



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) developing, recommending and overseeing compliance with corporate governance policies, (iii) overseeing an annual review of the Board's performance, and (iv) overseeing and making recommendations related to the Company's environmental, social and governance ("ESG") programs in conjunction with other committees of the Board to which oversight of specific ESG-related matters have been delegated.

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 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 regularly review, and consider in evaluating candidates, whether the Board and its committees are composed of directors that represent 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.
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 chairpersons of the committees; and
 - (b) identify, and recommend to the Board for appointment, qualified Board members to fill vacancies on or serve as chairperson of any committee of the Board.
7. In recommending a candidate for appointment as a member or chairperson of 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 such 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 changes to the Board.
- 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.
- 12. The Committee shall oversee and make recommendations regarding matters of corporate governance, including the respective roles of the Board and the Board committees in the Company's governance process.

Environmental, Social and Governance

- 13. The Committee shall oversee the Company's ESG policies and strategies , including:

- (a) reviewing the Company's key ESG strategies and initiatives, and overseeing key ESG topics reviewed by the Board and the other committees of the Board;
- (b) reviewing the Company's environmental sustainability programs, including key risks and opportunities related to climate change, developing internal and external greenhouse gas emissions goals and metrics, and monitoring the Company's performance with respect to such goals and metrics;
- (c) coordinating with the Compensation and Benefits Committee in regard to ESG matters related to human capital resources and executive compensation; and
- (d) overseeing shareholder engagement regarding ESG matters,

in each case in conjunction with the Board and other committees of the Board, as the Committee deems appropriate.

Director Compensation

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

Board and Committee Performance

- 15. 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.
- 16. The Committee shall oversee the annual evaluation of each non-employee director, except that the evaluation of the Committee chairperson shall be overseen by the Chairperson of the Board.
- 17. The Committee shall oversee and report to the Board on the results of these evaluations.

Retention of Consultants and Advisors

- 18. 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.

A majority of the members of the Committee (or two members in the event that the Committee is comprised of four or fewer members) shall constitute a quorum. When a quorum is 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 the Committee is comprised of four or fewer members and 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.

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 28, 2022