TRANSDIGM GROUP INC.

HOW WE MEASURE SUCCESS

FY 2013 Second Quarter Earnings Call

May 7, 2013

Agenda

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

Forward Looking Statements

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

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

Special Notice Regarding Pro Forma and Non-GAAP Information

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

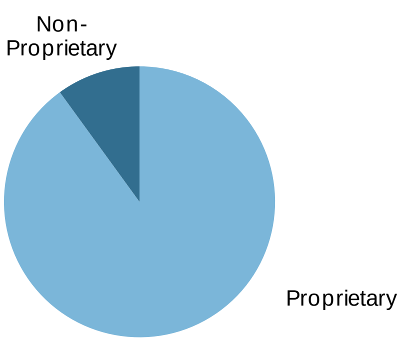
This presentation also sets forth certain non-GAAP financial measures. A presentation of the most directly comparable GAAP measures and a reconciliation to such measures are set forth in the appendix.

TransDigm Overview

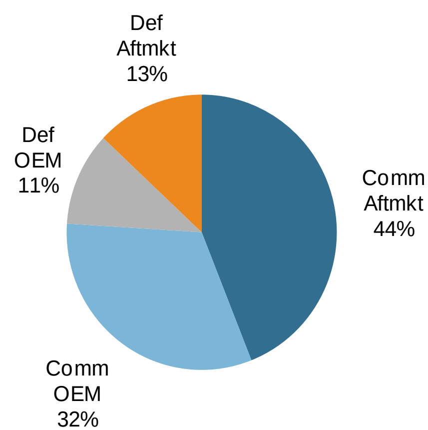
DISTINGUISHING CHARACTERISTICS

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

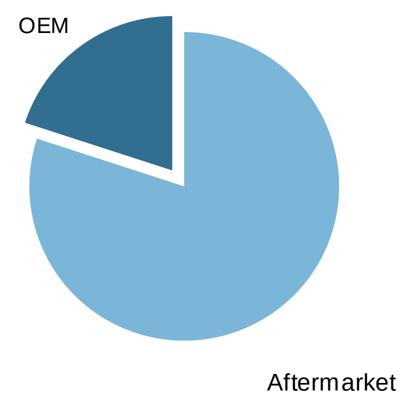
Proprietary Revenues (1)



Pro Forma Revenues (Excluding Ground Transportation) (1)



Pro Forma EBITDA As Defined (1)



(1) Pro Forma revenue for the fiscal year ended 9/30/12 (excluding Ground Transportation sales of ~ $65 million or ~ 4% of combined sales).

2013 Q2 Financial Performance by Markets – Pro Forma

Highlights[(1)]

- Commercial OEM
  - Modestly ahead of expectations
  - Prior year comps very high
- Commercial Aftermarket:
  - Continued softness in demand
- Defense:
  - Continues to perform significantly better than anticipated

Market Review – Pro Forma Revenues[(1)]

	Actual vs. Prior Year	
	2013 Q2	**2013 YTD**
Commercial OEM:	Up 6%	Up 5%
Commercial Aftermarket:	Flat	Up 1%
Defense:	Up 8%	Up 5%

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

Fiscal 2013 Outlook

FY 2012 Pro Forma Sales Mix (1)	Market	FY 2013 Expected Growth(1)
32%	Commercial OEM	Up Mid to High Single-Digit %
44%	Commercial Aftermarket	Up ≤ 5%
24%	Defense	Up Low to Mid Single-Digit %

Assumptions

- Worldwide RPM growth ≈ 4% to 5%
- OEM production rate increases proceeding
- Defense assumes no cancellations or significant delays from sequestration
- Full year tax rate between 33 to 34%
- Weighted average shares of 54.5 million

Guidance Summary

($ in millions)	Low		High	
Revenues	$	1,840	$	1,880
EBITDA As Defined	$	878	$	898
% to sales		*47.7%*		*47.7%*
Net Income	$	326	$	338
GAAP EPS	$	5.29	$	5.51
Adj. EPS	$	6.83	$	7.05

(1) Pro Forma revenue for the fiscal year ended 9/30/12 (excluding Ground Transportation sales of ≈ $65 million or ≈ 4% of combined sales).

