

CENTURY ALUMINUM CO  
Form DEF 14A  
April 25, 2011

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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  x  
Filed by a Party other than the Registrant  o

Check the appropriate box:

<input type="checkbox"/> Preliminary Proxy Statement	<input type="checkbox"/> Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
<input checked="" type="checkbox"/> Definitive Proxy Statement	
<input type="checkbox"/> Definitive Additional Materials	
<input type="checkbox"/> Soliciting Material	
<input type="checkbox"/> 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):

x No fee required.  
 o 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:
(2)	Aggregate number of securities to which transaction applies:
(3)	

Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11

(set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

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

(3) Filing Party:

---

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS  
June 7, 2011

---

To the Stockholders of Century Aluminum Company:

We cordially invite you to attend our 2011 Annual Meeting of Stockholders. The meeting this year will be held on June 7, 2011, at 8:30 a.m., local time, at the Hyatt Regency Monterey Hotel, One Old Golf Course Road, Monterey, California. At the meeting, we will:

1. Elect three Class III directors, each for a term of three years, to our Board;
2. Ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2011;
3. Hold an advisory vote on executive compensation;
4. Hold an advisory vote on the frequency of the advisory vote on executive compensation; and
5. 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 11, 2011. 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,  
William J.  
Leatherberry  
Executive  
Vice  
President,  
Chief Legal  
Officer,  
General  
Counsel and  
Secretary

Monterey, California  
April 25, 2011

**YOUR VOTE IS IMPORTANT**

If you do not plan to attend the 2011 Annual Meeting, or if you do plan to attend but wish to vote by proxy, please follow the instructions in the Notice of Internet Availability of Proxy Materials to vote by the Internet or to request a paper copy of the proxy materials and a proxy card. You may also vote by telephone.

---

## TABLE OF CONTENTS

	Page
PROXY STATEMENT	
<u>Questions and Answers</u>	1
<u>PROPOSAL NO. 1: ELECTION OF DIRECTORS</u>	4
<u>Director Nominees for Election to Serve a Term Expiring in 2014</u>	4
<u>Directors Whose Terms Expire in 2012 or 2013</u>	5
<u>Corporate Governance and Other Board Matters</u>	8
<u>Board Leadership Structure</u>	8
<u>Board Oversight of Risk Management</u>	8
<u>Evaluation of Director Nominees</u>	9
<u>Board Committees and Meeting Attendance</u>	10
<u>Independent Directors</u>	11
<u>Audit Committee</u>	11
<u>Compensation Committee</u>	12
<u>Governance and Nominating Committee</u>	12
<u>Health, Safety and Sustainability Committee</u>	12
<u>Stockholder Communications with Board of Directors</u>	12
<u>Code of Ethics</u>	13
<u>Director Compensation</u>	13
<u>Ownership of Century Common Stock</u>	15
<u>Security Ownership of Certain Beneficial Owners</u>	15
<u>Security Ownership of Directors and Executive Officers</u>	15
<u>Section 16(A) Beneficial Ownership Reporting Compliance</u>	16
<u>PROPOSAL NO. 2: RATIFY THE APPOINTMENT OF THE COMPANY'S INDEPENDENT PUBLIC ACCOUNTING FIRM</u>	17
<u>Audit Committee Report</u>	18
<u>PROPOSAL NO. 3: TO HOLD AN ADVISORY VOTE ON EXECUTIVE COMPENSATION</u>	19
<u>Compensation Discussion and Analysis</u>	20
<u>Compensation Committee Report</u>	31
<u>Compensation Tables</u>	32
<u>PROPOSAL NO. 4: TO HOLD AN ADVISORY VOTE ON THE FREQUENCY OF THE ADVISORY VOTE ON EXECUTIVE COMPENSATION</u>	39
<u>Certain Relationships and Related Person Transaction</u>	40
<u>Related Person Transaction Policy</u>	40
<u>Recent Related Party Transactions with Glencore</u>	40
<u>Certain Business Relationships</u>	42
<u>Other Matters</u>	42
<u>Stockholder Proposals</u>	42
<u>Notice</u>	43
<u>Proxy Card</u>	46

Table of Contents

Century Aluminum Company  
2511 Garden Road  
Building A, Suite 200  
Monterey, California 93940

---

PROXY STATEMENT

---

ANNUAL MEETING OF STOCKHOLDERS

June 7, 2011

Our Board of Directors is soliciting proxies for the 2011 Annual Meeting of Stockholders (the “2011 Annual Meeting”) of Century Aluminum Company (“Century” or the “Company”). This proxy statement contains information about the items you will vote on at the 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 7, 2011

We are pleased this year to take advantage of the Securities and Exchange Commission (“SEC”) rules that permits companies to furnish proxy materials to stockholders over the Internet. On or about April 25, 2011, we will begin mailing the Notice. 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 2011 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 Annual Meeting of Stockholders being held?

A. The 2011 Annual Meeting is being held on June 7, 2011, at 8:30 a.m. local time, at the Hyatt Regency Monterey Hotel, One Old Golf Course Road, Monterey, California.

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

A. You may vote at the 2011 Annual Meeting if you owned shares of our common stock at the close of business on April 11, 2011. 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 11, 2011, the record date for the 2011 Annual Meeting, there were 93,094,226 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 2011 Annual Meeting. Only shares of Century common stock that are present at the 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.

Table of Contents

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 instruction 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 Monday, June 6, 2011.

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 Monday, June 6, 2011. 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 Monday, June 6, 2011.

In Person. If you are the stockholder of record, you may vote by attending the 2011 Annual Meeting on Tuesday, June 7, 2011 at 8:30 a.m. local time, at the Hyatt Regency Monterey Hotel, One Old Golf Course Road, Monterey, California. If your shares are held in "street name," 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, 2511 Garden Road, Building A, Suite 200, Monterey, CA 93940, Attention: Admission Ticket or email [admissionticket@centuryca.com](mailto:admissionticket@centuryca.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 2011 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 or nominee has enclosed a voting instruction card for you to use in directing your broker or nominee as to how to vote your shares. As a beneficial holder, you are invited to attend the 2011 Annual Meeting; however, because you are not the stockholder of record, you may not vote these shares in person at the 2011 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 2011 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 generally will be voted in proportion to the way the other plan participants voted. To allow sufficient time for voting by the trustee, your voting instructions must be received before June 3, 2011.

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 2011 Annual Meeting;

• changing your vote instructions via the Internet up to 11:59 p.m. Eastern Time on June 6, 2011 (the day before the 2011 Annual Meeting); or

• changing your vote instructions via the telephone up to 11:59 p.m. Eastern Time on June 6, 2011.

• voting in person at the 2011 Annual Meeting.

Table of Contents

If you hold your shares in one of Century's 401(k) plans, notify the plan trustee in writing prior to June 3, 2011, 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 three nominees that receive the highest number of votes will be elected as directors, even if a nominee does not receive a majority of the votes cast. Proposals No. 2 (ratification of auditors) and No. 3 (advisory vote on executive compensation) require the affirmative vote of a majority of the votes cast. With respect to Proposal No. 4 (the advisory vote on the frequency of future advisory votes on executive compensation), you may vote for every one year, two years, three years, or abstain. The alternative receiving the greatest number of votes—one year, every two years or every three years—will be the frequency that stockholders approve.

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 other matters.

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

A. Under SEC and New York Stock Exchange rules, if you own shares in "street name" through a broker and do not instruct your broker how to vote, your broker may not vote your shares on proposals determined to be "non-routine." Of the proposals included in this proxy statement, the proposal to ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2011 is considered to be "routine". The other proposals, including the election of directors, the advisory vote on executive compensation and the advisory vote on the frequency of future advisory votes on executive compensation are considered to be a "non-routine" matter. 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. Therefore, it is important that you provide voting instructions to your broker.

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 and 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.



Table of Contents

## PROPOSAL NO. 1: ELECTION OF DIRECTORS

Our Board of Directors is divided into three classes: Class I, Class II and Class III. Directors in each class are generally elected to serve for three-year terms. Three Class III Directors will be elected at the 2011 Annual Meeting to serve a three-year term that will expire at the 2014 Annual Meeting.

The persons named as proxies intend to vote for the election of each of the nominees listed below unless you indicate on the proxy card that your vote should be withheld from any or all of the nominees. If any nominee declines or is unable to serve, the persons named as proxies will use their best judgment in voting for any available nominee. Each of the nominees named below has indicated their willingness to serve if elected and the Board of Directors has no reason to believe that any of the nominees will not be available to serve.

Each of the nominees was designated for nomination to our Board of Directors by Glencore International AG (“Glencore”), our largest shareholder, in accordance with a support agreement, dated April 5, 2011, between Glencore and the Company (the “2011 Support Agreement”). For further description of the 2011 Support Agreement, see “Corporate Governance and other Board Matters – Evaluation of Director Nominees.” In addition to meeting the minimum qualifications set out by the Board of Directors, each of the nominees and our existing directors brings a strong and unique background and set of 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, mining, operations, manufacturing, marketing, government, law, international business and health, safety, environmental and social responsibility.

