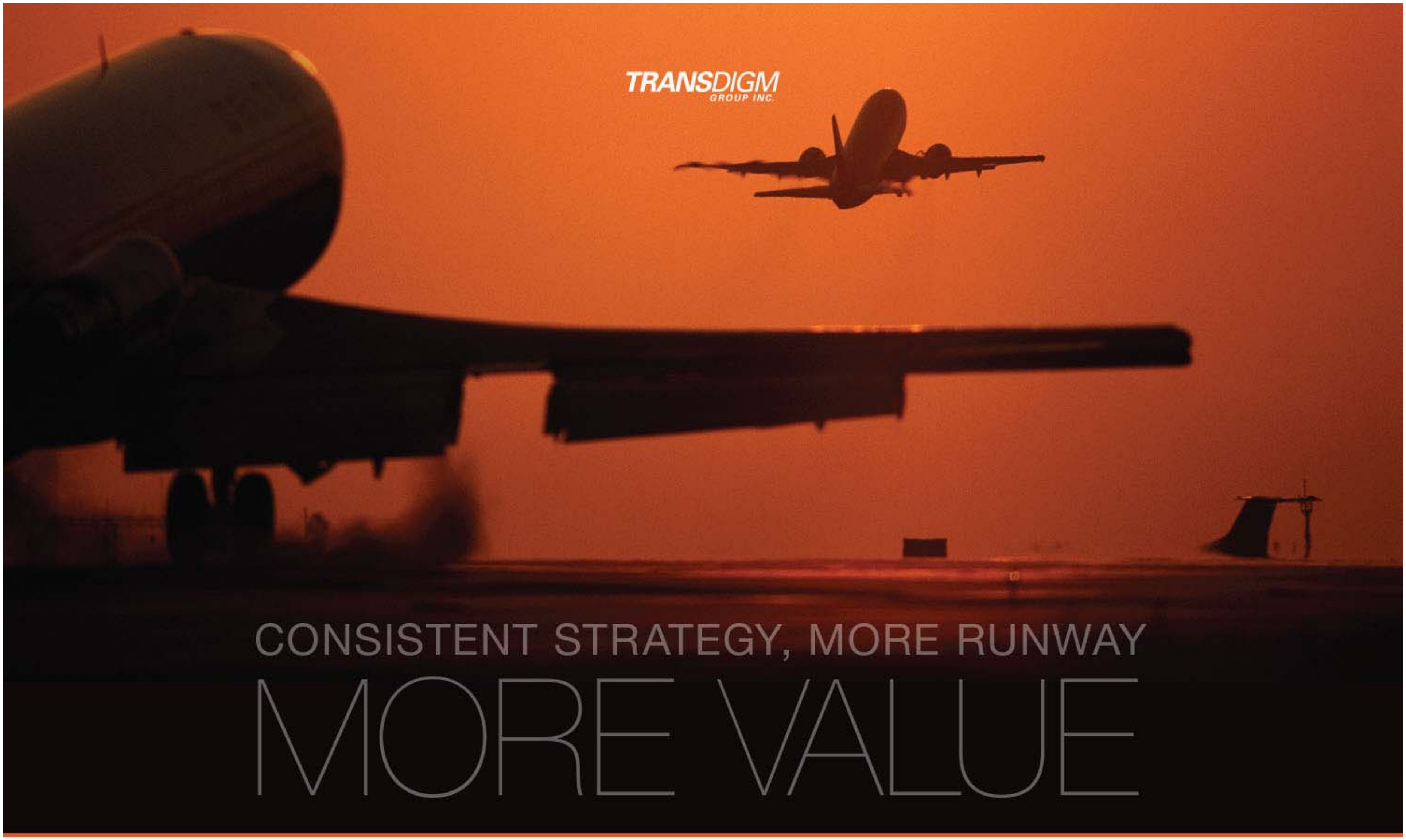


2014 ANALYST DAY

JUNE 25, 2014

Agenda

11:30	*Lunch*	
12:45	Introduction	Liza Sabol
	TDG Overview	Nick Howley
	Management Process / Value Creation	Ray Laubenthal
	Product Line Structure	Pete Palmer
	New Business & Innovation	Jorge Valladares
	Mergers & Acquisitions	Bernie Iversen
	Recent Acquisitions & Integration	Bob Henderson
2:15	*Break*	
	Product Presentations Breakout - Adams Rite, AmSafe & Hartwell - Arkwin & Whippany - AI2, AvtechTyee & Champion - Airborne & Aerosonic	Operating Unit Management
3:45	Financial Review & Executive Compensation	Greg Rufus
	Q&A	Panel
5:00	*End*	

TransDigm Group Inc. Executive Management - 2014 Analyst Day Participants

Pictured standing left to right: Peter Palmer, Executive Vice President; Robert S. Henderson, Executive Vice President; Jorge L. Valladares III, Executive Vice President; John F. Leary, Executive Vice President

Seated Left to right: W. Nicholas Howley, Chief Executive Officer and Chairman of the Board of Directors; Gregory Rufus, Executive Vice President, Chief Financial Officer and Secretary; Raymond F, Laubenthal, President and Chief Operating Officer; and Bernt G. Iversen II, Executive Vice President –Business Development and Mergers & Acquisitions

Forward Looking Statements

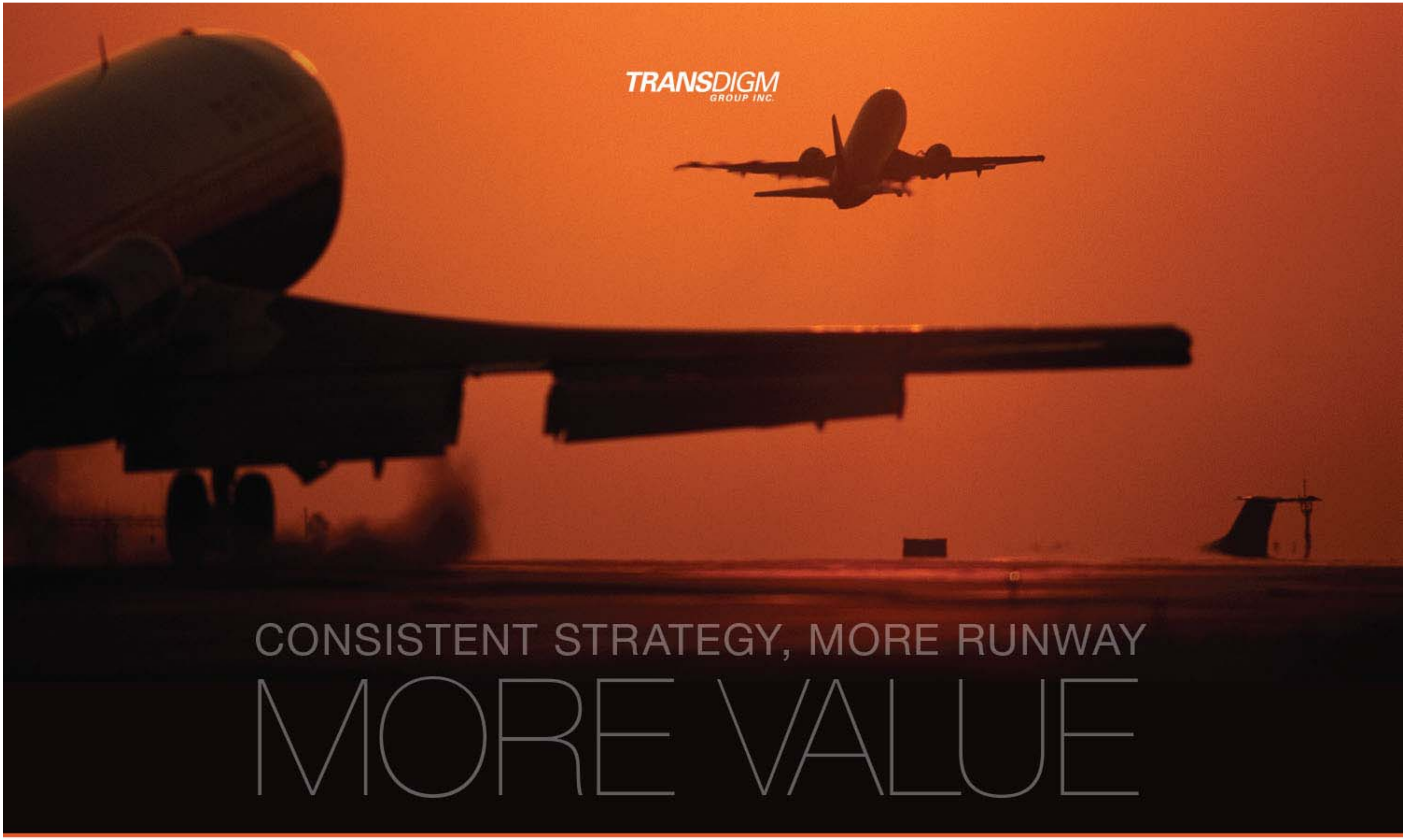
This presentation contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including information regarding our guidance for future periods. These forward-looking statements are based on management's current expectations and beliefs, as well as a 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 statements. 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 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, which is summarized in the appendix. 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 information. A presentation of the most directly comparable GAAP measure and a reconciliation to such measures are set forth in the appendix.



TRANSDIGM OVERVIEW

W. NICHOLAS HOWLEY

TransDigm's Unique & Consistent Business Strategy

TRANSDIGM GROUP INC.

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

- Proprietary Aerospace Products with Significant Aftermarket
- 3-Part Value-Based Operating Strategy
- Decentralized, Incentivized Organization
- Focused Acquisition Strategy
- "Private Equity-Like" Capital Structure

TransDigm Overview

TRANSDIGM GROUP INC.

($ in millions)

Business

	FY 2013 Actual	FY 2014 Guidance Mid-Point (1)
Revenue:	$1,924	$2,342
EBITDA As Defined:	$900	$1,057
EBITDA As Defined Margin:	46.8%	45.1%
Enterprise Value (2)	≈ $16 Billion	
Formed:	1993	

Distinguishing Characteristics

- Uniquely consistent strategy
- High free cash flow
- “Private equity-like” business model

(1) Revenue and EBITDA As Defined information under FY14 Guidance Mid-point reflects the mid-point of the range for the fiscal year ending 9/30/14 that was provided on 5/6/2014. The Company only updates guidance quarterly and this presentation does not confirm or update guidance now.
(2) Enterprise value calculated as of 6/13/14 equals equity value (shares outstanding as of 3/29/14 multiplied by the TDG closing stock price on 6/13/14) plus total net debt (total debt less cash).

Note: EBITDA As Defined is a non-GAAP financial measure. For a historical reconciliation of EBITDA As Defined to Net Income and to Net Cash Provided by Operating Activities, please see the appendix.

Key Business Events Since 2012 Analyst Day

TRANSDIGM GROUP INC.

Continued Consistent, Outstanding Value Creation

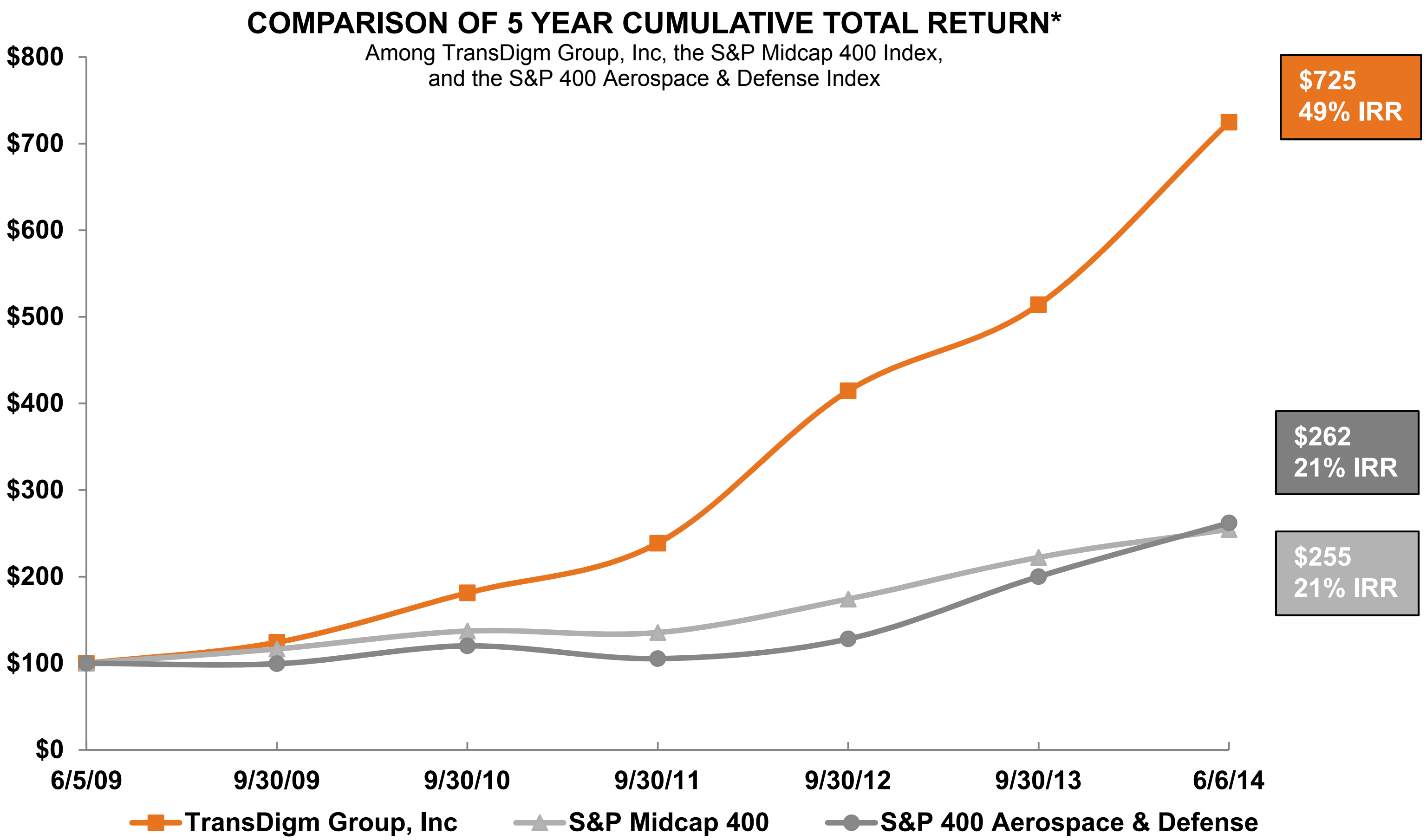
$3.2 B in Special Dividends
Almost 50% of Beginning Market Equity Value *

5 Acquisitions for Purchase Price of ≈ $775 M

New Debt and/or Refinanced ≈ $7.9 B

*Calculated based on closing stock price of 6/27/12, date of last Analyst Day. Note $25.00 per share dividend declared June 6, 2014 will be paid to stockholders on June 26, 2014.

5 Year Cumulative Total Return



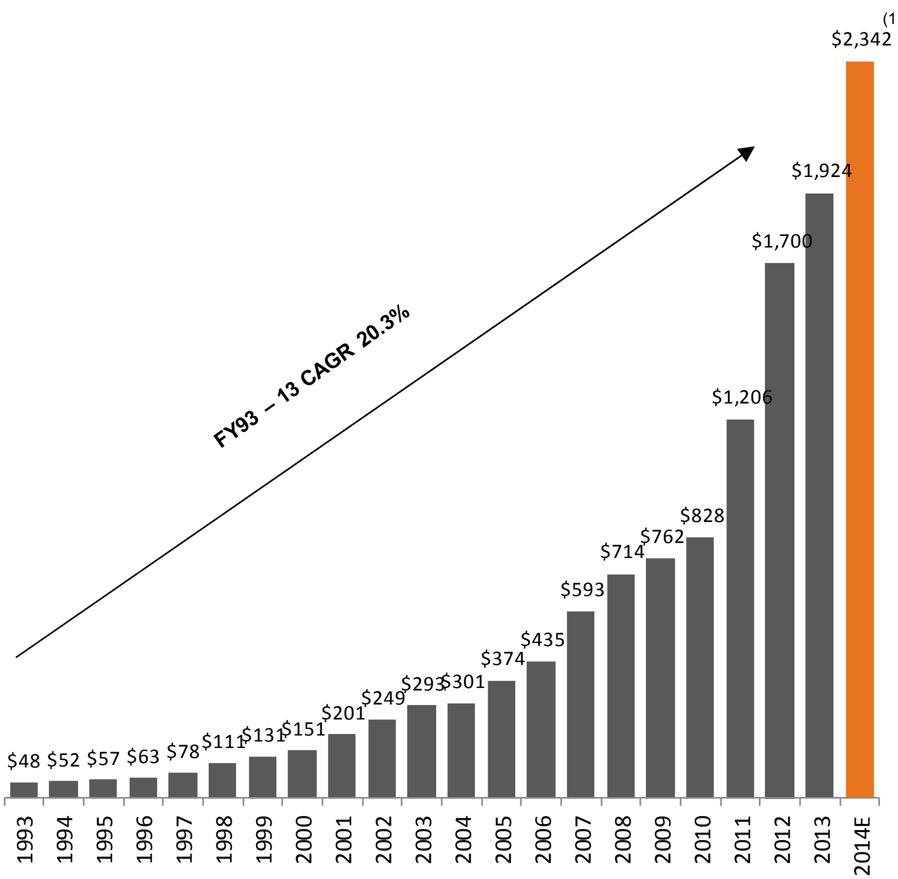
*$100 invested on 6/5/09 in stock or index, including reinvestment of dividends. Five year period ended June 6, 2014.

Consistent Record of Growth and Margin Expansion

TRANSDIGM GROUP INC.

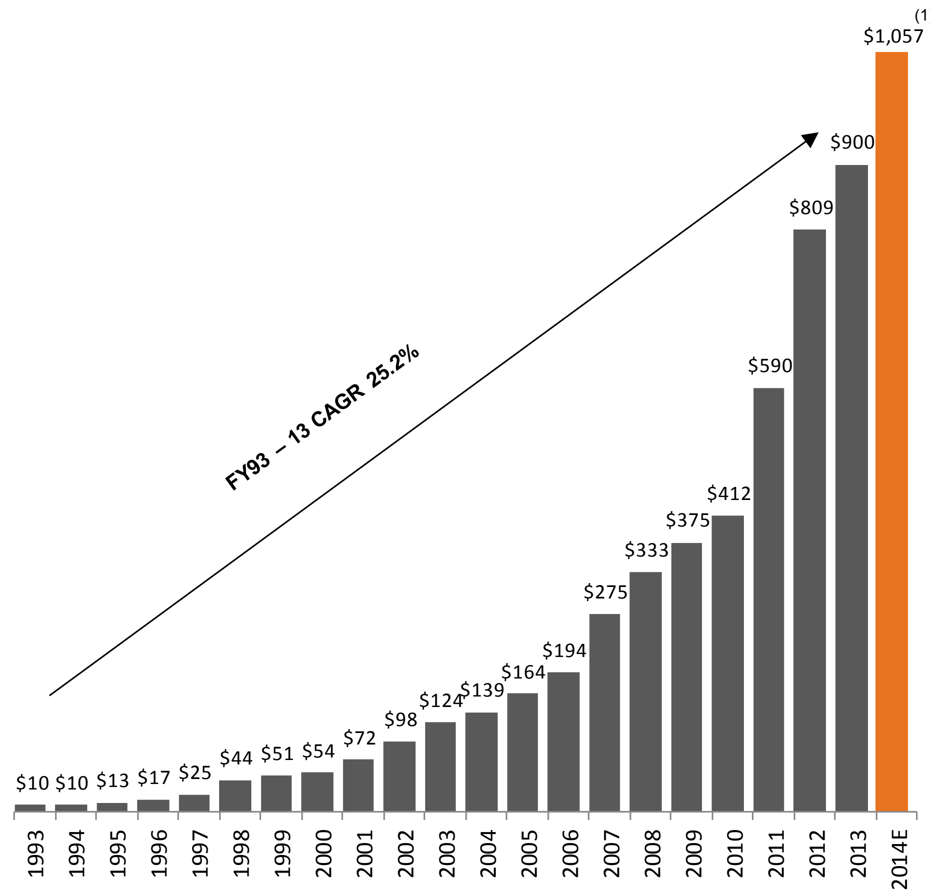
Revenue

($ in millions)



EBITDA As Defined and Margin

($ in millions)



% of Revenue

20% 19% 23% 27% 31% 39% 39% 36% 36% 39% 42% 46% 44% 45% 46% 47% 49% 50% 49% 48% 47% 45%

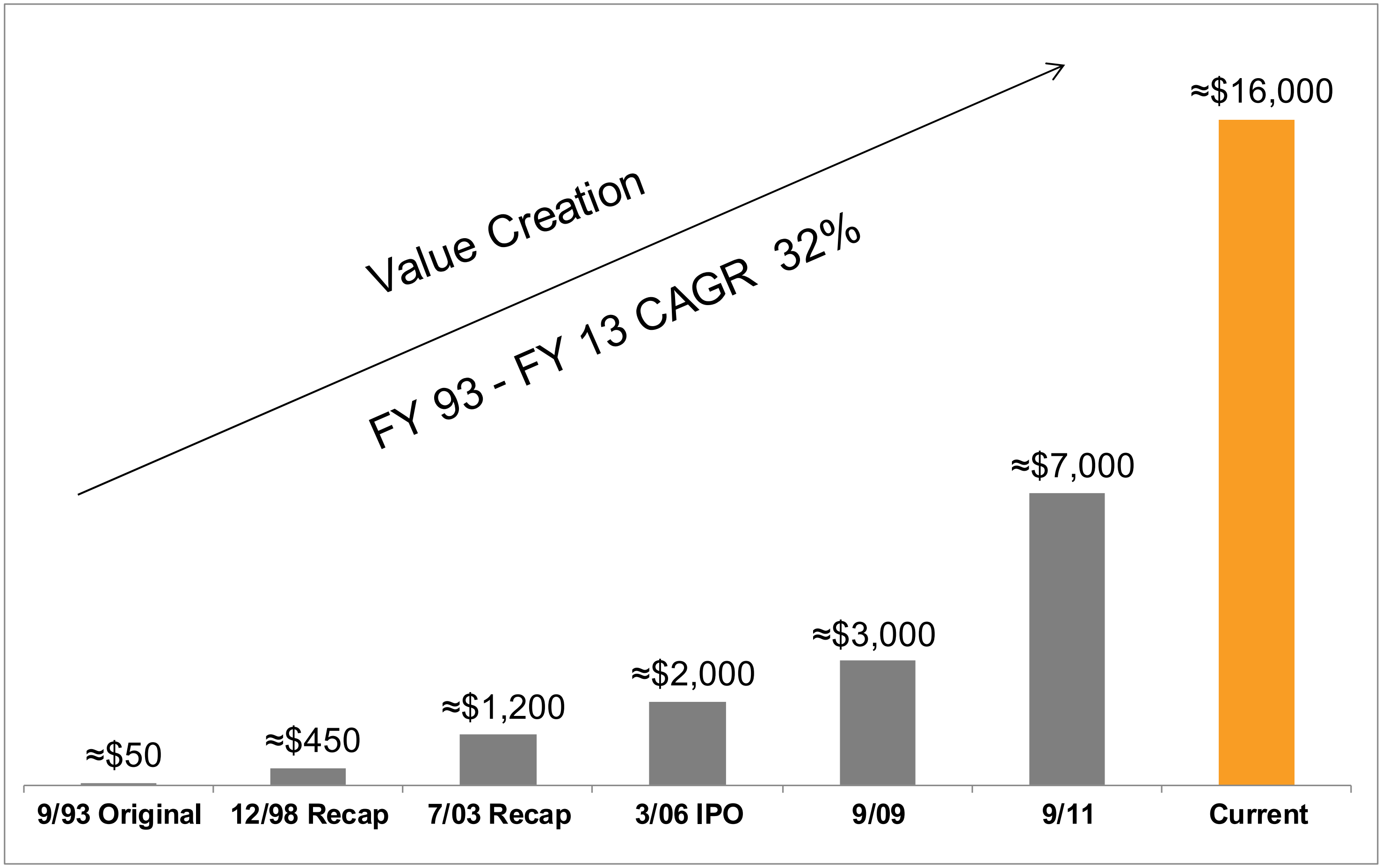
(1) Revenue and EBITDA As Defined information under FY14 Guidance Mid-point reflects the mid-point of the range for the fiscal year ending 9/30/14 that was provided on 5/6/2014. The Company only updates guidance quarterly and this presentation does not confirm or update guidance now.

Note: EBITDA As Defined is a non-GAAP financial measure. For a reconciliation of EBITDA As Defined to Net Income and to Net Cash Provided by Operating Activities, please see the appendix.

Steady Long Term Growth in Total Enterprise Value

TRANSDIGM GROUP INC.

($ in millions)



Note: Total Enterprise Value is calculated as equity value plus total net debt.

Experienced Senior Management Team with Proven Track Record

TRANSDIGM GROUP INC.