TRANSDIGM GROUP INC.

Second Quarter 2013 Results

($ in millions)

	Q2 FY13	Q2 FY12	
Revenue	**$465.6**	**$423.5**	**10.0% Increase**
Gross Profit	**$259.3**	**$236.0**	**Flat Margins**
Margin %	***55.7%***	***55.7%***	• Dilutive impact of acquisitions • Prior year favorable contract adjustment • Unfavorable OEM vs aftermarket product mix • Strength of our proprietary products & productivity improvements
SG&A	**$55.5**	**$49.5**	
% to Sales	***11.9%***	***11.7%***	
Interest Exp.	**$64.1**	**$52.3**	**22.6% Increase** • Outstanding borrowings increased to $4.3B from $3.4B • Weighted avg. cash interest rate decreased to 5.5% vs. 5.7% prior qtr
Refinancing Costs	**$30.3**	**$0.0**	• One-time costs from February 2013 refinancing
Net Income	**$67.9**	**$81.6**	**19.3% Decrease**
% to Sales	***31.9%***	***34.7%***	
Adjusted EPS	**$1.74**	**$1.65**	**5.5% Increase**

Liquidity & Taxes

($ in millions)

Cash

	3/30/2013	FY 9/30/2012
Net Cash Provided by Operating Activities	**$197.3**	**$413.9**
Capital Expenditures	**($16.3)**	**($25.2)**
Free Cash Flow	**$181.0**	**$388.7**
Cash on the Balance Sheet	**$680.0**	**$440.5**

Taxes

- FY13 Q2 ETR: 31.9%
- FY 13 Full Year ETR : 33% to 34%

Liquidity

	Actual 3/30/2013	EBITDA As Defined multiple	Rate	Maturity
Cash	$680.0			
Revolver (1) (2)			L + 3.00%	February 2018
First Lien Term Loan B (2)	498.8	0.6x	L + 2.75%	February 2017
First Lien Term Loan C (2)	1,695.8	2.0x	L + 3.00%	February 2020
Total senior secured debt	**$2,194.6**	**2.6x**		
Senior Sub Notes	1,600.0	1.9x	7.75%	December 2018
Senior Sub Notes	550.0	0.6x	5.50%	October 2020
Total debt	**$4,344.6**	**5.1x**		
Net Debt to PF EBITDA As Defined		**4.3x**		

(1) $310 million Revolving Credit Facility.
(2) LIBOR floor of 0.75% on Revolver and First Lien Term Loan.

Reconciliation of GAAP to Adjusted EPS

($ in millions)

	Thirteen Week Periods Ended		Twenty-Six Week Periods Ended		Full Year Guidance Mid-Point
	March 30, 2013	March 31, 2012	March 30, 2013	March 31, 2012	September 30, 2013
Earnings per share	$ 1.25	$ 1.51	$ 1.91	$ 2.66	$ 5.40
Adjustments to earnings per share:					
Dividend equivalent payment	-	-	0.70	0.06	0.70
Refinancing costs	0.38	-	0.38	-	0.37
Non-cash compensation costs	0.09	0.06	0.18	0.11	0.35
Acquisition-related expenses	0.02	0.08	0.09	0.24	0.12
Adjusted earnings per share	$ 1.74	$ 1.65	$ 3.26	$ 3.07	$ 6.94
Weighted-average shares outstanding	54,453	53,882	54,453	53,882	54,453

TRANSDIGM GROUP INC.

