

DUCOMMUN INCORPORATED

BOARD OF DIRECTORS AUDIT COMMITTEE CHARTER

1. Members. The Board of Directors (the “Board”) of Ducommun Incorporated (the “Company”) shall appoint an Audit Committee of at least three members, consisting entirely of independent directors, and will designate one member as chairperson. Members of the Audit 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 (“NYSE”) and Securities and Exchange Commission (“SEC”) definition of “independence,” as determined by the Board. Members of the Audit Committee may be removed at any time by the Board.

Each member of the Audit Committee must be financially literate and at least one member must have accounting or related financial management expertise, as determined by the Board. In addition, at least one member of the Audit Committee shall be an “audit committee financial expert,” as determined by the Board in accordance with SEC rules. Members of the Audit Committee may not simultaneously serve on the audit committees of more than two other public companies (in addition to the Company).

2. Purposes, Duties, and Responsibilities. The purposes of the Audit Committee shall be to represent and assist the Board in its oversight of (i) the integrity of the Company’s financial statements, (ii) the Company’s compliance with legal and regulatory requirements, (iii) the independent auditor’s qualifications and independence, and (iv) the performance of the Company’s internal audit function and the Company’s independent auditor. In addition, the Audit Committee shall prepare the report required by the rules of the SEC to be included in the Company’s annual proxy statement filed with the SEC.

The specific duties and responsibilities of the Audit Committee will be to:

- (a) Be directly responsible, in its capacity as a Committee of the Board, for the appointment, compensation, retention and oversight of the work of the independent auditor. In this regard, the Audit Committee shall appoint and retain, compensate, evaluate, and terminate, when appropriate, the independent auditor, which shall report directly to the Audit Committee.
- (b) Obtain and review, at least annually, a report by the independent auditor describing: the independent auditor’s internal quality-control procedures; and any material issues raised by the most recent internal quality-control review, or peer review, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits

carried out by the independent auditing firm, and any steps taken to deal with any such issues.

- (c) Approve in advance all audit services to be provided by the independent auditor. (By approving the audit engagement, an audit service within the scope of the engagement shall be deemed to have been pre-approved).
- (d) Establish policies and procedures for the engagement of the independent auditor to provide audit and permissible non-audit services, which shall include pre-approval of all permissible non-audit services to be provided by the independent auditor.
- (e) Consider, at least annually, the independence of the independent auditor, including whether the independent auditor's performance of permissible non-audit services is compatible with the auditor's independence, and consistent with the rules of the Public Company Accounting Oversight Board ("PCAOB"), obtain and review a report by the independent auditor describing any relationships between the independent auditor and the Company or individuals in financial reporting oversight roles at the Company, that may reasonably be thought to bear on the independent auditor's independence and discuss with the independent auditor the potential effects of any such relationship on independence.
- (f) Review and discuss with the independent auditor the matters required to be discussed by the independent auditor under Auditing Standards No. 1301¹, as adopted by the PCAOB and amended from time to time, including any problems or difficulties the independent auditor encountered in the course of its audit work and management's response.
- (g) Review and discuss with management and the independent auditor the annual audited and quarterly financial statements of the Company, including: (i) an analysis of the auditor's judgment as to the quality of the Company's accounting principles, setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, (ii) the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," including accounting policies

¹ Matters to be discussed include: the overall audit strategy, the terms of the audit engagement as reflected in an engagement letter, timing of the audit, significant risks, accounting policies and practices, significant unusual transactions, and an evaluation of the quality of the Company's financial reporting. Discussions should also include an inquiry into the Committee's knowledge of any violations or possible violations of applicable laws or regulations.

that may be regarded as critical, and (iii) major issues regarding the Company's accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles and financial statement presentations; and receive reports from the independent auditor as required by SEC rules.

- (h) Recommend to the Board based on the review and discussion described in paragraphs (e)–(g) above, whether the financial statements should be included in the Annual Report on Form 10-K.
- (i) Review and discuss the adequacy and effectiveness of the Company's internal controls, including any significant deficiencies in internal controls and significant changes in such controls reported to the Audit Committee by the independent auditor or management.
- (j) Review and discuss the adequacy and effectiveness of, the Company's disclosure controls and procedures.
- (k) Review and discuss corporate policies with respect to earnings press releases, as well as financial information and earnings guidance provided to analysts and ratings agencies.
- (l) Review and discuss with the principal internal auditor of the Company the scope and results of the internal audit program.
- (m) Annually review and discuss the performance and effectiveness of the internal audit function.
- (n) Oversee the Company's policies and practices with respect to risk assessment and risk management, and risks related to matters including the Company's financial statements, financial reporting processes, and compliance-related matters.
- (o) Oversee the Company's compliance program with respect to legal and regulatory requirements, including the Company's code of conduct and the Company's policies and procedures for monitoring compliance; and at least annually, meet to review the implementation and effectiveness of the Company's compliance program with the chief legal officer or individual responsible for legal and regulatory compliance, who shall have the authority to communicate directly to the Audit Committee, promptly, about actual and alleged violations of law or the Company's code of conduct, including any matters involving criminal or potential criminal conduct.

- (p) Establish and oversee procedures for handling reports of potential misconduct, including: (i) violations of law or the Company's code of conduct; (ii) complaints regarding accounting, internal accounting controls, auditing and federal security law matters; and (3) confidential, anonymous submission of concerns by employees regarding accounting, internal accounting controls, auditing matters and federal securities law matters.
- (q) Establish and periodically review policies and procedures for the review, approval and ratification of related person transactions, as defined in applicable SEC rules, and oversee other related party transactions governed by applicable accounting standards.
- (r) Establish policies for the hiring of employees and former employees of the independent auditor.
- (s) Annually evaluate the performance of the Audit Committee and the adequacy of the Committee's charter.
- (t) Produce an Audit Committee report as required by the SEC to be included in the Company's annual proxy statement filed with the SEC.

3. Outside Advisors. The Audit Committee will have the authority to retain such outside counsel, accountants, experts and other advisors as it determines appropriate to assist it in the full performance of its functions and shall receive appropriate funding, as determined by the Audit Committee, from the Company for payment of compensation to any such advisors.

4. Meetings. The Audit Committee shall meet at least four times per year, either in person or telephonically, and at such times and places as the Audit Committee shall determine. The Audit Committee shall meet, periodically, with each of management, the principal internal auditor of the Company and the independent auditor and general counsel or equivalent. The majority of the members of the Audit Committee constitutes a quorum. The Audit Committee shall report regularly to the full Board with respect to its meetings.

ADOPTED BY THE BOARD OF DIRECTORS ON FEBRUARY 21, 2019