



## **DIRECTOR SELECTION POLICY**

### **PURPOSE**

Arconic Corporation ("Arconic" or the "Company") is committed to engaging in a robust and objective process in identifying and evaluating the qualifications of potential director nominees for election and ensuring that all directors are committed to upholding Arconic's core values.

The Board of Directors (the "Board") has delegated responsibility for the identification and evaluation of, and the recommendation for nomination of, potential and incumbent directors to the Governance and Nominating Committee (the "Governance Committee"). The Board has adopted this Director Selection Policy (this "Policy") to provide guidance to the Governance Committee and Board with respect to (i) the annual review of each incumbent director and (ii) the identification, evaluation, and appointment and nomination for election of new director candidates.

The Board recognizes that the need for directors possessing particular qualifications, judgment, attributes, background, experiences, perspectives and skills will vary from time to time based on Arconic's business operations and the interplay of those characteristics with the Board as a whole. Accordingly, this Policy is designed to support the Governance Committee and Board in selecting qualified director nominees and is not designed to serve as prescriptive checklist or to impose any obligation on the Governance Committee or the Board.

### **SCOPE**

This Policy shall apply to the annual evaluation of incumbent directors, as well as director candidates identified or recommended by the Board or the Governance Committee, any advisor retained by the Board or the Governance Committee, management, or a stockholder.

This Policy does not supersede the procedural requirements for nominations by stockholders as set forth in Arconic's Bylaws. Any stockholder wishing to recommend a candidate for consideration by the Board shall follow the procedures for stockholder nominations set forth in Arconic's Bylaws.

### **POLICY**

The Governance Committee will seek to identify exemplary candidates with extensive experience and business acumen to serve on the Board. The identification and evaluation of candidates for nomination to the Board will be guided by the current and anticipated needs based on the Governance Committee and Board's ongoing evaluation of the Company's business operations, governance needs and the Board's succession plan. The process will incorporate an assessment of each incumbent director or candidate's alignment with Arconic's values as well as objective criteria identified in this Policy. The Board believes its values and criteria based approach will result

in the identification and nomination of candidates that will promote continuity of highly successful Board oversight and leadership.

The Governance Committee's process for identifying candidates for nomination shall reflect the value qualified incumbent directors bring to Arconic. Consistent with this Policy, incumbent directors who continue to (i) satisfy the criteria for membership on the Board, (ii) continue to make important contributions to the Board, and (iii) who consent to continue their service on the Board will be considered for nomination for re-election.

This Policy is intended to supplement the criteria set forth in Arconic's Corporate Governance Guidelines with respect to independence, diversity and membership on other boards or committees and the requirements for service on particular committees as set forth in applicable committee charters or as required by law. Accordingly, the consideration of any criteria or requirements set forth in the Corporate Governance Guidelines or any committee charter shall form a part of the Governance Committee's and Board's fulfillment of their responsibilities under this Policy.

## **1. Diversity and Inclusion**

The Governance Committee and the Board will seek to achieve a mix of directors that represents a diversity of attributes, background, experiences (including experience with businesses and other organizations of a comparable complexity), perspectives and skills, including with respect to differences in customs, culture, international background, thought, generational views, race, gender, ethnicity and specialized professional experience. No director nominee shall be chosen or excluded solely because of race, color, gender, ethnicity, national origin or sexual orientation or identity.

## **2. Values-Based Criteria for Selection of Directors**

All directors are expected to meet certain minimum criteria that are indicative of the individual's ability to uphold Arconic's values in fulfilling the oversight function of the Board. In addition to the below, the Governance Committee or the Board may consider any other value-based qualifications as they deem appropriate from time to time.

- a. Directors must have demonstrated the highest ethical behavior and must have reputations, both personal and professional, that are consistent with a commitment to uphold the Company's reputation and values.
- b. Directors must understand the fiduciary obligations of directors of publicly held companies and the legal responsibilities of directors.
- c. Directors must be independent in thought and judgment. They must have the ability to speak out on difficult subjects; to ask challenging questions of management, other directors, and advisors to the Company, and demand accurate, honest answers; to

balance constructive challenges to management with maintaining an atmosphere of collaboration and trust.

### **3. Additional Criteria for Selection of Directors**

The Governance Committee and Board shall have the discretion, in the evaluation of any particular incumbent director or candidate for nomination, to consider some or all of the following criteria, to eliminate one or more particular criteria as not applicable, and to afford equal or unequal weighting to various criteria considered. In identifying and evaluating an incumbent director or candidate, the Governance Committee and the Board will focus on any special skills, expertise or background that would complement or bring particularly valuable perspective to the Board.

- a. Directors should understand and be committed to balancing the long-term interests of all of the Company's shareholders, as well as giving consideration to the interests of its other key stakeholders, including its customers, employees and the communities where the Company has an impact. Directors must not be beholden to any special interest group or constituency.
- b. No director should have, or appear to have, a conflict of interest that would impair that director's independent judgement or ability to make decisions consistently in a fair and balanced manner.
- c. Each director should have demonstrated excellence in his or her profession and be able to deal effectively with crises and to provide advice and counsel to the Chief Executive Officer and his or her peers.
- d. Directors should have proven business acumen that adds substantial value and perspective to the Board's oversight of material issues related to the Company's business. The required acumen may be demonstrated by a wide variety of professional experience, including but not limited to (i) serving or having served as a chief executive officer, or other senior leadership role, in a significant, complex organization; (ii) serving or having served in a significant policy-making or leadership position in a well-respected, nationally or internationally recognized educational institution, not-for-profit organization or governmental entity; or (iii) having achieved a widely recognized position of leadership in the director's field of endeavor.
- e. Directors should be committed to understanding the Company and its industry; to regularly preparing for, attending and actively participating in meetings of the Board and its committees; and to ensuring that existing and future individual commitments will not materially interfere with their obligations to the Company.
- f. All members of the Board should be financially literate and must have a sound understanding of business strategy, business environment, corporate governance and board operations.
- g. New director nominees should be willing and able to commit to serve as a member of the Board for an extended period of time.



## **AMENDMENT**

The Board shall have the authority to amend this Policy from time to time.

Approved and adopted February 4, 2021