Set forth below is background information (as of April 22, 2011), including the qualifications, attributes or skills that led the Board of Directors to conclude that such person should be nominated to serve as a member of the Board of Directors, for each of the nominees for election as well as the standing members of our Board whose terms expire in 2012 and 2013. Each of the nominees would be a new director of Century.

## Class III Director Nominees to Serve a Term Expiring in 2014

Name	Age	Business Experience and Principal Occupation or Employment During Past 5 Years; Other Directorships	Director Since
Steven Blumgart	37	Co-Director of the Aluminum and Alumina Department of Glencore International AG since January 2006. Director of various Glencore-controlled entities.	n/a

Mr. Blumgart was designated for nomination to our Board of Directors by Glencore in accordance with the 2011 Support Agreement. For further description of the 2011 Support Agreement see “Corporate Governance and other Board Matters – Evaluation of Director Nominees.” Mr. Blumgart has extensive experience in all stages of aluminum production from alumina production to aluminum refining, production and marketing by virtue of his experience as Co-Director of Glencore’s Alumina and Aluminum Department. In addition, as a South African citizen and a resident of Switzerland, Mr. Blumgart would provide international perspective and diversity to the Board.

Steven Kalmin	40	Chief Financial Officer of Glencore International AG since July 2005. Director of various Glencore-controlled entities.	n/a
------------------	----	---	-----

Mr. Kalmin was designated for nomination to our Board of Directors by Glencore in accordance with the 2011 Support Agreement. For further description of the 2011 Support Agreement see “Corporate Governance and other Board Matters – Evaluation of Director Nominees.” Mr. Kalmin has extensive financial expertise by virtue of his experience as Chief Financial Officer of Glencore. In addition, as an Australian citizen and a resident of Switzerland, Mr. Kalmin would provide international perspective and diversity to the Board.

Terence Wilkinson	65	Chief Executive Officer of Ridge Mining Plc from November 2000 to August 2009. Chief Executive Officer of Lonrho Group, South Africa from 1985-1997. Director and Chief Operating Officer of Lonmin Plc from 1997-1999. Director of Triland Metals Ltd. since 1998.	n/a
----------------------	----	---	-----

Mr. Wilkinson was designated for nomination to our Board of Directors by Glencore in accordance with the 2011 Support Agreement. For further description of the 2011 Support Agreement see “Corporate Governance and other Board Matters – Evaluation of Director Nominees.” 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 CEO of Ridge Mining Plc, CEO of the Lonrho Group’s South African division and Director and Chief Operating Officer of Lonmin Plc. In addition, as a dual South African and British citizen, Mr. Wilkinson would provide international perspective and diversity to the Board.

Table of Contents

## Class I Director Nominees with Terms to Expire in 2012

Name	Age	Business Experience and Principal Occupation or Employment During Past 5 Years; Other Directorships	Director Since
Logan W. Kruger	60	Century's President and Chief Executive Officer since December 2005; Director of Cleco Corporation, a public utility company since October 2008; President, Asia/Pacific Inco Limited from September 2005 to November 2005; and Executive Vice President, Technical Services for Inco Ltd. from September 2003 to September 2005.	2005

The Board selected Mr. Kruger to serve as a director because he is Century's Chief Executive Officer. As the only management representative on our Board, Mr. Kruger provides an insider's perspective in Board discussions about the business and strategic direction of the Company. Among other attributes, Mr. Kruger has an expansive knowledge of the aluminum industry and macro-economic global conditions, as well as relationships with chief executives and other senior management at aluminum and other metals and mining companies throughout the world. Mr. Kruger has vast experience in the metals and mining industries, having held a number of senior management positions at Inco Ltd. and elsewhere prior to his service at Century. In addition, Mr. Kruger is a dual citizen of Canada and South Africa and provides international perspective and diversity to the Board.

Willy R. Strothotte	66	Chairman of the Board of Glencore International AG since 1994 and Chief Executive Officer from 1993 to December 2001; Director of KKR Financial Holdings LLC since January 2007; Director of Minara Resources Ltd. since 2000; and Chairman of the Board of Xstrata AG since 1994.	1996
---------------------	----	--	------

Mr. Strothotte was designated for nomination to our Board of Directors by Glencore pursuant to the terms of our Standstill and Governance Agreement, dated July 7, 2008, between Glencore and the Company, as amended. Under the terms of the Standstill and Governance Agreement, Glencore may submit to our board one Class I nominee to stand for election to our board of directors. Inclusion of such nominee is subject to the consent of a majority of the members of our Governance and Nominating Committee, subject to the reasonable exercise of the fiduciary duties of such members. Our Governance and Nominating Committee has determined that Mr. Strothotte adds valuable expertise in the metals and mining industry through his positions as Chairman of Glencore and Xstrata AG. As Chairman and a former Chief Executive Officer of Glencore, Mr. Strothotte also provides extensive experience in all stages of aluminum production from alumina production to aluminum refining, production and marketing. In addition, as a German citizen, Mr. Strothotte

provides international perspective and diversity to the Board.

Jarl Berntzen	44	<p>Director, Corporate Development for Rambus, Inc. since November 2010; Founder, B!Global Strategic Advisers, LLC from March 2009 to October 2010; Managing Director and Portfolio Manager of Interlachen Capital Group from August 2008 through February 2009; Partner-Head of Mergers and Acquisitions, ThinkEquity Partners LLC from March 2006 to August 2008; Director of Universal Safety Response, Inc. from October 2007 to April 2009; Senior Vice President, Barrington Associates Inc. from April 2005 to February 2006; and Founder, Berntzen Capital Management, LLC from March 2003 to April 2005.</p>	2006
---------------	----	---	------

Mr. Berntzen has extensive experience in mergers and acquisitions (“M&A”), financial restructurings and corporate development activities, having served in senior M&A advisory positions at several international investment banks and advisory firms, including more than 10 years with Goldman, Sachs & Co., in addition to ThinkEquity Partners LLC and Barrington Associates. Among other things, Mr. Berntzen’s financial acumen, investment banking experience and international M&A and restructuring experience provides the Board with great insight when considering Century’s operational restructuring and growth and development objectives. Mr. Berntzen is also an “audit committee financial expert” within the meaning set forth in the regulations of the SEC. In addition, Mr. Berntzen is a citizen of Norway and provides international perspective and diversity to the Board.

John C. Fontaine	79	<p>Our Lead Director from 2005 to 2008; Of Counsel, to the law firm of Hughes Hubbard &amp; Reed LLP since January 2000 and Partner from July 1997 to December 1999; Chairman of the Samuel H. Kress Foundation from 1994 to 2006; Trustee of the National Gallery of Art from 2003 to 2007 and Chairman of the Board of Trustees from 2006 to 2007.</p> <p>During his tenure as our Lead Director and almost 15 years as a member of the Board, Mr. Fontaine has acquired a depth of experience in the aluminum industry. The Board benefits greatly from Mr. Fontaine’s many years of experience counseling boards and senior management regarding corporate governance, compliance, disclosure, international business conduct and other relevant issues as a partner in the New York law firm of Hughes, Hubbard &amp; Reed. In addition, Mr. Fontaine has served as a director of two New York Stock Exchange listed companies and as a senior officer of Knight Ridder, Inc., including as its President until his retirement from the Company in 1997. In addition, in his time as a director of Century Aluminum, Mr. Fontaine has served as chairman of its Audit and Compensation committees and served on the Governance and Nominating Committee adding valuable familiarity with a full range of corporate and board functions.</p>	1996
------------------	----	--	------



Table of Contents

## Class II Director Nominees with Terms to Expire in 2013

Name	Age	Business Experience and Principal Occupation or Employment During Past 5 Years; Other Directorships	Director Since
John P. O'Brien	69	Century's Chairman of the Board since January 2008; Managing Director of Inglewood Associates Inc. since 1990; Chairman of Allied Construction Products since March 1993; Director of Preformed Line Products Company from May 2004 to May 2008; Director of Globe Speciality Metals from May 2008 to October 2008; Director of Oglebay Norton Company from April 2003 to February 2008; Member of the Board of Trustees of Saint Luke's Foundation of Cleveland, Ohio since 2006; Trustee of Cleveland Sight Center since 1990; Chairman, Chagrin Falls Board of Zoning Appeals from 2005 to January 2010; Member of the Advisory Committee of the Carver Family Center for Macular Degeneration, University of Iowa School of Medicine since June 2009; Member of the Advisory Council, Macular Degeneration Center, Case Western Reserve University Medical School since October 2009; and Trustee of Downtown Chagrin Falls from 2000 to 2008.	2000

With Mr. O'Brien's 10 years experience on our Board and time as a director of Preformed Line Products and other aluminum purchasers, Mr. O'Brien provides our Board with valuable experience in the aluminum industry. In addition, he has spent over 18 years as Chairman of Allied Construction Products and has served as a director of numerous other public companies. The Board benefits from Mr. O'Brien's proven business acumen and leadership skills in his service as Chairman of the Board. Mr. O'Brien also has extensive restructuring experience from his time spent as a Managing Director of Inglewood Associates Inc. and as Chairman of the Restructuring Committee of the Board of Directors of Oglebay Norton Company which has proven valuable to the Board when considering Century's operational restructuring and growth and development objectives. Mr. O'Brien's service on the board of several hospital and other non-profit health organizations brings valuable diversity to the Board's considerations of health, safety and sustainability matters. Mr. O'Brien is also an "audit committee financial expert" within the meaning set forth in the regulations of the SEC.

