

CENTURY ALUMINUM CO

Form DEF 14A

April 29, 2016

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934 (Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule  
14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §

240.14a-12

CENTURY ALUMINUM COMPANY

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee Computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

June 27, 2016

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To the Stockholders of Century Aluminum Company:

We cordially invite you to attend our 2016 Annual Meeting of Stockholders. The meeting this year will be held on June 27, 2016, at 8:00 a.m., Central Time, at the Hyatt Place Chicago, 28 N. Franklin Street, Chicago, Illinois. At the meeting, we will:

1. Hold a vote to elect each of Jarl Berntzen, Michael Bless, Errol Glasser, Daniel Goldberg and Terence Wilkinson to our Board of Directors;
2. Hold a vote to ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2016;
3. Hold an advisory vote to approve the compensation of our named executive officers; and
4. Transact any other business that may properly come before the meeting or at any adjournments or postponements of the meeting.

You may vote at the meeting if you owned our common stock at the close of business on April 28, 2016. Please note, there are three ways that you can vote before the meeting - by telephone, by the Internet or by mailing the proxy card.

By Order of the Board of Directors,  
Jesse E. Gary  
Executive Vice President, General Counsel and Secretary

Chicago, Illinois  
April 29, 2016

**YOUR VOTE IS IMPORTANT**

An admission ticket is required to enter Century's 2016 Annual Meeting. Please follow the instructions under "How do I vote?" on page 2 of the proxy statement with respect to obtaining an admission ticket to attend the 2016 Annual Meeting or to otherwise vote your shares by telephone, internet or mail.

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### Proxy Summary

This summary highlights information contained elsewhere in this proxy statement. This summary does not contain all of the information that you should consider, and you should read the entire proxy statement carefully before voting. For more complete information regarding Century Aluminum Company's 2015 performance, please review our 2015 Annual Report filed on Form 10-K with the Securities and Exchange Commission and any amendments thereto.

#### 2016 Annual Meeting of Stockholders

Time and Date: 8:00 a.m. Central Time, June 27, 2016

Place: Hyatt Place Chicago, Washington Room, 28 N. Franklin Street, Chicago, Illinois

Record Date: April 28, 2016

Voting: Stockholders as of the record date are entitled to vote. Each share of common stock is entitled to one vote for each director nominee and one vote for each of the other proposals to be voted on.

Admission: An admission ticket is required to enter Century's 2016 Annual Meeting of Stockholders. Please follow the instructions under "How do I vote?" on page 2 of the proxy statement in order to obtain an admission ticket.

#### Voting Proposals

	Board Vote Recommendation
Item 1 - Election of Five Directors to Serve a One-Year Term Expiring 2017	FOR each Director Nominee
Item 2 - Ratification of Appointment of Deloitte & Touche LLP as the Company's Independent Registered Public Accounting Firm for 2016	FOR
Item 3 - Advisory Vote to Approve Executive Compensation	FOR

#### Board Nominees (page 4)

Our Board of Directors (the "Board"), upon the recommendation of the Governance and Nominating Committee, has nominated five directors for election to the Board for a one-year term expiring in 2017.

The following table provides summary information about each nominee standing for election to the Board:

Name	Age	Director Since	Principal Occupation	Committee Memberships
Jarl Berntzen	49	2006	Senior Director, Head of Corporate Development at Dolby Laboratories, Inc.	A, C, G, H
Errol Glasser	62	2014	Partner and co-founder of Triangle Capital LLC	A, G, H
Daniel Goldberg	37	2011	Asset and Investment Manager of the Aluminum and Alumina Department of Glencore plc	C
Terence Wilkinson	70	2011	Chairman of the Board of Century	A, C, G
Michael Bless	50	2012	President and CEO of Century	H

A = Audit, C = Compensation, G = Governance and Nominating, H = Health, Safety and Sustainability

## 2015 Executive Compensation Highlights

### Strong Pay for Performance Alignment

64% of the CEO's 2015 total target compensation (base and incentive compensation) tied to Company performance.

70% of executive incentive cash bonuses tied to Company performance.

75% of CEO long-term incentive awards based on the Company's total shareholder return.

40% of the CEO's 2015 total compensation was paid in stock of the Company.

### Key Features of Our Executive Compensation Program

#### What We Do

We pay for performance

We consider peer groups in establishing compensation

We have robust Company stock ownership guidelines

We have double-trigger equity vesting in the event of a change-in-control

We have clawback policies incorporated into our incentive plans

We pay reasonable salaries and provide appropriate benefits to our senior executives

We have a conservative compensation risk profile

Our Compensation Committee retains an independent compensation consultant

Our executive compensation practices are described in greater detail in the "Executive Compensation" section on page 19.

#### What We Don't Do

We do not have employment agreements with our officers, all of whom are at-will employees

We do not allow executives to profit from short-term speculative swings in Company stock (e.g., no hedging)

We do not allow for repricing of underwater stock options (including cash-outs)

We do not pay dividend equivalents on stock options and unvested restricted share units

We do not allow pledging of Company stock

We do not provide excise tax gross ups

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Century Aluminum Company  
1 South Wacker Drive  
Suite 1000  
Chicago, Illinois 60606

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PROXY STATEMENT

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ANNUAL MEETING OF STOCKHOLDERS

June 27, 2016

Our Board is soliciting proxies for the 2016 Annual Meeting of Stockholders (the “2016 Annual Meeting”) of Century Aluminum Company (“Century” or the “Company”). This proxy statement contains information about the items you will vote on at the 2016 Annual Meeting. Further information and instructions on how to vote online, or in the alternative, request a paper copy of these proxy materials and a proxy card, will be as set forth in the Notice of Internet Availability of Proxy Materials (“Notice”) as described below.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR  
THE ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON JUNE 27, 2016

We are pleased to take advantage of the Securities and Exchange Commission (“SEC”) rules that permit companies to furnish proxy materials to stockholders over the Internet. On or about May 17, 2016, we will begin mailing the Notice and making available to stockholders these proxy materials and the proxy card. The Notice contains instructions on how to vote online, or in the alternative, request a paper copy of the proxy materials and a proxy card. By furnishing a Notice and access to our proxy materials by the Internet, we are lowering the costs and reducing the environmental impact of the 2016 Annual Meeting. If you received a Notice by mail, you will not receive a paper copy of the proxy materials unless you request such materials by following the instructions contained on the Notice. Your vote is important no matter the extent of your holdings.

QUESTIONS AND ANSWERS

Q. When and where is the 2016 Annual Meeting being held?

A. The 2016 Annual Meeting is being held on June 27, 2016, at 8:00 a.m., Central Time, at Hyatt Place Chicago, Washington Room, 28 N. Franklin Street, Chicago, Illinois.

If you plan to attend the meeting, you will need an admission ticket. To obtain an admission ticket, please write to: Century Aluminum Company, 1 South Wacker Drive, Suite 1000, Chicago, Illinois 60606, Attention: Admission Ticket or email [admissionticket@centuryaluminum.com](mailto:admissionticket@centuryaluminum.com).

Q. Who is entitled to vote and how many votes do I have?

A. You may vote at the 2016 Annual Meeting if you owned shares of our common stock at the close of business on April 28, 2016. Each stockholder is entitled to one vote for each share of common stock held.

Q. How many shares are available to vote in the Annual Meeting?

A. On April 28, 2016, the record date for the 2016 Annual Meeting, there were 87,059,733 shares of Century common stock outstanding.

Q. What constitutes a quorum for the meeting?

A. The holders of a majority of the outstanding shares of Century's common stock will constitute a quorum for the transaction of business at the 2016 Annual Meeting. Only shares of Century common stock that are present at the 2016 Annual Meeting, either in person or represented by proxy (including shares that the holder abstains from voting or does not vote with respect to one or more of the matters present for stockholder approval), will be counted for purposes of determining whether a quorum exists at the meeting.



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Q. How do I vote?

A. There are four ways that you can vote your shares:

Internet. The website for voting is <http://www.ProxyVote.com>. To vote on the Internet, please follow the instructions provided in the Notice and have the Notice available when accessing the Internet. The voting system is available 24 hours a day, seven days a week, until 11:59 p.m. Eastern Time on Friday, June 24, 2016.

Telephone. If you are located in the United States or Canada, you can vote your shares by calling 1-800-690-6903. This is a toll-free number available 24 hours a day, seven days a week, until 11:59 p.m. Eastern Time on Friday, June 24, 2016. Please have your Notice available and follow the voice prompts to vote your shares.

Mail. To vote by mail, please follow the instructions on your Notice to request a paper copy of the proxy card and proxy materials, mark, sign and date your proxy card and return it in the postage-paid envelope provided with the proxy materials. If you mail your proxy card, we must receive it before 10:00 a.m. Eastern Time on Friday, June 24, 2016.

In Person. If you are the stockholder of record, you may vote by attending the 2016 Annual Meeting on Monday, June 27, 2016 at 8:00 a.m., Central Time, at Hyatt Place Chicago, Washington Room, 28 N. Franklin Street, Chicago, Illinois. If your shares are held in "street name" (i.e., you hold your shares in a brokerage account or through a bank or other nominee), please include with your request a copy of the legal proxy from your bank, broker or other holder of record that authorizes you to vote the shares that the record holder holds for you in its name. Please contact your bank or broker for information on obtaining a legal proxy if your shares are held in "street name."

If you plan to attend the meeting, you will need an admission ticket. To obtain an admission ticket, please write to: Century Aluminum Company, 1 South Wacker Drive, Suite 1000, Chicago, Illinois 60606, Attention: Admission Ticket, or email [admissionticket@centuryaluminum.com](mailto:admissionticket@centuryaluminum.com).

Q. What is the difference between holding shares as a stockholder of record and as a beneficial owner?

A. Most of our stockholders hold their shares through a stock broker, bank or other nominee rather than directly in their own name. As summarized below, there are some differences between shares held of record and those owned beneficially.

Stockholder of Record. If your shares are registered directly in your name with our transfer agent, Computershare Investor Services LLC, you are considered the stockholder of record of those shares. As the stockholder of record, you have the right to grant your voting proxy directly to us or to vote in person at the 2016 Annual Meeting.

Beneficial Owner. If your shares are held in a stock brokerage account or by a bank or other nominee, you are considered the beneficial owner of shares held in "street name." The Notice is being forwarded to you by your broker or nominee, who is considered to be the stockholder of record for those shares. As the beneficial owner, you have the right to direct your broker, bank or nominee on how to vote. Your broker, bank or nominee has provided an accompanying voting instruction card for you to use in directing your broker, bank or nominee as to how to vote your shares. As a beneficial holder, you are invited to attend the 2016 Annual Meeting; however, because you are not the stockholder of record, you may not vote these shares in person at the 2016 Annual Meeting unless you obtain a signed proxy from the record holder giving you the right to vote the shares.

Q. How do I vote my shares that are held in a Century 401(k) plan?

A. If you participate in one of Century's 401(k) plans, you must provide the trustee of the 401(k) plan with your voting instructions in advance of the meeting. You may do this by returning your voting instructions by mail, or submitting them by telephone or the Internet. You cannot vote shares held in a Century 401(k) plan in person at the 2016 Annual Meeting; only the plan trustee can directly vote your shares. The trustee will vote your shares as you have instructed. If the trustee does not receive your instructions, your shares will not be voted. To allow sufficient time for voting by the trustee, your voting instructions must be received before Friday, June 24, 2016.

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Q. May I change my vote?

A. Yes. If you are the stockholder of record, you may revoke a proxy or change your voting instructions by: delivering a written notice of revocation or later-dated proxy to our Secretary at or before the taking of the vote at the 2016 Annual Meeting; changing your vote instructions via the Internet up to 11:59 p.m. Eastern Time on June 24, 2016 (the Friday before the 2016 Annual Meeting); changing your vote instructions via the telephone up to 11:59 p.m. Eastern Time on June 24, 2016; or voting in person at the 2016 Annual Meeting. If you hold your shares in one of Century's 401(k) plans, notify the plan trustee in writing prior to June 24, 2016, that your voting instructions are revoked or should be changed.

If your shares are held in "street name," you must follow the specific instructions provided to you to change or revoke any instructions that you may have already provided to your bank, broker or other nominee.

Q. What are the voting requirements to elect the directors and to approve each of the proposals discussed in this proxy statement?

A. Directors are elected by a plurality of votes, which means that the nominees that receive the highest number of votes "for" their election will be elected as directors, even if the nominees do not receive a majority of the votes cast. Proposals No. 2 (ratification of independent registered public accounting firm) and No. 3 (advisory vote on executive compensation) require the affirmative vote of a majority of the outstanding shares of Century common stock represented at the meeting.

Your shares will be voted in accordance with your instructions. Abstentions will be treated as shares that are present and entitled to vote for purposes of determining a quorum for a matter, but will not be counted as a vote in favor of such matter. Accordingly, an abstention from voting on a matter will not be counted for the purposes of electing directors and will have the same effect as a vote against the other matters.

Q. Why is it important to instruct my broker how to vote?

A. Under SEC rules, if you own shares in "street name" through a bank, broker or other nominee and do not instruct your bank, broker or other nominee how to vote, your bank, broker or other nominee may not vote your shares on proposals determined to be "non-routine." Of the proposals included in this proxy statement, only the proposal to ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2016 is considered to be "routine." The other proposals are considered to be "non-routine" matters. Therefore, if you do not provide your bank, broker or other nominee holding your shares in "street name" with voting instructions, those shares will count for quorum purposes, but will not be counted as shares present and entitled to vote on the election of directors or the advisory vote on executive compensation. Therefore, it is important that you provide voting instructions to your bank, broker or other nominee.

Q. What is "householding"?

A. In addition to furnishing proxy materials over the Internet, the Company takes advantage of the SEC's "householding" rules to reduce the delivery cost of materials. Under such rules, only one Notice or, if paper copies are requested, only one Proxy Statement, Annual Report on Form 10-K are delivered to multiple stockholders sharing an address unless the Company has received contrary instructions from one or more of the stockholders. If a stockholder sharing an address wishes to receive a separate Notice or copy of the proxy materials, he or she may so request by contacting Broadridge Householding Department by phone at 1-800-542-1061 or by mail to Broadridge Householding

Department, 51 Mercedes Way, Edgewood, New York 11717. A separate copy will be promptly provided following receipt of a stockholder's request, and such stockholder will receive separate materials in the future. Any stockholder currently sharing an address with another stockholder but nonetheless receiving separate copies of the materials may request delivery of a single copy in the future by contacting Broadridge Householding Department at the number or address shown above.

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## PROPOSAL NO. 1: ELECTION OF DIRECTORS

The Board, upon the recommendation of the Governance and Nominating Committee, has nominated the following directors to stand for election to the Board for a one-year term: JARL BERNTZEN, MICHAEL BLESS, ERROL GLASSER, DANIEL GOLDBERG and TERENCE WILKINSON. Each of these nominees has indicated his willingness to serve if elected and the Board has no reason to believe that he will not be available to serve.

In addition to meeting the minimum qualifications set out by the Board, each of these nominees brings strong and unique backgrounds and skills to the Board, giving the Board, as a whole, competence and experience in a wide variety of areas, including board service, corporate governance, compensation, executive management, finance, metals and mining, operations, manufacturing, marketing, international business and health, safety, environmental and social responsibility.

Set forth below is background information for each nominee (as of the date of this proxy statement), including the qualifications, attributes or skills that led the Board to conclude that such person should be nominated to serve as a member of the Board.

THE BOARD OF DIRECTORS RECOMMENDS THAT THE STOCKHOLDERS VOTE "FOR" THE ELECTION OF EACH OF MESSRS. BERNTZEN, BLESS, GLASSER, GOLDBERG AND WILKINSON TO THE BOARD FOR A ONE-YEAR TERM EXPIRING IN 2017.

