



EXECUTIVE COMMITTEE CHARTER

Mission Statement

The purpose of the Executive Committee (the "Committee") of the Board of Directors (the "Board") of Alcoa Corporation (the "Company") is to exercise the authority of the Board, except as otherwise limited by law, including during the intervals between regularly scheduled Board meetings when Board action is needed.

Membership

The Committee shall consist of no fewer than three members, the exact number to be determined from time to time by the Board.

The members of the Committee shall be appointed by a majority vote of the Board from among its members based on the recommendations of the Governance and Nominating Committee and shall serve until such member's successor is duly appointed and qualified or until such member's resignation or removal by a majority vote of the Board.

Authority and Responsibilities

The Committee shall have the following specific authority and responsibilities (in addition to any others that the Board may from time to time delegate to the Committee):

Except as otherwise limited by law, the Committee shall have and exercise the authority of the Board in the management of the business and affairs of the Company.

Structure and Operations

The Board shall designate one member of the Committee to act as its chairperson. A meeting may be called by any member of the Committee. A majority of the members of the Committee shall constitute a quorum; the act of a majority of such members at a meeting at which a quorum exists shall be the act of the Committee.

Notice of a Committee meeting shall be given by letter or other writing deposited in the United States mail or with an express mail or private courier service not later than during the second day immediately preceding the day for such meeting, or by word of mouth, telephone, facsimile, e-mail or other oral, written or electronic communication means received not later than during the day immediately preceding the day for such meeting. Attendance of a person at any meeting shall constitute a waiver of notice of the meeting.

The Committee may request that any directors, officers or other employees of the Company, or any other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests. The Committee may exclude from its meetings any persons it deems appropriate in order for it to fulfill its responsibilities.

The Committee shall maintain minutes or other records of its meetings. Prior to the Board's next regularly scheduled meeting, the Committee shall provide to the Board the minutes or other records of its meetings and, if the Committee has taken any action by unanimous consent, information regarding such action.



Except as expressly provided in this charter, the Company's Bylaws or the Company's Corporate Governance Guidelines, or as required by law, regulation or NYSE listing standards, the Committee shall set its own rules of procedure.