Peter C. Jones	63	Director of Red Crescent Resources Limited (formerly NiCo Mining Limited) since August 2009; Director of Royal Nickel Corp. since December 2008; Director of Mizuho Corporate Bank (Canada) from December 2006 to May 2010; Director of Iamgold Corporation since May 2006 and interim Chief Executive Officer from January to November 2010; Chairman of Lakota Resources	2007
----------------	----	--	------

from December 2008 to October 2009; Director, President and Chief Operating Officer of Inco Ltd from April 2002 to November 2006; President Commissioner of PT Inco TBK from 1999 to 2006; Chairman Goro Nickel SAS from 2003 to February 2007; Member of the Board and Executive Committee, Mining Association of Canada from 1997 to 2006; and Member of the Board, Royal Ontario Museum from 2003 to 2006.

Mr. Jones has over 40 years of experience in the metals and mining industries, including both underground and open pit mining, smelting and refining of multiple base and precious metals. Mr. Jones has executive level experience including serving as President and Chief Executive Officer of Hudson Bay Mining and Smelting, President and Chief Operating Officer of Inco Limited and Chief Executive Officer of Iamgold, and brings extensive operational experience and perspective to the Board's deliberations. Mr. Jones also has extensive experience as a director of public companies and his time as Chairman of Iamgold Corporation's and Century's Compensation Committees and as a member of various other audit, corporate governance, environmental, health and safety committees adds substantial governance and compensation expertise to the Board. In addition as a dual-citizen of Canada and the United Kingdom and having lived and worked in a number of different countries, Mr. Jones provides international perspective and diversity to the Board.

Table of Contents

## Class II Director Nominees with Terms to Expire in 2013

Name	Age	Business Experience and Principal Occupation or Employment During Past 5 Years; Other Directorships	Director Since
Daniel Goldberg	32	Asset and Investment Manager of the Aluminum and Alumina Department of Glencore International AG since February 2005. Director of various Glencore-controlled entities.	2011

Mr. Goldberg was appointed to our Board of Directors by Glencore in accordance with a support agreement, dated April 6, 2010 between Glencore and the Company (the “2010 Support Agreement”). Under the 2010 Support Agreement, following Ivan Glasenberg’s resignation from the Board in February 2011, Glencore was entitled to designate a director (in addition to the directors they are entitled to designate for nomination pursuant to the Standstill and Governance Agreement), reasonably acceptable to Century, for appointment to the Board to replace Mr. Glasenberg until the 2013 Annual Meeting. Prior to Mr. Goldberg’s appointment, our Governance and Nominating Committee considered Glencore’s input as our largest stockholder and following review of Mr. Goldberg’s credentials, determined that Mr. Goldberg would add valuable expertise in the metals and mining industry by virtue of his experience as Asset and Investment Manager of the Aluminum and Alumina Department at Glencore. As Glencore’s Asset and Investment Manager for the Aluminum and Alumina Department, Mr. Goldberg provides extensive experience in all stages of aluminum production from alumina production to aluminum refining, 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.

Andrew Michelmore	58	Chief Executive Officer of Minerals and Metals Group since June 2009; Chief Executive Officer and Managing Director of OZ Minerals LTD from June 2008 to June 2009; Chief Executive Officer and Managing Director of Zinifex Limited from February 2008 to June 2008; Chief Executive Officer of EN+ Group from January 2006 to September 2007; Chief Executive Officer and Managing Director of WMC Resources from February 1993 to June 2005; Director of RUSAL from February 2006 to March 2007; Director of United Company RUSAL plc from March 2007 to September 2007; Chairman of the Jean Hailes Foundation since 1996; and Chairman of Ormond College Council since 2003.	2010
-------------------	----	---	------

Mr. Michelmore was identified to our Board of Directors by Glencore. Although Glencore did not have any contractual rights to designate Mr. Michelmore for nomination, our Governance and Nominating Committee considered Glencore’s input as our largest

stockholder and following review of Mr. Michelmore's credentials, determined that Mr. Michelmore would add valuable expertise to the Board in the metals and mining industry by virtue of his experience as Chief Executive Officer of Minerals and Metals Group and previous experience as Chief Executive Officer of Zinifex, Oz Minerals, EN+ Group and WMC Resources. Following such review, Mr. Michelmore was nominated for election pursuant to the terms of the 2010 Support Agreement. Mr. Michelmore also adds valuable engineering and international business experience to the Board by virtue of his positions as a Fellow of the Institution of Chemical Engineers, the Institution of Engineers Australia and the Australian Academy of Technological Sciences and Engineering and a member of the Minerals Council of Australia and the Business Council of Australia. In addition as an Australian citizen and having lived and worked in a number of different countries, Mr. Michelmore provides international diversity and perspective to the Board.

Table of Contents

Corporate Governance and Other Board Matters

Our Board of Directors presently consists of 11 directors. The Board, which is responsible for supervision of the overall 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 5 times during 2010.

Board Leadership Structure

The Board of Directors 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 of Directors does not have a prescribed policy on 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 thereby enabling an independent director to serve as Chairman. The Board will continue to evaluate whether this leadership structure is in the best interests of the stockholders on a regular basis.

Our Chairman, Mr. O'Brien, presides over each Board meeting and independent directors meeting. The Chairman serves as liaison between the Chief Executive Officer and the other directors, approves meeting agendas and schedules and notifies other members of the Board of Directors regarding any significant concerns of stockholders or interested parties of which he becomes aware. The Chairman presides at stockholders meetings and provides advice and counsel to the Chief Executive Officer.

Board Oversight of Risk Management

The Board of Directors is engaged in company-wide risk management oversight. The Board of Directors relies upon the Chief Executive Officer, Chief Financial Officer and General Counsel to supervise the day-to-day risk management and bring to the Board's attention the most material risks to the Company. Each of the Chief Executive Officer, Chief Financial Officer and General Counsel provide reports directly to the Board of Directors and certain Board committees, as appropriate. The 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.

The Board of Directors also delegates certain oversight responsibilities to its Board committees. For a description of the functions of the various Board Committees, see "Board Committees and Meetings" below. The full Board considers strategic risks and opportunities and regularly receives detailed reports from the committees regarding risk oversight in their areas of responsibility. For example, while the primary responsibility for financial and other reporting, internal controls, compliance with laws and regulations, and ethics rests with the management of the Company, the Audit 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, 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 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. See "Compensation Committee" for a discussion of the Board of Directors' consideration of compensation-related risks.

Table of Contents

Evaluation of Director Nominees

The Governance and Nominating Committee solicits recommendations for potential Board nominees from a variety of sources, including directors, officers, other individuals with whom the Governance and Nominating Committee members are familiar, through its own research, and third-party research. 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:

- significant 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, international business and knowledge about Century's business or industries;
- 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 does not have a formal policy with respect to diversity, the Governance and Nominating Committee believes that diversity is an important aspect in Board construction. 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 of 7 different nations. Our directors come from diverse business backgrounds including financial, legal, industrial, non-profit and governmental.

The Independent Directors have determined that Messrs. Blumgart, Kalmin and Wilkinson will be nominees for election as Class III Directors at the 2011 Annual Meeting. Prior to such determination, on March 11, 2011, Glencore filed a Schedule 13D/A (the "13D") in which, among other things, Glencore announced its intention to nominate three candidates for election as directors of the Company at the 2011 Annual Meeting and noted that, if such persons were elected, Glencore would have designated six of the Company's eleven directors. Following the filing of Glencore's 13D, members of the Independent Directors and members of management engaged in discussions with Glencore regarding the 13D and Glencore's potential nominees to stand for election at the 2011 Annual Meeting. Among other things, representatives of Glencore noted that, if necessary, Glencore would engage in an election contest in order to cause Messrs. Blumgart, Kalmin and Wilkinson to be elected. Following such discussions, and in order to avoid an election contest, the Independent Directors considered Messrs. Blumgart, Kalmin and Wilkinson as potential nominees. When determining whether to nominate Glencore's nominees, the Independent Directors considered, among other things, Messrs. Blumgart's, Kalmin's and Wilkinson's qualifications, Glencore's representations to the Company that each of the nominees satisfies the requirements of the Company's written policies and practices to be qualified to serve as a member of the Board, whether it was in the Company's best interests to enter into an election contest with Glencore, the likelihood of being successful in such an election contest given Glencore holds over 39% of the Company's voting stock, the potential distraction to the Company's management of engaging in an election contest and the potential costs of such an election contest.

