

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, duties, and responsibilities 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 the Company’s director candidates for election at the annual meeting of shareholders, develop and recommend to the Board a set of corporate governance principles, oversee the Company’s overall environmental, social and governance (“ESG”) performance and associated risks and opportunities, and perform a leadership role in shaping the Company’s corporate governance policies and practices. Among its specific duties and responsibilities, the Corporate Governance and Nominating Committee will:

- (a) Develop and recommend to the Board a set of corporate governance principles, periodically review these principles and recommend changes to the Board as appropriate.
- (b) Make recommendations to the Board concerning the size, structure, composition and functioning of the Board and its committees.
- (c) Develop and recommend to the Board the skills, experience, characteristics and other criteria for identifying and evaluating candidates for the Board, and then periodically reviewing these criteria.
- (d) Annually evaluate the composition of the Board to determine whether the skills, experience, characteristics and other criteria established by the Board are currently and effectively represented, and to determine the skills, experience, and business perspective that that may be required in the future.

- (e) Assess the qualifications, contributions and independence of incumbent directors in determining whether to recommend them for reelection to the Board.
- (f) Sponsor succession planning for Board memberships and for key Board and Committee leadership roles, including the appointment of the Lead Independent Director.
- (g) Periodically review the Board's leadership structure and recommend changes to the Board as appropriate.
- (h) Recommend to the Board candidates for appointment to Board committees and as chairpersons of such committees and consider periodically rotating directors among the committees.
- (i) Recommend to the Board the Company's candidates for election or reelection to the Board at each annual shareholders' meeting.
- (j) Recommend to the Board candidates to be elected by the Board as necessary to fill vacancies and newly created directorships.
- (k) Identify, review the qualifications of, and recruit new candidates for election to the Board and as part of the search process for each new director, include women and individuals from underrepresented communities in the pool from which Board nominees are chosen. .
- (l) Establish procedures for the consideration of Board candidates recommended to the Corporate Governance and Nominating Committee for consideration by the Company's shareholders.
- (m) Review directorships at other for-profit organizations offered to directors and senior officers of the Company.
- (n) Annually review the form and amount of compensation of directors for service on the Board and its committees and recommend changes in compensation to the Board, as appropriate.
- (o) Periodically review the Company's succession plans relating to the Chief Executive Officer and other senior officers with the Board.
- (p) Oversee management's responsibility for the orientation process for new directors and ongoing education for incumbent directors

- (q) Oversee the evaluation of the Board and its committees and, in collaboration with the Compensation Committee of the Board, management.
- (r) Oversee the Company's shareholder engagement program, and make recommendations to the Board regarding its involvement in shareholder engagement.
- (s) Review the Company's overall ESG performance, strategies, goals and objectives, monitor evolving ESG risks and opportunities, and oversee the Company's significant ESG disclosures.
- (t) Annually evaluate the performance of the Corporate Governance and Nominating Committee and the adequacy of the Committee's charter and recommend changes to the Board as appropriate.
- (u) 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.
- (v) 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, and at such times and places as the Committee or its chairperson 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, 2022.