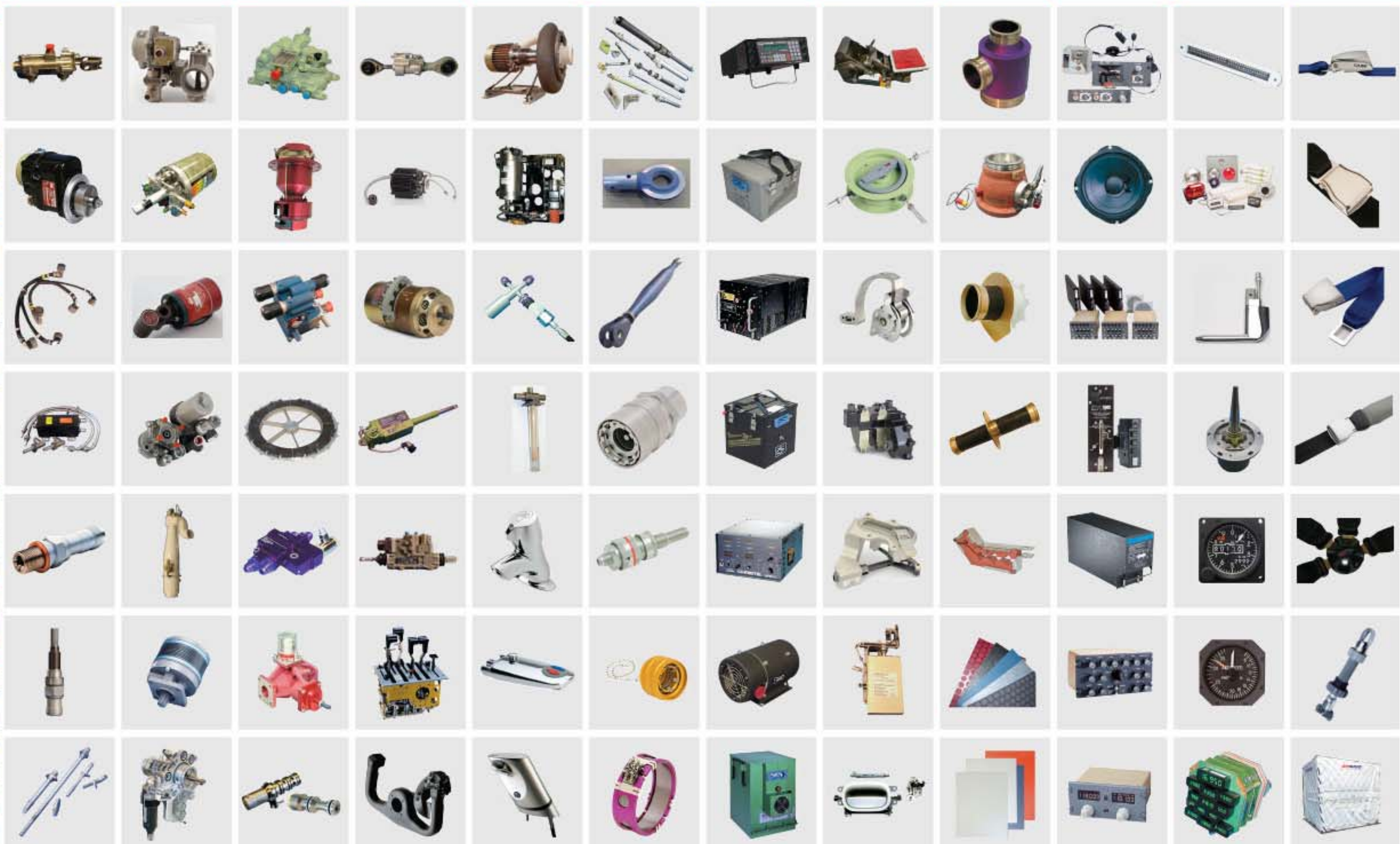
EXECUTIVE	TITLE	YEAR HIRED
Officers:		
W. Nicholas Howley	Chairman & CEO	1993
Raymond F. Laubenthal	President & COO	1993
Gregory Rufus	Executive VP – CFO	2000
Robert S. Henderson	Executive VP	1994
Bernt G. Iversen, II	Executive VP – M&A	1993
John F. Leary	Executive VP	1999
Peter Palmer	Executive VP	2000
Jorge L. Valladares III	Executive VP	1997
Location Management Participating in Analyst Day:		
Joseph K. Grote	President, Aerosonic / CDA	
Bryce Wiedeman	President, Airborne Systems	
Willard F.Hagan	President, AmSafe Passenger Restraints	
Richard Olszewski	Director of Sales, Arkwin Industries	
Herbert Mardany	President, AvtechTyee	
James Liddle	President, Champion Aerospace	
Joel Reiss	President, Hartwell Corporation	
Jack Stiffler	President, Whippany Actuation Systems	

- Proven track record
- Managed the business through multiple cycles
- Experienced with a leveraged capital structure
- Deep bench
- Shared values and operating strategies
- Management is the largest stakeholder

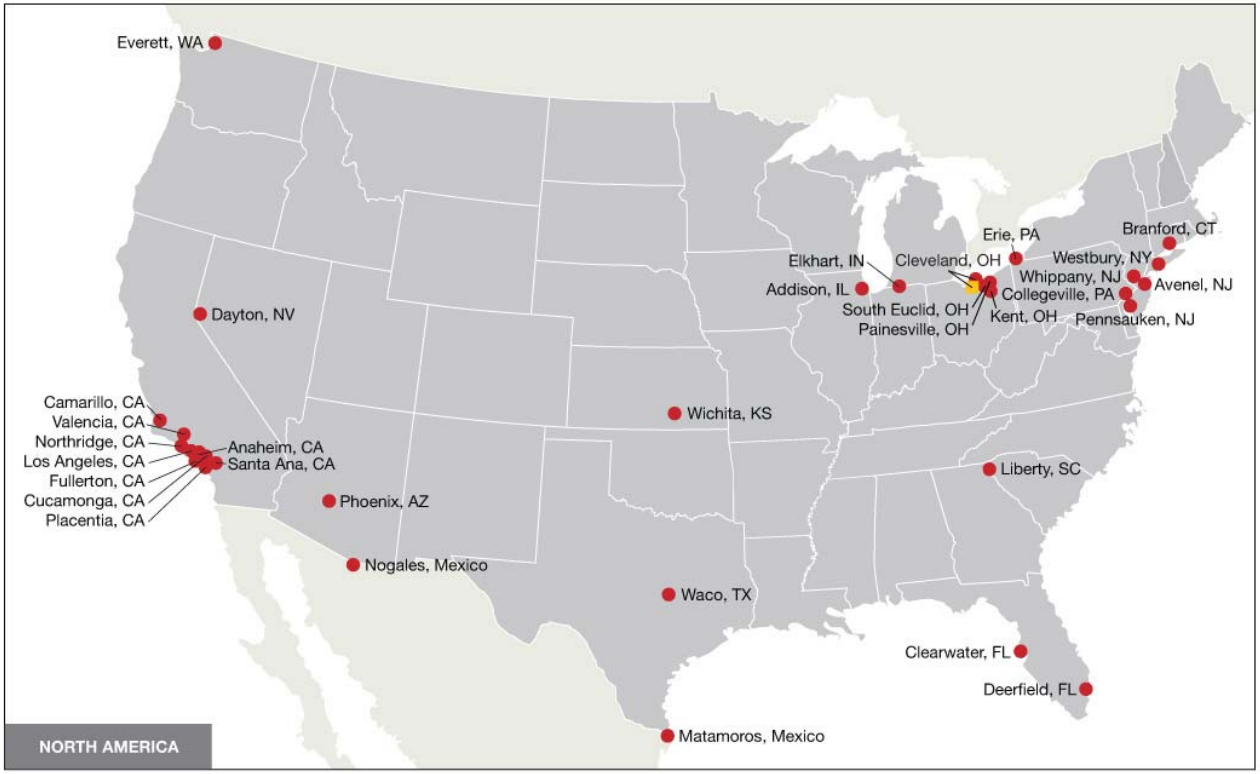
Diverse Products, Platforms and Markets

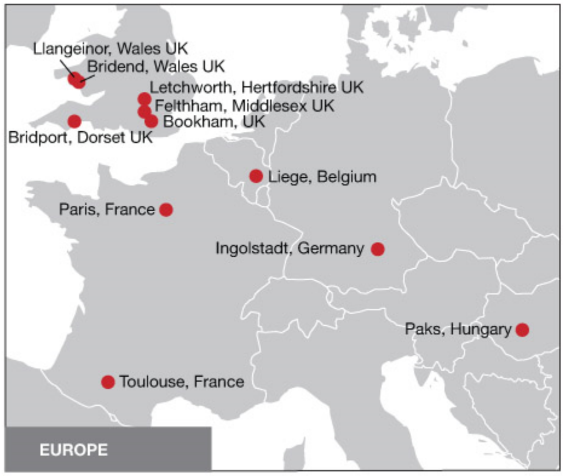
TRANSDIGM GROUP INC.

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, Latches & Cockpit Security Systems	Engineered Composites, Elastomers & Laminants	Audio Systems	Lighting and Instrumentation	Seat Belts & Safety Restraints



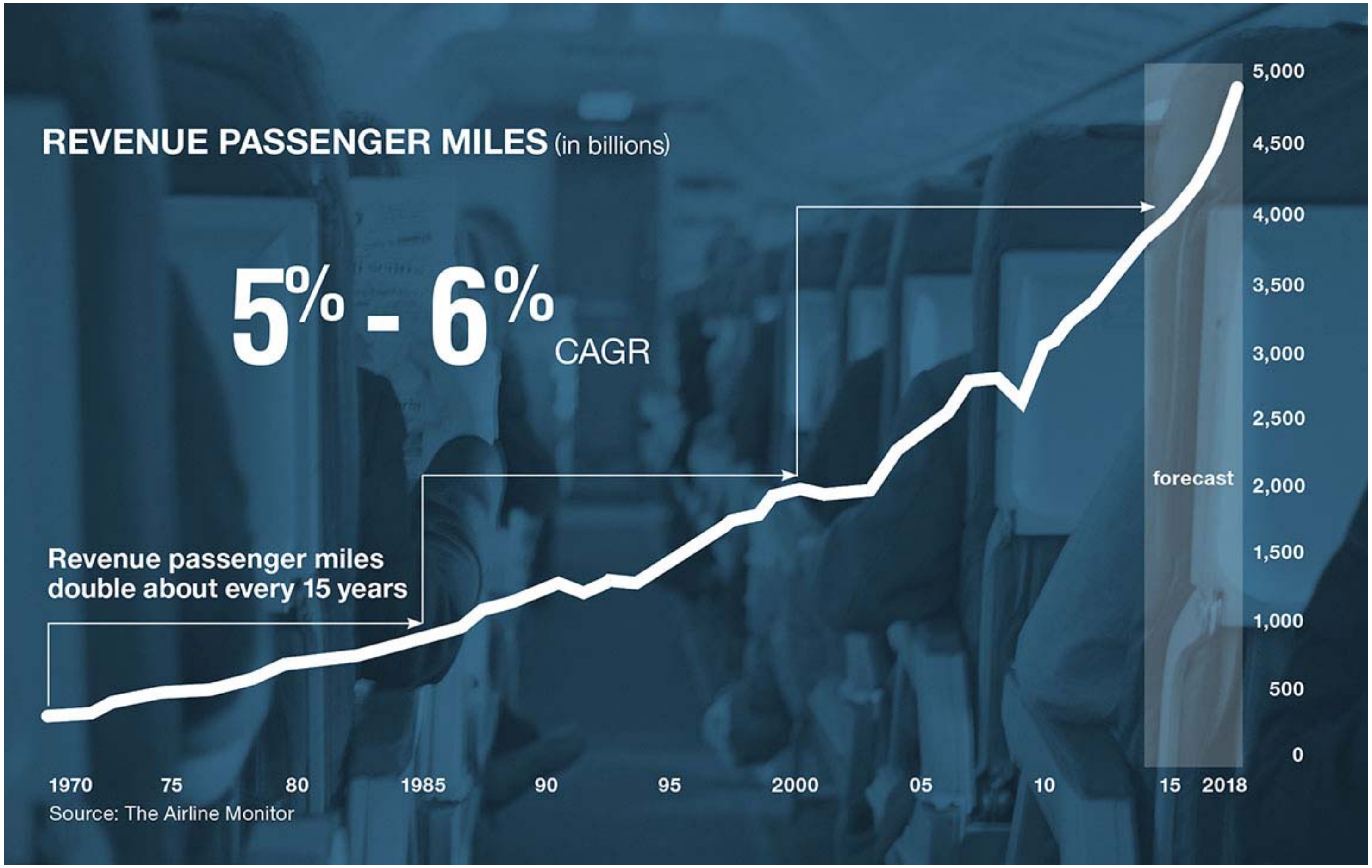
TransDigm's Expanding Global Footprint





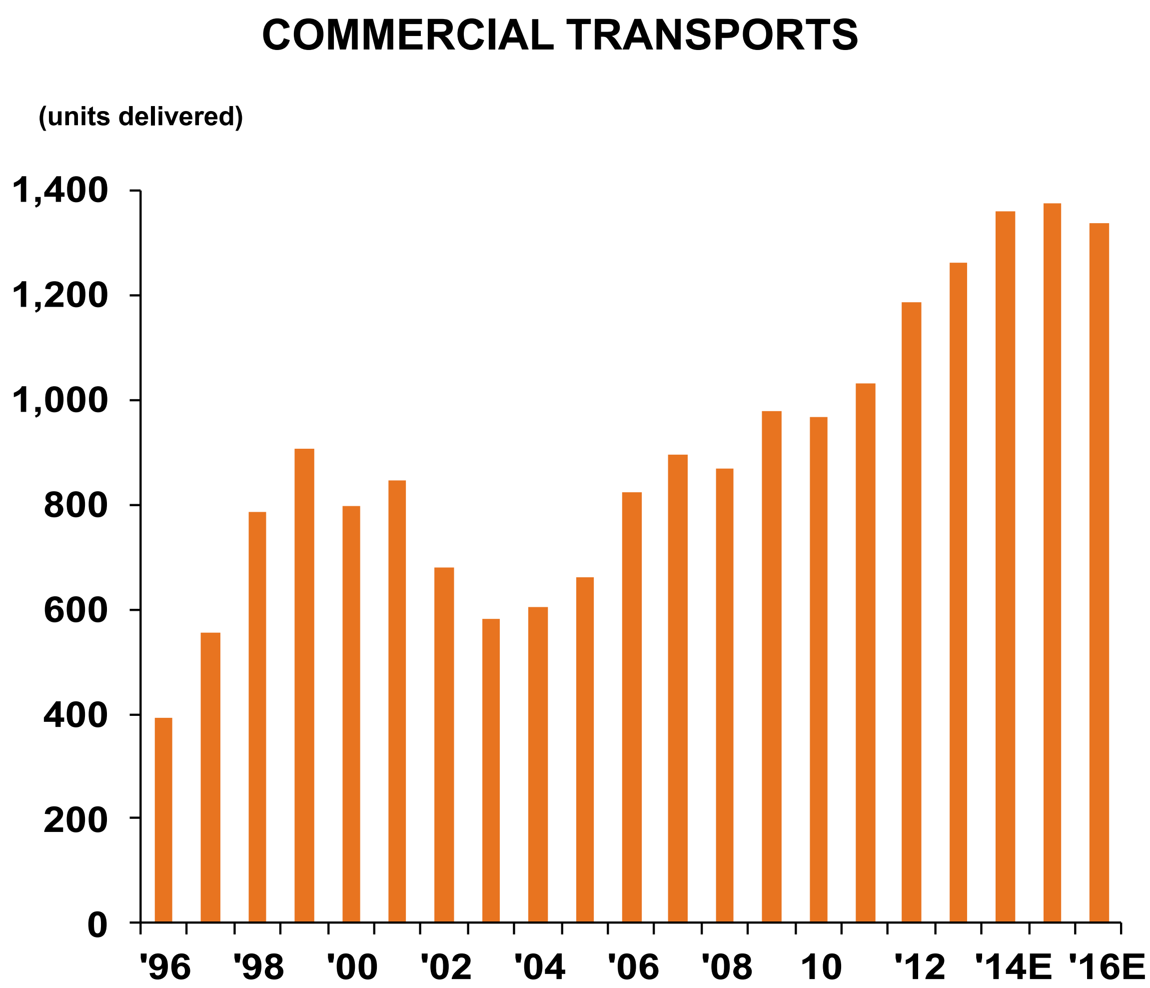
- TransDigm Global Headquarters
- TransDigm Locations

Steady Growth in Passenger Traffic Drives Stable Aftermarket Sales



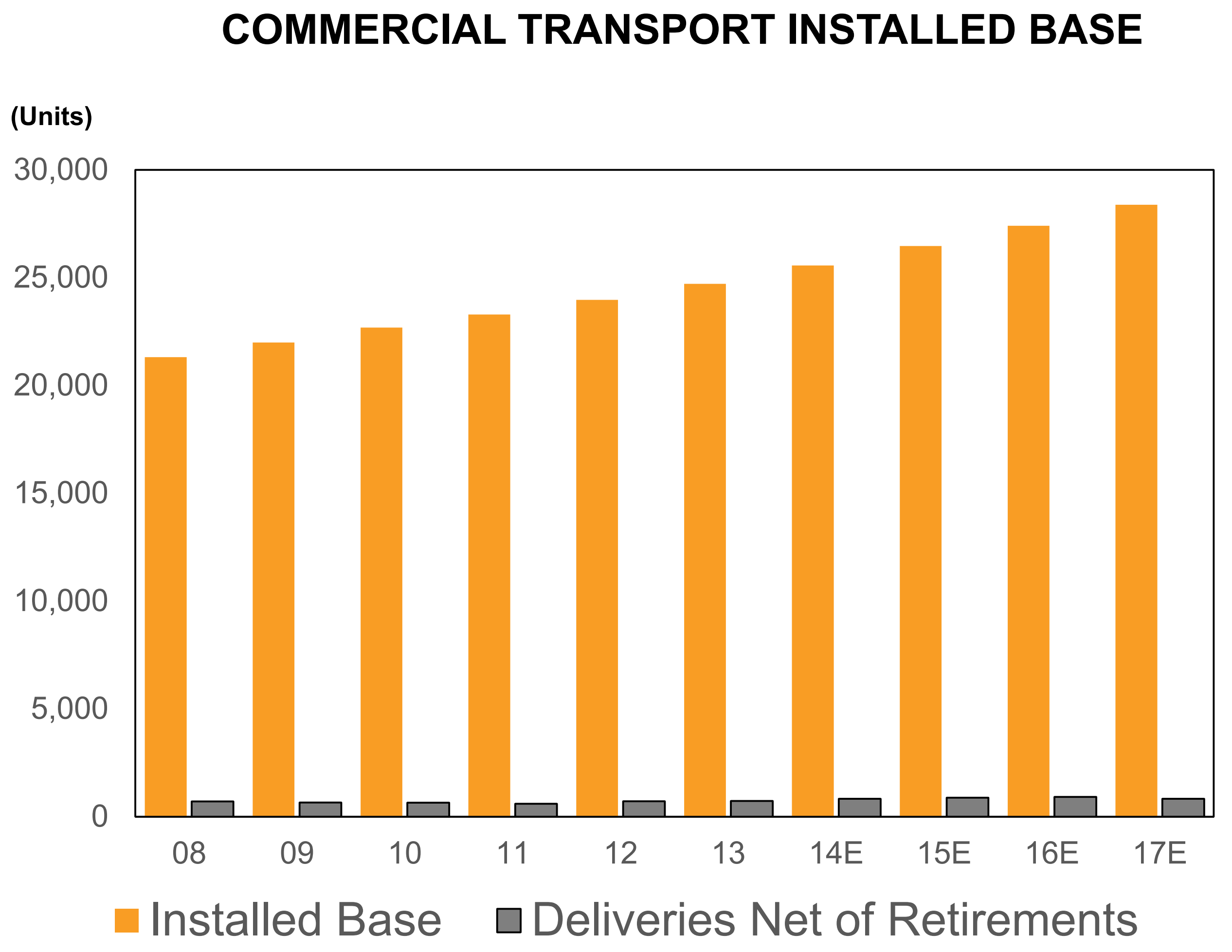
OEM Production

TRANSDIGM GROUP INC.



Source: Wall Street Research / Airline Monitor / Management estimates as of April 2014.

Commercial Transport Installed Base

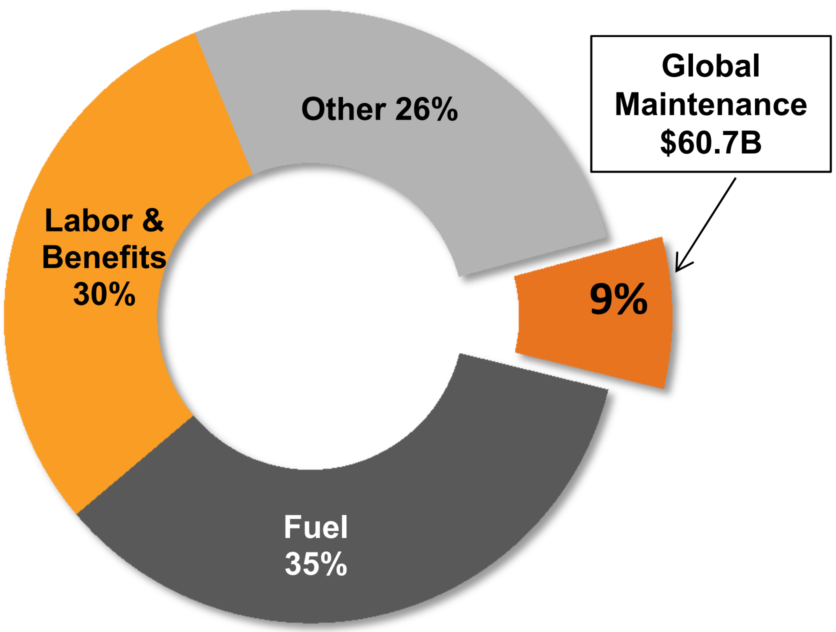


Source: Airline Monitor February 2014 / Management estimates

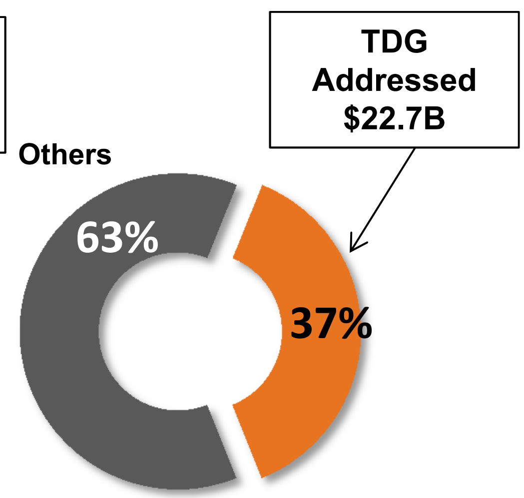
TransDigm's Addressed Market for Commercial Aftermarket

TRANSDIGM GROUP INC.

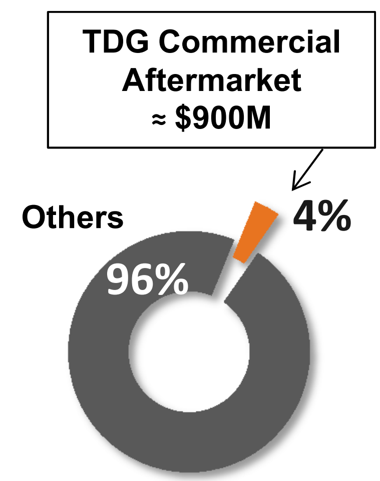
Global Airline Operating Expenses
2013 Total = $686B



Global Maintenance Spend
2013 Total = $60.7B



TDG Addressed Market
2013 Total = $22.7B



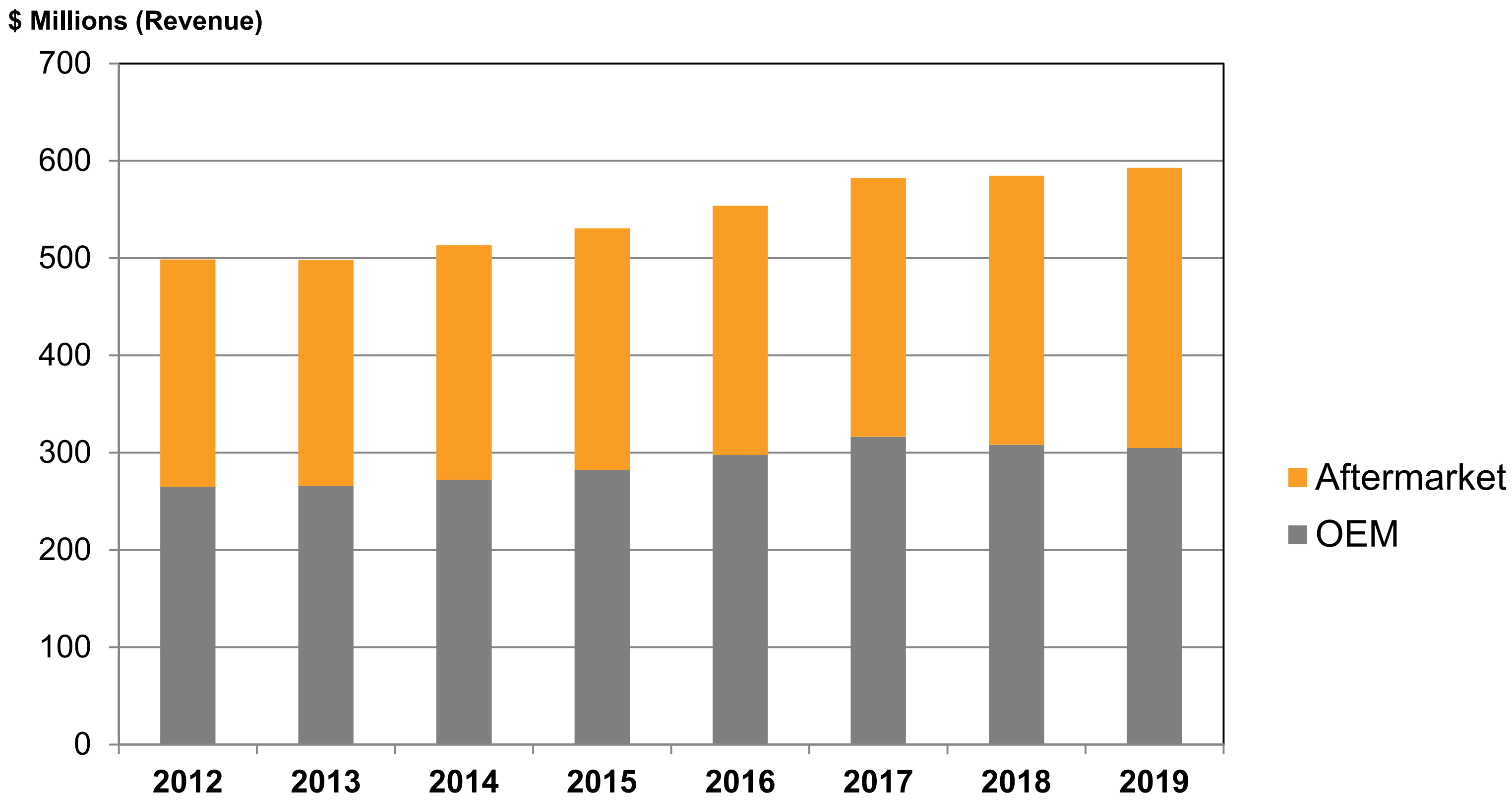
TransDigm's Addressed Market for Commercial Aftermarket is $22.7B of Which We Hold a ≈ 4% Market Share

Source: IATA March 2014 / ICF SH&E Analysis / TDG
Addressed market refers to the material market where TDG currently has content on by aircraft model and part type

Military Outlook – Flat to Modestly Up

TRANSDIGM GROUP INC.

2012 - 2019 TransDigm Base Military Revenue Forecast*



S-70, AH-64 and F-35 are Major Military Growth Platforms

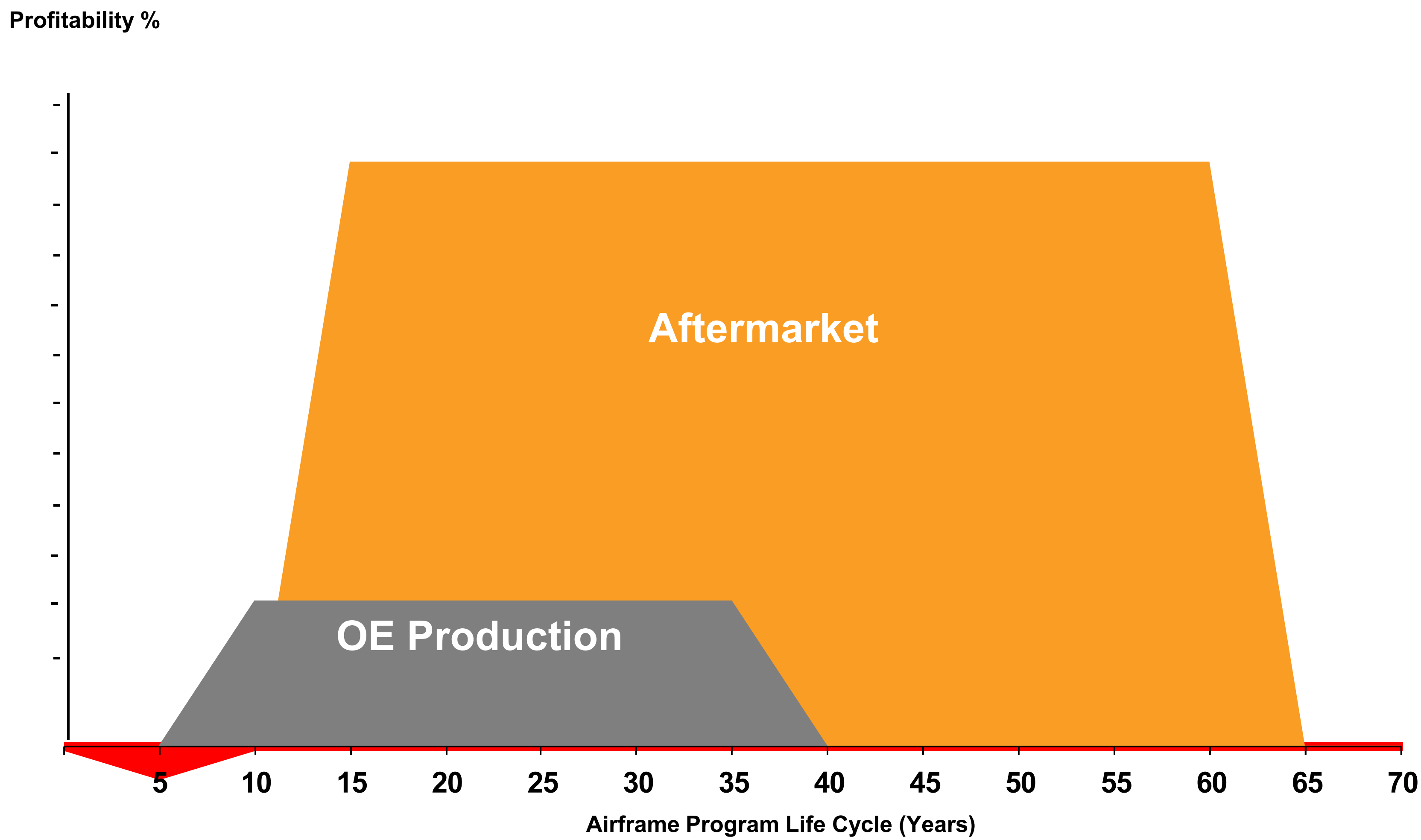
*Excludes price increase and initial provisioning; based on current products and platforms
Source: ICF SH&E analysis and management estimates

Significant Barriers to Entry

- Selection / Qualification Process
- FAA Certification
- Niche Markets
- Risk / Reward Trade-Off

Recurring Stream of Profitable Aftermarket Revenue

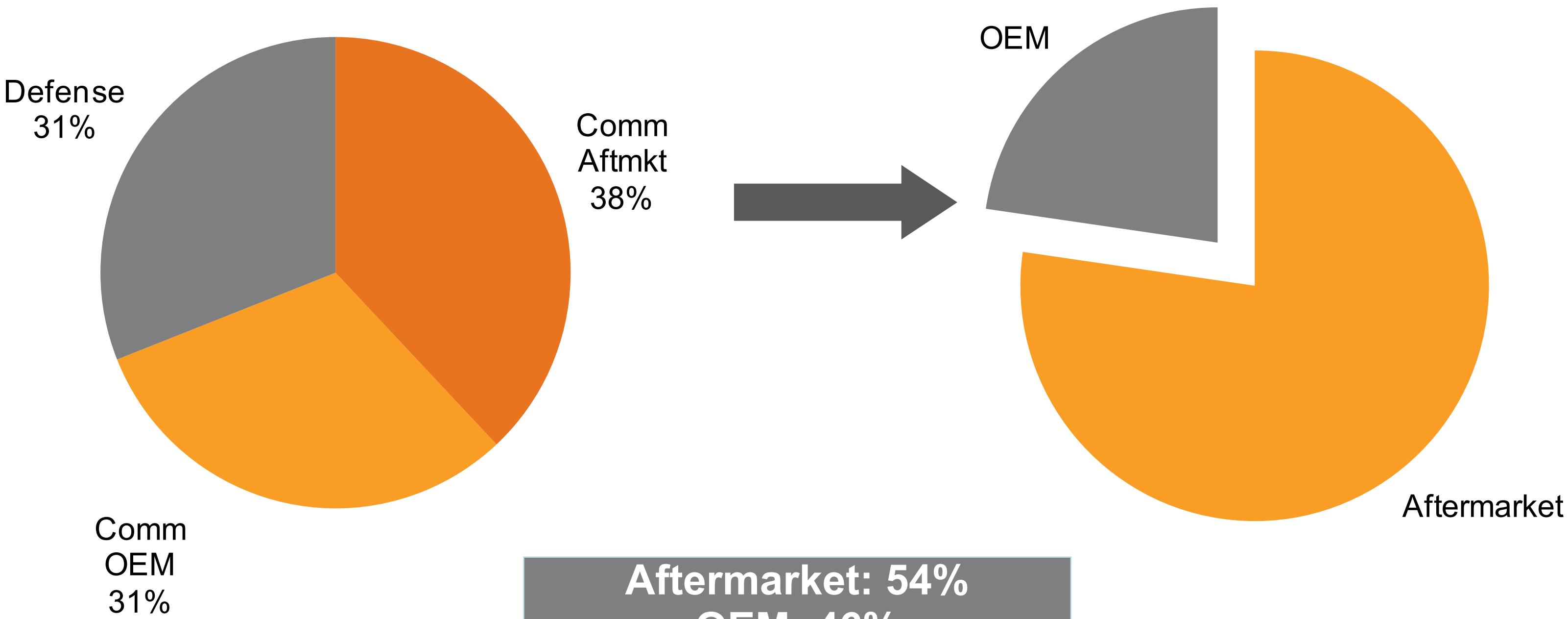
TRANSDIGM GROUP INC.



