

An aerial photograph of a vast expanse of white and grey clouds, illuminated by a bright, golden sun low on the horizon. The sky transitions from a deep blue at the bottom to a bright yellow and orange near the sun. The clouds are scattered and vary in density, creating a textured appearance.

**FLYING  
HIGHER**

## Code of Business Conduct and Ethics

**TRANSDIGM**  
GROUP INC.

October 24, 2019

Dear TransDigm Employees and Business Partners:

TransDigm Group Incorporated has a longstanding policy 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 our long term success.

As part of our compliance efforts, the directors and senior management of TransDigm have approved the attached amended Code of Business Conduct and Ethics, which applies across all subsidiaries of TransDigm worldwide. This Code is part of an overall program to help all of us to have a clearer understanding of our legal and ethical responsibilities. While this Code cannot describe every law, policy or process that may apply to you or every situation you may face, it does set out some of the basic principles that should guide your actions.

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

Each of you should feel free to contact one of TransDigm's Ethics Resources (as set forth in the Code) 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 has long been the rule at TransDigm. We are counting on you to maintain this long-standing commitment.



KEVIN M. STEIN  
President and Chief Executive Officer

# Table of Contents

Introduction and Aims	3
Implementation; Ethics Resources	4
Compliance with Laws	5
Anticorruption	6
Bribery	7
Gifts and Hospitality	8-9
Facilitation Payments; Third Party Relationships	10
Charitable & Political Contributions	11
Conflict of Interest; Government Contracting	12
Trade Compliance	13
Insider Trading; Antitrust/Competition	14
Financial Reporting and Internal Controls	15
Asset and Data Protection	16
Corporate Opportunities; Public Statements	17
Human Rights	18
Reporting Illegal or Unethical Behavior; Waivers	19

# Introduction and Aims

We value integrity. This Code is meant to assist employees, directors, representatives and others performing services for us worldwide in recognizing and resolving ethical and legal issues. Throughout this Code, “TransDigm,” “we,” “us” and “our” refer to TransDigm Group Incorporated and each of its subsidiaries and joint ventures worldwide. We’re all responsible for complying with this Code. We continually assess our ethics program and may modify this Code from time to time. The most current version is available on TransDigm’s website ([www.transdigm.com](http://www.transdigm.com)) under “Investor Relations” or, for employees, from your human resources group.

This Code doesn’t include all our policies and procedures. There may be policies and procedures that are more detailed or require more of you than required by this Code. You must always 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 policies and procedures may result in disciplinary action, which may include termination of employment and contracts.

If you have questions, or if you become aware of any proposed or actual transaction or situation that you think may be in conflict with this Code or the law, please contact one of TransDigm’s Ethics Resources (as described on the following page) or call the Ethics Hotline described on page 19.

## NOTE TO MANAGERS

Managers and supervisors play an important role in reinforcing the Code. They are often first to spot the signs when something goes wrong. If you are a supervisor or manager, we expect that you will:

- Set a strong example of ethical conduct.
- Help your team understand that their actions at work should always reflect our core values.
- Provide employees with training, education, and resources to support compliance with the Code.
- Encourage employees to speak up if they have concerns.
- Understand that reports of serious misconduct must be escalated to our Ethics Resources - for instance:
  - possible violations of TransDigm’s Trade Compliance Policies, or the U.S. ITAR (International Transactions in Arms Regulations), or other applicable national security or trade compliance requirements
  - neglect or concealment of product quality or design defects
  - suspected bribery or fraud
  - mistakes or misconduct that could affect financial reporting or pricing formulas
  - actions or omissions that could lead to possible government action against the company
  - indications of harassment or unfair treatment

# Implementation; Ethics Resources

In some situations, it's difficult to know if a particular course of action will violate this Code. We can't anticipate every situation that will arise. But we do suggest that when in doubt you should ask yourself:

## ASK BEFORE ACTING

Before you act, ask yourself:

- ✓ Is it legal? Does it comply with TransDigm policies?
- ✓ Is it right?
- ✓ Am I trying to fool anyone, including myself, as to the propriety of my actions?
- ✓ How would it appear to someone outside of TransDigm?  
For example, how would it look to our customers, our family and friends, and the people in the communities where we work?

