

Governance and Nominating Committee Charter

Purpose

The Governance and Nominating Committee ("Committee") was established by the Board of Directors of the Company ("Board") to (i) assist the Board in performing nominating functions with regard to the Board's membership, (ii) oversee the Company's corporate governance matters and (iii) to review and make periodic recommendations concerning the Company's corporate governance policies and procedures.

Organization

The Committee is a standing committee of the Board that is composed solely of "independent directors", as required by the rules of the Nasdaq Stock Market ("Nasdaq"). The Committee shall have no fewer than three members, with the exact number being determined from time to time by the Board. The members shall be elected to the Committee by the Board, on an annual basis or as necessary to fill vacancies in the interim. The Board may designate one of the members of the Committee as the Committee's chairperson. The Committee members may be replaced by the Board.

Meetings

The Committee shall hold meetings when deemed necessary, or advisable, by the Committee's chairperson, the majority of the Committee's members, or otherwise at the direction of the Board. A majority of the total number of members of the Committee shall constitute a quorum at all Committee meetings. Meetings may be in person or telephonically 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.

Responsibilities and Duties

(a) Board Nominees. The Committee is responsible for identifying, recruiting and recommending candidates for election and re-election to the Company's Board of Directors. The Committee will review the qualifications of, and recommend to the Board, individuals qualified to become nominees for membership on the Board. The Committee may identify candidates for director nominees by soliciting names of potential candidates from a variety of sources, including directors, officers, other individuals with whom the Committee members are familiar, or through its own research. The Committee also will consider nominees recommended by stockholders who submit such recommendations in writing to the Corporate Secretary. In addition, the Committee may retain consultants or third party search firms to assist in identifying qualified candidates for director nominees. The Committee may also retain counsel or other advisors, as it deems appropriate. The Committee shall have the sole authority to retain and terminate such search firms and advisors and to review and approve such search firm or advisor's fees and other retention terms.

(b) Guidelines and Selection Criteria. The Committee will determine and from time to time review the appropriate skill, characteristics, objectives and other criteria required of Board members, including such factors as business or public experience, a willingness and ability to make a sufficient time commitment to the affairs of the Company to perform effectively the duties of a director, including regular attendance of Board of Directors meetings and committee meetings, personal skills in finance, international business and knowledge about the Company's business or industry, personal qualities of leadership, character, judgment and integrity, and other areas that are expected to contribute to an effective Board.

(c) Board Size and Composition: The Committee will review the appropriateness of the size of the Board relative to its various responsibilities. Review the overall composition of the Board, taking into consideration such factors as business experience and specific areas of expertise of each Board member, and make recommendations to the Board as necessary.

(d) Committees: The Committee will recommend to the Board the number, identity and responsibilities of the Board committees, and the Chair and members of each committee. This will include advising the Board on committee appointments and removal from committees or from the Board and rotation of committee members and Chairs.

(e) Governance Practices and Policies. The Committee will periodically review and evaluate the Company's corporate governance practices and policies, and make any suggestions or recommendations to the Board for possible improvement in such practices and policies.

(f) Board Evaluation: Periodically assess the effectiveness of the Board in meeting its responsibilities and report annually to the Board with an assessment of the Board's performance.

(g) Charter and Committee Evaluation. The Committee will periodically review and evaluate the adequacy of this Charter and the Committee will recommend any proposed changes to the Board for the Board's consideration. The Committee will also periodically review its own performance in conjunction with its mandate as provided in this Charter. The results of these evaluations will be reported to the Board.

(h) Other Responsibilities: The Committee will perform any other activities consistent with this Charter, the Company's Bylaws and governing law as the Committee or the Board deems necessary or appropriate.

(i) Access to Officers: The Committee will have full access to the Company's executives as necessary to carry out its responsibilities.

By order of the Board of Directors of Century Aluminum Company

Effective March 8, 2006