

Date: July 30, 2012

Dear TransDigm Employees and Business Partners:

The longstanding policy of TransDigm Group Incorporated has been to conduct its business lawfully and ethically. Each of us plays an important part in maintaining our high standards and has an obligation to act at all times in accordance with that policy. This is fundamental to the long term success of TransDigm and its subsidiaries.

As part of our compliance efforts, the directors and senior management of TransDigm have approved the attached Code of Business Conduct and Ethics, which applies across all subsidiaries and business units of TransDigm Group Incorporated worldwide ("TransDigm") wherever TransDigm business is or is sought to be conducted. This Code is intended to help all of us to have a clearer understanding of our legal and ethical responsibilities. This Code is part of an overall program that includes more detailed policies and procedures, training and communication. This Code cannot describe every law, policy or process that may apply to you or every situation you may face, but it sets out some of the basic principles which should guide your actions.

TransDigm directors, officers, employees and other representatives and persons performing services for or on behalf of TransDigm are responsible for familiarity and compliance with the requirements of this Code.

Each of you should feel free to contact your supervisor, the person in charge of human resources at your business unit, your business unit controller, your business unit President, your TransDigm group controller, TransDigm's General Counsel or TransDigm's Chief Financial Officer or call our whistleblower hotline if you become aware of a violation of this Code or of a circumstance about which you are unsure because it seems wrong to you or if you need advice or clarification. We are committed to creating an environment in which you can raise issues without fear of retaliation.

Ethical and legal behavior have long been the rule at TransDigm. We are counting on you to maintain this long-standing commitment.



W. Nicholas Howley  
Chief Executive Officer and Chairman of the Board of Directors

# **TransDigm Group Incorporated**

## **Code of Business Conduct and Ethics**

### *Introduction and Aims*

TransDigm Group Incorporated values integrity in the conduct of TransDigm business by each of its directors, officers, employees, representatives and persons performing services for or on behalf of TransDigm. This Code of Business Conduct and Ethics applies across all subsidiaries and business units of TransDigm worldwide wherever TransDigm business is conducted. Throughout this document, "TransDigm" or the "Company" refers to each company and business unit that is included in the TransDigm group.

All directors, officers, employees, representatives and persons performing services for TransDigm are responsible for complying with this Code.

TransDigm provides this Code to its employees and representatives and others performing services for the Company worldwide for their guidance and to assist them in recognizing and properly resolving the ethical and legal issues they may encounter in conducting the Company's business. This Code is under continual review and may be subject to modification from time to time. The most current version of the Code is available on TransDigm's website ([www.transdigm.com](http://www.transdigm.com)) under "Investor Relations" or, for employees, from the person in charge of human resources at your business unit.

This Code does not include all of the policies and procedures of the Company. Your business may have policies and procedures that are more detailed or require more of you than required by this Code. In all of those instances, you must follow the stricter policy, procedure or law with respect to the matters covered by this Code. This Code acts as a baseline, or a minimum requirement.

Violations of applicable laws or of this Code or other Company policies and procedures may result in disciplinary action, which may include termination of employment and contracts.

If you have any questions concerning this Code or applicable law, please contact your supervisor, the person in charge of human resources at your business unit, your business unit controller, your business unit President, your TransDigm group controller, TransDigm's General Counsel or TransDigm's Chief Financial Officer.

If you become aware of any proposed or actual transaction or situation that you believe may be in conflict with this Code, tell your supervisor or the person in charge of human resources at your business unit or your business unit controller immediately. There will be NO RETALIATION against anyone who complains or provides information in good faith. If you need additional help in resolving a conflict, please call your business unit President or TransDigm group controller first, then, if needed, call TransDigm's General Counsel or Chief Financial Officer. If you have concerns or complaints regarding questionable accounting or auditing matters of the Company, you are encouraged to speak with your supervisor, your business unit controller, business unit President, a TransDigm group controller, or TransDigm's Chief Financial Officer. Although it is preferable for persons to identify themselves in making

such reports and may make follow up more effective, reports may also be made anonymously through the Company's whistleblower hotline.

