

Guidelines on the Independence of the Directors of Alcan Inc. (the "Corporation")

As stated in the Corporation's Board of Directors' Charter, a majority of the Board shall be composed of Directors who have been determined to have no material relationship with the Company and who, in the reasonable opinion of the Board, must be independent. The following Guidelines have been established by the Board to assist it in determining Director independence for this purpose:

1. A Director of the Corporation shall be considered to be an "**Independent Director**" if he or she (i) is free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the Director's ability to act without bias and with a view to the best interests of the Corporation, and (ii) has no relationship with the Corporation or any of its employees that is likely to, or is likely to be perceived to, interfere with the exercise of his or her judgement in a manner that is independent from management.

Without affecting the general application of the foregoing:

- (a) A Director will not be an Independent Director if, within the preceding three years:
 - (i) the Director was employed by the Corporation;
 - (ii) an immediate family member of the Director was employed by the Corporation as an officer;
 - (iii) the Director was employed by or affiliated with the Corporation's Auditor;
 - (iv) an immediate family member of the Director was employed by the Corporation's Auditor as a partner, principal or manager; or
 - (v) a senior Officer of the Corporation was on the board of directors of a company which employed the Director, or which employed an immediate family member of the Director as an officer.
 - (b) The following relationships will be considered not to be material relationships that would impair a Director's independence:
 - (i) if a Director is an officer, partner or significant shareholder in an entity that does business with the Corporation and the annual sales or purchases, for goods or services, to or from the Corporation are less than two percent of the consolidated gross annual revenues of that entity;
 - (ii) if a Director is a limited partner, a non-managing member or occupies a similar position in an entity that does business with the Corporation, or has a shareholding in such entity which is not significant, and who, in each case, has no active role in sales to or in providing services to the Corporation and derives no direct material personal benefit from same; and
 - (iii) if a Director serves as an officer, director or trustee of a charitable organization, and the Corporation's charitable contributions to the organization are less than two percent of that organization's total consolidated gross annual revenues.
2. All Members of the Audit and Human Resources Committees of the Board and of the Nominating Sub-Committee of the Corporate Governance Committee must be Independent Directors, who must also meet additional criteria whereby he or she must not, directly or indirectly, accept any consulting, advisory or other compensatory fee from the Corporation, including where such fees are paid to an entity in which the Director is a senior officer, partner or significant shareholder and which provides advisory services to the Corporation (except limited partners, non-managing members and those occupying similar positions who, in each case, have no active role in providing services to the

Corporation and derive no direct material personal benefit from compensation paid in respect of same).

3. In the case where the Corporation enters into a business relationship with a corporation or entity with which a Director is affiliated as a director, officer, partner or significant shareholder, the following guidelines will apply:
 - (a) the relationship must not cause the Director to lose his status as an Independent Director; and
 - (b) the relationship must not cause the Director to fail to meet the additional criteria set out in paragraph 2 of these Guidelines if the Director is a Member of the Audit or Human Resources Committees or the Nominating Sub-Committee; and
 - (c) either:
 - (i) the relationship was already in existence and fully disclosed to the Corporation prior to the Director joining the Board; or
 - (ii) the relationship was initiated at the request of the Corporation because of the particular competence or products of the entity in question and not by the Director; and
 - (d) any proposed new relationship must be brought to the attention of the Chairman in advance and, where such relationship is not one covered by paragraph 1 of these Guidelines, be subject to the determination of the Corporate Governance Committee as to its materiality and the consequent effect on the independence of the Director; and
 - (e) the relationship will be disclosed in the Corporation's public disclosure documents in accordance with applicable regulations and the Corporation's policy.
4. While service by the Corporation's Directors together on the boards of other companies does not, as such, affect their independence, no more than two Directors may serve together on the board of another publicly-traded company.

For the purposes of these Guidelines, a "significant shareholding" means direct or indirect beneficial ownership of five percent or more of the outstanding equity or voting rights of the relevant entity.

Any questions relating to these Guidelines or to the interpretation of specific circumstances may be addressed to the Chairman who will consult the Corporation's Chief Legal Officer or Corporate Secretary. The matter may, as appropriate, be brought to the attention of the Corporate Governance Committee for a decision.