If you're uncomfortable with your answer to any of the above or if you have any questions about this Code or certain conduct, you shouldn't take the contemplated actions without first discussing them with one of TransDigm's Ethics Resources. If you're still uncomfortable, please follow the steps outlined below in the section "Reporting of Illegal or Unethical Behavior". There will be **NO RETALIATION** against anyone who makes any such inquiry or provides information in good faith.

## Ethics Resources

- Your operating unit's controller or President;
- Your operating unit's TransDigm group controller;
- TransDigm's General Counsel & Chief Compliance Officer or any other member of the TransDigm legal department;
- TransDigm's Vice President – Global Compliance;
- TransDigm's Chief Financial Officer; or
- A TransDigm Executive Vice President or TransDigm's Chief Operating Officer or Chief Executive Officer.

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 isn't the threat of discipline that should govern your actions. We hope that you share our 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 TransDigm to remain a highly successful company.

# Compliance with Laws

It is our policy to comply with all applicable local, national and international laws, rules and regulations of the countries in which we do or seek to do business. Violations of these laws can be extremely costly to TransDigm and subject TransDigm or you 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 special attention of all employees, officers and directors. Some of those laws are noted in this Code.



# Compliance with Laws - Anticorruption

TRANSDIGM  
GROUP INC.

Several anti-corruption laws may be applicable as we conduct or seek business, or supply or procure goods or services around the world. Such laws may include the U.S. Foreign Corrupt Practices Act (“FCPA”), France’s Sapin II legislation, the UK Bribery Act 2010 and 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.

We 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, 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.

We 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 and we prohibit soliciting or accepting anything of value to provide a third party a business advantage or favorable treatment.

These prohibitions cover any such actions done directly, or indirectly through an intermediary or any other person. They apply regardless of whether the source is from personal or TransDigm funds.

The bottom line.... We prohibit paying, offering, accepting or soliciting bribes in any form.

# Compliance with Laws – Anticorruption Bribery

TRANSDIGM  
GROUP INC.



## RECOGNIZING BRIBERY

The anti-bribery rules are very strict. In many cases, it doesn't matter if the value offered is very small or if there is little benefit to TransDigm. If the offer was made with the expectation or hope of a business advantage in return, it can be considered bribery regardless of the value.

Bribery occurs when:

- anything of value, whether tangible or intangible
- is offered, promised, given, requested, demanded, or accepted
- directly or through intermediaries
- for purposes of influencing a person in a position of trust and responsibility, including but not exclusive to, a government official
- to perform a function improperly or compromise his/her discretion or with knowledge that the acceptance of the advantage is improper

At TransDigm, we prohibit giving anything of value when it's intended to obtain an improper advantage—for instance, inducing someone in a position of trust and responsibility to compromise their responsibilities

# Compliance with Laws – Anticorruption

## Gifts and Hospitality

TRANSDIGM  
GROUP INC.

You must try to avoid creating the appearance of impropriety. Questions about whether any gift, travel/lodging or hospitality is permitted or advisable should be directed to an Ethics Resource (as set forth on p. 4).

**Non-Public Officials.** Hospitality, like invitations to events, meals or other appropriate entertainment designed solely to promote good relations and goodwill, and gifts to persons working for or on behalf of private customers or suppliers in connection with social or special occasions and business-related reasonable bona fide expenses, like travel/lodging and meals, are generally permissible, so long as they:

- Are permitted by local law and the rules of the recipient's organization
- Aren't lavish and are reasonable in value in the circumstances (generally small promotional items of nominal value may be acceptable)
- Aren't 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 by the recipient

Any travel and meal expenses should generally be paid for by us directly (i.e., not reimbursed in cash to the recipient) and no per diems are permitted. Payments for extra activities, like side trips in the nature of a holiday or trips for family members, are generally not permitted. You may not make expenditures based on any expected or implied obligation by the recipient. Please see any particular policies and procedures related to

approvals that may be instituted from time to time. If necessary, consult with your Ethics Resources 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, 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. Often 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 refreshments of any kind, local transportation, plaques, certificates or tickets to events. If you are working with any governmental entity in any country, you 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 us, must be approved in advance by TransDigm's Chief Financial Officer or General Counsel and Chief Compliance Officer.

