

# **CENTURY ALUMINUM COMPANY**

## **CORPORATE GOVERNANCE GUIDELINES**

These Corporate Governance Guidelines (“Guidelines”) have been adopted by the Board of Directors (the “Board”) of Century Aluminum Company (“Century” or the “Company”) to assist the Board in performing its duties to the Company and its stockholders. These Guidelines provide general guidance to the Board with a view to continuing a strong, close and effective working relationship between the Board and (through the Company’s Chief Executive Officer (“CEO”)) the management of Century. The goal of these Guidelines is to reflect current governance practices for the Board and to enhance the ability of the Board and management of the Company to guide Century in its continuing growth and success.

These Guidelines are subject to change by the Board at any time, and are subject to all applicable laws, including the General Corporation Law of the State of Delaware, as well as the Amended and Restated Certificate of Incorporation (the “Charter”) and the Amended and Restated Bylaws (“Bylaws”) of the Company. The Governance and Nominating Committee reviews these Guidelines annually, or more frequently as appropriate, and considers and recommends changes to the Board as it deems appropriate.

### **1. Responsibilities of the Board**

The basic duty of the Directors of Century is to exercise their business judgment in good faith and to act in what they reasonably believe to be the best interests of the Company and its stockholders. In discharging their duty, Directors are entitled to rely on what they reasonably believe to be the honesty and integrity of the Company’s senior executives and outside advisors and auditors.

### **2. Composition and Structure of the Board**

#### **A. Size of the Board**

The number of Directors on the Board shall be not less than 3 nor more than 11, or as otherwise specified in the Charter or Bylaws of the Company.

#### **B. Board-Membership Criteria**

Nominees to serve as Directors of the Company must be committed to enhancing long-term stockholder value and must possess a high level of personal and professional ethics, integrity and sound business judgment. The Governance and Nominating Committee shall determine and, from time to time, review the appropriate skills, characteristics, objectives and other criteria required of Directors. In addition, prior to the nomination of

any person to serve as a Director of the Company, the Board, on the recommendation of the Governance and Nominating Committee, shall determine whether and to what extent such person meets the criteria of independence set forth in Paragraph 2.C., below.

**C. Independent Directors**

It is the policy of the Company that a majority of the members of the Board shall be independent directors (“Independent Directors”) in accordance with the listing standards of the NASDAQ Stock Market (“NASDAQ”). Each Independent Director is expected to disclose promptly to the Board any existing or proposed relationships which could affect the independence of the director.

In addition, members of the Audit Committee and the Compensation Committee (as provided for below) must meet additional independence criteria. Each member of the Audit Committee shall be affirmatively determined by the Board to be independent pursuant to Rule 10A-3 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Further, each member of the Compensation Committee shall qualify as “non–employee” directors within the meaning of Section 16(b) of the Exchange Act.

The Independent Directors shall meet as provided in Paragraph 4.A., below, and otherwise as determined by the Chairman, if independent, or the Lead Director (provided for in Paragraph 2.D., below), or in the event that the Company does not have an independent Chairman or a Lead Director, then as determined by the most senior Independent Director.

The membership and independence requirements set forth above shall be subject to the exemptions and cure periods permitted by NASDAQ and applicable SEC rules and regulations in effect from time to time.

**D. Chairman and Lead Director**

Unless the Board determines otherwise, the duties of the Chairman of the Board and of the CEO shall be discharged by two different individuals. In the event that the Chairman of the Board is not an Independent Director, or for any other reason that the Board determines in its discretion, the Board may designate one of its members who is an Independent Director to serve as Lead Director of the Company, to exercise such responsibilities as the Board shall determine.

**E. Committees**

The duties of the Board may be discharged for and on behalf of the Board by such committees as the Board may from time to time designate. Such committees shall have such responsibilities and powers as the Board

may determine, subject to the requirements of applicable law and the Charter and Bylaws of the Company.

In any event, the Board shall have an Audit Committee, a Compensation Committee, and a Governance and Nominating Committee, each of which Committees shall be comprised solely of Independent Directors, or as otherwise may be allowed under applicable NASDAQ Rules. In addition, the Board may from time to time appoint one or more other committees, the duties, responsibilities and powers of each of which shall be defined by the Board. Agendas for all committee meetings shall be set by the chairs of each committee, working in consultation with the CEO of the Company.

### **3. Participation as a Director**

#### **A. Selection of Directors**

The Governance and Nominating Committee shall determine for the Board whether candidates for election to the Board meet the criteria for service as Director, as provided for in Paragraph 2.B., above.

The Board (relying on advice and information supplied by the Governance and Nominating Committee) shall be responsible for the selection of nominees for election or appointment to the Board. Any such selection shall be made by the Board only if it is approved by a majority of the Independent Directors.

#### **B. Term Limits**

There shall be no limit to the number of terms that may be served by a Director. However, in providing information and advice to the Board pursuant to Paragraph 3.A. above, the Governance and Nominating Committee shall evaluate such individual's continued service on the Board, and in connection therewith, each individual under consideration shall be given the opportunity to confirm his or her desire to continue to serve as a member of the Board.

As a general policy, the CEO and any other executives of the Company who are Board members will offer to resign from the Board effective as of the same date that he or she otherwise ceases to be an employee of the Company or its subsidiaries. The Governance and Nominating Committee will consider whether the Board should accept the offer of resignation and will make a recommendation to the Board.

#### **C. Retirement**

There shall be no mandatory retirement age for Directors.

#### **D. Membership on Other Boards**

There shall be no limit on the number of other boards of directors on which Directors of the Company may serve. However, directors shall use their best judgment in determining the number of boards on which they shall serve, doing so to give themselves sufficient time and attention to devote themselves to the complete and faithful discharge of their duties as Directors of the Company.

