

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

**FORM 10-K**

- ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
FOR THE FISCAL YEAR ENDED DECEMBER 31, 2020  
OR  
 TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
Commission File Number 001-34474

**CENTURY ALUMINUM COMPANY**

(Exact name of registrant as specified in its charter)

**Delaware**

**13-3070826**

(State or other jurisdiction of incorporation or organization)

(IRS Employer Identification No.)

**One South Wacker Drive**

**60606**

**Suite 1000**

(Zip Code)

**Chicago  
Illinois**

(Address of principal executive offices)

**Registrant's telephone number, including area code: (312) 696-3101**  
**Securities registered pursuant to Section 12(b) of the Act:**

Title of each class:	Trading Symbol(s)	Name of each exchange on which registered:
<b>Common Stock, \$0.01 par value per share</b>	<b>CENX</b>	<b>NASDAQ Stock Market LLC (NASDAQ Global Select Market)</b>

**Securities registered pursuant to Section 12(g) of the Act: None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one)

Large Accelerated Filer  Accelerated Filer  Non-Accelerated Filer  Smaller Reporting Company  Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No

Based upon the closing price of the registrant's common stock on the NASDAQ Global Select Market on June 30, 2020, the approximate aggregate market value of the common stock held by non-affiliates of the registrant was approximately \$360,000,000. As of February 18, 2021, 90,055,797 shares of common stock of the registrant were issued and outstanding.

**Documents Incorporated by Reference:**

All or a portion of Items 10 through 14 in Part III of this Form 10-K are incorporated by reference to the Registrant's definitive proxy statement on Schedule 14A for its 2021 Annual Meeting of Stockholders, which will be filed within 120 days after the close of the fiscal year covered by this report on Form 10-K, or if the Registrant's Schedule 14A is not filed within such period, will be included in an amendment to this Report on Form 10-K which will be filed within such 120 day period.

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## Forward-Looking Statements

This Annual Report on Form 10-K includes "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, which are subject to the "safe harbor" created by section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Forward-looking statements are statements about future events and are based on our current expectations. These forward-looking statements may be identified by the words "believe," "expect," "hope," "target," "anticipate," "intend," "plan," "seek," "estimate," "potential," "project," "scheduled," "forecast" or words of similar meaning, or future or conditional verbs such as "will," "would," "should," "could," "might," or "may."

Forward-looking statements in this Annual Report and in our other reports with the Securities and Exchange Commission (the "SEC"), for example, may include statements regarding:

- Our assessment of global and local financial and economic conditions;
- Our assessment of the aluminum market and aluminum prices (including premiums);
- Our assessment of alumina pricing and costs associated with our other key raw materials, including power;
- The impact of the ongoing COVID-19 pandemic and governmental guidance and regulations aimed at addressing the pandemic, including any possible impact on our business, operations, financial condition, results of operation, global supply chains or workforce;
- The future financial and operating performance of the Company and its subsidiaries;
- Our ability to successfully manage market risk and to control or reduce costs;
- Our plans and expectations with respect to future operations, including any plans and expectations to curtail or restart production, including the expected impact of any such actions on our future financial and operating performance;
- Our plans with regards to future operations of our Mt. Holly smelter, including our expectations as to finalization of a new power contract and restart of curtailed production at Mt. Holly and expectations as to the costs and benefits associated with such restart project;
- Our plans with regards to future operations of our Hawesville smelter, including our expectations as to the restart of curtailed production at Hawesville and bringing the smelter back to full production and expectations as to the costs and benefits associated with this restart project;
- Our ability to successfully obtain long-term competitive power arrangements for our operations;
- The impact of Section 232 relief, including tariffs or other trade remedies, the extent to which any such remedies may be changed, including through exclusions or exemptions, and the duration of any trade remedy;
- The impact of any new or changed law, regulation, including, without limitation, sanctions or other similar remedies or restrictions;
- Our anticipated tax liabilities, benefits or refunds including the realization of U.S. and certain foreign deferred tax assets and liabilities;
- Our ability to access existing or future financing arrangements and the terms of any such future financing arrangements;
- Our ability to repay or refinance debt in the future;
- Our ability to recover losses from our insurance;
- Estimates of our pension and other postretirement liabilities, legal and environmental liabilities and other contingent liabilities;
- Our assessment of any future tax audits or insurance claims and their respective outcomes;
- Negotiations with labor unions;
- Our assessment of any information technology-related risks, including risk from cyberattack or data security breaches; and
- Our future business objectives, plans, strategies and initiatives, including our competitive position and prospects.

Where we express an expectation or belief as to future events or results, such expectation or belief is expressed in good faith and believed to have a reasonable basis. However, our forward-looking statements are based on current expectations and assumptions that are subject to risks and uncertainties which may cause actual results to differ materially from future results expressed, projected or implied by those forward-looking statements. Important factors that could cause actual results and events to differ from those described in such forward-looking statements can be found in the risk factors and forward-looking statements cautionary language contained in [Item 1A. Risk Factors](#) in this Annual Report on Form 10-K, our Quarterly Reports on Form 10-Q and in other filings made with the SEC. Although we have attempted to identify those material factors that could cause actual results or events to differ from those described in such forward-looking statements, there may be other factors that could cause actual results or events to differ from those anticipated, estimated or intended. Many of these factors are beyond our ability to control or predict. Given these uncertainties, the reader is cautioned not to place undue reliance on our forward-

looking statements. We undertake no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events, or otherwise.

## PART I

Throughout this Annual Report on Form 10-K, and unless expressly stated otherwise or as the context otherwise requires, "Century Aluminum Company," "Century Aluminum," "Century," the "Company," "we," "us," and "our" refer to Century Aluminum Company and its subsidiaries.

### Item 1. Business

#### Overview

Century Aluminum Company is a global producer of primary aluminum and operates aluminum reduction facilities, or "smelters," in the United States and Iceland. Aluminum is an internationally traded commodity, and its price is effectively determined on the London Metal Exchange (the "LME"), plus applicable regional and product premiums. Our primary aluminum reduction facilities produce standard-grade and value-added primary aluminum products. Our current annual production capacity is approximately 1,016,000 tonnes per year ("tpy"). We produced approximately 794,000 tonnes of primary aluminum in 2020.

In addition to our primary aluminum assets, we own a carbon anode production facility located in the Netherlands ("Vlissingen"). Carbon anodes are consumed in the production of primary aluminum. Vlissingen supplies carbon anodes to our aluminum smelter in Grundartangi, Iceland. Each of our aluminum smelters in the United States produces anodes at on-site facilities.

We operate our business through one reportable segment, primary aluminum. Additional information about our segment reporting and certain geographic information is available in [Note 18. Business Segments](#) to the consolidated financial statements included herein.

Century Aluminum Company is a Delaware corporation with our principal executive offices located at One South Wacker Drive, Suite 1000, Chicago, Illinois 60606.

#### Strategic Objective

Our strategic objective is to serve our various constituencies (which, importantly, includes the creation of long-term value for our stockholders) by: (a) optimizing our safety and environmental performance; (b) improving the competitiveness of our existing assets by managing costs and improving productivity and efficiency; (c) pursuing upstream investment opportunities; and (d) expanding our primary aluminum business by improving and investing in the facilities we currently own as well as constructing, investing in or acquiring additional production capacity.

#### Primary Aluminum Facilities

##### *Overview of Facilities*

We operate three U.S. aluminum smelters, in Hawesville, Kentucky ("Hawesville"), Robards, Kentucky ("Sebree") and Goose Creek, South Carolina ("Mt. Holly"), and one aluminum smelter in Grundartangi, Iceland ("Grundartangi").

##### *Grundartangi*

The Grundartangi facility, located in Grundartangi, Iceland, is a primary aluminum reduction facility owned and operated by our wholly-owned subsidiary, Nordural Grundartangi ehf, and is our most modern facility. Grundartangi is currently in the process of a multi-year expansion project that has brought the annual primary aluminum production capacity to current capacity of approximately 317,000 tonnes and is expected to ultimately increase annual production capacity at Grundartangi to approximately 325,000 tonnes. Grundartangi produces standard-grade aluminum ingot and a primary foundry alloy product, which is a value-added product that is sold at a premium to standard-grade aluminum.

##### *Hawesville*

Hawesville, located adjacent to the Ohio River near Hawesville, Kentucky, is a primary aluminum reduction facility owned and operated by our wholly-owned subsidiary, Century Kentucky, Inc. ("CAKY"). Hawesville has an annual production capacity of approximately 250,000 tonnes of primary aluminum.

Approximately 60% of Hawesville's capacity was curtailed in the fourth quarter of 2015 as a result of significant declines in the LME price for aluminum. We are currently in the process of a multi-year project at Hawesville to restart this previously curtailed capacity, rebuild the two potlines that we continued to operate past their expected life cycle, and implement new technology across all production. In early 2019, we completed the first phase of this project, which involved restarting production on the three potlines that had been curtailed since 2015. The second phase of the project involves rebuilding the two potlines that had continued to operate past their expected life cycle and the implementation of certain new technology across all production. These two potlines were taken out of production in February and September 2019, respectively. The rebuild of the first of these potlines was completed in the second quarter of 2020. With the restart of this potline, the Hawesville smelter is currently operating at approximately 80% production capacity. The rebuild of the fifth and final potline and the completion of the technology upgrades are expected to be completed over the next several years subject to market conditions.

Hawesville produces standard-grade and high purity aluminum that can be cast into sow or delivered directly to nearby customers as molten metal.

Hawesville is our largest U.S. smelter and is the largest producer of high purity primary aluminum in North America. Four of Hawesville's five potlines are capable of producing high purity aluminum which is sold at a premium to standard-grade aluminum and is used extensively by the defense industry as well as for aerospace and other applications.

### ***Sebree***

Sebree, located adjacent to the Green River near Robards, Kentucky, is a primary aluminum reduction facility owned and operated by our wholly-owned subsidiary, Century Aluminum Sebree LLC ("Century Sebree"). Sebree has an annual production capacity of approximately 220,000 tonnes of primary aluminum. Sebree produces standard-grade aluminum that can be cast into sow and value-added products, including billet, that are sold at a premium to standard-grade aluminum or delivered directly to nearby customers as molten metal. In 2019, we expanded the smelter's overall output by adding 20,000 tonnes of additional secondary (scrap reprocessing) capacity.

### ***Mt. Holly***

Mt. Holly, located in Goose Creek, South Carolina, is a primary aluminum reduction facility owned and operated by our wholly-owned subsidiary, Century Aluminum of South Carolina, Inc. ("CASC"). Mt. Holly has an annual production capacity of approximately 229,000 tonnes of primary aluminum. The Mt. Holly facility is currently operating at approximately 50% of its production capacity while CASC finalizes a new, three-year power agreement with South Carolina Public Service Authority (also known as Santee Cooper), which is expected to be effective April 1, 2021. The new contract with Santee Cooper is expected to provide sufficient energy to allow the smelter to increase its production to 75% of Mt. Holly's full production capacity. See "Key Production Costs — Electrical Power Supply Agreements" below for further discussion of our power arrangements at Mt. Holly.

Mt. Holly produces standard-grade aluminum that is cast into tee bars as well as several value-added products, including billet and foundry products. These value-added primary aluminum products are sold at a premium to standard-grade aluminum.

### ***Primary Aluminum Production Capacity***

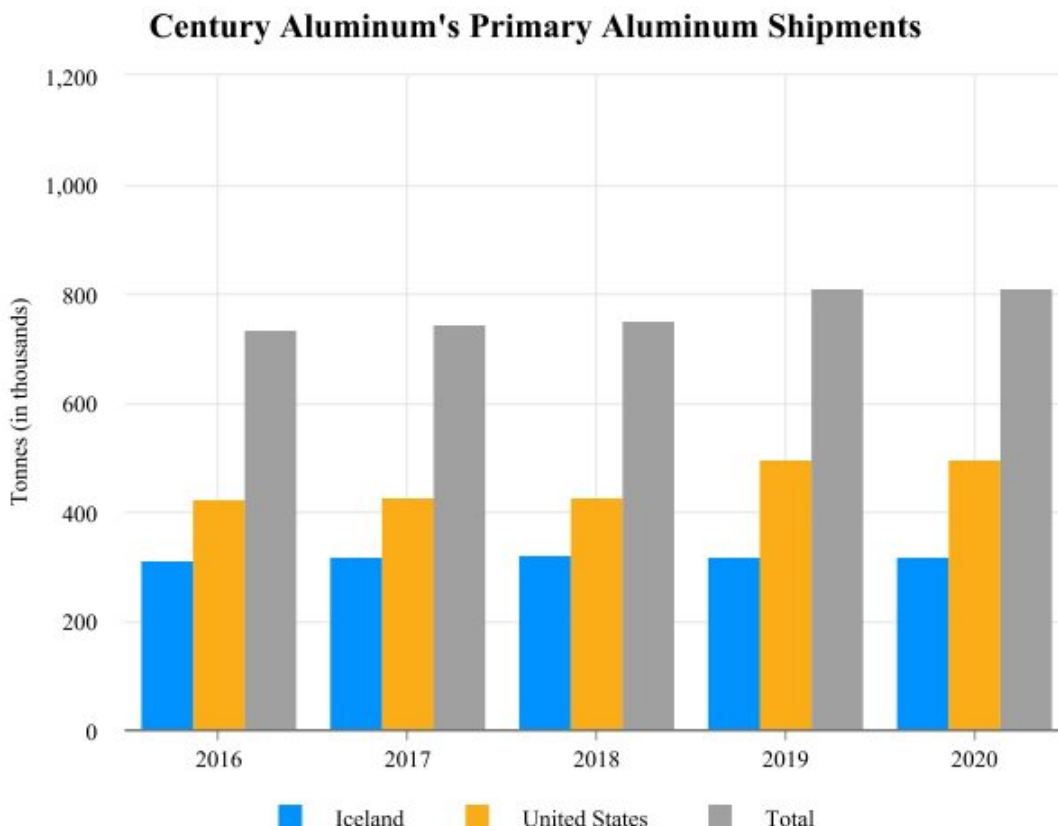
Our primary aluminum smelters and their respective primary aluminum capacities are shown in the following table:

<b>Facility</b>	<b>Ownership Percentage</b>	<b>Operational</b>	<b>Annual Production Capacity (tpy) <sup>(1)</sup></b>	<b>Actual 2020 Annual Production (tpy)</b>
Grundartangi, Iceland	100%	1998	317,000	313,000
Hawesville, Kentucky, USA	100%	1970	250,000	170,000
Sebree, Kentucky, USA	100%	1973	220,000	204,000
Mt. Holly, South Carolina, USA	100%	1980	229,000	107,000
			<b>1,016,000</b>	<b>794,000</b>

(1) The tonnes per year (tpy) figures in this column reflect an estimate of the facility's total production capacity based on plant design, historical operating results and operating efficiencies and does not necessarily represent each facility's maximum production capability.

**Primary Aluminum Shipment Volume**

The following table shows our primary aluminum shipment volumes since 2016.



**Carbon Products Facilities**

***Vlissingen***

In addition to our primary aluminum assets, we own a carbon anode production facility located in Vlissingen, the Netherlands, which is owned and operated by our wholly-owned subsidiary, Century Aluminum Vlissingen B.V. Vlissingen has an annual carbon anode production capacity of approximately 163,000 tonnes. We acquired Vlissingen in 2012 and restarted the facility in late 2013 with an initial carbon anode production capacity of 75,000 tonnes. Since the acquisition, we have completed a variety of expansion projects and efficiency programs in order to more than double the plant's production capacity. With these expansion projects and efficiency programs in place, we expect Vlissingen will be able to supply approximately 93% to 98% of Grundartangi's carbon anodes requirements at current production levels. Each of our smelters in the United States produces anodes at on-site facilities.

**Pricing**

Pricing for primary aluminum products is typically comprised of three components: (i) the base commodity price which is based on quoted prices on the LME, plus (ii) any regional premium (e.g., the Midwest premium for metal sold in the United States and the European Duty Paid premium for metal sold into Europe) plus (iii) any product premium. Our operating results are highly sensitive to changes in the LME price of primary aluminum and the amount of regional premiums and product



premiums. As a result, from time to time, we assess the appropriateness of mitigating the effects of fluctuations in the aluminum price through the use of fixed-price commitments, LME-linked supply contracts and other financial instruments. See [Item 7A. Quantitative and Qualitative Disclosures about Market Risk](#) for further discussion of how we manage our exposure to market risk.

### Customer Base

We have historically derived substantially all of our consolidated net sales of primary aluminum from a small number of customers. For the year ended December 31, 2020, we derived approximately 64% of our consolidated sales from Glencore plc and its affiliates (together, "Glencore") and approximately 12% of our consolidated sales from Southwire Company ("Southwire"). We currently have agreements in place to sell a substantial portion of our 2021 production to these customers. We expect that the rest of our 2021 customer base will remain fairly concentrated among a small number of customers under short-term contracts.

Both Glencore and Southwire purchase aluminum produced at our U.S. smelters at prices based on the LME price for primary aluminum plus the Midwest premium plus any additional market-based product premiums. Glencore also purchases aluminum produced at our Grundartangi, Iceland smelter at prices based on the LME plus the European Duty Paid premium plus any additional market-based product premiums. Glencore beneficially owns 42.9% of our outstanding common stock (46.8% on a fully diluted basis).

### Key Production Costs

Alumina, electrical power, calcined petroleum coke and liquid pitch (the key raw materials for carbon anodes), and labor are the principal components of our cost of production. These components together represented over 75% of our cost of goods sold for the year ended December 31, 2020. For a description of certain risks related to our raw materials, supplies, power and labor, see [Item 1A. Risk Factors](#) in this Annual Report on Form 10-K.

#### *Alumina Supply Agreements*

While Century may enter into other purchases of alumina as market conditions change, a summary of our principal alumina supply agreements is provided below:

Supplier	Quantity	Term	Pricing <sup>(2)</sup>
Concord Resources Ltd.	Approximately 180,000 tpy	Through December 2022	LME-linked
Concord Resources Ltd.	Approximately 600,000 tpy	Through December 2024	Fixed, LME-linked, and API-linked components
Glencore <sup>(1)</sup>	Variable	Through December 2021	LME-linked

<sup>(1)</sup> Under the terms of this agreement, Glencore provides alumina supply for all of Century's requirements net of other contractual commitments.

<sup>(2)</sup> "API" refers to a published alumina price index

## Electrical Power Supply Agreements

The table below summarizes our long-term power supply agreements:

Facility	Supplier	Term	Pricing
Grundartangi	Landsvirkjun	Through 2023 - 2036	Variable rate linked to (i) the LME price for primary aluminum or (ii) the Nord Pool power market
	Orkuveita Reykjavíkur ("OR")		
	HS Orka hf ("HS")		
Hawesville	Kenergy Corporation ("Kenergy")	Through December 31, 2023	Variable rate based on market prices
Sebree	Kenergy	Through December 31, 2023	Variable rate based on market prices
Mt. Holly	South Carolina Public Service Authority ("Santee Cooper")	Through March 31, 2021	Variable rate based in part on a cost of service charge and in part on natural gas prices
Helgukvík	OR	Approximately 25 years from the dates of each phase of power delivery	Variable rate based on the LME price for primary aluminum

Electrical power represents one of the largest components of our cost of goods sold. From time to time, we may enter into forward contracts or other hedging arrangements to mitigate our electrical power or natural gas price risk. The paragraphs below summarize the sources of power and the long-term power arrangements for each of our operations.

*Grundartangi.* Power is currently supplied to Grundartangi from hydroelectric and geothermal sources under long-term power purchase agreements with HS, Landsvirkjun and OR. Historically, all of the power supplied to Grundartangi has been delivered at prices indexed to the price of primary aluminum. Since November 2019, the price of approximately 30% of Grundartangi's power requirements has been linked to the market price for power in the Nord Pool power market, the trading market for power in the Nordic countries and certain other areas of Europe. As of December 31, 2020, we had entered into financial contracts to fix the forward price of approximately 80% and 50% of Grundartangi's Nord Pool based power requirements for the years ending December 31, 2021 and December 31, 2022, respectively. We may enter into further similar financial contracts in the future.

Grundartangi's power purchase agreements expire on various dates from 2023 through 2036 (subject to extension). Each power purchase agreement contains take-or-pay obligations with respect to a significant percentage of the total committed and available power under such agreement.

*Hawesville.* CAKY is party to a power supply arrangement with Kenergy and EDF Trading North America, LLC ("EDF") which provides market-based power to the Hawesville smelter. Under this arrangement, the power companies purchase power on the open market and pass it through to Hawesville at Midcontinent Independent System Operator ("MISO") pricing plus transmission and other costs. The power supply arrangement with Kenergy has an effective term through December 2023. The arrangement with EDF to act as our market participant with MISO has an effective term through May 2022. Both of these agreements extend automatically year to year thereafter unless a one year notice of termination is given by either party.

*Sebree.* Century Sebree is party to a power supply arrangement with Kenergy and EDF which provides market-based power to the Sebree smelter. Similar to the arrangement at Hawesville, the power companies purchase power on the open market and pass it through to Sebree at MISO pricing plus transmission and other costs. The power supply arrangement with Kenergy has an effective term through December 2023. The arrangement with EDF to act as our market participant with MISO has an effective term through May 2022. Both of these agreements extend automatically year to year thereafter unless a one year notice of termination is given by either party.

*Mt. Holly.* CASC is currently party to both a power agreement with a third-party supplier (providing 75% of Mt. Holly's power) and Santee Cooper (providing 25% of Mt. Holly's power) to supply the Mt. Holly smelter with all its power needs. Both of these power agreements were set to expire on December 31, 2020 but were extended through March 31, 2021 as we finalize a new, three-year power arrangement with Santee Cooper that is expected to be effective April 1, 2021. It is expected under the new power contract with Santee Cooper, 100% of Mt. Holly's electrical power requirements will be supplied from

Santee Cooper's generation at cost of service based rates. The new contract with Santee Cooper is expected to provide sufficient energy to allow the smelter to increase its production to 75% of Mt. Holly's full production capacity. If we are unable to finalize this proposed new power contract with Santee Cooper and obtain all necessary government approvals, we may choose, or be forced, to further curtail operations at the plant. See [Item 1A. Risk Factors](#).

*Helguvik.* Nordural Helguvik is party to a power agreement with OR for a portion of Helguvik's expected power requirements to the Helguvik project. The agreement would provide power at LME-based variable rates and contain take-or-pay obligations with respect to a significant percentage of the total committed and available power under such agreement. The first stage of power under the OR power purchase agreement (approximately 47.5 megawatts ("MW")) became available in the fourth quarter of 2011 and is currently being utilized at Grundartangi. The agreement contains certain conditions to OR's obligations with respect to the remaining phases and OR has alleged that certain of these conditions have not been satisfied.

See [Note 15. Commitments and Contingencies](#) to the consolidated financial statements included herein for additional information concerning our power arrangements.

## **Employees and Human Capital Resources**

We believe our employees are key to achieving our business goals and growth strategy. As of December 31, 2020, we had 2,078 employees. Of these, 1,392 were domiciled in the United States, 72 in the Netherlands and 614 in Iceland.

*Health, Safety and Wellness.* Nothing is more important than the health and safety of our employees and the members of the communities in which we do business. We continuously assess the risks our employees face at our operations and we work to mitigate those risks through frequent training and other preventative safety and health programs. We strive for zero injuries and accidents, to foster systems and processes aimed to continuously improve our health and safety performance and to integrate risk management relating to health and safety into all aspects of our operations. We emphasize the importance of safety goals by including safety performance as one of the metrics for determining payouts under our annual incentive awards to our executives. The safety focus of the Company is evident in our approach to the COVID-19 pandemic. During this time, we have taken, and continue to take, measures to protect the health and safety of our employees during the pandemic, including requirements regarding wearing masks, social distancing, cleaning sanitation procedures, and temperature checks. We have also developed and implemented protocols across our operations to address actual and suspected COVID-19 cases and potential exposure of our employees.

*Compensation and Benefits.* The Company's non-union employees are all eligible to participate in the Company paid health, vision, dental, life, prescription and long-term disability insurance plans. The Company also provides employees with paid supplemental life and accident insurance plan. The Company offers employees the opportunity to contribute to a Flexible Spending Account and a Health Savings Account. The Company also offers employees a 401(k) retirement plan with a Company match. As part of our Century Well-being program, and in an effort to encourage employees to participate, Century provides financial incentives to its employees who choose to participate. We also have recently taken steps to strengthen our Century Well-being program and to build a program that is specifically designed for Century employees and the unique health issues they may encounter. At the end of 2020 and beginning of 2021, we have begun efforts to roll out new health benefits at no cost to our employees centered around diabetes management, mental health and substance abuse and counseling, and musculoskeletal conditions.

*Diversity and Inclusion.* The Company is committed to promoting equal employment opportunity in all of our operations. It is the Company's policy, specifically noted in the Company's Code of Ethics, that we do not tolerate discrimination in any form on the basis of race, color, religion, sex, sexual orientation, age, national origin, disability, veteran status or genetic information as defined in the Genetic Information Nondiscrimination Act of 2008, whether or not such discrimination violates law, and to comply fully with all laws prohibiting discrimination and promoting opportunity and advancement in employment. This policy extends to all aspects of employment opportunity including recruitment, hiring, compensation, benefits, promotion, transfer, layoff, recall, reduction in force, termination, retirement, placement, training and all other privileges, terms and conditions of employment.

*Talent Development.* Recently, we have made significant progress in enhancing our internal performance management and talent management systems in an effort to continue to recognize and promote outstanding employees. We have worked to streamline the process for our employees and ensure that we provide employees with the opportunity to provide input as part of the review process.

## **Labor Agreements**

The bargaining unit employees at our Grundartangi, Vlissingen, Hawesville and Sebree facilities are represented by labor unions, representing 67% of our total workforce. Our employees at Mt. Holly are not represented by a labor union.

A summary of our key labor agreements is provided below:

Facility	Organization	Term
Grundartangi	Icelandic labor unions	Through December 31, 2024
Hawesville	United Steel, Paper and Forestry, Rubber, Manufacturing, Energy, Allied Industrial and Service Workers International Union (“USW”)	Through April 1, 2021
Sebree	USW	Through October 28, 2023
Vlissingen	Federation for the Metal and Electrical Industry (“FME”)	Through December 1, 2020

Approximately 86% of Grundartangi’s workforce is represented by five labor unions, governed by a labor agreement that establishes wages and work rules for covered employees. The current agreement is effective through December 31, 2024.

100% of Vlissingen’s workforce is represented by FME as Vlissingen is a member of the FME, a Netherlands' employers' organization for companies in the metal, electronics, electrical engineering and plastic sectors. The FME negotiates working conditions with trade unions on behalf of its members, which, when agreed upon, are then applicable to all employees of Vlissingen. The current labor agreement expired on December 1, 2020 and since such time we have been operating under the terms of the expired agreement while we engage in negotiations regarding the terms of a new labor agreement.

Approximately 58% of our U.S. based workforce is represented by the USW. CAKY's Hawesville employees represented by the USW are under a collective bargaining agreement that expires on April 1, 2021. Century Sebree's employees represented by USW are under a collective bargaining agreement that expires on October 28, 2023.

