



GOVERNANCE AND NOMINATING COMMITTEE CHARTER

Purpose

The purpose of the Governance and Nominating Committee (the "Committee") of the Board of Directors (the "Board") of Arconic Corporation (the "Company") is to assist the Board in its oversight of the corporate governance affairs of the Company consistent with the long-term best interests of the Company and its stockholders, including (i) identifying and recommending individuals qualified to become Board members to the Board for nomination for election to the Board and appointments to committees of the Board, (ii) develop, recommend and oversee compliance with corporate governance policies, and (iii) oversee an annual review of the Board's performance.

Membership

Number and Appointment

The Committee shall consist of at least three directors, the exact number to be determined from time to time by the Board.

The members of the Committee shall be appointed by the Board from among its members based on the recommendations of the Governance and Nominating Committee and shall serve until their successors are duly appointed and qualified or until their resignation or removal by a majority vote of the Board.

Independence

The members of the Committee shall meet the independence requirements imposed by the listing standards of the New York Stock Exchange (the "NYSE") and the Securities Exchange Act of 1934, as amended, and the regulations thereunder (the "Exchange Act").

Validity of Action

Any action taken by the Committee during a period in which one or more of the members subsequently is determined to have failed to meet the membership qualifications shall nevertheless constitute duly authorized actions of the Committee and shall be valid and effective for all purposes, except to the extent required by law or determined appropriate by the Committee to satisfy regulatory requirements.

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):

Board Nominees and Service

1. The Committee shall develop and recommend to the Board criteria for the selection of individuals to be considered as candidates for election to the Board, including those set forth in the Company's Corporate Governance Guidelines as they may be amended from time to time.
2. The Committee shall:
 - (a) investigate, review and evaluate the qualifications of candidates for membership on the Board and assess the contributions and performance of directors eligible for re-election;
 - (b) evaluate the independence of candidates for membership on the Board;
 - (c) recommend to the Board director nominees for stockholder approval at any regular or special meeting of stockholders at which one or more directors are to be elected; and
 - (d) recommend director nominees to fill vacancies on the Board, as necessary.
3. The Committee shall endeavor to ensure that the Board and its committees are composed of directors that reflect a diversity of experience, gender, race, ethnicity and age.
4. The Committee shall review any director resignation letter or offer to resign under the Company's Corporate Governance Guidelines and recommend to the Board whether to accept such resignation.

Board and Committee Structure and Operations

5. The Committee shall:
 - (a) review and make recommendations to the Board concerning the appropriate structure, size, leadership and operations of the Board; and
 - (b) review the functioning of the Board's committees and recommend to the Board any changes in committee structure, leadership and operations, including the creation or elimination of committees.

Appointments to Board Committees

6. The Committee shall:
 - (a) make recommendations to the Board regarding Board committee membership, including the chairmanship of the committees; and

- (b) identify, and recommend to the Board for appointment, qualified Board members to fill vacancies or serve as chair on any committee of the Board.
7. In recommending a candidate for appointment as a member or chair to a Board committee, the Committee shall consider:
- (a) any required qualifications as set forth in the applicable Board committee's charter;
 - (b) such candidate's independence under applicable law;
 - (c) the needs of such committee in light of its purpose and responsibilities and the existing composition of such committee;
 - (d) the diversity of the Committee;
 - (e) the benefits of periodic rotation of Board committee members and chairs; and
 - (f) any other factors the Committee deems appropriate.

Corporate Governance

8. 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.
9. The Committee shall develop, recommend and oversee the compliance with the Company's Corporate Governance Guidelines and other corporate governance related policies and practices and, if appropriate, recommend to the Board changes.
10. The Committee shall review and make recommendations to the Board with respect to any proposal recommended by management or properly presented by a stockholder for inclusion in the Company's annual proxy statement which relate to director nominations or governance matters.
11. The Committee shall review and oversee director orientation and continuing education programs.
12. The Committee shall oversee and make recommendations regarding matters of corporate governance, including the respective roles of the Board, the Board committees and the individual directors in the Company's governance process.

Director Compensation

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

Board and Committee Performance

14. The Committee shall conduct an annual evaluation of the structure, organization, policies, performance and effectiveness of the Board, and shall oversee the conduct by each standing committee of an annual evaluation of its own performance as provided in its charter.
15. The Committee shall conduct an annual evaluation of the Chairperson of the Board and each committee chair, except the Committee's chair, which shall be overseen by the Chairperson of the Board.
16. The Committee shall oversee and report to the Board on the results of these evaluations.

Retention of Consultants and Advisors

17. The Committee may, in its sole discretion, retain or obtain the advice of a search firm, independent legal counsel or other advisor retained by the Committee. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any search firm, independent legal counsel or other advisor retained by the Committee.

Meetings and Procedure

Chairperson

The Board shall designate one member of the Committee to act as its chairperson.

Meetings and Agendas

The Committee shall meet in person or telephonically at least four times per 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. Any member of the Committee or the Chairperson of the Board may call a meeting of the Committee.

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 chairperson, with input from the other members of the Committee, shall set the agendas for Committee meetings; such agendas shall be distributed to the Board.

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.

Records and Reports

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 may 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.

Attendance by Invitation

Any member of the Board may attend any meeting of the Committee, other than executive sessions of the Committee and such portions of a meeting as to which the Committee, in its sole discretion, excuses such member of the Board.

The Committee may invite observers, including members of management, employees, independent advisors, or any other persons whose advice and counsel are sought by the Committee, to attend all or part of any meeting as the Committee deems appropriate. The Committee may exclude from any meeting, or any part of any meeting, any persons it deems appropriate for it to fulfill its responsibilities.

Subcommittees

The Committee may form and delegate authority to subcommittees when appropriate, subject to applicable law, SEC regulations and NYSE listing standards.

Charter Review and Evaluation

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

Resources

The Company shall provide for appropriate funding, as determined by the Committee for payment of reasonable compensation to the search firm and any other advisors retained by the Committee and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Approved and adopted July 10, 2020