



CENTURY ALUMINUM COMPANY
CORPORATE GOVERNANCE GUIDELINES

March 10, 2026

These Corporate Governance Guidelines (“Guidelines”) have been adopted by the Board of Directors (the “Board”) of Century Aluminum Company (“the Company”) to assist the Board in performing its duties to the Company and its stockholders. These Guidelines reflect the Board’s commitment to oversee the effectiveness of policy and decision-making both at the Board and management level, with a view to enhancing stockholder value over the long-term. The Board believes these Guidelines should be an evolving set of corporate governance principles, subject to review and change as circumstances warrant.

These Guidelines are subject to change by the Board at any time, and are subject (i) all applicable laws, including the General Corporation Law of the State of Delaware, (ii) the Company’s Amended and Restated Certificate of Incorporation (the “Charter”), and (iii) the Company’s Amended and Restated Bylaws (“Bylaws”). The Board’s 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 the Company 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, outside advisors and auditors.

Directors are expected to, among other things, (i) attend Board meetings and meetings of Committees on which they serve, (ii) ask questions and receive accurate and honest answers, and (iii) spend the time needed and meet as frequently as necessary to discharge their responsibilities. In the absence of unavoidable conflict, all Directors are expected to attend the annual meeting of stockholders.

The responsibilities of the Board include:

- evaluating the performance of the Chief Executive Officer;
- succession planning for Chief Executive Officer and other senior executives;

- reviewing and overseeing the implementation of the Company's strategic plans and objectives;
- overseeing legal and ethical compliance;
- overseeing the integrity of the Company's financial statements and the Company's financial reporting processes;
- overseeing the Company's processes for assessing and managing risks;
- nominating directors, appointing Committee members and shaping effective corporate governance;
- advising and counseling management regarding material issues facing the Company; and
- reviewing and approving material corporate actions.

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. This range permits diversity of experience without hindering effective discussion or diminishing individual accountability.

B. Board-Membership Criteria

The Governance and Nominating Committee solicits and receives recommendations and reviews the qualifications of potential director candidates. The Governance and Nominating Committee recommends to the full Board candidates for election at the annual meeting by the Company's stockholders and candidates to fill vacancies on the Board. 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, expertise, objectives and other criteria required of Directors. These characteristics include, among others: (1) integrity, honesty and accountability, with a willingness to express independent thought; (2) successful leadership experience in an individual's primary field; (3) demonstrated ability to think strategically and make decisions with a forward-looking focus; (4) ability to devote necessary time to meet director responsibilities; and (5) diversity of experience and background.

The Committee is committed to including in every search qualified candidates who reflect diverse backgrounds, including diversity of gender, ethnicity and race. 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 Board Chair, 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 Board Chair 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. Board Chair and Lead Director

Unless the Board determines otherwise, the duties of the Board Chair and of the CEO shall be discharged by two different individuals. In the event that the Board Chair 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 the responsibilities and powers as the Board may determine, subject to the requirements of applicable law and the Charter and Bylaws of the Company.

The Board currently has four standing Committees – Audit; Compensation; Governance and Nominating; and Health, Safety and Sustainability. The Board may appoint other committees, as the Board from time to time deems appropriate.

The **Audit Committee** appoints and oversees the Company's relationship with its independent auditor. The Audit Committee also oversees the Company's financial reporting processes, including the application of accounting and reporting standards to the Company.

The **Compensation Committee** oversees the Company's compensation practices and approves its compensation programs and plans, including executive compensation. The Compensation Committee also reviews Chief Executive Officer performance with the Board and recommends Chief Executive Officer compensation to the independent members of the Board for approval. The Compensation Committee provides general oversight over employee relations.

The **Governance and Nominating Committee** recommends candidates to fill Board vacancies and for the slate of directors to be proposed by the Board at the annual meetings of stockholders. In addition to these duties, the Governance and Nominating Committee oversees the Company's corporate governance practices and recommends changes to the Guidelines to the Board as appropriate. It also oversees the annual self-evaluation process for the Board and its Committees.

The **Health, Safety and Sustainability Committee** provides guidance and oversight to Company management regarding the development and implementation of the Company's policies, practices, initiatives and management systems relating to health, safety, environmental sustainability and social responsibility matters.

Each Committee keeps the full Board apprised of its activities on a regular basis through written or oral reports. Each Committee operates under a written charter setting forth the Committee's purpose, goals and

responsibilities. Each Committee annually reviews the adequacy of its charter and recommends changes to the Board as appropriate.

The Board approves Committee assignments, including the role of Committee Chair. In so doing, the Board considers, among other things, the skills and experience of individual directors, Securities and Exchange Commission and NASDAQ rules, regulations and standards and the recommendations of the Governance and Nominating Committee.

Each Committee Chair determines the frequency of such Committee's meetings and establishes meeting times and develops agendas. Each Committee has the authority to retain such outside advisors or other experts as it deems necessary or appropriate to assist it in carrying out its responsibilities.

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.

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.

C. Retirement

There shall be no mandatory retirement age for Directors.

D. Membership on Other Boards

The Board recognizes that its members benefit from service on the boards of other companies, and it encourages such service. However, the Board also believes it is critical that Directors have the opportunity to dedicate sufficient time to their service on the Company's Board. To that end, the Company's Chief Executive Officer and any other Director who is a Company employee may not serve on more than two public company boards in addition to the Company's Board. Directors other than the Chief Executive Officer or Company employees may not serve on more than four public company boards in addition to the Company's Board.

Directors should advise the Chair of the Governance and Nominating Committee before accepting membership on another public company's board.

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 Chair, if independent; or if the Company does not have an independent Board Chair, 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.

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.

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 Board Chair 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 Board Chair, if independent, or the Lead Director shall chair the meetings of the Independent Directors, or if the Company does not have an independent Board Chair 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.

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. Such website availability shall be referenced in the Company's Annual Report to stockholders.

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 Board Chair, 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.