## Competition

The market for primary aluminum is global, and demand for aluminum varies widely from region to region. We compete with aluminum producers within the U.S. and internationally as well as with producers of alternative materials such as steel, copper, carbon fiber, composites, plastic and glass, each of which may be substituted for aluminum in certain applications. Our competitive position depends, in part, on the availability of electricity, alumina and our other key raw materials to our operations at competitive prices. We face global competition from companies who may have access to these key production costs at lower prices. Many of our competitors are also larger than we are and have vertically integrated operations with superior cost positions. As a result, these companies may be better able to withstand reductions in price or other adverse industry or economic conditions.

### Competitive Advantages

While we face significant competition, we also have several competitive advantages. We believe our key competitive advantages are:

*Focus on Primary Aluminum Business.* We operate principally in the production of primary aluminum. By concentrating our activities in primary aluminum production, we are able to focus our resources on optimizing the cost effectiveness of our existing operations, minimizing overhead costs and maintaining a market position where our products are ultimately targeted toward a broad range of end uses.

*Strong Internal Growth Opportunities.* Over the past several years, we have undertaken various expansion programs at all of our operating facilities and continue to pursue additional internal growth opportunities. We are currently in the process of a multi-year project at Hawesville to restart previously curtailed capacity, rebuild two potlines that we had continued to operate past their expected life cycle, and implement new technology across all production. Through December 31, 2020, we have rebuilt or restarted 200,000 tonnes of production (Hawesville’s current production capacity) and can restart another 50,000 tonnes of production capacity in the future. At Sebree, in 2019, we expanded the smelter’s overall output by adding 20,000 tonnes of additional secondary (scrap reprocessing) capacity. At Mt. Holly, the new power

contract with Santee Cooper is expected to provide sufficient energy to allow the smelter to increase its production to 75% of Mt. Holly's full production capacity.

At our Grundartangi, Iceland smelter, we are in the process of a multi-year project that has brought Grundartangi's annual primary aluminum production capacity to current capacity of approximately 317,000 tonnes of primary aluminum and is expected to ultimately increase annual production capacity to approximately 325,000 tonnes. At Vlissingen, we have completed a variety of expansion projects and efficiency programs in order to more than double the plant's production capacity. With these expansion projects and efficiency programs in place, we expect Vlissingen to be able to supply approximately 93% to 98% of Grundartangi's carbon anode requirements at current production levels.

We continue to pursue additional internal growth opportunities to maximize efficiencies and improve overall performance.

*Duty Free Access to our Major Customer Markets.* Our facilities benefit from international and national trade laws and regulations. For example, the European Union imposes import tariffs on primary aluminum from producers outside the European Economic Area (the "EEA"), which includes Iceland, and the U.S. currently imposes a 10% tariff on certain primary aluminum imports into the United States. Our U.S. and Icelandic businesses currently access these respective markets duty-free which provides us with an advantage over our competitors who sell into these markets under these tariff regimes.

*Close Proximity to our Major Customers.* Our U.S. facilities benefit from the proximity to our U.S. customer base, allowing us to capture the Midwest premium and providing a competitive advantage in freight costs over our competitors. The proximity to our customers also allows us to deliver a portion of our Kentucky production in molten form, saving casting costs, and providing a competitive advantage over other potential suppliers. In Iceland, our proximity to European markets provides a competitive advantage for Grundartangi, allowing us to capture the European Duty Paid Premium and other logistical benefits compared to our competitors outside the EEA.

*Access to Market Power.* Our Kentucky operations benefit from market-based power contracts that provide electricity to these operations at competitive prices. Since November 2019, the price of approximately 30% of Grundartangi's power requirements has been linked to the market price for power in the Nord Pool power market, the trading market for power in the Nordic countries and certain areas of Europe. Approximately 70% of the power requirements for our Grundartangi plant is indexed to the price of primary aluminum, which reduces our exposure to power price fluctuations and provides a natural hedge against movements in the aluminum price.

*Diverse Value Added Product and Secondary Market Portfolio.* We have the ability across our operations to cast a variety of aluminum products, both in terms of shapes and alloys. These high purity and value-added primary aluminum products are sold at a premium to standard-grade aluminum. Our Hawesville plant is the largest producer of high purity aluminum in North America. Four of Hawesville's five potlines are capable of producing high purity aluminum, which is used extensively by the defense industry as well as for certain aerospace applications. Both Sebree and Mt. Holly have value-added casthouses that have the ability to produce large volumes of billet, slab and other value-added products.

*Sustainability.* Our Natur-Al™ aluminum produced at our Grundartangi, Iceland smelter has one of the lowest carbon footprints in the industry due to Grundartangi's access to clean hydroelectric and geothermal power sources. Our Grundartangi smelter has also been certified against the Aluminium Stewardship Initiative (ASI) Performance Standard for responsible production, sourcing and stewardship of aluminum. In addition to providing additional value to our customers, our low carbon footprint in Iceland mitigates our exposure to current or future carbon regulations.

*Experienced Management Team.* Our management team includes executives and managers with significant experience in the aluminum industry, the broader metals and mining sector, the development of large and complex projects and the functional disciplines we require to manage and grow our business. In addition, the managers of our production facilities have substantial backgrounds and expertise in the technical and operational aspects of these plants.

For additional information, see [Item 1A. Risk Factors](#). We may be unable to continue to compete successfully in the highly competitive markets in which we operate.

## **Government Regulations**

Our facilities and operations are subject to various laws and regulations in the countries in which we operate, including, but not limited to, environmental laws and regulations. We have spent, and expect to continue to spend, significant amounts for compliance with those various laws and regulations, including environmental laws and regulations. In addition, some of our past manufacturing activities or those of our predecessors have resulted in environmental consequences that require remedial measures. Under certain environmental laws, which may impose liability regardless of fault, we may be liable for the costs of remediation of contaminated property, including our current and formerly owned or operated properties or adjacent areas, or for the amelioration of damage to natural resources. We believe, based on currently available information, that compliance with existing laws and regulations has not had a material adverse effect upon our capital expenditures, earnings and our competitive position. Furthermore, we believe, based on currently available information, that our current liabilities are not likely to have a material adverse effect on Century. However, we cannot predict the requirements of future laws and future requirements at current or formerly owned or operated properties or adjacent areas or the outcome of certain existing litigation to which we are a party. Such future requirements or events may result in unanticipated costs or liabilities that may have a material adverse effect on our financial condition, results of operations or liquidity. More information concerning our contingencies can be found in [Note 15. Commitments and Contingencies](#) to the consolidated financial statements included herein.

## **Intellectual Property**

We own or have rights to use a number of intellectual property rights relating to various aspects of our operations. We do not consider our business to be materially dependent on any of these intellectual property rights.

## **Available Information**

Additional information about Century may be obtained from our website, which is located at [www.centuryaluminum.com](http://www.centuryaluminum.com). Our website provides access to periodic filings we have made through the EDGAR filing system of the SEC, including our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and any amendments to those reports. We also make available on our website a copy of our code of ethics that applies to all employees and ownership reports filed on Forms 3, 4 and 5 by our directors, executive officers and beneficial owners of more than 10% of our outstanding common stock. Reports that we have filed with the SEC are also available on the SEC website at [www.sec.gov](http://www.sec.gov). In addition, we will make available free of charge copies of our Forms 10-K, Forms 10-Q and Forms 8-K upon request. Requests for these documents can be made by contacting our Investor Relations Department by mail at: One South Wacker Drive, Suite 1000, Chicago, IL 60606, or by phone at: (312) 696-3101. Information contained in our website is not incorporated by reference in, and should not be considered a part of, this Annual Report on Form 10-K.

## Item 1A. Risk Factors

The following describes certain of the risks and uncertainties we face that could materially and adversely affect our business, financial condition and results of operation, and cause our future results to differ materially from our current results and from those anticipated in our forward-looking statements. These risk factors should be considered together with the other risks and uncertainties described in [Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations](#) and elsewhere herein. This list of material risk factors is not all-inclusive or necessarily in order of importance.

### Risk Related to our Industry and Business

#### ***Declines in aluminum prices could have a material adverse effect on our business, financial condition, results of operations and cash flows.***

Our operating results depend on the market for primary aluminum which can be volatile and subject to many factors beyond our control. The overall price of primary aluminum consists of three components: (i) the base commodity price, which is based on quoted prices on the LME; plus (ii) any regional premium (e.g., the Midwest premium for metal sold in the United States and the European Duty Paid premium for metal sold into Europe); plus (iii) any product premium. Each of these three components has its own drivers of variability.

The aluminum price is influenced by a number of factors, including global supply-demand balance, inventory levels, speculative activities by market participants, production activities by competitors, political and economic conditions, as well as production costs in major production regions. These factors can be highly speculative and difficult to predict which can lead to significant volatility in the aluminum price. A deterioration in global economic conditions or a worldwide financial downturn also has the potential to adversely affect future demand and prices for aluminum. Geopolitical uncertainty of any kind, including the United Kingdom's exit from the European Union (commonly referred to as Brexit), major public health issues (such as an outbreak of a pandemic or epidemic like the novel coronavirus COVID-19) or other unexpected events have the potential to negatively impact business confidence, potentially resulting in reduced global or regional demand for aluminum and increased price volatility. Such events may also impact prices by causing disruptions in our operations, supply chain, or workforce.

Declines in aluminum prices could cause us to curtail production at our operations or take other actions to reduce our cost of production, including deferring certain capital expenditures and maintenance costs and implementing workforce reductions. Any deferred costs achieved through such curtailments and other cost cutting measures could ultimately result in higher capital expenditures and maintenance costs than would have been incurred had such costs not been deferred and increase the costs to restore production capacity if market forces warrant. Declines in aluminum prices also negatively impact our liquidity by lowering our borrowing availability under our asset-based revolving credit facilities (due to a lower market value of our inventory and accounts receivable). These factors may have a material adverse effect on our liquidity, the amount of cash flow we have available for our capital expenditures and other operating expenses, our ability to access the credit and capital markets and our results of operations.

***Excess capacity and overproduction of aluminum products may materially disrupt world aluminum markets causing price deterioration which, in turn, could adversely impact our sales, margins and profitability.***

Global aluminum prices have been significantly depressed in recent years primarily due to large amounts of excess capacity and overproduction in China and other regions. Significant portions of global aluminum production would not be possible without financial and other support and incentives from governments and state-owned entities. This oversupply has caused global aluminum prices to be adversely impacted. Overproduction and the export of heavily subsidized aluminum products may result in depressed prices and, in turn, have a material adverse impact on our operating results, sales, margins and profitability.

#### ***Increases in energy costs adversely affect our business, financial position, results of operations and liquidity.***

Electrical power represents one of the largest components of our cost of goods sold. As a result, the availability of electricity at competitive prices is critical to the profitability of our operations.

In the U.S., our Hawesville and Sebree plants receive all of their electricity requirements under market-based electricity contracts, and our Mt. Holly plant currently receives 75% of its electricity requirements under a market-based electricity contract that is set to expire March 31, 2021. Since November 2019, the price of approximately 30% of Grundartangi's power requirements has been linked to the market price for power in the Nord Pool power market, which exposes us to price

volatility and fluctuations due to factors beyond our control and without any direct relationship to the price of primary aluminum. For example, extreme weather events in mid-February 2021 across the United States resulted in increases to power prices for our Kentucky plants, which could have an adverse effect on our results in the first quarter of 2021. Market-based electricity contracts expose us to market price volatility and fluctuations driven by, among other things, coal and natural gas prices, renewable energy production, regulatory changes and weather events, in each case, without any direct relationship to the price of primary aluminum. There can be no assurance that our market-based power supply arrangements will result in favorable electricity costs. Any increase in our electricity and energy prices not tied to corresponding increases in the LME price could have a material adverse effect on our business, financial position, results of operations and liquidity.

***Disruptions in our supply of power and other events could adversely affect our operations.***

We use large amounts of electricity to produce primary aluminum. Any loss or disruption of the power supply which reduces the amperage to our equipment or causes an equipment shutdown would result in a reduction in the volume of molten aluminum produced, and prolonged losses of power may result in the hardening or "freezing" of molten aluminum in the pots where it is produced, which could require an expensive and time consuming restart process.

Disruptions in the supply of electrical power to our facilities can be caused by a number of circumstances, including, but not limited to, unusually high demand, blackouts, equipment or transformer failure, human error, malicious acts, natural disasters, weather events or other catastrophic events. Our market-based power supply arrangements further increase the risk that disruptions in the supply of electrical power to our domestic operations could occur. Under these arrangements, we have greater exposure to transmission line outages, problems with grid stability and limitations on energy import capability. An alternative supply of power in the event of a disruption may not be feasible.

Power disruptions have had a material negative impact on our results of operations in the past. An equipment failure at our Sebree smelter in May 2018, for example, caused us to lose power to one of the three potlines at Sebree and forced us to temporarily stop production from that potline. We operate our smelters at close to peak amperage. Accordingly, even partial failures of high voltage equipment could affect our production. Disruptions in the supply of electrical power that do not result in production curtailment could cause us to experience pot instability that could decrease levels of productivity and incur losses.

We maintain property and business interruption insurance to mitigate losses resulting from catastrophic events, but are required to pay significant amounts under the deductible provisions of those insurance policies. In addition, the coverage under those policies may not be sufficient to cover all losses, or may not cover certain events. Certain of our insurance policies do not cover any losses that may be incurred if our suppliers are unable to provide power under certain circumstances. Certain losses or prolonged interruptions in our operations may trigger a default under certain of our outstanding indebtedness and could have a material adverse effect on our business, financial position, results of operations and liquidity.

***We may be unable to continue to compete successfully in the highly competitive markets in which we operate.***

We are engaged in a highly competitive industry. Aluminum also competes with other materials, such as steel, copper, plastics, composite materials and glass, among others, for various applications. Many of our competitors are larger than we are and have greater financial and technical resources than we do. These larger competitors may be better able to withstand reductions in price or other adverse industry or economic conditions. Similarly, many of our competitors have vertically integrated upstream operations with resulting superior cost positions to ours and may be better able to withstand reductions in price or other adverse industry or economic conditions. If we are not able to compete successfully, our business, financial position, results of operations and cash flows could be materially and adversely affected.

***Public health pandemics, epidemics or similar public health threats, including the novel coronavirus disease (COVID-19), could have a material adverse effect on our business, outlook, financial condition, results of operations and liquidity.***

The global markets in which we operate have been impacted by the recent COVID-19 pandemic. Our business could be adversely affected by the COVID-19 pandemic or other health pandemics, epidemics or similar public health threats in the future.

Our operating results depend on the market for primary aluminum which can be volatile and subject to many factors beyond our control. The COVID-19 pandemic has disrupted the global economy and created significant volatility in the primary aluminum industry. Such adverse impacts to the global market include the drop in the LME price for primary aluminum to \$1,457 in April 2020 from \$1,772 at the start of 2020. However, we have seen some measurable improvement in the global market for aluminum along with an increase in the price for our product and a return to more stability in the market



in which we operate in recent months. The LME price for primary aluminum averaged \$1,702 per tonne for 2020 as compared to an average of \$1,792 for 2019, due in part to the impacts that COVID-19 had on the LME price during 2020. Because we sell our product on a one- to three-month lag to current prices, our results reflect the LME price on this one to three month lag basis. Future deterioration in economic conditions and global markets arising from the COVID-19 pandemic could materially and adversely affect future demand and prices for aluminum which could have a material adverse effect on our financial condition and liquidity.

Our business also depends on the ability of our employees to travel to our aluminum smelting facilities and operate our facilities. Since the outbreak of COVID-19, we have implemented several new policies and procedures to protect the health and safety of our workforce. We restricted both personal and business travel for a period of time during the pandemic, implemented continuous disinfecting of our workplaces, and set up employees whose jobs allow them to work remotely. We have advised all of our employees in proper care and hygiene to prevent the spread of the virus. While these measures serve to reduce the possibility of transmission of the virus within our workplaces, they do not assure that our employees will not contract the virus or bring it into the workplace. Were such an event to be widespread enough, our operations could be disrupted to varying degrees up to and including a shutdown, which could have a material adverse effect on our business, outlook, financial condition, results of operations and liquidity.

The COVID-19 pandemic could also interfere with general commercial activity related to our supply chain and customer base, which could have an adverse effect on our financial condition and operational results. Raw material suppliers, including those we currently use, may not be available or may be delayed in shipments to us, impacting our ability to deliver our products to our customers thereby negatively impacting our operational results and financial condition. Further, if our customers' businesses are similarly affected, they might delay, reduce or even eliminate purchases from us, which could adversely affect our results of operations.

The COVID-19 pandemic has also created substantial uncertainty and volatility in the financial markets which may impact our ability to access capital and the terms under which we can do so. Our ability to pay interest on and to repay or refinance our debt will depend upon our access to financial markets or other alternative sources of liquidity and future operating performance, any of which may be negatively impacted by the effects of the COVID-19 pandemic.

The ultimate severity, magnitude and duration of COVID-19 is uncertain, rapidly changing and hard to predict. The extent to which COVID-19 may adversely impact our business depends on future developments, which are highly uncertain and unpredictable, such as the ultimate duration and scope of the outbreak, the availability and distribution of vaccines domestically and globally, the spread and rise of any different variants of the COVID-19 virus, the pandemic's impact on our customers and suppliers, how quickly normal economic conditions, operations, and the demand for our products can resume, and whether the pandemic leads to recessionary conditions in any of our key markets or in global markets generally. The potential future impact of the COVID-19 pandemic on our business, results of operations and financial performance is difficult to predict and will depend on future developments, and such effects could exist for an extended period of time. While we expect the COVID-19 pandemic to continue to impact our results of operations, cash flows and financial position, the current level of uncertainty over the economic and operational impacts of COVID-19 means the related impact to our business cannot be reasonably estimated at this time.

To the extent the COVID-19 pandemic adversely affects our business and financial results, it may also have the effect of heightening many of the other risks described herein.

***Curtailed production at our facilities could have a material adverse effect on our business, financial position, results of operations and liquidity.***

The continued operation of our smelters depends on the market for primary aluminum and our underlying costs of production. There can be no assurance that future deterioration in the price of aluminum or increases in our costs of production, including power, will not result in additional production curtailments at our smelters.

Curtailing production requires us to incur substantial expenses, both at the time of the curtailment and on an ongoing basis. Our facilities are subject to contractual and other fixed costs that continue even if we curtail operations at these facilities. These costs reduce the cost saving advantages of curtailing unprofitable aluminum production. If we are unable to realize the intended cost saving effects of any production curtailment, we may have to seek bankruptcy protection or be forced to divest some or all of our assets. The process of restarting production following curtailment is also expensive and time consuming. As a result, any decision to restart production would likely require market conditions significantly better than the market conditions at the time the decision to curtail was made. Any curtailments of our operations, or actions taken to seek bankruptcy protection or divest some or all of our assets, could have a material adverse effect on our business, financial position, results of operations and liquidity.

***If we are unable to enter into a new power arrangement for Mt. Holly and/or obtain necessary government approvals, we may choose, or be forced, to further curtail operations at the Mt. Holly plant.***

CASC is currently party to both a power agreement with a third-party supplier (providing 75% of Mt. Holly's power) and Santee Cooper (providing 25% of Mt. Holly's power) to supply the Mt. Holly smelter with all its power needs. Both of these power agreements were set to expire on December 31, 2020 but were extended through March 31, 2021 as we finalize a new three-year power agreement with Santee Cooper that is expected to be effective April 1, 2021. It is expected that under the new power contract with Santee Cooper, 100% of Mt. Holly's electrical power requirements will be supplied from Santee Cooper's generation at cost of service-based rates. The new power with Santee Cooper is expected to provide sufficient energy to allow the smelter to increase its current production to 75% of Mt. Holly's full production capacity. There can be no assurance, however, that we will be successful in finalizing this proposed agreement with Santee Cooper or obtaining all governmental approvals needed in connection therewith. We issued a Working Adjustment and Retraining Notification Act (WARN) Notice to employees at Mt. Holly in October 2020, which has since been extended through March 31, 2021, of our intent to curtail plant operations if the smelter cannot secure a new power arrangement with Santee Cooper to delivery energy to the plant. If we are unable to secure and finalize this new power agreement with Santee Cooper and obtain all necessary governmental approvals for Mt. Holly, we may choose, or be forced, to further curtail operations at the plant.

Closure of the Mt. Holly facility would impose various costs on us that could have a material adverse effect on our business, financial condition, results of operations and liquidity and could cause us to write down the book value of the Mt. Holly facility. In addition, the ongoing uncertainty regarding the future operation of Mt. Holly may damage our relationships with our customers, suppliers, employees and other stakeholders, whether or not Mt. Holly is ultimately closed. We may need to take actions to terminate certain customer and supply contracts or curtail additional production in advance of any plant closure. Customers and suppliers may also become unwilling to renew existing contracts or enter into new contracts with us. It may also become more difficult to attract and retain employees. Such actions and events could have a material adverse effect on our business, financial condition, results of operations and liquidity.

***The restart of curtailed capacity at our Mt. Holly smelter upon the finalization of the new power agreement with Santee Cooper is subject to certain risks and uncertainties.***

Upon finalization of the proposed new, three-year agreement with Santee Cooper for power at our Mt. Holly smelter and receipt of all necessary governmental approvals, we plan to restart capacity at Mt. Holly that had been previously curtailed. The new power contract with Santee Cooper is expected to provide sufficient energy to allow the smelter to increase its current production to 75% of Mt. Holly's full production capacity. The decision to move forward with this restart is based on certain market assumptions that are subject to risks outside of our control, specifically the LME price of aluminum, raw materials and premiums. Changes in these inputs may result in actual costs and returns that materially differ from the estimated costs and returns and our financial position and results of operations may be negatively affected as a result. Changes in these inputs may

also make the Mt. Holly restart project uneconomic and we may decide at any time not to continue to fund this investment.

There can be no assurance that we will be able to restart capacity at Mt. Holly within our projected budget and schedule. In addition to changes in market assumptions, other unforeseen difficulties could increase the cost of the project, delay the project or render the project not feasible. Our ability to finance the project could also be impacted by our cash position and results of operations. Any delay in the completion of the project, unexpected or increased costs or inability to fund the project could have a material adverse effect on our business, financial position, results of operations and liquidity.

***The restart of production at our Hawesville smelter is subject to certain risks and uncertainties.***

We are currently in the process of a multi-year project at our Hawesville, Kentucky aluminum smelter to restart previously curtailed capacity, rebuild two potlines that we had continued to operate past their expected life cycle, and implement new technology across all production. In early 2019, we completed the first phase of this project, which involved restarting production on the three potlines that had been curtailed since 2015 and upgrading the cell technology on these potlines. The second phase of the project involves the rebuilding of the pots from the two potlines that had continued to operate past their expected life cycle and the implementation of certain new technology across all production. These two potlines were taken out of production in February and September 2019, respectively. The rebuild of the first of these potlines was completed in the second quarter of 2020. With the restart of this potline, the Hawesville smelter is currently operating at approximately 80% production capacity. The rebuild of the fifth and final potline at Hawesville is expected to be completed over the next several years, subject to market conditions. The decision to continue with the Hawesville restart project is based on certain market assumptions that are subject to risks outside of our control, specifically the LME price of aluminum, raw materials and premiums. Changes in these inputs may result in actual costs and returns that materially differ from the estimated costs and returns and our financial position and results of operations may be negatively affected as a result. Changes in these inputs may also make the Hawesville restart project uneconomic and we may decide at any time to discontinue the unfinished portions of the project.

There can be no assurance that we will be able to restore Hawesville to full production within our projected budget and schedule. In addition to changes in market assumptions, other unforeseen difficulties could increase the cost of the project, delay the project or render the project not feasible. Our ability to finance the project could also be impacted by our cash position and results of operations. Any delay in the completion of the project, unexpected or increased costs or inability to fund the project could have a material adverse effect on our business, financial position, results of operations and liquidity.

***Increases in our raw material costs and disruptions in our supply could adversely affect our business.***

Our business depends upon the adequate supply of alumina, aluminum fluoride, calcined petroleum coke, pitch, carbon anodes and cathodes and other raw materials. For some of these production inputs, such as alumina, coke and pitch, we do not have any internal production and rely on a limited number of suppliers for all of our requirements. Many of our supply agreements are short term or expire in the next few years. There is no assurance that we will be able to renew such agreements on commercially favorable terms, if at all. Certain of our principal raw materials are commodities for which, at times, availability and pricing can be volatile due to a number of factors beyond our control, including general economic conditions, domestic and worldwide demand, labor costs, competition, weather conditions and other transportation delays, major force majeure events, pandemics, tariffs, sanctions and currency exchange rates. Because we rely on a limited number of suppliers, if our suppliers cannot meet their contracted volume commitments or other contractual requirements, it may be difficult for us to source our raw materials from alternative suppliers at commercially reasonable prices or within the time periods required by our operations. If we are unable to source from alternative suppliers, we could be forced to curtail production or use raw materials that do not meet our requirements, which could cause inefficiencies in our operations, increase costs or impact our production capabilities, any of which could have a material adverse effect on our business, financial position, results of operations and liquidity.

We are also exposed to price risk for each of these commodities. For example, the pricing under certain of our current alumina supply contracts is based on a published alumina index. As a result, our cost structure is exposed to market fluctuations and price volatility. During 2018, for example, external events in the alumina markets, including the partial curtailment of the Alunorte alumina refinery in Brazil due to environmental concerns following severe weather and U.S. sanctions impacting UC Rusal's ability to supply alumina to the market, caused significant price volatility. As a result of these events, the alumina index price reached a high of \$710 per tonne in April 2018 compared to an average price of \$271 per tonne for 2020 and \$332 per

tonne for 2019. From time to time, we manage our exposure to fluctuations in our alumina costs by purchasing certain of our alumina requirements under supply contracts with prices tied to the LME price of aluminum.

Because we sell our products based on the LME price for primary aluminum, we are not able to pass on to our customers any increased cost of raw materials that are not linked to the LME price. The availability of our raw materials at competitive prices is critical to the profitability of our operations and increases in pricing and/or disruptions in our supply could have a material adverse effect on our business, financial position, results of operations and liquidity.

***We may be unable to realize the expected benefits of our capital projects.***

From time to time, we undertake strategic capital projects in order to enhance, expand and/or upgrade our facilities and operational capabilities. For instance, within the past several years, we have undertaken expansion projects at our Sebree, Hawesville, Grundartangi and Vlissingen facilities and are set to begin another project at Mt. Holly upon finalization of the new power agreement. Our ability to complete these projects and the timing and costs of doing so are subject to various risks, many of which are beyond our control. Additionally, the start-up of operations after such projects have been completed is also subject to risk. Our ability to achieve the anticipated increased revenues or otherwise realize acceptable returns on these investments is subject to a variety of market, operational, regulatory and labor-related factors. Any failure to complete these projects, or any delays or failure to achieve the anticipated results from the implementation of any such projects, could have a material adverse effect on our business, financial condition, results of operations and liquidity.

