

DUCOMMUN INCORPORATED

CORPORATE GOVERNANCE GUIDELINES

I. Board of Directors

The Board of Directors (the “Board”) of Ducommun Incorporated (the “Company”) is elected by the shareholders to oversee management and to represent the interests of the shareholders.

A. Functions

In addition to its general oversight of management, the specific functions that will be performed directly by the Board or through appropriate committees include the following:

1. Selecting, evaluating and setting the compensation of the Chief Executive Officer (“CEO”) and overseeing CEO succession planning.
2. Providing counsel and oversight on the selection, evaluation, development and compensation of other senior managers.
3. Reviewing, approving, and monitoring fundamental financial and business strategies and major corporate actions.
4. Overseeing strategies to identify and mitigate major risks facing the Company.
5. Ensuring that processes are in place to provide assurance of compliance with applicable laws and the integrity of the Company’s financial statements.

In fulfilling their functions, the Board and its committees have the right at any time to retain, at the Company’s expense, independent financial, legal, and other advisors.

B. Qualifications and Tenure

The Company endeavors to attract and retain directors with several essential characteristics, which include (i) experience and expertise, sound judgment, and a record of accomplishment in areas relevant to the Company’s business activities, (ii) unquestionable integrity, (iii) a commitment to representing the interests of the Company’s shareholders in fulfillment of the Company’s goals and objectives, (iv) independence, and the absence of potential conflicts with the Company’s interests in fulfilling their responsibilities, (v) the willingness to devote sufficient time, energy, and attention in carrying out their duties and responsibilities, and (vi) the willingness to serve on the Board for an extended period of time.

In addition to each director’s personal qualifications, the Company believes that diversity and the blend of different perspectives contribute to a vital and complementary board dynamic,

and, in turn, are essential ingredients of effective governance. The Company, therefore, is committed to assuring that the Board's diversity is reflected not only in the variety of the directors' professional backgrounds and experiences, but also in the perspectives represented by directors of different personal characteristics, their gender, race, cultural heritage, and age in particular.

Directors generally will not be nominated for election after reaching age 73, although directors who reach age 73 during their term of office are permitted to complete the term. Exceptions to the foregoing may be made at the discretion of the Board, based upon the recommendations of the Corporate Governance and Nominating Committee.

C. Independence

At least a majority, and preferably two-thirds, of the Company's directors will be "independent" in accordance with standards required under applicable law and New York Stock Exchange ("NYSE") rules. Directors have an affirmative obligation to inform the Corporate Governance and Nominating Committee or the Board of any material changes in their circumstances or relationships that may affect their independence. The Board will review and determine each director's independence at least annually.

D. Size and Selection Process

Consistent with the Company's certificate of incorporation, directors are elected by the shareholders at the Company's annual meeting. The Board, after considering the recommendations of the Corporate Governance and Nominating Committee, shall propose a slate of nominees to the shareholders for election to the Board. The Board also shall determine the size of the Board, consistent with the Company's bylaws, which the Board generally believes should be within the range of seven to nine. Between annual shareholder meetings, the Board may elect directors to serve until the next annual meeting.

E. Orientation and Continuing Education

Senior management is responsible for providing an orientation for new directors, and for periodically providing educational materials or briefing sessions for all directors on subjects that would assist them in effectively discharging their duties. Directors may attend, at the Company's expense, seminars and other continuing education programs designed for directors of public companies.

F. Self-Evaluation

The Corporate Governance and Nominating Committee will report annually to the Board its assessment of the effectiveness of the Board and its committees. This report will be discussed by the full Board.

G. Meetings and Compensation

The Board of Directors will meet as necessary, but generally at least five times a year, to review and discuss reports by management on the Company's performance and its plans and prospects, and to address issues facing the Company. Independent directors will hold periodic meetings without executive management present. Directors are expected to make all reasonable efforts to attend all Board meetings as well as all meetings of the committees on which they serve.

The Corporate Governance and Nominating Committee will meet at least annually to recommend Board candidates and to evaluate the compensation and benefits for nonemployee directors. In doing so, the Corporate Governance and Nominating Committee will ensure that the compensation and benefits fairly pay directors for their work, consistent with the Company's peer group of public companies, include an equity component to help align directors' interests with the long-term interests of shareholders, and are structured in a manner that is simple, transparent, and easy for shareholders to understand.

II. Committees of the Board

A. Current Committees

The Board has established the following committees to assist the Board in discharging its responsibilities:

Audit Committee
Compensation Committee
Corporate Governance and Nominating Committee

Charters for each committee are available from the Company and are posted on the Company's website. Each committee chairman, in consultation with the other committee members and the CEO, determines the frequency, length and agenda of the committee's meetings and reports the highlights of each meeting to the full Board.

B. Member Independence

Each member of the Audit, Compensation, and Corporate Governance and Nominating Committees shall be an independent director as described above. In addition, each member of the Audit Committee must not be a director, officer, partner, employee or greater than 5% shareholder of, or otherwise affiliated with, any firm that is a paid advisor, paid consultant or paid provider of other legal, financial, accounting or other professional services to the Company or any member of senior management or their immediate families.

C. Reporting Concerns to the Audit Committee

Anyone who has a concern about the Company's accounting, internal accounting controls or auditing matters, may communicate that concern to the Audit Committee, including the confidential, anonymous submission of concerns by employees of the Company regarding

accounting and auditing matters. These communications may be submitted in writing, or reported by telephone, to the address and toll-free telephone number posted on the Company's website.

III. The Board and Senior Management

A. Succession Plan

The Board plans and oversees succession to the position of CEO and other senior management positions and is assisted in this process by the Compensation Committee, the Corporate Governance and Nominating Committee, and the CEO. The CEO periodically provides the Board and any designated advisor to the Board with an assessment of senior managers and their potential to succeed him or her, and also periodically provides an assessment of potential successors for other senior management positions.

B. Annual Compensation Review

The Compensation Committee annually approves the goals and objectives for compensating the CEO. The Committee evaluates the CEO's performance in light of these goals before setting the CEO's salary, bonus and other incentive and equity compensation. The Compensation Committee also annually evaluates the performance of the other members of senior management before approving their salary, bonus and other incentive and equity compensation; and approves the CEO's recommendations concerning the compensation structure and individual rewards for the company's other officers.

C. Access to Employees

Nonemployee directors are encouraged to contact any employee at any time that they wish, with or without senior management present.

IV. Business Code of Conduct and Ethics

Directors, officers and employees are all required to comply with the Company's Code of Business Conduct and Ethics.

V. Periodic Review

The Company recognizes that corporate governance guidelines will continue to evolve as needed. The Corporate Governance and Nominating Committee will periodically review these corporate governance guidelines.

ADOPTED BY THE BOARD OF DIRECTORS ON FEBRUARY 21, 2018