Table of Contents

Following the foregoing, Century entered into the 2011 Support Agreement with Glencore and certain of its affiliates pursuant to which Century and Glencore agreed, among other things, on the nominees of the Board to stand for election at the 2011 Annual Meeting and that, for so long as each of Messrs. Blumgart, Kalmin and Wilkinson are Class III nominees of the Board for the 2011 Annual Meeting, Glencore will vote in favor of the election of each of the Board's nominees at the 2011 Annual Meeting and in accordance with the recommendation of the Board with respect to the ratification of the Company's independent registered public accounting firm, the advisory vote on advisory executive compensation, the frequency of the advisory vote on executive compensation and any other item of business (other than matters proposed by the Board) that lawfully comes before the 2011 Annual Meeting. The 2011 Support Agreement also provides that (i) if at any time prior to the 2011 Annual Meeting, either of Messrs. Blumgart or Kalman should cease for any reason to be a nominee of the Board to stand for election as a Class III director at the 2011 Annual Meeting, or (ii) after having been elected to the Board, either of Messrs. Blumgart or Kalman should cease to be a member of the Board for any reason at or prior to the Company's 2014 Annual Meeting of Stockholders, Glencore will have the ability to designate a substitute reasonably acceptable to the Company, with such determination regarding acceptability to be made by the Company in good faith and reasonably promptly. In addition, Century agreed that if at any time prior to the 2011 Annual Meeting, Mr. Wilkinson ceases for any reason to be a nominee of the Board to stand for election as a Class III director at the 2011 Annual Meeting, Glencore will have the ability to designate a substitute, who meets applicable director independence standards, reasonably acceptable to Century to replace Mr. Wilkinson, as nominee, with such determination regarding acceptability to be made by Century in good faith and reasonably promptly. Any such substitute nominee will be nominated by the Board no later than one business day after such determination.

The election of Messrs. Blumgart, Kalmin and Wilkinson as Class III directors of the Company at the 2011 Annual Meeting would result as a change of control under certain of Century's compensation and severance plan arrangements and employment and/or severance protection agreements including, but not limited to, the Company's Amended and Restated 1996 Stock Incentive Plan, the Long-Term Incentive Plan, the Long-Term Transformational Incentive Plan, the Executive Severance Plan, the Amended and Restated Supplemental Retirement Income Benefit Plan and the Company's Severance Protection Agreements (as amended) with each of its named executive officers and other similar agreements. As a result of such a change in control, certain unvested compensation awards awarded under the Amended and Restated 1996 Stock Incentive Plan, the Long-Term Incentive Plan and the Long-Term Transformational Incentive Plan ("LTTIP") would vest. The awards held by our named executive officers that would vest on such a change in control are set forth in the table below. The stock options listed in the table below would become immediately exercisable. Absent a subsequent event, such as a termination of employment, all of the other awards set forth in the table below would continue to settle on the dates such awards would have settled absent a change in control.

Name	Time-Vested Performance Shares	Stock Options (\$6.55 strike price)	Performance Units	LTTIP Award
Logan W. Kruger	80,381	74,607	\$1,229,575	\$ 610,582
Other Named Executive Officers (aggregate)	76,451	106,894	\$1,135,675	\$ 1,084,726

See "Potential Payment Upon Termination" for an estimate of payments to our named executive officers upon a termination following a change of control, assuming the change of control took place on December 31, 2010.

## Board Committees and Meeting Attendance

To assist it in carrying out its duties, the Board has established various standing committees. Each standing committee of the Board and its members are listed in the table below:

Name	Audit	Compensation	Governance & Nominating	Health, Safety & Sustainability
Jarl Berntzen	X	X	X	
Robert E. Fishman	X		X	X*
John C. Fontaine		X	X	
Peter C. Jones		X*		X
Catherine Z. Manning	X*			X
Andrew Michelmore	X			X
John P. O'Brien	X	X		
Jack E. Thompson		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 its committees, which are available in the “Investors” section of our website, [www.centuryaluminum.com](http://www.centuryaluminum.com), under the tab “Corporate Governance.” During 2010, overall attendance at Board and committee meetings was 95%. Mr. Michelmore was unable to attend one of the three board meetings held following his election at the 2010 annual meeting; due to this absence, his attendance at 2010 Board and committee meetings was 60%. We encourage, but do not require, the attendance of Board members at our annual meetings. All of our directors attended the 2010 Annual Meeting in person or by telephone.

Table of Contents

Independent Directors

In 2010, the Board has determined that Messrs. Berntzen, Fishman, Fontaine, Jones, Michelmore, O'Brien and Thompson and Ms. Manning were independent directors under the criteria established by Nasdaq Global Select Market ("NASDAQ"). Our independent directors are scheduled to meet in executive session without the presence of management no fewer than two times each year. The independent directors met 7 times in 2010.

Audit Committee

The Audit Committee, among other things:

- oversees the financial reporting process for which management is responsible;
- appoints and oversees the engagement of the independent auditors for audit and non-audit services;
- monitors the independence of the independent auditors;
- reviews and approves all audit and non-audit services and fees;
- reviews the scope and results of the audit with the independent auditors;
- reviews the scope and results of internal audit procedures with our internal auditors;
- evaluates and discusses with the independent auditors and management the effectiveness of our system of internal accounting controls and assessment of fraud risk;
- appoints and oversees the engagement of the Company's internal audit function, including internal audit plan and results;
- 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 allegations;
- reviews and oversees the Company's risk management assessment and procedures;
- reviews and approves related party transactions pursuant to our Statement of Company Policy Regarding Related Party Transactions; and
- makes inquiries into other matters within the scope of its duties.

During 2010, Messrs. Berntzen, Fishman, Jones, Michelmore and O'Brien and Ms. Manning served on the Audit Committee. Effective June 8, 2010, Mr. Jones was succeeded on the Audit Committee by Mr. Michelmore. The Board had determined that each member of the Audit Committee is "independent," as required under applicable NASDAQ listing standards and Rule 10A-3 under the Securities Exchange Act of 1934 (the "Exchange Act"). In addition, the Board has determined that Messrs. Berntzen and O'Brien and Ms. Manning are "audit committee financial experts" within the meaning set forth in regulations of the SEC. Ms. Manning has served as Chair of the Audit Committee since January 1, 2009. In 2010, the Audit Committee held 4 meetings.

## Table of Contents

### Compensation Committee

The Compensation Committee reviews and establishes the compensation for our executive officers and has oversight responsibility for administering and awarding grants under our 1996 Stock Incentive Plan (the “1996 Plan”). Each member of the Compensation Committee is an independent director as required under applicable NASDAQ listing standards. During 2010, Messrs. Berntzen, Fontaine, O’Brien, Thompson and Jones served on the Compensation Committee. Mr. Berntzen became a member of the Compensation Committee on June 8, 2010. Mr. Jones has served as Chair of the Compensation Committee since January 1, 2008. The Compensation Committee held 6 meetings in 2010.

The Compensation Committee reviews the relationship between our risk management policies and practices and the incentive compensation we provide to our named executives to confirm that our incentive compensation does not encourage unnecessary and excessive risks. The Compensation Committee also reviews the relationship between risk management policies and practices, corporate strategy and senior executive compensation. Our compensation programs are discretionary, balanced and focused on the long term. Under this 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), shares of Century stock and stock options. With limited exceptions, the Compensation Committee retains absolute discretion to modify or eliminate any incentive awards if the Committee determines such actions are warranted. Based on its assessment of our compensation policies and practices, the Compensation Committee has determined that it is not reasonably likely that Century’s compensation and benefit plans would have a material adverse effect on Century.

### Governance and Nominating Committee

The Governance and Nominating Committee is responsible for, among other things:

- evaluating the size and composition of the Board;
- identifying, recruiting and recommending candidates for election to the Board and its committees;
- overseeing corporate governance matters; and
- reviewing and making periodic recommendations concerning our corporate governance policies and procedures.

During 2010, Messrs. Berntzen, Fishman, Fontaine Glasenberg and Thompson served on the Governance and Nominating Committee. Mr. Thompson has served as the Chairman of the Governance and Nominating Committee since March 2006. Mr. Glasenberg served as a member of the Governance and Nominating Committee from September 2010 until his resignation from the Board in February 2011. With the exception of Mr. Glasenberg, each member of the Governance and Nominating Committee is “independent” as required under applicable NASDAQ listing standards. Prior to his resignation, the Board had determined that it was in the best interests of the Company and its stockholders for Mr. Glasenberg to serve as a member of the Governance and Nominating Committee due to his unique and extensive knowledge of the aluminum and metals and mining industries by virtue of his position as Chief Executive Officer of Glencore. Mr. Glasenberg was not determined to be “independent” as defined under applicable NASDAQ listing standards due to his position as Chief Executive Officer of Glencore. In 2010, the Governance and Nominating Committee held 4 meetings.