***Our failure to maintain satisfactory labor relations could adversely affect our business.***

The bargaining unit employees at our Grundartangi, Hawesville, Sebree and Vlissingen facilities are represented by labor unions, representing approximately 67% of our total workforce as of December 31, 2020. Our Grundartangi labor agreement is effective through December 31, 2024. Our Vlissingen labor agreement expired on December 1, 2020. Since such time, we have been operating under the terms of the expired agreement while we engage in negotiations regarding the terms of a new agreement. Our Hawesville and Sebree labor agreements are scheduled to expire April 1, 2021 and October 28, 2023, respectively.

While we are hopeful to reach agreement with the labor unions to renew these agreements on acceptable terms, there is no assurance that we will be successful in doing so. If we fail to maintain satisfactory relations with any labor union representing our employees, our labor contracts may not prevent a strike or work stoppage at any of these facilities in the future. As part of any negotiation with a labor union, we may reach agreements with respect to future wages and benefits that may have a material adverse effect on our future business, financial condition, results of operations and liquidity. In addition, negotiations could divert management attention or result in strikes, lock-outs or other work stoppages. Any threatened or actual work stoppage in the future or inability to renegotiate our collective bargaining agreements could prevent or significantly impair our production capabilities subject to these collective bargaining agreements, which could have a material adverse effect on our business, financial position, results of operations and liquidity.

***Certain of our raw material and services contracts contain "take-or-pay" obligations.***

We have obligations under certain contracts to take-or-pay for specified raw materials or services over the term of those contracts regardless of our operating requirements. To the extent that we curtail production at any of our operations, we may continue to be obligated to take or pay for goods or services under these contracts as if we were operating at full production, which reduces the cost savings advantages of curtailing aluminum production. Our financial position and results of operations may also be adversely affected by the market price for such materials or services as we will continue to incur costs under these contracts to meet or settle our contractual take-or-pay obligations. If we were unable to use such materials or services in our operations or sell them at prices consistent with or greater than our contract costs, we could incur significant losses under these contracts. In addition, these commitments may also limit our ability to take advantage of favorable changes in the market prices for such materials and may have a material adverse effect on our business, financial position, results of operations and liquidity.

***We have historically derived substantially all of our revenue from a small number of customers, and we could be adversely affected by the loss of a major customer or changes in the business or financial condition of our major customers.***

We have historically derived substantially all of our consolidated net sales from a small number of customers. For the year ended December 31, 2020, we derived approximately 76% of our consolidated net sales from two major customers and we currently have agreements in place to sell a substantial portion of our 2021 production to these same customers. We expect that

the rest of our 2021 customer base will remain fairly concentrated among a small number of customers under short-term contracts.

Any material non-payment or non-performance by one of these customers, a significant dispute with one of these customers, a significant downturn or deterioration in the business or financial condition of any of these customers, early termination of our sales agreement with any of these customers, or any other event significantly negatively impacting the contractual relationship with one of these customers could adversely affect our financial condition and results of operations. If, in such an event, we are unable to sell the affected production volume to another customer, or we sell the affected production to another customer on terms that are materially less advantageous to us, our revenues could be negatively impacted.

***We require substantial resources to pay our operating expenses and fund our capital expenditures.***

We require substantial resources to pay our operating expenses and fund our capital expenditures. If we are unable to generate funds from our operations to pay our operating expenses and fund our capital expenditures and other obligations, our ability to continue to meet these cash requirements in the future could require substantial liquidity and access to sources of funds, including from capital and credit markets.

If funding is not available when needed, or is available only on unacceptable terms, we may be unable to respond to competitive pressures, take advantage of market opportunities or fund operations, capital expenditure or other obligations, any of which could have a material adverse effect on our business, financial position, results of operations and liquidity.

***International operations expose us to political, regulatory, currency and other related risks.***

We receive a significant portion of our revenues and cash flow from our operations in Iceland and the Netherlands. These operations expose us to risks, including unexpected changes in foreign laws and regulations, political and economic instability, challenges in managing foreign operations, increased costs to adapt our systems and practices to those used in foreign countries, taxes, export duties, currency restrictions and exchange, tariffs and other trade barriers, and the burdens of complying with a wide variety of foreign laws and regulations. Changes in foreign laws and regulations are generally beyond our ability to control, influence or predict and future adverse changes in these laws could have a material adverse effect on our business, financial position, results of operations and liquidity.

In addition, we may be exposed to fluctuations in currency exchange rates. As a result, an increase in the value of foreign currencies relative to the U.S. dollar could increase the U.S. dollar cost of our operating expenses which are denominated and payable in those currencies. To the extent we explore additional opportunities outside the U.S., our currency risk with respect to foreign currencies may increase.

***Unpredictable events may interrupt our operations, which may adversely affect our business.***

Our operations may be susceptible to unpredictable events, including accidents, transportation and supply interruptions, labor disputes, equipment failure, information system breakdowns, natural disasters, dangerous weather conditions, river conditions, political unrest and other events. Operational malfunctions or interruptions at one or more of our facilities could result in substantial losses in our production capacity, personal injury or death, damage to our properties or the properties of others, monetary losses and potential legal liability.

Our market-based power supply arrangements further increase the risk that unpredictable events could lead to changes in the price and/or availability of market power which could significantly impact the profitability and viability of our operations. For example, extreme weather events in mid-February 2021 across the United States resulted in increases to power prices for our Kentucky plants after the occurrence of such events, which could have an adverse effect on our results in the first quarter of 2021. Power generation curtailments, transmission line outages, or limitations on energy import capability that arise from such unpredictable events could also increase power prices, disrupt production or force a curtailment of all or part of the production at our facilities. In addition, unpredictable events that lead to power cost increases may adversely affect our financial condition, results of operations and liquidity.

Iceland, for example, has suffered several natural disasters and extreme weather events, including significant volcanic eruptions and earthquakes which can lead to disruption in power transmission or other impacts to our operations. Insufficient

rain in Iceland has and could in the future lead to low water levels in the reservoirs which has resulted and may again result in curtailments in power which is provided to our Grundartangi smelter from hydroelectric and geothermal sources.

We accept delivery of necessary raw materials to our operations using public infrastructure such as river systems and seaports. Deterioration of such infrastructure and/or other adverse conditions could result in transportation delays or interruptions and increased costs, as occurred during the third quarter of 2017 when lock closures on the Ohio River impacted our alumina supply and forced us to find alternative means to transport alumina to our Kentucky operations at increased cost. Any delay in the delivery of raw materials necessary for our production could impact our ability to operate our plants and have a material adverse effect on our business, financial condition or results of operation.

Future unpredictable events may adversely affect our ability to conduct business and may require substantial capital expenditures and operating expenses to remediate damage and restore operations at our production facilities. Although we maintain insurance to mitigate losses resulting from such events, our coverage may not be sufficient to cover all losses, may have high deductibles or may not cover certain events at all. To the extent these losses are not covered by insurance, our financial condition, results of operations and cash flows could be materially and adversely affected.

***We engage in hedging transactions which involve risks that could have a material adverse effect on our business, financial position and liquidity.***

As a global producer of primary aluminum, our business is subject to risk of fluctuations in the market prices of primary aluminum, power and foreign currencies, among other things. Therefore, from time to time, we may seek to manage our exposure to these risks through entering into different types of hedging arrangements designed to reduce such risk exposure. However, there can be no assurance that our hedging activities will successfully reduce our risk exposure to these factors. In addition, there may be unforeseen events affecting our business that could lead us to be long in positions that we did not anticipate when such hedging transactions were put into place which in turn could lead to adverse effects on our financial position. Further, we may be required to use a significant amount of liquidity to satisfy collateral margin calls required by our hedging counterparties. Utilizing liquidity to satisfy collateral margin calls may have an impact on the liquidity we have available for our operations and lead to adverse impacts on our financial position

#### **Risks Related to Indebtedness and Financing**

***A deterioration in our financial condition or credit rating could limit our ability to access the credit and capital markets on acceptable terms or to enter into hedging and financial transactions, lead to our inability to access liquidity facilities, and could adversely affect our financial condition and our business relationships.***

Our credit rating has been adversely affected by unfavorable market and financial conditions. Our existing credit rating, or any future negative actions the credit agencies may take affecting our credit rating, could expose us to significant borrowing costs and less favorable credit terms, limiting our ability to access the credit and capital markets, and have an adverse effect on our relationships with customers, suppliers and hedging counterparties. An inability to access the credit and capital markets when needed in order to refinance our existing debt or raise new debt or equity could have a material adverse effect on our business, financial position, results of operations and liquidity.

***We may be unable to generate sufficient cash flow to meet our debt service requirements which may have a material adverse effect on our business, financial position, results of operations and liquidity.***

As of December 31, 2020, we had an aggregate of approximately \$315.9 million of outstanding debt (including \$250.0 million aggregate principal amount of senior secured notes due July 1, 2025). Our ability to pay interest on and to repay or refinance our debt will depend upon our access to additional sources of liquidity and future operating performance, which is subject to general economic, financial, competitive, legislative, regulatory, business and other factors, including market prices for primary aluminum, that are beyond our control. Accordingly, there can be no assurance that our business will generate sufficient cash flow from operations or that future borrowings will be available to us in an amount sufficient to enable us to pay debt service obligations, refinance our existing debt or to fund our other liquidity needs. If we are unable to meet our debt service obligations or fund our other liquidity needs, we could attempt to restructure or refinance our debt or seek additional equity or debt capital. There can be no assurance that we would be able to accomplish those actions on satisfactory terms, or at

all. If we are unable to ultimately meet our debt service obligations and fund our other liquidity needs, it may have a material adverse effect on our business, financial position, results of operations and liquidity.

***Our substantial indebtedness or any future additional indebtedness could adversely affect our business, results of operations or financial condition.***

Our substantial indebtedness and the significant cash flow required to service such debt increases our vulnerability to adverse economic and industry conditions, reduces cash available for other purposes and limits our operational flexibility. Despite our substantial indebtedness, we may incur substantial additional debt in the future. Although the agreements governing our existing debt limit our ability and the ability of certain of our subsidiaries to incur additional debt, these restrictions are subject to a number of qualifications and exceptions and, under certain circumstances, debt incurred in compliance with these restrictions could be substantial. In addition, these agreements may also allow us to incur certain obligations that do not constitute debt as defined in these agreements. To the extent that we incur additional debt or such other obligations, the risks associated with our substantial debt described above, including our possible inability to service and meet our debt or other obligations, would increase.

***We are subject to interest rate risk, which could adversely affect our borrowing costs, financial condition and results of operations.***

Our industrial revenue bonds ("IRBs") and borrowings on our U.S. and Iceland revolving credit facilities as well as the term loan agreement with Glencore Ltd. pursuant to which the Company borrowed \$40.0 million (the "Hawesville Term Loan") are currently at variable interest rates, and future borrowings required to fund working capital at our businesses, capital expenditures, acquisitions, or other strategic opportunities may be at variable rates, which exposes us to interest rate risk. An increase in interest rates would increase our debt service obligations under our existing debt instruments and potentially any future debt instruments, further limiting cash flow available for other uses. Any increase in interest rates could adversely affect our borrowing costs, financial condition and results of operations.

***Our debt instruments subject us to covenants and restrictions.***

Our existing debt instruments contain various covenants that restrict the way we conduct our business and limit our ability to incur debt, pay dividends and engage in transactions such as acquisitions and investments, among other things, which may impair our ability to obtain additional liquidity and grow our business. Any failure to comply with those covenants would likely constitute a breach under such debt instruments which may result in the acceleration of all or a substantial portion of our outstanding indebtedness and termination of commitments under our revolving credit facility. If our indebtedness is accelerated, we may be unable to repay the required amounts and our secured lenders could foreclose on any collateral securing our secured debt. Any of the foregoing actions could have a material adverse effect on our business, financial condition, results of operations and liquidity.

***We depend upon intercompany transfers from our subsidiaries to meet our debt service obligations.***

We are a holding company and conduct all of our operations through our subsidiaries. As a holding company, our results of operations depend on the results of operations of our subsidiaries. Moreover, our ability to meet our debt service obligations depends upon the receipt of intercompany transfers from our subsidiaries. The ability of our subsidiaries to pay dividends or make other payments or advances to us will depend on their operating results and will be subject to applicable laws and any restrictions or prohibitions on intercompany transfers by those subsidiaries contained in agreements governing the debt or other obligations of such subsidiaries.

**Risks Related to Cybersecurity**

***The failure of our information technology systems, network disruptions, cyber-attacks or other breaches in data security could have a material adverse effect on our business, results of operations and financial position.***

We depend on our information technology systems to effectively manage significant aspects of our business including, without limitation, production process control, metal inventory management, shipping and receiving, and reporting financial and operational results. Any disruptions, delays, or deficiencies in our information systems or network connectivity could result in increased costs, disruptions in our business, and/or adversely affect our ability to timely report our financial results.

Our information technology systems are vulnerable to damage or interruption from circumstances largely beyond our control, including, without limitation, fire, natural disasters, power outages, systems failure, security breaches, and cyber-

attacks, which include viruses, malware, and ransomware attacks. While we have disaster recovery and business continuity plans in place, if our information technology systems are damaged or interrupted for any reason, and, if the disaster recovery and business continuity plans do not effectively resolve such issues on a timely basis, we may be unable to manage or conduct our business operations, suffer reputational harm, and may be subject to governmental investigations and litigation, any of which may adversely impact our business, results of operations, cash flows and financial condition.

Cybersecurity incidents, in particular, are increasing in frequency and continue to become more sophisticated and include, but are not limited to, attempts to gain unauthorized system access to install malicious software such as ransomware or malware, direct fraudulent payments to fictitious vendors, disrupt production process control and financial systems, and release of confidential or otherwise protected information and data.

Due to the evolving nature of cybersecurity threats, the scope and impact of any incident cannot be predicted. While the Company continually works to safeguard our systems and mitigate potential risks, there is no assurance that such actions will be sufficient to prevent cyber-attacks or security breaches that damage or interrupt access to information systems or networks, compromise confidential or otherwise protected information, destroy or corrupt data, or otherwise disrupt our operations. In addition, we may not be able to contain a targeted cybersecurity incident to any one particular operating location. Furthermore, although the Company does maintain insurance in its operations, such insurance may not cover all liabilities affiliated with any sort of cyber incident or security breach. The occurrence of such events could negatively impact our reputation and our competitive position and could result in litigation with third parties, regulatory action, loss of business, potential liability and increased remediation costs, any of which could have a material adverse effect on our financial condition and results of operations. Such security breaches could also result in a violation of applicable U.S. and international privacy and other laws and could have a material adverse effect on our business, results of operations and financial position.

### **Risks Related to Legal, Regulatory and Compliance Matters**

#### ***Climate change, climate change legislation or environmental regulations may adversely impact our operations.***

Governmental regulatory bodies in the United States and other countries where we operate have adopted, or may in the future adopt, laws or other regulatory changes in response to the potential impacts of climate change. Laws and regulations could have a variety of adverse effects on our business.

For example, electricity represents our single largest operating cost and the availability of electricity at competitive prices is critical to the profitability of our operations. Some of the power we purchase in the United States is generated at coal-based power plants, which have been, and are likely to continue to be, significantly impacted by these regulations, including the Paris Agreement, which the United States re-entered on February 19, 2021. Any resulting increase in our operating costs could have a material adverse effect on our business, financial position, results of operations and liquidity. Even small increases in power prices could have a disproportionate impact on our business if such price increases are not supported by then current aluminum prices.

In addition, as a member of the EEA and a signatory to the Kyoto Protocol, Iceland has implemented legislation to abide by the Kyoto Protocol and Directive 2003/87/EC of the European Parliament (the "Directive") which establishes a "cap and trade" scheme for greenhouse gas emission allowance trading. Iceland is complying with the Directive by participating in the European Union ("EU") Emission Trading System which requires us to purchase carbon dioxide allowances for our Grundartangi smelter. We currently receive approximately 70% of needed emission allowances for the Grundartangi smelter free of charge, although changes to these regulations, or the implementation of new regulations, could cause our cost of allowances to rise or impose other costs.

The future impact of these or other potential regulatory changes is uncertain and may be either voluntary or legislated and may impact our operations directly or indirectly through our customers or our supply chain. We may incur increased capital expenditures resulting from compliance with such regulatory changes, increased energy costs, costs associated with a "cap and trade" system, increased insurance premiums and deductibles, a change in competitive position relative to industry peers and changes to profit or loss arising from increased or decreased demand for goods produced by us and indirectly, from changes in cost of goods sold. For example, "cap and trade" legislation may impose significant additional costs to our power suppliers that could lead to significant increases in our energy costs. In addition, the potential physical impacts of climate change on our operations are highly uncertain and will be particular to the geographic circumstances. These may include changes in rainfall patterns, shortages of water or other natural resources, changing sea levels, changing storm patterns and intensities, and



changing temperature levels. Any adverse regulatory and physical changes may have a material adverse effect on our business, financial position, results of operations and liquidity.

***We and our suppliers are subject to a variety of environmental laws and regulations that may have a material adverse effect on our business, financial position, results of operations and liquidity.***

Our operations may impact the environment and our properties may have environmental contamination, which could result in material liabilities to us. We are obligated to comply with various foreign, federal, state and other environmental laws and regulations, including the environmental laws and regulations of the United States, Iceland and the EU. Environmental laws and regulations may expose us to costs or liabilities relating to our manufacturing operations or property ownership. We incur operating costs and capital expenditures on an ongoing basis to comply with applicable environmental laws and regulations. We also are currently, and may in the future be, responsible for the cleanup of contamination at some of our current and former facilities or for the amelioration of damage to natural resources. Environmental laws may impose cleanup liability on owners and occupiers of contaminated property, including past or divested properties, regardless of whether the owners or occupiers caused the contamination or whether the activity that resulted in the contamination was lawful at the time it was conducted. Liability may also be imposed on a joint and several basis, such that we may be held responsible for more than our share of the contamination or other damages.

If more stringent compliance or cleanup standards under environmental laws or regulations are imposed, previously unknown environmental conditions or damages to natural resources are discovered or alleged, or if contributions from other responsible parties with respect to sites for which we have cleanup responsibilities are not available, we may be subject to additional liability, which may have a material adverse effect on our business, financial condition, results of operations and liquidity. Further, additional environmental matters for which we may be liable may arise in the future at our present sites where no problem is currently known, with respect to sites previously owned or operated by us, by related corporate entities or by our predecessors, or at sites that we may acquire or operate in the future. In addition, overall production costs may become prohibitively expensive and prevent us from effectively competing in price sensitive markets if future capital expenditures and costs for environmental compliance or cleanup are significantly greater than expected.

In addition, many of our key suppliers are subject to environmental laws and regulations that may affect their costs of production resulting in an increase in the price of the products that we purchase from them. Application of existing and new environmental laws and regulations to us and/or our key suppliers may have a material adverse effect on our business, financial position, results of operations and liquidity.

***Our operations are subject to a variety of laws that regulate the protection of the health and safety of our employees, and changes in health and safety regulation could result in significant costs, which could have a material adverse effect on our business, financial position, results of operations and liquidity.***

We are subject to various foreign, federal and state laws that regulate the protection of the health and safety of our workers. Changes in existing laws, possible future laws and regulations or more restrictive interpretations of current laws and regulations by governmental authorities, could cause additional expense, capital expenditures or impose restrictions on our operations. For example, we are subject to the requirements of the U.S. Occupational Safety and Health Administration (“OSHA”). On January 9, 2017, OSHA published a new standard for workplace exposure to beryllium, contained in alumina. The new standard would, among other things, lower the permissible exposure limits and establish new requirements for respiratory protection, personal protective clothing and equipment, medical surveillance, hazard communication, and recordkeeping, among others. Companies are required to comply with various elements of the new standard between March 2018 and March 2020; however, we filed a petition with the U.S. Court of Appeals for the Eighth Circuit to review the final rule and entered into negotiations with OSHA regarding certain changes to the rule and its application to us. In September 2020, we reached an agreement with OSHA resolving this litigation and addressing all issues related to compliance with the beryllium standard. Failure to comply with applicable laws and regulations that regulate the protection of the health and safety of our workers, including the beryllium standard, may result in enforcement actions, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, which may require corrective measures including capital expenditures, installation of additional equipment or remedial actions. Any such penalties, fines, sanctions or shutdowns could have a material adverse effect on our business and results of operations.

***Changes in trade laws or regulation may have an adverse effect on our sales margins and profitability.***

Our businesses compete in a global marketplace and are subject to international and national trade laws and regulations. The breadth of these laws and regulations continues to expand. For example, both the European Union and the U.S. impose

import tariffs on primary aluminum from certain foreign producers. Our Icelandic and U.S. businesses are currently able to access these respective markets duty-free. Any change to these import duties, including the granting of exemptions, a reduction in the tariff rate or a full repeal of the tariff scheme, could lessen or potentially eliminate the benefit we realize from these tariffs and could negatively impact our profitability. These or other changes in trade laws and regulations could affect the ultimate price we receive for our products, the prices and availability of our raw materials or our ability to access certain markets and could have a material adverse effect on our business, financial position, results of operations and liquidity.

***We are subject to litigation and may be subject to additional litigation in the future.***

We are currently, and may in the future become, subject to litigation, arbitration or other legal proceedings with other parties. The outcome of such matters is often difficult to assess or quantify and the cost to defend future proceedings may be significant. If decided adversely to us, these legal proceedings, or others that could be brought against us in the future, could have a material adverse effect on our financial position, cash flows and results of operations. Furthermore, to the extent we sell or reduce our interest in certain assets, we may give representations and warranties and indemnities for such transactions and we may agree to retain responsibility for certain liabilities related to the period prior to the sale. As a result, we may incur liabilities in the future associated with assets we no longer own or in which we have a reduced interest. For a more detailed discussion of pending litigation, see [Item 3. Legal Proceedings](#) and [Note 15. Commitments and Contingencies](#) to the consolidated financial statements included herein.

In the event of a dispute arising at our foreign operations, we may be subject to the exclusive jurisdiction of foreign courts or arbitral panels, or may not be successful in subjecting foreign persons to the jurisdiction of courts or arbitral panels in the United States. Our inability to enforce our rights and the enforcement of rights on a prejudicial basis by foreign courts or arbitral panels could have an adverse effect on our results of operations and financial position.

***Our ability to utilize certain net operating loss carryforwards to offset future taxable income may be significantly limited if we experience an "ownership change" under the Internal Revenue Code.***

As of December 31, 2020, we had federal net operating loss carryforwards of approximately \$1,572.9 million which could offset future taxable income. Our ability to utilize our deferred tax assets to offset future federal taxable income may be significantly limited if we experience an "ownership change" as defined in Section 382 of the Internal Revenue Code of 1986, as amended (the "Code"). In general, an ownership change would occur if our "five-percent shareholders," as defined under the Code, collectively increase their ownership in us by more than fifty percentage points over a rolling three-year period. Future transactions in our stock that may not be in our control may cause us to experience such an ownership change and thus limit our ability to utilize net operating losses, tax credits and other tax assets to offset future taxable income.

**Risks Related to Acquisitions**

***Acquisitions could disrupt our operations and harm our operating results.***

We have a history of making acquisitions and we expect to opportunistically seek to make acquisitions in the future. We are subject to numerous risks as a result of our acquisition strategy, including the following:

- we may spend time and money pursuing acquisitions that do not close;
- acquired companies may have contingent or unidentified liabilities;
- it may be challenging for us to manage our existing business as we integrate acquired operations; and
- we may not achieve the anticipated benefits from our acquisitions.

We are subject to numerous risks following the consummation of any acquisition, including, for example, that we may incur costs and expenses associated with any unidentified or potential liabilities, we may not achieve anticipated revenue and cost benefits from the acquisitions and unforeseen difficulties may arise in integrating the acquired operations into our existing operations. Accordingly, our past or future acquisitions might not ultimately improve our competitive position and business

prospects as anticipated and may subject us to additional liabilities that could have a material adverse effect on our business, financial position, results of operations and liquidity.

### **Risks Related to Stock Ownership in the Company**

*Glencore may exercise substantial influence over us, and they may have interests that differ from those of our other stockholders.*

Glencore beneficially owns approximately 42.9% of our outstanding common stock and all of our outstanding Series A Convertible Preferred Stock. In addition, one of our five directors is a Glencore employee. During the year ended December 31, 2020, we derived approximately 64% of our consolidated sales from Glencore and we expect to sell a significant portion of our production to Glencore in 2021. Century and Glencore enter into various transactions from time to time such as the purchase and sale of primary aluminum, purchase and sale of alumina, tolling agreements as well as forward financial contracts and borrowing and other debt transactions. Because of the interests described above, Glencore may have substantial influence over our business, and, to the extent of their ownership of our common stock, on the outcome of any matters submitted to our stockholders for approval.

In addition, certain decisions concerning our operations or financial structure may present conflicts of interest between Glencore and our other stockholders. For example, Glencore may in the future engage in a wide variety of activities in our industry that may result in conflicts of interest with respect to matters affecting us. Glencore may also make investments in businesses that directly or indirectly compete with us, or may pursue acquisition opportunities that may be complementary to our business and, as a result, those acquisition opportunities may not be available to us.

### **Item 1B. Unresolved Staff Comments**

We have no unresolved comments from the staff of the SEC.

### **Item 2. Properties**

Our principal executive office is located at 1 South Wacker Drive, Suite 1000, Chicago, Illinois 60606. We own and operate aluminum smelters in the United States and Iceland. We also own a carbon anode production facility located in the Netherlands. We lease certain of our facilities under long-term operating leases, however we do not believe that this fact materially affects the continued use of these properties. We believe all of our facilities are suitable and adequate for our current operations. Our significant properties are listed below. Additional information about the location and productive capacity of our facilities is available in the "Overview" section of [Item 1. Business](#).

<b>Facility</b>	<b>Ownership</b>
Hawesville	100% Owned
Sebree	100% Owned
Mt. Holly	100% Owned
Grundartangi	Facility 100% owned; long-term ground lease
Helguvik	Facility 100% owned; long-term ground lease
Vlissingen	Facility 100% owned; long-term ground lease
Chicago Corporate Office	Long-term office lease

### **Item 3. Legal Proceedings**

We are a party from time to time in various legal actions arising in the normal course of business, the outcomes of which, in the opinion of management, neither individually nor in the aggregate are likely to result in a material adverse effect on our financial position, operating results and cash flows. For information regarding material legal proceedings pending against us at December 31, 2020, refer to [Note 15. Commitments and Contingencies](#) to the consolidated financial statements included herein.

### **Item 4. Mine Safety Disclosures**

Not applicable.

## PART II

### Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

#### Market Information

Our common stock trades on the NASDAQ Global Market under the symbol: CENX.

#### Holders

As of February 18, 2021, there were 94 holders of record of our common stock, which does not include the number of beneficial owners whose common stock was held in street name or through fiduciaries.