## DIRECTOR NOMINEES FOR ELECTION TO A TERM TO EXPIRE IN 2017

Name	Age	Business Experience and Principal Occupation or Employment During Past 5 Years; Other Directorships	Director Since
Jarl Berntzen	49	<p>Senior Director, Head of Corporate Development at Dolby Laboratories, Inc. since 2011; Director, Corporate Development of Rambus, Inc. from November 2010 to August 2011.</p> <p>Mr. Berntzen has extensive experience in mergers and acquisitions ("M&amp;A"), financial restructurings and corporate development activities, having served in senior M&amp;A advisory positions at several international investment banks and advisory firms, including more than 10 years with Goldman, Sachs &amp; Co., as well as ThinkEquity Partners LLC and Barrington Associates. Mr. Berntzen's financial acumen and expertise, investment banking experience and international M&amp;A experience provides insight to the Board when considering Century's growth and development objectives. In addition, as a citizen of Norway, Mr. Berntzen provides international perspective and diversity to the Board. The Board has determined that Mr. Berntzen is an "audit committee financial expert" within the meaning of applicable SEC rules.</p> <p>Our President and Chief Executive Officer since November 2011; Executive Vice President and Chief Financial Officer from January 2006 to October 2011; National Trustee of Boys and Girls Clubs of America since January 2014.</p>	2006
Michael A. Bless	50	<p>Mr. Bless was elected to our Board of Directors in December 2012. As the only management representative on our Board, Mr. Bless provides a unique perspective in Board discussions about the business and strategic direction of the Company. Mr. Bless has an expansive knowledge of the aluminum industry and global financial conditions. Prior to joining Century, Mr. Bless held a number of senior management positions at both public and private companies and investment banks. The Board benefits from his business insights and knowledge of the Company and the markets it serves.</p>	2012



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Name	Age	Business Experience and Principal Occupation or Employment During Past 5 Years; Other Directorships	Director Since
		Partner and co-founder of Triangle Capital LLC since March 2005; Director of Regency Affiliates since 2002; Trustee of the Darrow School since 2007.	
Errol Glasser	62	Mr. Glasser adds to the Board extensive expertise in corporate development activities by virtue of his having served in the financial sector for over 20 years. The Board also benefits from Mr. Glasser's substantial financial, accounting and investment knowledge and from his experiences serving on other boards and audit committees and as an advisor to other public and private companies. Mr. Glasser is a Chartered Accountant (SA) and the Board has determined that he is an "audit committee financial expert" within the meaning of applicable SEC rules.	2015
		Asset and Investment Manager of the Aluminum and Alumina Department of Glencore since February 2005.	
Daniel Goldberg	37	Mr. Goldberg adds valuable expertise to our Board in the metals and mining industry by virtue of his experience as Asset and Investment Manager of the Aluminum and Alumina Department at Glencore. Mr. Goldberg provides extensive experience in all stages of aluminum production from alumina to aluminum production and marketing. In addition, as a South African citizen and a resident of Switzerland, Mr. Goldberg provides international perspective and diversity to the Board.	2011
		Our Chairman of the Board since June 2011; Director of Triland Metals Ltd. since 1998; Senior Independent Director of Eurasian Natural Resources Corporation Plc from May 2012 until October 2013 and Independent Director from September 2011 until October 2013.	
Terence A. Wilkinson	70	Mr. Wilkinson has valuable metals and mining experience by virtue of the many leadership positions he has held in the metals and mining industry, including as Chief Executive Officer of Ridge Mining Plc, Chief Executive Officer of the Lonrho Group's South African division and Director and Chief Operating Officer of Lonmin Plc. In addition, as a dual-citizen of South Africa and the United Kingdom, Mr. Wilkinson provides international perspective and diversity to the Board. The Board has determined that Mr. Wilkinson is an "audit committee financial expert" within the meaning of applicable SEC rules.	2011

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## Our Executive Officers

The following table details certain information about our current executive officers.

Name	Age	Business Experience and Principal Occupation or Employment During Past 5 Years
Michael A. Bless	50	President and Chief Executive Officer since November 2011. Executive Vice President and Chief Financial Officer from January 2006 to October 2011. Executive Vice President and Chief Financial Officer since June 2014.
Rick T. Dillon	45	Prior to joining Century, Mr. Dillon served as Vice President of Finance - Surface Mining Group of Joy Global Inc. from June 2012 to June 2014 and Vice President, Corporate Controller & Chief Accounting Officer of Joy Global Inc. from November 2009 to June 2012. Executive Vice President, General Counsel and Secretary since February 2013. Associate General Counsel and Assistant Secretary from June 2010 to January 2013.
Jesse E. Gary	36	Prior to joining Century, Mr. Gary practiced law at Wachtell, Lipton, Rosen & Katz.
Michelle M. Harrison	40	Senior Vice President, Finance and Treasurer since January 2013. Vice President and Treasurer from February 2007 to December 2012. Ms. Harrison joined Century in 2000. Executive Vice President - North American Operations since March 2016; Senior Vice President - North American Operations from March 2014 to March 2016; Vice President - North American Operations from September 2011 to March 2014.
John E. Hoerner	59	Prior to joining Century, Mr. Hoerner served as General Director of Finished Production for the Western Division of RUSAL.

## Corporate Governance and Other Board Matters

The Board, which is responsible for supervision of the overall business affairs of Century, establishes corporate policies, sets strategic direction and oversees management, which is responsible for Century's day-to-day operations. The Board met eleven times during 2015. There are no family relationships among any of our directors and executive officers.

## Board Leadership Structure

The Board selects the Chairman of the Board in the manner and upon the criteria that it deems best for the Company at the time of selection. The Board believes that it is in the best interests of the Company and our stockholders to have Mr. Wilkinson, an independent director, serve as the non-executive Chairman of the Board at this time. The Board has not adopted a policy regarding whether the roles of the Chairman and Chief Executive Officer should be separate or combined, but recognizes the value to the Company of the separation of these positions and having an independent director serve as Chairman. We believe that this structure is appropriate for the Company because it allows our independent Chairman to lead the Board in its fundamental role of governing the Company and providing advice to management, while also providing for effective independent oversight and allowing our President and Chief Executive Officer to focus on the execution of our business strategy, growth and development. The Board evaluates whether this leadership structure is in the best interests of our stockholders on a regular basis.

## Board Oversight of Risk Management

Management of risk is the direct responsibility of our Chief Executive Officer and our management team. Our Board oversees management's attention to risk by regularly reviewing with management the risks inherent to our business and to our business strategy, their potential impacts on us, and our risk management decisions, practices, and activities (both short-term and long-term). The Board relies upon the Chief Executive Officer, Chief Financial Officer, General Counsel and other executive officers of the Company to supervise day-to-day risk management and to bring material risks to the Board's attention. Each of the Chief Executive Officer, Chief Financial Officer and General Counsel provides reports directly to the Board and certain Board committees, as appropriate. Directors may also from time to



time rely on the advice of our outside advisors and auditors provided they have a reasonable basis for such reliance. While the Board has primary responsibility for overseeing risk management, the Board also delegates certain oversight responsibilities to its Board committees. Descriptions of the various Board committees are set forth below.

The Audit

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Committee provides risk oversight with respect to the Company's financial statements, the Company's compliance with legal and regulatory requirements and corporate policies and controls related to the financial statements, the independent auditor's selection, retention, qualifications, objectivity and independence, and the performance of the Company's internal audit function. The Governance and Nominating Committee considers risks related to director nominations, corporate governance matters, succession planning and oversees the appropriate allocation of responsibility for risk oversight among the committees of the Board. The Health, Safety and Sustainability Committee provides oversight of risks relating to Century's policies and management systems with respect to health, safety and sustainability matters. The Compensation Committee reviews and reports on risks related to our compensation policies and practices. The Board regularly receives detailed reports from the committees regarding risk oversight in their areas of responsibility.

## Board Committees and Meeting Attendance

To assist it in carrying out its duties, the Board has established various standing committees, including the committees set forth below:

Name	Audit	Compensation	Governance & Nominating	Health, Safety & Sustainability
Jarl Berntzen	X	X*	X	X
Michael Bless				X*
Errol Glasser	X*		X	X
Daniel Goldberg		X		
Terence Wilkinson	X	X	X*	

\*Committee Chair

The Board designates the members of each committee and the committee chair annually based on the recommendations of the Governance and Nominating Committee. The Board has adopted written charters for each of these committees, which are available in the "Investors" section of our website, [www.centuryaluminum.com](http://www.centuryaluminum.com), under the tab "Corporate Governance." During 2015, each of our current directors attended at least 75% of the meetings of the Board and Board committees on which he served. We encourage our directors to attend our annual meeting of stockholders. All of our directors attended our 2015 annual meeting of stockholders in person.

## Independent Directors

Nasdaq Global Select Market ("NASDAQ") rules require that a majority of the board of directors of listed companies be comprised of independent directors. The Board has determined that, of its current directors, Messrs. Berntzen, Glasser and Wilkinson are independent directors under the criteria established by NASDAQ for membership on the Board and that these directors are independent under the requirements of Institutional Shareholder Services (ISS), applicable SEC rules and the NASDAQ listing standards for service on the various committees of the Board on which they serve. In addition, the Board determined that Mr. Michelmore who served as a director during part of 2015, was an independent director under the criteria established by NASDAQ for membership on the Board and that Mr. Michelmore was independent under applicable SEC rules and the NASDAQ listing standards for service on the various committees of the Board on which he served.

Our independent directors meet in executive session without the presence of management no fewer than four times each year. Our Chairman leads these sessions. The Independent Directors met four times in 2015.

## Audit Committee

The Audit Committee, among other things:

- Oversees the adequacy and effectiveness of the financial reporting process;
- Appoints and oversees the engagement of the independent auditor, reviews the scope and results of the independent audit with the independent auditor and management and approves all audit and non-audit services and fees;
- Oversees the internal audit function, appoints the Company's internal auditor and reviews with management the adequacy and effectiveness of the Company's system of internal controls;



- Oversees the Company's risk management, including reviewing with management our financial risk exposures and assessing the steps management has taken to monitor and control such exposures;
- Reviews current and pending material litigation with management;
- Conducts or directs investigations of any allegations of material violations of securities laws, fiduciary duties or similar violations; and
- Reviews and approves related party transactions pursuant to our Statement of Company Policy Regarding Related Party Transactions.

In 2015, the Audit Committee held eight meetings. The Board has determined that all current members of the Audit Committee are independent under the criteria established by NASDAQ and applicable SEC rules. The Board has also determined that all current members of the Audit Committee are "audit committee financial experts" within the meaning of applicable SEC rules.

The report of the Audit Committee is set forth below in the section titled "Audit Committee Report".

#### Compensation Committee

The Compensation Committee's primary duties and responsibilities include:

- Reviewing, approving and administering the compensation plans and policies of the Company, including pension, savings, incentive and equity-based plans and awards;
- Reviewing and approving the goals and objectives relevant to the compensation of the Chief Executive Officer, evaluating the performance of the Chief Executive Officer and determining the Chief Executive Officer's compensation based on such evaluation;
- Reviewing with the Chief Executive Officer and approving the respective goals and objectives relevant to the compensation of the other executive officers and determining the compensation of the other executive officers following recommendations by the Chief Executive Officer based on the Chief Executive Officer's evaluation of the performance of the other executive officers in light of their respective goals and objectives;
- Reviewing with the Chief Executive Officer the non-executive management compensation and benefit policies as set by the Chief Executive Officer;
  - Reviewing and recommending to the Board the compensation of our directors;
- Reviewing the Company's succession plans relating to the Chief Executive Officer and the other executive officers;
- Reviewing our incentive compensation arrangements to determine whether they encourage excessive risk-taking, reviewing and discussing the relationship between risk management policies and practices and compensation and evaluating compensation policies and practices that could mitigate any such risk; and
- Reviewing and discussing with management the Compensation Discussion and Analysis and recommending whether such report should be included in our annual report and proxy statement.

The Compensation Committee held five meetings in 2015.

The Board has determined that, with the exception of Mr. Goldberg, all current members of the Compensation Committee are independent under the criteria established by NASDAQ and applicable SEC rules. Although Mr. Goldberg was not determined to be "independent," he currently serves on the Compensation Committee pursuant to an exception under NASDAQ rules which allows the Company to have a non-independent compensation committee member in certain circumstances. The Board determined that Mr. Goldberg's membership on the Committee was in the best interests of the Company and its stockholders due to his unique and extensive knowledge of the aluminum industry. Because a member appointed under this exception may not serve longer than two years, Mr. Goldberg will resign as a member of the Compensation Committee as of a date no later than the upcoming annual meeting date.

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We refer you to the section of this proxy statement titled "Compensation Discussion and Analysis" for discussion of our Compensation Committee's role in determining compensation for our executive officers.

Compensation Committee Interlocks and Insider Participation

The current members of our Compensation Committee are Messrs. Berntzen, Goldberg and Wilkinson. None of our Compensation Committee members (i) has ever been an officer or employee of our Company or (ii) is or was a participant in a related person transaction since the beginning of 2015 (see the section below entitled "Related Person Transactions" for a description of our policy on related person transactions). In 2015, none of our executive officers served as a member of the compensation committee of another entity, or as a director of another entity, one of whose executive officers served on our compensation committee or as one of our directors.

Governance and Nominating Committee

The Governance and Nominating Committee's primary duties and responsibilities include:

- Evaluating the size and composition of the Board;
- Identifying, recruiting and recommending candidates for election to the Board and its committees;
- Recommending to the Board the number, identity, responsibilities and composition of the Board committees;
- Reviewing, evaluating and making recommendations to the Board regarding our corporate governance practices and policies; and
- Overseeing the annual self-evaluation of the Board and of each Board committee.

In 2015, the Governance and Nominating Committee held four meetings.

The Board has determined that all members of the Governance and Nominating Committee are independent under the criteria established by NASDAQ and applicable SEC rules.

The Governance and Nominating Committee solicits recommendations for potential Board nominees from a variety of sources, including directors, officers and other individuals with whom the Governance and Nominating Committee members are familiar, through its own research, and third-party consultants and search firms. The Governance and Nominating Committee also considers nominees recommended by stockholders who submit such recommendations in writing to our Corporate Secretary. The qualifications and standards the Governance and Nominating Committee will apply in evaluating any recommendations for nomination to the Board include, but are not limited to:

- business or public company experience;
- a willingness and ability to make a sufficient time commitment to Century's affairs to perform effectively the duties of a director, including regular attendance at Board and committee meetings;
- skills in finance, metals and mining, and international business and knowledge about the global aluminum industry;
- personal qualities of leadership, character, judgment and integrity; and
- requirements relating to composition of the Board under applicable law and listing standards.

The Governance and Nominating Committee also strongly considers diversity when evaluating any recommendations for nominations to the Board. The Governance and Nominating Committee takes into consideration each potential nominee's diverse attributes and variety of experiences and viewpoints but does not make decisions to include or exclude a potential nominee solely or largely based on race, ethnicity, gender, national origin or sexual orientation. While the Board has not adopted a formal policy with respect to diversity, the Governance and Nominating Committee believes that diversity is an important aspect in Board composition. In selecting a director nominee, the Governance and Nominating Committee focuses on skills, education, experience and qualities that would complement the existing Board, recognizing our diverse global business structure. Reflecting this diversity, our Board consists of directors who are citizens or residents of four different nations. Our directors come from diverse business backgrounds including financial, industrial and non-profit.

#### Health, Safety and Sustainability Committee

The Health, Safety and Sustainability Committee's primary duties and responsibilities include:

- Reviewing with management the Company's goals, policies and programs relative to health, safety and sustainability;
- Reviewing with management and making recommendations to the Board based on the Company's performance on health, safety and sustainability matters;
- Reviewing with management the Company's compliance with laws, rules, regulations and standards of corporate conduct relating to health, safety and sustainability matters; and
- Reviewing 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 practices to manage these risks and liabilities.