Strong Focus on High-Margin Aftermarket

Estimated FY 2014
Pro Forma Revenues
(Excluding the Non-Aviation Segment) (1)

EBITDA As Defined (1)



Aftermarket: 54%
OEM: 46%

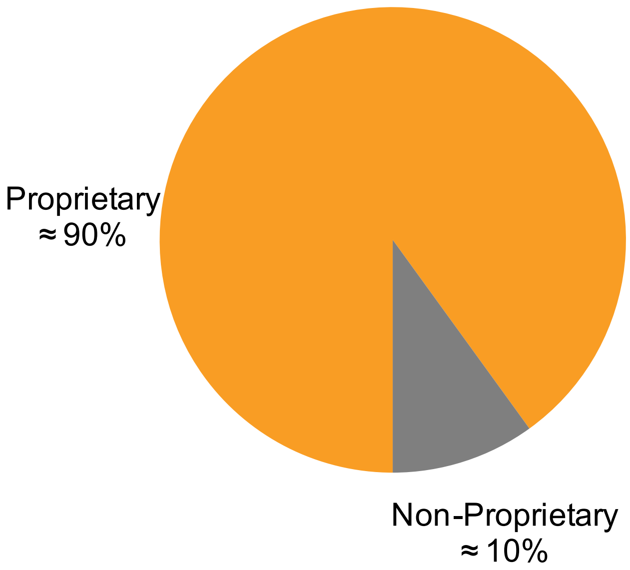
(1) Estimated FY 2014 pro forma revenue is the mid-point of guidance range for the fiscal year ended 9/30/14 that was provided on 5/6/14 (excluding the Non-Aviation Segment sales of ≈ $101 million or ≈ 5% of total sales). Estimate includes the impact of recent acquisitions of Airborne and EME. Please see the Special Notice Regarding Pro Forma and Non-GAAP information.

Significant Proprietary and Sole Source Revenue Base

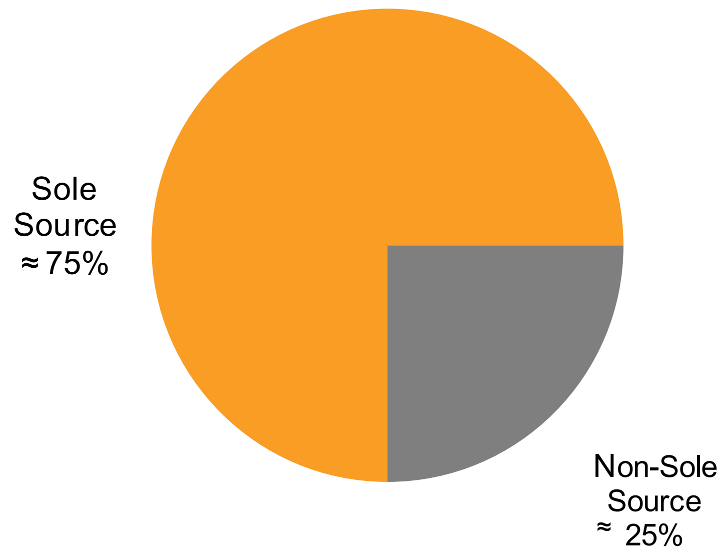
TRANSDIGM GROUP INC.

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

PROPRIETARY REVENUE



SOLE SOURCE REVENUE



Based on management estimates of pro forma TDG sales for the fiscal year ended 9/30/13. Please see the Special Notice Regarding Pro Forma and Non-GAAP Information.

Strong Positions on Diverse and Growing Platforms

TRANSDIGM GROUP INC.

TOP PLATFORMS

BRITISH AIRWAYS

Delta Air Lines

Lufthansa

UNITED

AIRFRANCE

B737
A320
B777
A330/A340
B747

≈30% Sales

B757/B767	C130
B787	A380
Blackhawk	Gulfstream Series
CRJ Family	C17

≈18% Sales

BOEING

AIRBUS

LOCKHEED MARTIN

Sikorsky
A United Technologies Company

BOMBARDIER

Note: Based on Management estimates of sales for 2013.

Proven Operating Strategy

TRANSDIGM GROUP INC.

Profitable New Business

Productivity and Cost Improvements

Value Based Pricing

3 Value Drivers

Organizational Philosophy

TRANSDIGM GROUP INC.

CORPORATE

Corporate Control

Local Autonomy

Value Generation Strategy

OPERATING UNIT

Economy of Scale

Mgmt Resources

Structure

Central Control

Local Autonomy

Execution

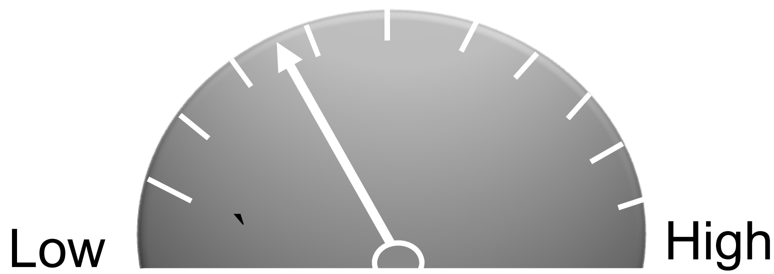
Emp-loyees

Owners

Motivation

Unique Compensation Concept – “Think/act like an owner”

Key to our Culture



Cash Compensation

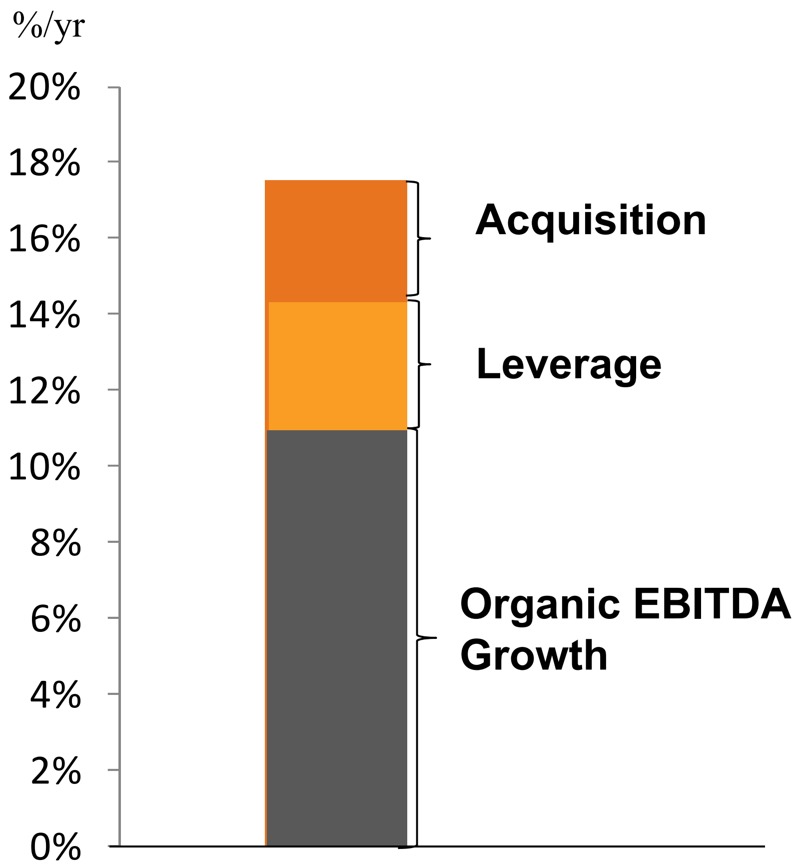
Equity Based Compensation

100% Performance Vesting

100% Shareholder Alignment

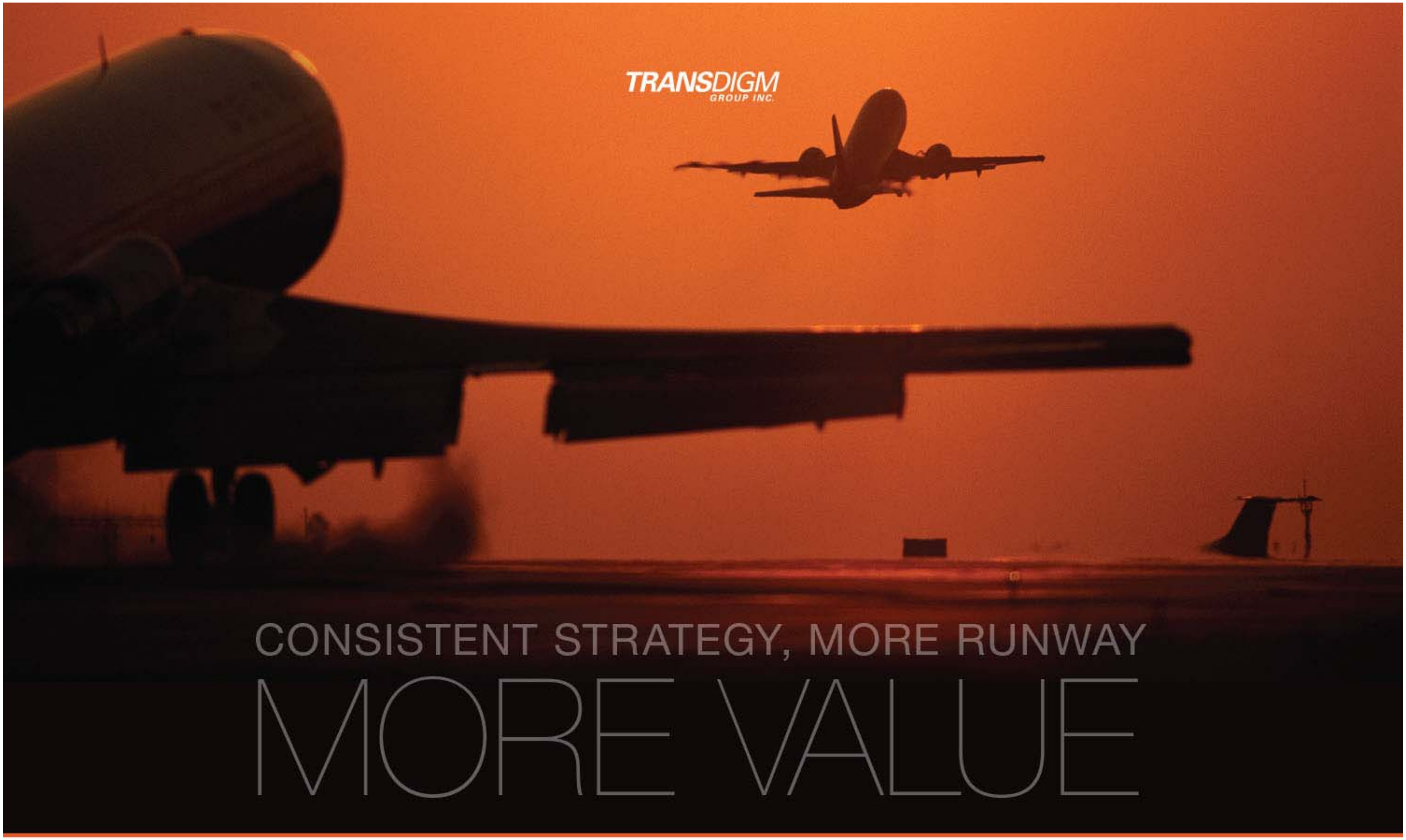
How Do We Get 15% - 20% /yr Return?

TRANSDIGM GROUP INC.



- Acquisition Strategy
- Capital Structure
- Market Growth
- Value Drivers
- Culture

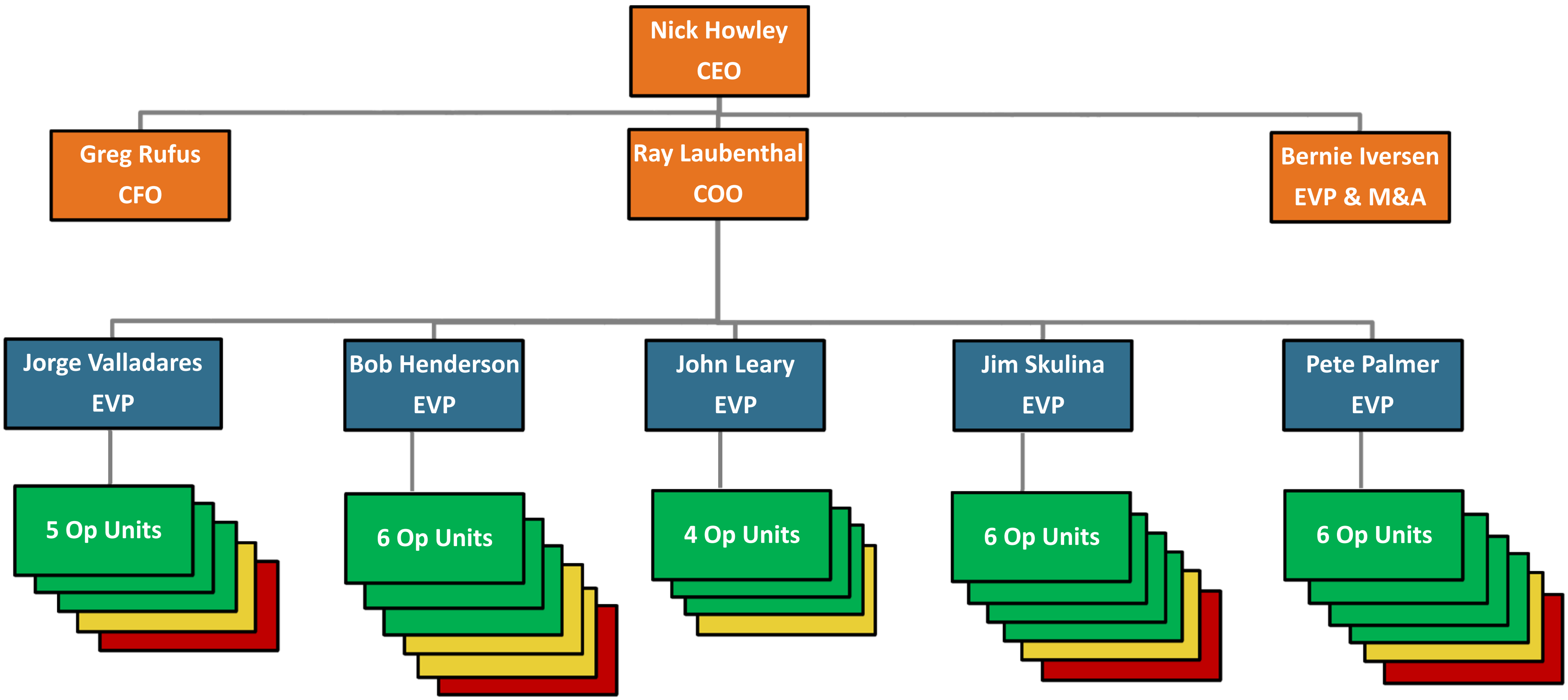
Consistent Strategy



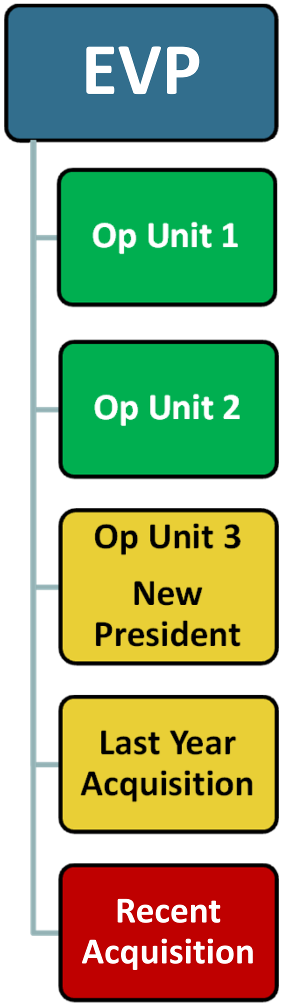
MANAGEMENT PROCESS & VALUE CREATION

RAYMOND F. LAUBENTHAL

Corporate Structure



Executive Vice President Role



EVP - Value Creation Perpetuation

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

Operating Unit Philosophy

Structure

Small Operating Units

Lower Economy of Scale

Few Management Layers

Product Line Discipline

Price
Productivity
New Business

VALUE CREATION

Execution

Significant Local Autonomy

Local Decisions

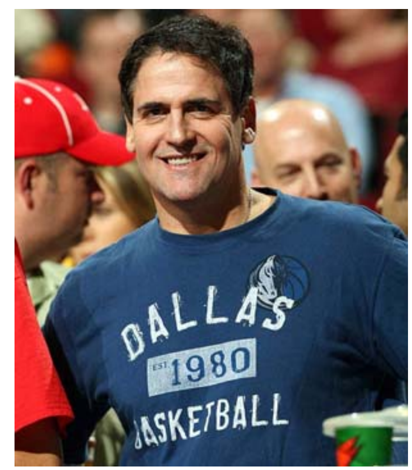
Front Line Value Generation

Motivation

Think Like Owner

Create Value

Stock Options



Division Organizational Structure

TRANSDIGM GROUP INC.

President

- Director Sales & Marketing
    - Product Line Manager
    - Product Line Manager
    - Product Line Manager
- Director Operations
- Director Engineering
- Controller

Product Team

Product Team

Product Team

Product Line Value Focus

Product Teams
- Co-Located
- Detail Value Focused
    - New Business Development
    - Pricing and Contracting
    - Productivity

Product Line Value Focus

TRANSDIGM GROUP INC.

Adams Rite Aerospace · ADEL WIGGINS GROUP · AEROFLUIDPRODUCTS · AERO CONTROLEX · AEROSONIC

Airborne Systems · AMSAFE · ARKWIN INDUSTRIES INC.

AVTECHTYEE · CHAMPION AEROSPACE

27 Operating Units

60+ Product Lines

Dukes aerospace INC

Electromech Technologies · EME Elektro-Metall

HARCO INNOVATIVE SOLUTIONS. PROVEN PERFORMANCE. · HARTWELL · MarathonNorco Aerospace · SCHNELLER · Semco INSTRUMENTS, INC.

SKURKA Aerospace, Inc. · TAC · TRANSICOIL AEROSPACE SOLUTIONS · Whippany Actuation Systems

Proven Operation Strategy

TRANSDIGM GROUP INC.

3 Value Drivers

- Profitable new business

- Productivity and cost improvement

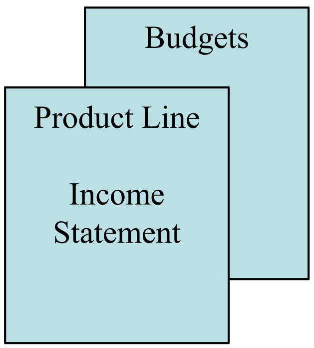
- Value-based pricing

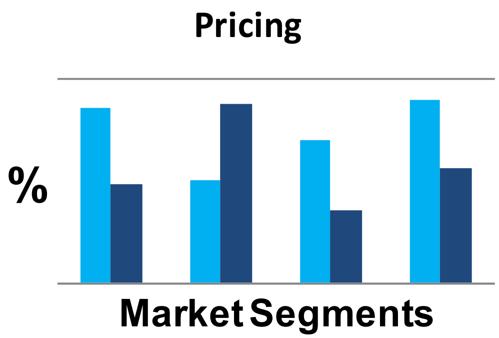
Operating Unit Accountability

- Value driven down through each Product Line
- Mid-quarter and quarter-end reporting
- Emphasize value creation, ownership and accountability

Management Focus – Product Line Value Reporting Tools

Consistent Product Line Metrics





Projects	Savings
Machinery	$
Outsourcing	$
Automation	$
	$$

Productivity Progress

Accountability

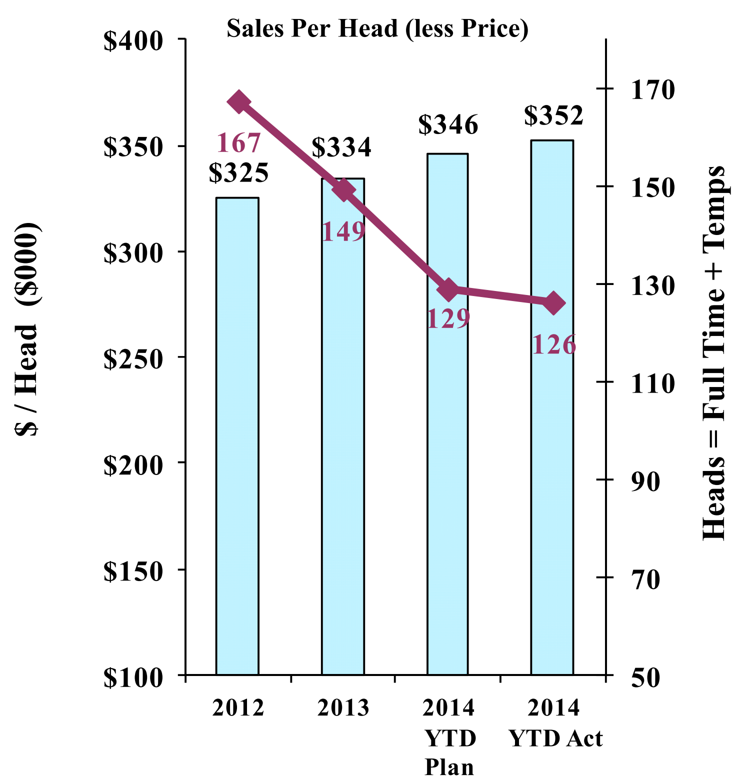
Quarterly Reviews

Mid-Quarter Site Visits

Productivity

PROJECTS	YTD Enacted	YTD Plan	Full Yr Forecast	Full Yr Plan
2nd Source Motors	29	54	58	108
Titanium Purchase	47	35	70	71
Volume Discount	5	5	10	12
Vendor LTAs	10	0	25	0
Outside Processing (OSP)				
Purchasing Savings	**91**	**94**	**163**	**191**
PCBA Offshore (China)	58	108	116	217
Machine Components	11	19	19	30
Outsourcing/ Offshore Savings	**69**	**127**	**135**	**247**
Prod Redesigns	0	17	20	35
RIF	152	114	288	228
Transfer to Mexico plant	76	57	144	144
CNC Milling Cells	89	87	180	174
Tooling / Fixture				
New equipment		10	72	57
Labor Savings	**316**	**285**	**704**	**638**
Scrap Reduction	130	110	250	220
OT Reduction	50	60	120	116
Rent Savings	25	25	100	100
Repairs Projects	10	20	25	40
Energy Savings	30	30	60	60
Reduce tooling & supply expense	8	0	15	0
Quality Projects	16	0	18	0
VIP Ideas	13	6	13	13
Other Spending Reduction	**152**	**141**	**351**	**329**
Total Productivity Savings	**628**	**648**	**1,352**	**1,404**
Product Line 1 Savings	**253**	**203**	**472**	**399**
Product Line 2 Savings	**375**	**445**	**881**	**1,006**

Product Line

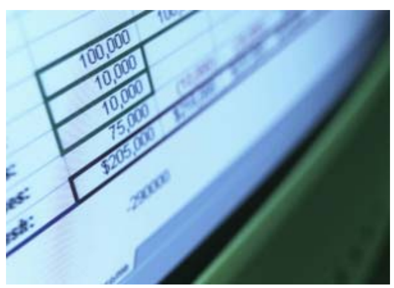


New Business Modeling

TRANSDIGM GROUP INC.

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: <u>Profitable</u> New Business

EXAMPLE ONLY

New Business Model Excerpt

	2014	2015	2016	2017	2018	2019
Annual Data						
Production Sales	**NRE**	$494	$740	$987	$1,234	$1,481
Production COS	($422)	($435)	($640)	($830)	($1,010)	($1,150)
Product Margin		$58	$100	$157	$224	$331
Margin %		12%	14%	16%	18%	22%
SG&A %		-12%	-12%	-12%	-12%	-12%
EBITDA Margin		0%	2%	4%	6%	10%
Spares Sales		$109	$271	$813	$1,243	$2,660
Spares COS		($52)	($125)	($350)	($497)	($1,011)
Spares Margin		$56	$147	$464	$746	$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		$602	$1,012	$1,800	$2,477	$4,141
Total COS		($487)	($765)	($1,180)	($1,507)	($2,161)
Product Margin		$115	$247	$621	$970	$1,980
Margin %		19%	24%	34%	39%	48%
SG&A %		-12%	-12%	-12%	-12%	-12%
EBITDA Margin		7%	12%	22%	27%	36%
Net Cash flow	($422)	$43	$125	$404	$672	$1,483
Cum Cash flow	($422)	($379)	($254)	$151	$823	$2,306

<u>Return on Investment 6 yrs</u> **60%**

Value Creation Focus - Acquisitions

TRANSDIGM GROUP INC.