#### **E. Change in Director Affiliations**

Any Director who changes his or her employment or otherwise has a significant change in job responsibilities, or who accepts or intends to accept a directorship with another company or a seat on the board of a non-profit or charitable organization, shall first notify the Board by way of the Chairman, if independent; or if the Company does not have an independent Chairman, then by way of the Lead Director. The Board, through the Governance and Nominating Committee, shall review such prospective change in order to evaluate the continued appropriateness of such Director's continued membership on the Board and applicable Board committees, including a review of any potential conflicts and other issues.

### **4. Duties of the Board of Directors**

#### **A. Meetings**

The Board shall have at least four scheduled meetings each year (one per quarter), and Directors shall be available to meet more frequently if developments warrant. An agenda for each Board meeting shall be established by the CEO for and in consultation with the Chairman of the Board and the Lead Director, if applicable. Each Director is free to suggest the inclusion of items on the agenda. In addition, time permitting, each Director shall be afforded the opportunity to raise at any Board meeting subjects of relevance to the Company and its stockholders that are not included on the agenda for the meeting. A portion of each regularly scheduled Board meeting shall be devoted to an executive session in which the CEO and the Directors may discuss the condition of the Company's business and other sensitive or confidential matters, without other members of the Company's management being present.

The Independent Directors shall meet at least four times a year in Executive Session without the CEO and other non-Independent Directors being present. The Chairman, if independent, or the Lead Director shall chair the meetings of the Independent Directors, or if the Company does not have an independent Chairman or a Lead Director, then the most senior Independent Director shall chair such meetings.

Directors are expected to attend all Board meetings and all meetings of all committees on which they serve. Information and data that are relevant to the Board's understanding of the business to be conducted at a Board or Committee meeting will, to the extent practicable, be distributed in writing to the Directors before such meeting, and the Directors shall review these materials in advance of the meeting and prepare for meetings and discussions with management.

## **B. Management Succession Planning**

The Board, with assistance from the Compensation Committee, shall select, evaluate the performance of, and make decisions with regard to the retention of the CEO. The Compensation Committee, under the guidance of the Board, shall undertake an annual review of the performance of the CEO. Working with the CEO, the Compensation Committee shall report periodically to the Board on succession-planning by the CEO with regard to the CEO and the other executive officers of the Company.

The CEO shall be responsible for the execution of strategies for optimizing the Company's long-term financial results, doing so in accordance with strategic and financial plans developed by the CEO and approved by the Board. The CEO shall also be responsible for the organization, development and retention of the Company's management team.

## **C. Budgeting and Strategic Planning**

In exercising oversight of management's conduct of the Company's business, the Board shall do so in consultation with the CEO and shall be responsible for reviewing the Company's business plans, as presented by the CEO. The CEO, together with such members of the Company's management team as are designated by the CEO, shall from time-to-time report to the Board on the Company's performance with respect to such plans.

# **5. Board Support, Performance and Review**

## **A. Resources**

In consultation with the CEO, the Board and Board committees may use reasonable amounts of the time of the Company's internal and independent accountants, internal and outside auditors, internal and outside lawyers, and other internal staff, and shall also have the authority to hire, at the Company's expense and in consultation with the CEO, independent accounting experts, lawyers and other consultants to assist and advise the Board and any of its committees in connection with the discharge of their respective oversight duties. The Board and any of its

committees shall from time to time consult with the CEO, and shall keep the CEO and the Chief Financial Officer advised as to the general range of anticipated expenses for outside consultants hired by the Board or such committees.

## **B. Orientation and Continuing Education**

Each new Director shall be given a thorough orientation with respect to his or her duties as a Director, and shall be given copies of these Guidelines, as well as background material with respect to the Company and its business and issues of particular significance. Each new Director shall also be provided with meetings with senior management of the Company, as well as visits to Company facilities.

The Company also periodically provides additional formal and informal opportunities to directors for on-going training, including presentations by senior management or through outside third party providers. The Company will pay for continuing education sessions and reimburse directors for costs they reasonably incur in attending such sessions.

The Governance and Nominating Committee shall oversee the Company's director orientation and continuing education programs.

## **C. Compensation**

The Compensation Committee shall have oversight over compensation for the Company's Directors; and also of management compensation, working with the CEO in that regard.

## **D. Performance Evaluation**

The Board will conduct annual self-evaluations and assessments, doing so through the Governance and Nominating Committee, which shall develop procedures for consulting with the Directors and management of the Company, and thereupon reporting any results of such assessment and evaluations to the Board. In its reports and assessments provided to the Board, the Governance and Nominating Committee shall focus on the Board's contribution to the Company, as well as areas in which Directors and/or Company management believe that performance by the Board could be improved.

# **6. Policies and Communication**

## **A. Code of Ethics**

The Board expects the Company's directors, officers and employees to act ethically at all times. The Company has adopted a Code of Ethics in

this regard which is available on the Company's website at [www.centuryaluminum.com](http://www.centuryaluminum.com).

**B. Availability of Information**

These Guidelines, our Board committee charters, as well as the Company's Code of Ethics, are available on the Company's website at [www.centuryaluminum.com](http://www.centuryaluminum.com). Such website availability shall be referenced in the Company's Annual Report to shareholders.

**C. Stockholder Communications**

The Board believes that effective communication with the Company's stockholders is important, and has established means for the Company's stockholders to communicate with the Chairman, Board, our independent directors or non-management directors as a group, or any individual director. Information regarding how to make these communications is included in the Company's proxy statement and is posted on the Company's website at [www.centuryaluminum.com](http://www.centuryaluminum.com).