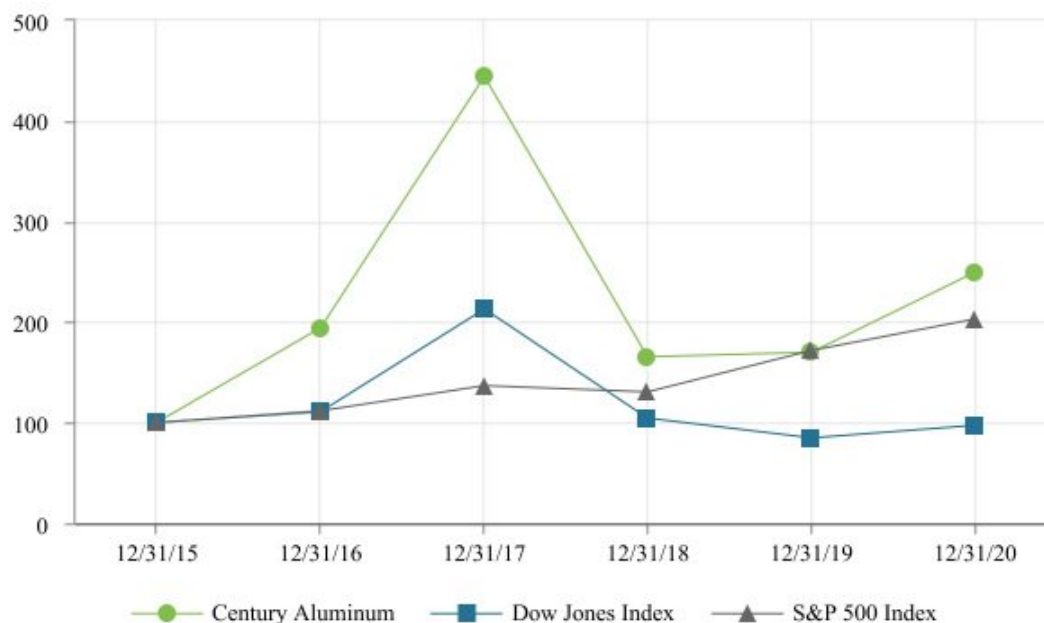
#### Dividend Information

We did not declare dividends on our common stock in 2020 or 2019. We do not plan to declare cash dividends in the foreseeable future. Any declaration of dividends is at the discretion of our Board of Directors.

Our agreements governing our existing debt contain restrictions which limit our ability to pay dividends. Additional information about the terms of our long-term borrowing agreements is available at [Note 6. Debt](#) to the consolidated financial statements included herein.

## Stock Performance Graph

The following line graph compares Century Aluminum Company's cumulative total return to stockholders with the cumulative total return of the S&P 500 Index and the Dow Jones U.S. Aluminum Total Return Index. These comparisons assume the investment of \$100 on December 31, 2015 and the reinvestment of dividends.



## Comparison of Cumulative Total Return to Stockholders from December 31, 2015 through December 31, 2020

As of December 31,	2015	2016	2017	2018	2019	2020
Century Aluminum Company	\$ 100	\$ 194	\$ 444	\$ 165	\$ 170	\$ 250
Dow Jones U.S. Aluminum Total Return Index <sup>(1)</sup>	100	111	212	105	85	97
S&P 500 Index	100	112	136	130	171	203

<sup>(1)</sup> The Dow Jones U.S. Aluminum Total Return Index replaces the Morningstar Aluminum Index in this analysis and going forward, as the latter data is no longer accessible. The latter index has been included with data through 2019.

## Issuer Purchases of Equity Securities during the three months ended December 31, 2020

There were no issuer purchases of equity securities during the three months ended December 31, 2020. See [Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations - Liquidity and Capital Resources Other Items](#) for a discussion of the current stock repurchase authorization.

## Item 6. Selected Financial Data

The following table presents selected consolidated financial data for each of the last five fiscal years and should be read in conjunction with [Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations](#) and [Item 8. Financial Statements and Supplementary Data](#) and notes thereto.

	Year Ended December 31,				
	2020 <sup>(6)</sup>	2019 <sup>(5)</sup>	2018	2017 <sup>(4)</sup>	2016 <sup>(1) (4)</sup>
	(dollars in millions, except per share amounts)				
Net sales	\$ 1,605.1	\$ 1,836.6	\$ 1,893.2	\$ 1,589.1	\$ 1,319.1
Gross profit (loss)	(36.5)	(23.9)	(22.9)	131.3	(6.1)
Operating income (loss)	(80.5)	(72.1)	(59.0)	97.2	(227.9)
Net income (loss)	(123.3)	(80.8)	(66.2)	48.6	(252.4)
Earnings (loss) per share:					
Basic and Diluted	\$ (1.38)	\$ (0.91)	\$ (0.76)	\$ 0.51	\$ (2.90)
Total assets	\$ 1,399.6	\$ 1,499.7	\$ 1,537.5	\$ 1,581.6	\$ 1,540.3
Total debt <sup>(2)</sup>	315.9	301.0	279.7	256.0	255.5
Long-term debt obligations <sup>(3)</sup>	288.1	269.2	248.6	248.2	247.7
<b>Other information</b>					
Primary aluminum shipments, in tonnes:					
Direct	811,176	811,244	749,850	743,198	687,700
Toll	—	—	—	—	46,125
Average price per tonne:					
Direct shipments	\$ 1,918	\$ 2,184	\$ 2,505	\$ 2,126	\$ 1,825
Toll shipments	—	—	—	—	1,172
LME	1,702	1,792	2,110	1,968	1,604
Midwest premium	267	396	420	199	169
European Duty Paid premium	126	142	164	148	132

(1) In 2016, the Helguvik project in Iceland was determined to be impaired and charges of \$152.2 million were recorded.

(2) Total debt includes all long-term debt obligations and any debt classified as short-term obligations, net of any debt discounts, including current portion of long-term debt, current portion of the Hawesville Term Loan, borrowings under our revolving credit facilities and the IRBs.

(3) Long-term debt obligations are all payment obligations under long-term borrowing arrangements, excluding the current portion of the long-term debt.

(4) As adjusted due to the adoption of ASU 2017- 07 "Compensation- Retirement Benefits (Topic 715): Improving the Presentation of Net Periodic Pension Cost and Net Periodic Benefit Cost."

(5) In 2019, we recognized a loss of \$4.3 million related to the sale of our 40% interest in Baise Haohai Carbon Co., Ltd. ("BHH"). This is reflected in 2019 net income (loss).

(6) In 2020, we recognized a \$1.2 million loss on the early extinguishment of our 7.5% senior secured notes due June 2021. This is reflected in 2020 net income (loss).

## Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

This Management's Discussion and Analysis ("MD&A") provides information that management believes is relevant to an assessment and understanding of the consolidated financial condition and results of operations of Century Aluminum Company and its subsidiaries (collectively, "Century," the "Company," "our" and "we") and should be read in conjunction with the accompanying consolidated financial statements and related notes thereto in [Item 8. Financial Statements and Supplementary Data](#) and in [Item 1A. Risk Factors](#). This MD&A contains "forward-looking statements" - See "Forward-Looking Statements" above.

### Overview

We are a global producer of primary aluminum with aluminum reduction facilities, or "smelters," in the United States and Iceland. The key determinants of our results of operations and cash flow from operations are as follows:

- the price of primary aluminum, which is based on the London Metal Exchange ("LME") and other exchanges, plus any regional premiums and value-added product premiums;
- the cost of goods sold, the principal components of which are electrical power, alumina, carbon products and labor, which in aggregate represent more than 75% of our cost of goods sold; and
- our production volume.

### COVID-19 Update

In response to the COVID-19 pandemic, we have taken a number of actions to protect the health and well-being of our employees and to prevent the spread of COVID-19 within our operations. As a result, our plants have not experienced any disruption in operations as a result of the pandemic, and we continue to sell all of our metal essentially as it is cast.

The COVID-19 pandemic has disrupted the global economy and created significant volatility in the primary aluminum industry. Such adverse impacts to the global market include the drop in the LME price for primary aluminum to \$1,457 in April 2020 from \$1,772 at the start of 2020. However, we have seen some measurable improvement in the global market for primary aluminum along with an increase in the price for our product and a return to more stability in the market in which we operate in recent months. The LME price for primary aluminum averaged \$1,702 per tonne for 2020 as compared to an average of \$1,792 for 2019, due in part to the impacts that COVID-19 had on the LME price during 2020. Because we sell our product on a one- to three-month lag to current prices, our results reflect the LME price on this one to three month lag basis. Customer demand for value-added aluminum products and, in turn, the product premium we receive for such products, also have generally returned to first quarter 2020 levels after having been negatively impacted by the COVID-19 pandemic. Decreases in the prices of our products have also been partially offset by decreases in the prices of our key cost inputs.

We have taken actions to mitigate the financial impact of the COVID-19 pandemic, including reducing discretionary spending, optimizing working capital and deferring non-essential capital projects. The potential future impact of the COVID-19 pandemic on our business, results of operations and financial performance is difficult to predict and will depend on future developments, and such effects could exist for an extended period of time. See [Item 1A. Risk Factors](#) for additional information on the potential risks associated with the COVID-19 pandemic.

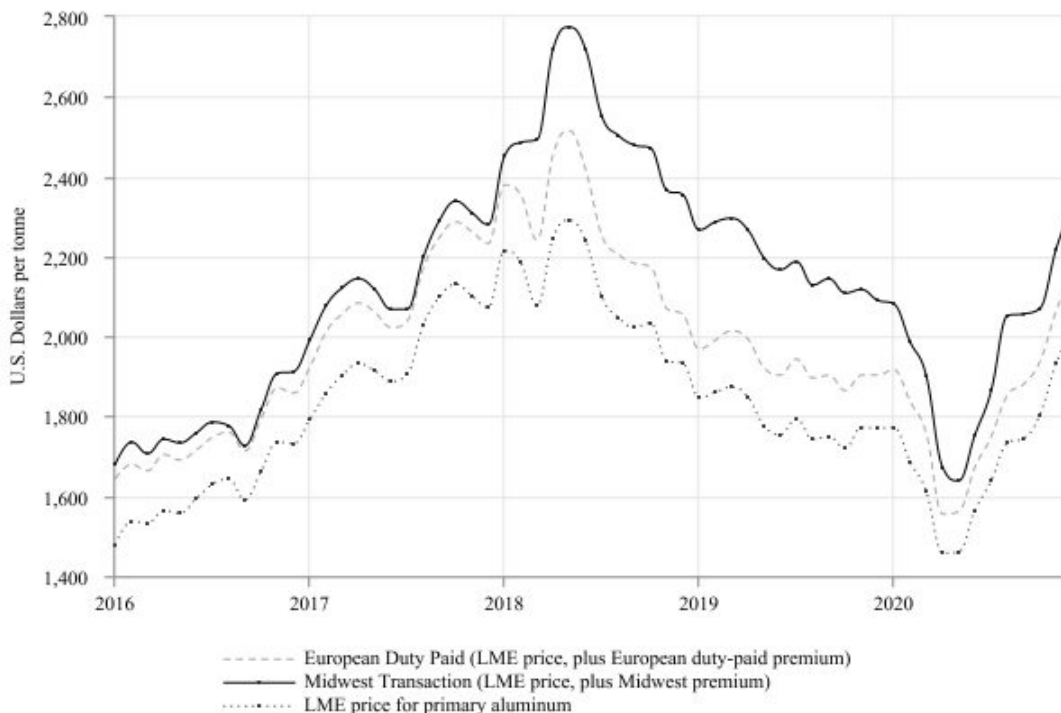
### *Pricing of aluminum*

The overall price of primary aluminum consists of three components: (i) the base commodity price, which is based on quoted prices on the LME and other exchanges; plus (ii) any regional premium (e.g., the Midwest premium for metal sold in the United States ("MWP") and the European Duty Paid premium for metal sold into Europe); plus (iii) any product premium. Each of these price components has its own drivers and variability.

The aluminum price is influenced by a number of factors, including global supply-demand balance, inventory levels, speculative activities by market participants, production activities by competitors and political and economic conditions, as well as production costs in major production regions. These factors can be highly speculative and difficult to predict which can lead to significant volatility in the aluminum price. Increases or decreases in primary aluminum prices result in increases and decreases in our revenues (assuming all other factors are unchanged). Information regarding financial contracts is included in [Note 19. Derivatives](#).

The historic volatility of the price of aluminum is reflected in the chart below:

**Historical LME, Midwest Transaction and European Duty Paid Price**



The average LME price for primary aluminum was \$1,702 per tonne in 2020, compared to \$1,792 per tonne in 2019, and \$2,110 in 2018. The average MWP price was \$267 per tonne in 2020 compared to \$396 per tonne in 2019 and \$420 per tonne in 2018. The average European Duty Paid premium was \$126 per tonne in 2020 compared to \$142 per tonne in 2019 and \$164 per tonne in 2018. We did see a decline in LME, MWP, and European Duty Paid premium prices beginning in the first half of 2020, with the LME price for primary aluminum falling from \$1,772 per tonne, MWP price of \$320 per tonne, and European Duty Paid premium price of \$140 per tonne as of January 2, 2020 to \$1,433, \$176, and \$98, respectively by May 15, 2020. There were improvements in the global markets through the second half of 2020 resulting in an increase in LME, MWP and European Duty Paid premium prices by the end of 2020, with the LME price for primary aluminum at \$1,978 per tonne, MWP price at \$323 per tonne and European Duty Paid premium at \$150 per tonne as of December 31, 2020.

### ***Energy, Key Supplies and Raw Materials***

Our operating costs are significantly impacted by changes in the prices of the materials used in the production of aluminum, including alumina, electrical power and carbon products. Because we sell our products based principally on the LME price for primary aluminum, regional premiums and product premiums, we are unable to pass increased production costs on to our customers. Although we attempt to mitigate the effects of price fluctuations from time to time through the use of various fixed-price commitments, financial instruments and also by negotiating LME-based pricing in some of our raw materials and electrical power contracts, these efforts also limit our ability to take advantage of favorable changes in the market prices for primary aluminum or raw materials and may affect our financial position, results of operations and cash flows.

Alumina and electrical power represent the two largest components of our cost of goods sold. As a result, the availability of these cost components at competitive prices is critical to the profitability of our operations. The pricing under our alumina supply contracts is variable. A major portion of our alumina requirements is indexed to the price of primary aluminum, which provides a natural hedge to one of our largest production costs. We also purchase alumina based on a published alumina index and at fixed prices. The alumina price is influenced by a number of factors, including global supply-demand balance and other factors outside of our control. Various external events in the alumina markets during 2018 caused significant increases in the price of alumina resulting in the ratio of alumina prices to aluminum prices to well exceed historical levels, which persisted throughout 2018 and much of 2019. By the end of 2019, the relationship between alumina and aluminum prices returned to historical levels following the resolution of these supply dislocations and remained stable during 2020. The average market



alumina index price as a percentage of market LME price per tonne for 2020 was 16% compared to 19% for 2019 and 22% for 2018.

Electrical power is our other largest operating cost. Currently, our Hawesville and Sebree plants receive all of their electricity requirements under market-based power agreements. In the U.S., market-based energy prices are driven in large part by coal, natural gas, wind, and other fuel sources, as well as weather influenced electric loads. Extreme weather events, such as that experienced in mid-February 2021 throughout the United States, can result in power outages and/or significant increases in demand, which can result in significant increased power costs incurred in our operations.

Our Mt. Holly aluminum smelter is currently party to both a power agreement with a third party supplier (providing 75% of Mt. Holly's power) and with Santee Cooper (supplying 25% of Mt. Holly's power) to supply the Mt. Holly smelter with all its power needs. Both of these power agreements were set to expire on December 31, 2020 but were extended through March 31, 2021 as we finalize a new, three-year power arrangement with Santee Cooper that is expected to be effective April 1, 2021. It is expected that under the new power contract with Santee Cooper, 100% of Mt. Holly's electrical power requirements will be supplied from Santee Cooper's generation at cost of service based rates. The new contract with Santee Cooper is expected to provide sufficient energy to allow the smelter to increase its current production to 75% of Mt. Holly's full production capacity. If we are unable to finalize this proposed new power contract with Santee Cooper and obtain all necessary government approvals, we may choose, or be forced, to further curtail operations at the plant. See [Item 1A. Risk Factors](#).

In Iceland, approximately 70% of the power requirements for our Grundartangi plant is indexed to the price of primary aluminum, which provides a natural hedge of one of our largest production costs. Since November 2019, the price of the remaining 30% of Grundartangi's power requirements has been linked to the market price for power in the Nord Pool power market, the trading market for power in the Nordic countries and certain other areas of Europe.

### ***Production/Shipment Volumes***

Shipment volume is another key determinant of our financial results. In normal circumstances, fluctuations in production and shipment volumes, other than through acquisitions or expansions, are generally small period over period. Any adverse changes in the conditions that affect shipment volumes could have a material adverse effect on our results of operations and cash flows.

The following table sets forth, for the periods indicated, the shipment volumes and revenues for primary aluminum shipments:

#### **SHIPMENTS - PRIMARY ALUMINUM<sup>(1)</sup>**

	United States		Iceland		Total	
	Tonnes	Revenue \$	Tonnes	Revenue \$	Tonnes	Revenue \$
	(dollars in millions)					
2020	495,433	\$ 985.3	315,743	\$ 570.8	811,176	\$ 1,556.1
2019	495,096	1,143.8	316,148	628.3	811,244	1,772.1
2018	428,389	1,126.4	321,461	752.3	749,850	1,878.7

<sup>(1)</sup> Excludes scrap aluminum and alumina sales

### **Results of Operations**

The following discussion for the year ended December 31, 2020 reflects restart activity at Hawesville and no change in production capacities at our other operating facilities.

#### ***Year Ended December 31, 2020 Compared to Year Ended December 31, 2019***

*Net sales:* Net sales (excluding alumina sales) decreased by \$220.2 million for the twelve months ended December 31, 2020, compared to the same period in 2019, primarily driven by unfavorable LME and regional premium price realizations of \$188.6 million and unfavorable volume and product mix of \$31.6 million.

*Gross profit (loss):* Gross loss increased by \$12.6 million for the twelve months ended December 31, 2020, compared to the same period in 2019, primarily driven by unfavorable LME and regional premium price realizations of \$188.6 million. The increases to gross loss were offset by favorable raw material price realizations of \$178.6 million.

*Selling, general and administrative expenses:* Selling, general and administrative expenses decreased \$3.9 million in 2020 compared to 2019, primarily due to decreases in compensation cost in the current year, partially offset by increases in professional fees.

*Net (gain) loss on forward and derivative contracts:* In 2020, we recognized losses of \$17.3 million primarily related to LME, MWP and Nord Pool fixed forward financial sales contracts. The losses were primarily driven by fluctuations in forward prices. In 2019, we had recognized gains of \$12.0 million primarily related to LME and MWP fixed forward financial sales contracts. The gains were primarily driven by decreases in the LME and MWP prices during 2019.

*Income tax expense (benefit):* We have a valuation allowance against all of our U.S. and certain foreign deferred tax assets. We recognized a \$3.1 million income tax benefit in 2020 as compared to income tax benefit of \$8.4 million in 2019. The decrease in income tax benefit year over year primarily relates to an increase in earnings of certain of our foreign entities.

### ***Year Ended December 31, 2019 Compared to Year Ended December 31, 2018***

*Net sales:* Net sales for the twelve months ended December 31, 2019 decreased \$56.6 million compared to the same period in 2018, driven by lower price realizations of \$249.5 million primarily resulting from decreases in the LME price offset by \$136.2 million in favorable volume and product mix year over year.

*Gross profit:* Gross profit for the twelve months ended December 31, 2019 decreased \$1.0 million compared to the same period in 2018, driven primarily by lower price realizations of \$249.5 million due to decreases in the LME. The decrease to gross profit is offset by favorable price realizations of alumina and other raw materials of \$170.7 million, power price realizations of \$47.2 million, volume and product mix of \$24.2 million, and operating expenses of \$5.6 million.

*Selling, general and administrative expenses:* Selling, general and administrative expenses decreased \$7.2 million in 2019 compared to 2018, primarily due to increases in compensation cost in the current year (favorable stock compensation expense in 2018, reflecting our lower stock price).

*Net (gain) loss on forward and derivative contracts:* In 2019, we recognized gains of \$12.0 million primarily related to LME and MWP fixed forward financial sales contracts. The gains were primarily driven by decreases in the LME and MWP prices during 2019. In 2018, we recognized gains of \$6.3 million primarily related to Nord Pool and LME fixed forward financial sales contracts which settle from November 2019 through December 2020. These gains were primarily driven by the increase in the Nord Pool price.

*Income tax expense (benefit):* We have a valuation allowance against all of our U.S. and certain foreign deferred tax assets. We recognized an \$8.4 million income tax benefit in 2019 as compared to income tax benefit of \$0.2 million in 2018. The increase in income tax benefit year over year primarily relates to a decrease in earnings of certain of our foreign entities.

## **Liquidity and Capital Resources**

### ***Liquidity***

Our principal sources of liquidity are available cash and cash flow from operations. We also have access to our existing revolving credit facilities and have raised capital in the past through public equity and debt markets. We regularly explore various other financing alternatives. Our principal uses of cash include the funding of operating costs (including post-retirement benefits), debt service requirements, capital expenditures, investments in our growth activities and in related businesses, working capital and other general corporate requirements.

We believe that cash provided from operations and financing activities will be adequate to cover our operations and business needs over the next 12 months. As of December 31, 2020, we had cash and cash equivalents of approximately \$81.6 million and unused availability under our revolving credit facilities of \$100.6 million, resulting in a total liquidity position of approximately \$182.2 million.

Adverse changes in the price of aluminum or our principal costs of production could materially impact our ability to generate and raise cash. Furthermore, the COVID-19 pandemic could continue to impact the economy which may impact the price of our products as well as our ability to access capital and/or the terms under which we can do so. In 2020, we took preemptive action to preserve our liquidity and manage our cash flow. Such actions include reducing discretionary spending, optimizing working capital and deferring non-essential capital projects. To preserve liquidity in light of the uncertainty in the global markets due to COVID-19, in March 2020, we drew down a total of \$90.0 million under our U.S. and Iceland revolving credit facilities. We have since repaid \$45.0 million on our U.S. revolving credit facility. As of December 31, 2020, the remaining outstanding borrowings on the Iceland revolving credit facility were \$45.0 million. We also effectively extended the maturities of our principal debt obligations. On July 1, 2020, we issued \$250.0 million in aggregate principal amount of our senior secured notes that will mature in 2025 (the "2025 Notes") and used the proceeds, together with cash on hand, to purchase all of our 7.5% senior secured notes that were set to mature in 2021 (the "2021 Notes"). In connection with the offering of the 2025 Notes, we also entered into Amendment No.1 to our U.S. revolving credit facility extending the maturity date to May 16, 2023. As the impact of the COVID-19 pandemic on the economy and our operations is fluid and constantly evolving, we will continue to assess a variety of measures to improve our financial performance and liquidity. [See Item 1A. Risk Factors](#) for additional information.

#### **Available Cash**

Our available cash and cash equivalents balance at December 31, 2020 was \$81.6 million compared to \$38.9 million at December 31, 2019.

#### **Sources and Uses of Cash**

Our cash flows from operating, investing and financing activities as reflected in the consolidated statement of cash flows for the twelve months ended December 31, 2020, 2019 and 2018 are summarized below:

	<b>Twelve months ended December 31,</b>		
	<b>2020</b>	<b>2019</b>	<b>2018</b>
	(dollars in millions)		
Net cash provided by (used in) operating activities	\$ 42.9	\$ 17.7	\$ (69.1)
Net cash (used in) investing activities	(11.8)	(38.8)	(82.9)
Net cash provided by financing activities	13.5	21.1	23.7
Change in cash, cash equivalents and restricted cash	<u>\$ 44.6</u>	<u>\$ —</u>	<u>\$ (128.3)</u>

#### **Year Ended December 31, 2020 Compared to Year Ended December 31, 2019**

Net cash provided by operating activities for 2020 was \$42.9 million, compared to \$17.7 million for 2019. The increase in net cash provided by operating activities was primarily driven by improvements in working capital. The improvements in working capital were primarily attributable to timing of raw material receipts and the timing of trade receivable collections, offset by increasing raw material prices.

The decrease in net cash used in investing activities during 2020 was due to lower capital expenditures related to Hawesville restart activities and deferral of capital projects in response to COVID-19.

Net cash provided by financing activities decreased by \$7.6 million during 2020 primarily due to payments made on our term loan with Glencore Ltd. ("the Hawesville Term Loan"), offset by net borrowings on our U.S. revolving credit facility and Iceland revolving credit facility. Borrowings on our revolving credit facilities are available, if needed, for working capital requirements, general corporate or other purposes.

#### **Year Ended December 31, 2019 Compared to Year Ended December 31, 2018**

Net cash provided by operating activities for 2019 was \$17.7 million, compared to net cash used in operating activities of \$69.1 million for 2018. The increase in net cash provided by operating activities was primarily driven by lower inventory costs and a decrease in accounts receivable due to timing of receivable collections.

The decrease in net cash used in investing activities was due to lower capital expenditures related to Hawesville restart activities and the receipt of \$20.8 million from the sale of our interest in Baise Haohai Carbon Co., Ltd. ("BHH"), a former joint venture with Guangxi Qiangqiang Carbon Co., Ltd. ("GQQ") during 2019.

Net cash provided by financing activities decreased by \$2.6 million during 2019 due to lower net borrowings under our U.S. revolving credit facility, offset by proceeds from the Hawesville Term Loan. Borrowings on our U.S. revolving credit facility are short term in nature to fund working capital requirements and are repaid on a continuous basis. Borrowings on our Hawesville Term Loan are required to be paid ratably over 24 months beginning in January 2020 and are used to partially finance the second phase of the Hawesville restart project.

#### ***Availability Under Our Credit Facilities***

The U.S. revolving credit facility, dated May 2018, provides for borrowings of up to \$175.0 million in the aggregate including up to \$110.0 million under a letter of credit sub-facility, and also includes an uncommitted accordion feature whereby borrowers may increase the capacity of the U.S. revolving credit facility by up to \$50.0 million, subject to agreement with the lenders. The U.S. revolving credit facility matures in May 2023. Any letters of credit issued and outstanding under the U.S. revolving credit facility reduce our borrowing availability on a dollar-for-dollar basis.

We have also entered into, through our wholly-owned subsidiary Nordural Grundartangi ehf ("Grundartangi"), a \$50.0 million revolving credit facility, dated November 2013, as amended (the "Iceland revolving credit facility"). The Iceland revolving credit facility matures in November 2022.

The availability of funds under our credit facilities is limited by a specified borrowing base consisting of certain accounts receivable, inventory and qualified cash deposits which meet the lenders' eligibility criteria. Increases in the price of aluminum and/or restarts of previously curtailed operations, for example, increase our borrowing base by increasing our accounts receivable and inventory balances; decreases in the price of aluminum and/or curtailments of production capacity would decrease our borrowing base by reducing our accounts receivable and inventory balances. As of December 31, 2020, our U.S. revolving credit facility had a borrowing base of \$129.9 million, no outstanding borrowings, and \$34.3 million in letters of credit outstanding. Of the outstanding letters of credit, \$16.2 million related to our power commitments and the remainder are primarily for the purpose of securing secured certain debt and workers' compensation commitments. As of December 31, 2020, our Iceland revolving credit facility had a borrowing base of \$50.0 million and \$45.0 million in outstanding borrowings.

