \$58	36 \$	629	\$868	\$920
Depreciation and amortization	16	24	25	28	30	61	68	73	96				141	130	130
Interest expense, net	77	92	93	84	112	185	212	271	348	419) 48	34	602	631	650
Income tax provision	16	53	74	88	88	77	163	146	142	189) 18	32	209	54	57
EBITDA, excluding discontinued operations	134	258	325	\$363	\$393	\$475	\$768	\$793	\$893	\$1,149	\$1,3	74 \$1	,581	\$1,683	\$1,757
Merger expense	-	-	-	-	-	-	-			-	-		-		
Acquisition-related costs/other Non-cash comp and	1	9	2	6	12	30	19	26	22	35	5 !	58	44	37	48
deferred comp costs	1	6	6	6	7	13	22	49	26	32	? 4	48	46	47	48
One-time special bonus	6	-	-	-	-	-	-	-	-	-	-		-	-	
Public offering costs	3	2	-	-	-	-	-	-	-	-	-		-	-	
Refinancing costs	49	-	-	-	-	72	-	32	132	18	1	6	40	6	2
EBITDA As Defined	\$194	\$275	\$333	\$375	\$412	\$590	\$809	\$900	\$1,073	\$1,234	\$1,49	96 \$1	,711	\$1,773	\$1,855
Acquisitions														33	
PF EBITDA As Defined														\$1,806	

⁽¹⁾ Pro Forma EBITDA As Defined for the LTM period ending 3/30/18 includes the full year impact of acquisitions, excluding Kirkhill.

⁽²⁾ EBITDA As Defined information under EST 2018 reflects the mid-point of the guidance range for the fiscal year ending 9/30/18 that was issued on 5/01/18. TransDigm only updates guidance quarterly and this presentation does not confirm or update guidance now.

APPENDIX: Reconciliation Net Income to Adjusted Net Income and Significant Free Cash Flow

TRANSDIGM

(in millions)	2013		2014		2015		2016		2017	
Net income from continuing operations	\$	303	\$	307	\$	447	\$	586	\$	629
Gross adjustments from EBITDA to EBITDA as Defined		107		181		84		121		130
Purchase accounting backlog amortization		7		17		5		19		23
Tax adjustment		(37)		(63)		(26)		(81)		(95)
Adjusted net income	\$	380	\$	442	\$	510	\$	645	\$	687

	Fiscal year ended September 30,										
(\$ in millions)	2011	2012	2013	2014	2015	2016	2017	3/30/18			
EBITDA as Defined	\$590	\$809	\$900	\$1,073	\$1,234	\$1,495	\$1,711	\$1,772			
Capex	(18)	(25)	(36)	(34)	(55)	(44)	(71)	(63)			
Cash interest expense	(156)	(198)	(237)	(319)	(399)	(449)	(588)	(609)			
Cash taxes	(88)	(104)	(81)	(98)	(127)	(183)	(185)	(186)			
Free cash flow	\$328	\$482	\$546	\$622	\$653	\$819	\$867	\$914			
% of EBITDA as Defined	56%	60%	61%	58%	53%	55%	51%	52%			