The Health, Safety and Sustainability Committee must meet at least twice a year and provide recommendations to the Board. The committee held four meetings in 2015 and holds regular update calls with Company management between meetings.

#### Stockholder Communications with the Board of Directors

Stockholders may communicate with the Board, our independent or non-management directors as a group, or any individual director(s) by sending a written communication in an envelope addressed to the Board or the appropriate director(s) in care of our Corporate Secretary, addressed to: Corporate Secretary, Century Aluminum Company, 1 South Wacker Drive, Suite 1000, Chicago, Illinois 60606.

#### Code of Ethics

We have adopted a code of ethics that applies to all of our directors, officers and other employees. A copy of the code of ethics is available on our website at [www.centuryaluminum.com](http://www.centuryaluminum.com) and a copy will be mailed to any person, without charge, upon written request addressed to: Corporate Secretary, Century Aluminum Company, 1 South Wacker Drive, Suite 1000, Chicago, Illinois 60606.

We intend to disclose any amendments to or waivers of our code of ethics on behalf of our Chief Executive Officer, Chief Financial Officer, Chief Accounting Officer and Controller and persons performing similar functions on our website at [www.centuryaluminum.com](http://www.centuryaluminum.com).

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## Director Compensation and Stock Ownership Guidelines

The following table sets forth the compensation paid to each non-employee director in 2015.

Director (a)	Fees		Total
	Earned or Paid in Cash (b)	Stock Awards (c)	
Jarl Berntzen	\$97,250	\$98,264	\$195,514
Andrew Caplan	—	—	—
Errol Glasser	114,000	64,062	178,062
Daniel Goldberg	—	—	—
Andrew Michelmore	52,500	—	52,500
Terence Wilkinson	200,750	64,062	264,812

Represents all non-employee directors who served on the Board during 2015. Messrs. Caplan and Michelmore stepped down from the Board immediately following the 2015 annual

(a) meeting of stockholders. Mr. Bless did not receive compensation for serving as a Board member.

Messrs. Caplan and Goldberg waived their right to receive compensation.

Represents retainer and meeting fees

(b) paid to each non-employee director during 2015.

(c) Represents the grant date fair

value of the  
September 2,  
2015 and  
November 25,  
2015 grants of  
time-based  
performance  
share units  
awarded to  
each  
non-employee  
director  
continuing in  
office after the  
Annual  
Meeting of  
stockholders,  
calculated in  
accordance  
with FASB  
ASC Topic  
718. A  
discussion of  
the  
assumptions  
used in  
calculating the  
award values  
may be found  
in Note 11 to  
our 2015  
audited  
financial  
statements in  
our Annual  
Report on  
Form 10-K for  
the year ended  
December 31,  
2015 as filed  
with the  
SEC. For Mr.  
Berntzen, this  
amount also  
represents the  
grant date fair  
value of 6,590  
time-based  
performance  
units awarded  
in lieu of his



annual retainer for service on the Board, which performance units vest in four quarterly installments. Each of Messrs. Berntzen and Glasser elected to defer the settlement of all time-vested performance share units awarded to him in 2015 until his service on the Board terminates.

The following table sets forth the number of outstanding options and stock awards held by each non-employee director who served on our Board in 2015, as of December 31, 2015:

Name	Number of Options Outstanding as of 12/31/2015 (b)	Number of Stock Awards Outstanding as of 12/31/2015 (c)
Jarl Berntzen	16,000	42,614
Andrew Caplan		—
Errol Glasser		12,447
Daniel Goldberg		—
Andrew Michelmore		—
Terence Wilkinson		22,225

(a) Messrs. Caplan and Michelmore stepped down from the Board immediately following the 2015 annual meeting of stockholders.

All options were fully  
(b) vested as of December 31,  
2015.

Represents time-vested  
performance shares held by  
the named director that  
(c) have not yet vested or for  
which settlement has been  
deferred.

The Board and the Compensation Committee annually review the adequacy and form of our directors' compensation. Directors who are full-time salaried employees of Century are not compensated for their service on the Board. The Board believes that compensation for independent directors should be a mix of cash and equity-based compensation and for non-employee, non-independent Board members compensation should only be in cash in order to avoid indirectly increasing the beneficial ownership of any stockholder at whose direction a member of our Board serves. For 2015, all of our non-employee, non-independent Board members waived their rights to receive compensation of any kind.

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Equity Awards, Meeting Fees and Retainers. For 2015, each independent director continuing in office after the 2015 Annual Meeting of Stockholders received an annual grant of time-vested performance share units determined based on a value of \$85,000. In addition, non-employee directors (other than our non-employee, non-independent Board members, who waived their rights to receive compensation) are entitled to an annual retainer of \$45,000 for their services, and meeting fees of \$2,000 per Board or committee meeting attended, or \$3,000 in the case of the Chairs of the Audit Committee and Compensation Committee per Audit Committee or Compensation Committee attended. The Chairman of the Board is also entitled to an additional retainer of \$90,000 per year. The Chairs of the Audit and Compensation Committees are entitled to receive an additional \$10,000 and the Chair of the Governance and Nominating and Health, Safety and Sustainability Committees an additional \$7,500 retainer per year. All fees are paid quarterly and based on each non-employee director's service on the Board or any committee thereof.

Expense Reimbursement. All directors are reimbursed for their travel and other expenses incurred in attending Board and Board committee meetings, other than Messrs. Caplan and Goldberg, who waived their right to receive expense reimbursement.

Independent Director Stock Ownership Guidelines. Under our stock ownership guidelines, each independent director is required to accumulate, within five years of election to the Board, 20,000 shares of our common stock.

Non-employee, non-independent directors are not subject to these guidelines, although they are urged to follow them. The guidelines are based on a fixed number of shares, which was established after giving consideration to the value of the fixed share guidelines as a percent of pay (salary for executives and cash retainer for independent directors). The guidelines of peers and, on a broader basis, industry practices were considered in developing this policy. As of the date of this proxy statement, each of our independent directors is in compliance with our stock ownership guidelines or within the applicable grace period.

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## OWNERSHIP OF CENTURY COMMON STOCK

Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

Security Ownership of Certain Beneficial Owners

The following table sets forth certain information concerning the beneficial ownership of the Company's common stock, as of the dates noted below, by each person known by us to be the beneficial owner of five percent or more of the outstanding shares of the Company's common stock. The percent of class shown below is based on 87,059,733 shares of common stock outstanding as of April 28, 2016.

Name	Amount and Nature of Beneficial Ownership (a)	Percent of Class	
Glencore AG (b)	37,361,358	42.9	%
Dimensional Fund Advisors LP (c)	6,535,950	7.5	%
BlackRock, Inc. (d)	4,580,681	5.3	%
Hotchkis and Wiley Capital Management, LLC (e)	4,427,134	5.1	%

Each entity has sole voting (a) and dispositive power, except as otherwise indicated.

(b) Based on information set forth in a Form 4 filing dated April 4, 2016, by Glencore AG, Glencore International AG and Glencore Plc. Glencore's principal business address is Baarermattstresse 3, P.O. Box 1301, CH-6341 Baar, V8, Switzerland. The above information excludes 7,644,589 shares of our common stock issuable upon conversion of the Company's Series A Convertible Preferred Stock owned by

Glencore AG, which is convertible only upon the occurrence of events that have not transpired and that are outside of the control of Glencore AG, or in circumstances that would not result in an increase in the percentage of the outstanding shares of the Company's common stock beneficially owned by Glencore. In addition, as set forth in a 13D/A filed on July 2, 2015, Glencore has entered into cash-settled total return swaps that give Glencore economic exposure to an additional 9,129,302 shares of the Company's common stock.

- (c) Based on information set forth in a Schedule 13G/A filing dated February 9, 2016, by Dimensional Fund Advisors LP (“Dimensional”). Dimensional is an investment advisor and furnishes investment advice to four investment companies and serves as investment manager to certain other commingled group trusts and separate accounts (“Funds”). As an investment advisor, sub-advisor and/or manager, Dimensional possesses voting and/or investment power over these shares, and it may be deemed to be the beneficial owner of these shares. However, these shares are owned by the Funds and Dimensional specifically disclaims beneficial ownership of these securities. The principal business address of Dimensional Fund Advisors LP is Building One, 6300

Bee Cave Road, Austin,  
Texas 78746.

Based on information set forth in a Schedule 13G/A filing dated January 28, 2016, by Blackrock, Inc.

(d) (“Blackrock”). Blackrock is a parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G). The principal business address of Blackrock, Inc. is 55 East 52nd Street, New York, New York 10022.

Based on information set forth in a Schedule 13G filing dated February 11, 2016, by Hotchkis and Wiley Capital Management, LLC (“Hotchkis and Wiley”). Hotchkis and Wiley is an investment advisor and furnishes investment advice to four investment companies and serves as investment manager to certain other commingled

(e) group trusts and separate accounts. As an investment advisor, sub-advisor and/or manager, Hotchkis and Wiley possesses voting and/or investment power over these shares, and it may be deemed to be the beneficial owner of these shares. The principal business address of Hotchkis and Wiley is 725 S. Figueroa Street, 39th FL, Los Angeles, California 90017.

#### Security Ownership of Directors and Named Executive Officers

The following table sets forth certain information concerning the beneficial ownership of the Company's common stock as of April 28, 2016 by: (i) each of our current directors, (ii) each of the Company's named executive officers, and (iii) all of the Company's directors and executive officers as a group.

Percentage ownership calculations for beneficial ownership are based on 87,059,733 shares outstanding at the close of business on April 28, 2016. In computing the number of shares of common stock beneficially owned by a person and the

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percentage ownership of that person, we deemed shares of common stock subject to (i) options held by that person that are currently exercisable or exercisable within 60 days of April 28, 2016 and (ii) performance share units that will vest within 60 days of April 28, 2016, to be outstanding. We did not deem these shares outstanding, however, for the purpose of computing the percentage ownership of any other person. No director or executive officer beneficially owned more than 1% of our outstanding common stock. All of the Company's directors and executive officers as a group beneficially owned less than 1% of the Company's outstanding common stock.

The address of all persons listed below is c/o Century Aluminum Company, 1 South Wacker Drive, Suite 1000, Chicago, Illinois 60606.

Name (a)	Common Stock	Exercisable	
		Stock Options	Total
Jarl Berntzen	68,791 (b)	6,000	74,791
Michael Bless	161,814	27,618	189,432
Rick Dillon	7,979	—	7,979
Jesse Gary	21,290	—	21,290
Errol Glasser	15,942 (c)	—	15,942
Daniel Goldberg	(d)	—	—
Michelle Harrison	33,569 (e)	19,398	52,967
John Hoerner	39,489	—	39,489
Terence Wilkinson	46,702 (f)	—	46,702
		—	
All Directors and Executive Officers as a Group (9 persons)	395,576	53,016	448,592

Each individual has sole voting (a) and dispositive power except as otherwise noted.

(b) Includes 42,614 performance share units the settlement of which has been deferred until the termination of Mr. Berntzen's service on the

Board.

Includes 12,447 performance  
share units the settlement of

(c) which has been deferred until  
the termination of Mr.

Glasser's service on the Board.

Excludes 37,361,358 shares  
owned by Glencore, for which

(d) Mr. Goldberg serves as the  
Asset and Investment Manager  
of the Aluminum and Alumina  
Department.

(e) Includes 353 shares that are  
jointly owned or held in a trust  
and subject to shared voting  
and dispositive power.

(f) Includes 22,225 shares the  
settlement of which has been  
deferred until the termination  
of Mr. Wilkinson's service on  
the Board.

#### Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), requires the Company's directors and executive officers, and persons owning more than 10% of a registered class of the Company's equity securities, to file with the SEC reports of ownership and changes in ownership of the Company's equity securities. These same persons are also required to furnish the Company with copies of all such forms. Based solely on a review of the copies of the forms furnished to the Company, or written representations that no Form 5 filings were required, we believe that, with respect to the 2015 fiscal year, all required Section 16(a) filings were timely made.



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## Equity Compensation Plan Information

## Equity Compensation Plan Information (a)

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans
Equity compensation plans approved by security holders	985,041	\$27.06 (b)	6,832,000
Equity compensation plans not approved by security holders	—	—	—
Total	985,041		6,832,000

(a) As of December 31, 2015.

Represents the weighted-average exercise price of 443,737 options outstanding under the Amended and Restated Stock Incentive

(b) Plan. There is no exercise price associated with 541,304 service-based share awards also outstanding under the Amended and Restated Stock Incentive Plan.

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## PROPOSAL NO. 2: RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board, on the recommendation of the Audit Committee, has appointed Deloitte & Touche LLP to act as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2016. We are requesting the Company's stockholders to ratify such appointment. If no direction is given to the contrary, all proxies received by the Board will be voted "FOR" ratification of the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2016. Neither the Board nor the Audit Committee is required to take any action as a result of the outcome of the vote on this proposal. However, if the stockholders do not ratify the appointment, the Audit Committee may investigate the reasons for such rejection. Even if the appointment is ratified, the Audit Committee may, in its discretion, direct the appointment of a different independent registered public accounting firm at any time.

In addition to performing the audit of the Company's consolidated financial statements, Deloitte & Touche LLP provided various other services for the Company during the last two fiscal years. The aggregate fees billed for the last two fiscal years are set forth below:

	2015	2014
Audit Fees <sup>(a)</sup>	\$2,181,000	\$2,490,000
Audit	-	-
Related Fees	-	-
Tax Fees <sup>(b)</sup>	146,000	106,000
All Other Fees <sup>(c)</sup>	2,000	152,000
Total Fees	\$2,329,000	\$2,748,000

(a) Audit Fees. Audit Fees include professional services rendered in connection with the audit of the Company's consolidated financial statements, audit of the effectiveness of the Company's internal control over financial reporting, statutory audits, reviews of the consolidated financial statements included in the Company's Quarterly Reports on Form 10-Q, consultation on

accounting matters, and  
review of documents  
filed with the SEC.

(b) Tax Fees. Tax Fees  
include the preparation  
of federal and state tax  
returns, and consultation  
related to tax planning,  
tax advice, tax  
compliance and  
acquisitions.

(c) All Other Fees. All  
Other Fees include due  
diligence, registration  
statements and  
consultation on  
accounting matters.

All services rendered by Deloitte & Touche LLP are pre-approved by the Audit Committee in accordance with the Audit Committee's pre-approval procedures. Under those procedures, the terms and fees of annual audit services, and changes thereto, must be approved by the Audit Committee. The Audit Committee also pre-approves the scope of audit-related, tax and other non-audit services that may be performed by our independent auditors during the fiscal year, subject to dollar limitations set by the Committee. The foregoing pre-approval procedures are subject to the de minimis exceptions for non-audit services described in Section 10A(i)(1)(B) of the Exchange Act which are approved by the Audit Committee prior to completion of the audit.

Representatives of Deloitte & Touche LLP are not expected to be present at the Annual Meeting, but, if they are present, they will have the opportunity to make a statement if they desire to do so, and will be available should any matter arise requiring their presence or to otherwise respond to questions.

**THE BOARD OF DIRECTORS RECOMMENDS THAT THE STOCKHOLDERS VOTE "FOR" RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE CURRENT FISCAL YEAR.**

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AUDIT COMMITTEE REPORT

The following report of the Audit Committee shall not be deemed to be “soliciting material” or to be “filed” with the SEC, nor shall this information be incorporated by reference into any future filing under the Securities Act of 1933, as amended, or the Exchange Act, except to the extent that Century specifically incorporates it by reference into a filing. The role of the Audit Committee is to assist the Board in fulfilling its responsibility for oversight of the quality and integrity of the accounting, auditing and financial reporting practices of Century. The Audit Committee's job is one of oversight. Century's management is responsible for the preparation of Century's financial statements and the independent auditors are responsible for auditing those financial statements. The Audit Committee and the Board recognize that management (including the internal audit staff) and the independent auditors have more resources and time, and more detailed knowledge and information regarding Century's accounting, auditing, internal control and financial reporting practices than the Audit Committee does; accordingly, the Audit Committee's oversight role does not include providing any expert or special assurance as to the financial statements and other financial information provided by Century to its stockholders and others.