HOW WE MEASURE SUCCESS

Appendix

Reconciliation of Net Income to EBITDA and EBITDA As Defined

($ in thousands)

	Thirteen Week Periods Ended		Twenty-Six Week Periods Ended	
	March 30, 2013	March 31, 2012	March 30, 2013	March 31, 2012
Net income	$ 67,937	$ 81,552	$ 142,107	$ 146,657
Adjustments:				
Depreciation and amortization expense	16,321	15,247	33,773	33,029
Interest expense, net	64,094	52,300	126,970	101,361
Income tax provision	31,800	43,375	67,600	74,475
EBITDA	180,152	192,474	370,450	355,522
Adjustments:				
Acquisition related expenses and adjustments (1)	1,708	5,747	5,175	13,199
Stock option expense(2)	7,131	4,887	14,262	8,535
Refinancing costs(3)	30,281	-	30,281	-
Gross Adjustments to EBITDA	39,120	10,634	49,718	21,734
EBITDA As Defined	$ 219,272	$ 203,108	$ 420,168	$ 377,256
EBITDA As Defined, Margin (4)	47.1%	48.0%	46.9%	48.6%

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

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

(3) Represents debt issue costs expensed in conjunction with the refinancing of our existing senior secured credit facility in February 2013.

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

Reconciliation of Reported EPS to Adjusted EPS

($ in thousands, except per share amounts)

	Thirteen Week Periods Ended		Twenty-Six Week Periods Ended	
Reported Earnings Per Share	**March 30, 2013**	**March 31, 2012**	**March 30, 2013**	**March 31, 2012**
Net income	$ 67,937	$ 81,552	$ 142,107	$ 146,657
Less: dividends paid on participating securities	-	-	(38,130)	(3,299)
Net income applicable to common stock - basic and diluted	$ 67,937	$ 81,552	$ 103,977	$ 143,358
Weighted-average shares outstanding under the two-class method:				
Weighted average common shares outstanding	52,204	50,800	52,001	50,615
Vested options deemed participating securities	2,249	3,082	2,452	3,267
Total shares for basic and diluted earnings per share	54,453	53,882	54,453	53,882
Basic and diluted earnings per share	$ 1.25	$ 1.51	$ 1.91	$ 2.66
Adjusted Earnings Per Share				
Net income	$ 67,937	$ 81,552	$ 142,107	$ 146,657
Gross adjustments to EBITDA	39,120	10,634	49,718	21,734
Purchase accounting backlog amortization	725	1,029	2,186	6,716
Tax adjustment	(12,805)	(4,155)	(16,731)	(9,582)
Adjusted net income	$ 94,977	$ 89,060	$ 177,280	$ 165,525
Adjusted diluted earnings per share under the two-class method	$ 1.74	$ 1.65	$ 3.26	$ 3.07

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

($ in thousands)

	Twenty-Six Week Periods Ended	
	March 30, 2013	**March 31, 2012**
Net Cash Provided by Operating Activities	$ 197,289	$ 164,962
Adjustments:		
Changes in assets and liabilities, net of effects from acquisitions of businesses	(4,462)	1,299
Interest expense - net (1)	120,004	95,620
Income tax provision - current	62,118	77,945
Non-cash equity compensation (2)	(14,262)	(8,535)
Excess tax benefit from exercise of stock options	40,044	24,231
Refinancing costs (4)	(30,281)	-
EBITDA	370,450	355,522
Adjustments:		
Acquisition related expenses (3)	5,175	13,199
Stock option expense (2)	14,262	8,535
Refinancing costs (4)	30,281	-
EBITDA As Defined	$ 420,168	$ 377,256

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

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

(3) Represents accounting adjustments to inventory associated with acquisitions of businesses and product lines that were charged to cost of sales when the inventory was sold; costs incurred to integrate acquired businesses and product lines

(4) Represents debt issue costs expensed in conjunction with the refinancing of our existing senior secured credit facility in February 2013.

TRANSDIGM GROUP INC.

HOW WE MEASURE SUCCESS

FY 2013 Second Quarter Earnings Call

May 7, 2013