Narrow Acquisition Target Yields Strong Potential Value Creation

ARKWIN INDUSTRIES IN

EME Elektro-Metall

Whippany Actuation Systems

AEROSONIC

Airborne Systems

- Proprietary, Sole Source Aerospace Components with Significant Aftermarket
- Analyze Target & Model Value
- Negotiate Purchase & Raise Cash
- Acquire & Create Value
  - Restructure into Product Lines
    - Maximize Pricing
    - Improve Productivity
    - Grow New Business

Talent Development

Growing Value Requires Growing Talent

Talent Demand

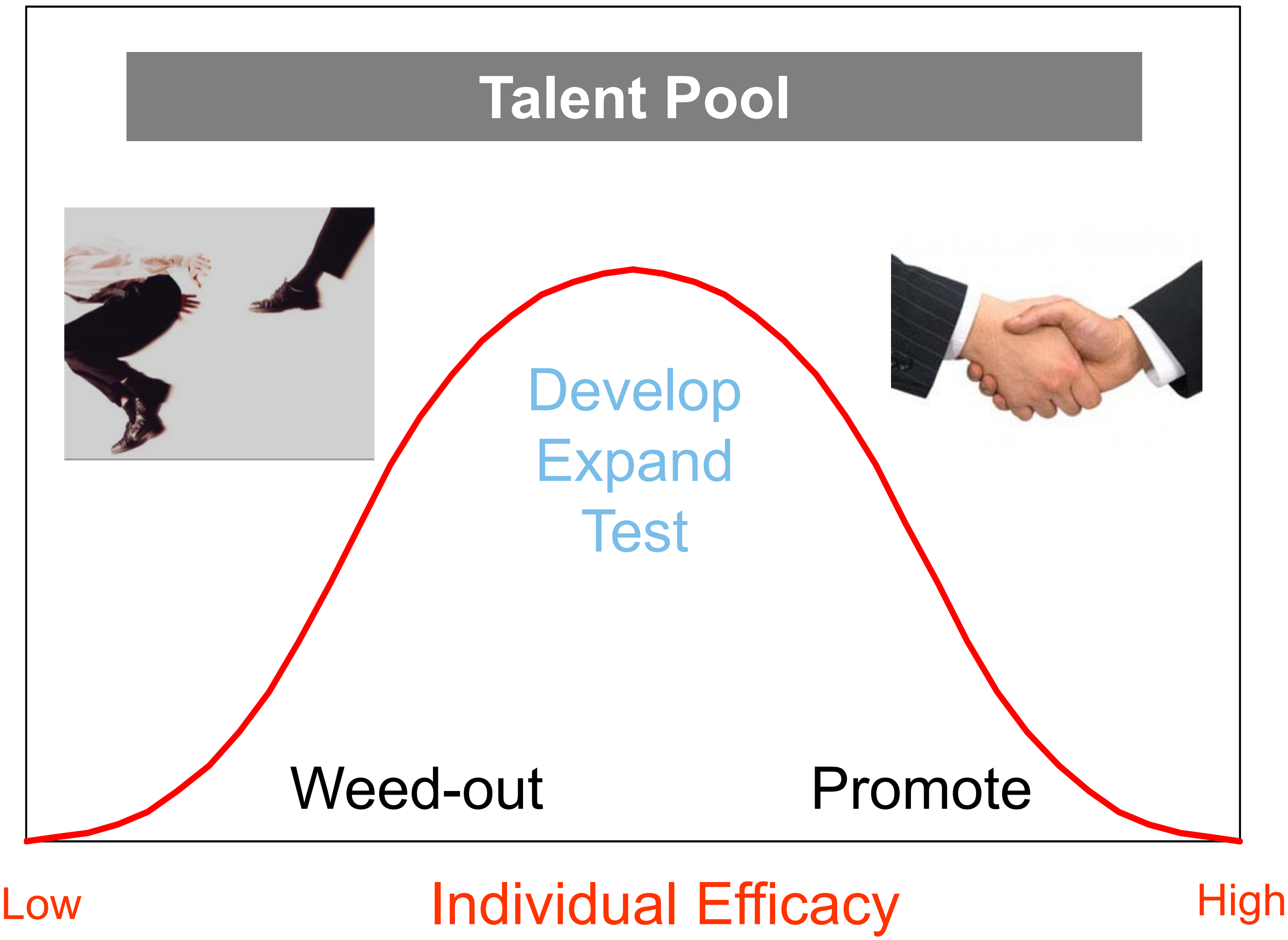


Organic Growth
& Mgt. Turnover

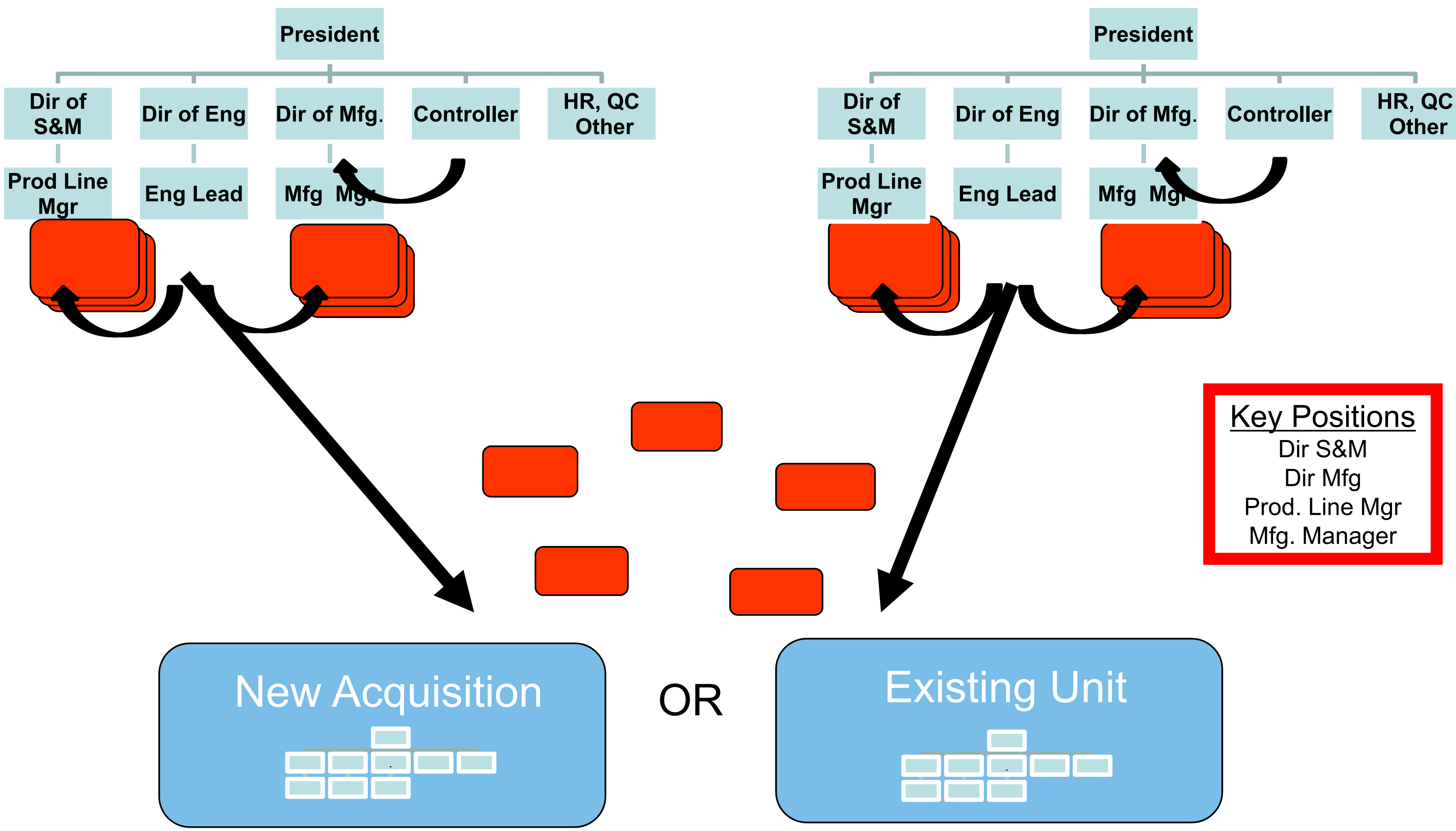
Acquired Growth
& Mgt. Transitions

Growth Requires Talent

Talent Distribution



Succession, Development, Promotion



Talent Development- Structured

TRANSDIGM GROUP INC.

Financial Competency

Income Statement	Balance Sheet

Value Creation

Value Pricing

New Business Modeling

Productivity Management

Planning & Leadership

Forecasting Tools

Management Skills

Contracting & Negotiations

Risk Management

I.P. Protection

Aftermarket Access

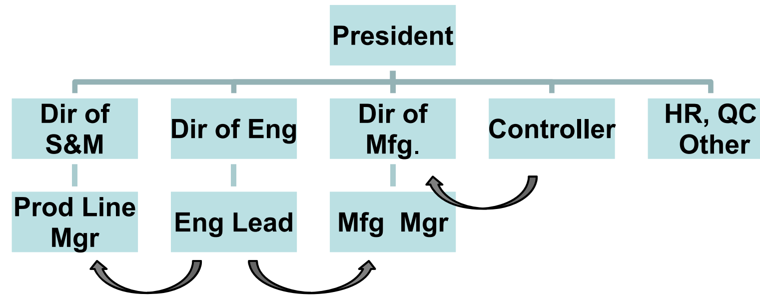
Pricing

Talent Development- Operational

TRANSDIGM GROUP INC.

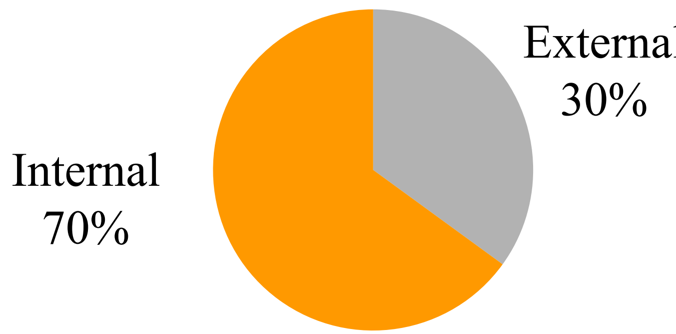
Quarterly Product Line Reviews & Forums

Job Rotations & Promotions



Site Visits & Operational Reviews

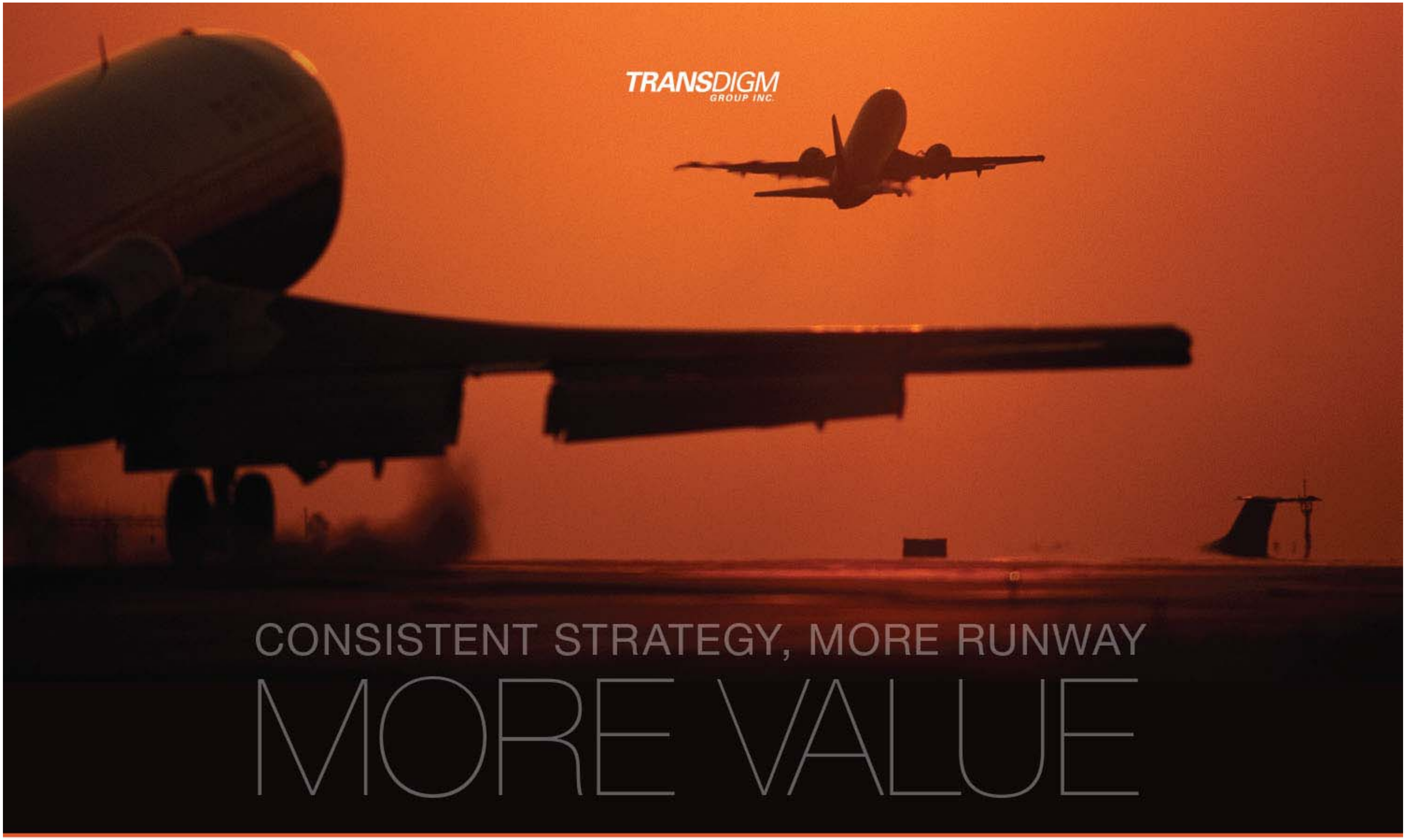
LTM Promotions Source



Performance Stability

Solid Value Growth Process

- Consistent Value Creation Strategy
- Product Line Detail Focus
- Active Talent Growth
- Disciplined Acquisition Integration

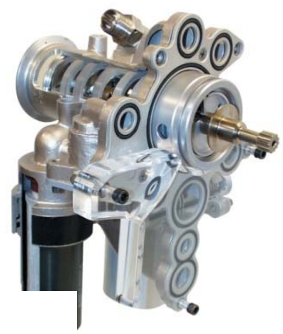


PRODUCT LINE STRUCTURE

PETER PALMER

Product Line Value Creation

- Product Line Manager Drives Product Line Team
- Critical Part of our Value Driven Culture
- Focus on Value Drivers:
  - Profitable new business
  - Productivity and cost improvement
  - Value-based pricing
- Standardized Business Metrics across Product Lines



Product Line – Income Statement

SAMPLE

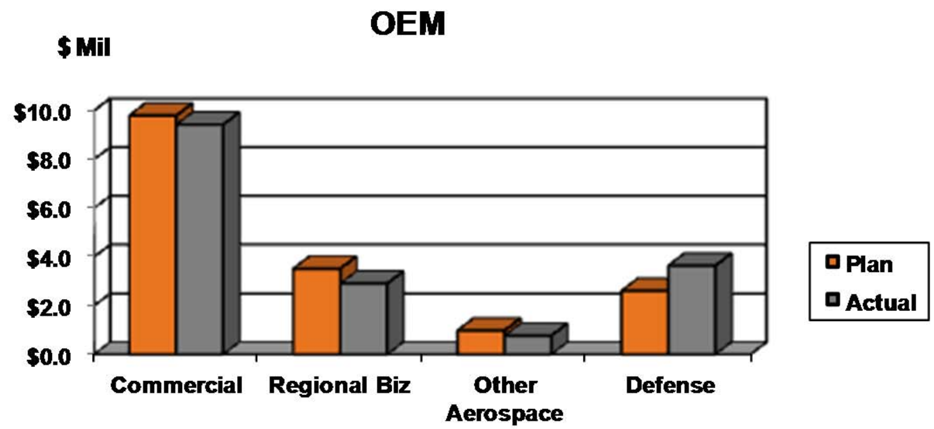
TRANSDIGM GROUP INC.

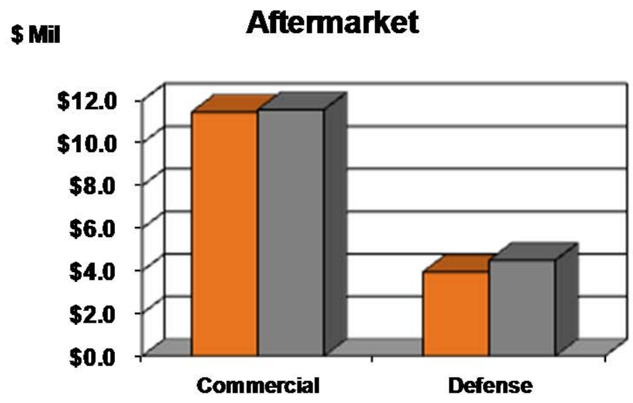
Prior Year Actual	% to Sls		Q3 Actual	% to Sls	YTD Actual	% to Sls	YTD Plan	% to Sls
35,195	**100.0%**	**Sales**	**10,019**	**100%**	28,109	100%	**25,974**	**100%**
		Product Costs:						
8,696	24.7%	Material	2,584	26%	7,041	25%	6,692	26%
2,678	7.6%	Direct Labor	830	8%	2,259	8%	1,924	7%
6,667	18.9%	Overhead	2,047	20%	5,401	19%	4,868	19%
928	2.6%	*Depreciation*	215	2%	650	2%	628	2%
-	0.0%	*Other*	-	0%	-	0%	-	0%
18,969	**53.9%**	**Total Product Costs**	**5,676**	**57%**	15,351	**55%**	**14,112**	**54%**
16,226	**46.1%**	**Gross Profit**	**4,343**	**43%**	12,758	**45%**	**11,862**	**46%**
		G&A Costs:						
60	0.2%	Engineering	16	0%	46	0%	48	0%
649	1.8%	Sales	188	2%	549	2%	562	2%
1,213	3.4%	Admin	218	2%	637	2%	641	2%
(41)	-0.1%	*Other*	-	0%	-	0%	-	0%
64	0.2%	*Depreciation*	17	0%	50	0%	20	0%
1,945	**5.5%**	**Total G&A Costs**	**439**	**4%**	1,282	**5%**	**1,271**	**5%**
15,273	**43.4%**	**Product Line EBITDA**	**4,136**	**41%**	12,176	**43%**	**11,239**	**43%**

Product Line – YTD Sales

SAMPLE

TRANSDIGM GROUP INC.



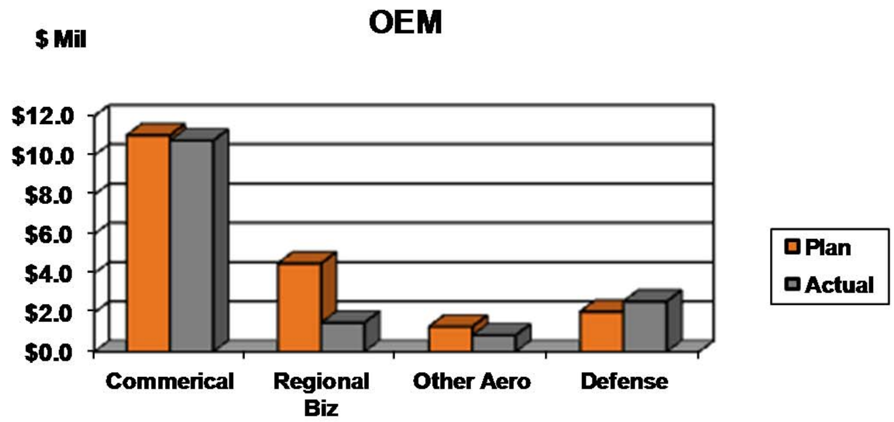


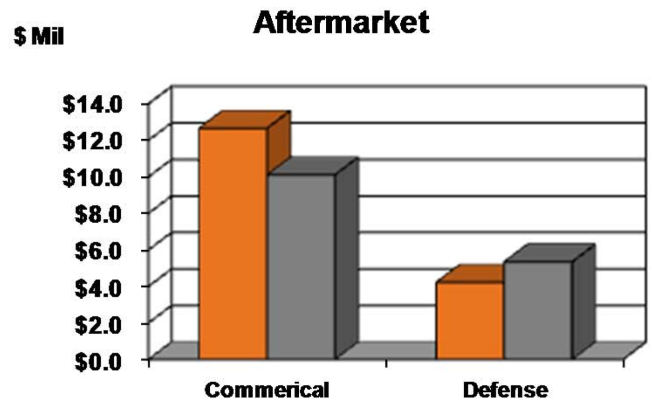
OEM	Prior Year	Plan	Forecast	Fcst vs. Plan	Fcst vs. Plan	Fcst vs. PY
Commercial	9.0	10.0	10.0	0.0	0%	11%
Reg/Biz Jet	3.0	4.0	3.0	(1.0)	-25%	0%
Other Aerospace	1.0	1.0	1.0	0.0	0%	0%
Defense	2.0	3.0	4.0	1.0	33%	100%
Total	15.0	18.0	18.0	0.0	0%	20%

Aftermarket	Prior Year	Plan	Forecast	Fcst vs. Plan	Fcst vs. Plan	Fcst vs. PY
Commercial	13.0	12.0	11.0	(1.0)	-8%	-15%
Defense	4.0	4.0	5.0	1.0	25%	25%
Total	17.0	16.0	16.0	0.0	0%	-6%
Grand Total	32.0	34.0	34.0	0.0	0%	6%

Product Line – YTD Bookings

SAMPLE



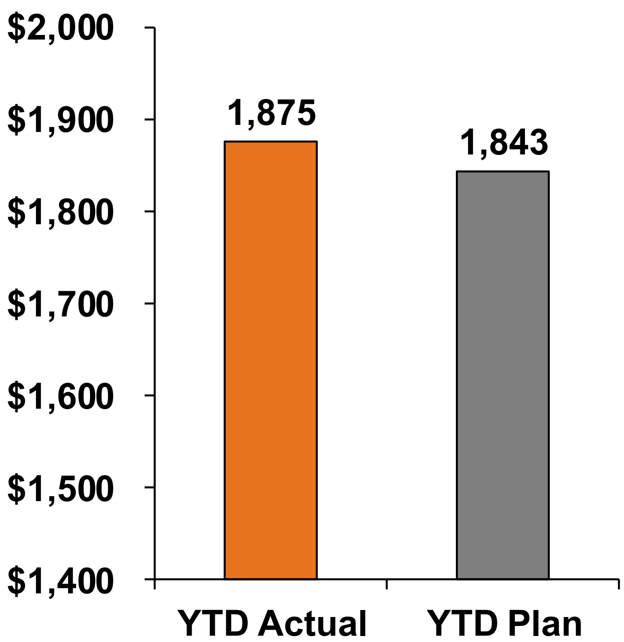


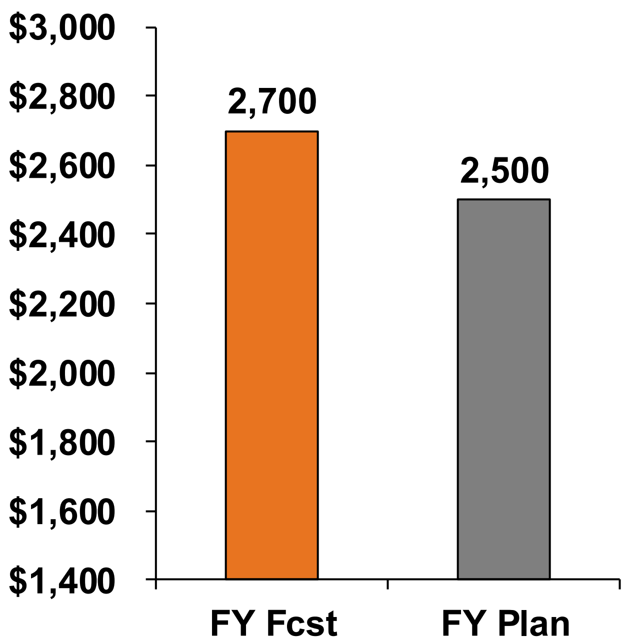
OEM	Prior Year	Plan	Forecast	Fcst vs. Plan	Fcst vs. Plan	Fcst vs. PY
Commercial	$11.0	$11.0	$10.0	($1.0)	-9%	-9%
Reg/Biz Jet	$4.0	$5.0	$2.0	($3.0)	-60%	-50%
Other Aerospace	$2.0	$1.0	$1.0	$0.0	0%	-50%
Defense	$2.0	$2.0	$3.0	$1.0	50%	50%
Total	$19.0	$19.0	$16.0	($3.0)	-16%	-16%

Aftermarket	Prior Year	Plan	Forecast	Fcst vs. Plan	Fcst vs. Plan	Fcst vs. PY
Commercial	$12.0	$13.0	$10.0	($3.0)	-23%	-17%
Defense	$4.0	$4.0	$5.0	$1.0	25%	25%
Total	$16.0	$17.0	$15.0	($2.0)	-12%	-6%
Grand Total	$35.0	$36.0	$31.0	($5.0)	-14%	-11%

Product Line – New Business Bookings

SAMPLE





Major issues for the quarter:

- Awarded contracts on new Commercial Transport Platform
- Business Jet project delayed by OEM

YTD Booking Margins

SAMPLE

TRANSDIGM GROUP INC.

YTD Bookings	PLAN	ACTUAL
Base Business	53%	54%
New Business	35%	39%
Total YTD	46%	48%
	PLAN	**FORECAST**
Full Yr Forecast	47%	49%

Margin Comments

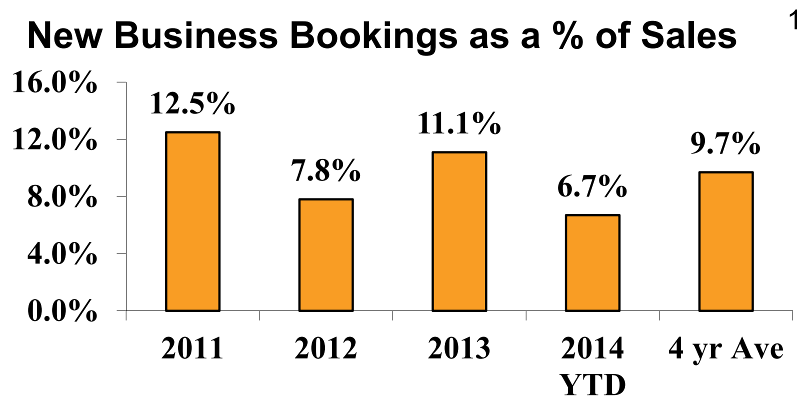
- Q1-Q3 New Business bookings light on high margin product Y
- Product X YTD strong

Product Line – A/B List

SAMPLE

Status	Customer	Platform	Program Description	Sponsor Name	3 Year Potential $	Current Year Plan $	YTD Act $
A	Customer A		Door Product		660	320	240
A	Customer B		Water System Product		312	96	126
A	Customer C		Lavatory Product		114	40	40
A	Customer D		Cargo Product		828	178	393
A	Customer E		Engine Product		456	29	10
	Other				1,493	374	350
Sub-Total products available for sale					3,863	1,037	1,159

Status	Customer	Platform	Program Description	Sponsor Name	3 Yr. Potential $	Current Yr. Plan $	YTD Act $
B	Customer F		Landing Gear Product		8,258	0	0
B	Customer G		Cockpit Product		3,456	850	0
B	Customer H		Lavatory Product		0	155	155
B	Customer I		Galley Product		0	91	90
B	Customer J		Engine Product		296	43	50
B	Customer K		Airframe Product		0	110	110
B	Customer L		Storage Product		0	161	160
	Other				1,149	61	151
Sub-Total Products in development					13,159	1,471	716
Grand Total					17,022	2,508	1,875

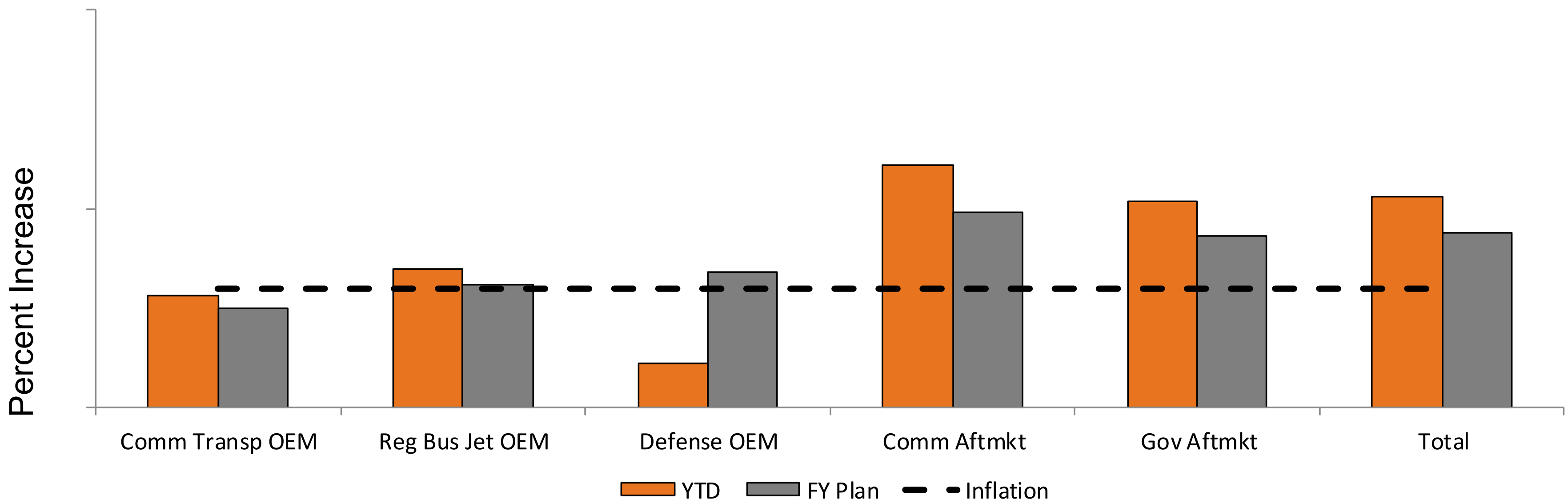


Product Line – Pricing

SAMPLE

TRANSDIGM GROUP INC.