As of December 31, 2020, our credit facilities had \$100.6 million of net availability after consideration of our outstanding borrowings and letters of credit. We may borrow and make repayments under our credit facilities in the ordinary course based on a number of factors, including the timing of payments from our customers and payments to our suppliers.

Our credit facilities contain customary covenants, including restrictions on mergers and acquisitions, indebtedness, affiliate transactions, liens, dividends and distributions, dispositions of collateral, investments and prepayments of indebtedness, including in the U.S. revolving credit facility, a springing financial covenant that requires us to maintain a fixed charge coverage ratio of at least 1.0 to 1.0 any time availability under the U.S. revolving credit facility is less than or equal to \$17.5 million, or 10% of the borrowing base but not less than \$12.5 million. We intend to maintain availability to comply with these levels any time we would not meet the ratio, which could limit our ability to access the full amount of our availability under our U.S. revolving credit facility. Our Iceland revolving credit facility contains a covenant that requires Grundartangi to maintain a minimum equity ratio. As of December 31, 2020, we were in compliance with all such covenants or maintained availability above such covenant triggers.

#### ***Senior Secured Notes***

We have \$250.0 million aggregate principal of senior secured notes that will mature on July 1, 2025 (the "2025 Notes"), unless earlier refinanced in accordance with their terms. Interest on the 2025 Notes is payable semi-annually on January 1 and July 1 of each year, beginning on January 1, 2021, at a rate of (i) 10.00% per annum in cash and (ii) 2.00% per annum in the form of additional notes or in cash, at Century's option. The indenture governing the 2025 Notes contains customary covenants which may limit our ability, and the ability of certain of our subsidiaries, to: (i) incur additional debt; (ii) incur additional liens; (iii) pay dividends or make distributions in respect of capital stock; (iv) purchase or redeem capital stock; (v) make investments or certain other restricted payments; (vi) sell assets; (vii) issue or sell stock of certain subsidiaries; (viii) enter into transactions with shareholders or affiliates; and (ix) effect a consolidation or merger.

We applied the net proceeds from the offering of the 2025 Notes described above, together with cash on hand, toward payment of the total consideration amount to holders whose 2021 Notes were accepted and purchased in the tender offer and to fund the redemption of any remaining 2021 Notes. As a result, the Company's and the guarantors' obligations under the indenture governing the 2021 Notes have been fully discharged.

### ***Hawesville Term Loan***

On April 29, 2019, we entered into a term loan agreement with Glencore Ltd. pursuant to which the Company borrowed \$40.0 million. Borrowings under the Hawesville Term Loan were used to partially finance the second phase of the Hawesville restart project. The Hawesville Term Loan matures on December 31, 2021, and is being repaid in 24 equal monthly installments of principal that began on January 31, 2020. The Hawesville Term Loan bears interest, due monthly, at a floating rate equal to LIBOR plus 5.375% per annum. The Hawesville Term Loan is not secured by any collateral. As of December 31, 2020, the outstanding balance of the Hawesville Term Loan was \$20.0 million.

### ***Contingent Commitments***

We have a contingent obligation in connection with the "unwind" of a contractual arrangement between Century Aluminum Kentucky ("CAKY"), Big Rivers and a third party and the execution of a long-term cost-based power contract with Kenergy, a member of a cooperative of Big Rivers, in July 2009. This contingent obligation consists of the aggregate payments made to Big Rivers by the third party on CAKY's behalf in excess of the agreed upon base amount under the long-term cost-based power contract with Kenergy. As of December 31, 2020, the principal and accrued interest for the contingent obligation was \$26.6 million, which was fully offset by a derivative asset. We may be required to make installment payments for the contingent obligation in the future. These payments are contingent based on the LME price of primary aluminum and the level of Hawesville's operations. Based on the LME forward market at December 31, 2020 and management's estimate of the LME forward market beyond the quoted market period, we believe that we will not be required to make payments on the contingent obligation during the term of the agreement, which expires in 2028. There can be no assurance that circumstances will not change thus accelerating the timing of such payments.

### ***Employee Benefit Plan Contributions***

In 2013, we entered into a settlement agreement with the Pension Benefit Guaranty Corporation ("PBGC") regarding an alleged "cessation of operations" at our Ravenswood facility. Pursuant to the terms of the agreement, we agreed to make additional contributions (above any minimum required contributions) to our defined benefit pension plans totaling approximately \$17.4 million. Under certain circumstances, in periods of lower primary aluminum prices relative to our cost of operations, we are able to defer one or more of these payments, but would then be required to provide the PBGC with acceptable security for deferred payments. We did not make any contributions during the years ended December 31, 2020, 2019 and 2018. We have elected to defer certain payments under the PBGC agreement and have provided the PBGC with the appropriate security. The remaining contributions under this agreement are approximately \$9.6 million.

### ***Section 232 Aluminum Tariff***

On March 23, 2018, the U.S. implemented a 10% tariff on imported primary aluminum products into the U.S. These tariffs are intended to protect U.S. national security by incentivizing the restart of primary aluminum production in the U.S., reducing reliance on imports and ensuring that domestic producers, like Century, can supply all the aluminum necessary for critical industries and national defense. In addition to primary aluminum products, the tariffs also cover certain other semi-finished products. All imports that directly compete with our products are covered by the tariff, with the exception of imports from Australia, Argentina, Canada, and Mexico or imports that receive a product exclusion from the Department of Commerce.

### ***Other Items***

In December 2020, we announced a preliminary agreement with Santee Cooper on a new three year power agreement that is expected to be effective on April 1, 2021. This new power contract is expected to provide sufficient energy to allow the smelter to increase its production to 75% of Mt. Holly's full production capacity. We anticipate spending approximately \$50.0 million in 2021 to bring Mt. Holly's annualized production capacity to 170,000 tonnes. For certain risks related to the anticipated restart, see [Item 1A. Risk Factors](#).

In March 2018, we announced our intention to return our Hawesville smelter, which since 2015 had been operating at approximately 40% capacity, to full production and upgrade its existing reduction technology. The first phase of the project,

which involved the restart of the three potlines and approximately 150,000 tonnes of production capacity that had been curtailed in 2015, was successfully completed on budget and ahead of schedule in early 2019. The second phase of the project involves the rebuilding of the pots from the two potlines that had continued to operate past their expected life cycle and the implementation of certain new technology across all production. These two potlines were taken out of production in February and September 2019, respectively. The rebuild of the first of these potlines was completed in the second quarter of 2020. With the restart of this potline, the Hawesville smelter is currently operating at approximately 80% production capacity, with total project costs to date of approximately \$108.3 million. The rebuild of the fifth and final potline and the completion of the technology upgrades is expected to be completed over the next several years, subject to market conditions.

In May 2018, we temporarily curtailed one potline at our Sebree aluminum smelter due to an equipment failure. Sebree was returned to full capacity by the end of the third quarter of 2018. As of December 31, 2020, we received \$19.9 million of insurance proceeds. In January 2021, the claims process was concluded and a final payment of \$1.4 million of insurance proceeds was received on January 21, 2021.

In 2011, our Board of Directors approved a \$60.0 million common stock repurchase program and subsequently increased this program by \$70.0 million in the first quarter of 2015. Under the program, Century is authorized to repurchase up to \$130.0 million of our outstanding shares of common stock, from time to time, on the open market at prevailing market prices, in block trades or otherwise. The timing and amount of any shares repurchased will be determined by our management based on its evaluation of market conditions, the trading price of our common stock and other factors. We made no repurchases during the years ended 2020, 2019, and 2018. As of December 31, 2020, we had \$43.7 million remaining under the repurchase program authorization. The repurchase program may be expanded, suspended or discontinued by our Board, in its sole discretion, at any time.

In November 2009, Century Aluminum of West Virginia, Inc. ("CAWV") filed a class action complaint for declaratory judgment against the United Steel, Paper and Forestry, Rubber, Manufacturing, Energy, Allied Industrial and Service Workers International Union ("USW"), the USW's local and certain CAWV retirees, individually and as class representatives ("CAWV Retirees"), seeking a declaration of CAWV's rights to modify/terminate retiree medical benefits. Later in November 2009, the USW and representatives of a retiree class filed a separate suit against CAWV, Century Aluminum Company, Century Aluminum Master Welfare Benefit Plan, and various John Does with respect to the foregoing. On August 18, 2017, the District Court for the Southern District of West Virginia approved a settlement agreement in respect of these actions, pursuant to which, CAWV agreed to make payments into a trust for the benefit of the CAWV Retirees in the aggregate amount of \$23.0 million over the course of ten years. Upon approval of the settlement, we paid \$5.0 million to the aforementioned trust in September 2017 and agreed to pay the remaining amounts under the settlement agreement in annual increments of \$2.0 million for nine years. At December 31, 2020, we had \$2.0 million in other current liabilities and \$7.5 million in other liabilities related to this agreement.

We are a defendant in several actions relating to various aspects of our business. While it is impossible to predict the ultimate disposition of any litigation, we do not believe that any of these lawsuits, either individually or in the aggregate, will have a material adverse effect on our financial condition, results of operations or liquidity. See [Note 15. Commitments and Contingencies](#) to the consolidated financial statements included herein for additional information.

### ***Capital Resources***

We intend to finance our future capital expenditures from available cash, cash flow from operations and if necessary, borrowings under our existing revolving credit facilities. For major investment projects, we would likely seek financing from various capital and loan markets and may potentially pursue the formation of strategic alliances. We may be unable, however, to issue additional debt or equity securities, or enter into other financing arrangements on attractive terms, or at all, due to a number of factors including a lack of demand, unfavorable pricing, poor economic conditions, unfavorable interest rates, or our financial condition or credit rating at the time. Future uncertainty in the U.S. and international markets and economies may adversely affect our liquidity, our ability to access the debt or capital markets and our financial condition.

Capital expenditures incurred for the year ended December 31, 2020 were \$8.7 million, excluding expenditures of \$5.6 million associated with the restart at Hawesville. We estimate our total capital spending excluding the Mt. Holly restart project in 2021 will be approximately \$25.0 million, related to our ongoing investment and sustainability projects at our plants.

## Critical Accounting Estimates

Our significant accounting policies are described in [Note 1. Summary of Significant Accounting Policies](#) to the consolidated financial statements. The preparation of the financial statements requires that management make judgments, assumptions and estimates in applying these accounting policies. Those judgments are normally based on knowledge and experience about past and current events and on assumptions about future events. Critical accounting estimates require management to make assumptions about matters that are highly uncertain at the time of the estimate and a change in these estimates may have a material impact on our financial position or results of operations. Significant judgments and estimates made by our management include expenses and liabilities related to inventories, pensions and other postretirement benefits ("OPEB"), deferred tax assets and property, plant and equipment. Our management has discussed the development and selection of these critical accounting estimates with the audit committee of our Board of Directors and the Audit Committee has reviewed our disclosure.

### *Inventories*

Our inventories are stated at lower of cost or net realizable value ("NRV").

Our estimate of the market value of our inventories involves establishing a net realizable value for both finished goods and the components of inventory that will be converted to finished goods, raw materials and work in process. This requires management to use its judgment when making assumptions about future selling prices and the costs to complete our inventory during the period in which it will be sold.

Our assumptions are subject to inherent uncertainties given the volatility surrounding the market price for primary aluminum sales and the market price for our major inputs, alumina and electrical power.

Although we believe that the assumptions used to estimate the market value of our inventory are reasonable, actual market conditions at the time our inventory is sold may be more or less favorable than management's current estimates.

### *Pension and Other Postretirement Benefit Liabilities*

We sponsor several pension and other OPEB plans. Our liabilities under these defined benefit plans are determined using methodologies that involve several actuarial assumptions, the most significant of which are the discount rate, health care cost inflation rate and the long-term rate of return on plan assets. We review our actuarial assumptions on an annual basis and make modifications to the assumptions when appropriate.

#### *Discount Rate Selection*

We select a discount rate for purposes of measuring obligations under defined benefit plans by matching cash flows separately for each plan to the yields on high-quality zero coupon bonds. We use the Ryan Above Median Yield Curve (the "Ryan Curve"). We believe the projected cash flows used to determine the Ryan Curve rate provide a good approximation of the timing and amounts of our defined benefit payments under our plans and no adjustment to the Ryan Curve rate has been made.

#### **Weighted Average Discount Rate Assumption for:**

	<u>2020</u>	<u>2019</u>
Pension plans	2.58%	3.26%
OPEB plans	2.34%	3.07%

A change of a half percentage point in the discount rate for our defined benefit plans would have the following effects on our obligations under these plans as of December 31, 2020:

<b>Effect of changes in the discount rates on the Projected Benefit Obligations for:</b>	<u>50 basis point increase</u>	<u>50 basis point decrease</u>
	(dollars in millions)	
Pension plans	\$ (26.7)	\$ 30.4
OPEB plans	(5.6)	5.9

#### *Medical Trend Rate*

Measurement of our postretirement benefit obligations requires the use of several assumptions about factors that will affect the amount and timing of future benefit payments. The assumed health care cost trend rates are the most critical estimates for measurement of the postretirement benefit obligation. Changes in the health care cost trend rates have a significant effect on the amounts reported for the health care benefit obligation.

Medical cost inflation is initially estimated to be 6.1% and 6.7% for pre and post-65 participants, respectively, declining to 4.5% over ten years and thereafter. A one-percentage-point change in the assumed health care cost trend rate would have had the following effects in 2020:

	<u>1% Increase</u>	<u>1% Decrease</u>
	(dollars in millions)	
Effect on total of service and interest cost components	\$ 0.3	\$ (0.3)
Effect on accumulated postretirement benefit obligation	11.1	(9.4)

#### *Long-term Rate of Return on Plan Assets Assumption*

Our expected long-term rate of return on plan assets is derived from our asset allocation strategies and anticipated future long-term performance of individual asset classes. Our analysis gives consideration to recent plan performance and historical returns; however, the assumptions are primarily based on long-term, prospective rates of return. The weighted average long-term rate of return on plan assets for our defined benefit pension plans is 7.25% for 2020.

Based on information provided by independent actuaries and other relevant sources, the Company believes that the assumptions used to estimate expenses, assets and liabilities of pensions and other postretirement benefits are reasonable; however, changes in these assumptions could impact the Company's financial position, results of operations or cash flows.

#### *Deferred Income Tax Assets*

We regularly assess the likelihood that deferred tax assets will be recovered from future taxable income. To the extent we believe that it is more likely than not that a deferred tax asset will not be realized, a valuation allowance is established. The amount of a valuation allowance is based upon our best estimate of our ability to realize the net deferred tax assets. We have a valuation allowance of \$499.4 million recorded for all of our U.S. deferred tax assets and a portion of our Icelandic deferred tax assets as of December 31, 2020.

#### *Property, Plant and Equipment Impairment*

We review our property, plant and equipment for impairment whenever events or circumstances indicate that the carrying amount of these assets (asset group) may not be recoverable. The carrying amount of the assets (asset group) is not recoverable if it exceeds the sum of the undiscounted cash flows expected to result from the use and eventual disposition of the assets (asset group). In that case, an impairment loss would be recognized for the amount by which the carrying amount exceeds the fair value of the assets (asset group), with the fair value determined using a discounted cash flow calculation. These estimates of future cash flows include management's assumptions about the expected use of the assets (asset group), the remaining useful life, expenditures to maintain the service potential, market and cost assumptions.

Determination as to whether and how much an asset is impaired involves significant management judgment involving highly uncertain matters, including estimating the future sales volumes, future selling prices and estimated raw material and conversion costs, alternative uses for the asset, and estimated proceeds from the disposal of the asset.

#### **Other Contingencies**

We are a defendant in several actions relating to various aspects of our business. While it is impossible to predict the ultimate disposition of any litigation, we do not believe that any of these lawsuits, either individually or in the aggregate, will have a material adverse effect on our financial condition, results of operations or liquidity. See [Note 15. Commitments and Contingencies](#) to the consolidated financial statements included herein for additional information.

#### **Recently Issued Accounting Standards Updates**



Information regarding recently issued accounting pronouncements is included in [Note 1. Summary of Significant Accounting Policies](#) to the consolidated financial statements included herein.

### Contractual Obligations

In the normal course of business, we have entered into various contractual obligations that will be settled in cash. These obligations consist primarily of long-term debt obligations and purchase obligations. The expected future cash flows required to meet these obligations through the year 2029 are shown in the table below. More information is available about these contractual obligations in the notes to the consolidated financial statements included herein.

	Payments Due by Period						
	Total	2021	2022	2023	2024	2025	Thereafter
	(dollars in millions)						
Long-term debt <sup>(1)</sup>	\$ 323	\$ 20	\$ 45	\$ —	\$ —	\$ 250	\$ 8
Estimated interest payments <sup>(2)</sup>	138	32	31	30	30	15	—
Operating lease obligations <sup>(3)</sup>	44	3	3	3	3	3	29
Purchase obligations <sup>(4)</sup>	1,557	543	318	256	220	72	148
Other long-term liabilities <sup>(5)</sup>	22	6	4	6	3	3	—
Total	<u>\$ 2,084</u>	<u>604</u>	<u>401</u>	<u>295</u>	<u>256</u>	<u>343</u>	<u>185</u>

- (1) Long-term debt includes principal repayments on our 2025 Notes, Hawesville Term Loan, Iceland Revolving Credit facility, and the IRB. Payments are based on the assumption that all outstanding debt instruments will remain outstanding until their respective due dates. For our contingent obligation, based on the LME forward market prices for primary aluminum at December 31, 2020, we believe that we will not have any payment obligations through the term of the agreement, which expires in 2028.
- (2) Estimated interest payments on our long-term debt assume that all outstanding debt instruments will remain outstanding until their respective due dates. Our estimated future interest payments for any debt with a variable rate are based on the assumption that the December 31, 2020 rate for that debt continues until the respective due date. We assume that no interest payments on the contingent obligation will be paid through the term of agreement, see above.
- (3) Operating leases include long-term leases for land, office space, automobiles, and mobile equipment.
- (4) Purchase obligations include long-term alumina and power contracts, excluding market-based power and raw material requirements contracts. Purchase obligations not executed or legally binding as of December 31, 2020 have been excluded from this table. For contracts with LME-based pricing provisions, including our long-term Icelandic power contracts, we assumed an LME price using the LME forward curve as of December 31, 2020.
- (5) Other long-term liabilities include asset retirement obligations. Asset retirement obligations are primarily estimated disposal costs for spent potliner used in the reduction cells of our domestic smelters.

#### Material Commitments

We also have outstanding commitments related to pension, supplemental executive retirement benefit ("SERB") plans, OPEB and workers' compensation obligations. As of December 31, 2020, estimated future payments related to these obligations through the year 2030 amount to approximately \$186.1 million, \$16.5 million, \$61.7 million and \$9.8 million, respectively.

### Item 7A. Quantitative and Qualitative Disclosures about Market Risk

#### Commodity Price and Raw Material Costs Sensitivities

Aluminum is an internationally traded commodity, and its price is effectively determined on the LME plus any regional premium (e.g. the Midwest premium for aluminum sold in the United States and the European Duty Paid premium for metal sold into Europe) and any product premiums. From time to time, we may manage our exposure to fluctuations in the LME price of primary aluminum and/or the regional premium through financial instruments designed to protect our downside price risk exposure. From time to time, we also enter into financial contracts to offset fixed price sales arrangements with certain of our customers (the "fixed for floating swaps").

We are also exposed to price risk for alumina which is one of the largest components of our cost of goods sold. Some of the alumina we purchase is priced based on a published alumina index. As a result, our cost structure is exposed to market fluctuations and price volatility. Because we sell our products based principally on the LME price for primary aluminum, regional premiums and value-added product premiums, we are not able to directly pass on increased production costs to our customers. From time to time, we may manage our exposure to fluctuations in our alumina costs by purchasing certain of our alumina requirements under supply contracts with prices tied to the same indices as our aluminum sales contracts (the LME price of primary aluminum).

### Market-Based Power Price Sensitivity

#### Market-Based Electrical Power Agreements

Hawesville and Sebree have market-based electrical power agreements pursuant to which EDF and Kenergy purchase electrical power on the open market and pass it through at MISO energy pricing, plus transmission and other costs incurred by them. Through March 31, 2021, 75% of Mt. Holly's electrical power requirements are supplied at rates based on natural gas prices. See [Item 1. Business - Key Production Costs - Electrical Power Supply Agreements](#) for additional information about these market-based power agreements.

Power is supplied to Grundartangi from hydroelectric and geothermal sources under long-term power purchase agreements. These power purchase agreements, which will expire on various dates from 2023 through 2036 (subject to extension), primarily provide power at LME-based variable rates. Since November 2019, the price of approximately 30% of Grundartangi's power requirements has been linked to the market price for power in the Nord Pool power market. From time to time, we may manage our exposure to fluctuations in the market price of power through financial instruments designed to protect our downside risk exposure.

#### Electrical Power Price Sensitivity

With the movement toward market-based power supply agreements, we have increased our electrical power price risk for our operations, whether due to fluctuations in the price of power available on the MISO or Nord Pool power markets or the price of natural gas. Power represents one of our largest operating costs, so changes in the price and/or availability of market power could significantly impact the profitability and viability of our operations. Transmission line outages, problems with grid stability or limitations on energy import capability could also increase power prices, disrupt production through pot instability or force a curtailment of all or part of the production at these facilities. In addition, indirect factors that lead to power cost increases, such as any increasing prices for natural gas or coal, fluctuations in or extremes in weather patterns or new or more stringent environmental regulations may severely impact our financial condition, results of operations and liquidity.

The consumption shown in the table below reflects each operation at 100% production capacity and does not reflect partial production curtailments.

#### Electrical power price sensitivity by location:

	Hawesville	Sebree	Mt. Holly	Grundartangi	Total
Expected average load (in megawatts ("MW"))	482	385	400	537	1,804
Annual expected electrical power usage (in megawatt hours ("MWh"))	4,222,320	3,372,600	3,504,000	4,704,120	15,803,040
Annual cost impact of an increase or decrease of \$1 per MWh (in millions)	\$ 4.2	\$ 3.4	\$ 3.5	\$ 4.7	\$ 15.8

#### Foreign Currency

We are exposed to foreign currency risk due to fluctuations in the value of the U.S. dollar as compared to the Iceland krona ("ISK"), the Euro, the Chinese renminbi and other currencies. Grundartangi's labor costs, part of its maintenance costs and other local services are denominated in ISK and a portion of its anode costs are denominated in Euros and Chinese renminbi. We also have deposits denominated in ISK in Icelandic banks, and our estimated payments of Icelandic income taxes and any associated refunds are denominated in ISK. Further, Vlissingen's labor costs, maintenance costs and other local services are denominated in Euros and our existing Nord Pool power price swaps described above are settled in Euros. As a result, an increase or decrease in the value of those currencies relative to the U.S. dollar would affect Grundartangi's operating margins.

We may manage our exposure by entering into foreign currency forward contracts or option contracts for forecasted transactions and projected cash flows for foreign currencies in future periods. We have entered into financial contracts to hedge the risk of fluctuations associated with the Euro under our power price swaps described above (the "FX swaps").

### Natural Economic Hedges

Any analysis of our exposure to the commodity price of aluminum should consider the impact of natural hedges provided by certain contracts that contain pricing indexed to the LME price for primary aluminum. Certain of our alumina contracts and a substantial portion of Grundartangi's electrical power requirements were indexed to the LME price for primary aluminum and provide a natural hedge for a portion of our production.

### Risk Management

Any metals, power, natural gas and foreign currency risk management activities are subject to the control and direction of senior management within guidelines established by Century's Board of Directors. These activities are regularly reported to Century's Board of Directors.

### Fair Values and Sensitivity Analysis

The following tables present the fair value of our derivative asset and liabilities as of year end 2020 and 2019 and the effect on the fair value of a hypothetical ten percent (10%) adverse change in the market prices in effect at December 31, 2020 and 2019. Our risk management activities do not include any trading or speculative transactions.

	Asset Fair Value		Fair Value with 10% Adverse Price Change	
	2020	2019	2020	2019
Commodity contracts <sup>(1)</sup>	\$ 12.8	\$ 19.7	\$ 4.0	\$ (2.7)
Foreign exchange contracts <sup>(2)</sup>	2.4	—	(2.5)	—
Total	\$ 15.2	\$ 19.7	\$ 1.5	\$ (2.7)

	Liability Fair Value		Liability Fair Value with 10% Adverse Price Change	
	2020	2019	2020	2019
Commodity contracts <sup>(1)</sup>	\$ 16.7	\$ 3.6	\$ 59.1	\$ 7.1
Foreign exchange contracts <sup>(2)</sup>	—	0.6	—	1.2
Total	\$ 16.7	\$ 4.2	\$ 59.1	\$ 8.3

<sup>(1)</sup> Commodity contracts reflect our outstanding LME forward financial sales contracts, MWP forward financial sales contracts, fixed for floating swaps, NYMEX Henry Hub natural gas price swaps, and Nord Pool power price swaps.

<sup>(2)</sup> Foreign exchange contracts reflect our outstanding FX swaps.

**Item 8. Financial Statements and Supplementary Data**

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## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the shareholders and the Board of Directors of Century Aluminum Company

### Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Century Aluminum Company and subsidiaries (the "Company") as of December 31, 2020 and 2019, the related consolidated statements of operations, comprehensive income (loss), shareholders' equity, and cash flows, for each of the three years in the period ended December 31, 2020, and the related notes (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2020 and 2019, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2020, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2020, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission, and our report dated March 4, 2021, expressed an unqualified opinion on the Company's internal control over financial reporting.

### Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

### Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current-period audit of the financial statements that was communicated or required to be communicated to the audit committee and that (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

### Impairment of Long Lived Assets — Refer to Note 1 to the financial statements.

#### *Critical Audit Matter Description*

The Company reviews property, plant and equipment for impairment whenever events or circumstances indicate that the carrying amount of an asset group including property plant and equipment may not be recoverable. The recorded property, plant, and equipment balance was \$880 million as of December 31, 2020. The carrying amount of an asset group is not recoverable if it exceeds the sum of the undiscounted cash flows expected to result from the use and eventual disposition of the asset group. Such cash flow models rely on estimates of future selling prices, costs of materials and conversion costs. Changes in those assumptions could have an impact on the conclusions regarding the recoverability of the carrying value of the asset group. The sum of undiscounted cash flows exceeded the carrying value of the long lived asset groups and no impairment charges were recorded.

We identified the Company's evaluation of property, plant, and equipment for potential impairment as a critical audit matter because of current and prior period operating losses for certain asset groups with temporarily idled capacity and the underlying judgments for selling prices and costs made by management to forecast future cash flows. An increased extent of effort and auditor judgment was required when performing audit procedures for each of the Company's asset groups where certain production capacity is idled and a history of operating losses is observed.