### Health, Safety and Sustainability Committee

The Health, Safety and Sustainability Committee (the “HSS Committee”) was formed in 2008 to assist the Board with regard to oversight of Century’s policies and management systems with respect to health, safety and sustainability matters. Specifically, the HSS Committee is responsible for the regular review of Century’s health, safety and

sustainability policies and related practices, assessments, performance, compliance and reporting. The HSS Committee must meet at least twice a year and provide recommendations to the Board. During 2010, Messrs. Fishman, Jones and Thompson and Ms. Manning served on the HSS Committee. Mr. Fishman has served as the Chairman of the Health, Safety and Sustainability Committee since March 2008. The Health, Safety and Sustainability Committee held 5 meetings in 2010.

#### Stockholder Communications with the Board of Directors

Stockholders may communicate with the Board 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, 2511 Garden Road, Building A, Suite 200, Monterey, California 93940.

Table of Contents

Code of Ethics

We have adopted a code of ethics that applies to all employees. A copy of the code of ethics is available on our Internet 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, 2511 Garden Road, Bldg. A, Suite 200, Monterey, California 93940.

We intend to disclose any amendments to or waivers of our code of ethics on behalf of our Chief Executive Officer, Chief Financial Officer, Controller, and persons performing similar functions, on our website at the Internet website address set forth above.

Directors' Compensation

Directors who are full-time salaried employees of Century are not compensated for their service on the Board. The Board's general policy is that compensation for non-employee directors should be a mix of cash and equity-based compensation. Effective December 1, 2008, the Board determined that non-employee, non-independent Board members will receive compensation only in cash. This change affords the Company the ability to avoid indirectly increasing the beneficial ownership of any stockholder at whose direction a member of our Board serves. The Compensation Committee evaluates the appropriate level and form of compensation for non-employee directors at least annually and recommends changes to the Board when appropriate. The Board reviews the committee's recommendations and determines the amount of director compensation.

Equity Awards, Meeting Fees and Retainers. In 2010, each independent director continuing in office after the 2010 annual meeting of stockholders received an annual grant of time-based performance share units valued at \$75,000. These time-based performance share units vest 100% on the one year anniversary of the grant date. The shares were granted on the business day following the 2010 annual meeting based on the average closing price of Century's common stock for the 30 trading days preceding the grant date. Vesting of time-based performance share unit awards are subject to acceleration under certain circumstances pursuant to the terms of the award agreement.

During 2010, non-employee directors (other than Chairman O'Brien and Messrs. Strothotte and Glasenberg, who waived their rights to receive compensation) received an annual retainer of \$45,000 for their services. The Chairman of the Board received an annual retainer of \$110,000. The Chairs of the Audit and Compensation Committees each received an additional \$10,000 and the Chairs of the Governance and Nominating and Health, Safety and Sustainability Committees each received an additional \$5,000 annual retainer. In addition, each non-employee director received a fee of \$2,000 for each Board or Board committee meeting attended. The Chair of the Audit Committee received an additional \$1,000 per Audit Committee meeting attended.

The equity awards, meeting fees and retainers above, were set in 2008 based on a competitive assessment of director pay practices among the peer companies used for our executive compensation benchmarking. In 2010, the Compensation Committee reviewed Century's director pay practices and determined to leave them unchanged for 2010.

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

Table of Contents

The following table sets forth the compensation paid to each director in 2010.

## 2010 Director Compensation

Name (a)	Fees Earned or Paid in Cash (\$) (b)	Stock Awards (\$ (c)	Total (\$)
Jarl Berntzen	\$ 81,000	\$59,646	\$ 140,646
Robert E Fishman	\$ 90,000	\$59,646	\$ 149,646
John C. Fontaine	\$ 75,000	\$59,646	\$ 134,646
Ivan Glaserberg	\$ —	\$ —	\$ —
Peter C. Jones	\$ 95,000	\$59,646	\$ 154,646
Catherine Z. Manning	\$ 91,000	\$59,646	\$ 150,646
Andrew Michelmore	\$ 41,750	\$68,506	\$ 110,256
John P. O'Brien	\$146,000	\$59,646	\$ 205,646
Willy R. Strothotte	\$ —	\$ —	\$ —
Jack E. Thompson	\$ 92,000	\$59,646	\$ 151,646

- (a) Represents all non-employee directors that served on the Board during 2010. Mr. Kruger did not receive additional compensation for serving as a Board member.
- (b) Represents retainer and meeting fees paid to each non-employee director during 2010 (other than Messrs. Glaserberg and Strothotte, who waived their right to receive compensation).
- (c) Represents the March 22, 2010 grant date fair value of stock awarded to Board members (other than Messrs. Glaserberg and Strothotte who waived their right to receive compensation).

The following table sets forth the number of outstanding options and stock awards as of December 31, 2010:

Name	Number of Options	Number of Stock Awards
	Outstanding as of 12/31/2010	Outstanding as of 12/31/2010
Jarl Berntzen	16,000	6,732
Robert E. Fishman	3,000	20,565
John C. Fontaine	19,000	6,732
Ivan Glaserberg	—	—
Peter C. Jones	13,000	20,565
Catherine Z. Manning	—	6,732
Andrew Michelmore	—	7,732
John P. O'Brien	14,000	20,565
	19,000	—

Willy R.

Strothotte

Jack E. Thompson 3,000

20,565

Table of Contents

## OWNERSHIP OF CENTURY COMMON STOCK

## Security Ownership of Certain Beneficial Owners

The following table sets forth certain information concerning the beneficial ownership of our common stock as of March 31, 2011 (except as otherwise noted) by each person known by us to be the beneficial owner of five percent or more of the outstanding shares of our common stock. The percent of class shown below is based on 92,660,357 shares of common stock outstanding as of March 31, 2011.

Name	Amount and Nature of Beneficial Ownership (a)	Percent of Class
Glencore International AG(b)	36,393,058	39.08%
BlackRock, Inc.(c)	7,153,702	7.71%
Dimensional Fund Advisors LP(d)	5,365,860	5.91%

- (a) Each entity has sole voting and dispositive power, except as otherwise indicated.
- (b) Based on information set forth in a Schedule 13D/A filing dated April 5, 2011, by Glencore International AG, Glencore Holding AG and Glencore AG (“Glencore”). Glencore’s principal business address is Baarerstattstrasse 3, P.O. Box 666, CH-6341 Baar, Switzerland. In addition, the above information as to Glencore’s beneficial ownership of our outstanding common stock includes 19,000 shares subject to presently exercisable options held by Mr. Strothotte as nominee for Glencore and 7,874,454 shares acquired through the automatic conversion of our Series A Convertible Preferred Stock and excludes the 8,125,546 shares of our common stock issuable upon conversion of our Series A Convertible Preferred Stock owned by Glencore AG, which are 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 our common stock beneficially owned by Glencore. In addition, Glencore has entered into cash-settled total return swaps that give Glencore economic exposure to an additional 9,129,302 shares of our common stock.
- (c) Based on information set forth in a Schedule 13G filing dated February 3, 2011, by BlackRock, Inc. as the parent of the following subsidiaries: BlackRock Japan Co. Ltd., BlackRock Institutional Trust Company, N.A., BlackRock Fund Advisors, BlackRock Asset Management Australia Limited, BlackRock Advisors, LLC, BlackRock Capital Management, Inc., BlackRock Investment Management, LLC, BlackRock Asset Management Ireland Limited, BlackRock International Limited and State Street Research & Management Company. The principal business address of BlackRock, Inc. is 40 East 52nd Street, New York, New York 10022.
- (d) Based on information set forth in a Schedule 13G filing dated February 11, 2011, 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 and/or manager, Dimensional does not possess voting and/or investment power over these shares though it may be deemed to be the beneficial owner of these shares. These shares are owned by the Funds and Dimensional specifically disclaims beneficial ownership of these securities. The principal business address of

Edgar Filing: CENTURY ALUMINUM CO - Form DEF 14A

Dimensional Fund Advisors LP is Palisades West, Building One, 6300 Bee Cave Road, Austin, Texas 78746.

Security Ownership of Directors and Executive Officers

The following table sets forth certain information concerning the beneficial ownership of our common stock as of March 31, 2011 by: (i) each of our current directors and director nominees, (ii) each executive officer named in the Summary Compensation Table under the heading “Executive Compensation,” and (iii) all of our directors, director nominees and executive officers as a group. No director or executive officer beneficially owned more than 1% of our outstanding common stock. All of our directors and executive officers as a group beneficially owned less than 1% of our outstanding common stock.

