

TRANSDIGM GROUP INCORPORATED

CODE OF ETHICS FOR SENIOR FINANCIAL OFFICERS

Adopted July 22, 2011

This code of ethics (the “Code”) applies to the senior financial officers of TransDigm Group Incorporated (the “Company”), including the Company’s chief executive officer, chief operating officer, chief financial officer, president, division presidents, controllers, treasurer, and chief internal auditor, if any (collectively “senior financial officers”). The Company’s senior financial officers shall (absent a waiver from the Company’s audit committee (the “Audit Committee”) or the Company’s Board of Directors (the “Board”), including a majority of the Board’s independent directors, after full disclosure, to the best of their knowledge and ability, adhere to and advocate the following principles and responsibilities governing their professional and ethical conduct.

1. Senior financial officers shall act with honesty and integrity. Senior financial officers shall ethically handle all conflicts of interest between personal and professional relationships.
2. Senior financial officers 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 (“SEC”) and other public filings or communications made by the Company.
3. Senior financial officers shall endeavor to comply with all laws, rules and regulations of federal, state, and local governments, and all applicable private or public regulatory agencies.
4. Senior financial officers shall not knowingly or recklessly misrepresent material facts or allow their independent judgment to be compromised.
5. Senior financial officers shall not use for personal advantage confidential information acquired in the course of their employment.
6. Senior financial officers shall proactively promote ethical behavior among peers and subordinates in the work place.
7. Senior financial officers shall promptly report to the Audit Committee any violation or suspected violation of the Code and shall otherwise comply with the Violation Reporting and Non-Retaliation Policy.

Each senior financial officer is expected to adhere at all times to both this Code and the Company's Code of Business Conduct and Ethics. The failure to adhere to the Code will result in the disciplinary action deemed appropriate by supervisory personnel or by the Board, which may include termination of employment. Only the Board or the Audit Committee shall have the authority to approve any deviation or waiver from this Code. Any waiver, including to whom it was granted and the date thereof, and the reasons for it will be promptly disclosed to shareholders as required by law or stock exchange regulation.

ACKNOWLEDGED AND AGREED TO:

Date: _____, 20__