#### *How the Critical Audit Matter Was Addressed in the Audit*

Our audit procedures related to the forecasted selling prices, cost of materials, and conversion costs used by management to test the carrying value of the asset groups for recoverability included the following, among others:

- a. We tested the operating effectiveness of controls over management's analysis to test the recoverability of asset groups

- b. We evaluated key assumptions used within the analysis against information obtained from interactions and communications with management
- c. We inspected Company budgets and forecasts, including those communicated to the Board of Directors, for consistency with assumptions used in the long lived asset analysis
- d. We evaluated the reasonableness of management's forecasted cash flow model assumptions by comparing:
  - Selling prices to publicly available forward pricing for primary aluminum
  - Alumina and other raw material costs against available market pricing data and current contractual rates
  - Conversion costs against historical costs incurred and understanding of conversion costs used in the cash flow model

/s/ Deloitte & Touche LLP

Chicago, Illinois  
March 4, 2021

We have served as the Company's auditor since 1992.

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the shareholders and the Board of Directors of Century Aluminum Company

### Opinion on Internal Control over Financial Reporting

We have audited the internal control over financial reporting of Century Aluminum Company and subsidiaries (the “Company”) as of December 31, 2020, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2020, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by COSO.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated financial statements as of and for the year ended December 31, 2020, of the Company and our report dated March 4, 2021, expressed an unqualified opinion on those financial statements.

### Basis for Opinion

The Company’s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying management report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company’s internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

### Definition and Limitations of Internal Control over Financial Reporting

A company’s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal control over financial reporting includes those policies and procedures that:

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Deloitte & Touche LLP

Chicago, Illinois  
March 4, 2021

**CENTURY ALUMINUM COMPANY**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
(in millions, except per share amounts)

	Year Ended December 31,		
	2020	2019	2018
NET SALES:			
Related parties	\$ 1,025.5	\$ 1,191.6	\$ 1,204.5
Other customers	579.6	645.0	688.7
<b>Total net sales</b>	<b>1,605.1</b>	<b>1,836.6</b>	<b>1,893.2</b>
Cost of goods sold	1,641.6	1,860.5	1,916.1
<b>Gross profit (loss)</b>	<b>(36.5)</b>	<b>(23.9)</b>	<b>(22.9)</b>
Selling, general and administrative expenses	43.5	47.4	40.2
Helguvik (gains) losses	—	—	(4.5)
Other operating expense - net	0.5	0.8	0.4
<b>Operating income (loss)</b>	<b>(80.5)</b>	<b>(72.1)</b>	<b>(59.0)</b>
Interest expense – Hawesville term loan	(1.9)	(2.1)	—
Interest expense	(29.7)	(23.0)	(22.4)
Interest income	0.8	0.8	1.5
Net gain (loss) on forward and derivative contracts	(17.3)	12.0	6.3
Loss on early extinguishment of debt	(1.2)	—	—
Other income (expense) - net	3.5	(1.1)	3.0
<b>Income (loss) before income taxes and equity in earnings of joint ventures</b>	<b>(126.3)</b>	<b>(85.5)</b>	<b>(70.6)</b>
Income tax benefit (expense)	3.1	8.4	0.2
<b>Income (loss) before equity in earnings of joint ventures</b>	<b>(123.2)</b>	<b>(77.1)</b>	<b>(70.4)</b>
Loss on sale of BHH	—	(4.3)	—
Equity in earnings of joint ventures	(0.1)	0.6	4.2
<b>Net income (loss)</b>	<b>\$ (123.3)</b>	<b>\$ (80.8)</b>	<b>\$ (66.2)</b>
<b>INCOME (LOSS) PER COMMON SHARE:</b>			
Basic and diluted	\$ (1.38)	\$ (0.91)	\$ (0.76)

See notes to consolidated financial statements.



**CENTURY ALUMINUM COMPANY**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)**  
(in millions)

	<b>Year Ended December 31,</b>		
	<b>2020</b>	<b>2019</b>	<b>2018</b>
Comprehensive income (loss):			
Net income (loss)	\$ (123.3)	\$ (80.8)	\$ (66.2)
Other comprehensive income (loss) before income tax effect:			
Net income (loss) on foreign currency cash flow hedges reclassified as income	(0.2)	(0.2)	(0.2)
Defined benefit plans and other postretirement benefits:			
Net gain (loss) arising during the period	(13.4)	(12.7)	(6.8)
Prior service benefit (cost) arising during the period	—	—	(0.6)
Amortization of prior service benefit (cost) during the period	(3.0)	(4.8)	(7.1)
Amortization of net gain (loss) during the period	8.7	8.9	9.2
Other comprehensive income (loss) before income tax effect	(7.9)	(8.8)	(5.5)
Income tax effect	(1.0)	(1.0)	(1.5)
Other comprehensive income (loss)	(8.9)	(9.8)	(7.0)
Total comprehensive income (loss)	<u>\$ (132.2)</u>	<u>\$ (90.6)</u>	<u>\$ (73.2)</u>

**See notes to consolidated financial statements.**

**CENTURY ALUMINUM COMPANY**  
**CONSOLIDATED BALANCE SHEETS**  
(in millions)

	December 31,	
	2020	2019
<b>ASSETS</b>		
Cash and cash equivalents	\$ 81.6	\$ 38.9
Restricted cash	2.7	0.8
Accounts receivable - net	51.0	70.1
Due from affiliates	10.3	30.1
Inventories	291.1	320.6
Derivative assets	6.4	14.6
Prepaid and other current assets	12.9	12.2
Total current assets	456.0	487.3
Property, plant and equipment - net	880.4	949.2
Other assets	61.5	62.7
Due from affiliates - less current portion	1.7	0.5
TOTAL	\$ 1,399.6	\$ 1,499.7
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
<b>LIABILITIES:</b>		
Accounts payable, trade	\$ 106.1	\$ 97.1
Interest payable	15.0	—
Due to affiliates	21.7	32.9
Accrued and other current liabilities	59.4	61.5
Accrued employee benefits costs	10.3	10.4
Hawesville term loan	20.0	20.0
U.S. revolving credit facility	—	4.0
Industrial revenue bonds	7.8	7.8
Total current liabilities	240.3	233.7
Senior notes payable	243.1	249.2
Hawesville term loan - less current portion	—	20.0
Iceland revolving credit facility	45.0	—
Accrued pension benefits costs - less current portion	65.2	60.8
Accrued postretirement benefits costs - less current portion	101.5	100.7
Other liabilities	44.8	42.4
Leases - right of use liabilities	24.3	22.8
Due to affiliates - less current portion	0.1	—
Deferred taxes	89.2	95.1
Total noncurrent liabilities	613.2	591.0
<b>COMMITMENTS AND CONTINGENCIES (NOTE 15)</b>	—	—
<b>SHAREHOLDERS' EQUITY:</b>		
Preferred stock (Note 7)	0.0	0.0
Common stock (Note 7)	1.0	1.0
Additional paid-in capital	2,530.0	2,526.5
Treasury stock, at cost	(86.3)	(86.3)
Accumulated other comprehensive loss	(118.8)	(109.8)
Accumulated deficit	(1,779.8)	(1,656.4)
Total shareholders' equity	546.1	675.0
TOTAL	\$ 1,399.6	\$ 1,499.7

See notes to consolidated financial statements.

**CENTURY ALUMINUM COMPANY**  
**CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY**

	(in millions)						
	Preferred stock	Common stock	Additional paid-in capital	Treasury stock, at cost	Accumulated other comprehensive loss	Accumulated deficit	Total shareholders' equity
Balance, December 31, 2017	\$ 0.0	\$ 0.9	\$ 2,517.4	\$ (86.3)	\$ (91.7)	\$ (1,510.7)	\$ 829.6
Net income – 2018	—	—	—	—	—	(66.2)	(66.2)
Other comprehensive income	—	—	—	—	(7.0)	—	(7.0)
Share-based compensation	—	0.1	5.6	—	—	—	5.7
Conversion of preferred stock to common stock	—	0.0	0.0	—	—	—	—
Balance, December 31, 2018	\$ 0.0	\$ 1.0	\$ 2,523.0	\$ (86.3)	\$ (98.7)	\$ (1,576.8)	\$ 762.2
Impact of ASU 2018-02*	—	—	—	—	(1.3)	1.3	—
Net loss – 2019	—	—	—	—	—	(80.8)	(80.8)
Other comprehensive loss	—	—	—	—	(9.8)	—	(9.8)
Share-based compensation	—	0.0	3.4	—	—	—	3.4
Conversion of preferred stock to common stock	—	0.0	0.0	—	—	—	0.0
Balance, December 31, 2019	\$ 0.0	\$ 1.0	\$ 2,526.5	\$ (86.3)	\$ (109.8)	\$ (1,656.4)	\$ 675.0
Net loss – 2020	—	—	—	—	—	(123.3)	(123.3)
Other comprehensive loss	—	—	—	—	(8.9)	—	(8.9)
Share-based compensation	—	0.0	3.5	—	—	—	3.5
Conversion of preferred stock to common stock	0.0	0.0	0.0	—	—	—	0.0
Balance, December 31, 2020	\$ 0.0	\$ 1.0	\$ 2,530.0	\$ (86.3)	\$ (118.8)	\$ (1,779.8)	\$ 546.1

\*ASU 2018-02. See [Note 14](#). Income Taxes for further information regarding our adoption of ASU 2018-02.

**See notes to consolidated financial statements.**

**CENTURY ALUMINUM COMPANY**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(in millions)

	Year Ended December 31,		
	2020	2019	2018
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>			
Net income (loss)	\$ (123.3)	\$ (80.8)	\$ (66.2)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:			
Lower of cost or NRV inventory adjustment	45.0	18.8	36.5
Unrealized (gains) losses on forward and derivative contracts	15.7	(11.4)	(6.5)
Depreciation and amortization	83.0	83.2	90.1
Helgøyvik (gains) losses	—	—	(4.5)
Net loss on sale of BHH	—	4.3	—
Loss on early extinguishment of debt	1.0	—	—
Other non-cash items - net	(0.9)	(5.9)	(13.2)
Change in operating assets and liabilities:			
Accounts receivable - net	19.1	12.4	(39.4)
Due from affiliates	20.8	(7.1)	(12.4)
Inventories	(15.5)	4.4	(62.8)
Prepaid and other current assets	0.6	2.7	(0.9)
Accounts payable, trade	20.6	(25.2)	30.5
Due to affiliates	(22.4)	22.6	(10.1)
Accrued and other current liabilities	(1.2)	2.7	(11.1)
Ravenswood retiree legal settlement	(2.0)	(2.0)	(2.0)
Other - net	2.4	(1.0)	2.9
Net cash provided by (used in) operating activities	42.9	17.7	(69.1)
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>			
Purchase of property, plant and equipment	(13.4)	(59.6)	(83.0)
Proceeds from sale of property, plant and equipment	1.6	—	0.1
Proceeds from sale of joint venture	—	20.8	—
Net cash (used in) investing activities	(11.8)	(38.8)	(82.9)
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>			
Repayment of debt	(250.0)	—	—
Proceeds from issuance of debt	243.8	—	—
Borrowings under revolving credit facilities	258.9	388.1	120.1
Repayments under revolving credit facilities	(217.9)	(407.3)	(96.8)
Debt issuance cost	(1.1)	—	—
Debt retirement costs	(0.2)	—	—
Other short-term borrowings	—	3.4	—
Repayment on other short-term borrowings	—	(3.4)	—
Borrowing under Hawesville term loan	—	40.0	—
Repayments under Hawesville term loan	(20.0)	—	—
Issuance of common stock	—	0.3	0.4
Net cash provided by financing activities	13.5	21.1	23.7
<b>CHANGE IN CASH, CASH EQUIVALENTS, AND RESTRICTED CASH</b>	<b>44.6</b>	<b>—</b>	<b>(128.3)</b>
Cash, cash equivalents and restricted cash, beginning of year	39.7	39.7	168.0
Cash, cash equivalents and restricted cash, end of year	\$ 84.3	\$ 39.7	\$ 39.7

Supplemental Cash Flow Information:

Cash paid for:

Interest	\$	14.5	\$	21.8	\$	19.7
Taxes		0.2		0.5		13.1

Non-cash investing activities:

Capital expenditures		0.9		3.0		8.0
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**See notes to consolidated financial statements.**

**CENTURY ALUMINUM COMPANY**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**(amounts in millions, except share and per share amounts)**

**1. Summary of Significant Accounting Policies**

*Organization* — Century Aluminum Company ("Century Aluminum," "Century," the "Company," "we," "us," "our" or "ours") is a holding company, whose principal subsidiaries are Century Kentucky, Inc. (together with its subsidiaries, "CAKY"), Nordural ehf ("Nordural"), Century Aluminum Sebree LLC ("Century Sebree") and Century Aluminum of South Carolina ("CASC"). CAKY operates a primary aluminum reduction facility in Hawesville, Kentucky ("Hawesville"). Nordural Grundartangi ehf, a subsidiary of Nordural, operates a primary aluminum reduction facility in Grundartangi, Iceland ("Grundartangi"). Century Sebree operates a primary aluminum reduction facility in Robards, Kentucky ("Sebree"). CASC operates a primary aluminum reduction facility in Goose Creek, South Carolina ("Mt. Holly"). Nordural Helguvik ehf, a subsidiary of Nordural, owns a greenfield primary aluminum project in Helguvik, Iceland ("Helguvik" or the "Helguvik project"), construction of which is currently curtailed.

In addition to our primary aluminum assets, our subsidiary, Century Aluminum Vlissingen B.V., owns and operates a carbon anode production facility located in Vlissingen, the Netherlands ("Vlissingen"). Carbon anodes are used in the production of primary aluminum and Vlissingen currently supply carbon anodes to Grundartangi.

As of December 31, 2020, Glencore owns 42.9% of Century's outstanding common stock (46.8% on a fully-diluted basis assuming the conversion of all of the Series A Convertible Preferred Stock) and all of our outstanding Series A Convertible Preferred Stock. See [Note 7. Shareholders' Equity](#) for a full description of our outstanding Series A Convertible Preferred Stock. Century and Glencore enter into various transactions from time to time such as the purchase and sale of primary aluminum, purchase and sale of alumina, tolling agreements as well as forward financial contracts and borrowing and other debt transactions. See [Note 2. Related Party Transactions](#).

*Basis of Presentation* — The consolidated financial statements include the accounts of Century Aluminum Company and our subsidiaries, after elimination of all intercompany transactions and accounts.

The consolidated financial statements are prepared in accordance with generally accepted accounting principles in the United States ("U.S. GAAP"). The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

*Revenue recognition* — See [Note 3. Revenue](#).

*Cash and Cash Equivalents* — Cash and cash equivalents are comprised of cash, money market funds and short-term investments having original maturities of three months or less. The carrying amount of cash equivalents approximates fair value.

*Accounts Receivable and Due from Affiliates* — These amounts are net of an allowance for expected losses of \$1.0 million at December 31, 2020 and 2019.

*Inventories* — Our inventories are stated at the lower of cost or net realizable value, using the first-in, first-out ("FIFO") and the weighted average cost method. Due to the nature of our business, our inventory values are subject to market price changes and these changes can have a significant impact on cost of goods sold and gross profit in any period. Reductions in net realizable value below cost basis at the end of a period will have an impact on our cost of goods sold as this inventory is sold in subsequent periods.

*Property, Plant and Equipment* — Property, plant and equipment is stated at cost. Additions and improvements are capitalized when each asset is placed into service. Asset and accumulated depreciation accounts are relieved for dispositions with resulting gains or losses included in Other income (expense) – net. Maintenance and repairs are expensed as incurred. Depreciation of plant and equipment is provided for by the straight-line method over the following estimated useful lives:

Building and improvements	10 to 45 years
Machinery and equipment	5 to 35 years

**CENTURY ALUMINUM COMPANY**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**(amounts in millions, except share and per share amounts)**

Technology and software 3 to 7 years

During 2020, we continued our efforts to restart the curtailed capacity at our Hawesville facility and completed the rebuild of the first of the two potlines that we continued to operate past their expected life cycle. The rebuild of the fifth and final potline and the completion of the technology upgrades are expected to be completed over the next several years subject to market conditions. The nature, size and scope of this effort represents a discrete construction project. All associated costs that meet the capitalization criteria have been and will continue to be capitalized as a component of property, plant and equipment.

*Impairment of long-lived assets* — We evaluate our property, plant and equipment for potential impairment whenever events or circumstances indicate that the carrying amount of these assets may not be recoverable. If deemed unrecoverable, an impairment loss would be recognized for the amount by which the carrying amount exceeds the fair value of the assets. Impairment evaluation and fair value is based on estimates and assumptions that take into account our business plans and a long-term investment horizon.

*Leases* — We determine whether an arrangement is a lease at the inception of the arrangement based on the terms and conditions in the contract. A contract contains a lease if there is an identified asset which we have the right to control. We have made a policy election not to separate lease and non-lease components within contracts. We have also elected not to recognize the impact of short term leases in the right of use asset ("ROUA") and right of use liability ("ROUL") balances. Short term leases are leases that have a lease term less than one year and do not include a purchase option.

*Income Taxes* — We account for income taxes using the asset and liability method, whereby deferred income taxes reflect the net tax effect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. In evaluating our ability to realize deferred tax assets, we use judgment to determine if it is more likely than not that some portion or all of a deferred tax asset will not be realized, and if a corresponding valuation allowance is required.

*Defined Benefit Pension and Other Postretirement Benefits* — We sponsor defined benefit pension and OPEB plans for certain of our domestic hourly and salaried employees and a supplemental executive retirement benefit plan for certain current and former executive officers. Plan assets and obligations are measured annually or more frequently if there is a re-measurement event, based on the Company's measurement date utilizing various actuarial assumptions. We attribute the service costs for the plans over the working lives of plan participants. The effects of actual results differing from our assumptions and the effects of changing assumptions are considered actuarial gains or losses. Actuarial gains or losses are recorded in Accumulated Other Comprehensive Income (Loss).

We contribute to our defined benefit pension plans based upon actuarial and economic assumptions designed to achieve adequate funding of the projected benefit obligations and to meet the minimum funding requirements.

*Postemployment Benefits* — We provide certain postemployment benefits to certain former and inactive employees and their dependents during the period following employment, but before retirement. These benefits include salary continuance, supplemental unemployment and disability health care. We recognize the estimated future cost of providing postemployment benefits on an accrual basis over the active service life of the employee.

*Derivatives and Hedging* — As a global producer of primary aluminum, our operating results and cash flows from operations are subject to risk of fluctuations in the market prices of primary aluminum. We may from time to time enter into financial contracts to manage our exposure to such risk. Derivative instruments may consist of variable to fixed financial contracts and back-to-back fixed to floating arrangements for a portion of our sale of primary aluminum, where we receive fixed and pay floating prices from our customers and to counterparties, respectively.

From time to time, we may manage our exposure to fluctuations in the market price of power through financial instruments designed to protect our downside risk exposure. We are also exposed to foreign currency risk, and we may manage our exposure by entering into foreign currency forward contracts or option contracts for forecasted transactions and projected cash flows for foreign currencies in future periods.

Our derivatives are not designated as cash flow hedges.

**CENTURY ALUMINUM COMPANY**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**(amounts in millions, except share and per share amounts)**

Derivative and hedging instruments are recorded in due from affiliates, derivative assets, other assets, due to affiliates, accrued and other current liabilities and other long term liabilities in the consolidated balance sheets at fair value. We value our derivative and hedging instruments using quoted market prices and other significant unobservable inputs.

We recognize changes in fair value and settlements of derivative instruments in net gain (loss) on forward and derivative contracts in the consolidated statements of operations as they occur.

We recognize unrealized gains on forward and derivative contracts as part of cash flows from operations in the consolidated statements of cash flows.

*Foreign Currency* — We are exposed to foreign currency risk due to fluctuations in the value of the U.S. dollar as compared to the Euro and the Icelandic krona ("ISK"). Grundartangi and Vlissingen use the U.S. dollar as their functional currency, as contracts for sales of aluminum and purchases of alumina and power are denominated in U.S. dollars. Transactions denominated in currencies other than the functional currency are recorded based on exchange rates at the time such transactions arise and any transaction gains and losses are reflected in Other income (expense) — net in the consolidated statements of operations.

*Financial Instruments* — Receivables, certain life insurance policies, payables, borrowings under revolving credit facilities and debt related to industrial revenue bonds ("IRBs") are carried at amounts that approximate fair value.

*Earnings per share* — Basic earnings (loss) per share ("EPS") amounts are calculated by dividing earnings (loss) available to common stockholders by the weighted average number of common shares outstanding. Diluted EPS amounts assume the issuance of common stock for all potentially dilutive common shares outstanding. Because our capital structure consists of common stock and participating convertible preferred stock, we use the two-class method to calculate basic EPS, and incorporate the use of such method to determine diluted EPS.

Our Series A Convertible Preferred Stock is a non-cumulative perpetual participating convertible preferred stock with no set dividend preferences. In periods where we report net losses, we do not allocate these losses to the convertible preferred stock for the computation of basic or diluted EPS.

*Asset Retirement Obligations* — We are subject to environmental regulations which create certain legal obligations related to the normal operations of our domestic primary aluminum smelter operations. Our asset retirement obligations ("AROs") consist primarily of costs associated with the disposal of spent potliner used in the reduction cells of our domestic facilities. AROs are recorded on a discounted basis at the time the obligation is incurred (when the potliner is put in service) and accreted over time for the change in the present value of the liability. We capitalize the asset retirement costs by increasing the carrying amount of the related long-lived assets and depreciating these assets over their remaining useful lives.

Certain conditional asset retirement obligations ("CAROs") relate to the remediation of our primary aluminum facilities for hazardous material, such as landfill materials and asbestos which have not been recorded because they have an indeterminate settlement date. CAROs are a legal obligation to perform an asset retirement activity in which the timing and (or) method of settlement are conditional on a future event that may or may not be within our control.

*Concentrations of Credit Risk* — Financial instruments, which potentially expose us to concentrations of credit risk, consist principally of trade receivables. Our limited customer base increases our concentrations of credit risk with respect to trade receivables. We routinely assess the financial strength of our customers and collectability of our trade receivables and recognize an allowance based on our estimate of lifetime expected credit losses in accordance with the current expected credit loss ("CECL") model.

*Share-Based Compensation* — We measure the cost of employee services received in exchange for an award of equity instruments based on the fair value of the award on the grant date. We recognize the cost over the period during which an employee is required to provide service in exchange for the award. We issue shares to satisfy the requirements of our share-based compensation plans. At this time, we do not plan to issue treasury shares to support our share-based compensation plans, but we may in the future. We award performance units to certain officers and employees. The performance units may be settled in cash or common stock at the discretion of the Board. We have not issued any stock options since 2009.



**CENTURY ALUMINUM COMPANY**  
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*Recently Adopted Accounting Standards*

On January 1, 2020, we adopted Financial Accounting Standards Board (“FASB”) Accounting Standards Update (“ASU”) 2016-13, “Measurement of Credit Losses on Financial Instruments.” The ASU added an impairment model known as the CECL model, which is based on expected losses rather than incurred losses. The CECL model is applicable to our receivables, both from related parties and third-party customers related to the sale of primary aluminum (collectively, “trade receivables”). We do not have any other financial instruments or assets to which the CECL model applies. The adoption of the CECL model did not have a material impact on the Company’s consolidated financial statements.

On January 1, 2020, we adopted FASB ASU 2018-13, “Disclosure Framework- Changes to the Disclosure Requirements for Fair Value Measurement” which changed the fair value measurement disclosure requirements of ASC 820. The additional disclosures include a requirement to disclose the range and weighted average used to develop significant unobservable inputs for Level 3 fair value measurements. The new framework also eliminates and modifies certain other fair value disclosures. See [Note 5. Fair Value Measurement](#) for updated fair value disclosures in connection with the adoption of this accounting standard.

*Recently Issued Accounting Standards*

In December 2019, the FASB issued ASU 2019-12, “Income Taxes (Topic 740): Simplifying the Accounting for Income Taxes.” Amendments include the removal of certain exceptions to the general principles of ASC 740 and to improve and simplify accounting for income taxes by clarifying and amending existing guidance. The ASU is effective for fiscal years beginning after December 15, 2020, including interim periods therein and early adoption is permitted. We will apply ASU 2019-12 beginning January 2021 and at this time, we do not expect the adoption to have a material effect on the consolidated financial statements.

In March 2020, the Securities and Exchange Commission (“SEC”) issued a final rule that amends the disclosure requirements related issuers and guarantors of certain registered securities under SEC Regulation S-X Rule 3-10. The final rule allows registrants to provide alternative financial disclosures in either the registrant’s MD&A or financial statements, rather than the previous requirement under Rule 3-10, which required condensed consolidating financial information within the financial statements. It also simplifies the requirements in Rule 3-10 that currently must be met for a parent company to qualify for exceptions allowing it to provide alternative disclosures rather than full audited financial statements. The ruling also reduces the periods for which summarized financial information is required to be presented to the most recent (1) annual period and (2) year-to-date interim period. The final rule applies to annual reports on Form 10-K for fiscal years ending after January 4, 2021 and quarterly reports on Form 10-Q for quarterly periods ending after January 4, 2021 and registrants may voluntarily comply with the final rule before the effective date. The Company does not expect the future adoption, which is limited to disclosures only, to have a material effect on the Company’s consolidated financial statements.

## **2. Related Party Transactions**

The significant related party transactions occurring during the years ended December 31, 2020, 2019 and 2018 are described below. We believe all of our transactions with related parties are at prices that approximate market.

### ***Glencore ownership***

As of December 31, 2020, Glencore plc and its affiliates (together “Glencore”) beneficially owned 42.9% of Century’s outstanding common stock (46.8% on a fully-diluted basis assuming the conversion of all of the Series A Convertible Preferred Stock) and all of our outstanding Series A Convertible Preferred Stock. See [Note 7. Shareholders’ Equity](#) for a full description of our outstanding Series A Convertible Preferred Stock. Century and Glencore enter into various transactions from time to time such as the purchase and sale of primary aluminum, purchase and sale of alumina, tolling agreements as well as forward financial contracts and borrowing and other debt transactions.

### ***Sales to Glencore***

For the year ended December 31, 2020, we derived approximately 64% of our consolidated sales from Glencore.

Glencore purchases aluminum produced at our U.S. smelters at prices based on the LME plus the Midwest regional delivery premium plus any additional market-based product premiums. Glencore purchases aluminum produced at our

**CENTURY ALUMINUM COMPANY**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
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Grundartangi, Iceland smelter at prices based on the LME plus the European Duty Paid premium plus any additional market-based product premiums.

We have entered into agreements with Glencore pursuant to which we sell certain amounts of alumina at market-based prices. For the year ended December 31, 2020 and 2019, we recorded \$17.9 million and \$28.7 million of revenue related to alumina sales to Glencore, respectively. We did not have alumina sales to Glencore in 2018.

***Purchases from Glencore***

We purchase a portion of our alumina and certain other raw material requirements from Glencore. Alumina purchases from Glencore during 2020 were priced based on published alumina and aluminum indices.

