

GOVERNANCE AND NOMINATING COMMITTEE CHARTER

Mission Statement

The purpose of the Governance and Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of Alcoa Corporation (the “Company”) is to (i) identify individuals qualified to become Board members and recommend such individuals to the Board for nomination for election to the Board, (ii) make recommendations to the Board regarding appointments to Committees of the Board, (iii) develop, recommend and annually review corporate governance guidelines for the Company and oversee corporate governance matters, and (iv) coordinate an annual review of the Board’s performance.

Membership

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

Each member of the Committee shall meet the independence requirements imposed by the listing standards of the New York Stock Exchange (the “NYSE”).

The members of the Committee shall be appointed by a majority vote of the Board from among its members 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):

A. Board Nominees and Service

1. The Committee shall determine the criteria, objectives and procedures for selecting Board members. The Board membership criteria are set forth in the Company’s Corporate Governance Guidelines, and the Committee shall consider such criteria in the context of the existing composition and needs of the Board and its Committees.
2. The Committee shall (a) review potential candidates for the Board suggested to it and report to the Board regarding the results of such review; (b) recommend nominations for election or re-election to the Board; and (c) recommend appointments to the Board to fill vacancies.
3. The Committee shall review the appropriateness of continued service on the Board of members (a) whose business or professional affiliations or responsibilities have changed; (b) who contemplate accepting a directorship on another public company board; or (c) who contemplate accepting an appointment to an audit or compensation committee of another public company board.

B. Appointments to Board Committees

The Committee shall (i) make recommendations to the Board regarding Board committee membership and (ii) identify qualified Board members to fill vacancies on any committee of the Board and recommend that the Board appoint the identified member or members to such Board committee. In recommending a candidate for appointment to a particular Board committee, the

Committee shall consider any required qualifications as set forth in the applicable Board committee's charter, the needs of such committee in light of its purpose and responsibilities and the existing composition of such committee, the benefits of periodic rotation of Board committee members and any other factors the Committee deems appropriate.

C. Corporate Governance

1. The Committee shall review proposed changes to the Company's Certificate of Incorporation, Bylaws and policies, and make recommendations to the Board as the Committee deems advisable.
2. The Committee shall, at least annually, review and assess the Company's Corporate Governance Guidelines and, if appropriate, recommend to the Board changes to those guidelines.
3. The Committee shall review any requests for waivers of the Company's Corporate Governance Guidelines.
4. The Committee shall review and approve, ratify, revise or reject related person transactions in accordance with the Company's Related Person Transaction Approval Policy and shall review the associated disclosure to be included in the Company's public filings. The Committee shall report approved related person transactions to the Board.
5. The Committee shall review and make recommendations to the Board with respect to any proposal recommended by management or properly presented by a shareholder for inclusion in the Company's annual proxy statement. The Committee may, as appropriate in light of the subject matter of the proposal, refer any such proposal to any other Committee of the Board for purposes of such review and recommendations.
6. The Committee shall consider matters of corporate governance as it determines appropriate and make recommendations to the Board regarding, or take action with respect to, such matters.
7. The Committee shall review the effectiveness of the orientation process for newly elected members of the Board. The Committee shall also regularly assess the adequacy of and need for additional continuing director education programs.

D. Director Compensation

The Committee shall periodically review and make recommendations to the Board regarding director compensation.

E. Board Performance

The Committee shall oversee the annual evaluation of the structure, organization, policies, performance and effectiveness of the Board.

F. Performance Evaluation

The Committee shall review its own performance and reassess the adequacy of this charter at least annually in such manner as it deems appropriate, and submit such evaluation, including any recommendations for change, to the full Board for review, discussion and approval.

G. Retention of Consultants and Advisors

The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates, including authority to approve the search firm's fees and other retention terms.

Structure and Operations

The Board shall designate one member of the Committee to act as its chairperson. The Committee shall meet in person or telephonically at least two times a year at such times and places determined by the Committee chairperson, with further meetings to occur, or actions to be taken by unanimous consent, when deemed necessary or desirable by the Committee or its chairperson. The chairperson, with input from the other members of the Committee, shall set the agendas for Committee meetings; such agendas shall be distributed to the full Board. Two members of the Committee shall constitute a quorum; when more than two members are present, the act of a majority of such members at a meeting at which a quorum exists shall be the act of the Committee, and when only two members are present, the unanimous vote of the two members shall constitute the act of the Committee.

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 may form and delegate authority to subcommittees when appropriate.

The Committee shall maintain minutes or other records of its meetings and shall give regular reports to the Board on these meetings, including the Committee's actions, conclusions and recommendations and such other matters as required by this charter or as the Board shall from time to time specify. Reports to the Board may take the form of oral reports by the chairperson of the Committee or any other member of the Committee designated by the Committee to give such report.

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.