Name	Amount and Nature of Beneficial Ownership(a)	
	Common Stock	Exercisable Stock Options (b)
Jarl Berntzen	21,6122	16,000
Michael A. Bless	56,5499 (c)	30,000
Steven Blumgart	— (d)	—
Robert E. Fishman	21,61222 (c)	3,000
John C. Fontaine	16,8622 (c)	19,000
Daniel Goldberg	— (d)	—
Wayne R. Hale	89,0777	50,000
Peter C. Jones	23,6122	13,000
Steven Kalmin	— (d)	—
Logan W. Kruger	130,9911	70,000
William J. Leatherberry	28,4699	5,000
Catherine Z. Manning	23,6144	—
Andrew Michelmores	7,7322	—
John P. O’Brien	39,6122	14,000
Steve Schneider	19,2144	—
Willy R. Strothotte	— (d)	19,000 (e)
Jack E. Thompson	25,1122	3,000
Terence Wilkinson	—	—
All Directors and Executive Officers as a Group (18 persons)	516,1044	250,600

- (a) Each individual has sole voting and dispositive power except as otherwise noted.
- (b) Represents shares that are subject to options that are presently exercisable or exercisable within 60 days of March 31, 2011.
- (c) Represents shares that are jointly owned and subject to shared voting and dispositive power.
- (d) Excludes 36,393,058 shares owned by Glencore, for which Mr. Strothotte serves as Chairman, Mr. Kalmin serves as Chief Financial Officer, Mr. Blumgart serves as Co-Director of the Aluminum and Alumina Department and Mr. Goldberg serves as the Asset and Investment Manager of the Aluminum and Alumina Department.
- (e) Excludes options to acquire 19,000 shares of our common stock held in Mr. Strothotte’s name for the benefit of Glencore.



Table of Contents

SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Exchange Act requires our directors and executive officers, and persons owning more than 10% of a registered class of our equity securities, to file with the SEC reports of ownership and changes in ownership of our equity securities. These same persons are also required to furnish us with copies of all such forms. Based solely on a review of the copies of the forms furnished to us and written representations that no Form 5 filings were required, we believe that, with respect to the 2010 fiscal year, all required Section 16(a) filings were timely made.

Table of ContentsPROPOSAL NO. 2: RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED  
PUBLIC ACCOUNTING FIRM

The Board of Directors, on the recommendation of the Audit Committee, has appointed Deloitte & Touche LLP to act as our independent registered public accounting firm for the fiscal year ending December 31, 2011. We are requesting our stockholders to ratify such appointment. If no direction is given to the contrary, all proxies received by the Board of Directors will be voted "FOR" ratification of the appointment of Deloitte & Touche LLP as our independent auditors for the current fiscal year. 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 direct the appointment of a different independent auditor at any time.

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

	2010	2009
Audit Fees	\$1,673,000	\$ 1,531,000
Audit – Related Fees	\$ 98,000	\$ 246,000
Tax Fees	\$ 68,000	\$ 44,000
All Other Fees	\$ —	\$ 430,000
		2,251,000
Total Fees	\$1,839,000	\$

**Audit Fees.** Audit Fees include professional services rendered in connection with the audit of our consolidated financial statements, audit of the effectiveness of our internal control over financial reporting, reviews of the consolidated financial statements included in our Quarterly Reports on Form 10-Q, consultation on accounting matters, and review of documents filed with the SEC.

**Audit-Related Fees.** Audit-Related Fees include audits of our employee benefit plans.

**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.

**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 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 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 our independent registered public accounting firm for the current fiscal year.

Table of Contents

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 or the Securities Exchange Act of 1934, each as amended, except to the extent that Century specifically incorporates it by reference into a filing.

During 2010, our Audit Committee was comprised of Messrs. Berntzen, Fishman, Jones, Michelmore and O’Brien and Ms. Catherine Z. Manning. On June 8, 2010, Mr. Jones was succeeded on the Audit Committee by Mr. Michelmore. All members of the Audit Committee are independent directors, as that term is defined under NASDAQ listing standards. The Audit Committee operates under a written charter adopted by the Board. In accordance with its charter, the Audit Committee assists 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 a formal written statement describing all relationships between the auditors and Century that might bear on the auditors’ independence, consistent with “Independence Standards Board Standard No. 1, Independence Discussions with Audit Committees,” discussed with the auditors any relationships that may impact their objectivity and independence, including the performance of non-audit services, and satisfied itself as to the auditors’ independence. 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 under generally accepted auditing standards, including those described in “Statement on Auditing Standards No. 61,” 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 2010 prior to its public release and the audited financial statements of Century as of and for the year ended December 31, 2010.

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, 2010, for filing with the SEC.

Respectfully Submitted,

The Audit Committee

Jarl Berntzen   Robert E. Fishman   Catherine Z. Manning   Andrew Michelmore   John P. O'Brien  
(Chair)

Table of Contents

PROPOSAL NO. 3: ADVISORY VOTE ON EXECUTIVE COMPENSATION

The Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act”) enables our stockholders to have an advisory vote on the compensation of our named executive officers. Although the vote is advisory and is not binding on the Compensation Committee, the Board of Directors or 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.

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 foregoing resolution.

Table of Contents

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

Introduction

Our Compensation Committee (“Committee”) is a standing committee of our Board of Directors. The Committee reviews and establishes the compensation for our executive officers and is responsible for administering and awarding grants of equity awards under our 1996 Stock Incentive Plan, which we refer to as the 1996 Plan.

The Committee periodically reviews and modifies Century’s compensation and benefit programs, and the principles and philosophies on which these programs are based. Key matters addressed by the Committee with respect to 2010 compensation include the following:

- Reviewed the Company’s 2010 benchmarking practices in light of the Company’s recovery from the recent financial crisis and determined to restore the targeted total compensation for named executive officers for 2010 to around the midpoint of compensation at comparable companies;
- Set performance goals for the Company’s Annual Incentive Plan and set award opportunities for the named executive officers;
- Increased stock ownership requirements for our directors and executives in order to further align compensation with the interests of our stockholders; and
- Provided incentives for management to reduce costs and preserve strategic investment opportunities.

Our Philosophy on Executive Compensation

Our compensation programs are designed to enable Century and its subsidiaries to provide competitive compensation packages that attract, retain and motivate talented executives and managers. The Committee and management believe that our compensation programs must therefore remain flexible to afford the Committee and management discretion in making awards that account for both individual and corporate performance.

Our compensation programs are structured as a balanced portfolio using multiple elements to deliver the total package (base salary, annual incentive awards, long-term incentive awards, and retirement benefits). In addition, the Committee retains discretion to make adjustments necessary to balance the overall performance of Century and the individual performance of our executive officers and to pay for performance by aligning management’s and stockholders’ interests in the enhancement of stockholder value.

The sizes of previous equity-based grants and current equity holdings do 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 the major compensation and benefit offerings. For example, the long-term incentive award for our Chief Executive Officer is determined, in part, after accounting for the competitiveness of his Enhanced Supplemental Retirement Income Benefit Plan benefit (which is described below). The Committee generally applies its compensation philosophy and policies consistently in determining the compensation of each of our senior 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. Our Chief Executive Officer’s target for each compensation component is greater in amount than for the other named executive officers due to his position as the top executive officer of the Company. Market pay levels for top executives of public companies are in general

significantly higher than the pay levels for other executives, as indicated by the survey data and peer group data utilized by the Committee and described below.

#### Our Process for Executive Compensation

We review market pay and performance levels, with the help of consultants, on a regular basis. We evaluate Company performance against our plans and budgets, pay and performance levels at comparable companies and in the context of the broader economy. The Committee retains final discretion in determining annual incentive awards and the vesting of performance units. 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 the performance period.

Table of Contents

The Committee maintains an annual agenda to help ensure that it discharges its duties in a thoughtful and timely manner. Each meeting has a primary purpose, e.g., reviewing market benchmarking, finalizing incentive awards, approving salary adjustments and new incentive plan terms, reviewing market trends or completing a self-assessment. Other matters may be added to the agenda. 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 dedicated significant time and attention to management compensation in 2010, including holding 6 regular and special meetings.

**Benchmarking Executive Compensation**

Our philosophy emphasizes competitive objectives for executive pay. We prefer a flexible range to a single point to provide the Committee the discretion needed to discharge its duties, while being mindful of individual differences such as tenure 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 incentive, long-term incentive, and retirement benefits.

Our incentive plans are designed to allow the Committee the discretion to reward outstanding performance significantly above the targeted range in the case of outstanding performance; conversely, when performance is below expectations, our plans are designed to deliver compensation that is below the targeted range and to allow the Committee the discretion to reduce or eliminate certain compensation elements. In 2010, the Committee designed the compensation program to provide Century's officers 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 similarly situated officers at the surveyed companies.

With respect to the named executive officers, we primarily focus on the practices of a group of comparably-sized, asset-intensive, metals and other industrial companies. We 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 at least annually, and the group is refined to ensure its relevance in light of Century's position, as well as mergers, acquisitions, growth, etc. among the companies.

As in 2009, the Committee considered two peer groups when evaluating 2010 compensation for the named executive officers: the "traditional peer group" and the "alternative peer group". The traditional peer group includes companies with revenues similar to the Company's historical revenues prior to the world financial crisis of 2008 and 2009. The alternative peer group includes companies with revenues closer to those of the Company during and immediately following the world financial crisis. The table below identifies the companies that have been included in both groups during 2010.

