

**CENTURY ALUMINUM COMPANY**  
**COMPENSATION COMMITTEE CHARTER**

**1. Purpose**

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Century Aluminum Company (the “Company”) is to: (i) discharge the Board’s responsibilities relating to the compensation of the Company’s executive officers, directors and other key-employees identified from time to time; (ii) review senior management development and succession planning; (iii) oversee the administration of the Company’s incentive compensation and equity-based plans; and (iv) take such further actions or provide such further advice as the full Board may from time to time delegate to the Committee, or as may be required under applicable law.

**2. Composition**

- a. The Committee shall consist of no fewer than three members, the exact number being determined from time to time by the Board.
- b. Each member of the Committee:
  - i. 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; and
  - ii. shall not accept directly or indirectly any consulting, advisory or other compensatory fee from the Company or any subsidiary thereof. Compensatory fees shall not include: (A) fees received as a member of the Committee, the Board or any other Board committee; or (B) the receipt of fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the Company (provided that such compensation is not contingent in any way on continued service).

In affirmatively determining whether a director is independent for purposes of eligibility to serve on the Committee, the Board must consider, among other factors, whether the director is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company and determine whether such affiliation would impair the director’s ability to make independent judgements about the Company’s executive compensation as a member of the Committee. In addition, at least two members shall qualify as a “non–employee director” within the meaning of Section 16(b) of the Exchange Act (and in so doing, shall be an “Independent Director”).

- c. The members of the Committee shall be elected to the Committee by the Board on an annual basis or as necessary to fill vacancies in the interim, based upon the recommendation of the Governance and Nominating Committee of the Board and the Board shall designate one member of the Committee to serve as its chairperson. The Committee members may be replaced or removed by a simple majority of 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 held 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. Executive Compensation Matters

The Committee shall:

- i. Provide oversight of the Company's compensation and benefit plans and policies applicable to executive officers, working with the Chief Executive Officer ("CEO") of the Company, and oversee management's administration of such plans.
- ii. Review and approve the Company's peer companies and data sources for purposes of evaluating the Company's executive compensation program's competitiveness and establishing the appropriate competitive positioning of the levels and mix of compensation elements and compensation practices.
- iii. Review and approve corporate and individual performance goals and objectives relevant to the compensation of the CEO.
- iv. Set the target compensation of the CEO (including each of the individual elements thereof).
- v. Evaluate the CEO's performance in light of goals and objectives established for the CEO, and determine the CEO's earned compensation based on this evaluation. The CEO may not be present during voting or deliberations by the Committee on his or her compensation.

- vi. Review with the CEO and approve the respective corporate and individual performance goals and objectives for the other executive officers of the Company.
- vii. Review with the CEO and determine the compensation of the other executive officers of the Company as recommended by the CEO based on the CEO's evaluation of the performance of the other executive officers of the Company in light of their respective corporate and individual goals and objectives. In determining executive compensation, the Committee shall consider the results of the Company's most recent stockholder advisory vote on executive compensation.
- viii. Review and approve the terms and grant of equity awards for the CEO and the other executive officers.
- ix. Approve any employment agreements, consulting arrangements, severance or retirement arrangements and/or change-in-control agreements or provisions covering any new, current or former executive officer of the Company, including without limitation, the approval of all contracts of the Company with any executive officer for remuneration (whether in the form of a pension, deferred compensation or otherwise) to be paid after the termination of regular employment of such executive officer.
- x. Review the Company's executive compensation policies and practices to determine whether they encourage excessive risk-taking, review and discuss annually the relationship between risk management policies and practices and compensation, and evaluate compensation policies and practices that could mitigate any such risk.
- xi. Review stock ownership guidelines and monitor compliance with the same.
- xii. Periodically review and recommend to the Board for approval any updates or revisions to incentive compensation recoupment or clawback policies applicable to the Company's executive officers.
- xiii. Review with the CEO the non-executive management compensation and benefit policies.
- xiv. Oversee and periodically review the composition of the Retirement Committee which shall administer the Company's principal retirement, health and welfare plans.
- xv. Annually assess whether the work of any compensation consultant involved in determining or recommending executive or director compensation has raised any conflict of interest.
- xvi. Oversee the Company's engagement efforts with stockholders on the subject of executive compensation.

- b. Management/Employee-Development. The Committee shall review with the CEO the Company's succession plans relating to the CEO and other executive officers of the Company, as set by the CEO.
- c. Regulatory Compliance. In consultation with the appropriate officers of the Company, the Committee shall oversee the Company's compliance with applicable regulatory requirements with respect to the Company's compensation and benefit plans and other compensation matters. In that regard, the Committee shall:
  - i. Approve the Compensation Committee Report required by the rules and regulations of the United States Securities and Exchange Commission ("SEC") to be included in the Company's annual proxy statement.
  - ii. Annually review and discuss with management the Compensation Discussion and Analysis report prepared by management as required by the rules and regulations of the SEC; and, based on such review and discussion, make a recommendation in the Compensation Committee Report to the Board whether such report should be included in the Company's annual proxy statement.
  - iii. Assess the results of the Company's most recent Say on Pay vote.
  - iv. Review and recommend to the Board for approval the frequency with which the Company will conduct Say on Pay Votes, taking into account the results of the most recent stockholder advisory vote on frequency of Say on Pay Votes required by Section 14A of the Exchange Act, and review and approve the proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Company's proxy statement.
- d. Director Compensation. The Committee shall annually review and recommend to the Board appropriate compensation for the Company's directors and chairs of Board committees as well as such other director compensation as shall be deemed appropriate in the discretion of the Committee.

## **5. Resources and Authority**

- a. 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 such consultants, outside counsel and other advisors as the Committee may deem necessary or appropriate to assist the Committee in the performance of its responsibilities.
- b. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel and other adviser retained by the Committee. The Company will provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, legal counsel or any other adviser retained by the Committee.

- c. The Committee may select, or receive advice from, a compensation consultant, legal counsel or other adviser to the Committee, other than in-house legal counsel, only after taking into consideration the following factors:
  - i. the provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
  - ii. the amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
  - iii. the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
  - iv. any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;
  - v. any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and
  - vi. any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company.
- d. The Committee is not required to conduct an independence assessment for a compensation adviser that acts in a role limited to the following activities for which no disclosure is required under Item 407(e)(3)(iii) of Regulation S-K: (i) consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or directors of the Company, and that is available generally to all salaried employees; and/or (ii) providing information that either is not customized for a particular issuer or that is customized based on parameters that are not developed by the adviser, and about which the adviser does not provide advice.

## **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.

## **7. Annual Evaluation**

The Committee shall review its own performance and review and reassess the adequacy of this Charter at least annually in such manner as it deems appropriate, and shall submit such evaluation, including any recommendations for change, to the Governance and Nominating Committee of the Board for review, discussion and approval.