

# **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 represent their interests in management oversight, and providing guidance in crafting strategies and initiatives designed to assure the Company’s long-term commercial relevance, financial endurance, and civic sustainability.

#### **A. Functions**

In addition to its general oversight of management, the specific functions that will be performed directly by the Board or through its 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.
6. Overseeing the Company’s environmental, social and governance (“ESG”) initiatives and response to related risks and opportunities.
7. Overseeing the Company’s cybersecurity initiatives and compliance programs.

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. In furtherance of this commitment the Corporate Governance and Nominating Committee strives to achieve a broad range of diversity in the pools from which qualified director candidates are selected.

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. Service on Other Boards and Audit Committees**

Directors are encouraged to limit the number of other boards, both corporate and not-for-profit, on which they serve so as not to interfere with their service as a director of the Company.

In addition, directors must obtain approval from the Corporate Governance and Nominating Committee prior to accepting an invitation to serve on the board of any other company or non-profit organization.

Furthermore, members of the Audit Committee may not serve on the audit committees of more than two other public companies (in addition to that of the Company).

#### **D. 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.

#### **E. Board Leadership**

The Board periodically reviews its leadership structure to determine whether it provides the best framework for addressing current opportunities and challenges, and achieving longer term objectives. The Board believes that presently it is in the best interests of the Company for a single person to serve as both the Chairman of the Board and Chief Executive Officer ("CEO"). In addition, the independent directors have appointed an independent director to serve as the lead independent director for a period of at least one year. The lead independent director's responsibilities include: (a) providing input on and approving the Board agenda and approving the schedules for Board meetings; (b) presiding at meetings of the Board at which the Chairman and CEO is not present, including regularly scheduled executive sessions of the independent directors held after regular meetings of the Board; (c) calling executive sessions of the non-management and independent directors, setting the agenda for and leading executive sessions, and briefing the Chairman and CEO on any issues arising from executive session discussions; (d) coordinating the activities of the independent directors; (e) serving as liaison between the Chairman and the independent directors; (f) advising on the flow of information sent to the Board; and (g) being available for consultation and communication with major shareholders as appropriate.

#### **F. 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 shareowners for election to the Board. The Board also considers director candidates recommended by Company shareholders in accordance with the procedures set forth in the proxy statement.

The Company's directors also determine the size of the Board, which, consistent with the Company's bylaws, they have determined should be within the range of seven to nine individuals. The Board may also elect directors between the annual meetings of

shareholders to serve until the next annual meeting.

#### **G. Director Resignation Policy for Failing to Receive a Majority Vote**

Directors are elected by a plurality of shareholder votes cast whereby the directors receiving the highest number of shares voted “for” are elected. However, any director who does not receive more votes “for” than “withheld” is expected to tender his or her resignation to the Corporate Governance and Nominating Committee. The Corporate Governance and Nominating Committee will recommend to the Board whether to accept or reject the offer of resignation, or whether other action should be taken. In determining whether to recommend that the Board accept any resignation offer, the Corporate Governance and Nominating Committee may consider all factors that the Committee’s members believe are relevant.

The Board will act on the Corporate Governance and Nominating Committee’s recommendation within 90 days following certification of the election results. In deciding whether to accept the resignation offer, the Board will evaluate the factors considered by the Corporate Governance and Nominating Committee and any additional information and factors that the Board believes to be relevant. If the Board accepts a director’s resignation offer pursuant to this process, the Corporate Governance and Nominating Committee will recommend to the Board and the Board will thereafter determine whether to fill the vacancy or reduce the size of the Board. Any director who tenders his or her resignation pursuant to this provision will not participate in the proceedings of either the Corporate Governance and Nominating Committee or the Board with respect to his or her own resignation offer.

#### **H. 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 they believe will 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.

#### **I. Self-Evaluation**

The Corporate Governance and Nominating Committee, together with the lead independent director, coordinates regular Board performance evaluations. The full Board, Audit, Corporate Governance and Nominating and Compensation Committees conduct annual self-evaluations to assess their performance. The Corporate Governance and Nominating Committee is responsible for developing, administering and overseeing processes for conducting these evaluations.

## **J. 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. The Board reviews the Company's long-term strategic plan at least annually, and monitors its implementation and execution throughout the year.

The Chairman of the Board establishes the agenda for each Board meeting with the approval of the lead independent director. Agenda items that fall within the scope of responsibilities of a Board committee are reviewed with the chairperson of that committee. Directors are encouraged to suggest the inclusion of items on the agenda. Directors are also free to raise subjects at a Board meeting that are not on the agenda for that meeting.

Independent directors also have the opportunity to meet in executive session without executive management present in connection with each regularly scheduled meeting of the full Board and as otherwise required. The lead independent director presides at executive sessions.

Directors are expected to make reasonable effort to attend and participate in all Board meetings as well as all meetings of the committees on which they serve. In addition, directors are strongly encouraged to attend the annual meeting of shareholders in the absence of unusual circumstances.

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 paid to directors for their work are fair and, consistent with the Company's peer group of public companies, include an equity component coupled with stock ownership and retention guidelines 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  
Innovation Committee

The Corporate Governance and Nominating Committee considers and makes recommendations to the Board regarding committee function, size, structure, and composition. Committee members and chairpersons are recommended to the Board by the Corporate Governance and Nominating Committee and appointed by the full Board. Charters for each committee are made available by the Company and are posted on the Company's website. Each committee chair, in consultation with the other committee members and the CEO, determines the frequency, length and agenda of the committee's meetings, and reports each meeting's highlights and actions taken 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. Directors who serve on the Audit Committee and the Compensation Committee must meet additional, heightened independence criteria as required by the listing standards of the New York Stock Exchange. In addition, each member of the Audit Committee must not be a director, officer, partner, employee or greater than 5% shareholder of, or otherwise be 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, including employees of the Company, who has a concern about the integrity of the Company's accounting, internal financial controls or auditing matters, may communicate that concern to the Audit Committee. These concerns may be submitted in confidence and without personal attribution, and either in writing or by telephone, to either the address or by using the toll-free telephone number posted, on the Company's website.

## **III. The Board and Senior Management**

### **A. Succession Plan**

The Board reviews succession plans for the positions of CEO and other members of senior management, assisted 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. The succession planning process includes consideration of both ordinary course succession, in the event of planned promotions and retirements, and planning for situations where the CEO or another member of senior management unexpectedly become unable to perform the duties of their 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 and without their prior approval. However, such contact should be subject to reasonable efforts to avoid disruption to the Company's business and operations.

#### **D. Shareholder Engagement**

To enable the Company to speak with a single voice, senior management generally serves as the primary spokesperson for the Company, with assistance from the lead independent director, and is responsible for communicating on the Company's behalf with various constituencies, including shareholders. Directors may participate in discussions with shareholders and other constituencies on issues where Board-level involvement is appropriate. In addition, the Board oversees the Company's shareholder engagement efforts, with assistance from the Corporate Governance and Nominating Committee and the Compensation Committee, which oversees shareholder engagement on the subject of executive compensation.

### **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 both circumstances and governance conventions change. The Corporate Governance and Nominating Committee will periodically review these corporate governance guidelines and recommend changes to the Board when appropriate.

ADOPTED BY THE BOARD OF DIRECTORS ON NOVEMBER 4, 2022