***Financial contracts with Glencore***

We have certain financial contracts with Glencore. See [Note 19. Derivatives](#) regarding these forward financial sales contracts.

***Hawesville Term Loan***

On April 29, 2019, we entered into a loan agreement with Glencore Ltd. pursuant to which the Company borrowed \$40.0 million (the "Hawesville Term Loan"). See [Note 6. Debt](#) for additional information. Borrowings under the Hawesville Term Loan were used to partially finance the second phase of the Hawesville restart project.

**Summary**

A summary of the aforementioned significant related party transactions for the years ended December 31, 2020, 2019 and 2018 is as follows:

	<b>Year Ended December 31,</b>		
	<b>2020</b>	<b>2019</b>	<b>2018</b>
Net sales to Glencore	\$ 1,025.5	\$ 1,191.6	\$ 1,204.5
Purchases from Glencore	197.6	323.9	319.6
Purchases from BHH <sup>(1)</sup>	—	17.8	28.4

<sup>(1)</sup> We previously owned a 40% interest in Baise Haohai Carbon Co. Ltd. ("BHH") and purchased carbon anodes from them for use in our operations. Purchases represented herein were prior to the divestiture of our interest in BHH in May 2019.

**CENTURY ALUMINUM COMPANY**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
(amounts in millions, except share and per share amounts)

**3. Revenue**

We disaggregate our revenue by geographical region as follows:

Net Sales	Year ended December 31,		
	2020	2019	2018
United States	\$ 1,007.5	\$ 1,179.6	\$ 1,138.6
Iceland	597.6	657.0	754.6
Total	\$ 1,605.1	\$ 1,836.6	\$ 1,893.2

We enter into contracts to sell mainly primary aluminum to our customers. Revenue is recognized when our performance obligations with our customers are satisfied. Our obligations under the contracts are satisfied when we transfer control of our primary aluminum to our customers which is generally upon shipment or delivery to customer directed locations. The amount of consideration we receive, thus the revenue we recognize, is a function of volume delivered, market price of primary aluminum, which is based on the LME, plus regional premiums and any value-added product premiums.

The payment terms and conditions in our contracts vary and are not significant to our revenue. We complete an appropriate credit evaluation for each customer at contract inception. Customer payments are due in arrears and are recognized as accounts receivable - net and due from affiliates in our consolidated balance sheets.

In connection with our sales agreement with Glencore, we invoice Glencore prior to physical shipment of goods for a majority of production generated from each of our U.S. domestic smelters. For those sales, revenue is recognized only when Glencore has specifically requested such treatment and has made a commitment to purchase the product. The goods must be complete, ready for shipment and separated from other inventory with control over the goods passing to Glencore. We must retain no further performance obligations.

**CENTURY ALUMINUM COMPANY**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
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**4. Leases**

We are a lessee in various agreements for the lease of office space, land, automobiles, and mobile equipment. All our leases are considered operating leases. The terms of our leases vary, including the lease term and the ability to renew or extend certain leases. As part of determining the lease term and potential extensions for purposes of calculating the ROUA and ROUL, we consider our historical practices related to renewal of certain leases. The weighted average remaining lease term for our operating leases was 14.2 years as of December 31, 2020 and 13.6 years as of December 31, 2019. Certain lease payment amounts are variable in nature and change periodically based on the local market consumer price index.

We use our incremental borrowing rate as the basis for the discount rate used to calculate the ROUA and ROUL, respectively, for our operating leases. The incremental borrowing rate is determined on a lease-by-lease basis and is based on the rate of interest that we would have to pay to borrow on a collateralized basis over a similar term for an amount equal to our lease payments. We consider the most likely financing options available for each lease based on the leased asset, legal entity party to the lease, economic environment in which the lease is denominated, the market conditions relative to the leased asset and our historical practices of obtaining financing for similar types of costs. The weighted average discount rate for our operating leases was 7.3% as of December 31, 2020 and 2019.

Our ROUA and ROUL balances for the years ended December 31, 2020 and December 31, 2019 were as follows (in millions):

	<b>December 31, 2020</b>	<b>December 31, 2019</b>
ROUA <sup>(1)</sup>	\$ 24.9	\$ 25.2
ROUL - current <sup>(2)</sup>	\$ 1.6	\$ 2.8
ROUL - non-current <sup>(3)</sup>	\$ 24.3	\$ 22.8
<b>Total ROUL</b>	<b>\$ 25.9</b>	<b>\$ 25.6</b>

<sup>(1)</sup> ROUA was recorded as part of Other Assets within Non-current assets at December 31, 2020 and 2019.

<sup>(2)</sup> ROUL - current was recorded as part of Accrued and other current liabilities within Current liabilities at December 31, 2020 and 2019.

<sup>(3)</sup> ROUL - non-current was recorded as Leases - Right of use liabilities as part of Non-current liabilities at December 31, 2020 and 2019

The undiscounted maturities of our operating lease liability balances are as follows (in millions):

<b>Year</b>	<b>As of December 31, 2020</b>	
2021	\$	3.4
2022		3.0
2023		2.7
2024		2.7
2025		2.7
Thereafter		29.1
<b>Total</b>		<b>43.6</b>
Less: Interest		(17.7)
<b>ROUL</b>	<b>\$</b>	<b>25.9</b>

During 2020 and 2019, we entered into new lease obligations, which resulted in \$1.2 million and \$1.4 million of additional right of use assets.

**CENTURY ALUMINUM COMPANY**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
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Total operating expense includes the following (in millions):

	<b>December 31, 2020</b>	<b>December 31, 2019</b>
Operating leases expense	4.7	4.9
Short term lease expense	0.5	3.2
Total <sup>(1)</sup>	5.2	8.1

(1) Total lease expense is included in cost of goods sold and selling, general, and administrative expenses on the Consolidated Statements of Operations.

We had cash outflows of \$4.2 million for amounts included in the ROUL balance at the beginning of the year related to our operating leases for the years ended December 31, 2020 and December 31, 2019.

**CENTURY ALUMINUM COMPANY**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
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**5. Fair Value Measurements**

We measure certain of our assets and liabilities at fair value. Fair value represents the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

In general, reporting entities should apply valuation techniques to measure fair value that maximize the use of observable inputs and minimize the use of unobservable inputs. Observable inputs are developed using market data and reflect assumptions that market participants would use when pricing the asset or liability. Unobservable inputs are developed using the best information available about the assumptions that market participants would use when pricing the asset or liability.

The fair value hierarchy provides transparency regarding the inputs we use to measure fair value. We categorize each fair value measurement in its entirety into the following three levels, based on the lowest level input that is significant to the entire measurement:

- Level 1 Inputs – quoted prices (unadjusted) in active markets for identical assets or liabilities that the reporting entity can access at the measurement date.
- Level 2 Inputs – inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3 Inputs – unobservable inputs for the asset or liability.

<b>Recurring Fair Value Measurements</b>	<b>As of December 31, 2020</b>			
	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
<b>ASSETS:</b>				
Cash equivalents	\$ 54.2	\$ —	\$ —	\$ 54.2
Trust assets <sup>(1)</sup>	0.0	—	—	0.0
Derivative instruments	—	12.1	3.0	15.1
<b>TOTAL</b>	<b>\$ 54.2</b>	<b>\$ 12.1</b>	<b>\$ 3.0</b>	<b>\$ 69.3</b>
<b>LIABILITIES:</b>				
Contingent obligation – net <sup>(2)</sup>	\$ —	\$ —	\$ —	\$ —
Derivative instruments	—	16.7	0.0	16.7
<b>TOTAL</b>	<b>\$ —</b>	<b>\$ 16.7</b>	<b>\$ 0.0</b>	<b>\$ 16.7</b>

<b>Recurring Fair Value Measurements</b>	<b>As of December 31, 2019</b>			
	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
<b>ASSETS:</b>				
Cash equivalents	\$ 23.3	\$ —	\$ —	\$ 23.3
Trust assets <sup>(1)</sup>	0.2	—	—	0.2
Surety bonds <sup>(3)</sup>	1.8	—	—	1.8
Derivative instruments	—	9.1	10.6	19.7
<b>TOTAL</b>	<b>\$ 25.3</b>	<b>\$ 9.1</b>	<b>\$ 10.6</b>	<b>\$ 45.0</b>
<b>LIABILITIES:</b>				
Contingent obligation – net <sup>(2)</sup>	\$ —	\$ —	\$ —	\$ —
Derivative instruments	—	1.3	2.9	4.2
<b>TOTAL</b>	<b>\$ —</b>	<b>\$ 1.3</b>	<b>\$ 2.9</b>	<b>\$ 4.2</b>

<sup>(1)</sup> Trust assets are currently invested in money market funds. These trust assets are held to fund the non-qualified supplemental executive pension benefit obligations for certain of our officers.

<sup>(2)</sup> See [Note 6. Debt](#) for additional information about the contingent obligation.

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(3) Surety bonds were invested in U.S. treasury bills and represent collateral against our workers' compensation insurance policy.

The following section describes the valuation techniques and inputs used for fair value measurements categorized within Level 2 or Level 3 of the fair value hierarchy:

**Level 2 Fair Value Measurements:**

Asset / Liability	Valuation Techniques	Inputs
LME forward financial sales contracts	Discounted cash flows	Quoted LME forward market
MWP forward financial sales contracts	Discounted cash flows	Quoted MWP forward market
Fixed for floating swaps	Discounted cash flows	Quoted LME forward market, quoted MWP forward market
Nord Pool power price swaps	Discounted cash flows	Quoted Nord Pool forward market
NYMEX Henry Hub natural gas price swaps	Discounted cash flows	Quoted NYMEX Henry Hub forward market
FX swaps	Discounted cash flows	Euro/USD forward exchange rate

When valuing Level 3 assets and liabilities, we use certain significant unobservable inputs. Management incorporates various inputs and assumptions including forward commodity prices, commodity price volatility, and macroeconomic conditions, including interest rates and discount rates. Our estimates of significant unobservable inputs are ultimately based on our estimates of risks that market participants would consider when valuing our assets and liabilities.

The following table presents the inputs for fair value measurements categorized within Level 3 of the fair value hierarchy, along with information regarding significant unobservable inputs used to value Level 3 assets and liabilities:

**Level 3 Fair Value Measurements:**

Asset / Liability	Fair Value at December 31, 2020	Valuation Techniques	Observable Inputs	Significant Unobservable Input	Value/Range of Unobservable Input
U.S. LME forward financial sales contracts	\$2.9	Discounted cash flows	Quoted LME forward market, discount rate	Discount rate net <sup>(1)</sup>	10.00%
Contingent obligation	\$—	Discounted cash flows	Quoted LME forward market, management's estimates of the LME forward market prices for periods beyond the quoted periods, management's estimates of future level of operations	Management's estimates of the LME forward market price beyond the quoted periods <sup>(2)</sup>	\$1,975/T-\$2,348/T
FX swaps	\$0.1	Discounted cash flows	Euro/USD forward exchange rate, discount rate	Discount rate net <sup>(1)</sup>	10.00%

<sup>(1)</sup> Represents risk adjusted discount rate

<sup>(2)</sup> Represents the range of estimated forward LME prices of primary aluminum through the term of the agreement in December 2028.

The following table presents the fair value reconciliation of Level 3 assets and liabilities measured at fair value on a recurring basis.

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	Level 3 Assets		Level 3 Liabilities	
	U.S. LME forward financial sales contracts	FX swaps	Hawesville L4 power price swaps	
<b>For the twelve months ended December 31, 2020</b>				
Balance as of January 1, 2020	\$ 10.6	\$ —	\$ (2.9)	
Total realized/unrealized gains (losses)				
Included in net income (loss) <sup>(1)</sup>	(1.5)	—	0.1	
Purchases, sales, settlements				
Purchases	—	—	—	
Sales	—	—	—	
Settlements	—	—	2.8	
Transfers into Level 3 <sup>(2)</sup>	6.5	0.1	—	
Transfers out of Level 3 <sup>(3)</sup>	(12.7)	—	—	
Balance as of December 31, 2020	\$ 2.9	\$ 0.1	\$ —	
Change in unrealized gains (losses) <sup>(1)</sup>	\$ (1.5)	\$ —	\$ 2.9	

<sup>(1)</sup> Gains and losses are presented in the Consolidated Statement of Operations within the line item "Net gain (loss) on forward and derivative contracts."

<sup>(2)</sup> Transfers into Level 3 due to contracts with applied discount rate entered into during 2020.

<sup>(3)</sup> Transfer out of Level 3 due to period of time remaining in derivative contract.

	Level 3 Assets		Level 3 Liabilities		
	U.S. LME forward financial sales contracts	Nord Pool power price swaps	Hawesville L4 Power Price Swaps	Iceland LME forward financial sales contracts	FX swaps
<b>For the twelve months ended December 31, 2019</b>					
Balance as of January 1, 2019	\$ 0.3	\$ 4.7	\$ —	\$ (0.2)	\$ (0.3)
Total realized/unrealized gains (losses)					
Included in Net Income <sup>(1)</sup>	10.5	(1.1)	(0.3)	(0.1)	(0.2)
Purchases, sales, settlements					
Purchases	—	—	—	—	—
Sales	—	—	—	—	—
Settlements	—	—	—	—	—
Transfers into Level 3 <sup>(2)</sup>	(0.2)	—	(2.6)	—	—
Transfers out of Level 3 <sup>(3)</sup>	—	(3.6)	—	0.3	0.5
Balance as of December 31, 2019	\$ 10.6	\$ —	\$ (2.9)	\$ —	\$ —
Change in unrealized gains (losses) <sup>(1)</sup>	\$ 10.3	\$ (1.1)	\$ (0.3)	\$ (0.1)	\$ (0.2)

<sup>(1)</sup> Gains and losses are presented in the Consolidated Statement of Operations within the line item "Net gain (loss) on forward and derivative contracts."

<sup>(2)</sup> Transfers into Level 3 due to contracts with applied discount rate entered into during 2019.

<sup>(3)</sup> Transfer out of Level 3 due to period of time remaining in derivative contract.

**6. Debt**



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	December 31,	
	2020	2019
Debt classified as current liabilities:		
Hawesville Term Loan - current portion <sup>(1)</sup>	\$ 20.0	\$ 20.0
Hancock County industrial revenue bonds ("IRBs") due April 2028, interest payable quarterly (variable interest rates (not to exceed 12%)) <sup>(2)</sup>	7.8	7.8
U.S. Revolving Credit Facility <sup>(3)</sup>	—	4.0
Debt classified as non-current liabilities:		
Iceland Revolving Credit Facility <sup>(4)</sup>	45.0	—
12.0% senior secured notes due July 1, 2025, net of debt discount of \$2.3 million and financing fees of \$4.6 million at December 31, 2020, interest payable semiannually	243.1	—
7.5% senior secured notes due June 2021, net of debt discount of \$0.8 million at December 31, 2019	—	249.2
Hawesville Term Loan - less current portion <sup>(1)</sup> , interest payable monthly	—	20.0
<b>Total</b>	<b>\$ 315.9</b>	<b>\$ 301.0</b>

<sup>(1)</sup> See "Hawesville Term Loan" below. At December 31, 2020, the applicable interest rate was LIBOR of 0.2% plus margin of 5.375%. As of December 31, 2020, we have made \$20.0 million of principal payments and \$1.9 million of interest payments.

<sup>(2)</sup> The IRBs are classified as current liabilities because they are remarketed weekly and could be required to be repaid upon demand if there is a failed remarketing. The IRBs interest rate at December 31, 2020 was 0.3%.

<sup>(3)</sup> We have elected to incur interest at a base rate plus applicable margin as defined within the agreement.

<sup>(4)</sup> We have elected to incur interest at LIBOR plus applicable margin as defined within the agreement. The interest rate at December 31, 2020 was 3.2%

**12.0% Notes due 2025**

General. On July 1, 2020, we issued \$250.0 million in aggregate principal amount of 12.0% senior secured notes due 2025 (the "2025 Notes"). The 2025 Notes were issued at a discount and we received proceeds of \$243.8 million, prior to payment of certain financing fees and related expenses.

Fair Value. Fair value for our 2025 Notes, based on the latest trading data available, was \$265.0 million as of December 31, 2020. Although we use quoted market prices for identical debt instruments, the markets on which they trade are not considered to be active and are therefore considered Level 2 fair value measurements.

Interest Rate. The 2025 Notes bear interest semi-annually in arrears on January 1 and July 1 of each year, beginning on January 1, 2021, at a rate of (i) 10.00% per annum in cash and (ii) 2.00% per annum in the form of additional notes or in cash, at our option.

Maturity. The 2025 Notes mature on July 1, 2025.

Seniority. The 2025 Notes are senior secured obligations of Century, ranking equally in right of payment with all existing and future senior indebtedness of Century, but effectively senior to unsecured debt to the extent of the value of the collateral.

Guaranty. Our obligations under the 2025 Notes are guaranteed by all of our existing and future domestic restricted subsidiaries (the "Guarantor Subsidiaries"), except for foreign owned holding companies, any domestic restricted subsidiary that owns no assets other than equity interests or other investments in foreign subsidiaries and certain immaterial subsidiaries, which guaranty shall in each case be a senior secured obligation of such Guarantor Subsidiaries, ranking equally in right of payment with all existing and future senior indebtedness of such Guarantor Subsidiaries but effectively senior to unsecured debt to the extent of the value of collateral.

Collateral. Our obligations under the 2025 Notes and the Guarantor Subsidiaries' obligations under the guarantees are secured by a pledge of and lien on (subject to certain exceptions):

- (i) all of our and the Guarantor Subsidiaries' property, plant and equipment (other than certain excluded property);
- (ii) all equity interests in subsidiaries directly owned by Century or any Guarantor Subsidiaries; and
- (iii) proceeds of the foregoing.

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Under certain circumstances, the indenture and the security documents governing the 2025 Notes will permit us and the guarantors to incur additional debt that also may be secured by liens on the collateral that are equal to or have priority over the liens securing the 2025 Notes.

Redemption Rights. Prior to July 1, 2021, we may redeem the 2025 Notes, in whole or in part, at a redemption price equal to 100% of the principal amount plus a make-whole premium and accrued and unpaid interest, and if redeemed during the twelve-month period beginning on July 1 of the years indicated below, at the following redemption prices plus accrued and unpaid interest:

<b>Year</b>	<b>Percentage</b>
2021	105.0%
2022	102.5%
2023	101.25%
2024	100.0%

Upon a change of control (as defined in the indenture governing the 2025 Notes), we will be required to make an offer to purchase the 2025 Notes at a purchase price equal to 101% of the outstanding principal amount of the 2025 Notes on the date of the purchase, plus accrued and unpaid interest to the date of purchase.

Covenants. The indenture governing the 2025 Notes contains customary covenants which may limit our ability, and the ability of certain of our subsidiaries, to: (i) incur additional debt; (ii) incur additional liens; (iii) pay dividends or make distributions in respect of capital stock; (iv) purchase or redeem capital stock; (v) make investments or certain other restricted payments; (vi) sell assets; (vii) issue or sell stock of certain subsidiaries; (viii) enter into transactions with shareholders or affiliates; and (ix) effect a consolidation or merger.

#### **7.5% Notes Tender Offer and Redemption**

In June 2020, we commenced a tender offer to the holders of the outstanding 7.5% senior secured notes due June 2021 (the "2021 Notes") and notified all such holders of our election to redeem all 2021 Notes not purchased in the tender offer on July 31, 2020. We received tenders for approximately \$243.7 million in aggregate principal amount of the 2021 Notes and the remaining 2021 Notes were redeemed on July 31, 2020 at a redemption price of 100% of the principal amount thereof, plus accrued and unpaid interest. As a result, the Company's and the guarantors' obligations under the indenture governing the 2021 Notes have been fully discharged. We applied the net proceeds from the offering of the 2025 Notes described above, together with cash on hand, toward payment of the total consideration amount to holders whose 2021 Notes were accepted and purchased in the tender offer and to fund the redemption of any remaining 2021 Notes.

Based on the characteristics of the 2021 Notes and the 2025 Notes that were issued, the tender and redemption of the 2021 Notes are accounted for as an extinguishment of the debt. Accordingly, we have recorded a \$1.2 million loss on early extinguishment of debt, consisting of the write-off of deferred financing costs and the debt discount associated with the 2021 Notes, as well as the tender fees paid as part of the tender offer.

#### **Hawesville Term Loan**

On April 29, 2019, we entered into a loan agreement with Glencore Ltd. pursuant to which the Company borrowed \$40.0 million. Borrowings under the Hawesville Term Loan are being used to partially finance the second phase of the Hawesville restart project. The Hawesville Term Loan matures on December 31, 2021 and being repaid in twenty-four (24) equal monthly installments of principal that began on January 31, 2020. The Hawesville Term Loan bears interest monthly at a floating rate equal to LIBOR plus 5.375% per annum. The Hawesville Term Loan is not secured by any collateral.

*Prepayments.* Any outstanding borrowings may be prepaid without penalty or premium in whole or in part without any charge, fee premium or penalty.

*Covenants.* The agreement governing the Hawesville Term Loan contains customary covenants which may limit our ability, and the ability of certain of our subsidiaries, to: (i) incur additional debt; (ii) pay dividends; (iii) make investments or certain other restricted payments; (iv) enter into any restrictive agreement; (v) effect a consolidation or merger; (vi) change in business; and (vii) enter into transactions with affiliates.

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*Events of Default.* The Hawesville Term Loan also includes customary events of default, including nonpayment, breach of covenants, breach of representations and warranties, certain cross-default events and certain insolvency events. Upon the occurrence of an event of default, commitments under the Hawesville Term Loan may be terminated and amounts outstanding may be accelerated and declared immediately due and payable.

**U.S. Revolving Credit Facility**

*General.* We and certain of our direct and indirect domestic subsidiaries (the "Borrowers") have a senior secured revolving credit facility with a syndicate of lenders (the "U.S. revolving credit facility"). The U.S. revolving credit facility provides for borrowings of up to \$175.0 million in the aggregate, including up to \$110.0 million under a letter of credit sub-facility, and also includes an uncommitted accordion feature whereby borrowers may increase the capacity of the U.S. revolving credit facility by up to \$50.0 million, subject to agreement with the lenders.

The U.S. revolving credit facility matures on May 16, 2023. Any letters of credit issued and outstanding under the U.S. revolving credit facility reduce our borrowing availability on a dollar-for-dollar basis. At December 31, 2020, there were no outstanding borrowings under our U.S. revolving credit facility. Principal payments, if any, are due upon maturity of the U.S. revolving credit facility.

*Status of our U.S. revolving credit facility:*

		<b>December 31, 2020</b>
Credit facility maximum amount	\$	175.0
Borrowing availability		129.9
Outstanding letters of credit issued		34.3
Outstanding borrowings		—
Borrowing availability, net of outstanding letters of credit and borrowings	\$	95.6

*Borrowing Base.* The availability of funds under the U.S. revolving credit facility is limited by a specified borrowing base consisting of the Borrower's accounts receivable and inventory which meet the eligibility criteria.

*Guaranty.* The Borrowers' obligations under the U.S. revolving credit facility are guaranteed by certain of our domestic subsidiaries and secured by a continuing lien upon and a security interest in all of the Borrowers' accounts receivable, inventory and certain bank accounts. Each Borrower is liable for any and all obligations under the U.S. revolving credit facility on a joint and several basis.

*Interest Rates and Fees.* Any amounts outstanding under the U.S. revolving credit facility will bear interest at our option of either LIBOR or a base rate, plus, in each case, an applicable interest margin. The applicable interest margin is determined based on the average daily availability for the immediately preceding quarter. In addition, we pay an unused line fee on undrawn amounts, less the amount of our letters of credit exposure. For standby letters of credit, we are required to pay a fee on the face amount of such letters of credit that varies depending on whether the letter of credit exposure is cash collateralized.

*Prepayments.* We can make prepayments of amounts outstanding under the U.S. revolving credit facility, in whole or in part, without premium or penalty, subject to standard LIBOR breakage costs, if applicable. We may be required to apply the proceeds from sales of collateral accounts, other than sales of inventory in the ordinary course of business, to repay amounts outstanding under the revolving credit facility and correspondingly reduce the commitments there under.

*Covenants.* The U.S. revolving credit facility contains customary covenants, including restrictions on mergers and acquisitions, indebtedness, affiliate transactions, liens, dividends and distributions, dispositions of collateral, investments and prepayments of indebtedness, as well as a covenant that requires the Borrowers to maintain certain minimum liquidity or availability requirements.

*Events of Default.* The U.S. revolving credit facility also includes customary events of default, including nonpayment, misrepresentation, breach of covenant, bankruptcy, change of ownership, certain judgments and certain cross defaults. Upon the occurrence of an event of default, commitments under the U.S. revolving credit facility may be terminated and amounts outstanding may be accelerated and declared immediately due and payable.

**Iceland Revolving Credit Facility**

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*General.* Our wholly-owned subsidiary, Nordural Grundartangi ehf ("Grundartangi"), has entered into a \$50.0 million revolving credit facility agreement with Landsbankinn hf., dated November 2013, as amended. Under the terms of the Iceland revolving credit facility, when Grundartangi borrows funds it will designate a repayment date, which may be any date prior to the maturity of the Iceland revolving credit facility. The Iceland revolving credit facility has a term through November 2022.

**Status of our Iceland revolving credit facility:**

		<b>December 31, 2020</b>
Credit facility maximum amount	\$	50.0
Borrowing availability		5.0
Outstanding letters of credit issued		—
Outstanding borrowings		45.0
Borrowing availability, net of outstanding letters of credit and borrowings	\$	5.0

*Borrowing Base.* The availability of funds under the Iceland revolving credit facility is limited by a specified borrowing base consisting of inventory and accounts receivable of Grundartangi.

*Security.* Grundartangi's obligations under the Iceland revolving credit facility are secured by a general bond under which Grundartangi's inventory and accounts receivable are pledged to secure full payment of the loan.

*Interest Rates and Fees.* Any amounts outstanding under the Iceland revolving credit facility will bear interest at LIBOR plus a margin per annum.

*Prepayments.* Any outstanding borrowings may be prepaid without penalty or premium in whole or in part.

*Covenants.* The Iceland revolving credit facility contains customary covenants, including restrictions on mergers and acquisitions, dispositions of assets, compliance with permits, laws and payment of taxes, as well as a covenant that requires Grundartangi to maintain a certain minimum equity ratio.

*Events of Default.* The Iceland revolving credit facility also includes customary events of default, including nonpayment, loss of license, cessation of operations, unlawfulness, breach of covenant, bankruptcy, change of ownership, certain judgments and certain cross defaults. Upon the occurrence of an event of default, commitments under the Iceland revolving credit facility may be terminated and amounts outstanding may be accelerated and declared immediately due and payable.