YTD Product Line "A" Pricing Results



Productivity Summary ($000)

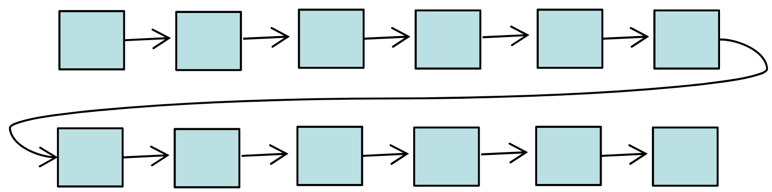
Project Description	YTD Enacted	YTD Plan	Full Yr Forecast	Full Yr Plan
LTA's	$792	$792	$792	$792
VMI contract	$300	$300	$300	$300
Calibration sourcing	$64	$24	$64	$24
SH60 Worm & Wheel in sourcing	$216	-	$216	$216
LGERS CCA second source	-	-	$44	$44
Other purchasing projects	-	$32	$22	$34
Purchase Savings	**$1,372**	**$1,148**	**$1,438**	**$1,410**
Sheet metal outsource	$15	$14	$15	$14
Fluidize second source	$15	$14	$15	$14
Stator outsource	-	-	$24	$24
Outsourcing	**$31**	**$28**	**$55**	**$52**
Machine shop projects	$323	$77	$398	$111
Assembly projects	$398	$273	$541	$229
R&O projects	-	-	$33	$58
Labor Savings	**$721**	**$350**	**$972**	**$399**
Facilities projects	$12	$31	$37	$31
IT projects	$353	-	$378	-
AP restructure	-	-	$50	-
Other speding reduction	**$365**	**$31**	**$465**	**$31**
Total	**$2,488**	**$1,556**	**$2,929**	**$1,892**

Product Line Manager Value Creation and Leadership

TRANSDIGM GROUP INC.

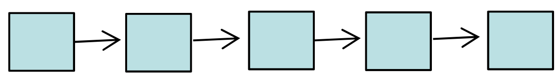
Repair and Overhaul Process

Old Process



12 Steps

New Process



5 Steps

Customer Service Metrics

	On-time Delivery	Turn Around Time
Old Process	68%	44 days
New Process	94%	15 days

Product Line – Forecast

SAMPLE

TRANSDIGM GROUP INC.

('000)	QTR Fcst	QTR Plan	Δ	FY Fcst	FY Plan	Δ
Bookings	12,500	12,000	500	41,000	40,000	1,000
Sales	11,000	10,500	500	40,000	39,000	1,000
EBITDA	5,150	4,800	350	18,500	18,400	100
EBITDA %	47%	46%	1%	47%	46%	1%

Product Line Structure – Driving Value Creation

Value Creation Focus

Clear Direct Metrics

Detailed Accountability

Consistent Value Generation

CONSISTENT STRATEGY, MORE RUNWAY

MORE VALUE

NEW BUSINESS & INNOVATION

JORGE L. VALLADARES III

New Business Overview

Drives Organic Growth

Focus on *Profitable* New Business	Customer-Driven Business Opportunities Innovative State of the Art Solutions Responsive and Agile Development

New Business "How We Do It"

TRANSDIGM GROUP INC.

- Focused Engagement with Procurement and Engineering
- Identify Opportunities
- **Establish Sponsorship**
- Initial Design and Development
- **Contract Award**
- Full Scale Development
- **Negotiate Final Terms and Conditions**
- Qualification and Certification
- Production Deliveries

Key Process Gates

New Business "How We Do It"

Customer Relationships

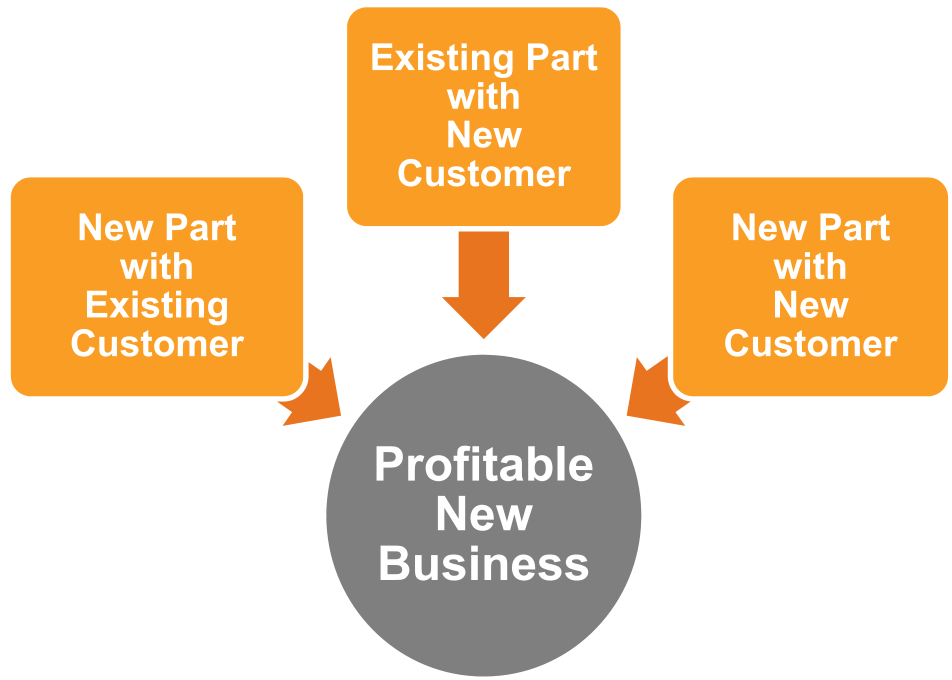
- Strong Operational Performance
- Engineer to Engineer Selling
- Solve Customer Technical Issues

Contracting Focus

- Strong Attention to Detail
- Control IP/Aftermarket

Manage Scope Creep

- Establish Technical Baseline
- Track Engineering Changes
- Proactive Communication

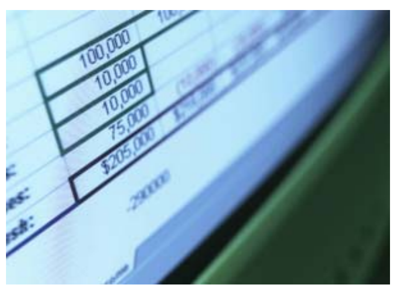


New Business Modeling

TRANSDIGM GROUP INC.

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: **<u>Profitable</u> New Business**

EXAMPLE ONLY

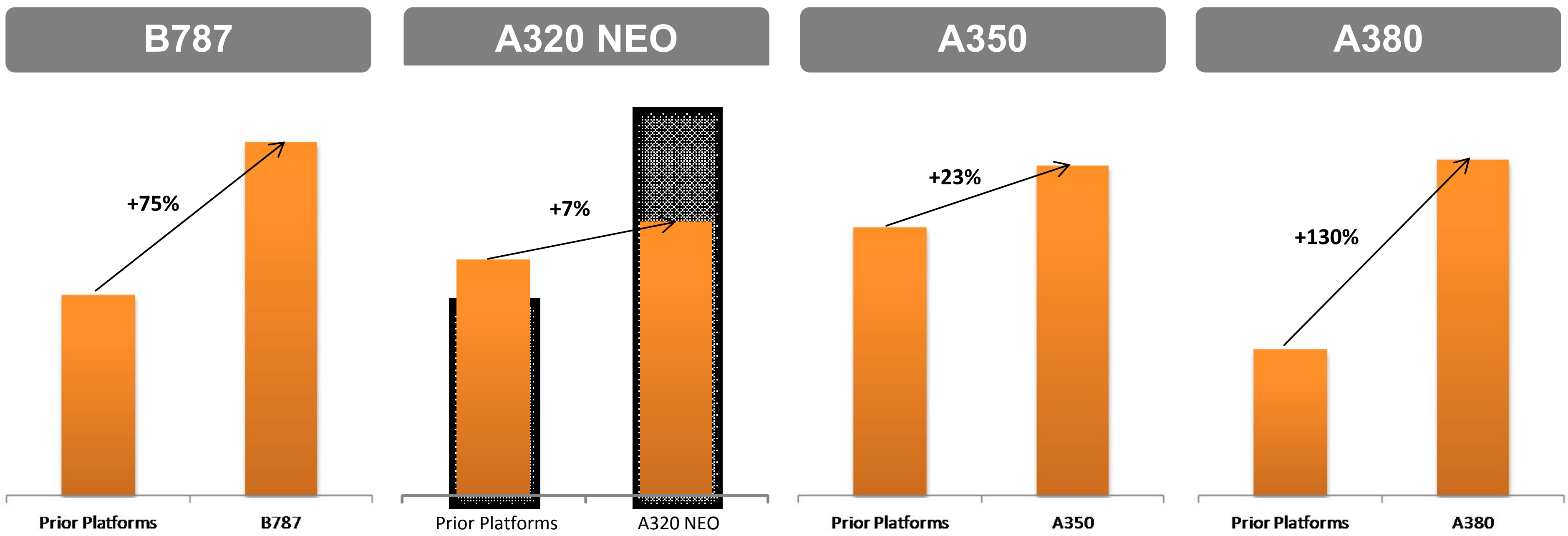
New Business Model Excerpt

	2014	2015	2016	2017	2018	2019
Annual Data						
Production Sales	**NRE**	$494	$740	$987	$1,234	$1,481
Production COS	($422)	($435)	($640)	($830)	($1,010)	($1,150)
Product Margin		$58	$100	$157	$224	$331
Margin %		12%	14%	16%	18%	22%
SG&A %		-12%	-12%	-12%	-12%	-12%
EBITDA Margin		0%	2%	4%	6%	10%
Spares Sales		$109	$271	$813	$1,243	$2,660
Spares COS		($52)	($125)	($350)	($497)	($1,011)
Spares Margin		$56	$147	$464	$746	$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		$602	$1,012	$1,800	$2,477	$4,141
Total COS		($487)	($765)	($1,180)	($1,507)	($2,161)
Product Margin		$115	$247	$621	$970	$1,980
Margin %		19%	24%	34%	39%	48%
SG&A %		-12%	-12%	-12%	-12%	-12%
EBITDA Margin		7%	12%	22%	27%	36%
Net Cash flow	($422)	$43	$125	$404	$672	$1,483
Cum Cash flow	($422)	($379)	($254)	$151	$823	$2,306

Return on Investment 6 yrs **60%**

Major New Business Content: Commercial

$ / Shipset Growth Over Prior Platforms

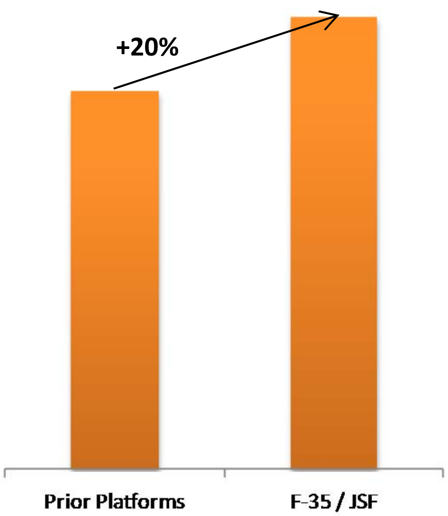


Note: As of June 2013. Does not include the recent acquisitions of GE Whippany, Aerosonic, Arkwin and Airborne.

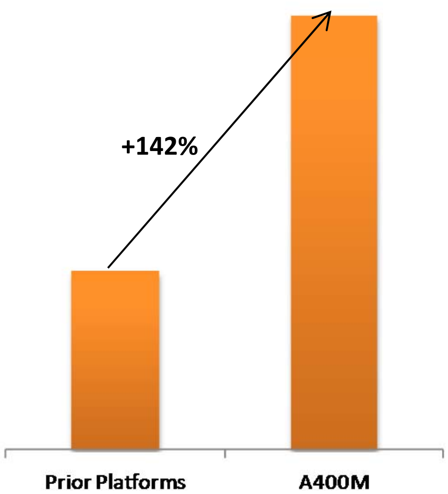
Major New Business Content: Defense

$ / Shipset Growth Over Prior Platforms

F-35 / JSF



A400M



Note: As of June 2013. Does not include the recent acquisitions of GE Whippany, Aerosonic, Arkwin , Airborne and EME.

Airbus 350 Content

- Composite dielectric isolators
- Composite dielectric isolator tubes
- Fuel System flexible tube connectors
- Water Waste System flexible tube connectors
- Engine and electrical system elastomeric high temp/high vibration clamps
- Water/waste system anti freeze heaters
- Cockpit door lock controller
- Wing structure exterior latches and hinges
- Belly Structure exterior latches and hinges
- Passenger seat belts
- Airbag seat belts
- Flight attendant restraint systems
- Door barrier straps
- Life line straps
- Cabin Harnesses
- Bulkhead finish surfaces
- Sidewall finish surfaces
- Lav finish surfaces
- Galley finish surfaces
- Premium seats
- Thermoplastics Flooring for galley
- Lavatory flooring
- Belly hold net assemblies
- Trent XWB Engine Ignition system
- APU Hamilton Sundstrand Igniter
- Trent 1000 engine valve
- Hydraulic system , landing gear valves
- Water/Waste system valves
- Fuel system pump valves
- Passenger door mechanism structural and spring rods
- Main landing gear door rods
- Cabinet support rods
- Spoiler EBHA rotor/stator assemblies
- Aileron EHA rotor/stator assemblies
- Cockpit door module
- Interior bin latches
- Lavatory mechanical decompression latch
- Lavatory latch override mechanism
- Emergency Ram Air Actuator
- APU Door Actuator
- APU Data Memory Module
- eGDOS-Electric Ground Door Opening Valve Actuators

Boeing 787 Content

TRANSDIGM GROUP INC.

- Composite dielectric isolators
- Engine and electrical system elastomeric high temp/high vibration clamps
- Water/waste system anti freeze heaters
- Interior composite structural rods
- Aluminum door rods
- Audio control panel and jack boxes
- Audio gateway units, speakers and headsets

- Nacelle/fan cowl latches
- Thrust reverser latches
- Crew escape and cargo door latches
- Electrical panel door latches
- Passenger seat belts
- Airbag seat belts
- Flight attendant restraint systems
- Pilot/co-pilot restrain systems
- Door darrier straps
- Life line straps

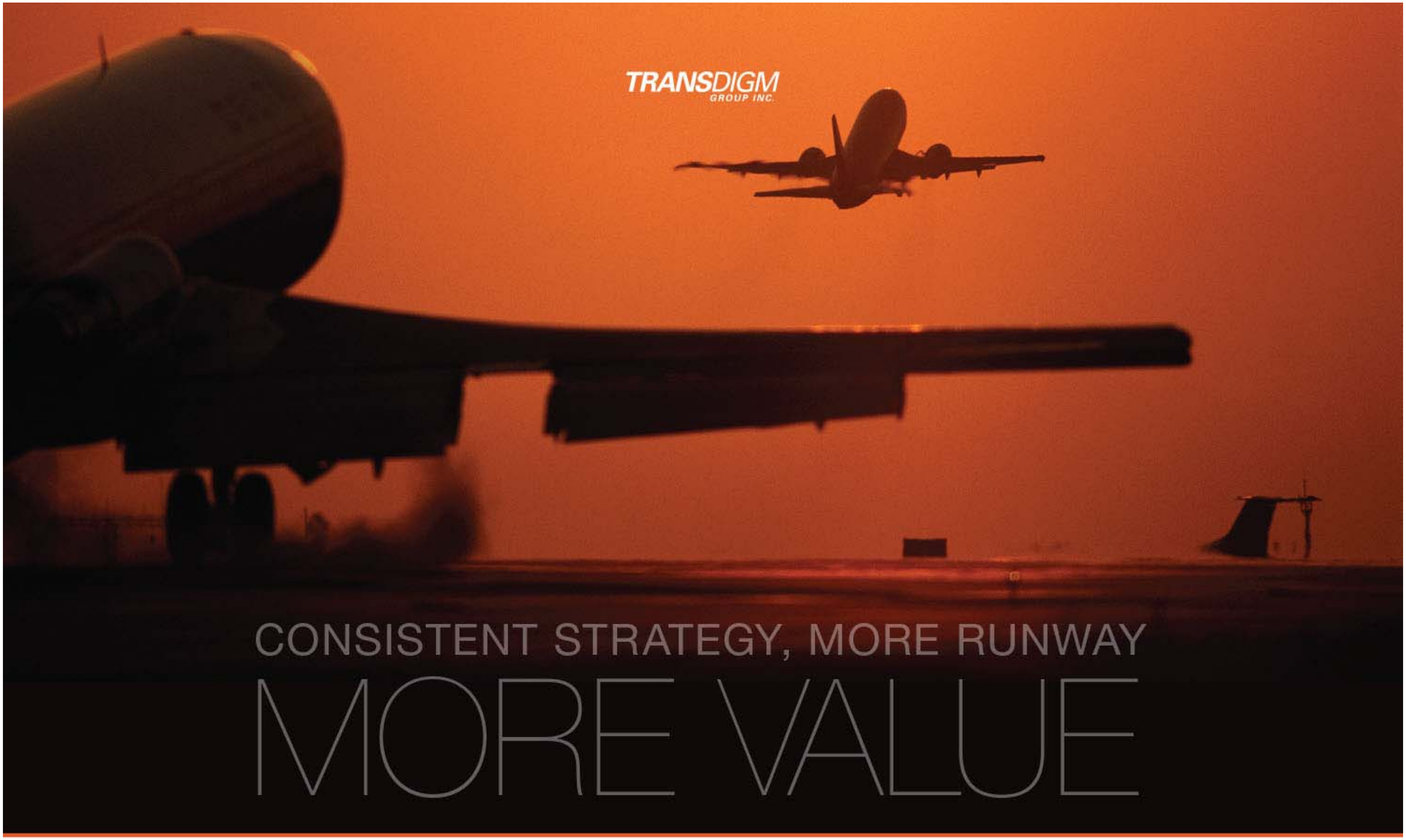
- Bulkhead finish surfaces
- Sidewall finish surfaces
- Lav finish surfaces
- Galley finish surfaces
- Premium seats
- Thermoplastics
- Fan cowl and thrust reverser tel. rods
- Cargo hold bilge barriers
- Cargo hold endwall panels
- Baggage restraint barrier nets

- Thermal barrier nets
- Medical outlet frequency converter
- Trent 1000 ignition system
- Main engine lube system
- Hydraulic filtration manifold
- UV Water System Power Supply

Consistent Value Creation

Profitable New Business

- Technical Innovation
- Engineered Solutions
- Grow Faster Than The Markets We Serve
- Disciplined Data Driven Approach
- High Sense of Urgency and Responsiveness
- Key Operating Value Driver



MERGERS & ACQUISITIONS

BERNT G. IVERSEN II

The LTM in Review…

TRANSDIGM GROUP INC.

AEROSONIC

June 2013
Seller: Public Co.

Bus. Days to Signing: 158

Revenue: $31M

ARKWIN

June 2013
Seller: Privately Held

Bus. Days to Signing: 161

Revenue: $93M

Whippany Actuation Systems

June 2013
Seller: Strategic

Bus. Days to Signing: 77

Revenue: $82M

Airborne Systems

December 2013
Seller: Private Equity

Bus. Days to Signing: 83

Revenue: $160M

EME Elektro-Metall

March 2014
Seller: Privately Held

Bus. Days to Signing: 219

Revenue: $40M

Invested $773M / Stayed with Acquisition Criteria

Note: Revenue amounts disclosed at time of acquisition and were for periods prior to TransDigm ownership..

Proven Record of Acquisition & Integration

TRANSDIGM GROUP INC.

Privately Held	NYSE		
1993 – 2006	**2006 – 2010**	**2011 – 2012**	**2013 - 2014**

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

NYSE — 2006 – 2010

- Sweeney
- Electra-Motion
- CDA InterCorp.
- Avtech
- ADS/Transicoil
- Bruce
- CEF
- Unison/GE
- APC/GE
- Acme
- Woodward HRT
- Dukes
- Semco

NYSE — 2011 – 2012

McKechnie:
- Hartwell
- Electromech
- Tyee
- TAC
- Linread [1]
- Valley-Todeco [1]
- AQS [1]

- Talley Actuation
- Schneller
- Harco

AmSafe:
- AmSafe Passenger Restraints
- AmSafe Commercial Products
- AmSafe Cargo Restraints & Specialty Devises

- Aero-Instruments

NYSE — 2013 - 2014

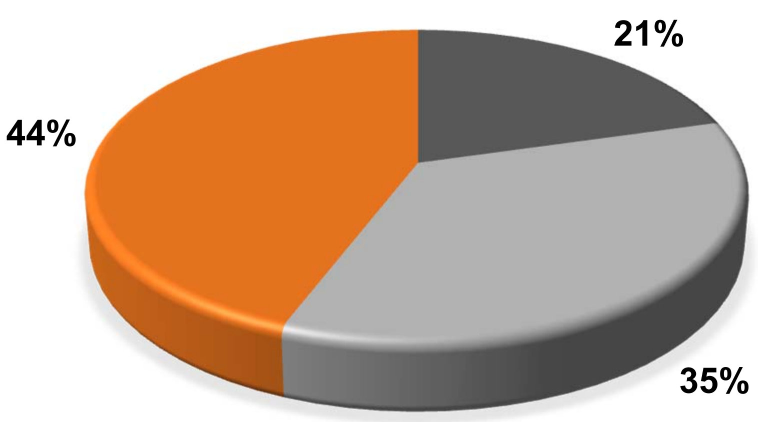
- Beams
- Aerosonic
- Arkwin
- Whippany Actuation
- Airborne Systems – North America
- Airborne Systems – Europe
- Elektro-Metall Export

TransDigm has acquired 49 businesses since 1993, including 34 since its IPO.

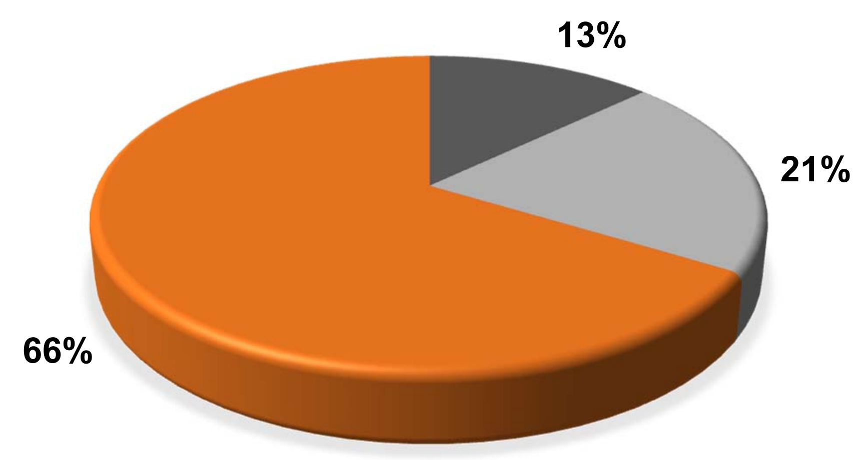
(1) Divested in Q2 and Q3 of FY2011.

Acquisition Sourcing – Since IPO

Number of Businesses



EBITDA at Time of Acquisition

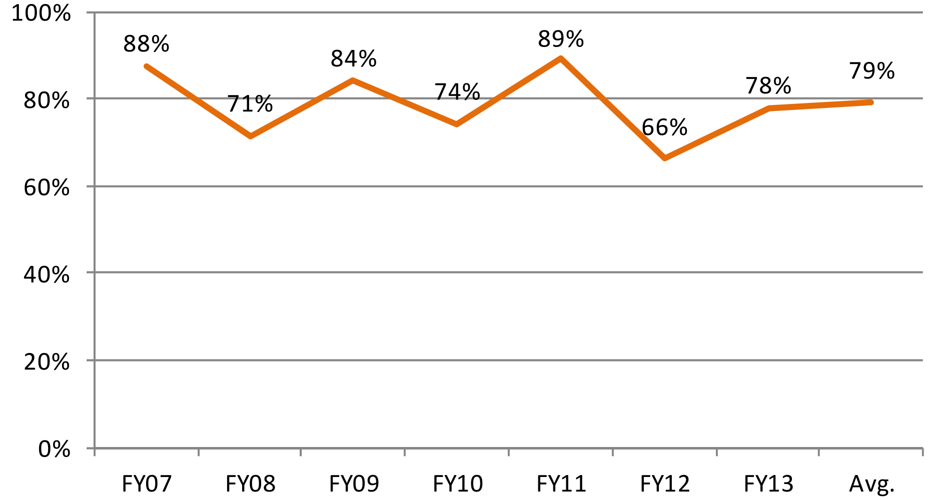


Strategic Private Holder Private Equity

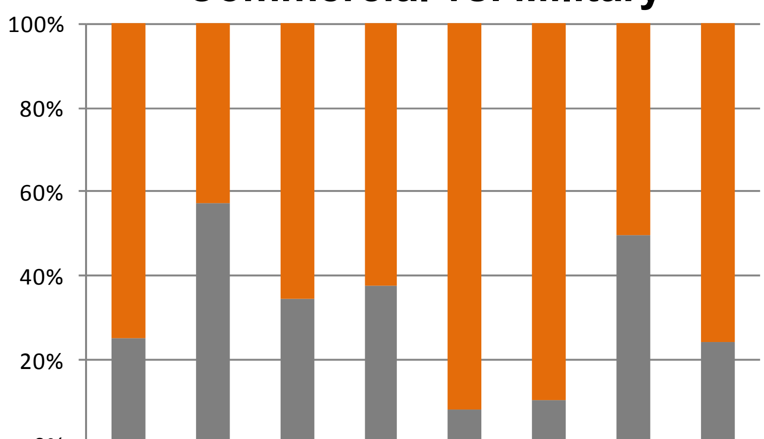
Note: Statistics include businesses acquired but later divested.

