

TRIUMPH GROUP, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

1. Purpose

The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Triumph Group, Inc. (the “Company”) is appointed by the Board: (1) to identify individuals qualified to become Board members, consistent with criteria approved by the Board; (2) to recommend to the Board the director nominees for the next annual meeting of stockholders; (3) to develop, maintain and recommend to the Board the Corporate Governance Guidelines applicable to the Company and the Company’s Independence Standards for Directors; (4) to oversee the annual review and evaluation of the Board’s performance; and (5) to recommend to the Board directors to serve on each committee.

2. Organization and Operation

The Committee shall consist of at least three members. The members of the Committee shall meet the independence requirements of the New York Stock Exchange, 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 of the Committee and its chairman. The Board may, at any time, remove one or more members from the Committee, change the membership of the Committee and fill vacancies, subject to such new member(s) satisfying the above independence requirements.

The Committee shall fix its own rules of procedure consistent with this Charter, the by-laws of the Company, the Company’s Corporate Governance Guidelines, and other applicable legal and regulatory requirements. The Committee shall have the authority to delegate any of its responsibilities to one or more subcommittees consisting solely of one or more members of the Committee as the Committee 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 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 maintain minutes of its meetings and records relating to those meetings and shall report on its actions and activities at the next meeting of the Board. The Committee may invite to its meetings any member of management, including the Chief Executive Officer, and such other persons and advisors as it deems appropriate in order to carry out its duties and responsibilities.

3. Authority to Retain Experts

The Committee shall have the authority: (i) to select, retain and terminate any search firm used to identify director candidates; (ii) to approve any such search firm's fees and other retention terms; and (iii) to obtain advice and assistance from any other internal or external legal, accounting or other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall receive appropriate funding from the Company, as determined by the Committee, for the payment of compensation to any such persons.

4. Committee Responsibilities

- (a) The Committee shall recommend to the Board the director nominees for the next annual meeting of stockholders.
- (b) The Committee shall have the authority to establish selection criteria and qualifications for new directors, subject to Board approval, and when there are vacancies on the Board, shall actively seek to identify individuals qualified to become Board members, consistent with any criteria approved by the Board.
- (c) The Committee shall review the background and qualifications of potential director candidates based on such criteria, including experience, skills, expertise, diversity, personal and professional integrity, character, judgment independence, availability in light of other commitments, dedication, demonstrated leadership, conflicts of interest and other relevant factors, as the Committee considers appropriate in the context of the needs of the Board.
- (d) The Committee shall consider the appropriateness of continued Board membership for any director who fails to receive the required vote for re-election at the annual meeting of stockholders and recommend action to be taken, if any, to the Board.
- (e) The Committee shall review and assess possible conflicts of interest and related person transactions involving Board members and executive officers.
- (f) The Committee shall have the authority to establish procedures to be followed by stockholders in submitting recommendations for director candidates, subject to any procedures set forth in the by-laws of the Company, and shall consider nominees for director recommended by stockholders in accordance with such procedures.
- (g) The Committee shall review and make recommendations to the Board regarding the Company's responses to stockholder proposals.
- (h) The Committee shall review and oversee the annual evaluation of the performance of the Board, its committees and the Chief Executive Officer, with recommendations for improvements, which review shall be discussed with the full Board.

- (i) The Committee shall have the authority to review and make recommendations to the Board regarding: (i) the general responsibilities of the Board and its members; (ii) the organization, structure, size and composition of the Board and its committees, including its leadership structure; (iii) Board procedures and operations; and (iv) organization and responsibilities of Board committees and director appointments for each such Board committee.
- (j) The Committee shall review and monitor the orientation of new Board members and have the authority to provide for the continuing education of all directors as it deems necessary or appropriate.
- (k) The Committee shall from time to time review and recommend to the Board compensation (fee and equity) and benefit programs for non-employee directors.
- (l) The Committee shall review and approve directors' directorships in other for-profit companies, as appropriate.
- (m) The Committee shall review and monitor Board retirement policies, as set forth in the Corporate Governance Guidelines.
- (n) The Committee shall develop, review and periodically assess the adequacy of the Corporate Governance Guidelines of the Company and the Company's Independence Standards for Directors and recommend any proposed changes to the Board for approval.
- (o) The Committee shall monitor corporate governance developments and trends and, where appropriate, make recommendations to the Board regarding the Company's corporate governance.
- (p) The Committee shall review and assess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
- (q) The Committee shall develop, review and assess the Company's Code of Business Conduct annually. The Committee shall advise the Board of any request for waiver from such Code of Business Conduct and recommend a disposition of any such request to the Board for its consideration.
- (r) The Committee shall annually review its own performance.
- (s) The Committee shall make regular reports to the Board concerning its activities.

Revised July 21, 2016