

## **Code of Ethics for Senior Financial Officers** **Ducommun Incorporated**

### **Introduction**

This Code of Ethics for Senior Financial Officers (the "Code") has been adopted by the Board of Directors of Ducommun Incorporated (the "Company") to promote honest and ethical conduct, proper disclosure of financial information in the Company's reports filed with the Securities and Exchange Commission and in other public communications, and compliance with applicable governmental laws, rules and regulations.

### **Applicability**

The Code applies to all senior financial officers of the Company and its subsidiaries. As used in the Code, the term "senior financial officers" means the chief executive officer, president, chief financial officer, treasurer and controller of the Company, and the president, vice president of finance and controller of each subsidiary of the Company.

### **Principles and Practices**

Each of the senior financial officers shall:

1. Maintain high standards of honest and ethical conduct, and avoid any actual or apparent conflict of interest as defined in the Company's Code of Business Conduct and Ethics;
2. Report to the Audit Committee of the Board of Directors any conflict of interest that may arise and any material transaction or relationship that reasonably could be expected to cause a conflict of interest;
3. Provide, or cause to be provided, full, fair, accurate, timely, and understandable disclosure in reports and documents that the Company files with, or submits to, the Securities and Exchange Commission and in other public communications made by the Company;
4. Comply and take reasonable actions to cause the Company to comply with applicable governmental laws, rules, and regulations; and
5. Promptly report violations of the Code to the Audit Committee of the Board of Directors.

Senior financial officers shall also comply with the Code of Business Conduct and Ethics applicable to the Company's directors, officers and employees generally.

### **Compliance and Accountability**

The Audit Committee of the Board of Directors will assess compliance with the Code, report material violations of the Code to the Board of Directors, and recommend to the Board of Directors appropriate actions to be taken in the event of violations of the Code.

### **Waiver**

Any request for a waiver of any provision of the Code must be submitted in writing and addressed to the Chairman of the Audit Committee of the Board of Directors. Any waiver of the

Code may be made only by the Board of Directors, and will be disclosed promptly by the Company as required by law and New York Stock Exchange rules.

ADOPTED BY THE BOARD OF DIRECTORS ON FEBRUARY 25, 2004.