

PUBLIC ISSUES COMMITTEE CHARTER

Mission Statement

The purpose of the Public Issues Committee (the “committee”) of the Board of Directors (the “board”) of Alcoa Inc. (the “company”) is to provide oversight and guidance on public issues that may affect the company.

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):

1. The committee shall provide oversight of the company’s policies and procedures on sustainability and social issues.
2. The committee shall make recommendations to the board on significant stakeholder concerns or proxy proposals involving the environment, sustainability, social responsibility or other public issues that may have an effect on the reputation of the company.
3. The committee shall have oversight of and bring to the attention of the board as appropriate, current and emerging political, social and environmental trends and public policy issues that may affect the business operations, performance or public image of the company.
4. The committee shall provide oversight of policies and procedures on spending in support of political endeavors.
5. The committee shall oversee the company’s policies and procedures on corporate charitable giving.

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.

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 written 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 by-laws or the company's Corporate Governance Guidelines, or as required by law, regulation or New York Stock Exchange listing standards, the committee shall set its own rules of procedure.

(Revised January 2012)