# Compliance with Laws – Anticorruption Gifts and Hospitality (cont.)

WHAT IS PROHIBITED	WHAT REQUIRES AUTHORIZATION	WHAT IS AUTHORIZED
<ul style="list-style-type: none"> <li>➤ Cash gifts</li> <li>➤ Gifts in the form of services or benefits in kind</li> <li>➤ Any gift, invitation or benefit whatsoever given to obtain an unwarranted advantage</li> <li>➤ Any illicit gift or invitation that infringes the laws or customs of the country where given or received and/or violates the procedures of the beneficiary's organization</li> </ul>	<ul style="list-style-type: none"> <li>➤ Any gift made to a public official</li> </ul> <p>For purposes of this Code, public official includes:</p> <ul style="list-style-type: none"> <li>• Government employees</li> <li>• Persons acting in an official capacity on behalf of any Government agency</li> <li>• Employees and representatives of state-owned companies, such as state-owned airlines</li> <li>• Employees and representatives of public international organizations, such as NATO</li> <li>• Political parties and party officials and candidates for public office</li> </ul> <p>In most countries, civil servants may not solicit or accept benefits in cash or in kind (including meals) from third parties.</p>	<ul style="list-style-type: none"> <li>➤ Gifts (other than to public officials) with moderate value offered or received on an occasional basis within the scope of special events, as well as promotional gifts that publicize the company's brand</li> </ul> <p>Examples include fruit baskets, reasonably priced meals, promotional items such as shirts, calendars or mugs</p>

# Compliance with Laws – Anticorruption Facilitation Payments; Third Party Relationships

TRANSDIGM  
GROUP INC.

**Facilitation Payments.** Facilitation payments are payments to public officials for routine governmental actions, such as expediting the passage of goods through customs, obtaining police protection or expediting the processing of routine government papers.

It's our policy not to make any facilitation payments. The only exception is where there's an imminent threat to the health, safety and security of an employee or other person providing services to us or a member of their family. Other facilitation payments may be made if permitted by applicable law but only with advance approval of TransDigm's General Counsel and Chief Compliance Officer. Requests from officials for facilitation payments should be reported to an Ethics Resource (as set forth on p. 4).

Any facilitation payments that are paid for or reimbursed by TransDigm, whether or not permitted, must be accurately described and properly accounted for.

**Third-Party Relationships.** We expect all agents, sales representatives, distributors, consultants, joint venture partners and other intermediaries that we retain or that act on our behalf to comply with this Code and applicable anti-corruption laws. Using intermediaries, such as sales representatives and distributors, is a high risk area and is the subject of other TransDigm policies and procedures. Please see particular policies and procedures relating to use of intermediaries that may be instituted from time to time. We can be liable for the actions of third parties who violate the law while working on our behalf. Therefore, it is important to report a suspected violation of the law or this Code, such as a bribery incident, relating to a third party.

# Compliance with Laws – Anticorruption Charitable & Political Contributions

TRANSDIGM  
GROUP INC.

**Charitable Contributions.** Requests for sponsorship commitments, charitable donations or promises of in-kind support by TransDigm must be referred to appropriate personnel at your location. Personal charitable contributions must be made at your own expense and not in TransDigm's name. Such contributions must not be made for the purpose of inducing or rewarding the granting of a business advantage or favorable regulatory treatment for TransDigm and reference to your affiliation with TransDigm should be avoided.



**Political Contributions.** Our policy is to comply with all campaign finance and ethics laws, including those prohibiting use of TransDigm 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 and not in TransDigm's name. Such contributions must not be made for the purpose of inducing or rewarding the granting of a business advantage or favorable regulatory treatment for TransDigm.

**Note:** Certain individuals at TransDigm are expressly authorized to engage in lobbying activities on the our behalf. This part of the Code refers to personal political activity by employees, not TransDigm sponsored political activity intended to benefit the business, its employees or customers.

# Compliance with Laws – Conflict of Interest; Government Contracting

TRANSDIGM  
GROUP INC.

## *Conflict of Interest*

You must try to avoid conflicts of interest. **A conflict of interest occurs when a personal benefit, activity or relationship interferes or appears to interfere with your job duties or you're in a position that your conduct could be or could appear to be influenced by some factor other than our best interest.** Conflicts of interest or apparent conflicts of interest must be disclosed to your president or for corporate employees, your immediate supervisor.

