

**CENTURY ALUMINUM COMPANY**  
**HEALTH, SAFETY AND SUSTAINABILITY COMMITTEE CHARTER**

**1. Purpose**

The purpose of the Health, Safety and Sustainability Committee (the “Committee”) of the Board of Directors (the “Board”) of Century Aluminum Company (the “Company”) is to assist the Board with regard to oversight of the Company’s policies and management systems with respect to health, safety and sustainability matters.

**2. Composition**

The Committee shall consist of no fewer than two members, the exact number being determined from time to time by the Board. A majority of Committee members must be determined by the Board to be independent in accordance with the listing standards of the NASDAQ Stock Market (“NASDAQ”).

Members of the Committee shall be appointed by the Board, on an annual basis, based on the recommendations of the Governance and Nominating Committee of the Board. The Board may designate one of the members of the Committee as the Committee’s 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 at least two times each year and at such other times as it deems necessary to fulfill its responsibilities. 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 reports to the Board after each Committee meeting, and also when the Committee deems it otherwise necessary or advisable.

**4. Responsibilities and Duties**

The following are the duties and responsibilities of the Committee:

- (a) The Committee shall review with management the Company’s goals, policies and programs relative to health, safety and sustainability.
- (b) The Committee shall review with management the Company’s record of performance on health, safety and sustainability matters and make recommendations to the Board based on the Company’s record of performance.

- (c) The Committee shall review with management the Company's compliance with applicable laws, rules, regulations and standards of corporate conduct relating to health, safety and sustainability matters.
- (d) The Committee shall review with management the Company's potential risks and liabilities as they relate to health, safety and sustainability and the adequacy of the Company's policies and related practices to manage these risks and liabilities.
- (e) The Committee shall carry out such other duties or responsibilities as the Committee, with the concurrence of the Board, may deem appropriate, or as may be delegated to the Committee by the Board.

## **5. Resources and Authority**

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 conduct studies and investigations into any matter of interest or concern within the scope of its responsibilities. The Committee shall have the authority to retain independent counsel, at the Company's expense, in addition to any consultants or other experts to assist in the conduct of any such study or investigation and the authority to approve fees payable to such counsel or experts and any other terms of retention.

## **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.