

**ALCAN INC. ENVIRONMENT, HEALTH, SAFETY and SUSTAINABILITY
COMMITTEE CHARTER**

I. Statement of Policy:

Recognizing that the Company's environmental health and safety performance is vitally important to its long term development, the Environment, Health, Safety and sustainability Committee of the Board of Directors of Alcan Inc. (the "Committee") shall provide assistance to the Board of Directors in reviewing and recommending for approval by the Board the Company's policies, management systems and performance with respect to environment, health, safety and sustainability.

II. Composition and organization of the Environment, Health, Safety and Sustainability Committee:

The Committee shall consist of at least three 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 Committee shall designate one Member of the Committee to act as its Chairman. A Member of the Committee or an employee or an Officer of the Company shall act as secretary to the Committee.

III. Meetings of the Environment, Health, Safety and Sustainability Committee:

The Committee shall meet at least twice a year.

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 Environment, Health, Safety and Sustainability Committee:

The following are the duties and responsibilities of the Committee:

1. to consider and to advise the Board of Directors in respect of environment, health and safety performance of the Company, including the identification of the principle environmental risks in the Company's businesses and oversight of appropriate systems to manage such risks;
2. to consider and advise the Board of Directors in respect of business sustainability matters, in particular in relation to climate change, community development, stakeholder interests and management, societal trends, sustainable product development, including means to better integrate sustainable practices into the Company's business;
3. to review and recommend the appropriate environment, health, safety and sustainability policies for the Company in light of changing requirements;
4. to review regularly the Company's environment, health, safety and sustainability policies and its related practices, assessments, compliance and reporting requirements in order to identify and to recommend any necessary changes;
5. to monitor the effectiveness of management systems in place within the Company to ensure compliance with government regulations and with the Company's environment, health, safety and sustainability policies;
6. to review, assess and provide advice to the Board of Directors on worldwide policy, legal, regulatory and consumer trends and developments as they impact the Company, its employees, businesses, processes, and products;
7. to report to the Board of Directors after each of its meetings;
8. 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;
9. to review this Charter at least annually and to recommend any changes to the full Board of Directors; and
10. to carry out any other duties or responsibilities expressly delegated to the Environment, Health, Safety and Sustainability Committee by the Board.

V. Delegation to Sub-Committee:

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a Member or to a sub-committee of the Committee.

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.