

DUCOMMUN INCORPORATED

BOARD OF DIRECTORS CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

1. Members. The Board of Directors (the “Board”) of Ducommun Incorporated (the “Company”) shall appoint a Corporate Governance and Nominating Committee of at least three members, consisting entirely of independent directors, and will designate one member as chairperson. For purposes hereof, an “independent” director is a director who meets the New York Stock Exchange definition of “independence,” as determined by the Board. Members of the Corporate Governance and Nominating Committee may be removed at any time by the Board.

2. Purpose, Duties and Responsibilities. The purpose of the Corporate Governance and Nominating Committee will be to identify individuals qualified to become Board members consistent with the criteria approved by the Board, recommend to the Board director candidates for the annual meeting of shareholders, develop and recommend to the Board a set of corporate governance principles, and perform a leadership role in shaping the Company’s corporate governance. The duties and responsibilities of the Corporate Governance and Nominating Committee will be to:

- (a) Recommend to the Board the criteria for identifying and evaluating candidates for the Board.
- (b) Identify, review the qualifications of, and recruit candidates for the Board.
- (c) Assess the contributions and independence of incumbent directors in determining whether to recommend them for reelection to the Board.
- (d) Recommend to the Board candidates for election or re-election to the Board at each annual shareholder’s meeting.
- (e) Recommend to the Board candidates to be elected by the Board as necessary to fill vacancies and newly created directorships.
- (f) Develop and recommend to the Board a set of corporate governance principles and review and recommend changes to these principles, as necessary.
- (g) Make recommendations to the Board concerning the structure, composition and functioning of the Board and its committees.
- (h) Recommend to the Board candidates for appointment to Board committees.
- (i) Review the compensation of directors for service on the Board and its committees and recommend changes in compensation to the Board.

- (j) Review the Company's succession plans relating to the Chief Executive Officer and other senior officers.
- (k) Oversee the evaluation of the Board and, in collaboration with the Compensation Committee of the Board, management.
- (l) Annually evaluate the performance of the Corporate Governance and Nominating Committee and the adequacy of the Committee's charter.
- (m) Perform such other duties and responsibilities as are consistent with the purpose of the Corporate Governance and Nominating Committee and as the Board or the Committee deems appropriate.
- (n) The Chairman of the Corporate Governance and Nominating Committee shall serve as acting chairman for any executive sessions of the Board when both the Chairman of the Board and Lead Director are not present.

3. Outside Advisors. The Corporate Governance and Nominating Committee will have the authority to retain such outside counsel, experts, and other advisors as it determines appropriate to assist it in the full performance of its functions, including sole authority to retain and terminate any search firm used to identify director candidates, and to approve the search firm's fees and other retention terms.

4. Meetings. The Corporate Governance and Nominating 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 Committee determines. The majority of the members of the Corporate Governance and Nominating Committee constitutes a quorum. The Corporate Governance and Nominating Committee shall report regularly to the full Board with respect to its meetings.

ADOPTED BY THE BOARD OF DIRECTORS ON FEBRUARY 4, 2015.