

# CENTURY ALUMINUM COMPANY

## AUDIT COMMITTEE CHARTER

### 1. Purpose

The purpose of the Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of Century Aluminum Company (the “Company”) is to assist the Board with oversight of: (i) the integrity of the Company’s financial statements; (ii) the Company’s compliance with legal and regulatory requirements, with a focus on legal and regulatory matters related to internal controls, accounting, finance and financial reporting; (iii) the Company’s independent registered public accounting firm’s qualifications, independence and performance; and (iv) the performance of the Company’s internal audit function.

### 2. Composition

- a. The Committee shall consist of at least three (3) directors, 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”) and Rule 10A-3 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), 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 be affirmatively determined by the Board to satisfy the financial literacy requirements for serving on audit committees as set forth in the listing requirements of NASDAQ and any Company guidelines.

In addition to the above, no member of the Committee shall have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three (3) years and at least one member of the Committee shall be an “audit committee financial expert” as defined by the SEC.

- c. The members of the Committee shall be elected annually by the Board 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 the Board at any time with or without cause.

### 3. Meetings

The Committee shall meet as often as it determines to be necessary, but not less

frequently than quarterly. The Committee shall also periodically meet separately, in executive session, with management, the internal auditor and the independent registered public accounting firm. 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 it 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**

The Committee's job is one of oversight, in furtherance of the purpose set forth above. Management is responsible for the preparation of the Company's financial statements, and the independent auditors are responsible for auditing those financial statements. The Committee also relies on both management and the Company's internal audit function to establish effective internal controls and procedures, to ensure the Company's compliance with accounting standards, financial reporting procedures and applicable laws and regulations.

The Committee's oversight role does not provide any expert or special assurance as to the financial statements and other financial information provided by the Company to its stockholders and others.

In carrying out its oversight responsibilities, the Committee shall undertake the following activities:

##### **a. Independent Auditors**

- i. Select, appoint, determine compensation for and oversee the independent registered public accounting firm engaged for the purpose of preparing or issuing an audit report and performing other audit, review or attest services regarding the consolidated financial statements of the Company (the "Independent Auditor") who shall report directly to the Committee, and to replace or terminate the Independent Auditor if determined appropriate by the Committee.
- ii. Pre-approve audit, audit-related, tax, internal control and permitted non-audit services and related fees of the Independent Auditor (subject to the de minimis exceptions for non-audit services described in Section 10A(i)(1)(B) of the Exchange Act which are approved by the Committee prior to the completion of the audit).
- iii. No less than annually, review the performance and fees of the Independent Auditor, and report its findings to the Board.
- iv. Review with the Independent Auditor the adequacy of the Company's systems of disclosure controls and internal controls (including identification

of fraud risks and implementation of antifraud measures), critical accounting policies and procedures, and the internal audit function.

- v. Discuss with the Independent Auditor the matters required to be discussed by Auditing Standards relating to the conduct of the audit, including any difficulties encountered in the course of the audit work, any restrictions on the scope of activities or access to requested information, and discuss and resolve any disagreements with management.
- vi. Obtain assurance from the Independent Auditor that in the course of conducting the audit, there have been no acts detected or that have otherwise come to the attention of the Independent Auditor that require disclosure to the Committee under Section 10A(b) of the Exchange Act (regarding illegal acts detected by the Independent Auditor in the course of conducting its audit).
- vii. At least annually: (a) obtain and review a written report by the Independent Auditor required by Rule 3526 adopted by the PCAOB regarding the Independent Auditors' communications with the Committee concerning independence of the Independent Auditor, (b) engage in a dialogue with the Independent Auditor regarding any disclosed relationships or services that may impact the objectivity and independence of the Independent Auditor, and (c) take, or recommend that the Board take, appropriate action to assess the independence of the Independent Auditor.
- viii. Obtain and review a written report by the Independent Auditor at least annually describing: (a) the Independent Auditor's internal quality control procedures; and (b) any material issues raised by the most recent internal quality control review, or peer review, of the Independent Auditors, or by any inquiry or investigation by governmental or professional authorities, within the preceding five (5) years, with respect to one or more independent audits carried out by the Independent Auditors, and any steps taken to deal with any such issues.
- ix. Review and discuss with management and the Independent Auditor (a) the Internal Auditor's responsibilities under GAAP (b) the overall audit strategy; (c) the scope and timing of the audit; and (d) the results of the audit, including significant findings thereof and, if applicable, the Independent Auditor's summary of any significant accounting, auditing and internal control issues, and questions, comments and recommendations and management's corrective action plan.
- x. Review and discuss with management and the Independent Auditor (a) all critical accounting policies and practices and any significant changes in the Company's selection or application of accounting principles; (b) all significant financial reporting issues and judgements made in connection with preparing the Company's financial statements, including all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the Independent Auditor; and (c) other material written

communications between the Independent Auditor and management, such as any management letter or schedule of unadjusted differences.

