



## BUSINESS CONDUCT POLICIES

### **BACKGROUND:**

The following policies apply equally to the Board of Directors, officers and employees at all levels of Alcoa Inc. ("Alcoa") and each subsidiary, partnership, joint venture or other business association that is effectively controlled by Alcoa directly or indirectly (together called the "company"). All officers and managers of the company are responsible for communicating and implementing these policies within their specific areas of supervisory responsibility.

### **POLICY:**

1. The company and its directors, officers and employees shall comply with all laws and regulations that are applicable to the company's activities.
2. All directors, officers and employees shall comply with the company's policy on Insider Trading.
3. No receipt or payment of funds, property, service or thing of value shall be made by the company with the intent or understanding that any part thereof is to be used for any unlawful purpose or for any purpose other than as described in the documentation which evidences or supports the transaction.
4. Compliance with accepted accounting rules and controls is required at all times. All reports and documents filed with the Securities and Exchange Commission or any other governmental agency, as well as all other public disclosures, shall contain full, fair, accurate and timely disclosures.
5. No false, artificial or misleading entries in the books and records of the company shall be made for any reason whatsoever. No fund or asset that is not fully and properly recorded and no accounting entries or books of account that do not truly reflect the transactions to which they relate shall be created or permitted to exist.
6. Gifts, favors and entertainment may be given at company expense or accepted by directors, officers or employees from a competitor or an individual or firm doing or seeking to do business with the company only if they meet all of the following criteria:
  - a. they are consistent with customary business practices and do not violate applicable law or ethical standards;
  - b. they are not excessive in value;
  - c. they cannot be construed as a bribe, payoff or improper inducement; and
  - d. public disclosure of the facts would not embarrass the company or the director, officer or employee.

Payments or gifts of cash (or of cash equivalents such as stocks or commodities) to or from a competitor or an individual or firm doing or seeking to do business with the company are



never permitted and may not be solicited, offered, made or accepted by directors, officers or employees.

7. The use of company funds, property, services or things of value for or in aid of political parties or candidates for public office is prohibited. Any exception requires the prior written approval of the General Counsel and the Chief Executive Officer of Alcoa.

8. No corporate asset may be used for or in aid of any committee whose principal purpose is to influence the outcome of a referendum or other vote of the electorate on a public issue, unless the legality is confirmed by the General Counsel of Alcoa and the written approval of the Chief Executive Officer of Alcoa is first obtained.

9. Employees are encouraged to participate in political activities as they see fit, on their own time and at their own expense. No reward, compensation or reimbursement for such activity or the expense thereof shall be made by the company directly or indirectly.

10. All Directors, officers and employees have a duty to be free from the influence of any conflicting interest when they represent the company in negotiations or make recommendations with respect to dealings with third parties, or otherwise carry out their duties with respect to the company. They are expected to deal with suppliers, customers, contractors, and all others doing business with the company on the sole basis of what is in the best interest of the Company, without favor or preference to third parties based on personal considerations. In particular:

a. Directors, officers and employees who deal with parties doing or seeking to do business with the company -- or who make recommendations with respect to such dealings or pass judgment upon them -- shall not own any interest in or have any personal agreement or understanding with such third parties that might tend to influence the decision of the director, officer or employee with respect to the business of the company, unless expressly authorized in writing after the interest, agreement or understanding has been disclosed.

b. No director, officer or employee shall seek or accept, directly or indirectly, any personal loan or services from any individual or business concern doing or seeking to do business with the company except from financial institutions or service providers offering like loans or services to third parties under similar terms in the ordinary course of their respective businesses.

c. No director, officer or employee shall do business with a close relative on behalf of the company unless expressly authorized in writing after the relationship has been disclosed.

d. The requirement of freedom from conflicting interests that applies to all directors, officers and employees of the company extends also to situations involving their close relatives. This will normally include spouse, parents, children, and brothers and sisters, mothers and fathers-in-law, sons and daughters-in-law, and anyone (other than employees of such person) who share such person's home.

e. The Chief Executive Officer of Alcoa, or in the case of directors or executive officers, the Board of Directors has the ultimate authority and responsibility to determine what remedial steps should be taken in situations involving an actual or potential conflict of interest.

11. All director, officers and employees are responsible for protecting the company's assets, including its proprietary information and the proprietary information of any third party with respect



to which the company has incurred confidentiality and limited use obligations. No director, officer or employee will take for itself personally any opportunity that is discovered through the use of company property, information or position, or use company property or information for personal gain.

12. Any director, officer or employee who discovers an event of a questionable, fraudulent or illegal nature which is, or may be, in violation of the foregoing policies is to immediately report such event to the General Counsel of Alcoa. Retribution against any officer or employee for such reporting is prohibited and will not be tolerated.

13. Violation of the foregoing policies by any officer or employee will result in appropriate, case specific discipline that may include demotion or discharge. The company shall not delegate substantial discretionary authority to any individual who, in the good faith judgment of the company, has shown a propensity to engage in illegal activities.

SCOPE: Worldwide