### ***Compliance with Laws and Related Policies***

It is the Company's policy to comply with all applicable local, national and international laws, rules and regulations of the countries in which the Company does or seeks to do business. Violations of these laws can be extremely costly to the Company and subject the Company or the employee, officer or director to criminal and/or civil penalties. We should be respectful and tolerant of the values and legally permissible customs of the communities and countries in which TransDigm does or seeks to do business. However, illegal activities are strictly prohibited, even if a particular country does not enforce certain laws or if certain illegal activities may be viewed as "customary" in a particular country. You should familiarize yourself with the laws and regulations that apply in the areas of your responsibilities. Certain laws demand the special attention of all employees, officers and directors. Those laws are noted in this Code.

#### **Anti-Corruption Policy and Laws**

Several anti-corruption laws may be applicable to the behavior of directors, officers, employees, representatives and others who perform services for or on behalf of TransDigm in any of the various jurisdictions in which TransDigm conducts or seeks business, supplies goods or services, or from which it obtains goods and services. Such applicable laws may include the U.S. Foreign Corrupt Practices Act ("FCPA"), the UK Bribery Act 2010, other laws implementing the OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions, and the local laws of the countries in which the Company conducts or seeks such business. You also need to be aware of government contracts rules and conflict of interest laws and regulations covering any government procurements irrespective of location, including circumstances, for example, under which current or former government employees may be offered, or can accept, employment with the Company.

To the extent prohibited by applicable law, TransDigm's policies prohibit, directly or indirectly, offering, promising, giving, paying or authorizing to offer, promise, give or pay, anything of value to any public official (including employees of and persons acting in an official capacity on behalf of any public international organization, government, governmental agency or instrumentality, or government-owned or government-controlled company), political party or party official or candidate for public office in any jurisdiction as an inducement or reward to obtain or retain business, a business advantage or favorable regulatory treatment.

To the extent prohibited by applicable law, the Company's policies also prohibit offering, promising, giving, paying or authorizing to offer, promise, give or pay, directly or indirectly, anything of value to employees or others working on behalf of private customers and suppliers as an inducement or reward for improperly granting business, a business advantage or favorable treatment.

These prohibitions cover any such actions done directly, or indirectly through an intermediary or any other person, including giving money or anything of value to a third party where there is reason to believe that it will be passed on to or for the benefit of a public official, political party or party official, or to or for the benefit of an employee or other person working on behalf of a

customer or supplier. They apply regardless of whether the source is from personal or Company funds.

### *Gifts, Travel/Lodging and Hospitality*

In all situations, you must attempt to avoid creating the appearance of impropriety. All questions concerning the advisability or permissibility of any gifts, travel/lodging or hospitality should be directed to your supervisor, your business unit controller, or your business unit President, and for further direction, a TransDigm group controller or TransDigm's General Counsel or Chief Financial Officer.

### *Non-Public Officials*

Gifts, whether or not paid for or reimbursed by the Company, to employees or others working for or on behalf of private customers or suppliers are generally permissible in connection with certain social or special occasions where consistent with local custom, provided that they:

- Are permissible under local law and the rules of the recipient's organization
- Are not lavish and are reasonable in value in the circumstances (generally small promotional items of nominal value may be acceptable)
- Are not given in connection with a specific decision to grant or extend business or provide a business advantage
- Are given without any expected or implied obligation on the part of the recipient

Reasonable and bona fide expenditures, such as travel and lodging and related meal expenses, for employees or others working for or on behalf of private customers or suppliers if they are related to the promotion of the Company or the promotion, demonstration or explanation of products or services or the execution or performance of a contract with a customer or supplier may be permitted if such expenditures are permitted under local law and the rules of the recipient's organization, are not lavish and are reasonable in value in the circumstances. Any such expenditures should generally be paid for by the Company directly (i.e., not reimbursed in cash to the recipient) and no per diem expenses are permitted. Payments for extra activities, such as side trips in the nature of a holiday, for example, and for family members of the employee or person working on behalf of the customer or supplier are generally not permitted. Such expenditures may not be made with any expected or implied obligation on the part of the recipient.

