

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 and recommend to the Board the Corporate Governance Guidelines applicable to the Company; (4) to lead the Board in its annual review of the Board’s performance; (5) to recommend to the Board director nominees for each committee; and (6) to oversee the evaluation of the Board and management.

2. Organization

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 and any SEC regulations. The Board shall appoint the members of the Committee and its chairman. The Board may, at any time, change the membership of the Committee and fill vacancies, subject to such new member(s) satisfying the independence requirements established by the New York Stock Exchange and the SEC. 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 applicable law and regulatory requirements. The Committee shall have the authority to delegate any of its responsibilities to sub-committees as the Committee may deem appropriate provided the sub-committees are composed entirely of independent directors and provided further 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.

A majority of the members of the Committee present in person or by telephone by means of which all persons participating in the meeting can hear each other shall constitute a quorum. The Committee shall maintain minutes of its meetings and records relating to those meetings.

3. Committee Authority and Responsibilities

- (a) The Committee shall recommend to the Board the director nominees for the next annual meeting of stockholders.
- (b) The Committee shall establish selection criteria and qualifications for new directors, subject to Board approval, and when there are vacancies on the Board, shall actively seek individuals qualified to become Board members for approval by the Board.
- (c) The Committee shall review the background and qualifications of individuals being considered as candidates.

- (d) The Committee shall review potential director candidates based on criteria including: experience, skills, expertise, diversity, personal and professional integrity, character, business judgment, availability in light of other commitments, dedication, conflicts of interest and such other relevant factors as the Committee considers appropriate in the context of the needs of the Board.
- (e) The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms.
- (f) The Committee shall establish procedures to be followed by stockholders in submitting recommendations for director candidates.
- (g) The Committee shall receive comments from all directors and report annually to the Board with an assessment of the performance of the Board and its committees, with recommendations for improvements, which review shall be discussed with the full Board.
- (h) The Committee shall review the structure of board committees, recommend qualifications for membership on a particular committee; and recommend director candidates for membership on each committee to the Board for approval.
- (i) The Committee shall develop, review and annually reassess the adequacy of the Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board for approval.
- (j) The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
- (k) The Committee shall develop, review and annually reassess the Company's Code of Business Conduct. 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.
- (l) The Committee shall annually review its own performance.
- (m) The Committee shall make regular reports to the Board concerning its activities.