

SAFETY, SUSTAINABILITY AND PUBLIC ISSUES COMMITTEE CHARTER

Mission Statement

The purpose of the Safety, Sustainability and Public Issues Committee (the “Committee”) of the Board of Directors (the “Board”) of Alcoa Corporation (the “Company”) is to (i) provide guidance on matters relating to the Company’s corporate and social responsibility, including but not limited to safety and health, environmental sustainability, and social performance; (ii) oversee, and provide advice on improvements to, Company initiatives, policies, and practices to promote alignment with, and the achievement of, the Company’s values; and (iii) advise the Board and management on significant public policy issues that are pertinent to the Company and its stakeholders.

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 of the Board 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):

1. The Committee shall (a) review the Company’s initiatives, policies, and practices; (b) oversee the Company’s risk management policies and procedures; and (c) advise and make such recommendations to the Board and management with respect to:
 - (i) the Company’s safety performance and programs in promotion of a safe and healthy work environment;
 - (ii) environmental sustainability matters, including progress against the Company’s key environmental impact targets and related initiatives, including as they relate to climate;
 - (iii) social performance, including stakeholder and community relations; and
 - (iv) political trends and major global legislative and regulatory developments or other government relations, trade, or public policy issues that may affect the Company’s business operations or performance.
2. The Committee shall consider developments affecting, and risks related to, the Company’s corporate reputation and public image, and provide guidance regarding the protection of the Company’s reputation.
3. The Committee shall oversee the Company’s policies and practices relating to the Company’s lobbying and other political activities.
4. The Committee shall oversee the Company’s policies on corporate charitable activities and review the Company’s activities with respect to charitable contributions, including the Alcoa Foundation.

Performance Evaluation and Charter Review

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

Retention of Consultants and Advisors

The Committee shall have the authority, in its sole discretion, to retain and obtain the advice of any consultants or advisors to assist the Committee in carrying out its responsibilities and to approve the fees and expenses of such consultants.

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 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. A majority of the Committee shall constitute a quorum.

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, or to officers of the Company, 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.