

DUCOMMUN INCORPORATED
BOARD OF DIRECTORS
INNOVATION COMMITTEE CHARTER

1. Members. The Board of Directors (the “Board”) of Ducommun Incorporated (the “Company”) shall appoint an Innovation Committee of at least three directors, one of whom shall be designated as chairperson. Members of the Innovation Committee are appointed by the Board upon the recommendation of the Corporate Governance and Nominating Committee.

2. Purpose, Duties, and Responsibilities. The purpose of the Innovation Committee shall be to assist the Board of Directors in fulfilling its oversight responsibilities concerning technology related opportunities and issues of strategic importance to the Company. The specific duties and responsibilities of the Innovation Committee will be to:

- a) Assist management and the Board with the development of an overall company-wide technology roadmap that supports the Company’s long-term business objectives and the corporate and business unit strategies designed to advance those objectives, including:
 - i. Assessing the current status and improvement plans for technologies that are key to the success of Ducommun’s current business platforms, both now and as anticipated in the future.
 - ii. Suggesting adjustments and additions to the technology roadmap as appropriate, and especially to support the identification of new, adjacent business platforms that could be important components of the Company’s long-term business development strategy.
- b) Assess and make recommendations to the full Board and management regarding:
 - i. Emerging science and technology trends, including potentially disruptive technology, that could significantly affect the Company and its products;
 - ii. The Company’s intellectual property portfolio and related strategy;
 - iii. The research, development and testing of new or current Company products or variants that require further investigation prior to going to market.

- iv. New and evolving digital strategies being adopted in the aerospace and defense industry by original equipment manufacturers (“OEM”s), primes and Tier 1 suppliers, and assessing the impact of these on the Company’s business. This would include the Internet of Things (“IOT”), Smart Factor, etc.
 - c) Monitor the overall direction, effectiveness, competitiveness and timing of the Company’s research and development programs and pipeline, including:
 - i. Tracking the pipeline of new product introductions and improvements, and notifying the Board of emerging gaps that could affect the Company’s growth profile, and successful execution of its business development strategy.
 - ii. Keeping the Board apprised when competition has successfully launched superior, technology based products in the Company’s core markets, and markets of interest.
 - iii. Updating the Board of impending technology related regulatory changes which may impact the sustainability of the Company’s products.
 - d) As requested by the Board, evaluate the technology attributes and characteristics of potential acquisitions to assure proper alignment with the Company’s strategy.
 - e) Assist management and the Board in identifying those individuals in the Company that are considered key contributors to innovation and ensure they are provided the necessary authority and resources to implement the Innovation Committee’s and Board’s recommendations.
 - f) Review this Charter annually and recommend to the Board any charter revisions deemed necessary or desirable.
 - g) Review the Committee’s own performance annually.
- 3. Resources. The activities of the Innovation Committee will be anticipated and funded by the Company’s Annual Operating Plan. These activities could include support provided by independent consultants and advisors, the need for and advisability of which will be discussed with the Company’s Chief Executive Officer with whom the engagement’s scope and cost will be determined by mutual agreement.

4. Meetings. The Innovation Committee shall meet at least three times per year, either in person or telephonically, and at such times and places as the Innovation Committee shall determine. The Innovation Committee shall meet separately in executive session, and periodically with management. The majority of the members of the Innovation Committee shall constitute a quorum. The Innovation Committee shall regularly review its activities with the Company's full Board of Directors.

ADOPTED BY THE BOARD OF DIRECTORS ON OCTOBER 19, 2018