You should especially watch for situations where your personal interests make it difficult to be objective and fair in carrying out your job responsibilities. Factors that could influence or appear to influence you include (but are not limited to) receiving gifts from a supplier, customer or competitor, and having a significant financial or other interest in a supplier, customer or competitor (directly or through a family member). This doesn't apply to a legitimate dispute between TransDigm and you relating to your relationship with TransDigm.

There are certain 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 (like a promotion, new job, wedding, retirement or holiday);
- Accepting an award in recognition of service and accomplishment if

the gift is not lavish and is reasonable under the circumstances;

- Accepting something of value if it's available to the general public under the same conditions on which it's available to you; or
- Accepting meals, refreshments, travel, accommodations and entertainment of reasonable value in the course of a meeting or other business or to foster business relations if the expense would be reimbursed by us as a business expense if the other party didn't pay for it.

## *Government Contracting*

When we engage in government contracting work, we're subject to various procurement laws and regulations that vary by country. Usually these laws and regulations set stricter and more complex standards than our Code and other policies related to commercial business. For example, some government contract laws require us to provide cost and pricing data to the potential customer. This type of information is not usually disclosed in a private business transaction. In addition to following our Code and other policies and procedures applicable to government contracts, all employees who work on government contracts and subcontracts must know and observe any additional requirements and restrictions, including but not limited to requirements about record retention, accuracy and conflict of interest.

# Compliance with Laws – Trade Compliance

In addition to compliance with the letter and spirit of this Code and all applicable anti-corruption laws, it is our policy to comply with all applicable export, import and customs regulations in every jurisdiction in which we conduct or intend to conduct business. We 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, we will not comply with any economic boycott not sanctioned by the United States, such as the Arab boycott of Israel, 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 and Chief Compliance Officer or the Vice President – Global Compliance. Please see particular policies and procedures relating to trade compliance that may be instituted from time to time.

## DID YOU KNOW...?

### EXPORT RESTRICTIONS APPLY TO:

- hardware
- software
- support equipment
- test equipment
- samples
- demonstration units
- technical data, whether contained in writing, electronic transmissions, conversations, drawings or photographs
- technology, including mobile phones and laptops carried across borders

A technology export occurs whenever technical information is transmitted to a foreign person or entity—or sometimes even to a person in the same country when the technology is of U.S. origin. This is true whether the technical information is transmitted in person or by telephone, fax, email, regular mail or another method.

# Compliance with Laws – Insider Trading; Antitrust/Competition

## *Insider Trading*

These laws require that accurate information be given to the public and prohibit you from misusing information that is not available to the public. Employees, officers and directors must try to provide information that is full, fair, accurate, timely and understandable in all reports and documents that we file with, or submit to, the Securities and Exchange Commission as well as other public filings or communications we make. It's a violation of criminal and civil laws to engage in any securities trading while in possession of material non-public information. All such information should be kept strictly confidential. Please see the TransDigm Insider Trading Policy for requisite approvals and black out periods.

### WHAT IS INSIDE INFORMATION?

Any information that would have a material effect on a company's stock if it were known generally. For instance: non-public sales information or other financial data, significant changes in personnel or the initiation or conclusion of a legal action or government investigation. If you have this kind of information about TransDigm or another company, do not engage in a stock transaction

## *Antitrust/Competition*

Although antitrust is a complex area, as a general rule, agreements between competitors, 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 legal counsel.



# Compliance with Laws – Financial Reporting and Internal Controls

Financial, accounting, and other reports and records must accurately and fairly reflect our transactions and financial condition in reasonable detail, and in accordance with generally accepted accounting principles, practices and procedures and applicable government regulations. You must follow internal accounting and financial controls to assure that financial and other reports are accurately and reliably prepared and fully and fairly disclose pertinent information.

We prohibit false or misleading entries in our books and records for any reason and will not condone any undisclosed or unrecorded bank accounts or assets established for any purpose. You cannot authorize any payment knowing that any part of it will be used for any purpose other than what is described in the supporting documentation supporting the payment. You must comply with applicable disclosure controls and procedures to ensure that information that 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.

It's our 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.