Hospitality such as occasional invitations to sporting events, dinners, or other appropriate entertainment designed solely to promote good relations and goodwill, whether or not reimbursed by the Company, may be permissible provided that they:

- Are permissible under local law and the rules of the recipient's organization
- Are not lavish and are reasonable in value in the circumstances
- Are not given in connection with a specific decision to grant or extend business, provide a business advantage, supply products or certifications or verifications
- Are given without any expected or implied obligation on the part of the recipient.

Please see any particular policies and procedures for approval that may be instituted by TransDigm or local business units from time to time. Please consult with your supervisor, your business unit controller or your business unit President, and for further direction, a TransDigm

group controller, TransDigm's General Counsel or TransDigm's Chief Financial Officer for guidance in this area.

### *Public Officials*

Public officials include employees of and persons acting in an official capacity on behalf of any public international organization, government, governmental agency or instrumentality, or government owned or controlled company, political party officials and candidates for public office.

Stricter rules apply to gifts, travel/lodging and hospitality in respect of public officials. In many instances, local law or the rules of the official's organization prohibit receipt of gifts, travel/lodging and hospitality and local government regulations may even prohibit relatively insignificant business courtesies such as meals, and refreshments of any kind, local transportation, plaques, certificates, or tickets to events. Persons working with any governmental entity in any country have an obligation to know, understand and abide by the laws, regulations and requirements that apply to the conduct of business with government entities in that country.

All proposals for gifts, travel/lodging and hospitality for public officials, whether or not paid for or reimbursed by the Company, must be approved by TransDigm's Chief Financial Officer or General Counsel.

Please contact your supervisor, your business unit controller or your business unit President, and for further direction, a TransDigm group controller, TransDigm's General Counsel or TransDigm's Chief Financial Officer with any questions.

### *Facilitation Payments*

Facilitation payments are payments to public officials for routine governmental actions (that do not involve the exercise of discretion on the part of a public official) such as expediting the passage of goods through customs, obtaining police protection, expediting the processing of routine government papers.

It is the Company's policy not to make any facilitation payments. The only exception to the prohibition on making facilitation payments is where there is an imminent threat to the health, safety and security of an employee or other person providing services to the Company or a member of such person's family.

Other facilitation payments may be made if permitted by applicable law but only with approval of TransDigm's General Counsel. Requests from officials for facilitation payments should be reported to your supervisor, your business unit controller or your business unit President, and for further direction, a TransDigm group controller, TransDigm's General Counsel or TransDigm's Chief Financial Officer.

Any facilitating payments made that are paid for or reimbursed by the Company, whether or not permitted, must be accurately described and properly accounted for.

### *Charitable Contributions*

Requests for Company sponsorship commitments, charitable donations or promises of in-kind support by TransDigm must be referred to appropriate personnel.

Personal charitable contributions must be made at your own expense. Such contributions must not be made for the purpose of inducing or rewarding the granting of a business advantage or favorable regulatory treatment for the Company and reference to your affiliation with the Company should be avoided.

### *Political Contributions*

TransDigm's policy is to comply with all campaign finance and ethics laws, including those prohibiting use of Company funds to support or oppose political parties or candidates or to reimburse employees or others who make donations to support or oppose political parties or candidates.

If you wish to make permissible political contributions or permissibly participate in the political process, you must do so on your own time and at your personal expense. Such contributions must not be made for the purpose of inducing or rewarding the granting of a business advantage or favorable regulatory treatment for the Company.

### *Third Party Relationships*

The Company expects all agents, sales representatives, distributors, consultants, joint venture partners and other intermediaries that it retains or that act on its behalf to perform services in connection with the Company's business worldwide to comply with this Code and applicable anti-corruption laws.

### *International Business*

In addition to compliance with the letter and spirit of this Code and all applicable anti-corruption laws, it is TransDigm's policy to comply with all applicable import and customs regulations, export controls and child labor laws in every jurisdiction in which TransDigm conducts or intends to conduct business. It will also comply with applicable sanctions and embargoes mandated by the U.S. government, the European Union and its member states and of other jurisdictions implementing United Nations sanctions.

However, it will not comply with any economic boycott not sanctioned by the United States, such as the Arab boycott of Israel, and will not provide information or agree to furnish information to further an unsanctioned boycott. As certain boycott-related requests are reportable to the U.S. government, any such requests must be reported to the General Counsel.