Acquisitions Metrics – Weighted Historical Values
(Excluding Divestitures)

Sole Source

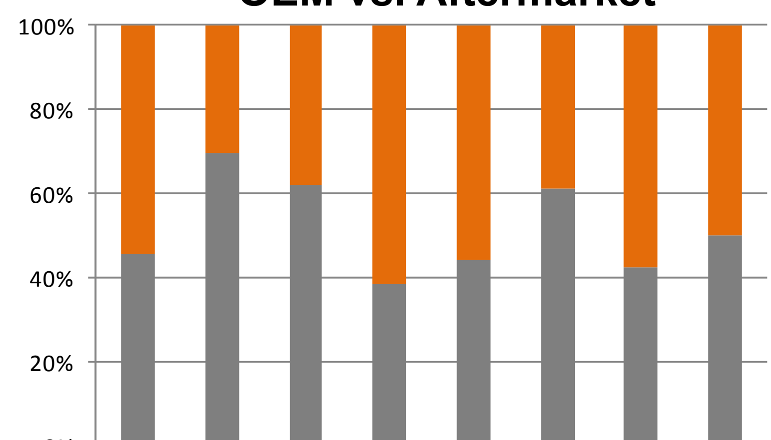


Commercial vs. Military



	FY07	FY08	FY09	FY10	FY11	FY12	FY13	Avg.
Commercial	75%	43%	66%	62%	92%	90%	50%	76%
Military	25%	57%	34%	38%	8%	10%	50%	24%

OEM vs. Aftermarket

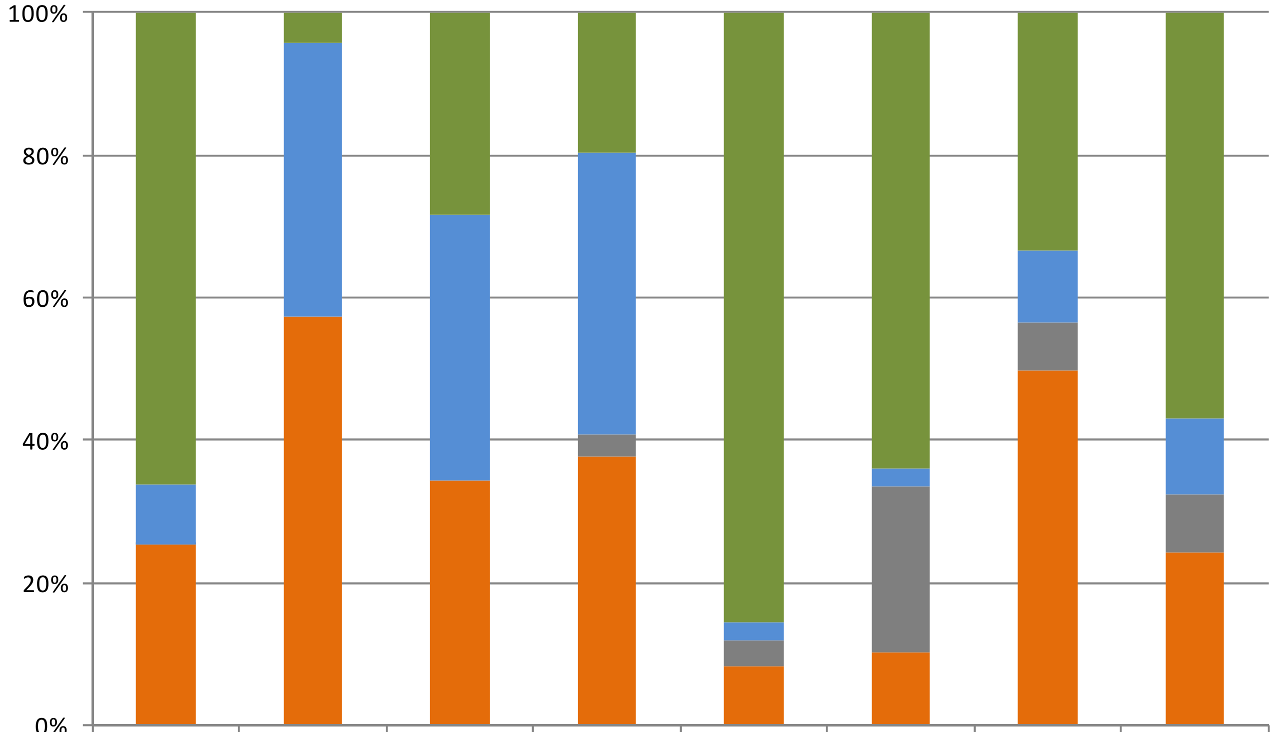


	FY07	FY08	FY09	FY10	FY11	FY12	FY13	Avg.
OEM	54%	30%	38%	62%	56%	39%	58%	50%
Aftermarket	46%	70%	62%	38%	44%	61%	42%	50%

Acquisitions Metrics – Weighted Historical Values
(Excluding Divestitures)

TRANSDIGM GROUP INC.

Revenue by Market Segment

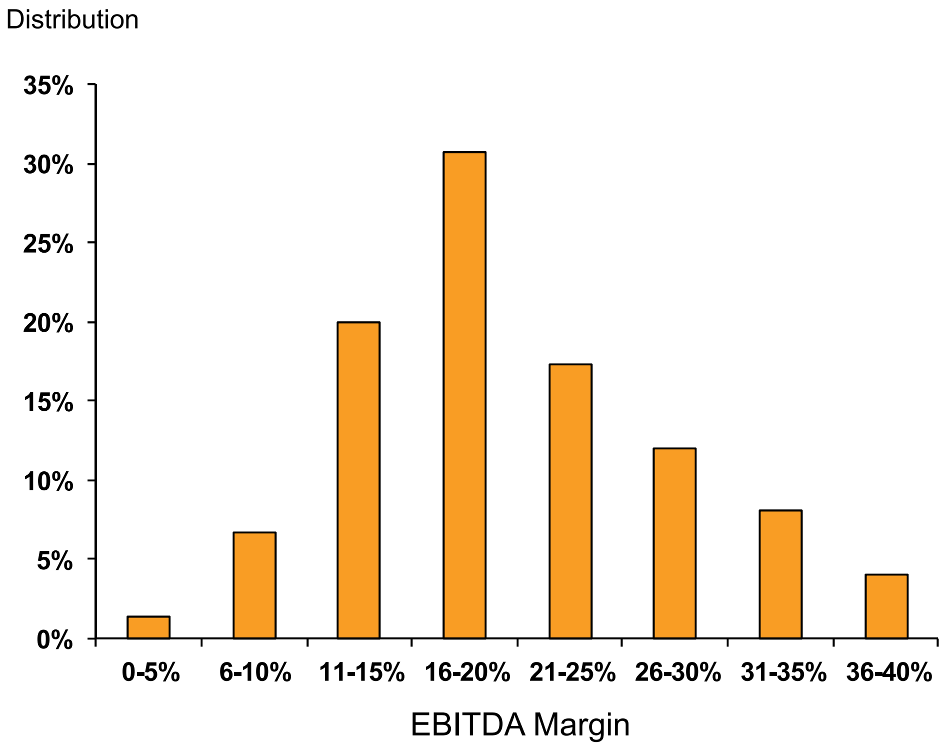


	FY07	FY08	FY09	FY10	FY11	FY12	FY13	Avg.
Comm Trans / Reg	66%	4%	28%	20%	86%	64%	33%	57%
BizJet / Heli / Gen Av	8%	38%	37%	39%	3%	3%	10%	11%
Non-Aerospace	0%	0%	0%	3%	3%	23%	7%	8%
Military	25%	57%	34%	38%	8%	10%	50%	24%

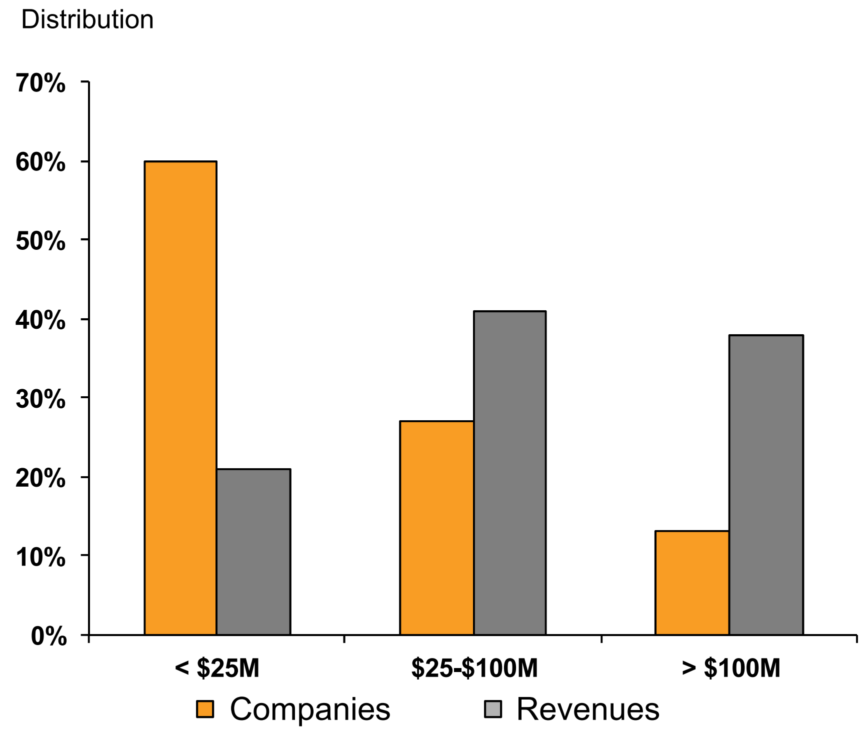
Significant Opportunities to Complete Accretive Acquisitions

TRANSDIGM GROUP INC.

OPPORTUNITY TO CREATE VALUE[1]



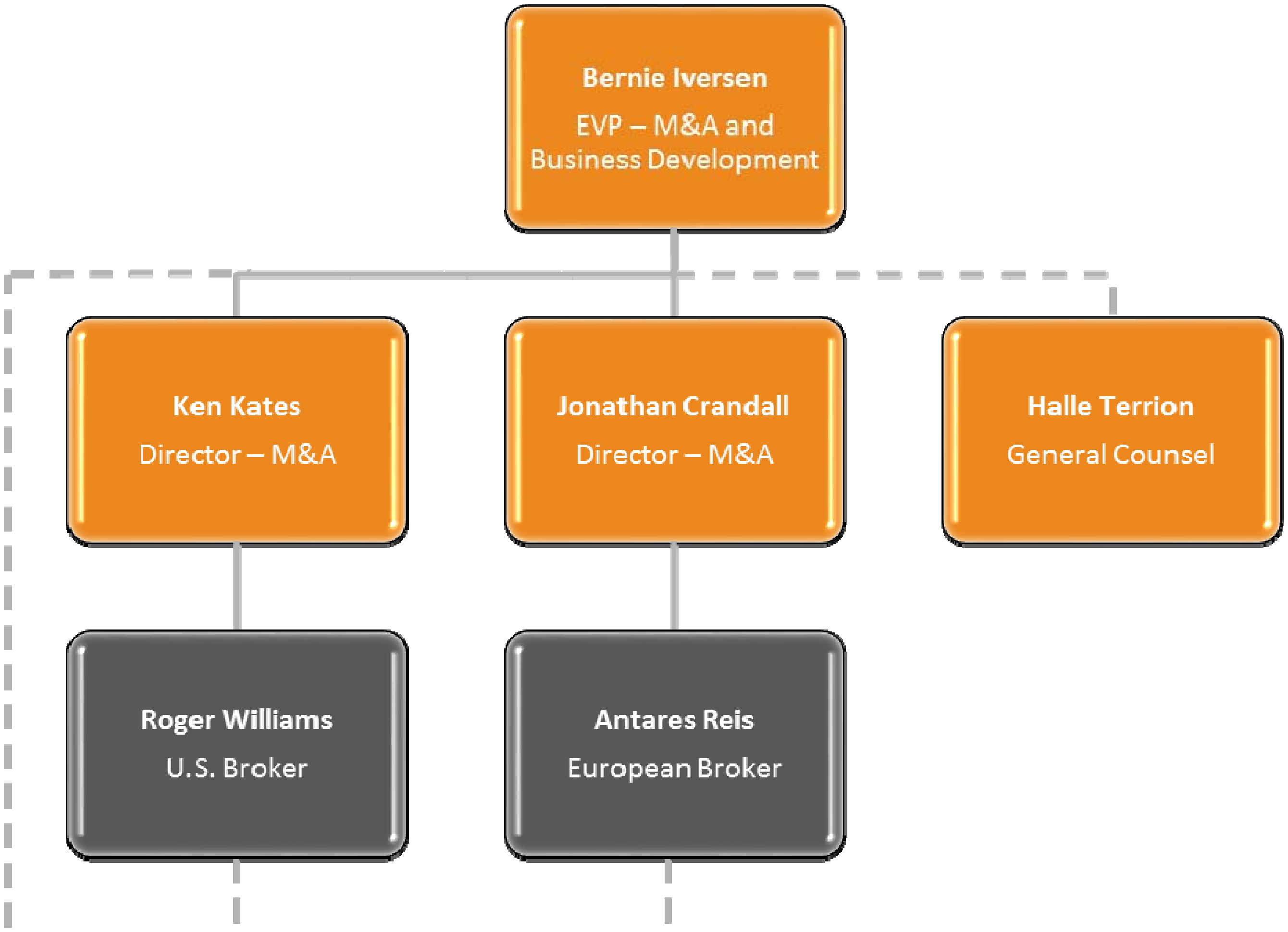
FRAGMENTED BASE[2]



(1) Percentages are management estimates.

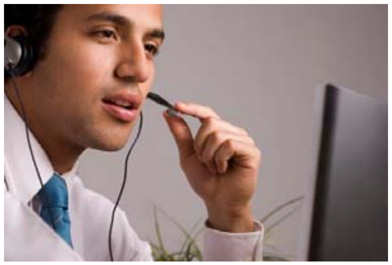
(2) Frost & Sullivan study estimates a population of 1,600 businesses.

M&A Organizational Structure



Lead Generation is a Systematic Process

Cold Calling / Internet Searches



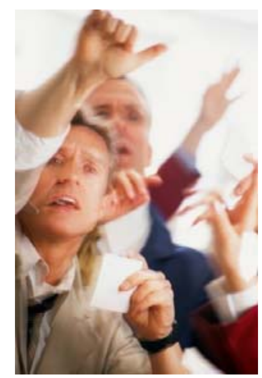
Conferences / Shows

Visit, Visit, Visit!

Networking

Privately Held

Strategic OEM



Auction

What We Don't Look For

TRANSDIGM GROUP INC.

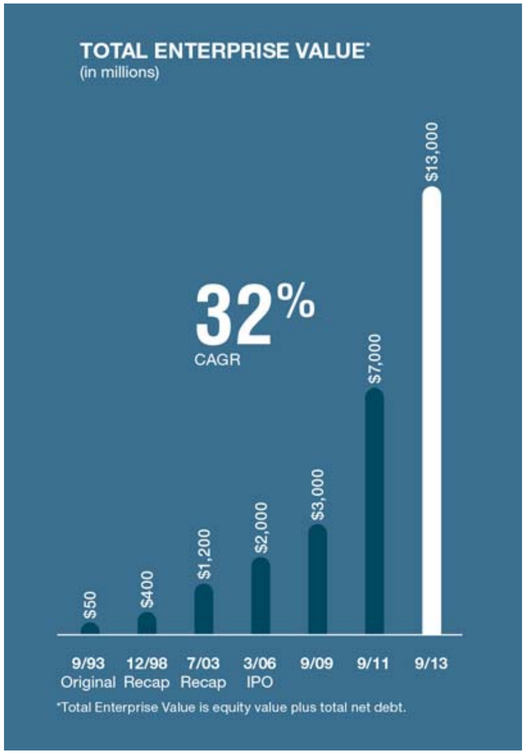
- Synergy
- Market share
- Fill out product line
- Excess capacity
- Access to markets
- Blah, Blah, blah

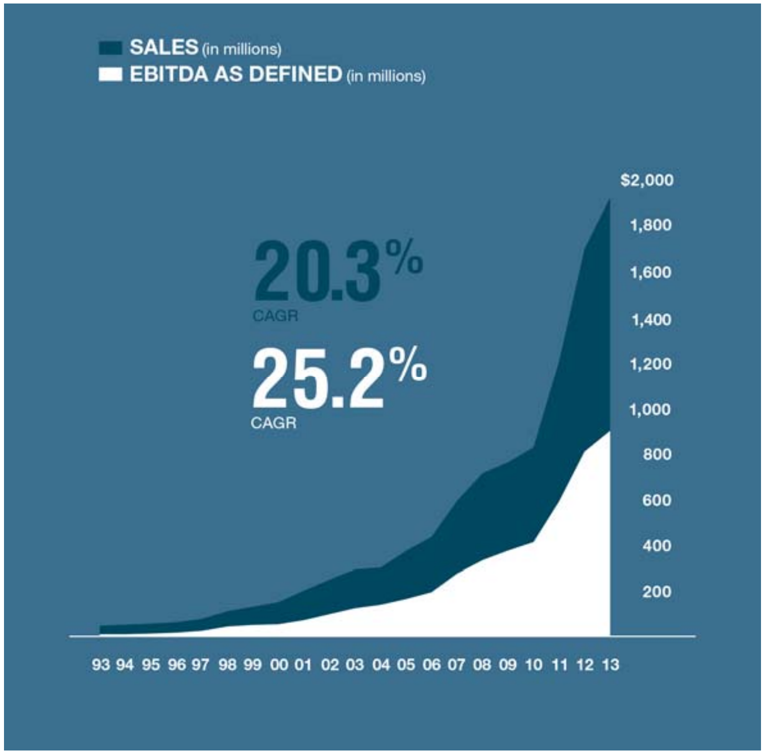
- Bigger is better
- Globalization
- Diversify
- Consolidating Industry
- Spend $ to make $
- Blah, Blah, blah

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

- Get fee
- Get promoted

What We DO Look For





Increase Shareholder Value

Focused Acquisition Strategy

TRANSDIGM GROUP INC.

- Aerospace products

- Proprietary engineered products

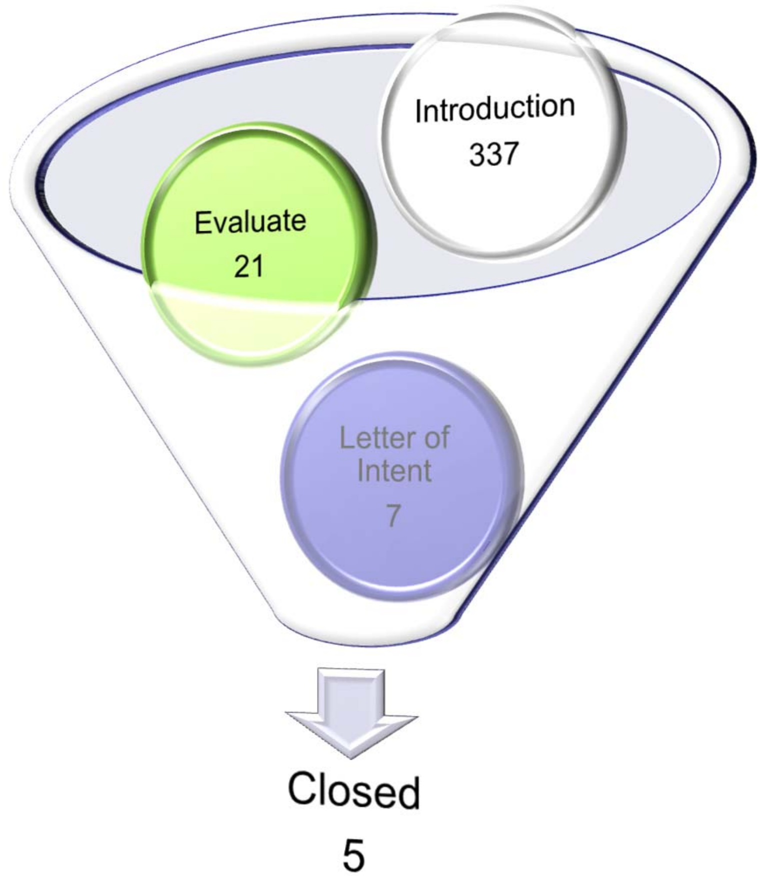
- Significant aftermarket content

Active Acquisition Process

Typical Multiple:
9 – 12x EBITDA

Post Acquisition:
50%+ multiple reduction

Typical Results



Formal Acquisition Process

- Teaser
  - Confidentiality Agreement
    - Offering Document

- Expression of Interest
  - Management Meeting
    - Due Diligence

- 2nd Round Bid
  - Down Select
    - Negotiate Contract

- Financing
  - Close Deal

Informal Acquisition Process

Build Trust

Letter of Intent

Contract

Due Diligence

Close Deal

Due Diligence

TRANSDIGM GROUP INC.

Finance / MIS

Income Statements
Balance Sheets
Inventory/Valuation
Cost System
MIS System
AR/AP
Liabilities

Sales

Customers/Markets
Platforms
Competitors
LTAs
Pricing
Sales force
Distribution

Engineering

Technology
Sole source
R&D Projects
Quality System

Operations

MRP/Planning
Suppliers
Routings/process sheets
Equipment/Facility

Human Resources

Management
Salaries
Benefits
Insurance

Taxes / Legal

Corporate Structure
Past Tax Returns
Environmental
Licenses Permits
Contracts

Goal – validate model
Look for liabilities/problems

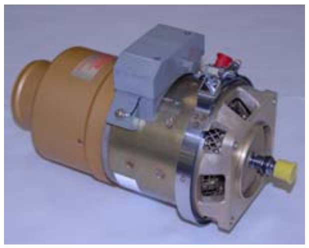
Common Issues

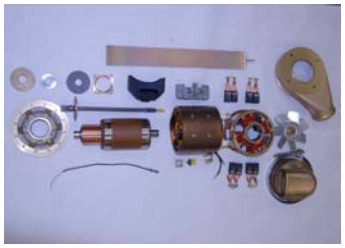
- Excessive costs
- Sub optimal pricing
- Unfocused new business process

Revenue Forecast

Base Revenue

OEM | Aftermarket





Shipset Model

Detailed Pricing Review

TRANSDIGM GROUP INC.

Market Channel

- Commercial OEM
- Defense OEM
- Commercial Aftermarket
- Defense Aftermarket

P/N By P/N Review

Typical Actions

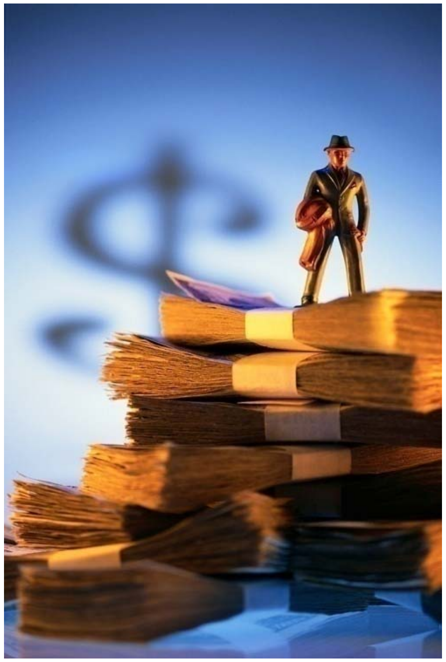
Productivity

Fast Improvement

Slower Improvement

Additional Equity Created

Value Creation		
Beginning EBITDA	**$**	**16.5**
Real Price		6.3
Inflation		2.9
Productivity		7.0
Market Growth		(0.4)
New Business		2.0
Target EBITDA	**$**	**34.3**
Source of Equity		
Debt Repayment		55.8
Operating Improvement		157.7
Total	**$**	**213.5**
$/Share	$	4.95



Note: $/Share calculated by taking the enterprise value in year 5 divided by outstanding shares.

SAMPLE

Investment Evaluation

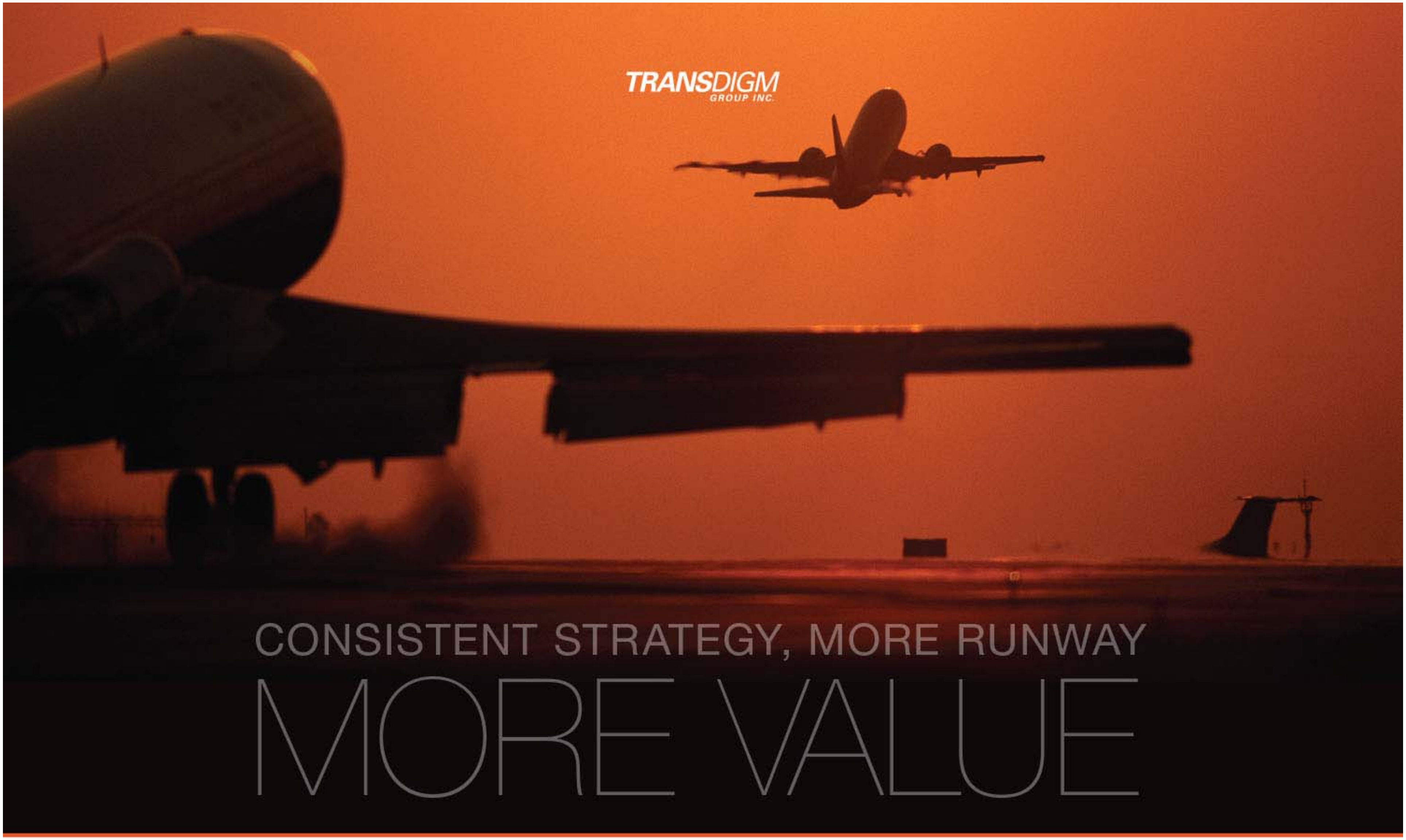
TRANSDIGM GROUP INC.

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	Year 1	Year 2	Year 3	Year 4	Year 5
($76,000)					
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)	0	0	0	$0	$267,031
IRR					28.6%

SAMPLE



ACQUISITION INTEGRATION PROCESS

ROBERT S. HENDERSON

Now That We Own It

WHAT DO WE DO?!

Acquisition Integration Process - General

TRANSDIGM GROUP INC.

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 Conditions
- Strength in Senior Management Varies Wildly

However, There is Significant Commonality in Our Actions

Acquisition Integration Process - Timeline

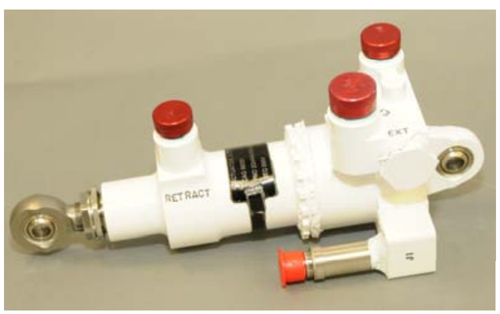
Actions - General	Time After Acquisition (days)
➢ Present TransDigm, Our Culture and Value Generation Strategy	0 - 30
➢ Control Working Capital and Establish Financial Plan	0 - 90
➢ Evaluate Key Staff Personnel Competency	0 - 30
➢ Review OE/AM Contracts and Effect Actions	15 - 60
➢ Organize Business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

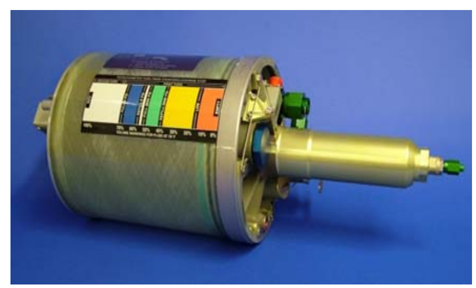
Integration Activities First 180 Days

Arkwin Industries Inc.

ARKWIN
INDUSTRIES INC.