In discharging its oversight responsibility as to the audit process, the Audit Committee obtained from the independent auditors the written disclosures and the letter from the independent auditors required by the Public Company Accounting Oversight Board (PCAOB) regarding the independent auditors' communications with the Audit Committee concerning independence, and discussed with the independent auditors their independence from Century. The Audit Committee also discussed with management, the internal auditors and the independent auditors, the quality and adequacy of Century's internal controls, the processes for assessing and monitoring risk, and the internal audit function's organization, responsibilities, budget and staffing. The Audit Committee reviewed with both the independent and the internal auditors their audit plans, audit scope, and identification of audit risks. The Audit Committee has the authority to obtain advice from outside legal, accounting or other advisors as the Audit Committee deems necessary to carry out its duties and receives appropriate funding, as determined by the Audit Committee, from Century for such advice and assistance.

The Audit Committee met with and discussed with the independent auditors all matters required to be discussed by PCAOB statement on Auditing Standards No. 16, and, with and without management present, reviewed and discussed the results of the independent auditors' examination of the financial statements. The Audit Committee also discussed the quality and adequacy of Century's internal controls and the results of the internal audit examinations.

The Audit Committee reviewed and discussed with management and the independent auditors the interim financial information contained in each quarterly earnings announcement in 2015 prior to its public release and the audited financial statements of Century as of and for the year ended December 31, 2015.

Based on the above mentioned review and discussions with management and the independent auditors, the Audit Committee recommended to the Board that Century's audited financial statements be included in its Annual Report on Form 10-K for the year ended December 31, 2015, for filing with the SEC.

Respectfully Submitted,

The Audit Committee

Jarl Berntzen Errol Glasser (Chair) Terence Wilkinson

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**PROPOSAL NO. 3: ADVISORY VOTE TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS**

In accordance with Section 14A of the Exchange Act and the related rules of the SEC, a resolution will be presented at the 2016 Annual Meeting asking our stockholders to approve, on an advisory and non-binding basis, the compensation of our named executive officers as disclosed in this proxy statement. Although the vote is advisory and is not binding on the Compensation Committee, the Board or the Company, the Compensation Committee will take into account the outcome of the vote when considering future executive compensation arrangements. We refer to this non-binding advisory vote as the “say-on-pay” vote. Our current policy is to hold a “say-on-pay” vote each year until the next required stockholder vote on the frequency of the “say-on-pay” vote. We expect that the next such frequency vote will occur at the 2017 annual meeting of stockholders.

You are asked to vote for or against, or to abstain from voting, on the following resolution on an advisory basis: “Resolved, that the stockholders approve on an advisory basis the compensation of our named executive officers, as disclosed in the Company’s proxy statement pursuant to the rules of the SEC, including the “Compensation Discussion and Analysis,” the compensation tables, and any related tables and disclosure.”

**THE BOARD OF DIRECTORS RECOMMENDS THAT THE STOCKHOLDERS VOTE “FOR” APPROVAL OF THE FOREGOING RESOLUTION.**

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EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

This Compensation Discussion and Analysis is designed to provide the Company's stockholders with an understanding of the Company's executive compensation program and to discuss the compensation earned for 2015 by the Company's named executive officers. The Company's Compensation Committee (the "Committee") oversees the Company's executive compensation program and reviews and establishes the compensation for the Company's executive officers, including its named executive officers.

For 2015, the Company's named executive officers were:

- Michael Bless, President and Chief Executive Officer;
- Rick Dillon, Executive Vice President and Chief Financial Officer;
- Jesse Gary, Executive Vice President, General Counsel and Secretary;
- John Hoerner, Executive Vice President, North American Operations; and
- Michelle Harrison, Senior Vice President, Finance and Treasurer.

Executive Summary

Link between Company Performance and Compensation

We have designed our compensation program to motivate our executives to achieve short- and long-term goals that contribute to the creation of stockholder value. We believe the following aspects of our 2015 executive compensation program demonstrate our commitment to our pay-for-performance philosophy and align the interests of our executives with the interests of our stockholders:

- 75% of the CEO's long-term incentive awards (in the form of performance units) are tied to the Company's total stockholder return ("TSR") relative to the TSR of its peers (66.7% in the case of the other named executive officers);
- 25% of the CEO's long-term incentive awards are granted in the form of time-vested equity-based awards thereby directly linking a portion of the CEO's compensation to share price appreciation (33.3% in the case of the other named executive officers); and
- Payouts under annual incentive bonuses are tied to the achievement of pre-established Company performance targets (70% weighting) and the executive's individual performance (30% weighting).

Comparison of 2015 Target Versus Realized Compensation

In 2015, we saw significant declines in aluminum prices and experienced a corresponding decline in our stock price. Our business and financial performance substantially depends on and is sensitive to the price of aluminum, which can be volatile and is subject to many factors beyond our control. Aluminum prices declined over 30% in 2015, from an average "Midwest Transaction Price" of approximately \$2,440 in December 2014 to \$1,690 in December 2015. The Midwest Transaction Price is the LME price for primary aluminum, plus the Midwest regional delivery premium. This significant price decline resulted in the curtailment of over 60% of total U.S. production capacity in the fourth quarter of 2015 and the first quarter of 2016. Despite adverse market conditions, however, performance against 2015 internal operational and cost-control goals was strong. In 2015, management achieved significant cost reductions, cut capital budgets, reapportioned capital funds and shifted our product mix towards value-added products that earn a premium over the LME price. These actions allowed the Company's operations to continue to operate, in some cases at their curtailed levels, in the face of challenging aluminum prices. We believe these internal operational and cost-control goals encourage the creation of long-term stockholder value by reducing costs, increasing cash flow and promoting safety performance.

We believe our pay-for-performance alignment for 2015 executive compensation is evidenced by:

• A 51.5% payout of performance units issued under the 2013-2015 LTIP due to a Company TSR of 70.9% of the average TSR of our peer group; and

• A 46.8% decrease in value of time-vested performance units granted to our executive officers under the 2013-2015 LTIP between the grant date fair value and the value when vested on December 31, 2015; and

• Payouts ranging from 88% to 103% under our 2015 annual incentive plan due to strong performance against internal operational and cost-control goals.

Changes to Compensation Program in 2015 and 2016

While the Committee believes that the core elements of the Company's executive compensation program support the Company's business strategy and encourage the creation of stockholder value, the Committee is also committed to continuing to drive our pay-for-performance philosophy. As a result, in 2015 and 2016, in order to further align the interests of our executives with our stockholders and create more "at risk" compensation, the Committee:

• Froze base salaries for 2015 for the CEO and CFO;

• Exercised its discretion to settle all of the CEO's 2012-2014 performance units in Company stock rather than cash;

• Made the decision to denominate the 2016-2018 performance unit awards in Company stock rather than cash; and

• Permanently closed the Company's defined benefit plans to new participants and froze all benefit accruals for current participants under age 50 as of January 1, 2015 in favor of a new defined contribution retirement plan structure.

Our Philosophy on Executive Compensation

The Company's compensation program is designed to enable the Company to provide competitive compensation packages that attract, retain and motivate talented executives and managers while aligning management's and stockholders' interests in the enhancement of Company performance and stockholder value. Consistent with this philosophy, target cash bonus opportunities for 2015 under the Company's annual incentive plan were heavily weighted (70%) on Company performance to closely link executive compensation with the near-term business goal of increasing the Company's operating profitability and safety results, and performance unit awards granted under our long-term incentive plan were based 100% on total stockholder return in order to incentivize management to maximize the Company's share price performance over the long-term. The Company's incentive plans are also designed to reward outstanding performance above a target range (subject to a maximum payout of 200% of target); conversely, when performance is below expectations, the Company's plans are designed to deliver compensation below the targeted range (with no minimum payment).

The Company's compensation programs are structured as a balanced portfolio using multiple elements to deliver a total package consisting of base salary, annual incentive awards, long-term incentive awards, and retirement benefits. In addition, the Committee retains discretion to make adjustments it deems advisable to balance the overall performance of Century and the individual performance of the Company's executive officers and to pay for performance.

The size of previous equity-based grants and current equity holdings does not affect future grants and are not considered by the Committee when making long-term incentive award decisions. The Committee does, however, consider the combination of compensation and benefit offerings when making compensation decisions. The Committee generally applies its compensation philosophy and policies consistently in determining the compensation of each of our executives, while being mindful of individual differences such as experience, level of responsibility, potential contributions to future growth opportunities and individual performance, as well as the practical implications of arms-length negotiations at the time each executive is hired or promoted.

Consideration of Say-on-Pay Results

At the Company's annual meeting of stockholders held in September 2015, over 99% of the votes cast on the advisory vote to approve the compensation of the Company's named executive officers were voted in favor of the proposal. The Committee believes this affirms our stockholders' support for the Company's approach to executive compensation.

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### Our Process for Executive Compensation

The Committee develops and approves the overall compensation package for our Chief Executive Officer and, with the additional assistance of our Chief Executive Officer, for each of our other executive officers. Although objective criteria are used, the Committee retains final discretion in determining the compensation of our executive officers. In general, the Committee makes its final determination of both annual incentive awards and awards earned based on long-term performance in the first quarter following the end of each performance period.

In implementing and administering its compensation philosophy, the Committee, in consultation with its independent executive compensation consultant, regularly:

- Reviews market data to assess the competitiveness of the Company's compensation policies;
- Evaluates the Company's compensation policies compared to its peers and in the context of the broader economy;
- Reviews Company performance against the Company's plans and budgets and considers the degree of attainment of pre-established performance goals;
- Reviews the individual performance of each executive officer; and
- Considers the results of the advisory "say-on-pay" vote of the Company's stockholders and regularly engages with the Company's stockholders regarding the Company's compensation program.

The Committee maintains an annual agenda to help ensure that it discharges its duties in a thoughtful and timely manner. As a general practice, the Committee makes significant decisions over multiple meetings, discussing conceptual matters, reviewing preliminary recommendations and reviewing final recommendations before acting. The Committee also holds special meetings as necessary in order to perform its duties.

The Committee dedicated significant time and attention to management compensation in 2015, including holding five meetings.

### Benchmarking Executive Compensation

The Committee's philosophy emphasizes competitive objectives for executive pay, while being mindful of individual differences such as experience, responsibility-level and performance, as well as the practical implications of pay, on occasion, being the product of an arms-length negotiation at the time an executive is hired or promoted. Elements of compensation that are benchmarked, separately and in the aggregate, include base salary, annual incentives, long-term incentives and retirement benefits. Generally, the Committee targets total compensation (annual base salaries, annual target incentive compensation, long-term target incentive compensation and retirement benefits) at or near the midpoint of the compensation ranges for comparable positions at similarly situated companies.

For purposes of setting 2015 compensation, the Committee, with input from management and its independent executive compensation consultant, reviewed the practices of a group of comparably-sized, asset-intensive, metals and other industrial companies. The Committee chose these parameters, and ultimately the companies noted below, to permit pay to be evaluated in a context that considers businesses with similar exposure to economic forces and business cycles. The composition of this group is reviewed regularly and the group is refined, when appropriate, to ensure its relevance in light of Century's relative size, as well as with respect to mergers, acquisitions, growth, etc. among the companies.



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For purposes of fiscal 2015 compensation matters, the following companies were included in the Company's peer group:

AM Castle & Co.	Minerals Technologies Inc.
Carpenter Technology Corp	Mueller Industries, Inc.
Eagle Materials Inc.	Noranda Aluminum Holding Corp.
Genesee & Wyoming Inc.	Schnitzer Steel Industries Inc.
Gibraltar Industries Inc.	Stillwater Mining Co.
Kaiser Aluminum Corp.	Texas Industries Inc.
Koppers Holdings Inc.	Valmont Industries, Inc.
Martin Marietta Materials Inc.	Worthington Industries

Role of the Chief Executive Officer

As part of its review and determination of Century's compensation objectives, philosophy, programs and decisions, the Committee works with and receives advice and recommendations from our Chief Executive Officer (other than with respect to his own compensation). The Committee's charter formalizes the working relationship with our Chief Executive Officer and includes the following actions to be taken by the Chief Executive Officer:

- Working with the Committee regarding the approval of all general compensation plans and policies, including pension, savings, incentive and equity-based plans;
- Reviewing with the Committee the respective corporate and individual goals and objectives for the other named executive officers relevant to their compensation;
- Providing the Committee an evaluation of the performance of the other named executive officers in light of their respective corporate and individual goals and objectives; and
- Recommending to the Committee the compensation levels of the other named executive officers.

The Committee considers the recommendations of the Company's Chief Executive Officer (other than with respect to his own compensation), together with the review by its independent compensation consultant, in making independent determinations regarding executive compensation.

The Company's Chief Executive Officer attends all Committee meetings, other than those portions that are held in executive session, and he is not present during voting or deliberations on matters involving his compensation in accordance with the Committee's charter.

Role of Compensation Committee Consultants

The Committee has authority under its charter to retain its own advisers, including compensation consultants. To assist in its review and oversight of the Company's executive compensation program, the Committee has engaged Frederic W. Cook & Co., Inc. ("Frederic Cook") as its independent compensation consultant. The Committee consults with Frederic Cook regularly throughout the year. A representative of Frederic Cook attended meetings of the Committee and advised the Committee in connection with designing and implementing the Company's executive compensation program for 2015, including with respect to compensation philosophy, objectives, annual and long-term plan designs, optimum compensation mix and proposed allocations among fixed and variable, and long-term and short-term, compensation. Frederick Cook also made recommendations with respect to market pay levels, the determination of an appropriate peer group and how the Committee should position the Company's compensation in relation to these peers. The Committee considered the information presented by Frederick Cook, but all decisions regarding the compensation of our executive officers were made by the Committee independent of Frederick Cook. In compliance with SEC rules, the Committee has assessed the independence of Frederic Cook and concluded that no conflict of interest exists that would prevent Frederick Cook from independently representing the Committee. Frederic Cook did not provide any services to the Company in 2015 other than the services provided directly to the Committee.

### Overview of Compensation Elements

The list below summarizes the general elements and characteristics of our executive compensation program. Detailed narratives of these compensation elements are provided below under "Compensation Program Details."

**Base salary:** Base salary is determined by our philosophy, the position (skills, duties, responsibilities, etc.), market pay levels and trends, individual performance and prior salary;

**Annual incentive awards:** Variable compensation based on the Committee's review of achievement of pre-set performance goals and payable in cash (or at the discretion of the Committee, common stock or stock options) following the fiscal year the award is earned;

**Long-term incentives:** (i) Variable compensation based 100% on total stockholder return over the measurement period and payable in cash and/or common stock and (ii) time-vested, stock-settled performance share units (which do not contain performance-based vesting requirements); and

**Retirement benefits:** Defined contribution plan for salaried employees of our U.S. companies who meet certain eligibility requirements. Additional benefits are provided under: (i) a tax qualified defined benefit plan which was closed to new participants as of January 1, 2015; (ii) a nonqualified defined benefit plan with benefits above the level permitted under a qualified plan for certain senior executives also closed to new participants and ceased benefit accruals as of January 1, 2015; and (iii) a nonqualified deferred compensation plan for certain members of management that provides for Company contributions to eligible executives with respect to compensation above the limit provided under Section 401(a)(17) of the Internal Revenue Code (the "Code").

### 2015 Compensation Program Details

#### Base Salary

Base salary provides a secure fixed level of compensation in an amount that recognizes the roles and responsibilities of the executive officer, as well as experience, performance and contributions. The Committee reviews the salaries of the Company's named executive officers annually. The amount of any increase is based primarily on the named executive officer's performance, the level of his or her responsibilities, market pay levels and the external competitiveness of the base salary and overall total compensation. In addition, the Committee may review the salaries of our named executive officers in connection with a promotion or other change in responsibility. The Committee's review of these factors is subjective and no fixed value or weight is assigned to any specific factor when making salary decisions.

