

## **ALCAN INC. CORPORATE GOVERNANCE COMMITTEE CHARTER**

### **I. Statement of Policy:**

The Corporate Governance Committee of the Board of Directors of Alcan Inc. (the "Committee") shall have the broad responsibility for reviewing corporate governance practices observed within the Company (including Board practices and performance) and for making recommendations with respect to such matters to the Board.

### **II. Composition and organization of the Corporate Governance Committee:**

The Committee shall consist of at least five Directors, none of whom shall be an employee of the Company or its subsidiaries or related companies. A majority of Members of the Committee must be determined by the Board of Directors to be independent in respect of the Company as contemplated by the laws, regulations and listing requirements to which the Company is subject and in accordance with the *Guidelines on the Independence of the Directors of Alcan*.

Members shall be appointed by the Board, and shall serve for such term as the Board may determine.

The Chairman of the Board shall be the Chairman of the Corporate Governance Committee. The Secretary or an Assistant Secretary of the Company shall act as secretary to the Committee.

### **III. Meetings of the Corporate Governance Committee:**

The Committee shall meet as required.

The Committee may invite such members of Management to its meetings as it may deem desirable or appropriate, subject to the maintenance of confidentiality where required.

The Committee shall meet *in camera*, as necessary.

### **IV. Duties and Responsibilities of the Corporate Governance Committee:**

The following are the duties and responsibilities of the Committee:

1. to make recommendations to the Board from time to time as to changes that the Committee believes to be desirable to the size of the Board or any committee thereof;
2. to recommend nominees for election as Directors of the Company, taking into account the competencies, skills and personal qualities required to add value to the Company and to the functioning of the Board and its Committees;

3. to develop and to recommend to the Board standards to be applied in making determinations as to the presence or absence of material relationships between the Company and a Director;
4. to identify Directors qualified to become Members of any committee of the Board and to recommend that the Board appoint the identified Directors to the respective committee. In nominating a candidate for committee membership, the Corporate Governance Committee shall take into consideration the factors set out in the charter of the particular committee, as well as any other factors it deems appropriate;
5. to establish procedures for the Committee to exercise oversight of the evaluation of the Board, its Committees and the contribution of individual Directors;
6. to develop and to recommend to the Board a set of corporate governance principles applicable to the Company, to review those principles at least once a year and to monitor disclosure of such principles;
7. to assess the Board's relationship with Management and to recommend, where necessary, limits on Management's authority to act without explicit Board approval;
8. in the event of an impending vacancy in the office of the Chairman of the Board, to review and recommend to the Board a nomination for appointment;
9. in the event of an impending vacancy in the office of the Chief Executive Officer, to review and recommend to the Board a nomination for appointment;
10. to review the Board agenda, to recommend topics of interest or importance for discussions and/or action by the Board and to address information requirements of the Directors;
11. to review Board and Chairman effectiveness including time commitments, conflicts of interest and continuing qualifications of Board Members;
12. to prepare and to review with the Board an annual performance evaluation of the Committee and its Members, which evaluation must compare the performance of the Committee with requirements of this charter. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate;
13. to develop and recommend to the Board position descriptions for the Directors, the Chairman of the Board, Committee chairmen and the Chief Executive Officer;
14. to report to the Board of Directors after each of its meetings;
15. to review this charter at least annually and to recommend any changes to the full Board of Directors; and
16. to carry out any other duties or responsibilities expressly delegated to the Corporate Governance Committee by the Board.

**V. Delegation to Sub-committee:**

The Committee may, in its discretion and as appropriate, delegate duties and responsibilities to a Member or to a subcommittee of the Committee.

In particular, the Committee may delegate a portion of its duties and responsibilities to the Nominating Committee. This sub-committee shall consist of at least three Directors, each of whom the Board of Directors has determined to be independent or unrelated in respect of the Company as contemplated by the laws, regulations and listing requirements to which the Company is subject. The Nominating Committee shall designate one of its Members to act as its Chairman.

The principal responsibility of the Nominating Committee will be to identify individuals believed to be qualified to become Board Members, and to recommend the nominees to stand for election as Directors. In the event it becomes necessary or advisable that a new Director join the Board, the Nominating Committee shall recommend to the Board a candidate to become a Director either through appointment by the Board or through election by Shareholders. In nominating candidates, the Nominating Committee shall take into consideration such factors as it deems appropriate. These factors may include skill, judgment, independence, diversity, experience with businesses and other organizations of comparable size, the interplay of the candidate's experience with the experience of other Board members, and the extent to which the candidate would be a desirable addition to the Board and any committees of the Board. The Nominating Committee shall also consider legal, regulatory and listing requirements applicable to the Company in respect of the composition of the Board of Directors and its Committees.

The Nominating Committee shall also have the responsibility, in the event of an impending vacancy in the office of the Chairman of the Board, to review and recommend to the Board a nomination for appointment.

**VI. Resources and Authority of the Committee:**

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to retain counsel or other experts, as it deems appropriate, without seeking approval of the Board or Management.