Westbury, NY

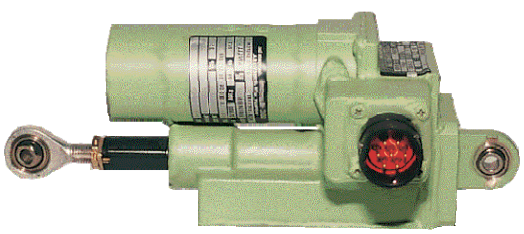




Whippany Actuation Systems

Whippany Actuation Systems™

Whippany, NJ



Airborne Systems

Airborne Systems

Pennsauken, NJ
Santa Ana, CA
Llangeinor , Wales UK
Bridgend, Wales UK

Llangeinor,
Wales UK

Bridgend,
Wales UK

Elektro-Metall

EME
Elektro-Metall

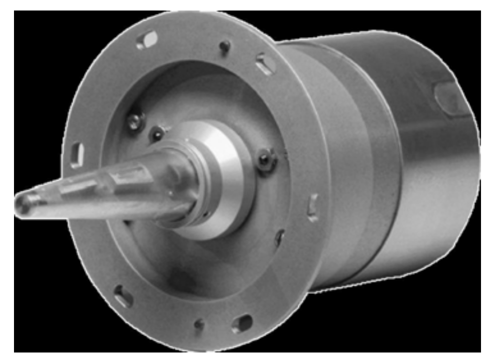
Ingolstadt, Germany
Paks, Hungary

AERO-INSTRUMENTS®

AEROSONIC

Cleveland, Ohio

Clearwater, Florida

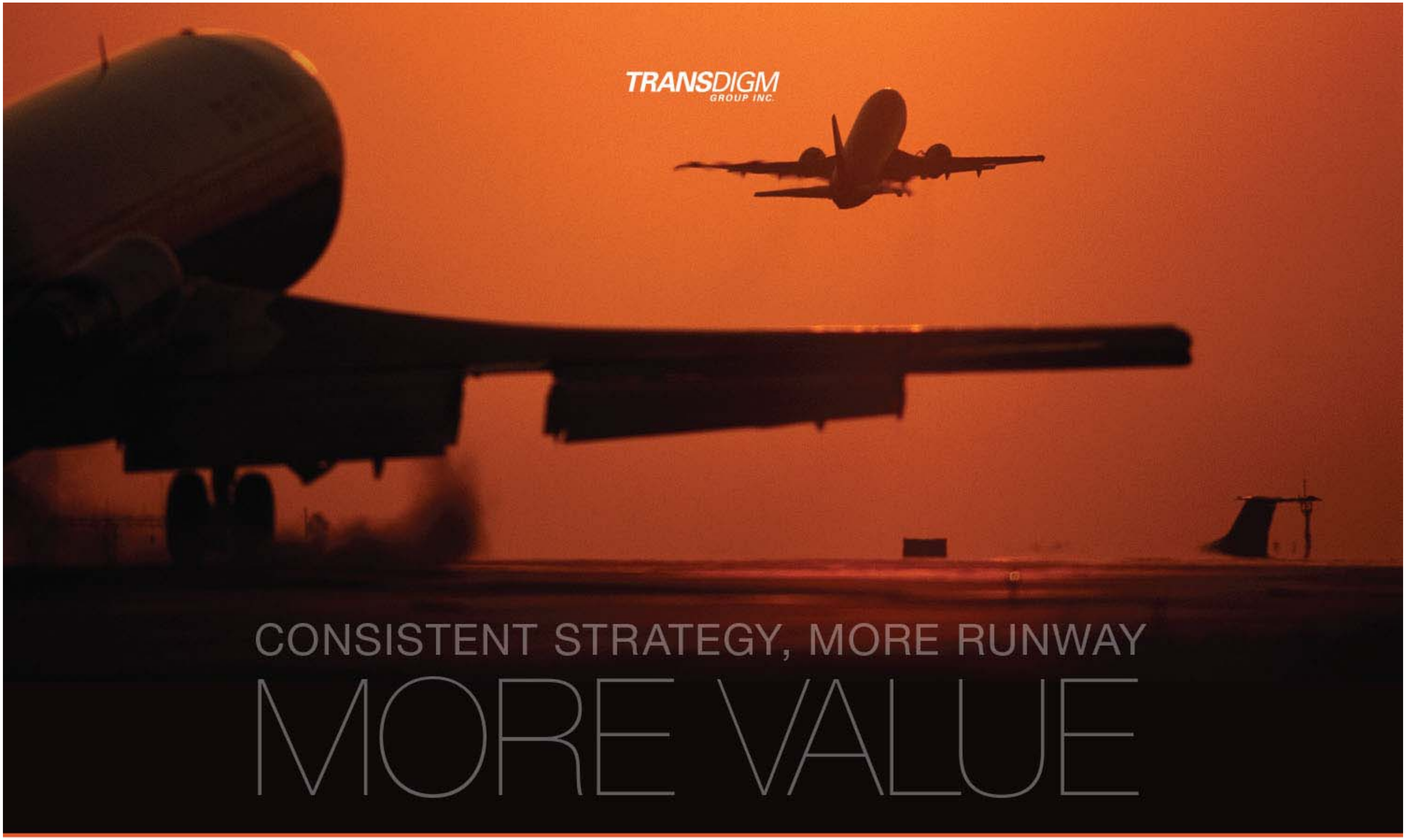


Product Presentation Breakout

TRANSDIGM GROUP INC.

Presentations Covering		Starting Location
John F. Leary Willard F. Hagan Joel Reiss	Executive Vice President President, AmSafe Passenger Restraints President, Hartwell Corporation	**Group – A** Petit Salon
Richard Olszewski Jack Stiffler	Director of Sales, Arkwin Industries President, Whippany Actuation Systems	**Group – B** Petit Salon
Joseph K. Grote Bryce Wiedeman	President, Aerosonic / CDA President, Airborne Systems	**Group – C** Art Deco
Herbert Mardany James Liddle	President, AvtechTyee President, Champion Aerospace	**Group – D** Art Deco

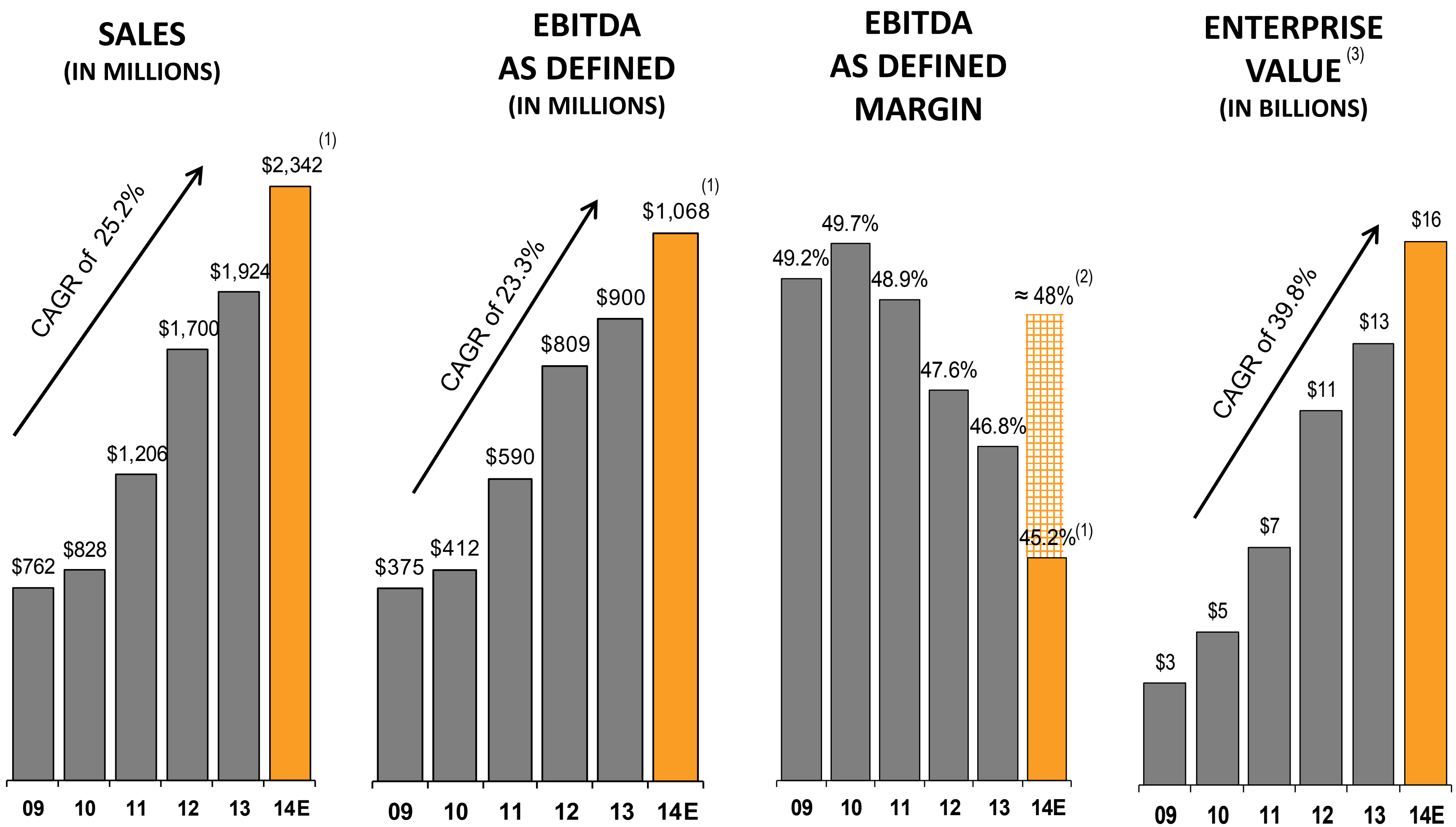
Hold Non-Presentation Related Questions for the Panel Q&A



FINANCIAL OVERVIEW & EXECUTIVE COMPENSATION

GREGORY RUFUS

GAAP Financial Highlights



(1) Revenue and EBITDA As Defined information under FY14 Guidance Mid-point reflects the mid-point of the range for the fiscal year ending 9/30/14 that was provided on 5/6/2014. The Company only updates guidance quarterly and this presentation does not confirm or update guidance now.

(2) Expected Fiscal 2014 EBITDA As Defined Margin of approximately 48% excludes the impact of Airborne, EME and Fiscal 2013 acquisitions.

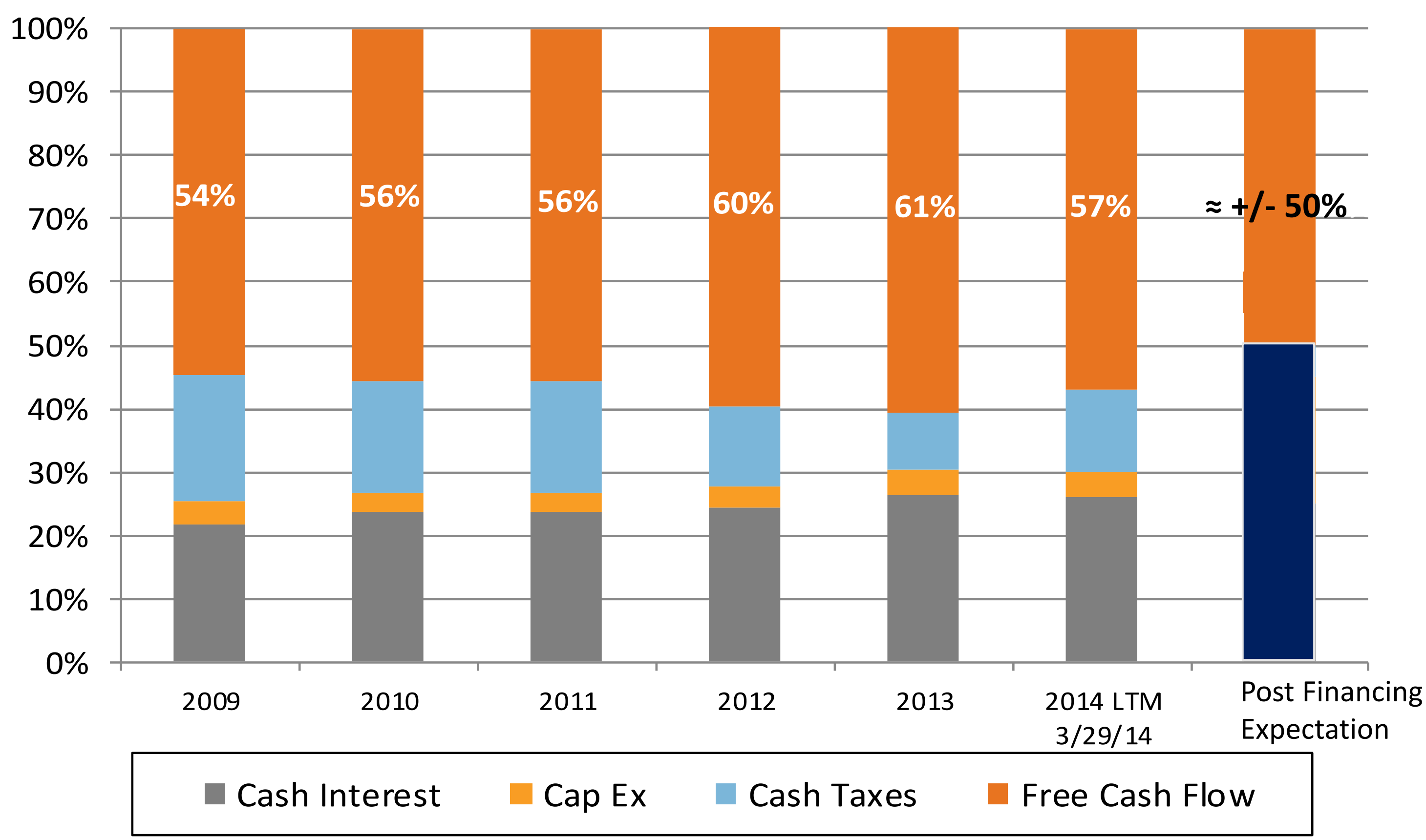
(3) Enterprise value calculated as of 6/13/14 equals equity value (shares outstanding as of 3/29/14 multiplied by the TDG closing stock price on 6/13/14) plus total net debt (total debt less cash).

Note: EBITDA As Defined is a non-GAAP financial measures. For a historical reconciliation and definition of EBITDA As Defined to Net Income and Net Cash Provided by Operating Activities please see the appendix.

Significant Free Cash Flow

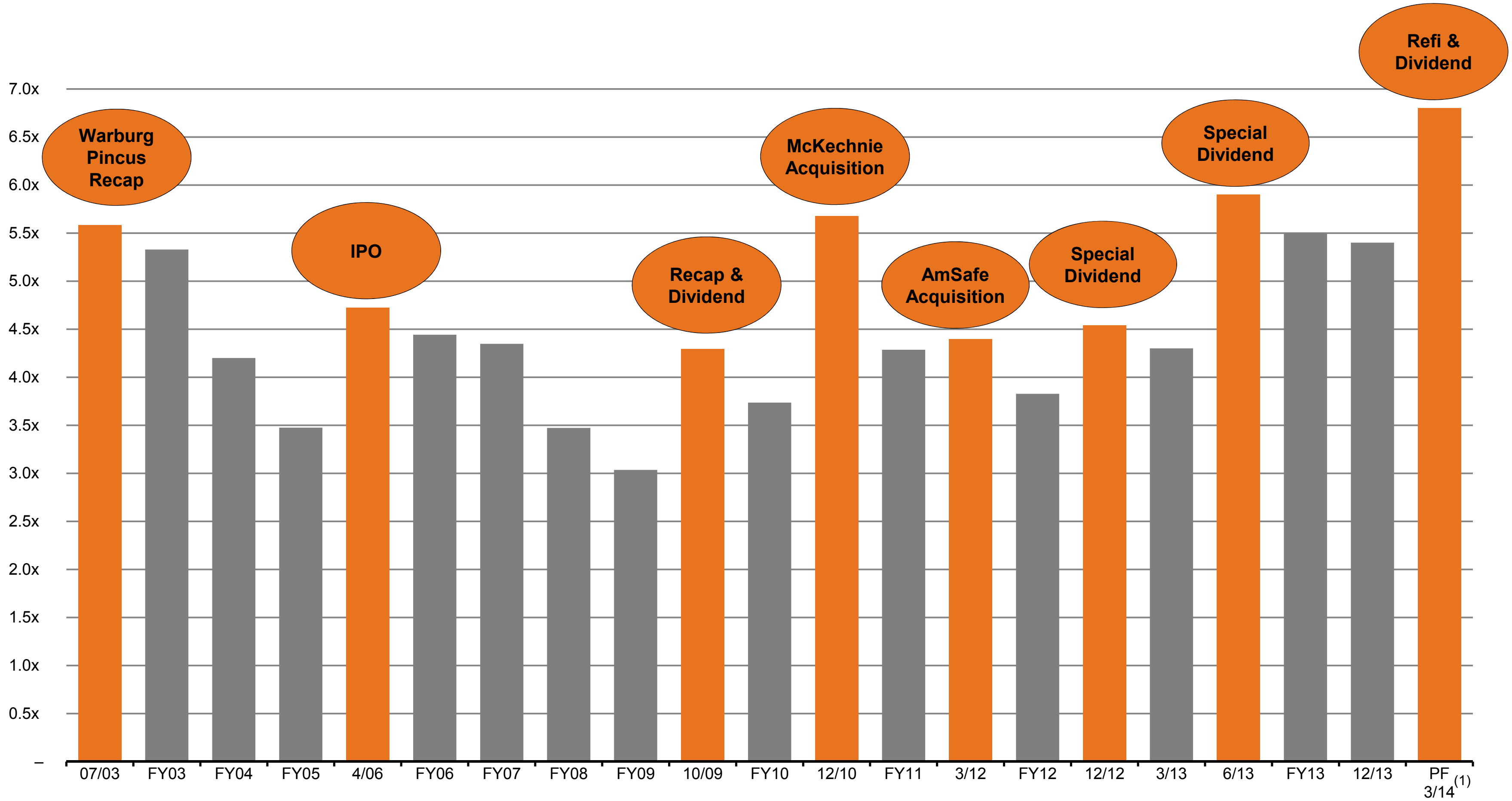
TRANSDIGM GROUP INC.

Free Cash Flow Before WC Exceeds 50% of EBITDA As Defined



Note: Free Cash Flow before WC IS a non-GAAP financial measure. Please see appendix for a reconciliation of Free Cash Flow before WC.

TransDigm Deleveraging Profile
(Net Debt / PF EBITDA As Defined)



(1) Pro forma for new debt and includes the full year impacts of the recently completed acquisitions of Arkwin, Aerosonic, Whippany, Airborne and EME.
Note: EBITDA As Defined is a non-GAAP financial measure. For a historical reconciliation of EBITDA As Defined to Net Income, please see the appendix.

Pro Forma Capitalization Structure

TRANSDIGM GROUP INC.

($ in millions)

	Actual 3/29/14	Cum. net EBITDA mult.	Pro forma 3/29/14	Cum. net EBITDA mult.	Rate	Maturity
Cash	$476		$656			
$420m revolver	–	–	–	–	L + 3.00%	Feb 20
$225m AR securitization facility	–	–	200	–	L + 0.75%	Oct 14
First lien term loan B-2 due 2017	495	0.0x	495	0.0x	L + 2.75%	Feb 17
First lien term loan C due 2020	2,578	2.5x	2,578	2.6x	L + 3.00%	Feb 20
New first lien term loan D due 2021	–	2.5x	825	3.4x	L + 3.00%	May 21
Total senior secured debt	**$3,073**	**2.5x**	**$4,098**	**3.4x**		
New senior sub notes due 2022	–	2.5x	1,150	4.5x	6.00%	Jul 22
New senior sub notes due 2024	–	2.5x	1,200	5.6x	6.50%	Jul 24
Senior sub notes due 2018	1,600	4.1x	–	5.6x	7.75%	Dec 18
Senior sub notes due 2020	550	4.6x	550	6.2x	5.50%	Oct 20
Senior sub notes due 2021	500	5.1x	500	6.7x	7.50%	Jul 21
Total debt	**$5,723**	**5.1x**	**$7,498**	**6.7x**		

Note: EBITDA As Defined is a non-GAAP financial measure. For a historical reconciliation of EBITDA As Defined to Net Income, please see the appendix.

Sources and Uses of Recent Financing

TRANSDIGM GROUP INC.

Sources & Uses

($ in millions)

Sources	
AR securitization facility	$200
New first lien term loan D due 2021	825
New senior subordinated notes due 2022	1,150
New senior subordinated notes due 2024	1,200
Total sources	**$3,375**

Uses	
Dividend to stockholders and related DEP payments	$1,430
Refinance senior subordinated notes due 2018	1,600
General corporate purposes and financing related fees	345
Total uses	**$3,375**

Dry Powder Available for Acquisitions

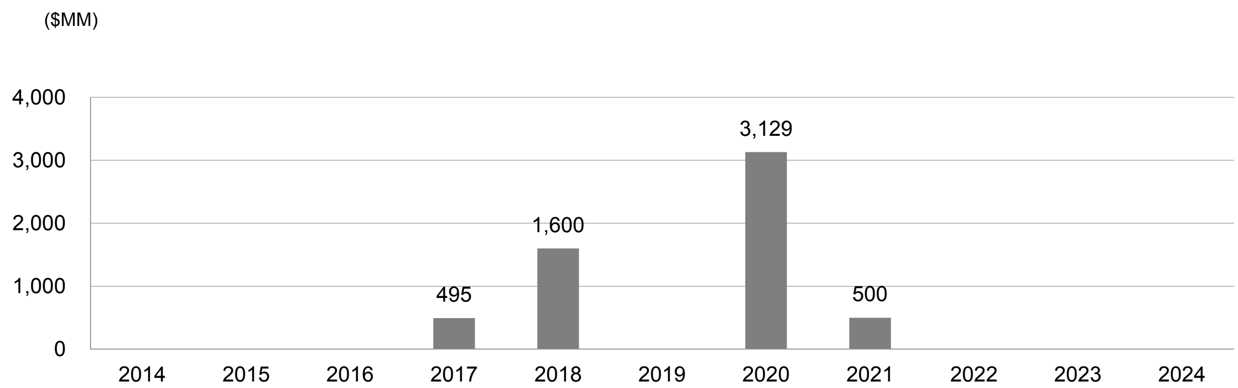
Dry Powder in Excess of $1.5 B Available Immediately After Dividend

Pro Forma Cash 3/29/2014	$	650
Undrawn Revolver		410
Additional Borrowing Available Under Credit Agreement	≈	550
Dry Powder Available for Acquisitions	**≈$**	**1,610**

Debt Maturity Profile and Interest Rates

TRANSDIGM GROUP INC.

Old Debt Maturity Profile

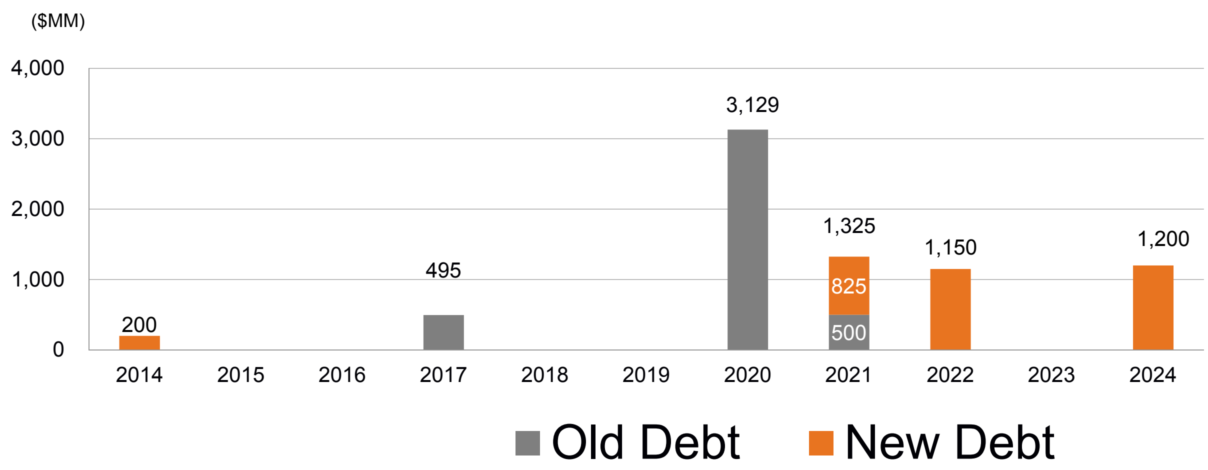


Weighted Average Interest Rate

Pre-Financing

5.7%

New Pro Forma Debt Maturity Profile



Weighted Average Interest Rate

Post-Financing

5.2%

Dividends – Return of Capital %

TRANSDIGM GROUP INC.

% Return of Capital vs Dividend Income

November 2012	July 2013	June 2014
$12.85	$22.00	$25.00
100% Dividend Income	≈ 93% Return of Capital	≈ 85% Return of Capital

Executive Compensation Discussion

Say on Pay Overview

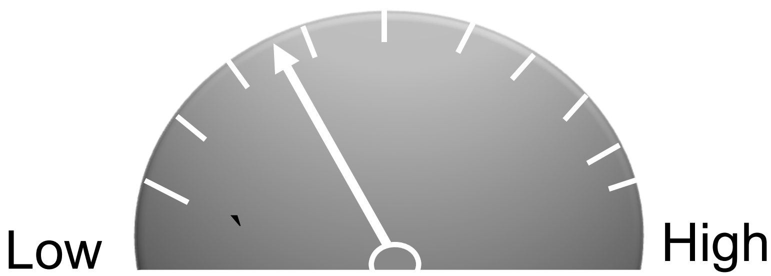
TRANSDIGM GROUP INC.

Fiscal Year	ISS Recommended SOP Vote	% of Votes Cast FOR SOP
2011	AGAINST	54.3%
2012	FOR	96.7%
2013	AGAINST	65.4%

No Material Change in Executive Compensation Plan in FY ’11, ‘12 or ‘13

Unique Compensation Concept – “Think/act like an owner”

Key to our Culture



Cash Compensation

Equity Based Compensation

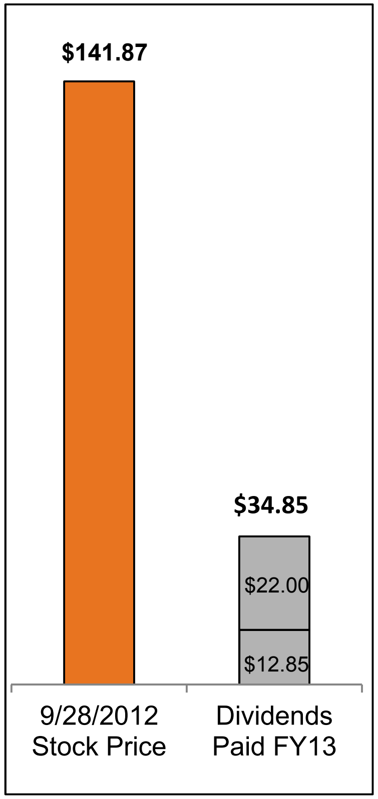
100% Performance Vesting

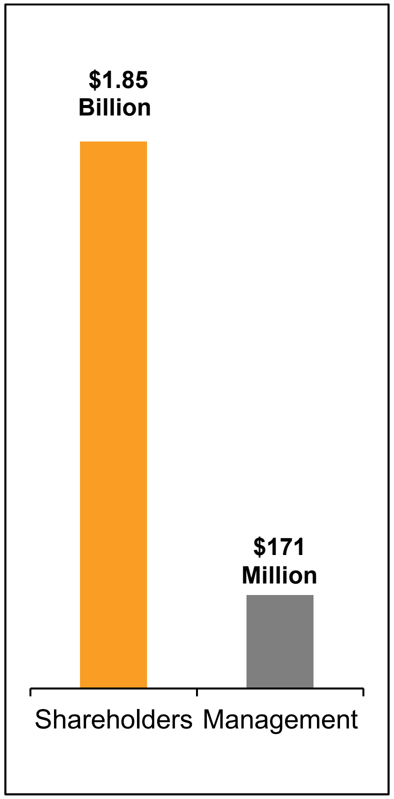
100% Shareholder Alignment

100% Shareholder Alignment – Private Equity Model

FY 2013 Dividends

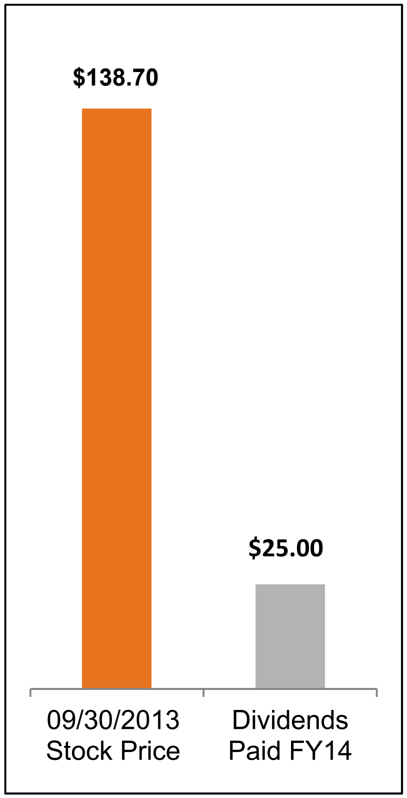
Paid ≈ 27%of Beginning FY 13 Market Cap

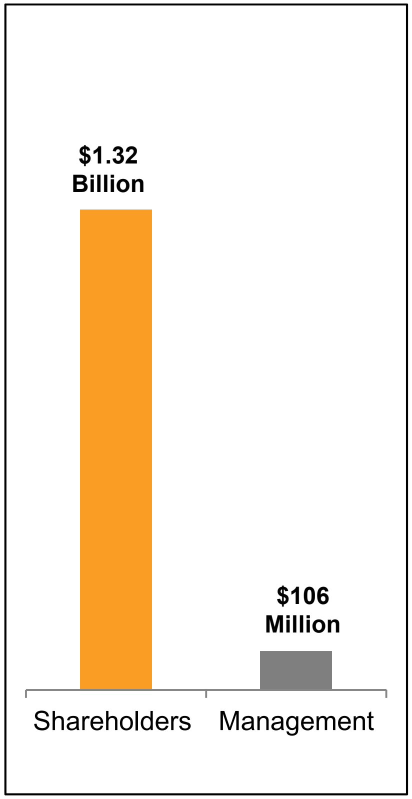




FY 2014 Dividends

Paid ≈ 19% of Beginning FY 14 Market Cap





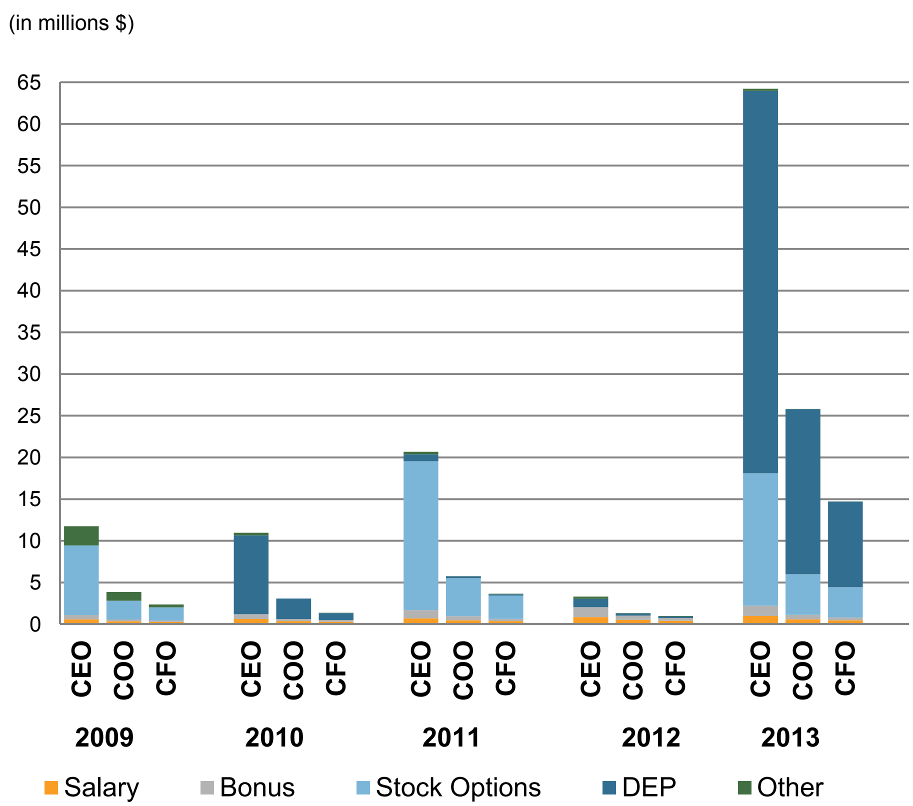
Management is Largest Stakeholder - Owns ≈ 10% (1)

(1) On a fully diluted basis, assuming the exercise of all issued outstanding vested and unvested options.