Company	Traditional Peer Group	Alternative Peer Group
AK Steel Holdings	Included	
Allegheny Technologies	Included	
Arch Chemicals	Included	Included
		Included

Buckeye Technologies Inc.		
Carpenter Technology Corp	Included	Included
Castle (A.M.) & Co.	Included	Included
Cliffs Natural Resources Inc.	Included	Included
Commercial Metals Company	Included	
Eagle Materials Inc.		Included
Genesee & Wyoming Inc.		Included
Gibraltar Industries Inc.	Included	Included
Kaiser Aluminum Corp.	Included	Included
Koppers Holdings Inc.		Included
Martin Marietta Materials Inc.	Included	Included
Minerals Technologies Inc.		Included
Reliance Steel & Aluminum Co.	Included	
Schnitzer Steel Industries Inc.	Included	Included
Steel Dynamics Inc.	Included	
Stillwater Mining Co.		Included
Texas Industries Inc.		Included
The Timken Company	Included	
Vulcan Materials Company	Included	Included
Worthington Industries	Included	Included

## Table of Contents

In addition to evaluating the total cash compensation (salary and annual incentive awards) and total compensation (salary, annual incentive awards, long-term incentive awards and retirement benefits) of the peer companies, we compare the pay of our executives, including the named executive officers, to the summary results of a survey-based analysis. This secondary approach is useful because it provides a broader market assessment (i.e., includes more than 30 companies). It allows us to benchmark more than five executives, and it allows us to tailor our benchmarking based on the roles and responsibilities of our executive officers. For our additional evaluations, we use compensation for companies participating in Towers Watson's Executive Compensation Data Bank, a proprietary survey, within the materials and industrials sectors. Company size generally is accounted for by regression or by limiting the size of the companies considered to under \$3 billion in revenue. The Committee evaluated the traditional and alternative peer data and the survey data independently and as a composite, but there is no algorithm that dictates pay at a precise level in comparison to these various data points.

### 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 CEO (other than with respect to his own compensation). The Committee's charter formalizes the working relationship with our CEO and includes the following actions to be taken by the CEO:

- working with the Committee in its decisions regarding the approval of all general compensation plans and policies, including pension, savings, incentive and equity-based plans;
- reviewing and determining 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 our CEO, together with the review by our compensation consultant in making independent determinations regarding executive compensation. For 2010 compensation, the CEO did not recommend his level of compensation to the Committee, although he gave a presentation to the Committee which provided an evaluation of his performance and the Company's performance.

Our CEO attends all Committee meetings, other than those portions that are held in executive session and he is not present during deliberations or when voting on matters involving his compensation. As appropriate, the Committee follows an executive session by reconvening with our CEO present.

### Role of Compensation Committee Consultants

The Committee uses the services of a compensation consultant. The Committee has engaged Towers Watson to advise the Committee in connection with designing and implementing the Company's executive compensation programs, including with respect to compensation philosophy, objectives, annual and long-term plan designs, and market pay levels. The decision to retain Towers Watson with respect to the foregoing was made in the Committee's sole discretion. With the Committee's prior and ongoing approval, Towers Watson also conducted a limited amount of compensation consulting projects for management in 2010 for which the Company incurred fees of less than \$120,000. The Committee is apprised of any and all projects for which management engages Towers Watson and monitors their status at each meeting as part of its effort to ensure that it receives objective advice from the Committee's consultant.



## Table of Contents

### Overview of Compensation Elements

The list below summarizes the general elements and characteristics of our executive compensation programs. Detailed narratives of these compensation elements are provided in a later section.

**Base salary:** Base salary is determined by our philosophy, the position (skills, duties, responsibilities, etc.), market pay levels and trends, individual performance, prior salary and in recent years, the goal of cash conservation.

**Annual incentive awards:** Variable compensation is payable in cash (or, in the discretion of the Committee shares or stock options) following the fiscal year the pay is earned; payment is based on the Committee's review of achievement of pre-set operating goals and a portion of the incentive is generally dependent on a subjective review of individual performance and contributions to our overall strategic successes. The Committee retains the discretion to wholly disregard or modify any or all pre-set operating goals as it deems appropriate.

**Long-term incentives:** Variable compensation based on sustained performance success; historically based on the Committee's assessment of operating performance and strategic achievements and settled in cash, time-vested performance units and stock options. The 2010 long-term incentives include the long-term transformational incentive plan that is designed to incentivize management to reduce costs in domestic operations and preserve the Company's Helguvik smelter development options. Awards under the long-term transformational incentive plan are settled in cash, or, at the discretion of the Committee, shares of Company stock.

**Retirement benefits:** Tax qualified defined benefit and defined contribution plans apply to salaried employees of our U.S. companies who meet eligibility requirements. In addition, our nonqualified defined benefit plan provides a select group of participants with benefits above the level permitted under a qualified plan.

### Compensation Program Details

#### Base Salary

The Committee typically reviews the salaries of our named executive officers annually (in the fourth quarter or early the following year). In addition, the Committee may review the salaries of our named executive officers in connection with a promotion or other change in responsibility.

In 2010, the Committee authorized cost of living base salary increases for each of the named executive officers: 2.3% for Mr. Kruger and from 1.3% to 2.4% for the other named executive officers, except for Mr. Leatherberry who received a 16.3% increase in base pay due to his promotion to Executive Vice President, General Counsel and Secretary. The Committee authorized similar cost of living base salary increases for 2011: 2.9% for Mr. Kruger and from 1.9% to 3.9% for the other named executive officers. The Committee determined to make such increases based on, among other things, its review of competitive pay practices, the current financial situation of the Company, the recommendation of the CEO with respect to the other executive officers, and in its own judgment.

#### Annual Incentive Awards

The annual incentive plan is designed to allow compensation based on short-term (annual) individual performance, preservation of future value and strategic investments and operating results. Under our annual incentive plan, executives (including the named executive officers) are eligible to receive an award, which has historically been paid in cash, but may be paid, at the discretion of the Committee, in cash, shares or stock options in 2010.

The Committee received a recommendation from the Company's Chief Executive Officer that the Company use uniform weighting for all executives participating in the 2010 annual incentive plan to reflect the integrated nature of the Company's senior leadership team. In light of this suggestion, the Committee decided that performance measure weighting with regard to all 2010 annual incentive plan goals would be identical for all 2010 annual incentive plan participants.

Table of Contents

The achievement of certain performance metrics described in the table below determines 55% of the award at target in the aggregate. The Committee reviews and approves the performance metrics and target levels of performance annually. The Committee set targets that it believes are challenging but reasonably attainable. Payouts may be above or below target depending on performance above or below the targeted levels based on a straight line interpolation.

Operating Result	Description	Percentage of Aggregate Award if Target Achieved	Targets	Achievement
Conversion cost	The cost of converting alumina into aluminum is a key factor in the profitability of our business. This performance target is intended to incentivize management to meet specific conversion cost targets.	37%	We consider the conversion cost targets to be confidential, and disclosure of those targets would cause competitive harm to Century. For example, our competitors may be able to use this data to predict our pricing strategies or our ability to match certain prices. The Committee set conversion cost targets that it believed to be challenging but reasonably attainable.	Management exceeded the target for conversion costs in 2010, which resulted in a 38.3% payout for this factor.
Safety	Improving the safety of our workplaces has long been a goal of Century and we have accordingly provided incentives to management for improving our safety statistics. The 2010 safety target was based on a weighted average (based on total headcount) total recordable case incidence rate at (i) our	15% (12% for the Grundartangi/Hawesville target and 3% for the Helguvik target.)	The 2010 safety target was to achieve a weighted average (based on total headcount) total recordable case incidence rate of (i) 2.09 at our Grundartangi and Hawesville facilities and (ii) 1.45 at our Helguvik project.	The total recordable case incidence rate at our Helguvik project was 1.40, which exceeded the target and resulted in a 3.8% payout. The Grundartangi and Hawesville target was not achieved and management did not receive any payout with respect to that metric.

Grundartangi and Hawesville facilities and (ii) our Helguvik project.

Restructuring Costs	<p>Curtailing unprofitable production to reduce our operating costs was an important goal with respect to our restructuring efforts in 2010. Accordingly, we set targets to incentivize management to reduce curtailment costs with respect to the curtailment of our Ravenswood operations.</p>	3%	<p>The 2010 Ravenswood cash curtailment cost target was set at \$18.9 million (excluding gains and losses on spot alumina sales).</p>	<p>Curtailment costs at Ravenswood in 2010 were \$17.1 million, which was better than the target for this factor and resulted in a 5.1% payout.</p>
---------------------	--	----	---	---

Table of Contents

The Committee's subjective evaluation of two elements (which elements do not have quantitative targets) determines 45% of the incentive at target:

- Creation of future value and strategic investments; and
- Discretionary/Individual: recognize individual contributions to operating, financial, and strategic success.

This evaluation is intended to be completely discretionary and subjective, but for purposes of illustration, some of the objectives which were reviewed by the Committee included, among other factors, successfully negotiating a new labor contract at our Hawesville facility, attainment of increased operational flexibility in the power contract for our Mt. Holly facility, attainment of certain tax refunds, successfully refinancing our revolving credit facility, and analysis and preservation of certain strategic alternatives, including with respect to our Helguvik operations.

