

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 Shareholders. 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 law, 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 and the Board review these Guidelines and related corporate governance documents at least annually and revise as 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 believe to be the best interests of the Company and its Shareholders. 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 shareholder value and must possess a high level of personal and professional ethics, integrity and sound business judgment. The Governance and Nominating Committee shall from time to time review, establish and prepare for consideration by the Board the criteria to be met by Directors; i.e., the appropriate skills, experience and characteristics required, including independence, diligence, business experience, diversity

and personal accomplishments. In addition, prior to the nomination of any person to serve as a Director of the Company, the Board 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”) and the rules and regulations of the Securities and Exchange Commission (the “SEC”) in effect from time to time. In addition, each member of the Audit Committee (as provided for below) shall be, independent pursuant to the provisions of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Further, at least two members of the Compensation Committee (as also provided for below) shall be “outside directors” within the meaning of Section 162(m) of the Internal Revenue Code and “non–employee” directors within the meaning of Section 16(b) of the Securities Exchange Act of 1934. Each Independent Director is expected to disclose promptly to the Board any existing or proposed relationships which could affect the independence of the director.

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.

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, 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.

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 Shareholders that are not included on the agenda for the meeting. Consistent with current practice, 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.

B. Officers

The Board, with assistance from the Governance and Nominating Committee, as well as the Compensation Committee, shall select, evaluate the performance of, and make decisions with regard to the retention of the CEO, and shall undertake an annual review of the performance of the CEO. 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. Succession-Planning

Working with the CEO, the Governance and Nominating 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.

D. 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 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 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 shall from time to time, but not less than once a year, arrange for briefings of the Board on various corporate and governance matters in order to augment the knowledge and awareness of the Board.

C. Compensation

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

D. Performance Evaluation

The Board of Directors 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 Senior Management of the Company, and thereupon reporting 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 Company shall implement and maintain, and the Audit Committee will oversee compliance with, a Code of Ethics. Compliance with and adherence to the Company's Code of Ethics shall be reviewed by the Audit Committee and shall be reported on by the Audit Committee to the Board not less than annually.

B. Review and Publication

The Company shall establish and maintain several means for Shareholders or others to communicate their concerns to the Board. These Guidelines, the respective charters of the Board's Audit and Compensation

Committees, as well as the Company's Code of Ethics, shall be published on the Company's website. Such website availability shall be referenced in the Company's Annual Report to Shareholders. Concerns relating to accounting matters shall be brought to the attention of the Chair of the Audit Committee; those relating to the Company's governance practices, business ethics or corporate conduct shall be brought to the attention of the Chair of the Governance and Nominating Committee; and/or, in any event, any or all of such concerns shall be brought to the attention of such additional committees of the Board as shall be determined by the Chairman, if independent, or the Lead Director, or if the Company does not have an independent Chairman or a Lead Director, then as determined by the most senior Independent Director.