

**CHARTER  
OF  
THE EXECUTIVE COMMITTEE  
OF  
THE BOARD OF DIRECTORS  
OF  
KAISER ALUMINUM CORPORATION**

**Purposes**

The Executive Committee of the Board of Directors of the Company oversees the business and affairs of the Company that require attention prior to the next regular meeting of the Board of Directors, subject to any limitations imposed by law or the Marketplace Rules or other applicable criteria of the National Association of Securities Dealers, Inc. (the “NASD”), or pursuant to the certificate of incorporation or bylaws of the Company.

**Composition**

*Number.* The Committee shall consist of the Chairman of the Board of Directors and no fewer than two, nor more than four, additional members.

*Qualifications.* A majority of the members of the Committee must satisfy the general independence criteria contained in the Marketplace Rules and other applicable criteria of the NASD, in each case as interpreted reasonably and in good faith by the Board of Directors.

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

**Duties and Responsibilities**

The Committee has the following duties and responsibilities:

1. Oversee Business and Affairs of the Company. The Committee shall manage the business and affairs of the Company that require attention prior to the next regular meeting of the Board of Directors; provided, however, that the Committee may not (a) approve or adopt, or recommend to the stockholders of the Company, any action or matter expressly required by law to be submitted to the stockholders of the Company for approval, (b) adopt, amend or repeal any bylaw of the Company, or (c) take any other action which has been reserved for action by the Board of Directors pursuant to a resolution of the Board of Directors or which the Committee is otherwise prohibited to take by law, the Marketplace Rules or other applicable criteria of the NASD, or the Company’s certificate of incorporation or bylaws.

2. Make Board Reports. The Committee shall report its activities regularly to the Board of Directors in such manner and at such times as the Committee and the Board of Directors deem appropriate, but in no event less frequently than once each quarter.

## **Meetings**

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

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

## **Authority**

All actions of the Committee shall be subject to revision or rescission by the Board of Directors to the extent that rights of third parties have not intervened. Any action taken by the Committee may be certified by the Secretary of the Company as having been taken under the authority of the Board of Directors.

## **Annual Review of the Charter**

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

## **Annual Performance Evaluation**

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