

DUCOMMUN INCORPORATED

BOARD OF DIRECTORS COMPENSATION COMMITTEE CHARTER

1. Members. The Board of Directors (the “Board”) of Ducommun Incorporated (the “Company”) shall appoint a Compensation Committee of at least three members, consisting entirely of independent directors, and will designate one member as chairperson. Members of the Compensation Committee are appointed by the Board upon the recommendation of the Corporate Governance and Nominating Committee. For purposes hereof, an “independent” director is a director who meets the New York Stock Exchange standards of “independence” for directors and Compensation Committee members, as determined by the Board. Additionally, members of the Compensation Committee must qualify as “nonemployee directors” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and as “outside directors” for purposes of Section 162(m) of the Internal Revenue Code.

2. Purpose, Duties, and Responsibilities. The purpose of the Compensation Committee is to assist the Board in discharging its responsibilities relating to compensation of the Company’s senior officers, including executive officers. Among its specific duties and responsibilities, the Compensation Committee will:

- (a) Oversee the Company’s overall compensation philosophy, policies and programs, and assess whether the Company’s compensation philosophy establishes appropriate incentives for management and employees.
- (b) Assess the results of the Company’s most recent advisory vote on executive compensation.
- (c) Review and approve corporate goals and objectives relevant to the compensation of the Chief Executive Officer (“CEO”), evaluate the CEO’s performance in light of those goals and objectives, and either as a Committee or together with the other independent directors (as directed by the Board), determine and approve the CEO’s compensation level (including perquisites) based on this evaluation.
- (d) Consider and approve the compensation (including perquisites) of other executive officers based upon the recommendation of the CEO.
- (e) Consider and approve the Company’s incentive-compensation plans for executive officers.
- (f) Administer and make recommendations to the Board with respect to the Company’s equity-based compensation plans.
- (g) Approve stock option and other stock incentive awards.

- (h) Review and approve the design of any pension, deferred compensation and other retirement benefit plans pertaining to executive officers.
- (i) Review and approve employment agreements and severance arrangements for executive officers, including change-in-control provisions, plans or agreements.
- (j) In collaboration with the Corporate Governance and Nominating Committee, oversee the evaluation of management of the Company.
- (k) Review the Company's compensation programs for employees generally.
- (l) Review the Company's employee development process.
- (m) Annually evaluate the performance of the Compensation Committee and the adequacy of the Committee's charter.
- (n) Oversee the assessment of the risks related to the Company's compensation policies and programs applicable to officers and employees.
- (o) At least annually, assess whether the work of compensation consultants involved in determining or recommending executive or director compensation has raised any conflict of interest that is required to be disclosed in the Company's annual report and proxy statement.
- (p) Produce a Compensation Committee report on executive compensation as required by the Securities and Exchange Commission (the "SEC") to be included in the Company's annual proxy statement filed with the SEC.

3. Outside Advisors. The Compensation Committee will have the authority, in its sole discretion, to retain such consultants, outside counsel, and other advisors as it determines appropriate to assist it in the full performance of its functions, including any compensation consultant used to assist the Committee in the evaluation of director, CEO or executive compensation. The Compensation Committee will be directly responsible for the appointment, compensation and oversight of the work of any consultants, outside counsel and other advisors retained by the Compensation Committee, and will receive appropriate funding, as determined by the Compensation Committee, from the Company for payment of compensation to any such advisors. The Compensation Committee will assess the independence of consultants, outside counsel and other advisors (whether retained by the Compensation Committee or management) that provide advice to the Compensation Committee, prior to selecting or receiving advice from them, in accordance with NYSE listing standards.

4. Meetings. The Compensation Committee will meet as often as may be deemed necessary or appropriate, in its judgment, either in person or telephonically, and at such times and places as the Compensation Committee determines. The majority of the members of the Compensation Committee constitutes a quorum. The Compensation Committee shall report regularly to the full Board with respect to its meetings.

AS AMENDED BY THE BOARD OF DIRECTORS ON JUNE 14, 2013.