## EXAMPLES OF COMPANY RECORDS

- Work time and attendance statistics
- Product testing or certifications
- Expense reports
- Customer billings
- Invoices and shipping documents
- Business emails on your work computer
- Handwritten notes taken during a meeting
- Employment records
- Business communications on a company mobile device
- Data kept in various computer systems—e.g., ERP, CRM, HRIS
- Engineering drawings and specifications

# Asset and Data Protection

## ***Protection and Proper Use of Company Assets***

You should protect TransDigm's assets and ensure their efficient use. Unless specifically authorized, all TransDigm assets should be used for legitimate business purposes only.



## ***Confidentiality***

You must maintain the confidentiality of proprietary or confidential information, including trade secrets, entrusted to you by TransDigm or our suppliers or customers, except when required by laws, regulations or legal proceedings, or when required in the course of doing your job. Confidential information includes all non-public information that might be of use to our competitors or harmful to us or our customers or suppliers if disclosed. The obligation to keep information confidential (including the proper disposal of confidential materials) continues even after your employment ends.

## ***Data Protection and Privacy***

When we hold or work with information from or about customers, employees, suppliers or other business partners, we must ensure it is properly protected. Many countries have developed detailed laws and regulations about privacy and the protection of personal data. Failure to follow these standards can harm individuals, damage business relationships and violate the law. Please see particular policies and procedures relating to data privacy that may be instituted from time to time.

# Corporate Opportunities; Public Statements

TRANSDIGM  
GROUP INC.

## ***Corporate Opportunities***

Employees, officers and directors are prohibited from: 1) taking for themselves personally opportunities that properly belong to us 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 TransDigm. Employees, officers and directors owe a duty to TransDigm to advance its legitimate interests when the opportunity to do so arises.



## ***Public Statements***

Do not speak to the media or make public statements on our behalf. Only individuals specifically authorized by TransDigm's corporate office may speak publicly for us. Please see particular policies regarding public statements and press releases.

### **TIP ABOUT SOCIAL MEDIA USE**

Be careful when using social media. With today's technology, it's possible to appear to distribute information or speak on our behalf without fully realizing it or intending to do so. To be safe, avoid commenting on company or industry developments on social media. Don't share information about current work projects online. Also, you should not make recommendations on social media about any person or organization related to your work experience with them as this might be taken to be an endorsement by TransDigm.

# Human Rights

TransDigm is committed to supporting fundamental human rights and believes in the dignity and worth of all individuals. As such, we treat all people around the world with fairness and respect. We do not use or allow the use of child, slave or forced labor or human trafficking in our business activities. We condemn any degrading treatment of individuals and are committed to providing safe working conditions. Please see particular policies and procedures relating to human trafficking or other related matters that may be instituted from time to time.



# Reporting Illegal or Unethical Behavior; Waivers

## ***Reporting Illegal or Unethical Behavior***

TransDigm has a Whistleblower Policy that includes more details on reporting financial fraud or other improprieties, confidentiality and TransDigm's procedures for handling whistleblower submissions. The Whistleblower Policy can be found on TransDigm's website ([www.transdigm.com](http://www.transdigm.com)) under "Investor Relations".

In addition, unless anonymous reporting is prohibited by local law, personnel may make confidential and anonymous submissions by contacting TransDigm's Ethics Whistleblower Hotline:

- via the Internet at [www.convercent.com](http://www.convercent.com), or
- by calling the following toll free 24-hour number: 1-800-461-9330 or one of the numbers listed below:

Belgium: 0800 260 39	France: 0805 080339
Germany: 0800 181 2396	Hong Kong: 800 906 069
India: 000 800 100 4175	Malaysia: +60 1548770383
Mexico: 800 681 6945	Norway: 800 24 664
Singapore: 800-852-3912	Sweden: 020 889 823
United Kingdom: 0 808 189 1053	Other: +1 720 514 4400

The submission should be factual rather than speculative and should contain as much specific information as possible to allow for a proper assessment.

Reports made in or about a person in a member state of the European Union must comply with the data privacy and labor laws of the EU and the member state. In France, Germany, and Belgium, the reported topics are limited to those designated with Convercent. Anonymous reporting is discouraged in EU member countries. Reports will be processed in accordance with the laws of the member state.

## ***Waivers***

Under the rare circumstance where a waiver of this Code would be appropriate, TransDigm's Chief Compliance Officer might grant a waiver, provided the variance is consistent with our values and applicable law. Waivers of this Code for executive officers or directors may only be made by the TransDigm 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.