### *Securities Laws*

These laws require that accurate information be given to the public and prohibit employees, officers and directors from misusing information that is not available to the public. Employees,

officers and directors shall endeavor to provide information that is full, fair, accurate, timely and understandable in all reports and documents that the Company files with, or submits to, the Securities and Exchange Commission as well as other public filings or communications made by the Company. It is a violation of both criminal and civil laws for any employee, officer or director to engage in any securities trading while in possession of material non-public information. All such information should be kept strictly confidential.

### *Antitrust/Competition*

Although this is a complex area, as a general rule, many forms of agreement or understanding with competitors as such, as well as various types of price discrimination between competing customers, are unlawful. If your activities cause you to confront these issues, you should familiarize yourself with the antitrust/competition laws and seek guidance on such issues from TransDigm's General Counsel.

### *Employment*

The Company is committed to equal employment opportunity and fair treatment for employees commencing with hiring and continuing through all aspects of the employment relationship.

### *Environmental, Health And Safety Laws*

These laws specify standards and procedures that should be followed to protect the well-being of employees and the public. For example, if you work in an area where toxic materials are handled, you should be familiar with applicable environmental regulations.

### *Software Licensing And Copyright Laws*

These laws prohibit the copying of licensed software packages, except for backup and archival purposes, without the specific authorization of the product's developer.

### *Financial, Reporting, and Internal Controls*

Financial, accounting, and other reports and records must accurately and fairly reflect the transactions and financial condition of TransDigm in reasonable detail, and in accordance with generally accepted and Company-approved accounting principles, practices and procedures and applicable government regulations.

Internal accounting and financial controls in place must be followed to assure that financial and other reports are accurately and reliably prepared and fully and fairly disclose pertinent information.

TransDigm prohibits false or misleading entries in its books and records for any reason and will not condone any undisclosed or unrecorded bank accounts or assets established for any purpose. TransDigm will comply with applicable disclosure controls and procedures established to ensure that information which may be required to be disclosed under the

applicable laws is communicated, reviewed, discussed and evaluated in a timely manner. Any and all public disclosures shall be full, fair, accurate and understandable.

No employee will authorize any payment knowing that any part of the payment will be used for any purpose other than what is described in documents supporting the payment.

It is TransDigm's policy to reflect accurately on all invoices to customers the sale price and other terms of sales for products sold or services rendered. Every employee has the responsibility to maintain accurate and complete records.

Expenses incurred by employees in performing Company business will be reimbursed through the filing of expense claims, which must be documented accurately and completely and appropriately authorized. Audits of claims may be carried out at any time.

### *Conflicts of Interest*

Employees, officers and directors must avoid engaging in any activity that creates a conflict of interest. A conflict of interest occurs when an employee, officer or director is, for any reason, in a position that his or her conduct could be or appear to be influenced by some factor other than concern solely for the best interests of the Company. Such factors include receiving gifts from someone working for a supplier, customer or competitor, or having a significant financial or other interest in any such business by either the employee, an officer or a director, or a member of his or her family. However, in no event will any of the foregoing prevent any entity or other business venture in which any employee, officer or director holds a 10% or less ownership interest from engaging in any such activities and in no event does this paragraph apply to a legitimate dispute between the Company and an employee, officer or director relating to such person's employment.

In addition, there are certain limited situations in which you may accept a personal benefit from someone with whom you transact business, such as:

- Accepting a gift in recognition of a commonly recognized event or occasion (such as a promotion, new job, wedding, retirement or holiday). An award in recognition of service and accomplishment may also be accepted without violating these guidelines so long as the gift is not lavish and is reasonable under the circumstances;
- Accepting something of value if the benefit is available to the general public under the same conditions on which it is available to you; or
- Accepting meals, refreshments, travel arrangements and accommodations and entertainment of reasonable value in the course of a meeting or other occasion to conduct business or foster business relations if the expense would be reimbursed by the Company as a business expense if the other party did not pay for it.

In case of doubt, you should ask your supervisor.



## ***Protection and Proper Use the Company's Assets***

Employees, officers and directors should protect the Company's assets and ensure their efficient use. Unless specifically authorized, all assets of the Company should be used for legitimate Company business purposes only.