In March 2015, the Committee reviewed base salaries for our named executive officers and decided to maintain 2014 salary levels for our Chief Executive Officer and our Chief Financial Officer. For 2015, the Committee approved base salary increases for Messrs. Hoerner and Gary and Ms. Harrison of between 2.5% and 4% to reflect market adjustments for their positions and in consideration of the fact that neither Mr. Gary nor Ms. Harrison had received a salary increase in 2014. Base salary represents 29% of our CEO's total compensation for 2015 and 36% to 50% of the total compensation of our other named executive officers, the remainder being tied to performance-dependent or stock based elements of our compensation program.

#### Performance-Based Annual Incentive Awards

The Company's Annual Incentive Plan (the "AIP") is designed to motivate and reward our executive officers for achieving the Company's short-term financial and operational objectives. Under the AIP, the Company's named executive officers are eligible to receive an award, which has historically been paid in cash, but may also be paid, at the discretion of the Committee, in common stock.

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## Target Awards

Each year, the Committee establishes a target annual incentive award for each named executive officer expressed as a percentage of base salary, subject to the achievement of pre-established corporate and individual goals, as described below. Target annual incentive opportunities as a percentage of base salary for 2015 remained unchanged from the prior year and were as follows: Mr. Bless 100%; Messrs. Dillon, Gary and Hoerner each 70%; and Ms. Harrison 50%. The Committee chose these target annual incentive opportunities as part of the Committee's desire to provide Century's named executive officers with total compensation (including annual base salaries, annual incentive compensation, long-term incentive compensation and retirement benefits) that, assuming success in meeting or surpassing criteria under the Company's various incentive plans, was positioned, on average, around the midpoint of the compensation ranges for comparable positions at similarly situated companies.

For our named executive officers, 70% of their award is based on the degree to which corporate performance goals are achieved and 30% is based on their individual performance and achievements. For 2015, the metrics used to measure corporate performance for determining payouts were: (i) EBITDA, which had a 50% overall weighting and (ii) safety performance, which had a 20% weighting. These metrics and their assigned weights reflect the Company's near-term business goals of increasing operating profitability and improving the safety of the Company's workplaces.

For purposes of this program, EBITDA is defined as the Company's net income excluding, as applicable: (i) income tax expense/benefit, (ii) net gain/(loss) on forward contracts, (iii) interest expense/income, (iv) depreciation and (v) amortization. For each of the Company's named executive officers other than Mr. Hoerner, the Committee considered EBITDA for the Company on a consolidated basis. Because Mr. Hoerner's responsibilities relate primarily to the Company's North American operations, 50% of Mr. Hoerner's payout on this factor was based on EBITDA specific to the Company's North American operations and the other 50% was based on EBITDA for the Company on a consolidated basis.

For each of the Company's named executive officers other than Mr. Hoerner, the 2015 safety performance targets were to achieve a combined weighted average (based on total headcount) at the Company's U.S. and Icelandic operations on a consolidated basis of a: (i) total recordable case incident rate ("TCIR") of 1.80 and (ii) days away, restrictions and job transfers rate ("DART") of 1.09. With respect to Mr. Hoerner, 50% of his safety target was based solely on safety performance at our Hawesville and Sebree facilities, with targets of (i) TCIR of 2.01 and (ii) DART of 1.27. Each of TCIR and DART had a 10% weighting.

The following table summarizes the performance range and payout for these performance metrics:

Performance Metric		Threshold	Target			Maximum
EBITDA (50% weighting)	Performance Range	90% of target	100% of target	110% of target	120% of target	130% of target
	Payout Level	50%	100%	125%	160%	200%
TCIR (10% weighting)	Performance Range	10% above target	100% of target	8% below target	16% below target	23% below target
	Payout Level	50%	100%	133%	167%	200%
DART (10% weighting)	Performance Range	10% above target	100% of target	6% below target	13% below target	19% below target
	Payout Level	50%	100%	133%	167%	200%

The Committee reviews and approves the performance metrics and target levels of performance annually. The Committee sets targets that it believes are challenging but reasonably attainable. The Committee believes that prior year EBITDA payouts (58%, 102% and 72% for 2012, 2013 and 2014, respectively, on a consolidated basis) demonstrate that the targets meet this criteria. In general, payouts may be above or below target depending on performance above or below the targeted levels based on a straight line interpolation. If the Company achieved its targeted performance for each of the metrics, the payout percentage for the Company portion of the target bonus would be 100%. The maximum payout percentage for the Company portion of the target bonus for 2015 was 200%. If the threshold amounts were not achieved for a particular metric, no amount is to be paid for that metric. However, in

each case, due in part to the nature of the Company's business, including the substantial impact on the Company's financial results of fluctuations in aluminum prices over which management exercises no control, the Committee retains absolute discretion to modify or eliminate any incentive awards if the Committee determines such actions are warranted. The following table summarizes the Company's achievements with respect to the AIP EBITDA and safety performance metrics for 2015:

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Operating Result	% of Aggregate Award If Target Achieved	Targets	Achievement
EBITDA	50%	We consider the EBITDA targets to be confidential, and the disclosure of those targets would cause competitive harm to Century. The EBITDA targets are based on business plan assumptions that may allow our competitors to be able to predict our pricing strategies or our ability to match certain prices.	Performance of this factor was below target for the measurement period on a consolidated basis, which resulted in a 96% payout of target for this factor for each of Messrs. Bless, Dillon, Gary and Ms. Harrison. North American Operations EBITDA was also below target, resulting in a 92% payout of target for Mr. Hoerner.
Safety	20% (10% weighted to each of TCIR and DART)	For each named executive officer other than Mr. Hoerner, (i) consolidated TCIR of 1.80 and (ii) consolidated DART of 1.09. For Mr. Hoerner, North American operations (i) TCIR of 2.01 and (ii) DART of 1.27	Consolidated TCIR was 101% of target, which resulted in an 87% payment for this factor. North American operations TCIR was 103% of target, which resulted in a 74% payout for this factor for Mr. Hoerner. Consolidated DART was 99.2% of target, which resulted in a 103% payment for this factor. North American operations DART was 117% of target, which resulted in a 0% payout for this factor for Mr. Hoerner.

As explained above, 30% of an executive officer's target annual incentive relates to individual job performance. The Committee's evaluation of individual contributions is based, in part, on individual performance goals established at the beginning of each period and the Committee's subjective evaluation of the achievement thereof. For our named executive officers, individual performance objectives for 2015 included goals and objectives tied to operational performance and other Company initiatives and strategies applicable to each executive's area of responsibility. The Committee also reserves the right to use its discretion in assessing each executive's individual performance. For 2015, the Committee approved individual performance for our named executive officers ranging from 70% to 120% of target.

## 2015 Payout

The annual incentives paid to Messrs. Bless, Dillon, Gary, Hoerner and Ms. Harrison for 2015 were as follows:

Target Non-Equity Incentive Compensation pursuant to the 2015 Annual Incentive Plan	Actual Non-Equity Incentive Compensation Paid pursuant to the 2015 Annual Incentive Plan
Mr. Bless \$ 825,000	\$ 800,828
Mr. Gary 276,500	284,989
Mr. Dillon 280,000	246,596

Mr. 287,000 Hoerner	256,104
Ms. 142,500 Harrison	138,325

#### Long-Term Incentive Awards

The LTIP is designed to align executive compensation with the interests of the Company's stockholders by linking compensation to share price appreciation and total stockholder return over a multi-year period and supporting the retention of our management team. We provide two types of LTIP awards: time-vested performance share units and performance units.

Time-vested performance share units are stock-settled awards (which do not contain any performance-based vesting requirements) that are granted at the beginning of the performance period and cliff-vest in their entirety after three years. Performance units have historically been cash-settled awards. In 2015, however, the Committee exercised its discretion to settle

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certain of these awards in common stock and, in 2016, the Committee awarded stock-based performance units. Performance units vest based on the achievement of pre-determined Company performance metrics over a three-year period, subject to the discretion of the Committee.

2015-2017 LTIP. In 2015, the Committee approved annual target grants of long-term incentive awards to the Company's named executive officers expressed as a percentage of base salary: Mr. Bless 250%, Messrs. Dillon, Gary and Hoerner 120% and Ms. Harrison 50%.

Three-fourths of Mr. Bless' 2015-2017 LTIP awards were granted in the form of performance units and one-fourth in the form of time-vested performance share units. For each of the Company's other named executive officers receiving such awards, two-thirds of the awards granted under the 2015-2017 LTIP were granted in the form of performance units and one-third were granted in the form of time-vested performance share units. The higher proportion of performance-based awards reflects the Company's commitment to the pay-for-performance philosophy, while the time-based stock awards further align the interests of the Company's named executive officers with those of the Company's stockholders as the value of the award increases or decreases with the Company's stock price.

The 2015 performance units vest at the end of a three-year performance period that commenced on January 1, 2015 and ends on December 31, 2017 (the "Performance Period") based entirely upon the Company's TSR relative to the average TSR of the following peer group of aluminum industry companies for the Performance Period: Alcoa Inc., Alumina Limited, Aluminum Corp. of China Limited, Noranda Aluminum Holding Corporation, Norsk Hydro ASA and United Co Rusal PLC.

The Committee established the following range of targets and achievement percentages with respect to TSR for the Performance Period:

	TSR Percentile Ranks	Achievement Percentage
Maximum	150% of Peer Average	200%
Target	100% of Peer Average	100%
Threshold	70% of Peer Average	50%
Below Threshold	Peer Average	0

The Committee believes that basing the 2015-2017 LTIP performance unit awards entirely on TSR aligns management's and the Company's stockholders' interests by incentivizing management to increase the Company's long-term share price performance. TSR is defined as the change in value of the applicable stock price for the Performance Period, with any dividends during such period being reinvested. TSR is calculated by the Committee. The time-vested performance share units granted to the Company's named executive officers in 2015 also vest at the conclusion of the three-year Performance Period. The Committee believes that awarding some portion of the Company's long-term incentive awards in the form of time-vested equity compensation encourages retention and, more importantly, considered together with the Company's stock ownership guidelines (as further discussed below), ensures that the Company's executives own a significant number of shares of the Company's common stock, thus aligning the interests of the executives with those of the Company's stockholders and creating incentives for long-term value creation.

Results for 2013-2015 LTIP Awards. Awards under the 2013-2015 LTIP consisted of both time-vested performance share units (which do not contain any performance-based vesting requirements) and performance units. Performance units awarded under the 2013-2015 LTIP were cash-settled and vested based on the Company's TSR relative to a

pre-approved peer group of aluminum companies, subject to the discretion of the Committee, and with the same range of targets as noted above under the description of the 2015-2017 LTIP. For the 2013-2015 performance period, the Company's TSR was 70.9% of the average TSR of the peer group. As a result, the performance units awarded under the 2013-2015 LTIP vested at 51.5% of target.

The table below reflects the actual cash payments made and common stock issued under the 2013-2015 LTIP:

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Name	Target Value of Performance Units Under 2013-2015 LTIP (\$)	Cash Settlement Value of Performance Units Paid Under 2013-2015 LTIP (\$)	Time-Vested Performance Share Units Vested Under 2013-2015 LTIP (# Shares)
Mr. Bless	1,127,850	580,843	45,246
Mr. Dillon	164,904	84,926	5,627
Mr. Gary	250,125	128,814	15,029
Mr. Hoerner	186,760	96,181	11,222
Ms. Harrison	91,713	47,232	5,511

**Stock Options**

Stock options can be an effective and appropriate long-term incentive for our executives in that their value is dependent on an increase of our share price, thus aligning our executives' interests with our shareholders. Option grants are also high-risk because stock options deliver value to an executive only if the share price is above the grant price after the date of vesting and before the option expiration date. Option grants are made on a case-by-case basis to executive officers in connection with hiring awards and to recognize promotions and under other circumstances where deemed appropriate in the Committee's discretion.

Of our named executive officers only Mr. Bless and Ms. Harrison have any outstanding options and no option grants have been made to named executive officers since 2009.

**Retirement Benefits**

We maintain a 401(k) Plan for our U.S. based salaried employees, including our named executive officers. The Century Aluminum 401(k) Plan is a tax-qualified retirement savings plan pursuant to which our U.S. based salaried employees are able to contribute a percentage, up to the limits prescribed by the Internal Revenue Service, of their annual compensation on a pre-tax basis. The Company also makes a matching contribution equal to 100% of eligible employees' pre-tax contributions to the 401(k) Plan up to 4% of eligible compensation, and 50% of eligible employees' pre-tax contributions equal to the next 2% of eligible compensation.

Although closed to new participants, we also maintain a non-contributory defined benefit pension plan which we refer to as our Qualified Plan and a Supplemental Retirement Income Benefit Plan, or "SERP." Participants in the Qualified Plan who were under age 50 as of January 1, 2015 are no longer eligible for future accruals under the Qualified Plan but instead are entitled to a matching contribution under the Century Aluminum 401(k) Plan equal to 100% of such employee's pre-tax contributions up to 6% of eligible compensation and a discretionary non-elective contribution of either 3% or 6% of eligible compensation paid on the employee's hire date. Employees of the Company prior to January 1, 2015 who achieved age 50 as of such date continued under the Qualified Plan with no changes and continue under the Century Aluminum 410(k) Plan with no changes. The SERP, which is also closed to new participants, provides participating executive officers with an additional retirement benefit equal to the amount that would normally be paid under our Qualified Plan if there were no annual compensation limitations under Sections 415 and 401(a)(17) of the Code. Benefit accruals under the SERP ceased as of January 1, 2015.

In connection with the cessation of benefit accruals under the SERP, in December 2015, the Committee approved and adopted a new nonqualified deferred compensation plan for certain members of management or highly compensated

employees (the "Restoration Plan"). The Restoration Plan provides for Company contributions to eligible executives with respect to compensation above the limit provided under Section 401(a)(17) of the Code and is part of the Company's shift away from a defined benefit retirement plan structure to a defined contribution retirement plan structure. Each of our named executive officers was made a participant in the Restoration Plan entitled to contributions of 9% of eligible compensation, or 12% in the case of Mr. Bless and Ms. Harrison.

These benefits are further described below under the captions "Post-Employment Compensation" and "Potential Payments upon Termination or Change of Control."

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## Policies &amp; Other Considerations

## Stock ownership guidelines

We maintain stock ownership guidelines for our executives and independent directors. We adopted these guidelines to further underscore our belief that management's interests should be aligned with those of our stockholders. The current guidelines for Century's officers are summarized in the table below. The guidelines are based on a fixed number of shares, which was established after giving consideration to the value of the fixed share guidelines as a percent of pay salary. The guidelines of peers and, on a broader basis, industry practices were considered in developing this policy.

Category	Share Guideline
Chief Executive Officer	150,000
Executive Vice Presidents	48,000
Senior Vice Presidents	18,000
Vice Presidents	6,000

Officers have five years from the later of the date of hire or the effective date of the guidelines to meet these ownership guidelines. Officers who are subsequently promoted to a higher category of participant level will have five years from the date of promotion to achieve their increased share guideline. Each of our current named executive officers is in compliance with these guidelines or within the applicable grace period.

## Company Policy Regarding "Short Sales," Pledging and Hedging of Company Stock

The Company's insider trading policy prohibits our officers, directors and all other employees from engaging in short sales or other short-position transactions in our common stock. This Company policy also prohibits our officers, directors and all other employees from entering into "put" and "call" options and other derivatives, including hedging transactions with respect to the Company's securities and prohibits pledging the Company's securities as collateral for a loan.

