

# CENTURY ALUMINUM COMPANY

## GOVERNANCE AND NOMINATING COMMITTEE CHARTER

### 1. Purpose

The purpose of the Governance and Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of Century Aluminum Company (the “Company”) is to (i) assist the Board in performing nominating functions with regard to the Board’s membership, (ii) lead the Board in its annual review of the Board’s performance; (iii) recommend to the Board the director nominees for each committee of the Board; (iv) oversee the Company’s corporate governance matters and (v) review and make periodic recommendations concerning the Company’s corporate governance policies and procedures and any related matters required by federal securities laws.

### 2. Composition

The Committee shall consist of no fewer than three members, the exact number being determined from time to time by the Board.

Each member of the Committee shall be affirmatively determined by the Board to be independent in accordance with the listing standards of the NASDAQ Stock Market (“NASDAQ”), subject to the exemptions and cure periods permitted by NASDAQ and or the Securities and Exchange Commission (the “SEC”) in effect from time to time.

The members shall be elected to the Committee by the Board, on an annual basis or as necessary to fill vacancies in the interim. The Board may designate one of the members of the Committee as the Committee’s chairperson. The Committee members may be replaced or removed by the Board at any time with or without cause.

### 3. Meetings

The Committee shall meet as often as it determines to be necessary to fulfill its responsibilities, but not less frequently than quarterly. A majority of the total number of members of the Committee shall constitute a quorum at all Committee meetings. Meetings may be in person, telephonically or through videoconference, and actions may be taken by unanimous written consent. The Committee will keep minutes of each meeting and will make regular reports to the Board on such meetings, and on such other matters as the Committee deems otherwise necessary or advisable. Reports to the Board may take the form of an oral report from the Committee’s chairperson or any other member of the Committee designated by the Committee to make such report.

### 4. Responsibilities and Duties

- (a) Board Nominees. The Committee is responsible for identifying, recruiting and recommending candidates for election and re-election to the Board. The Committee will review the qualifications of, and recommend to the Board, individuals qualified to become nominees for membership on the Board. The Committee may identify candidates for director nominees by soliciting names of potential candidates from a variety of sources, including directors, officers, other individuals with whom the Committee members are familiar, through its own research or through consultants or third party search firms. In performing its responsibilities for identifying, recruiting and recommending candidates to the Board, the Committee is committed to including in each search qualified candidates who reflect diverse backgrounds, including diversity of gender, ethnicity and race. The Committee also will consider candidates recommended by stockholders who submit such recommendations in writing to the Corporate Secretary in accordance with applicable laws, rules and regulations and the provisions of the Company's charter documents.
- (b) Guidelines and Selection Criteria. The Committee will determine and, from time to time, review the appropriate skills, characteristics, objectives and other criteria required of Board members, including such factors as independence, business or public company experience, a willingness and ability to make a sufficient time commitment to the affairs of the Company to perform effectively the duties of a director, including regular attendance at Board meetings and committee meetings, personal skills in finance, international business and knowledge about the Company's business or industry, personal qualities of leadership, character, judgment and integrity, and other areas that are expected to contribute to an effective Board in light of the needs of the Company.
- (c) Board Size and Composition. The Committee will review the appropriateness of the size of the Board relative to its various responsibilities. The Committee will also review the overall composition of the Board, taking into consideration such factors as diversity of viewpoints, business experience and specific areas of expertise of each Board member, and make recommendations to the Board as necessary.
- (d) Independence. The Committee shall assess and make recommendations to the Board regarding the independence of director nominees and existing Board members, the independence and financial literacy of the Audit Committee members and whether at least one member of the Audit Committee qualifies as an audit committee financial expert.
- (e) Committees. The Committee will recommend to the Board the number, identity and responsibilities of the Board committees, and the Chair and members of each committee. This will include advising the Board on committee appointments and removal from committees or from the Board and rotation of committee members and Chairs.
- (f) Governance Practices and Policies. The Committee will periodically review and evaluate the Company's corporate governance practices and policies, and make any suggestions or recommendations to the Board for possible improvement in such practices and policies.

- (g) Review Succession Planning. The Committee will review with the Board the Company's succession plans relating to the directors of the Company.
- (h) Board Evaluation. The Committee will oversee the annual self-evaluation of the Board and annually assess the effectiveness of the Board in meeting its responsibilities and report annually to the Board with an assessment of the Board's performance.
- (i) Charter and Committee Evaluation. The Committee will annually review and evaluate the adequacy of the charter of each committee of the Board and will recommend any proposed changes to the Board for the Board's consideration. The Committee will also annually review its own performance in conjunction with its mandate as provided in this Charter and oversee the annual self-evaluation of each other committee of the Board. The results of these evaluations will be reported to the Board.
- (j) Orientation and Continuing Education. The Committee will oversee the Company's director orientation and continuing education programs.
- (k) Disclosures. The Committee will review and discuss with Company management the Company's disclosure regarding the operations of the Committee and director independence, and to recommend that this disclosure be included in the Company's proxy statement or annual report on Form 10-K, as applicable.
- (l) Political Contributions. The Committee will review and oversee Company political contributions and lobbying efforts.
- (m) Other Responsibilities. The Committee will perform any other activities consistent with this Charter, the Company's Bylaws and governing law as the Committee or the Board deems necessary or appropriate.

## **5. Resources and Authority**

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including full access to the Company's executives, as necessary, as well as the authority to select, retain, terminate and approve the fees and other retention terms of search firms used to assist in the identification of director candidates, as well as special counsel or other experts or other consultants, as it deems appropriate to assist the Committee in the performance of its responsibilities.

## **6. Delegation to Sub-Committee**

The Committee may, in its discretion, establish and delegate specific duties to one or more subcommittees and appoint members of the Committee to such subcommittees.