

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

Purposes

The ESG Committee of the Board of Directors of the Company assists the Board of Directors in discharging its responsibilities relating to environmental, social and governance (“ESG”) matters that are significant to the Company. This includes, without limitation, human capital development.

Composition

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

Duties and Responsibilities

The Committee has the following duties and responsibilities:

1. Review Corporate Values and Key Initiatives. The Committee shall periodically, and not less frequently than annually, review a statement of the Company’s five key corporate values – Preferred Investment, Preferred Supplier, Preferred Employer, Preferred Customer and Valued Corporate Citizen - and key initiatives of the Company supporting each of those five key corporate values, which statement shall address, directly or indirectly, ESG principles of the Company.
2. Coordinate with the Nominating and Corporate Governance Committee. While the Company’s Nominating and Corporate Governance Committee (the “Governance Committee”) shall retain responsibility and oversight for duties and responsibilities outlined in the Charter of the Nominating and Corporate Governance Committee, including developing and recommending to the Board of Directors corporate governance principles applicable to the Company, the Committee will coordinate and consult with the Governance Committee in regard to governance matters impacting ESG principles.
3. Oversee Preparation and Publication of Annual Sustainability Report. The Committee shall review the preparation and publication of the Company’s annual sustainability report, which shall address the Company’s ESG and sustainability initiatives and achievements.
4. Review Key Employee Succession, Leadership and Development Planning. The Committee shall meet with the Company’s Chief Administrative Officer and its Vice President – Human Resources to review and evaluate management’s succession planning for the Company’s executive officers, other than the Chief Executive

Officer, and the identification and leadership and development training of key employees with the potential to succeed the Company's executive officers (the "Key Employees"), including the progression of the Key Employees.

5. Review with Chief Executive Officer. The Committee shall meet during the year with the Chief Executive Officer to review the Committee's observations and management's criteria for evaluating the performance and advancement potential of the Key Employees and periodically review and evaluate management's leadership and talent development plans for the Key Employees.
6. Review Diversity. The Committee shall meet at least annually to review the diversity of the Company's management and workforce and the Company's ongoing efforts to continue to attract, develop, promote and retain the best people from all cultures and segments of the population with the talents and skills critical to the long-term success of the Company.
7. 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.

Resources and Authority

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including without limitation the authority to coordinate with the Chief Administrative Officer and its Vice President – Human Resources to retain and terminate any search firm to assist in the identification of candidates and the authority to set the fees and other retention terms of such search firms.

The Company shall provide for appropriate funding, as determined by the Committee, for payment of (a) search and/or consulting firms engaged by the Committee, and (b) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties and responsibilities.

Annual Review of the Charter

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

Annual Performance Evaluation

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