

# **TRIUMPH GROUP, INC.**

## **FINANCE COMMITTEE CHARTER**

### **1. Purpose**

The Finance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Triumph Group, Inc. (the “Company”) to discharge the Board’s responsibilities for monitoring the Company’s capital structure and strategies, financing, investment and insurance coverage.

### **2. Organization and Meetings**

The Committee shall consist of no fewer than three members. Regardless of the number of members of the Committee, no less than half shall meet the independence requirements of the New York Stock Exchange (the “NYSE”), any applicable rules and regulations of the Securities and Exchange Commission (the “SEC”) and the Company’s Independence Standards for Directors. In determining whether a director is “independent” for purposes of satisfying the independence requirements of the NYSE, the Board shall consider all factors specifically relevant to determining whether a director has a relationship with the Company that is material to that director’s ability to be independent from management in connection with the duties of a member of the Committee. The Board shall appoint the members and chairman of the Committee, taking into account the recommendations of the Nominating and Corporate Governance Committee, and further considering the views of the Chief Executive Officer. The Board may, at any time, change the membership of the Committee and fill vacancies, subject to the resulting composition of the Committee satisfying the above requirements.

The Committee will fix its own meeting schedules and rules of procedure consistent with this Charter, the by-laws of the Company, the Corporate Governance Guidelines of the Company, and applicable legal and regulatory requirements. The Committee shall be governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, waiver of notice, and quorum and voting requirements as are applicable to the Board.

The Committee shall have the authority to delegate any of its responsibilities to subcommittees consisting solely of one or more members of the Committee as it may deem appropriate, provided that the Committee shall not delegate any power or authority required by law, regulation or listing standard to be exercised by the Committee as a whole.

The Committee shall hold a regular meeting at least once each year and otherwise from time to time as called by the chairman of the Committee. The Committee shall maintain minutes of its meetings and records relating to those meetings and shall report on its meetings and other actions at the next meeting of the Board.

### **3. Responsibilities**

The responsibilities of the Committee shall include the following:

(a) The Committee shall review the Company's capital structure, strategies and policies, long and short-term debt levels, dividend policy, issuance of debt and equity securities, exposure to fluctuation in interest rates, cash management, financing, investments, share repurchase programs and other financial matters deemed appropriate by the Board.

(b) The Committee shall review significant financial exposures and contingent liabilities of the Company, including the use of derivatives and other risk management techniques.

(c) The Committee shall approve terms of sales of Company securities when the Board does not exercise such powers.

(d) The Committee shall review the Company's pension fund investments and employee savings plans when the Board does not exercise such powers.

(e) The Committee shall review the Company's corporate insurance coverage when the Board does not exercise such powers.

(f) The Committee shall obtain such advice and assistance from outside legal, accounting or other advisors as it deems appropriate to carry out its duties, and the Company shall provide all funding necessary for the compensation of such advisors, as determined by the Committee.

(g) The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

(h) The Committee shall conduct an annual evaluation of its performance in fulfilling its duties and responsibilities under this Charter.

Revised July 21, 2016