## Clawback

The Company maintains an Incentive Compensation Recoupment Policy. Under this policy, the Company's Board will, to the extent permitted by applicable law, in all appropriate cases, require reimbursement of any bonus or incentive compensation paid to an employee after January 1, 2008, cause the cancellation of restricted or deferred stock awards and outstanding stock options, and seek reimbursement of any gains realized on the exercise of stock options attributable to such awards, if and to the extent that: (a) the amount of incentive compensation was calculated based upon the achievement of certain financial results that were subsequently reduced due to a restatement; (b) the Board or an appropriate committee determines that the employee engaged in any fraud or misconduct which caused or contributed to the need for the restatement; and (c) the amount of the bonus or incentive compensation that would have been awarded to the employee had the financial results been properly reported would have been lower than the amount actually awarded.

## Timing of Equity Awards

Generally, the Committee makes incentive pay decisions for our named executive officers at regularly scheduled Committee and Board meetings. Typically, annual incentive awards are approved in the first quarter of each year. The Committee may also make compensation determinations at other times during the year for newly-hired executives or in connection with the promotion of existing employees. The Committee does not time any form of compensation award, including equity-based awards, to coincide with the release of material non-public information.

## Income Tax Consequences

The Code generally disallows a tax deduction for annual compensation in excess of \$1 million paid to certain executive officers; however, compensation above \$1 million is deductible if such compensation is "performance-based" and meets other criteria as specified under Section 162(m) of the Code.

The Committee has considered the impact of Section 162(m) on the design of our compensation program. However, the nature of our business, not the least of which is the impact of metal prices on our results, limits the ability to pre-determine



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meaningful goals without substantial subsequent discretionary adjustments. The Committee believes that such discretion is necessary and would not be available as a compensation management tool if incentive payments were to be “performance-based” as defined and required under Section 162(m). Accordingly, it is not the Committee's goal for all compensation to be deductible by us under Section 162(m).

The Committee will continue to consider and weigh the potential loss of expense deductions against its need for discretion in designing programs for the named executive officers. The Committee does not expect the loss of any such deductions to have a significant impact on Century.

### Compensation Risk Assessment

The Committee reviews the relationship between the Company's risk management policies and practices and the incentive compensation provided to the Company's named executives to confirm that the Company's incentive compensation does not encourage unnecessary or excessive risks. The Committee also reviews the relationship between risk management policies and practices, corporate strategy and senior executive compensation.

Overall, the Committee believes the Company's compensation programs are balanced and focused on the long-term. Under the Company's compensation structure, management can achieve the highest amount of compensation through consistent superior performance over extended periods of time. This incentivizes management to manage the Company for the long term and to avoid excessive risk-taking in the short-term. Goals and objectives reflect a balanced mix of quantitative and qualitative performance measures to avoid excessive weight on a single performance measure and the elements of compensation are similarly balanced among cash, time-vested performance share units (which do not contain any performance-based vesting requirements and settle in Century stock), and performance-based awards. With limited exceptions, the Committee retains absolute discretion to modify or eliminate any incentive awards if the Committee determines such actions are warranted. Based on its assessment of the Company's compensation policies and practices, the Committee has determined that the risks associated with the Company's compensation policies and practices are not reasonably likely to have a material adverse effect on the Company.

### Employment Agreements

The Company does not currently have employment agreements with any of the named executive officers, each of whom is an at-will employee of the Company.

### Severance and Change in Control Benefits

The Company's policy is to provide certain severance and change in control protections to the Company's named executive officers based on competitive practice in the industry. We believe that providing the Company's executives with specified benefits in the event of termination of employment under certain circumstances helps us to retain executives and maintain leadership stability. Furthermore, we believe the change in control protections serve to maximize stockholder value by creating incentives for named executive officers to explore strategic transactions and work to bring such transactions to fruition if appropriate.

In furtherance of the foregoing, in 2014, the Company adopted the Amended and Restated Executive Severance Plan (the “Executive Severance Plan”). The Executive Severance Plan provides severance benefits under certain circumstances (such as by the Company without cause or upon the death or disability of the executive) or in connection with a change in control of the Company. Severance benefits following a change in control are only provided on a “double trigger” basis, meaning that payment of the benefit is not awarded unless the executive's employment is terminated by the Company without cause or by the executive upon certain enumerated changes in his or her employment terms within an agreed period following the transaction. We believe the double trigger vesting structure strikes a balance between the severance protection and retention effects described above, without providing these benefits to executives who continue to enjoy employment with an acquiring company in the event of a change in control transaction. We also believe this structure is more attractive to potential acquiring companies, who may place significant value on retaining members of our executive management and who may perceive this goal to be undermined if executives receive significant acceleration payments in connection with such a transaction and are no longer required to continue employment to earn these payments.

Provisions of these arrangements for the Company's named executive officers that relate to severance pay and termination benefits (including upon a change in control) are described below in further detail below in the section

entitled "Potential Payments and Benefits Upon Termination."

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COMPENSATION COMMITTEE REPORT

We, the Compensation Committee of the Board of Century Aluminum Company, have reviewed and discussed the Compensation Discussion and Analysis set forth in this proxy statement with Century management and based on such review and discussions, the Compensation Committee recommended to Century's Board that the Compensation Discussion and Analysis be included in Century's 2015 Annual Report on Form 10-K and Century's 2016 proxy statement.

Respectfully Submitted,  
The Compensation Committee

Daniel Goldberg Jarl Berntzen (Chair) Terence Wilkinson

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## SUMMARY COMPENSATION TABLE

The following table sets forth the compensation of our named executive officers during the 2015, 2014 and 2013 fiscal years.

Name and Principal Position	Year	Salary (\$)(a)	Bonus (\$)	Stock Awards (\$)(b)	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$)(c)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$)(d)	All Other Compensation (\$)(e)	Total (\$)
Michael Bless	2015	825,000	—	508,165	—	1,381,671	—	165,454	2,880,290
Michael Bless	2014	815,863	—	524,061	—	2,743,781	798,213	25,517	4,907,435
Michael Bless	2013	750,988	—	375,995	—	911,625	145,087	78,692	2,262,387
Rick Dillon	2015	400,000	—	157,529	—	331,522	13,547	57,927	960,525
Rick Dillon	2014	4216,667	118,059	146,003	—	218,550	—	64,703	763,982
Jesse Gary	2015	386,875	—	155,555	—	413,803	—	113,142	1,069,375
Jesse Gary	2014	375,000	—	139,614	—	215,578	49,074	13,530	792,796
Jesse Gary	2013	375,000	—	124,890	—	244,500	—	139,934	884,324
John Hoerner	2015	407,917	—	161,461	—	352,285	47,495	132,979	1,102,137
John Hoerner	2014	393,750	—	162,460	—	566,271	74,074	15,660	1,212,215
John Hoerner	2013	350,000	—	93,251	—	324,520	33,614	12,750	814,135
Michelle Harrison	2015	282,917	—	46,761	—	185,557	—	46,306	561,541



Senior Vice President, Finance and Treasurer	2014	2,750,000	—	46,538	—	260,627	208,295	13,290	803,750
Senior Vice President, Finance and Treasurer	2013	2,750,000	—	45,793	—	172,650	—	13,040	506,483

(a) Represents the actual amounts received for the applicable calendar year.

Represents the grant date fair value of stock awards granted to the named executive officer in the respective fiscal year, calculated in accordance with FASB ASC Topic 718. A discussion of the assumptions used in calculating the award values may be found in Note 11 to our 2015 audited financial statements in our Annual Report on Form 10-K for the year ended December 31, 2015 as filed with the SEC.

(c) Represents amounts earned by the named executive officer under the 2015 AIP and the 2013-2015 LTIP. The amounts in this column for 2015 attributable to the vesting of cash-settled performance units awarded under the 2013-2015 LTIP were as follows: Mr. Bless - \$580,843; Mr. Dillon - \$84,926; Mr. Gary - \$128,814; Mr. Hoerner - \$96,181; and Ms. Harrison - \$47,232.

(d) Represents the change in the actuarial present value of accumulated retirement benefits. For Mr. Bless, Mr. Gary and Ms. Harrison, the actual change for 2015 was \$(116,902), \$(12,976) and \$(60,422), respectively. For Mr. Gary and Ms. Harrison, the actual change for 2013 was \$(711) and \$(63,671), respectively. Decreased interest rates, which are used to discount future payments under the pension plans, significantly increased the present value of pension benefits in 2014.

(e) Amounts presented in the "All Other Compensation" column for 2015 include (i) Company contributions under the Company's Restoration Plan of \$133,654 for Mr. Bless, \$25,302 for Mr. Dillon, \$80,812 for Mr. Gary, \$117,069 for Mr. Hoerner and \$14,216 for Ms. Harrison; (ii) Company contributions under the Company's 401(k) plan of \$31,800 for each of Messrs. Bless, Dillon, Gary and Ms. Harrison and \$13,250 for Mr. Hoerner and (iii) Company contributions for supplemental life insurance benefits. Contributions for 2015 under the Company's Restoration Plan for Messrs. Dillon, Gary and Hoerner include credit for prior years dating back to their respective effective dates of participation. Contributions for 2015 to the Company's 401(k) plan include the additional matching contribution for executives no longer eligible for future accruals under the Qualified Plan.

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## GRANTS OF PLAN BASED AWARDS

The following table sets forth information regarding the long-term incentive awards granted to our named executive officers in 2015.

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards(\$)		All Other Stock Awards: Number of Shares of Stock(#)	All Other Option Awards: Number of Securities Underlying Options(#)	Exercise or Base Price of Option Awards (#/Sh)	Grant Date Fair Value of Stock and Option Award(\$) (d)
		Threshold	Target				
Michael Bless							
AIP (a)		412,500	825,000	1,650,000			
2015-2017							
LTIP3/23/2015 (b)		773,438	1,546,875	3,093,750			
2015-2017							
LTIP3/23/2015 (c)				35,536			508,165
Rick Dillon							
AIP (a)		140,000	280,000	560,000			
2015-2017							
LTIP3/23/2015 (b)		160,080	320,160	640,320			
2015-2017							
LTIP3/23/2015 (c)				11,016			157,529
Jesse Gary							
AIP (a)		138,250	276,500	553,000			
2015-2017							
LTIP3/23/2015 (b)		158,079	316,158	632,316			
2015-2017							
LTIP3/23/2015 (c)				10,878			155,555
John Hoerner							
AIP (a)		143,500	287,000	574,000			
2015-2017							
LTIP3/23/2015 (b)		164,082	328,164	656,328			
3/23/2015				11,291			161,461

2015-2017

LTIP

(c)

Michelle  
Harrison

AIP

71,250	142,500	285,000
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(a)

2015-2017

LTIP3/23/2015	47,524	95,048	190,096
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(b)

2015-2017

LTIP3/23/2015	3,270	46,761
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(c)

(a) Represents the threshold, target and maximum potential cash payments under the 2015 AIP. Subject to the discretion of the Committee, if the minimum performance criteria are not achieved for the threshold level, no cash payments will be awarded. Targeted performance bonus potential payout for 2015 was 100% of base salary for Mr. Bless, 70% of base salary for each of Mr. Dillon, Mr. Gary and Mr. Hoerner and 50% of base salary for Ms. Harrison. The actual amounts earned for 2015 are included in the amounts reflected in the Non-Equity Incentive Payments column of the Summary Compensation Table.

(b) Represents the threshold, target and maximum potential awards for performance units granted under the 2015-2017 Long Term Incentive Plan. Subject to the discretion of the Committee, if the minimum performance criteria are not achieved for the threshold level, no payments will be awarded. Performance units are generally cash-settled awards but may be settled in stock at the discretion of the Committee. Awards will be settled in 2018 after consideration by the Committee.

(c) Represents the number of time-vested performance share units granted to the named executive officer under the 2015-2017 Long-Term Incentive Plan.

(d) The values represent the grant date fair value of the stock awards determined in accordance with FASB ASC Topic 718 and based on the closing price of the Company's common stock on March 23, 2015 of \$14.30.

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## OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END

The following table sets forth information regarding outstanding equity awards for the Company's named executive officers as of December 31, 2015.

Name	Option Awards		Option Exercise Price(\$)	Option Expiration Date	Stock Awards	
	Number of Securities Underlying Unexercised Options, Exercisable(#)	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options(#)			Number of Shares or Units of Stock that Have Not Vested(#)	Market Value of Shares or Units of Stock that Have Not Vested(\$)(f)
Michael Bless	30,000	—	29.92	1/23/2016	77,697 (a)	343,421
	27,618	—	6.55	5/4/2019	—	—
Rick Dillon	—	—	—	—	20,286 (b)	89,664
Jesse Gary	—	—	—	—	22,110 (c)	97,726
John Hoerner	—	—	—	—	24,361 (d)	107,676
Michelle Harrison	5,000	—	37.31	6/9/2016	7,014 (e)	31,002
	14,398	—	6.55	5/4/2019	—	—

The amount represents (1) 35,536 of time-vested performance share units granted under the 2015-2017 Long-Term Incentive Plan, which vest on December 31, 2017 and (2) 42,161 of time-vested performance share units granted under the 2014-2016 Long-Term Incentive Plan, which vest on December 31, 2016.

The amount represents (1) 11,016 of time-vested performance share units granted under the 2015-2017 Long-Term Incentive Plan, which vest on December 31, 2017 and (2) 9,270 of time-vested performance share units granted under the 2014-2016 Long-Term Incentive Plan, which vest on December 31, 2016.

The amount represents (1) 10,878 of time-vested performance share units granted under the 2015-2017 Long-Term Incentive Plan, which vest on December 31, 2017, and (2) 11,232 of time-vested performance share units granted under the 2014-2016 Long-Term Incentive Plan, which vest on December 31, 2016.

The amount represents (1) 11,291 of time-vested performance share units granted under the 2015-2017 Long-Term Incentive Plan, which vest on December 31, 2017 and (2) 13,070 of time-vested performance share units granted under the 2014-2016 Long-Term Incentive Plan, which vest on December 31, 2016.

The amount represents (1) 3,270 of time-vested performance share units granted under the 2015-2017 Long-Term Incentive Plan, which vest on December 31, 2017 and (2) 3,744 of time-vested performance share units granted under the 2014-2016 Long-Term Incentive Plan, which vest on December 31, 2016.

(f) Based on the closing market price for shares of our common stock of \$4.42 on December 31, 2015.

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## OPTION EXERCISES AND STOCK VESTED

The following table sets forth information regarding shares of the Company's common stock that vested during 2015 for each of our named executive officers. No named executive officers exercised options during 2015.

Name	Number of Shares Acquired on Vesting(#)(a)	Value Realized on Vesting(\$)
Michael Bless	45,246	(b) 199,987
Rick Dillon	5,627	(b) 24,871
Jesse Gary	17,529	(b)(c) 99,778
John Hoerner	11,222	(b) 49,601
Michelle Harrison	5,511	(b) 24,359

The numbers in this table do not include the settlement value of performance units vested under the 2012-2014 LTIP that were settled in common stock in April 2015 and reflected in our 2015 proxy statement under the Non-Equity Incentive Plan Compensation column in the Summary Compensation Table.

(a) Performance share units awarded under the 2013-2015 Long-Term Incentive Plan that vested on December 31, 2015.

(c) Includes 2,500 shares awarded under the 2012 non-officer restricted stock awards grant that vested on April 16, 2015.