## ***Corporate Opportunities***

Employees, officers and directors are prohibited from: 1) taking for themselves personally opportunities that properly belong to the Company or are discovered through the use of corporate property, information or position; 2) using corporate property, information or position for personal gain; and/or 3) competing with the Company. Employees, officers and directors owe a duty to the Company to advance the Company's legitimate interests when the opportunity to do so arises. However, in no event will any of the foregoing prevent any entity or other business venture in which any employee, officer or director holds a 10% or less ownership interest from competing with the Company.

## ***Confidentiality***

Employees, officers and directors must maintain the confidentiality of proprietary or confidential information, including trade secrets, entrusted to them by the Company or its suppliers or customers, except when disclosure is authorized by the Company's Chief Executive Officer, President or Chief Financial Officer or required by laws, regulations or legal proceedings, or when required in the course of doing their jobs. Confidential information includes all non-public information that might be of use to competitors of the Company or harmful to the Company or its customers if disclosed. The obligation to keep information confidential continues even after your employment ends.

## ***Reporting of Any Illegal or Unethical Behavior***

If you become aware of any proposed or actual transaction or situation that you believe may be in conflict with this Code, tell your supervisor or the person in charge of human resources at your business unit immediately. There will be NO RETALIATION against anyone who complains or provides information in good faith. If you need additional help in resolving a conflict, please call your business unit controller or business unit President first, then, if needed, call TransDigm's Chief Financial Officer, General Counsel, President or Chief Executive Officer.

If you have concerns or complaints regarding questionable accounting or auditing matters of the Company, you are encouraged to speak with your supervisor, business unit controller, business unit President, a TransDigm group controller or TransDigm's Chief Financial Officer.

Subject to duties arising under applicable law, regulations and legal proceedings, and to the extent practical without impeding any investigation, all such submissions will be treated as confidential.

## *Implementation*

Any question you may have regarding this Code should be brought to the attention of your supervisor, the person in charge of human resources at your business unit, your business unit controller, your business unit President, a TransDigm group controller, TransDigm's Chief Financial Officer or TransDigm's General Counsel.

In some situations, it is difficult to know if a particular course of action will result in a violation of this Code. Because the Company cannot anticipate every situation that will arise, the Company has a process to approach a question or problem raised by a particular set of business circumstances. When in doubt ask yourself:

- Will my actions fully comply with the law and fully comply with the Company's policies?
- Will my actions reasonably have the appearance of impropriety?
- Am I trying to fool anyone, including myself, as to the propriety of my actions?

If you are uncomfortable with your answer to any of the above, you should not take the contemplated actions without first discussing them with your local management. If you are still uncomfortable, please follow the steps outlined above in the section "Reporting of Any Illegal or Unethical Behavior."

Any employee who ignores or violates this Code, and any manager who penalizes a subordinate for trying to follow this Code, will be subject to corrective action, which may include immediate dismissal. However, it is not the threat of discipline that should govern your actions. We hope that you share the Company's belief that a dedicated commitment to legal and ethical behavior is the right thing to do, is good business, and is the surest way for the Company to remain a highly successful company.

Waivers of this Code for executive officers or directors may only be made by the Company's Board of Directors or by a Board committee and will be promptly disclosed to stockholders as required by law or stock exchange regulation or rule.

***EMPLOYEE CERTIFICATION***

I have received a copy of the TransDigm Code of Business Conduct and Ethics (the "Code"). I have read the Code, understand its contents, and I agree to comply with it at all times while employed by or performing services for or on behalf of the Company. I acknowledge that the Code is a statement of legal and ethical principles for individual and business conduct. I understand that my failure to comply with the Code or other Company policies may subject me to disciplinary action, up to and including the immediate termination of my employment or contract for services.

I further understand my responsibility to report violations and suspected or potential violations of the Code or of any laws. I understand that I should report such matters to my supervisor or the other people listed in the Code.

Signature \_\_\_\_\_

Print name \_\_\_\_\_

Job Title \_\_\_\_\_

Company \_\_\_\_\_

Date \_\_\_\_\_

Please return this form to your Supervisor or to your division President.