Executive Compensation Philosophy: Low Cash Compensation, High Performance-Based Equity

TRANSDIGM GROUP INC.

Executive Compensation



Key Takeaways

- Salary and bonus small % of total compensation
- Performance-based compensation is consistently vast majority of total compensation
- Bi-annual grants of performance-based stock options (Black-Scholes value)
- Dividend equivalent payments – large and irregular
- Alignment - management only makes $ when and if shareholders make $
- Emphasis on long-term value creation vs. annual targets

2013 Key Compensation Highlights

TRANSDIGM GROUP INC.

2% Salary / Other

Only Non-Performance-Based Component

- Set well below median of peer group
- Strategy to primarily compensate in equity

2% Bonus

Based on Achieved Performance

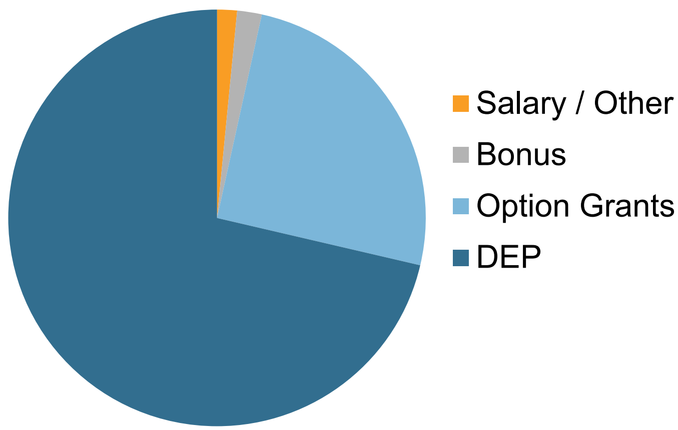
25% Stock Option Grants

100% Performance-Based Vesting

71% Dividend Equivalent Payments

Paid <u>ONLY</u> on Performance Vested Stock Options

FY 13 CEO Compensation
98% Performance-Based

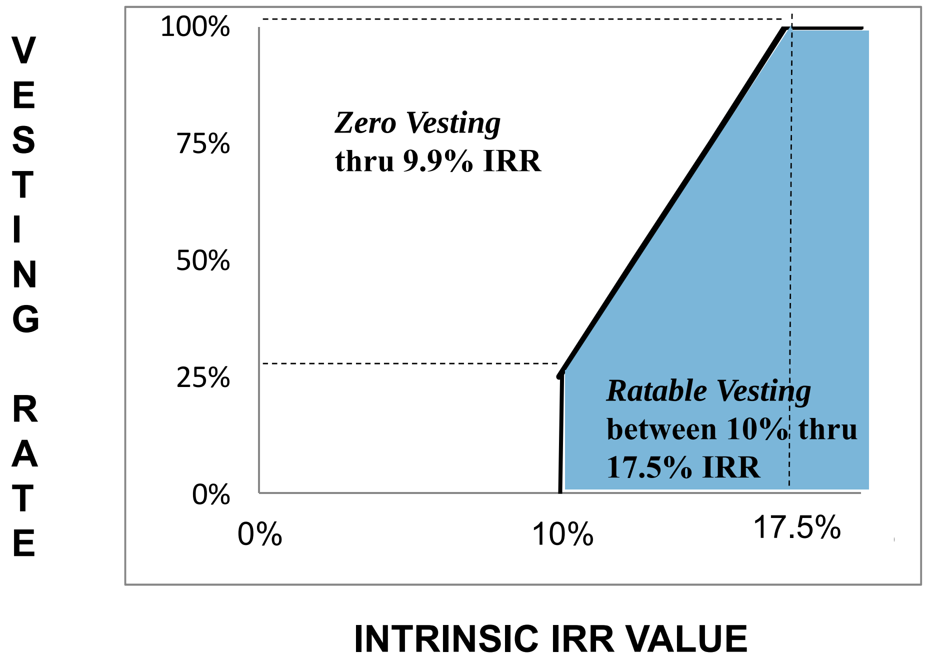


Maximize Shareholder Alignment

Option Vesting Requirements

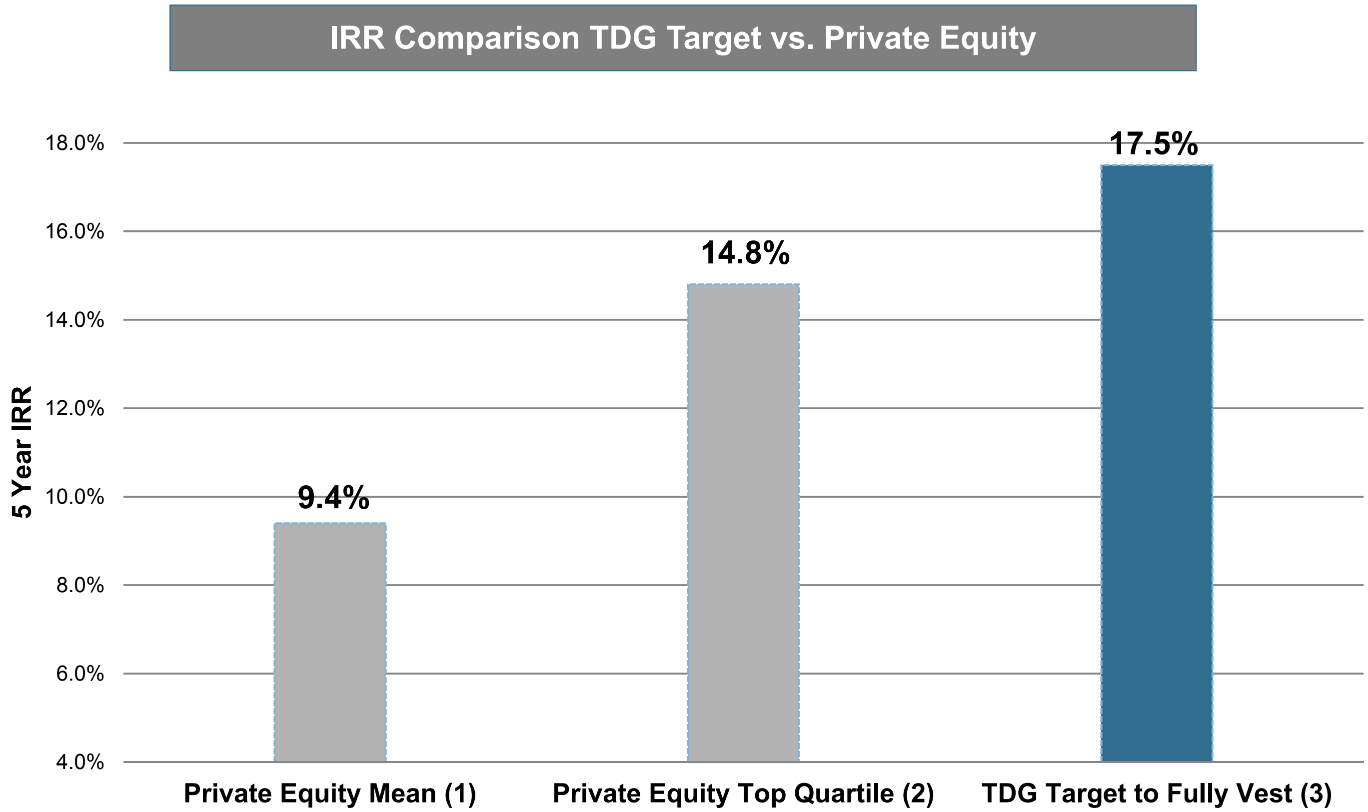
TRANSDIGM GROUP INC.

Vesting Scale



17.5% to Fully Vest

TransDigm Performance Option Vesting Target vs. Private Funds



(1) 5 Yr Average IRR Private Equity Funds – Mean – Cambridge and Associates (March 2013)
(2) 5 Yr Average IRR Private Equity Funds – Top Quartile - Cambridge and Associates (March 2013)
(3) TDG Growth in Intrinsic Equity Value Target

Dividend Equivalent Payment Logic

Dividend Equivalent Payments (DEPs) Align Management with the Stockholders to Permit the Best Allocation of Capital Resources and Incentivize Long-Term Shareholder Returns

- DEPs align management with stockholders to preserve value of equity-based incentives intended by the Company at the time of the award
- DEPs common in Private Equity context on which we base our equity-based compensation program
- TransDigm does not pay a regular dividend
- Extraordinary dividends not reflected in the public market price

Dividend Equivalent Payments – Performance Based Compensation

TRANSDIGM GROUP INC.

Two Performance Criteria Must Occur to Facilitate Dividend Equivalent Payments

1 – Performance Based Option Must Vest to Receive Dividend Equivalent Payment

- Options vest upon meeting intrinsic share price growth or significant market growth
- No time vesting or non-performance vesting

2 –TransDigm Must Generate Sufficient Liquidity via Performance of the Company to Allow Payment

- Must have availability of cash or borrowing capacity (including favorable capital market conditions)
- Must satisfy certain covenants under its credit facilities

Dividend Equivalent Payments Paid Solely Upon Vesting of Stock Options

Consistent Value Creation

TRANSDIGM GROUP INC.

Consistent Financial Performance

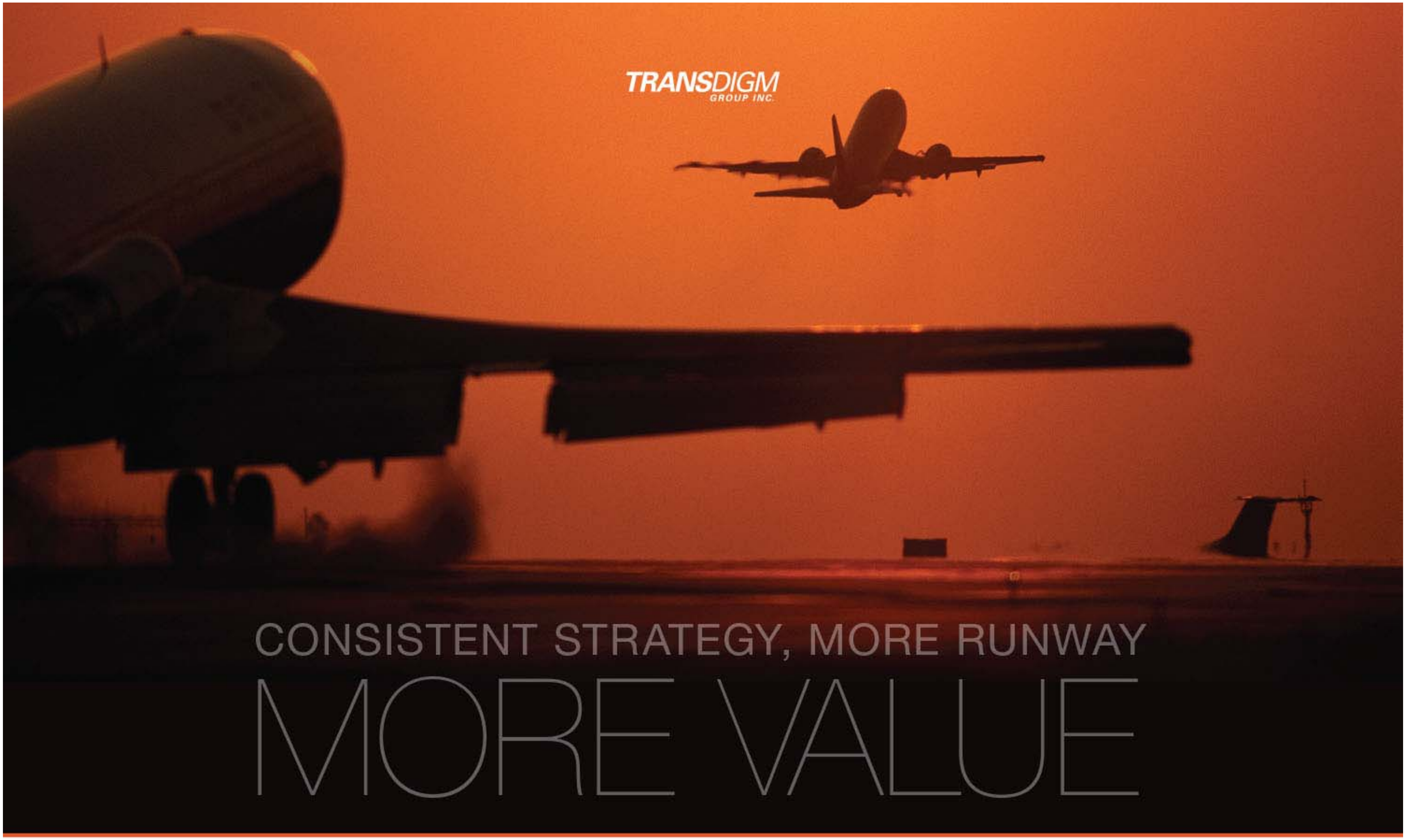
Strong Cash Flow Generation

Efficient Capital Structure

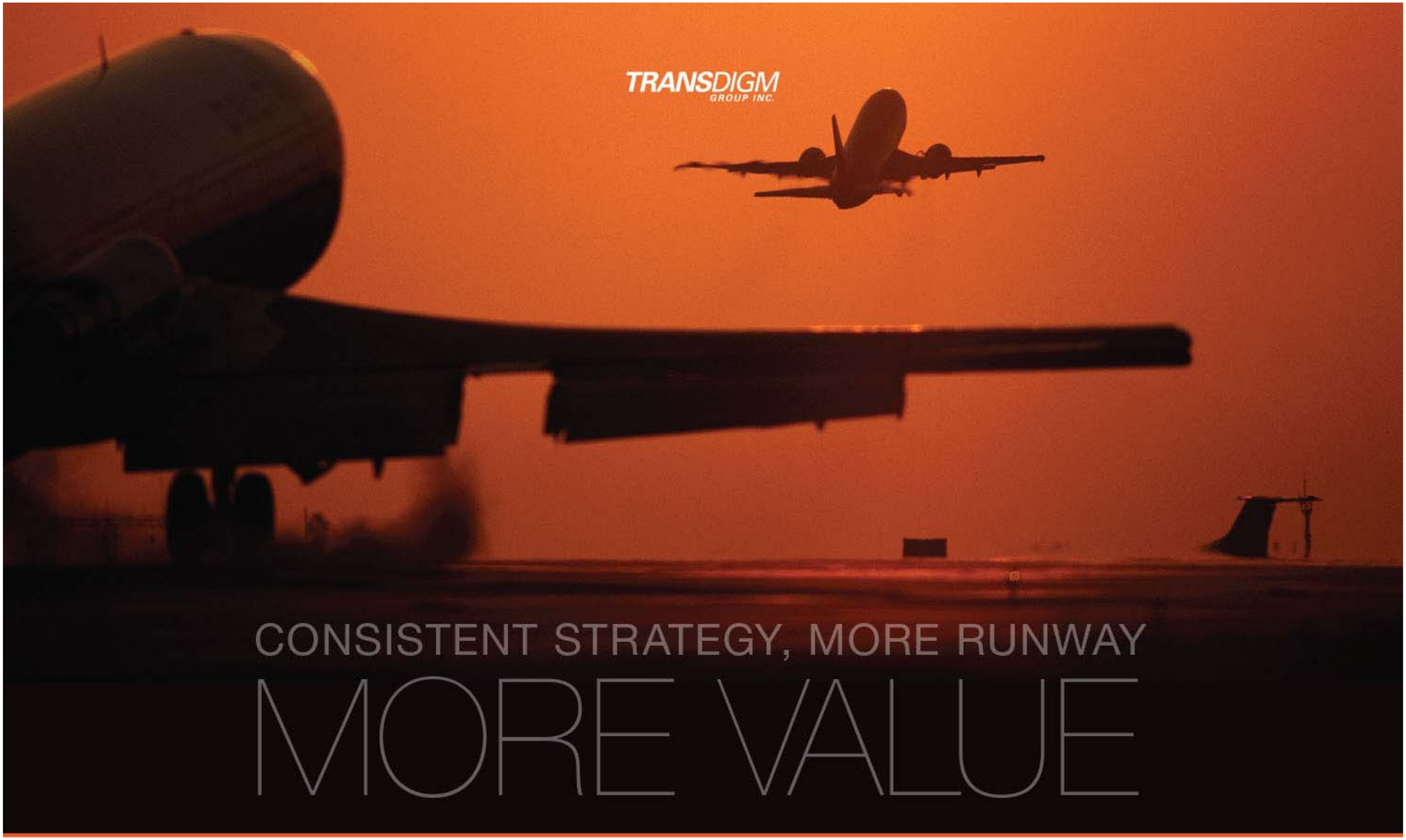
Maintain Adequate Balance Sheet Capacity

Align Management with Shareholders

"Private Equity-Like" Returns with Public Liquidity


TRANSDIGM
GROUP INC.
CONSISTENT STRATEGY, MORE RUNWAY
MORE VALUE

PANEL Q & A


TRANSDIGM
GROUP INC.
CONSISTENT STRATEGY, MORE RUNWAY
MORE VALUE

APPENDIX

Reconciliation of EBITDA and EBITDA As Defined to Net Income

TRANSDIGM GROUP INC.

($ in millions)

	1994	1995	1996	1997	1998	1999	2000	2001	2002	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012	2013	LTM 3/29 2014
Income from continuing ops.	($5)	$0	$1	$3	$14	($17)	$11	$14	$31	($76)	$14	$35	$25	$89	$133	$163	$163	$152	$325	$303	$337
Depreciation and amortization	7	7	7	6	7	6	7	9	13	10	18	17	16	24	25	28	30	61	68	73	89
Interest expense, net	5	5	5	3	3	23	28	32	37	43	75	80	77	92	93	84	112	185	212	271	307
Income tax provision	(2)	-	2	5	13	(2)	8	9	17	(45)	6	23	16	53	74	88	88	77	163	146	168
Warrant put value adjustment	1	1	2	5	7	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Extraordinary item	-	-	-	2	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
EBITDA, excluding discontinued operations	6	13	17	24	44	10	54	64	98	(68)	113	155	134	258	325	$363	$393	$475	$768	$793	$901
Merger expense	-	-	-	-	-	40	-	-	-	176	-	-	-	-	-	-	-	-	-	-	-
Acquisition-related costs	4	-	-	1	-	1	-	8	-	15	20	2	1	9	2	6	12	30	19	26	39
Non-cash compensation and deferred compensation costs	-	-	-	-	-	-	-	-	-	1	6	7	1	6	6	6	7	13	22	49	47
One-time special bonus	-	-	-	-	-	-	-	-	-	-	-	-	6	-	-	-	-	-	-	-	-
Public offering costs	-	-	-	-	-	-	-	-	-	-	-	-	3	2	-	-	-	-	-	-	-
Refinancing costs	-	-	-	-	-	-	-	-	-	-	-	-	49	-	-	-	-	72	-	32	
EBITDA As Defined	**$10**	**$13**	**$17**	**$25**	**$44**	**$51**	**$54**	**$72**	**$98**	**$124**	**$139**	**$164**	**$194**	**$275**	**$333**	**$375**	**$412**	**$590**	**$809**	**$900**	**$987**

Note: EBITDA As Defined is a non-GAAP financial measure presented here as supplemental disclosure to net income and reported results. EBITDA represents earnings from continuing operations before interest, taxes, depreciation and amortization. EBITDA As Defined represents EBTIDA plus, as applicable for each relevant period, certain adjustments as set forth in the reconciliation of net income to EBITDA and EBITDA As Defined and the reconcilation of net cash provided by operating activities to EBITDA and EBITDA As Defined presented above.

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

TRANSDIGM GROUP INC.

($ in millions)

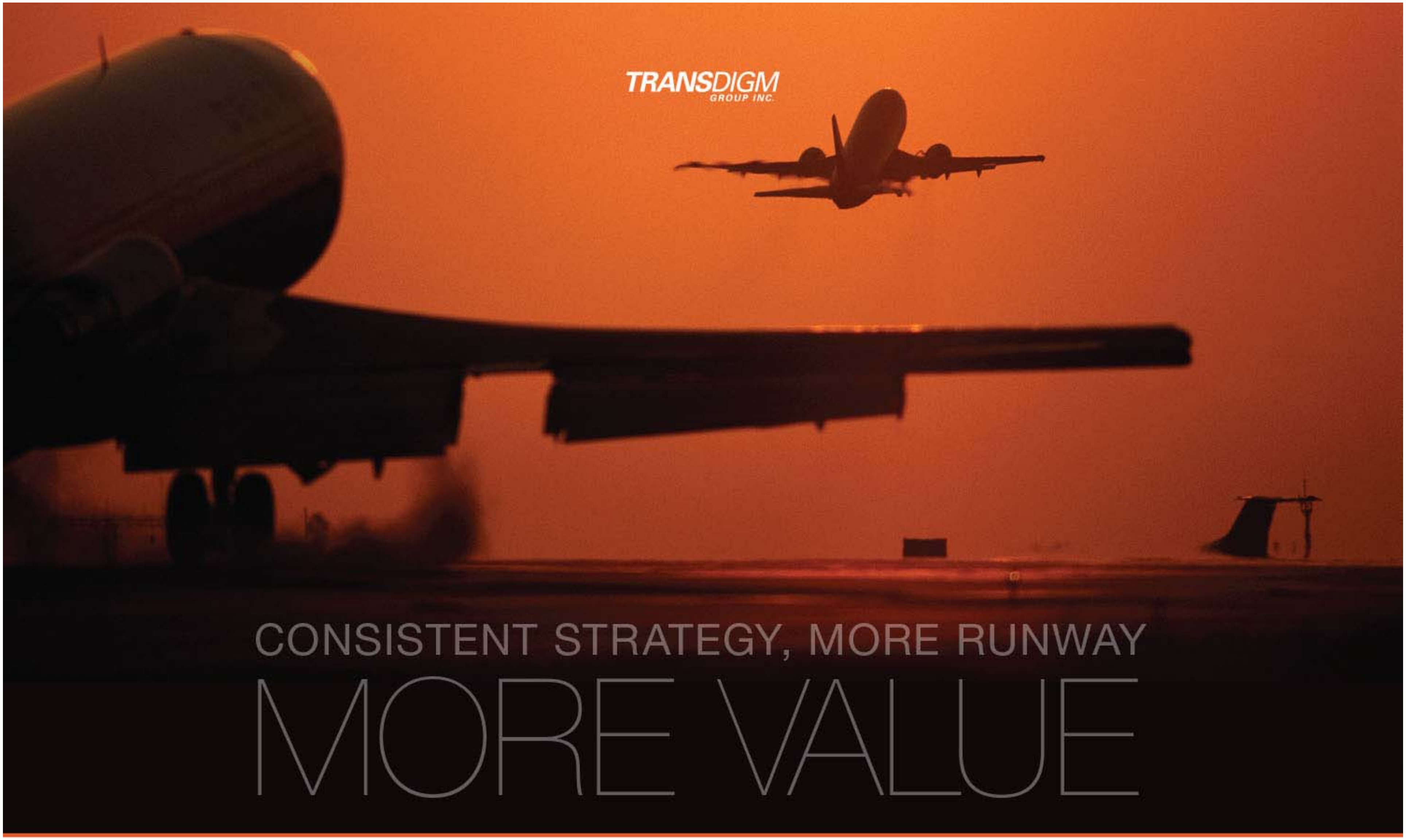
	Fiscal Year Ended September 30,					LTM 3/29
	2009	2010	2011	2012	2013	2014
Net cash provided by operating activities	$197	$197	$261	$414	$470	$493
Changes in assets and liabilities, net of effects from acquisitions of businesses	2	(5)	(31)	(12)	(71)	(59)
Interest expense, net, excluding amortization	81	105	176	199	259	295
Income tax provision - current	80	86	130	138	148	182
Non-cash equity compensation	(6)	(7)	(13)	(22)	(49)	(47)
Excess tax benefit from exercise of stock options	9	17	23	51	66	37
Refinancing costs			(72)		(30)	
EBITDA	363	393	474	768	793	901
Acquisition-related costs	6	12	33	19	28	39
Non-cash compensation and deferred compensation costs	6	7	13	22	49	47
One-time special bonus	-	-	-	-	-	-
Public offering costs	-	-	-	-	-	-
Refinancing costs	-	-	72		30	
EBITDA from discontinued operations			(2)			
EBITDA As Defined	**$375**	**$412**	**$590**	**$809**	**$900**	**$987**

Reconciliation of Significant Free Cash Flow

TRANSDIGM GROUP INC.

($ in millions)

	Fiscal Year Ended September 30,					
	2009	2010	2011	2012	2013	LTM 3/29/2014
EBITDA As Defined	$375	$412	$590	$809	$900	$987
CapEx	($13)	($13)	($18)	($25)	($36)	($37)
Cash Interest Expense	($82)	($98)	($156)	($198)	($237)	($255)
Cash Taxes	($75)	($73)	($88)	($104)	($82)	($130)
Free Cash Flow before WC	**$204**	**$229**	**$328**	**$482**	**$545**	**$565**
% of EBITDA As Defined	*54%*	*56%*	*56%*	*60%*	*61%*	*57%*



2014 ANALYST DAY

JUNE 25, 2014