## Post-Employment Compensation

## Pension Benefits

As discussed above under the heading "Retirement Benefits," we maintain a non-contributory defined benefit pension plan which we refer to as our Qualified Plan for our U.S. based salaried employees who were employed prior to January 1, 2015 and who meet certain additional eligibility requirements, including at least one full year of service with the Company. Although closed to new participants, the Qualified Plan provides lifetime annual benefits starting at age 62 equal to 12 multiplied by the greater of: (i) 1.5% of final average monthly compensation multiplied by years of credited service (up to 40 years), or (ii) \$22.25 multiplied by years of credited service (up to 40 years), less the total monthly vested benefit payable as a life annuity at age 62 under predecessor plans which we acquired. We determine final average monthly compensation under the Qualified Plan as the highest monthly average for 36 consecutive months in the 120-month period ending on the last day of the calendar month completed at or prior to a termination of service. Participants' pension rights vest after a five-year period of service, or earlier if the participant has reached the age of 62. An early retirement benefit (actuarially reduced beginning at age 55) and a disability benefit are also available. The compensation covered by the plan includes all compensation, subject to certain exclusions, before any reduction for 401(k) contributions, subject to the maximum limits under the Code.

The Qualified Plan was amended in the fourth quarter of 2014 to eliminate future accruals for participants who are under age 50 as of January 1, 2015 and to close the plan to new participants. Employees, including our named executive officers, who are no longer eligible for future accruals under the Qualified Plan, receive an additional matching contribution under the Century Aluminum 401(k) Plan equal to 100% of such employee's pre-tax contributions up to 6% of eligible compensation and a discretionary non-elective contribution of either 3% or 6% of eligible compensation based on the employee's hire date. Employees of the Company who achieved age 50 prior to January 1, 2015 continued under the Qualified Plan with no changes and continue under the Century Aluminum 401(k) Plan with no changes.

Mr. Bless and Ms. Harrison also participate in the SERP. The SERP, which is also closed to new participants, provides participating executive officers with an additional retirement benefit equal to the amount that would normally be paid under our Qualified Plan if there were no annual compensation limitations under Sections 415 and 401(a)(17)

of the Code. Final average monthly compensation for purposes of calculating the supplemental benefit will be based on the average of the highest three calendar years' annual compensation over the last 10 calendar years of employment. Benefit accruals under the SERP ceased automatically as of January 1, 2015.

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## 2015 Pension Benefits

Plan Name	Number of Years of Credited Service	Present Value of Accumulated Benefit (\$)
Michael Bless Non-Contributory Defined Pension Plan	8.92 (a)	531,658
Supplemental Retirement Income Benefit Plan (SERP)		1,068,454
Rick Dillon Non-Contributory Defined Pension Plan	0.5 (a)	13,547
Jesse Gary Non-Contributory Defined Pension Plan	4.83 (a)	86,275
John Hoerner Non-Contributory Defined Pension Plan	4.33 (a)	213,880
Michelle Harrison Non-Contributory Defined Pension Plan	14.67 (a)	362,344
Supplemental Retirement Income Benefit Plan (SERP)		112,152

(a) Under the Qualified Plan, as amended, participants who are under age 50 years of age are no longer eligible for accruals.

## Deferred Compensation

As discussed above under the heading "Retirement Benefits," in 2015 we adopted the Restoration Plan which is a non-tax-qualified deferred compensation plan designed to provide a benefit based on a notional benefit account balance, accumulated from initial and annual contribution credits and deemed investment earnings. The Restoration Plan provides for Company contributions to eligible executives with respect to compensation above the limit provided under Section 401(a)(17) of the Code. Each of our named executive officers was made a participant in the Restoration Plan entitled to contributions of 9% of eligible compensation, or 12% in the case of Mr. Bless and Ms. Harrison.

## Nonqualified Deferred Compensation

Executive Name	Registrant Contributions in Last FY (\$)	Aggregate Earnings in Last FY (\$)(a)	Aggregate Withdrawals/Distributions	Aggregate Balance at December 31, 2015 (\$)
Michael Bless	—	133,654	—	133,654
Rick Dillon	—	25,302	—	25,302
Jesse Gary	—	80,812	—	80,812
John Hoerner	—	117,069	—	117,069
Michelle Harrison	—	14,216	—	14,216

(a)

Amounts shown represent the vested balance of deferred retirement benefits under the Company's Restoration Plan. Contributions for 2015 for Messrs. Dillon, Gary and Hoerner include credit for prior years dating back to their respective effective date of participation. All amounts in this column are also reported as "All Other Compensation" in the Summary Compensation Table.

Potential Payments and Benefits upon Termination

Estimated Payments Upon Termination Due to Death, Disability or Retirement

In the event of termination due to death, disability or retirement after age 62, our named executive officers are entitled to a pro-rata portion of the executive's annual incentive bonus for the year of termination. In addition, upon any such termination, such executive's performance units and time-vested performance share units vest pro-rata based on the number of days of the plan period which have passed prior to termination, or in such greater amount as shall be determined by the Committee in its discretion. Performance units are paid out after the end of the performance period on determination by the Committee of the achievement of the applicable performance measures except in the case of termination due to death, in which case the pro-rated performance unit award will be earned based on target performance and paid as soon as possible following such termination.



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### Estimated Payments Upon a Termination in Connection with a Qualifying Acquisition or Change in Control

Under the terms of our Executive Severance Plan, if one or more of an executive officer's corporate titles is filled by or greater than 50% of the executive officer's responsibilities are assumed by an employee of an acquired person, then upon termination of employment during an Acquisition Protection Period (defined below) either (1) by the Company other than "for cause" or (2) by the executive for "good reason," our named executive officers are entitled to receive termination payments equal to: (i) either 1x or 1.5x (for a Tier 2 or Tier 1 participant, respectively) the sum of the executive's base salary as of the date of termination plus the executive's target bonus for the year of termination and (ii) a pro-rata portion of the executive's target annual incentive bonus for the year of termination. The executive shall also be entitled to receive a pro-rata portion of his or her outstanding target incentive awards. The Executive Severance Plan defines an Acquisition Protection Period as the 6 months preceding and the 24 months following the date of any acquisition by the Company of securities representing 50% or more of the combined voting power or the assets or employees of another entity.

Upon termination of employment during a Change in Control Protection Period (defined below), our named executive officers are entitled to receive termination payments equal to: (i) either 2x or 2.5x (for a Tier 2 or Tier 1 participant, respectively) the sum of the executive's base salary plus his or her target annual incentive bonus for the year in which termination occurs (in the case of termination after December 31, 2015, the multiple is either 1.5x or 2x (for a Tier 2 or Tier 1 participant, respectively) and (ii) a pro-rata portion of the executive's target annual incentive bonus for the year of termination. Upon termination of employment during a Change in Control Protection Period, the executive shall also be entitled to receive all of his or her outstanding target incentive awards. The Executive Severance Plan defines a Change in Control Protection Period as the 6 months preceding and the 24 months following the date of any "change in control" of the Company (as defined in the Executive Severance Plan).

The Committee has approved Mr. Bless as a Tier 1 participant in the Executive Severance Plan. All of the Company's other named executive officers have been approved by the Committee as Tier 2 participants in the Executive Severance Plan.

### Estimated Payments Upon Termination for Other Reasons

Under the terms of our Executive Severance Plan, upon a termination of employment outside of a Change in Control Protection Period or an Acquisition Protection Period either (1) by the Company other than "for cause" or (2) by the executive for "good reason," our named executive officers are entitled to receive termination payments equal to: (i) either 1 or 1.5x (for a Tier 2 or Tier 1 participant, respectively) the executive's base salary as of the date of termination; and (ii) a pro-rata portion of the executive's annual incentive bonus for the year of termination.

In the event of termination of employment for any reason other than due to death, disability, retirement or for "cause" or "good reason" outside of an Acquisition Protection Period or a Change in Control Protection Period, all outstanding options and unvested performance units and time-vested performance share units are forfeited.

### Additional Retirement Benefits

In the event of termination of employment for any reason, our named executive officers are entitled to receive their accrued benefits under the Qualified Plan, the Restoration Plan and the SERP. These benefits are further described above under the captions "Retirement Benefits" and "Post-Employment Compensation."

### 409A and Other Tax Considerations

Any amounts payable to each officer by reason of his or her termination of employment that are determined to constitute payments of "nonqualified deferred compensation," as that term is used for purposes of Section 409A of the Code, shall be payable, together with interest thereon, on the first business day after the expiration of six months from his or her termination of employment.

The Code imposes certain excise taxes on, and limits the deductibility of, certain compensatory payments made by a corporation to or for the benefit of certain individuals if such payments are contingent upon certain changes in the ownership or effective control of the corporation or the ownership of a substantial portion of the assets of the corporation, provided that such payments to the individual have an aggregate present value in excess of three times the individual's annualized includible compensation for the base period, as defined in the Code. Pursuant to the terms of the Executive Severance Plan, certain payments may be subject to reduction if such payments result in the imposition of an excise tax. All benefits afforded our named executive officers, excluding the effects of any excise tax reduction,

are included in the amounts set forth in the “Potential Payments and Benefits upon Termination or Change-in-Control” table below.

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Estimated Payments Table

The following table sets forth the amount of compensation payable to each of our current named executive officers upon termination in connection with a change of control or qualifying acquisition, involuntary termination for cause, involuntary termination not-for-cause, death, disability, retirement and voluntary resignation. The amounts shown assume that such termination was effective as of December 31, 2015. The actual amount to be paid can only be determined at the time of such executive's termination.

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## Potential Payments and Benefits upon Termination or Change-in-Control

Named Executive Officer	Voluntary	By Company without Cause or by Officer with Good Reason	By Company with Cause	Retirement	Disability	Death	Following a Change in Control	Following a Qualifying Acquisition by the Company
<b>Michael Bless</b>								
Salary	\$—	\$1,237,500	\$—	\$—	\$—	\$—	\$2,062,500	\$1,237,500
Bonus	—	825,000	(a)—	825,000	(a) 825,000	(a) 825,000	(a) 2,887,500	2,062,500
Qualified Retirement Benefits	531,658	(b) 531,658	(b) 531,658	(b) 531,658	(b) 531,658	(b) 265,829	(d) 531,658	(b) 531,658
Nonqualified Retirement Benefits	133,654	(c) 133,654	(c)—	(c) 133,654	(c) 133,654	(c) 133,654	(c) 133,654	(c) 133,654
SERP	1,068,454	(b) 1,068,454	(b) 1,068,454	(b) 1,068,454	(b) 1,068,454	(b) 534,227	(d) 1,068,454	(b) 1,068,454
Performance Share Units	—	—	—	176,591	(e) 176,591	(e) 176,591	(e) 343,421	(e) 176,591
Performance Units	—	—	—	1,546,875	(f) 1,546,875	(f) 1,546,875	(f) 3,093,750	(f) 1,546,875
Insurance Continuation	—	34,439	—	—	—	—	34,439	34,439
Total	\$1,733,766	\$3,830,705	\$1,600,112	\$4,282,232	\$4,282,232	\$3,482,176	\$10,155,376	6,791,658
<b>Rick Dillon</b>								
Salary	—	\$400,000	—	—	—	—	\$800,000	400,000
Bonus	—	280,000	(a)—	280,000	(a) 280,000	(a) 280,000	(a) 840,000	560,000
Qualified Retirement Benefits	13,547	(b) 13,547	(b) 13,547	(b) 13,547	(b) 13,547	(b) 6,774	(d) 13,547	(b) 13,547
Nonqualified Retirement Benefits	—	—	—	—	25,302	(c) 25,302	(c) 25,302	(c) 25,302
Performance Share Units	—	—	—	43,546	(e) 43,546	(e) 43,546	(e) 89,664	(e) 43,546
Performance Units	—	—	—	287,833	(f) 287,833	(f) 287,833	(f) 591,829	(f) 287,833
Insurance Continuation	—	23,327	—	—	—	—	23,327	23,327
Total	\$13,547	\$716,874	\$13,547	\$624,926	\$650,228	\$643,455	\$2,383,669	1,353,546
<b>Jesse Gary</b>								
Salary	\$—	\$390,000	\$—	\$—	\$—	\$—	\$780,000	390,000
Bonus	—	273,000	(a)—	273,000	(a) 273,000	(a) 273,000	(a) 819,000	546,000
Qualified Retirement	86,275	(b) 86,275	(b) 86,275	(b) 86,275	(b) 86,275	(b) 43,138	(d) 86,275	(b) 86,275

Benefits								
Nonqualified								
Retirement	80,821	(c) 80,821	(c) —	(c) 80,821	(c) 80,821	(c) 80,821	(c) 80,821	(c) 80,821
Benefits								
Performance								
Share Units	—	—	—	49,124	(e) 49,124	(e) 49,124	(e) 97,726	(e) 49,124
Performance								
Units	—	—	—	290,970	(f) 290,970	(f) 290,970	(f) 596,535	(f) 290,970
Insurance								
Continuation	—	23,327	—	—	—	—	23,327	23,327
Total	\$167,096	\$853,423	\$86,275	\$780,190	\$780,190	\$737,053	\$2,483,684	1,466,5

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Named Executive Officer	Voluntary	By Cause or by Officer with Good Reason	By Company without Cause or by Company with Cause	Retirement	Disability	Death	Following a Change in Control	Following a Qualifying Acquisition by the Company	
<b>John Hoerner</b>									
Salary	\$—	\$410,000	\$—	\$—	\$—	\$—	\$820,000	410,000	
Bonus	—	287,000	(a)—	287,000	(a) 287,000	(a) 287,000	(a) 861,000	574,000	
Qualified Retirement Benefits	213,880	(b) 213,880	(b) 213,880	(b) 213,880	(b) 213,880	(b) 106,940	(d) 213,880	(b) 213,880	(b)
Nonqualified Retirement Benefits	—	—	—	—	117,069	(c) 117,069	(c) 117,069	(c) 117,069	(c)
Performance Share Units	—	—	—	55,148	(e) 55,148	(e) 55,148	(e) 107,676	(e) 55,148	(e)
Performance Units	—	—	—	323,788	(f) 323,788	(f) 323,788	(f) 649,764	(f) 323,788	(f)
Insurance Continuation	—	16,296	—	—	—	—	16,296	16,296	
<b>Total</b>	<b>\$213,880</b>	<b>\$927,176</b>	<b>\$213,880</b>	<b>\$879,816</b>	<b>\$996,885</b>	<b>\$889,945</b>	<b>\$2,785,685</b>	<b>1,710,181</b>	
<b>Michelle Harrison</b>									
Salary	\$—	\$285,000	\$—	\$—	\$—	\$—	\$570,000	285,000	
Bonus	—	142,500	(a)—	142,500	(a) 142,500	(a) 142,500	(a) 427,500	285,000	
Qualified Retirement Benefits	362,344	(b) 362,344	(b) 362,344	(b) 362,344	(b) 362,344	(b) 181,172	(d) 362,344	(b) 362,344	(b)
Nonqualified Retirement Benefits	14,216	(c) 14,216	(c)—	(c) 14,216	(c) 14,216	(c) 14,216	(c) 14,216	(c) 14,216	(c)
SERP	112,152	(b) 112,152	(b) 112,152	(b) 112,152	(b) 112,152	(b) 56,076	(d) 112,152	(b) 112,152	(b)
Performance Share Units	—	—	—	15,850	(e) 15,850	(e) 15,850	(e) 31,002	(e) 15,850	(e)
Performance Units	—	—	—	93,099	(f) 93,099	(f) 93,099	(f) 187,173	(f) 93,099	(f)
Insurance Continuation	—	23,327	—	—	—	—	23,327	23,327	
<b>Total</b>	<b>\$488,712</b>	<b>\$939,539</b>	<b>\$474,496</b>	<b>\$740,161</b>	<b>\$740,161</b>	<b>\$502,913</b>	<b>\$1,727,714</b>	<b>1,190,988</b>	
(a) Amounts shown assume a payout at target under									

the 2015  
AIP.

Amount  
shown will  
not be paid  
to named  
executive as  
a lump sum.

Rather, the  
amount  
represents

(b) the actuarial  
calculated  
present value  
of benefits  
that will be  
received  
upon  
obtaining  
normal  
retirement  
age (62).

Under the  
Restoration  
Plan,

amounts  
shown may  
be paid in a

(c) lump sum or  
installments  
for a period  
of 2-10 years  
as elected by  
the  
participant.

