

**CHARTER  
OF  
THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE  
OF  
THE BOARD OF DIRECTORS  
OF  
KAISER ALUMINUM CORPORATION**

**Purposes**

The Nominating and Corporate Governance Committee of the Board of Directors of the Company (a) establishes criteria to be utilized by it in assessing whether a candidate for a position on the Board of Directors has appropriate skills and experience, (b) identifies individuals qualified to become members of the Board of Directors, including without limitation evaluating candidates submitted to the Company by its stockholders, (c) recommends candidates to fill vacancies and newly-created positions on the Board of Directors, (d) recommends director nominees for the election by stockholders at the annual meetings of stockholders, and (e) develops and recommends to the Board of Directors corporate governance principles applicable to the Company.

**Composition**

*Number.* The Committee shall consist of no fewer than three members.

*Qualifications.* Each Committee member must satisfy the applicable independence criteria contained in the Marketplace Rules of The Nasdaq Stock Market LLC (“NASDAQ”), as interpreted reasonably and in good faith by the Board of Directors. Desirable qualifications for Committee members include experience in corporate governance, business management, personnel or human resources management, and organizational behavior.

*Appointment.* The Board of Directors shall appoint the members and the Chairman of the Committee. Committee members shall serve at the pleasure of the Board of Directors and for such term or terms as the Board of Directors may determine.

**Duties and Responsibilities**

The Committee has the following duties and responsibilities:

1. Establish Factors Used to Evaluate Candidates. The Committee shall establish criteria, consistent with any factors in the Company’s corporate governance guidelines, to be utilized by it in assessing whether a candidate for a position on the Board of Directors has appropriate skills and experience. The Committee shall review such criteria with the Board of Directors.
2. Identify New Director Candidates. The Committee shall identify individuals qualified to become members of the Board of Directors utilizing the criteria

established for the evaluation of candidates and recommend candidates to the Board of Directors to fill new or vacant positions.

3. Evaluate Incumbent Directors. The Committee shall evaluate whether an incumbent director should be nominated for re-election to the Board of Directors upon expiration of such director's term.
4. Evaluate Chief Executive Officer. The Committee shall at least annually evaluate the overall performance of the Chief Executive Officer of the Company. In connection therewith, the Committee may request from the Compensation Committee such assistance as it may determine, including information regarding the Compensation Committee's evaluation of the Chief Executive Officer's performance against the corporate goals and objectives relevant to compensation of the Chief Executive Officer theretofore approved by the Compensation Committee.
5. Evaluate Stockholder Director Nominee Recommendations. The Committee shall adopt a formal policy regarding the consideration of candidates for a position on the Board of Directors submitted by stockholders. The Committee shall also review the qualifications of, and make recommendations to the Board of Directors regarding, candidates submitted to the Company in accordance with such policy, and review and evaluate any stockholder proposals relating to the nomination by stockholders of any candidates to the Board of Directors or the right of any stockholder to do so.
6. Recommend Director Nominees for Election at Annual Meetings of Stockholders. The Committee shall identify and recommend to the Board of Directors director nominee candidates to be submitted to the stockholders for election at each annual meeting of stockholders.
7. Develop and Monitor Compliance with Corporate Governance Guidelines. The Committee shall monitor compliance with the Company's corporate governance guidelines. At least annually, the Committee shall review the Company's corporate governance guidelines and recommend to the Board of Directors such changes as the Committee deems necessary, appropriate or desirable.
8. Assist in Management Succession Planning. The Committee shall annually review the Board's leadership structure and assist the Board of Directors in selecting the Chairman of the Board, the Chief Executive Officer and the Lead Independent Director (if applicable). At least annually, the Committee shall report to the Board of Directors on succession planning, which shall include appropriate contingencies in case the Chairman of the Board, the Chief Executive Officer or the Lead Independent Director (if applicable) retires, resigns or is incapacitated.
9. Review Possible Conflicts of Interest. The Committee shall consider possible conflicts of interest of the members of the Board of Directors and management and make recommendations to prevent, minimize or eliminate such conflicts of interest.

10. Recommendations Regarding Size of the Board of Directors. The Committee shall make recommendations to the Board of Directors regarding the appropriate size of the Board of Directors.
11. Review Independence of Directors. The Committee shall oversee the applicable independence requirements for membership on, and the independence of members of, the Board and make recommendations annually to the Board of Directors as to the independence of directors and Board committee members.
12. Consider Director Resignations. The Committee shall consider and make recommendations to the Board with respect to any resignation tendered by a director.
13. Review Stockholder Proposals. The Committee shall review and make recommendations to the Board on stockholder proposals submitted for inclusion in the Company's proxy materials other than compensation related proposals.
14. Review Annual Assessment Process. The Committee shall review the annual board and committee assessment process, recommending modifications as it deems appropriate.
15. Make Board Reports. The Committee shall report its activities regularly to the Board of Directors in such manner and at such times as the Committee and the Board of Directors deem appropriate, but in no event less frequently than once each year.
16. Perform Other Duties and Have Other Responsibilities. The Committee shall perform any other duties and have any other responsibilities delegated to the Committee by the Board of Directors from time to time. Subject to applicable laws, regulations or rules, or the Company's certificate of incorporation or bylaws, the Committee may delegate authority to members of management when it deems appropriate. In so delegating authority, the Committee shall not absolve itself from the responsibilities it bears under the terms of this Charter.

## **Meetings**

The Committee shall meet in person or telephonically as frequently as it may determine necessary to carry out its duties and responsibilities under this Charter. The Chairman of the Committee shall, in consultation with the other members of the Committee and the appropriate officers of the Company, be responsible for calling meetings of the Committee, establishing agenda therefor and supervising the conduct thereof. Additionally, a majority of the Committee members may call a meeting of the Committee at any time, and any Committee member may submit items to be included in the agenda for, and may raise subjects that are not on the agenda at, any meeting. A majority of the number of Committee members selected by the Board of Directors shall constitute a quorum for conducting business at a meeting of the Committee. The act of a majority of Committee members present at a meeting at which a quorum is in attendance shall be the act of the Committee, unless a greater number is required by law, the Company's

certificate of incorporation or bylaws, or this Charter. The Committee may also take any action permitted hereunder by unanimous written consent.

The Committee may request any officer or other employee of the Company or any representative of the Company's legal counsel or other advisors to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

### **Resources and Authority**

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including without limitation the authority to engage independent counsel and other advisors as the Committee deems necessary to carry out its duties and responsibilities. The Committee shall have the authority to retain and terminate any search firm to assist in the identification of director candidates and the authority to set the fees and other retention terms of such search firms.

The Company shall provide for appropriate funding, as determined by the Committee, for payment of (a) search firms engaged by the Committee, (b) compensation of independent counsel or any other advisors employed by the Committee, and (c) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties and responsibilities.

### **Annual Review of the Charter**

The Committee shall annually conduct, and review with the Board of Directors, an evaluation of the adequacy of this Charter and recommend to the Board of Directors such changes hereto as the Committee deems necessary, appropriate or desirable. The Committee may conduct this Charter review and evaluation in such manner as the Committee, in its business judgment, deems appropriate.

### **Annual Performance Evaluation**

The Committee shall annually conduct, and review with the Board of Directors, an evaluation of the Committee's performance with respect to the requirements of this Charter. The Committee may conduct this performance evaluation in such manner as the Committee, in its business judgment, deems appropriate.