

FINANCE COMMITTEE CHARTER

Mission Statement

The purpose of the Finance Committee (the “Committee”) of the Board of Directors (the “Board”) of Howmet Aerospace Inc. (the “Company”) is to review and provide advice and counsel to the Board regarding the Company’s capital structure, financing transactions, capital plan, acquisitions and divestitures, debt ratings, share repurchase and dividend programs, policies relating to interest rate, commodity and currency hedging, employee retirement plans, and such other topics as the Board may deem appropriate.

Membership

The Committee shall consist of at least three members, with the exact membership 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. Review the Company’s policies and practices relating to financial matters, including management’s strategies for mitigating liquidity, commodity and interest rate risk and the Company’s financing plans and capital allocation procedures.
2. Review and make recommendations to the Board concerning changes to the Company’s capital structure proposed by management, including dividends and the repurchase or issuance of debt or equity securities.
3. Review and receive periodic reports regarding the Company’s annual capital plan, including capital allocation, funding, and capital expenditures, and any significant proposed restructuring expenditures.
4. Review as needed or requested by the Board, any significant financial exposures or contingent liabilities of the Company.
5. Receive periodic reports regarding the Company’s continuing relationships with financial institutions and credit rating agencies.
6. Review with management and provide recommendations to the Board on proposed significant transactions requiring Board approval, such as mergers, acquisitions, joint ventures, divestitures and strategic investments, as well as the execution, financial results and operational impact of such transactions.
7. Review and monitor the financial status, investment performance and funding of the Company’s qualified and nonqualified defined benefit and defined contribution retirement plans, and make recommendations to the Board as appropriate.
8. Review its own performance and reassess the adequacy of this charter on a periodic basis 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, telephonically or via other communications equipment by means of which all persons participating in the meeting can hear each other. The Committee shall meet at least three 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. 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 (including committees composed of management).

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.

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 New York Stock Exchange listing standards, the Committee shall set its own rules of procedure.