(d) Amount  
shown will  
not be paid  
to named  
executive as  
a lump sum.  
Rather,  
amount  
represents  
the actuarial  
calculated  
present value  
of benefits  
that will be  
paid to a  
surviving

spouse as an annuity upon named executive obtaining death.

Represents the value of time vested performance share units under the 2014-2016 LTIP and the 2015-2017 LTIP. Time Vested Performance Share Units vest on a pro-rated basis on termination due to retirement, disability, death or termination

(e) of employment in connection with a qualifying acquisition and at 100% of target following termination of employment in connection with a change in control. Value is based on our December 31, 2015 closing stock price of \$4.42.



Represents the value of performance units under the 2013-2015 LTIP, 2014-2016 LTIP and 2015-2017 LTIP. Performance units vest on a pro-rated basis on termination due to retirement, disability, death or a qualifying acquisition and at 100% of target following a change in control. Performance units are valued at \$1.00 per unit.

Certain Relationships and Related Transactions, and Director Independence.

#### Related Person Transaction Policy

The Company has a written policy and written procedures for the review, approval and monitoring of transactions involving Century or its subsidiaries and “related persons.” For the purposes of the policy, “related persons” include executive officers, directors and director nominees and their immediate family members, and stockholders owning five percent or greater of our outstanding stock and their family members. A copy of the Company's Related Person Transaction Policy is available in the Investor section of the Company's website, [www.centuryaluminum.com](http://www.centuryaluminum.com), under the tab “Corporate Governance.”

The Company's Related Person Transaction Policy applies to all related person transactions entered into after its adoption. This policy applies, subject to certain specific exclusions, to any transaction, arrangement or relationship or any series of similar transactions, arrangements or relationships in which Century or any of its subsidiaries was or is to be a participant and where any related person had or will have a direct or indirect interest. Pursuant to the policy, the Audit Committee is responsible for reviewing related person transactions. However, all material transactions with Glencore and any other transaction the Audit Committee Chair determines is material are reviewed by the independent directors, acting as a separate body of our Board. Based on its consideration of all relevant facts and circumstances, whether the transaction is on terms that are fair and reasonable to Century and whether the transaction is in the business interests of Century, the Audit Committee or independent directors, as the case may be, will decide whether or not to approve or ratify such transaction. If a related person transaction is submitted for approval after the commencement of the transaction, the Audit Committee or independent directors, as the case may be, will evaluate all options available, including the ratification, rescission or termination of such transaction, if appropriate. The policy defines certain ordinary course, non-material transactions with Glencore that are pre-approved by the independent directors.

#### Recent Related Party Transactions with Glencore

##### Approval of Transactions with Glencore

All transactions with Glencore, our largest stockholder, are subject to our Related Person Transaction Policy described above and are approved by the Audit Committee or by a special committee comprised solely of independent directors.

##### Sales to Glencore

Pursuant to several agreements with Glencore, we sell substantially all of our production to Glencore. Glencore purchases the aluminum we produce for resale to end users. Glencore purchases substantially all of the aluminum produced at our North American smelters pursuant to that certain sales agreement, effective as of December 31, 2014 (the "U.S. Sales Agreement"). Under the U.S. Sales Agreement, Glencore purchases our aluminum on a take or pay basis at prices determined by reference to the Midwest Transaction Price plus additional negotiated product premiums. The current term of the U.S. Sales Agreement continues through December 31, 2016. In addition, we recently began to sell our 2017 North America primary aluminum production and have agreed to sell to Glencore 24,500 tonnes of molten aluminum at LME based pricing during 2017.

Glencore has also agreed to purchase substantially all primary aluminum produced at Grundartangi from 2014 through 2017 at market prices, less commitments under existing tolling contracts (the "Glencore Grundartangi Metal Agreement"). The price for aluminum delivered to Glencore under the Glencore Grundartangi Metal Agreement is determined by reference to the LME price for primary aluminum, plus the European Duty Paid premium and any applicable product premiums. We have also entered into a tolling agreement with Glencore for 90,000 tpy through July 2016. Under this agreement, Glencore provides Grundartangi alumina for processing and receives primary aluminum in return for tolling fees that are based on the price of primary aluminum.

We believe that all of the sales transactions with Glencore were at prices that approximate market.

##### Hedging with Glencore

We have entered into certain primary aluminum forward financial purchase contracts with Glencore which contracts settle monthly based on LME prices. We enter into forward contracts from time to time to manage our own primary aluminum price risk exposure and to offset fixed price sales arrangements with certain of our customers. We may enter into additional forward financial contracts with Glencore in future periods.



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## Purchases from Glencore

We purchase alumina from Glencore on both a spot and long-term contract basis. We are party to a long-term alumina supply agreement with Glencore, in which Glencore has agreed to supply us with alumina through 2017 at prices indexed to the LME price of primary aluminum or based on a published alumina index. For 2015 and 2016, our purchases under this agreement have been based on a published alumina index. We believe that the alumina purchased from Glencore under these contracts were purchased at prices that approximate market.

## Transactions with BHH

We own a 40% stake in Baise Haohai Carbon Co., Ltd. (“BHH”), a carbon anode and cathode facility located in the Guangxi Zhuang Autonomous Region of China. We have a long-term agreement with BHH to provide carbon anodes to Grundartangi through December 31, 2016. We believe that the carbon anodes purchased from BHH were purchased at prices that approximate market.

## Summary

A summary of the aforementioned related party transactions for the years ended December 31, 2015, 2014 and 2013 is as follows:

	Year Ended December 31,		
	(in thousands)		
	2015	2014	2013
Net sales to Glencore	\$1,867,711	\$1,262,101	\$511,051
Purchases from Glencore	393,158	285,167	173,693
Cash Settlement of forward purchase contracts with Glencore	1,250	—	—
Purchases from BHH	46,592	47,804	86,678

## OTHER MATTERS

As of the date of this proxy statement, the Board does not know of any other matters which may come before the 2016 Annual Meeting, nor has the Company received notice of any matter by the deadline prescribed by Rule 14a-4 under the Exchange Act. If any other matters properly come before the 2016 Annual Meeting, the accompanying proxy confers discretionary authority with respect to any such matters, and the persons named in the accompanying proxy intend to vote in accordance with their best judgment on such matters. All expenses in connection with the solicitation of proxies will be borne by the Company. In addition to this solicitation, officers, directors and regular employees of Century, without any additional compensation, may solicit proxies by mail, telephone or personal contact. Morrow & Co., Inc. has been retained to assist in the solicitation of proxies for a fee of \$4,750 plus reasonable out-of-pocket expenses. We will, upon request, reimburse brokerage houses and other nominees for their reasonable expenses in sending proxy materials to their principals.

## STOCKHOLDER PROPOSALS AND DIRECTOR NOMINATIONS FOR THE 2017 ANNUAL MEETING

Stockholder proposals for inclusion in the proxy materials for the Annual Meeting in 2017 should be addressed to the Company's Corporate Secretary, 1 South Wacker Drive, Suite 1000, Chicago, Illinois 60606 and must be received by the deadline prescribed by Rule 14a-8 under the Exchange Act (provided that the 2017 Annual Meeting is not held more than 30 days from the first anniversary of the 2016 Annual Meeting, the applicable deadline will be January 2, 2017). In addition, the Company's Bylaws currently require that for business to be properly brought before an Annual Meeting by a stockholder, regardless of whether included in the Company's proxy statement, the stockholder must give written notice of his or her intention to propose such business to our Corporate Secretary, which notice must be delivered to the Company's principal executive offices no later than the close of business on the 60<sup>th</sup> day prior to the first anniversary of our prior year's Annual Meeting; provided, however, that in the event the date of the annual meeting is more than 30 days before or more than 60 days after such anniversary date, notice must be delivered not earlier than the close of business on the 90<sup>th</sup> day prior to the date of such annual meeting and not later than the close of business on the later of the 60<sup>th</sup> day prior to the date of such annual meeting or, if the first public announcement of the date of such annual meeting is less than 70 days prior to the date of such annual meeting, the 10<sup>th</sup> day following the day on which public announcement of the date of such meeting is first made. In certain circumstances, different notice periods may apply; anyone seeking to bring business at an Annual Meeting should carefully review our Bylaws and comply with all rules and procedures included therein.

Notice of stockholder proposals and nominations of director candidates must set forth as to each matter the stockholder proposes to bring before the Annual Meeting the information required by our Bylaws, which includes, among other things: (i) a brief description of the business desired to be brought before the meeting and the reasons for conducting such business at the meeting, (ii) the name and address of the stockholder proposing such business, (iii) the class and number of shares which are beneficially owned by the stockholder (including any derivatives, short interests or other similar instruments held by the stockholder), (iv) any material interest of the stockholder in such proposal or any arrangements entered into with third parties with respect to such proposal and (v) any other information relating to such stockholder and each director nominee, as applicable, that would be required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies. The Bylaws further provide that the Chairman of the Annual Meeting may refuse to permit any business to be brought before an Annual Meeting that does not comply with the foregoing procedures. Any stockholder seeking to bring business at an Annual Meeting should carefully review our Bylaws and comply with all rules and procedures included therein.

We will provide without charge to each person solicited hereby, upon the written request of any such person, a copy of our Annual Report on Form 10-K for the fiscal year ended December 31, 2015, as filed with the Securities and Exchange Commission (without exhibits). Requests should be made to Office of the General Counsel, Century Aluminum Company, 1 South Wacker Drive, Suite 1000, Chicago, Illinois 60606.



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\*\*\* Exercise Your Right to Vote \*\*\*

Important Notice Regarding the Availability of Proxy Materials for the  
Stockholder Meeting to Be Held on June 27, 2016

CENTURY ALUMINUM COMPANY Meeting Information  
Meeting Type: Annual Meeting  
For holders as of: April 28, 2016  
June  
Date: 27, Time: 8:00 a.m., CDT  
2016  
Location: Hyatt Place Chicago  
Washington Room,  
28 N. Franklin Street  
Chicago, IL

You are receiving this communication because you held shares in Century Aluminum Company common stock on April 28, 2016.

CENTURY ALUMINUM COMPANY  
1 SOUTH WACKER DRIVE  
SUITE 1000  
CHICAGO, IL 60606

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet or by mail. You may view the proxy materials online at [www.proxyvote.com](http://www.proxyvote.com) or request a paper copy (see reverse side for additional information).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

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----- Before You Vote -----

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

- 1. Annual Report on Form 10-K
- 2. Notice & Proxy Statement
- 3. Letter to Stockholders

How to View Online:

Have the information that is printed in the box marked by the XXXX XXXXX XXXX (located on the arrow à following page) and visit: [www.proxyvote.com](http://www.proxyvote.com).

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one by June 13, 2016. There is NO

charge for requesting a copy. Please choose one of the following methods to make your request to receive a paper or email

copy of these documents or to submit your delivery preference for future proxy materials:

- 1) BY INTERNET: [www.proxyvote.com](http://www.proxyvote.com)
- 2) BY TELEPHONE: 1-800-579-1639
- 3) BY E-MAIL\*: [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

\* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked

by the XXXX XXXX XXXX arrow à

----- How To Vote -----

Please Chose One of the Following Voting Methods

**Vote In Person:** Many stockholder meetings have attendance requirements including, but not limited to the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote your shares. Directions to the annual meeting are available at [www.proxyvote.com](http://www.proxyvote.com)

**Vote By Internet:** To vote now by Internet, go to [www.proxyvote.com](http://www.proxyvote.com). Have the information that is printed in the box marked

available by the arrow à XXXX XXXX XXXX and follow the instructions.

**Vote By Phone:** To vote now by Phone, dial 1-800-690-6903. Have the information that is printed in the box marked by the arrow à XXXX XXXX XXXX



available  
and follow  
the  
instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

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Voting Items

THE BOARD OF DIRECTORS RECOMMENDS A  
VOTE "FOR" EACH OF THE DIRECTOR NOMINEES  
AND "FOR" PROPOSALS 2 and 3.

1. Election of Directors

Nominees:

01)JARL BERNTZEN 04)DANIEL GOLDBERG

02)MICHAEL BLESS 05)TERENCE  
WILKINSON

03)ERROL GLASSER

2. Proposal to ratify the appointment of Deloitte &  
Touche LLP as independent registered public  
accounting firm for the fiscal year ending December  
31, 2016.

3. Proposal to approve, on an advisory basis, the  
compensation of the named executive officers.

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VOTE BY INTERNET - [www.proxyvote.com](http://www.proxyvote.com)

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS

If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

CENTURY  
ALUMINUM  
COMPANY  
1 SOUTH  
WACKER DRIVE  
SUITE 1000  
CHICAGO, IL  
60606

VOTE BY PHONE - 1-800-690-6903

Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:      KEEP THIS PORTION FOR YOUR RECORDS  
DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED

CENTURY  
ALUMINUM  
COMPANY  
THE BOARD  
RECOMMENDS  
A VOTE "FOR"  
EACH OF THE  
DIRECTOR  
NOMINEES  
AND "FOR"  
PROPOSALS 2  
and 3.

For All    Withhold All    For All Except    To withhold authority to vote for any individual nominee(s), mark "For All Except" and write the number(s) of the nominee(s) on the line below.

Election ..  
 1. of  
 Directors  
 Nominees  
 01)  
 04) Daniel Goldberg  
 Berntzen  
 02)  
 Michael Terence Wilkinson  
 Bless  
 03)  
 Errol  
 Glasser

The Board recommends you vote  
 FOR proposals 2 and 3. For Against Abstain

2. Proposal to ratify the  
 appointment of Deloitte &  
 Touche LLP as the Company's  
 independent registered public  
 accounting firm for the fiscal  
 year ending December 31, 2016. .. ..

3. Proposal to approve on an  
 advisory basis, the compensation  
 of the named executive officers. .. ..

NOTE: By execution of this Proxy Card, the undersigned hereby authorizes the proxies to vote, in their discretion, on any other business that may properly be brought before the meeting or any postponement thereof.

For address  
 changes/comments,  
 mark here (see ..  
 reverse for  
 instructions)

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

Signature  
 [PLEASE  
 SIGN  
 Signature (Joint Owners) Date

WITHIN  
BOX]

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Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:  
Century's 2016 Proxy Statement, Annual Report on Form 10-K and Letter to Stockholders; and  
any amendments to the foregoing materials are available at [www.proxyvote.com](http://www.proxyvote.com)

THIS PROXY IS SOLICITED  
ON BEHALF OF THE BOARD  
OF DIRECTORS  
OF CENTURY ALUMINUM  
COMPANY  
ANNUAL MEETING OF  
STOCKHOLDERS  
June 27, 2016

The stockholders hereby  
appoint Jesse E. Gary and  
Morgan F. Walbridge, or either  
of them, as proxies, each with  
the power to appoint his  
substitute, and hereby  
authorizes them to represent and  
vote, as designated on the  
reverse side of this ballot, all of  
the shares of common stock of  
Century Aluminum Company

that the stockholder is entitled to vote at the Annual Meeting of Stockholders to be held at 8:00 a.m., Central Daylight Savings Time, at the Hyatt Place Chicago, Washington Room, 28 N. Franklin, and any adjournments or postponements thereof.

THIS PROXY CARD, WHEN PROPERLY EXECUTED, WILL BE VOTED IN THE MANNER DIRECTED HEREIN BY THE UNDERSIGNED. IF NO DIRECTION IS MADE BUT THE CARD IS SIGNED, THIS PROXY CARD WILL BE VOTED FOR THE ELECTION OF THE NOMINEES UNDER PROPOSAL 1, FOR PROPOSAL 2 AND FOR PROPOSAL 3 AND IN THE DISCRETION OF THE PROXIES WITH RESPECT TO SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING.

Address Changes/Comments:

(If you noted any Address Changes/Comments above, please mark corresponding box on the reverse side)

Continued and to be signed on reverse side