

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

Purposes

The Sustainability Committee of the Board of Directors of Kaiser Aluminum Corporation (the “Company”) assists the Board of Directors in discharging its responsibilities identified below relating to certain sustainability matters that are significant to the Company.

Composition

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

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

Appointment. The Board of Directors shall appoint the members and the Chair 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, sustainability principles of the Company.
2. 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 sustainability initiatives and achievements.
3. Oversee Key Sustainability Strategies and Initiatives. The Committee shall review (i) the Company’s key sustainability strategies and initiatives, including internal and external metrics and goals with respect to greenhouse gas emissions and other related sustainability metrics, (ii) the Company’s sustainability performance, (iii) the Company’s sustainability-related, including climate-related, risks and opportunities and (iv) emerging trends and investor expectations regarding sustainability topics.

4. Review Leadership and Development Programs and Training. The Committee shall review and evaluate management's leadership and development programs and training.
5. 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.
6. 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 Chair 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.

The Company shall provide for appropriate funding, as determined by the Committee, for payment of (a) 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.