Following the Committee's subjective evaluation and based on achievement of certain operating results described above, the Committee set the total payout level for the 2010 annual incentive plan at a payout level of 110% of the targeted annual incentive award opportunity for each of the named executive officers. Target annual incentive award opportunities for our named executive officers in 2010 were based on a percentage of salary: Mr. Kruger 85%; Mr. Bless 70%; Mr. Hale 70%; Mr. Leatherberry 70%; and Mr. Schneider 55%.

For 2010, the Committee adjusted individual bonus payments in its discretion based on individual performance of each of the named executive officers. Accordingly, under the 2010 annual incentive plan formula, the target bonuses with respect to and actual bonuses paid to our CEO and the other named executive officers for 2010 were as follows:

Name	Target Non-Equity Incentive Compensation pursuant to the 2010 Annual Incentive Plan	Actual Non-Equity Incentive Compensation Paid pursuant to the 2010 Annual Incentive Plan
Logan W. Kruger	\$ 744,000	\$ 818,000
Other Named Executive Officers (aggregate)	\$ 1,044,000	\$ 1,213,000

#### Long-Term Incentive Awards

The Long-Term Incentive Program (the "LTIP") is designed to align executive compensation with the interests of stockholders, link compensation to share price appreciation over a multi-year period and support the retention of our management team. We provide two types of LTIP awards: performance-units and time-vested performance shares, each of which were weighted equally under the 2008-2010 LTIP.

Performance units are generally cash-settled awards based on the achievement of strategic objectives, free cash flow goals, and the Company's total stockholder return in relation to its peer group over a three-year period; however, the Committee retains the discretion to settle these awards in stock. Time-vested performance share units are stock-settled awards that are granted at the beginning of the performance period. Under the 2008-2010 LTIP, Mr. Kruger was granted 9,410 time-vested performance share units and the other named executive officers were granted 9,510 -vested performance share units in the aggregate. Both the performance units and time-vested performance shares vest, in their entirety, after three years.

The Committee received a recommendation from the Company's Chief Executive Officer that the Company use uniform weighting for all executives participating in the 2008-2010 LTIP to reflect the integrated nature of the Company's senior leadership team. In light of this suggestion, the Committee decided that performance measure weighting with regard to all 2008-2010 LTIP performance unit goals would be identical for all 2008-2010 LTIP participants.



Table of Contents

The achievement of certain performance metrics described in the table below determines 30% of the award at target in the aggregate. The Committee reviews and approves the performance metrics and target levels of performance annually. The Committee set targets that it believes are challenging but reasonably attainable. Payouts may be above or below target depending on performance above or below the targeted levels based on a straight line interpolation.

Operating Result	Description	Percentage of Aggregate Award if Target Achieved	Targets	Achievement
2008-2010 Free Cash Flow	Free cash flow is an important measure of the Company's health and liquidity.	20%	We consider the free cash flow targets to be confidential, and disclosure of those targets would cause competitive harm to the Company. The free cash flow targets are based on aluminum pricing and other business plan assumptions that may allow our competitors to be able to predict our pricing strategies or our ability to match certain prices. The Committee set free cash flow targets that it be-lieved to be challenging but reasonably at-tainable.	Performance of this factor was below target for the measurement period, which resulted in a 13% payout for this factor.
Relative Total Stockholder Return Versus Peers (TSR)	This factor is designed to incentivize our management to increase the Company's share price performance to further align management's incentives with those of our stockholders.	10%	The 2008-2010 TSR target was to achieve performance of at least the 50th percentile of our peer group.	TSR lagged our peer group over this period and accordingly no award was allocated to this factor.

The Committee's subjective evaluation of two elements (which elements do not have quantitative targets) determines 70% of the incentive at target:

Creation of future value and strategic investments; and

Discretionary/Individual: recognize individual contributions to operating, financial, and strategic success.

This evaluation is intended to be completely discretionary and subjective, but for purposes of illustration, some of the objectives which were reviewed by the Committee included, among other factors, successfully negotiating a new labor contract at our Hawesville facility and analysis and preservation of certain strategic alternatives, including with respect to our Helguvik operations.

Following the Committee's subjective evaluation and based on achievement of certain operating results described above, the Committee set the total payout level for the performance units granted under the 2008-2010 LTIP at a payout level of 58.5% of the targeted LTIP performance unit opportunity for each of the named executive officers. Target LTIP opportunities for our named executive officers for the 2008-2010 LTIP were based on a percentage of salary: Mr. Kruger 130%; Mr. Bless 75%; Mr. Hale 110%; Mr. Leatherberry 50%; and Mr. Schneider 65%.

Table of Contents

Accordingly, under the 2008-2010 LTIP Plan formula, the target bonuses with respect to and actual bonuses paid to our CEO and the other named executive officers for 2010 were as follows:

Name	Target Performance Unit Compensation pursuant to the 2008 - 2010 LTIP	Actual Performance Unit Compensation pursuant to the 2008 - 2010 LTIP
Logan W. Kruger	\$555,750	\$325,114
Other Named Executive Officers (aggregate)	\$561,250	\$328,331

#### Long-Term Transformational Incentive Plan

The 2009-2011 Long-Term Transformational Incentive Plan (the "LTTIP") was implemented in 2009 in order to align management incentives and rewards more fully with the transformative restructuring changes to the Company's goals in response to the global economic crisis. The LTTIP replaced the cash-settled goal-based performance unit portion of the 2009 LTIP. There was no additional LTTIP grant made in 2010. The LTTIP has the following attributes and elements and for which each of the named executive officers and select other executive are eligible:

A total target award pool of \$8 million, comprised of:

A maximum \$4 million U.S. Bonus Pool based on the Committee's assessment of the achievement of certain reduced costs associated with restructuring domestic operations. Due to the more urgent aspect of these activities, payment opportunities were designed to be frontloaded and were achieved in their entirety in 2009; and  
 A \$4 million Iceland Bonus Pool based on the Committee's subjective evaluation of the achievement of preservation and enhancement of the Helguvik smelter development options during the transitional period. Payment opportunities with respect to the Iceland Bonus Pool were intended to be spread more evenly over the three year period with slightly higher payments possible in year two;

The entire \$8 million pool is intended to be paid in cash, but may be paid partially or entirely in shares, options and cash at the Committee's discretion;

The bonus pools will be paid out in three annual installments in 2010, 2011, and 2012; and

All named executive officers and select other executives will participate in the LTTIP and did not participate in the cash portion of the 2009-2010 LTIP.

The 2009-2011 LTTIP awards were made to participants as a percentage of the total bonus pool. The allocations for CEO and the other named executive officers for 2010 were as follows (the remaining percentages of each bonus pool are allocated to participants who were not named executive officers):

	Targeted U.S. Bonus Pool Payout in 2010	Targeted Iceland Bonus Pool Payout in 2010
Logan W. Kruger	10%	10%
Other Named Executive Officers (aggregate)	22.4%	16.8%

\*All percentages set forth above are percentages of the 2009-2011 aggregate applicable bonus pool.

The projected possible payouts under the U.S. Bonus Pool are targeted at 50% in 2009, 40% in 2010 and the remaining 10% in 2011. For the Iceland Bonus Pool, projected possible payouts are targeted at 30% in 2009, 40% in 2010 and 30% in 2011.

Total payments are dependent, subject to the discretion of the Committee, on the total size of the bonus pool. Based on the Company's achievement's in 2009, including cost savings at the Company's Hawesville and Ravenswood smelters and divestment of the Company's Gramercy St. Ann operations, the Committee determined that the entire U.S. Bonus Pool had been earned. Accordingly, the U.S. Bonus Pool was paid out at 100% of target in 2010. However, the Committee retains the right to make changes to the bonus pool, allocations and any other aspect of this plan in the exercise of its sole discretion.

Table of Contents

The Iceland Bonus Pool is targeted at \$4 million, subject to adjustment in the discretion of the Committee, based on its subjective review of management's preservation of the Company's Helguvik smelter development options in Iceland. This review is intended to be completely discretionary and subjective, but for purposes of illustration, some of the objectives which may be reviewed by the Committee, none of which are individually weighted, include among other things:

- Securing power, transmission and other required contractual commitments;
- Exploration of strategic restructuring and other development opportunities;
- Safety; and
- Maintaining engineering and construction activities to preserve the option to develop this project, including reengineering the project into multiple phases.

In 2010, the Committee determined that a payout of 75% of the targeted 2010 payout amounts for the Icelandic Bonus Pool was warranted.

For 2010, the Committee adjusted individual LTTIP payments in its discretion based on individual performance of each of the named executive officers. The targeted and actual bonuses paid to the CEO and the other named executive officers under the LTTIP for 2010 were as follows:

Name	Target 2010 Bonus under U.S. Bonus Pool	Actual 2010 Bonus under U.S. Bonus Pool	Target 2010 Bonus under Iceland Bonus Pool	Actual 2010 Bonus under U.S. Bonus Pool	Total 2010 Bonus under LTTIP
Logan W. Kruger	\$ 400,000	\$ 400,000	\$ 400,000		