

# TRIUMPH GROUP, INC.

## EXECUTIVE COMMITTEE CHARTER

### 1. Purpose

The Executive Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Triumph Group, Inc. (the “Company”) to exercise the powers and duties of the Board between Board meetings and while the Board is not in session in order to provide a degree of flexibility and the ability to respond to time-sensitive business and legal matters, and to implement the policy decisions of the Board.

### 2. Organization

#### A. Composition of the Committee

The Committee shall consist of no fewer than three members, as determined annually by the Board on the recommendation of the Nominating and Corporate Governance Committee. The Chief Executive Officer shall be and, if a different person, the Chairman of the Board shall be, members of the Executive Committee. The Chairman of the Board shall be the Chairman of the Executive Committee (the “Chairman”).

Vacancies on the Committee shall be filled by majority vote of the Board at the next meeting of the Board following the occurrence of the vacancy. Committee members may be removed or replaced by the Board at any time by a majority vote of the Board. The Committee may form and delegate authority to subcommittees where 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

#### B. Meetings/ Minutes/ Reports

The Committee will meet as often as necessary to carry out its responsibilities. The Committee shall maintain minutes of its meetings and records relating to those meetings. Reports of meetings of the Committee shall be made to the Board at its next regularly scheduled meeting following the Committee meeting accompanied by any recommendations to the Board approved by the Committee.

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 other 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, notice, waiver of notice and quorum and voting requirements as are applicable to the Board. The Chairman will preside at each meeting of the Committee and, in consultation with the other members of the Committee, shall set the frequency and length of each meeting and the agenda of items to be addressed at each upcoming meeting.

To the extent practicable, the Chairman shall ensure that the agenda for each upcoming meeting of the Committee is circulated to each member of the Committee as well as to each other director in advance of the meeting. The Chairman, subject to the approval of a majority of the members of the Committee, shall have the authority to change the agenda.

Whenever at any meeting of the Committee, any member of the Committee expresses the judgment that any matter under consideration should be referred to the Board for consideration, it shall be so referred.

### **C. Authority**

The Committee shall have the authority to exercise all powers and authority of the Board, including without limitation the powers and authority enumerated in the by-laws of the Company, except for (i) the review and approval or disapproval of related party transactions, (ii) matters which, under the Delaware General Corporation Law, the rules and regulations of the New York Stock Exchange, the Company's Certificate of Incorporation, or the Company's by-laws, cannot be delegated by the Board to a committee of the Board, and (iii) matters that are specifically reserved for another committee of the Board.

The Committee shall have the authority to obtain advice and assistance from internal or external legal, accounting or other advisors, as the Committee may deem appropriate in its sole discretion, and to approve the fees and other retention terms related to any such external counsel, consultants and advisors. The Company shall provide appropriate funding to the Committee, as determined by the Committee, for the payment of compensation to any such persons.

### **3. Responsibilities**

The primary responsibility of the Committee is to act on behalf of the full Board between meetings and when the Board is not in session. In discharging its responsibilities, members of the Committee may rely on the honesty and integrity of the Company's senior executives and its outside advisors and auditors, to the fullest extent permitted by law.

### **4. Evaluation of the Committee**

The Committee shall, on an annual basis, evaluate its performance under this Charter. In conducting this review, the Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope. The Committee shall address all matters that the Committee considers relevant to its performance, including, without limitation, the following: the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board, the manner in which they were discussed or debated, and whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner.

Revised July 21, 2016