- xi. Review and discuss with management and the Independent Auditor the annual and quarterly financial statements (including the related notes) of the Company, the specific disclosures under “Management’s Discussion and Analysis of Financial Condition and Results of Operations” included in the Company’s Form 10-K or 10-Q filed with the SEC, and the form of audit opinion to be issued by the Independent Auditor on the annual financial statements of the Company.
- xii. Review and discuss with the Company’s Independent Auditor any other matters required to be discussed by PCAOB Auditing Standard No. 1301 (formally Auditing Standard No.16) and Auditing Standard No. 2410 (formerly Auditing Standard No. 18).
- xiii. Monitor the rotation of the lead partner and engagement quality control review partner in accordance with SEC regulations.

b. Internal Audit and Internal Controls

- i. Oversee the Company’s internal audit function, which shall be managed by an independent auditor, which may be an employee of the Company, who shall report directly to the Committee (the “Internal Auditor”) regarding the internal audit function. The Committee shall have the sole authority to hire and terminate the employment of the Internal Auditor.
- ii. Review with management the adequacy and effectiveness of the Company’s systems of internal controls to, among other things, provide reasonable assurance that assets are safeguarded, prescribed policies and procedures are followed and transactions are properly recorded and reported, as well as the adequacy, effectiveness and function of the Company’s disclosure controls and procedures.
- iii. At least annually, review and approve the internal audit charter, plan and results. The Committee shall receive regular reports from the Internal Auditor regarding the results of the internal audits.

c. Legal, Ethical Conduct and Conflicts of Interest

- i. Review legal and regulatory matters with the General Counsel which may have a material financial impact on the Company.
- ii. Review the Company’s policies and practices related to compliance with legal and regulatory requirements with a focus on legal and regulatory matters related to internal controls, finance and financial reporting, including establishment and oversight of procedures for (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; (ii) mechanisms for identification of fraud risks and implementation of antifraud measures; and (iii) the confidential, anonymous submissions by employees

of the Company of concerns regarding questionable accounting or auditing matters.

- iii. Conduct or direct appropriate investigations of material violations reported to the Committee of securities laws, fiduciary duties, and similar violations, and report and make recommendations to the Board regarding such violations.

d. Oversight of Risk Management

- i. At least annually, review with management, the internal auditor and, to the extent appropriate the Independent Auditor, the categories of risk the Company faces, including, but not limited to, financial, operational and legal, and the steps management has taken to monitor and control such exposures.
- ii. At least annually, review and discuss the adequacy of the Company's computerized information system controls and related security.

e. Other

- i. Review and discuss with management and the Company's Independent Auditor the Company's earnings press releases and any financial information and earnings guidance provided therein.
- ii. Review and approve all related party transactions pursuant to the Company's Statement of Policy Regarding Related Party Transactions (unless any such transaction is, pursuant to the Policy, to be approved by the Independent Directors of the Board acting as a separate body).
- iii. Recommend to the Board as to the inclusion of the Company's audited financial statements in the Company's Annual Report on Form 10-K.
- iv. Issue annually a report to be included in the Company's proxy statement as required by the SEC.
- v. Review disclosures, if any, made to the Committee by the Company's CEO and CFO during their certification process for the Form 10-K and Form 10-Q about any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Company's internal controls.
- vi. At regularly scheduled quarterly Board meetings, the Committee will report to the Board on substantive matters covered in audit committee meetings not previously reported.

## **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 Company shall provide for appropriate funding, as determined by the Committee, for payment of (i) compensation to the independent auditors engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company; (ii) compensation to any advisers employed by the Committee; and (iii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

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

The Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate, including the authority to grant pre-approvals of audit and permitted non-audit services, provided that decisions of such subcommittee to grant pre-approvals shall be presented to the full Committee at its next scheduled meeting.

## **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.