



## RELATED PERSON TRANSACTION APPROVAL POLICY

This policy applies to any transaction in which Howmet Aerospace Inc. ("Howmet Aerospace") or a subsidiary, partnership, joint venture or other business association that is effectively controlled by Howmet Aerospace directly or indirectly (collectively called the "Company") is a participant, the amount involved exceeds \$120,000 and a Related Person (as defined below) has or will have a direct or indirect material interest ("Related Person Transaction").

1. It is the responsibility of the Governance and Nominating Committee ("committee") to review Related Person Transactions and approve, ratify, revise or reject Related Person Transactions in accordance with this policy.
2. Company management will be responsible for determining whether a transaction meets the requirements of a Related Person Transaction requiring review under this policy, including whether the Related Person has a material interest, based on a review of all facts and circumstances, including information provided to management in the annual director and officer questionnaires. Upon determination by management that a transaction is a Related Person Transaction requiring review by the committee, the material facts respecting the transaction and the Related Person's interest in such transaction shall be reported to the committee. The committee shall be entitled to rely on such determinations by management.
3. If a Related Person Transaction involves a Related Person who is a director or an Immediate Family Member of a director, such director may not participate in the deliberations or vote respecting such transaction; provided, however, that such director may be counted in determining the presence of a quorum at a meeting of the committee which considers such transaction.
4. If management determines it is impractical or undesirable to wait until a committee meeting to consummate a transaction with a Related Person, the chairman of the committee may approve the transaction with the Related Person. Any such approval must be reported to the committee at the next regularly scheduled committee meeting.
5. If the Company becomes aware of a Related Person Transaction that has not been approved under this policy, the matter shall be reviewed by the committee. The committee shall consider all of the relevant facts and circumstances respecting such transaction, and shall evaluate all options available to the Company, including ratification, revision or termination of such transaction, and shall take such course of action as the committee deems appropriate under the circumstances.
6. Standing Pre-Approval for Certain Transactions. The committee has determined that each of the following transactions involving a Related Person shall be deemed to be pre-approved by the committee, even if the aggregate amount involved exceeds \$120,000:
  - (a) *Employment of executive officers.* Any employment by Howmet Aerospace of an executive officer of Howmet Aerospace, as long as the executive officer is not an Immediate Family Member of another executive officer, director, or nominee for director of Howmet Aerospace, and the Compensation and Benefits Committee has approved such executive officer's compensation.



- (b) *Director compensation.* Any compensation or benefits paid to a director for service as a director of Howmet Aerospace, as long as the Board of Directors has approved such compensation or benefits.
- (c) *Certain transactions with other entities.* Any transaction with another entity in which the aggregate amount involved does not exceed the greater of \$1,000,000 or 2 percent of the other entity's total annual revenues, if a Related Person's interest arises only from:
  - (i) such person's position as an employee or executive officer of the other entity; or
  - (ii) such person's position as a director of the other entity; or
  - (iii) the ownership by such person, together with his or her Immediate Family Members, of less than a 10% equity interest in the aggregate in the other entity (other than a partnership); or
  - (iv) both such position as a director and ownership as described in (ii) and (iii) above; or
  - (v) such person's position as a limited partner in a partnership in which the person, together with his or her Immediate Family Members, have an interest of less than 10%.
- (d) *Certain Company charitable contributions.* Any charitable contribution, grant or endowment by the Company to a charitable organization, foundation or university in which a Related Person's only relationship is as an employee (other than an executive officer), or a director or trustee, if the aggregate amount involved does not exceed the greater of \$250,000 or 2 percent of the charitable organization's total annual receipts.
- (e) *Transactions where all shareholders receive proportional benefits.* Any transaction where the Related Person's interest arises solely from the ownership of a class of Howmet Aerospace's equity securities and all holders of that class of equity securities received the same benefit on a pro rata basis (e.g., dividends).
- (f) *Transactions involving competitive bids.* Any transaction involving a Related Person where the rates or charges involved are determined by competitive bids.
- (g) *Regulated transactions.* Any transaction with a Related Person involving the rendering of services as a common or contract carrier, or public utility, at rates or charges fixed in conformity with law or governmental authority.
- (h) *Certain banking-related services.* Any transaction with a Related Person involving services as a bank depository of funds, transfer agent, registrar, trustee under a trust indenture, or similar services.

7. For purposes of this policy, the following definitions shall apply:

- (a) A "Related Person" is any director or executive officer of Howmet Aerospace, any nominee for director, any shareholder known to Howmet Aerospace to be the beneficial owner of more than 5% of any class of Howmet Aerospace's voting securities, and any Immediate Family member of any such person.
- (b) "Immediate Family Member" means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law of a person, and any person (other than a tenant or an employee) sharing the household of such person.



8. Transactions with Related Persons must also comply with the Company's existing policies and procedures, including Howmet Aerospace's Business Conduct Policies.

*(Revised September 2013)*