**Contingent Obligation**

We have a contingent obligation in connection with the "unwind" of a contractual arrangement between CAKY, Big Rivers and a third party and the execution of a long-term cost-based power contract with Kenergy, a member of a cooperative of Big Rivers, in July 2009. This contingent obligation consists of the aggregate payments made to Big Rivers by the third party on CAKY's behalf in excess of the agreed upon base amount under the long-term cost-based power contract with Kenergy. Our obligation to make repayments is contingent upon certain operating criteria for Hawesville and the LME price of primary aluminum. When the conditions for repayment are met, and for so long as those conditions continue to be met, we will be obligated to make principal and interest payments, in up to 72 monthly payments. Interest accrues at an annual rate equal to 10.94% and the term of the agreement is through December 2028.

Based on the LME forward market prices for primary aluminum at December 31, 2020, we recognized a derivative asset which offsets our contingent obligation. As a result, our net liability decreased and we recognized a gain of \$1.4 million for each of the years ended December 31, 2020 and 2019. These amounts are exactly offset by interest expense on the contingent obligation which is recorded in interest expense. In addition, we believe that we will not have any payment obligations for the contingent obligation through the term of the agreement, which expires in 2028. However, future increases in the LME forward market may result in a partial or full derecognition of the derivative asset and a corresponding recognition of a loss.

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The following table provides information about the balance sheet location and gross amounts offset:

<u>Offsetting of financial instruments and derivatives</u>	<u>Balance sheet location</u>	<u>December 31, 2020</u>	<u>December 31, 2019</u>
Contingent obligation – principal	Other liabilities	\$ (12.9)	\$ (12.9)
Contingent obligation – accrued interest	Other liabilities	(13.7)	(12.3)
Contingent obligation – derivative asset	Other liabilities	26.6	25.2
		<u>\$ —</u>	<u>\$ —</u>

**Industrial Revenue Bonds**

As part of the purchase price for our acquisition of the Hawesville facility, we assumed IRBs which were issued in connection with the financing of certain solid waste disposal facilities constructed at the Hawesville facility. The IRBs bear interest at a variable rate not to exceed 12% per annum determined weekly based upon prevailing rates for similar bonds in the industrial revenue bond market and interest on the IRBs is paid quarterly. The IRBs are secured by a letter of credit issued under our U.S revolving credit facility and mature in April 2028.

**7. Shareholders' Equity**

**Common Stock**

As of December 31, 2020 and 2019, we had 195,000,000 shares of common stock, \$0.01 cent par value, authorized under our Restated Certificate of Incorporation, of which 97,242,318 shares were issued and 90,055,797 shares were outstanding at December 31, 2020; 96,372,182 shares were issued and 89,185,661 shares were outstanding at December 31, 2019.

The rights, preferences and privileges of holders of our common stock are subject to, and may be adversely affected by, the rights of the holders of shares of any series of our preferred stock which are currently outstanding, including our Series A Convertible Preferred Stock, or which we may designate and issue in the future.

**Preferred Stock**

As of December 31, 2020 and 2019, we had 5,000,000 shares of preferred stock, \$0.01 cent par value per share, authorized under our Restated Certificate of Incorporation. Our Board of Directors may issue preferred stock in one or more series and determine for each series the dividend rights, conversion rights, voting rights, redemption rights, liquidation preferences, sinking fund terms and the number of shares constituting that series, as well as the designation thereof. Depending upon the terms of preferred stock established by our Board of Directors, any or all of the preferred stock could have preference over the common stock with respect to dividends and other distributions and upon the liquidation of Century. In addition, issuance of any shares of preferred stock with voting powers may dilute the voting power of the outstanding common stock.

***Series A Convertible Preferred Stock***

*Shares Authorized and Outstanding.* In 2008, we issued 160,000 shares of our Series A Convertible Preferred Stock. Glencore holds all of the issued and outstanding Series A Convertible Preferred Stock. At December 31, 2020 and December 31, 2019, 63,589 shares and 67,323 shares were outstanding, respectively.

The issuance of common stock under our stock incentive programs, debt exchange transactions and any stock offering that excludes Glencore participation triggers anti-dilution provisions of the preferred stock agreement and results in the automatic conversion of Series A Convertible Preferred Stock shares into shares of common stock. The conversion of preferred to common shares is 100 shares of common for each share of preferred stock. Our Series A Convertible Preferred Stock has a par value of \$0.01 per share.

The Common and Preferred Stock Activity table below contains additional information about preferred stock conversions during 2020, 2019 and 2018:

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Common and Preferred Stock Activity: (in shares)	Preferred Stock	Common stock	
	Series A Convertible	Treasury	Outstanding
Balance as of December 31, 2017	74,364	7,186,521	87,544,777
Repurchase of common stock	—	—	—
Conversion of convertible preferred stock	(2,397)	—	239,748
Issuance for share-based compensation plans	—	—	318,915
Balance as of December 31, 2018	71,967	7,186,521	88,103,440
Repurchase of common stock	—	—	—
Conversion of convertible preferred stock	(4,644)	—	464,431
Issuance for share-based compensation plans	—	—	617,790
Balance as of December 31, 2019	67,323	7,186,521	89,185,661
Repurchase of common stock	—	—	—
Conversion of convertible preferred stock	(3,734)	—	373,416
Issuance for share-based compensation plans	—	—	496,720
Balance as of December 31, 2020	63,589	7,186,521	90,055,797

*Dividend Rights.* So long as any shares of our Series A Convertible Preferred Stock are outstanding, we may not pay or declare any dividend or make any distribution upon or in respect of our common stock or any other capital stock ranking on a parity with or junior to the Series A Convertible Preferred Stock in respect of dividends or liquidation preference, unless we, at the same time, declare and pay a dividend or distribution on the shares of Series A Convertible Preferred Stock (a) in an amount equal to the amount such holders would receive if they were the holders of the number of shares of our common stock into which their shares of Series A Convertible Preferred Stock are convertible as of the record date fixed for such dividend or distribution, or (b) in the case of a dividend or distribution on other capital stock ranking on a parity with or junior to the Series A Convertible Preferred Stock in such amount and in such form as (based on the determination of holders of a majority of the Series A Convertible Preferred Stock) will preserve, without dilution, the economic position of the Series A Convertible Preferred Stock relative to such other capital stock.

*Voting Rights.* The Series A Convertible Preferred Stock has no voting rights for the election of directors or on other matters where the shares of common stock have voting rights. However, we may not change the powers, preferences, or rights given to the Series A Convertible Preferred Stock, or authorize, create or issue any additional shares of Series A Convertible Preferred Stock without the affirmative vote of the holders of a majority of the shares of Series A Convertible Preferred Stock then outstanding (voting separately as a class).

*Liquidation Rights.* Upon any liquidation, dissolution, or winding-up of Century, the holders of shares of Series A Convertible Preferred Stock are entitled to receive a preferential distribution of \$0.01 per share out of the assets available for distribution. In addition, upon any liquidation, dissolution or winding-up of Century, if our assets are sufficient to make any distribution to the holders of the common stock, then the holders of shares of Series A Convertible Preferred Stock are also entitled to share ratably with the holders of common stock in the distribution of Century's assets (as though the holders of Series A Convertible Preferred Stock were holders of that number of shares of common stock into which their shares of Series A Convertible Preferred Stock are convertible). However, the amount of any such distribution will be reduced by the amount of the preferential distribution received by the holders of the Series A Convertible Preferred Stock.

*Transfer Restrictions.* Glencore is prohibited from transferring shares of Series A Convertible Preferred Stock to any party other than an affiliate who agrees to become bound by certain agreements associated with these shares.

*Automatic Conversion.* The Series A Convertible Preferred Stock automatically converts, without any further act of Century or any holders of Series A Convertible Preferred Stock, into shares of common stock, at a conversion ratio of 100 shares of common stock for each share of Series A Convertible Preferred Stock, upon the occurrence of any of the following automatic conversion events:

- If we sell or issue shares of common stock or any other stock that votes generally with our common stock, or the occurrence of any other event, including a sale, transfer or other disposition of common stock by Glencore, as a result

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of which the percentage of voting stock held by Glencore decreases, an amount of Series A Convertible Preferred Stock will convert to common stock to restore Glencore to its previous ownership percentage;

- If shares of Series A Convertible Preferred Stock are transferred to an entity that is not an affiliate of Glencore, such shares of Series A Convertible Preferred Stock will convert to shares of our common stock, provided that such transfers may only be made pursuant to an effective registration statement;
- Upon a sale of Series A Convertible Preferred Stock by Glencore in a Rule 144 transaction in which the shares of Series A Convertible Preferred Stock and our common stock issuable upon the conversion thereof are not directed to any purchaser, such shares of Series A Convertible Preferred Stock sold will convert to shares of our common stock; and
- Immediately prior to and conditioned upon the consummation of a merger, reorganization or consolidation to which we are a party or a sale, abandonment, transfer, lease, license, mortgage, exchange or other disposition of all or substantially all of our property or assets, in one or a series of transactions where, in any such case, all of our common stock would be converted into the right to receive, or exchanged for, cash and/or securities, other than any transaction in which the Series A Convertible Preferred Stock will be redeemed.

*Optional Conversion.* Glencore has the option to convert the Series A Convertible Preferred Stock in a tender offer or exchange offer, at the same conversion ratio as above, in which a majority of the outstanding shares of our common stock have been tendered by the holders thereof and not duly withdrawn at the expiration time of such tender or exchange offer, so long as the Series A Convertible Preferred Stock is tendered or exchanged in such offer.

*Stock Combinations – Adjustments.* If, at any time while the Series A Convertible Preferred Stock is outstanding, Century combines outstanding common stock into a smaller number of shares, then the number of shares of common stock issuable on conversion of each share of Series A Convertible Preferred Stock will be decreased in proportion to such decrease in the aggregate number of shares of common stock outstanding.

*Redemptions or Repurchases of Common Stock.* We may not redeem or repurchase our common stock unless we redeem or repurchase, or otherwise make a payment on, a pro-rata number of shares of the Series A Convertible Preferred Stock. These restrictions do not apply to our open market repurchases or our repurchases pursuant to our employee benefit plans.

*Right of Redemption.* The Series A Convertible Preferred Stock will be redeemed by Century if any of the following events occur (at a redemption price based on the trading price of our common stock prior to the announcement of such event) and Glencore votes its shares of our common stock in opposition to such events:

- We propose a merger, reorganization or consolidation, sale, abandonment, transfer, lease, license, mortgage, exchange or other disposition of all or substantially all of our property or assets where any of our common stock would be converted into the right to receive, or exchanged for, assets other than cash and/or securities traded on a national stock exchange or that are otherwise readily marketable, or
- We propose to dissolve and wind up operations and any assets, other than cash and/or securities traded on a national stock exchange or that are otherwise readily marketable, are to be distributed to the holders of our common stock.

***Stock Repurchase Program***

In 2011, our Board of Directors authorized a \$60.0 million stock repurchase program and during the first quarter of 2015, our Board of Directors increased the size of the program by \$70.0 million. Under the program, Century is authorized to repurchase up to \$130.0 million of our outstanding shares of common stock, from time to time, on the open market at prevailing market prices, in block trades or otherwise. The timing and amount of any shares repurchased will be determined by our management based on its evaluation of market conditions, the trading price of our common stock and other factors. The stock repurchase program may be suspended or discontinued at any time.

Shares of common stock repurchased are recorded at cost as treasury stock and result in a reduction of shareholders' equity in the consolidated balance sheets. From time to time, treasury shares may be reissued as contributions to our employee benefit plans and for the conversion of preferred stock. When shares are reissued, we use an average cost method for determining cost. The difference between the cost of the shares and the reissuance price is added to or deducted from additional paid-in capital.

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Through December 31, 2020, we repurchased 7,186,521 shares of common stock for an aggregate purchase price of \$86.3 million. We have made no repurchases since April 2015 and have approximately \$43.7 million remaining under the repurchase program authorization as of December 31, 2020.

**8. Inventories**

Inventories, at December 31, consist of the following:

	<b>2020</b>	<b>2019</b>
Raw materials	\$ 95.9	\$ 101.3
Work-in-process	40.5	44.1
Finished goods	26.9	34.3
Operating and other supplies	127.8	140.9
Inventories	<u>\$ 291.1</u>	<u>\$ 320.6</u>

**9. Property, Plant and Equipment**

Property, plant and equipment, at December 31, consist of the following:

	<b>2020</b>	<b>2019</b>
Land and improvements	\$ 40.1	\$ 41.8
Buildings and improvements	340.1	337.2
Machinery and equipment	1,506.5	1,467.0
Construction in progress	15.8	44.9
	<u>1,902.5</u>	<u>1,890.9</u>
Less accumulated depreciation	(1,022.1)	(941.7)
Property, plant and equipment - net	<u>\$ 880.4</u>	<u>\$ 949.2</u>

For the years ended December 31, 2020, 2019 and 2018, we recorded depreciation and amortization expense of \$83.0 million, \$83.2 million, and \$90.1 million, respectively.



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**10. Accumulated Other Comprehensive Loss ("AOCL")**

<i>Components of AOCL</i>	<b>2020</b>	<b>2019</b>
Defined benefit plan liabilities	\$ (123.7)	\$ (115.9)
Unrealized gain (loss) on financial instruments	2.1	2.3
Other comprehensive loss before income tax effect	(121.6)	(113.6)
Income tax effect <sup>(1)</sup>	2.8	3.8
Accumulated other comprehensive loss	<u>\$ (118.8)</u>	<u>\$ (109.8)</u>

(1) The allocation of the income tax effect to the components of other comprehensive loss is as follows:

	<b>2020</b>	<b>2019</b>
Defined benefit plan liabilities	\$ 3.2	\$ 4.3
Unrealized loss on financial instruments	(0.4)	(0.4)

The following table summarizes the changes in the accumulated balances for each component of AOCL:

	<b>Defined benefit plan and other postretirement liabilities</b>	<b>Unrealized gain (loss) on financial instruments</b>	<b>Total, net of tax</b>
Balance, December 31, 2017	\$ (93.8)	\$ 2.1	\$ (91.7)
Other comprehensive (loss) before reclassifications	(7.3)	—	(7.3)
Net amount reclassified to net income (loss)	0.4	(0.1)	0.3
Balance, December 31, 2018	(100.7)	2.0	(98.7)
Impact of ASU 2018-02*	(1.3)	—	(1.3)
Other comprehensive (loss) before reclassifications	(12.7)	—	(12.7)
Net amount reclassified to net income (loss)	3.0	(0.1)	2.9
Balance, December 31, 2019	(111.7)	1.9	(109.8)
Other comprehensive income before reclassifications	(13.5)	—	(13.5)
Net amount reclassified to net income (loss)	4.6	(0.1)	4.5
Balance, December 31, 2020	<u>\$ (120.6)</u>	<u>\$ 1.8</u>	<u>\$ (118.8)</u>

\*ASU 2018-02. See Note 14. Income Taxes for further information regarding our adoption of ASU 2018-02.

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Reclassifications out of AOCL were included in the consolidated statements of operations as follows:

<b>AOCL Components</b>	<b>Location</b>	<b>2020</b>	<b>2019</b>	<b>2018</b>
Defined benefit plan and other postretirement liabilities	Cost of goods sold	\$ (4.7)	\$ (3.2)	\$ 2.8
	Selling, general and administrative expenses	(2.0)	(4.4)	(1.9)
	Other operating expense, net	(1.1)	(1.0)	1.2
	Income tax expense	(1.1)	(1.1)	(1.6)
	Net of tax	<u>\$ (8.9)</u>	<u>\$ (9.7)</u>	<u>\$ 0.5</u>
Gain (loss) on financial instruments	Cost of goods sold	\$ (0.2)	\$ (0.2)	\$ (0.2)
	Income tax benefit	0.1	0.1	0.0
	Net of tax	<u>\$ (0.1)</u>	<u>\$ (0.1)</u>	<u>\$ (0.2)</u>

## 11. Pension and Other Postretirement Benefits

### Pension Benefits

We maintain noncontributory defined benefit pension plans for certain domestic hourly and salaried employees. For the eligible domestic salaried employees, plan benefits are based primarily on years of service and average compensation during the later years of employment. For hourly employees, plan benefits are based primarily on a formula that provides a specific benefit for each year of service. Our funding policy is to contribute amounts based upon actuarial and economic assumptions designed to achieve adequate funding of the projected benefit obligations and to meet the minimum funding requirements of the Employee Retirement Income Security Act of 1974 ("ERISA"). In addition, we maintain the supplemental executive retirement benefit ("SERB") plan for certain current and former executive officers, which is frozen to future accruals.

#### *PBGC Settlement*

In 2013, we entered into a settlement agreement with the Pension Benefit Guaranty Corporation ("PBGC") regarding an alleged "cessation of operations" at our Ravenswood facility. Pursuant to the terms of the agreement, we would make additional contributions (above any minimum required contributions) to our defined benefit pension plans totaling approximately \$17.4 million over the term of the agreement. Under certain circumstances, in periods of lower primary aluminum prices relative to our cost of operations, we are able to defer one or more of these payments, but would then be required to provide the PBGC with acceptable security for deferred payments. We did not make any contributions during the years ended December 31, 2020, 2019 and 2018. We have elected to defer certain payments under the PBGC agreement and have provided the PBGC with the appropriate security. The remaining contributions under this agreement are approximately \$9.6 million.

### Other Postretirement Benefits ("OPEB")

In addition to providing pension benefits, we provide certain healthcare and life insurance benefits for certain domestic retired employees. We accrue the estimated cost of providing postretirement benefits during the working careers of those employees who could become eligible for such benefits when they retire. We fund these benefits as the retirees submit claims.

#### *Retiree medical welfare changes*

Under the current Hawesville labor agreement, employees who retire during the term of the labor agreement have been divided into sub-groups based on attributes such as Medicare eligibility, hire date, age and years of service. Levels of benefits are defined for the sub-groups and range from no substantive change from the benefits provided under the previous labor agreement to replacement of the defined retiree medical benefit program with individual health reimbursement accounts for each eligible participant. The health reimbursement accounts are funded based on established rates per hour worked by each

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eligible participant. Eligible participants will be able to withdraw from their health reimbursement accounts to fund their own retiree medical coverage.

During 2017, the Company amended its non-union retiree medical and life insurance benefits to align the Company's benefits with the market and achieve a uniform retiree medical benefit design across the Company's U.S. locations. Effective January 1, 2018, non-union retiree medical and life insurance benefits are restricted to current participants who meet the eligibility criteria as of January 1, 2018. Additionally, effective January 1, 2019, Century will no longer administer non-union retiree medical, prescription drug, dental, or vision benefits and instead will make fixed health reimbursement account contributions.

**Obligations and Funded Status**

The change in benefit obligations and change in plan assets as of December 31 are as follows:

	Pension		OPEB	
	2020	2019	2020	2019
<b>Change in benefit obligation:</b>				
Benefit obligation at beginning of year	\$ 358.4	\$ 314.4	\$ 107.7	\$ 108.7
Service cost	4.9	4.0	0.2	0.2
Interest cost	11.4	13.3	3.1	4.5
Actuarial (gain) loss	31.1	46.5	2.7	0.1
Medicare Part D	—	—	0.2	0.3
Benefits paid	(20.0)	(19.8)	(6.0)	(6.1)
Benefit obligation at end of year	<u>\$ 385.8</u>	<u>\$ 358.4</u>	<u>\$ 107.9</u>	<u>\$ 107.7</u>

The increase in the defined benefit plans' benefit obligation was mainly driven by the actuarial loss in 2020, which was primarily attributable to the decrease in the discount rate from fiscal year 2019 to 2020. This increase was partially offset by a new mortality projection scale assumption.

The OPEB plan's benefit obligation remains consistent with prior year as the decrease in the discount rate from fiscal year 2019 to 2020 which led to an actuarial loss in 2020 was offset by the impact from a new longevity improvement scale assumption and general maturity of the OPEB plans.

	Pension		OPEB	
	2020	2019	2020	2019
<b>Change in plan assets:</b>				
Fair value of plan assets at beginning of year	\$ 295.8	\$ 261.7	\$ —	\$ —
Actual return on plan assets	41.1	52.2	—	—
Employer contributions	1.9	1.8	5.8	5.8
Medicare Part D subsidy received	—	—	0.2	0.3
Benefits paid	(20.0)	(19.8)	(6.0)	(6.1)
Fair value of assets at end of year	<u>\$ 318.8</u>	<u>\$ 295.9</u>	<u>\$ —</u>	<u>\$ —</u>

The decrease of actual return on plan assets in 2020 was primarily attributable to the impact of COVID-19 on market prices during 2020.

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	Pension		OPEB	
	2020	2019	2020	2019
<b>Funded status of plans:</b>				
Funded status	\$ (67.0)	\$ (62.6)	\$ (107.9)	\$ (107.7)

**Amounts recognized in the Consolidated Balance Sheets:**

Non-current assets	—	—	—	—
Current liabilities	(1.8)	(1.8)	(6.4)	(7.1)
Non-current liabilities	(65.2)	(60.8)	(101.5)	(100.7)
Net amount recognized	<u>\$ (67.0)</u>	<u>\$ (62.6)</u>	<u>\$ (107.9)</u>	<u>\$ (107.8)</u>

**Amounts recognized in accumulated other comprehensive loss (pre-tax):**

Net loss	\$ 94.0	\$ 89.7	\$ 42.2	\$ 41.7
Prior service cost (benefit)	1.1	1.2	(13.5)	(16.7)
Total	<u>\$ 95.1</u>	<u>\$ 90.9</u>	<u>\$ 28.7</u>	<u>\$ 25.0</u>

**Pension Plans That Are Not Fully Funded**

At December 31, 2020, the projected benefit obligation, accumulated benefit obligation and fair value of plan assets for the pension plans with accumulated benefit obligations in excess of plan assets were \$385.8 million, \$379.4 million, and \$318.8 million, respectively.

At December 31, 2019, the projected benefit obligation, accumulated benefit obligation and fair value of plan assets for the pension plans with accumulated benefit obligations in excess of plan assets were \$358.4 million, \$352.2 million and \$295.9 million, respectively.

**Components of net periodic benefit cost and other amounts recognized in other comprehensive loss:**

**Net Periodic Benefit Cost:**

	Year Ended December 31,					
	Pension			OPEB		
	2020	2019	2018	2020	2019	2018
Service cost	\$ 4.9	\$ 4.0	\$ 4.3	\$ 0.2	\$ 0.2	\$ 0.2
Interest cost	11.4	13.3	12.4	3.1	4.5	4.2
Expected return on plan assets	(20.8)	(18.3)	(21.1)	—	—	—
Amortization of prior service costs	0.1	0.1	0.1	(3.2)	(4.9)	(7.3)
Amortization of net loss	6.5	6.6	5.2	2.2	2.3	4.0
Net periodic benefit cost	<u>\$ 2.1</u>	<u>\$ 5.7</u>	<u>\$ 0.9</u>	<u>\$ 2.3</u>	<u>\$ 2.1</u>	<u>\$ 1.2</u>

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**Other changes in Plan Assets and Benefit Obligations Recognized in Other Comprehensive Loss (pre-tax):**

	Year Ended December 31,			
	Pension		OPEB	
	2020	2019	2020	2019
Net loss (gain)	\$ 10.8	\$ 12.6	\$ 2.7	\$ 0.1
Prior service cost (benefit)	—	—	—	—
Amortization of net loss, including recognition due to settlement	(6.5)	(6.6)	(2.2)	(2.3)
Amortization of prior service (cost) benefit, including recognition due to curtailment	(0.1)	(0.1)	3.2	4.9
Total amount recognized in other comprehensive loss	4.2	5.9	3.7	2.7
Net periodic benefit cost	2.1	5.7	2.3	2.1
Total recognized in net periodic benefit cost and other comprehensive loss	<u>\$ 6.3</u>	<u>\$ 11.6</u>	<u>\$ 6.0</u>	<u>\$ 4.8</u>

**Weighted average assumptions used to determine benefit obligations at December 31:**

	Pension		OPEB	
	2020	2019	2020	2019
Discount rate <sup>(1)</sup>	2.58%	3.26%	2.34%	3.07%
Rate of compensation increase <sup>(2)</sup>	3%/3.5%	3%/3.5%	3%/3.5%	3%/3.5%
Measurement date	12/31/2020	12/31/2019	12/31/2020	12/31/2019

**Weighted average assumptions used to determine net periodic benefit cost for the years ended December 31:**

	Pension			OPEB		
	2020	2019	2018	2020	2019	2018
Measurement date	12/31/2019	12/31/2018	12/31/2017	12/31/2019	12/31/2018	12/31/2017
Fiscal year end	12/31/2020	12/31/2019	12/31/2018	12/31/2020	12/31/2019	12/31/2018
Discount rate <sup>(1)</sup>	3.22%	4.38%	3.69%	2.79%	4.29%	3.66%
Rate of compensation increase <sup>(3)</sup>	3%/3.5%	3%/3.5%	3%/4%	3%/3.5%	3%/3.5%	3%/4%
Expected return on plan assets <sup>(4)</sup>	7.25%	7.25%	7.18%	—	—	—

<sup>(1)</sup> We use the Ryan Above Median Yield Curve to determine the discount rate.

<sup>(2)</sup> For 2020 and 2019, the rate of compensation increase is 3% per year for the first year and 3.5% per year thereafter.

<sup>(3)</sup> For 2020, the rate of compensation increase is 3% per year for the first year and 3.5% per year thereafter. For 2019, the rate of compensation increase is 3% for the first year and 3.5% per year thereafter. For 2018, the rate of compensation increase is 3% per year for the first two years and 4% per year thereafter.

<sup>(4)</sup> The rate for each of our defined benefit plans was selected by taking into account our expected asset mix and is based on historical performance as well as expected future rates of return on plan assets.

For measurement purposes, medical cost inflation is initially estimated to be 6.1%, and 6.7% for pre and post-65 participants, respectively, declining to 4.5% over ten years and continuing thereafter.

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**Benefit Plan Assets**

***Pension Plan Investment Strategy and Policy***

The Pension Plans' assets are invested in a prudent manner for the exclusive purpose of providing benefits to participants.

Other objectives are to:

- Provide a total return that, over the long term, provides sufficient assets to fund the pension plan liabilities subject to a level of risk, contributions and pension expense deemed appropriate by the company.
- Minimize, where possible, pension expense volatility, and inclusion of liability driven investing as an investment strategy when appropriate. As the funding ratio improves, the objectives will evolve to minimize the funded status volatility.
- Diversify investments within asset classes to reduce the impact of losses in single investments.

The assets of the Pension Plans are invested in compliance with ERISA, as amended, and any subsequent applicable regulations and laws.

***Performance***

Our performance objective is to outperform the return of weighing passive investment alternatives by the policy target allocations after fees at a comparable level of risk. This investment objective is expected to be achieved over the long term and is measured over rolling multi-year periods. Peer-relative performance comparisons will also be considered especially when performance deviates meaningfully from market indexes. Investment objectives for each asset class are included below.

***Asset Allocation Policy***

Asset allocation policy is the principal method for achieving the Pension Plans' investment objectives stated above. The Pension Plans' weighted average long-term strategic asset allocation policy targets are as follows:

	<b>Pension Plan Asset Allocation</b>		
	<b>2020 Target</b>	<b>December 31, 2020</b>	<b>December 31, 2019</b>
Equities:			
U.S. equities	30%	31%	27%
International equities	26%	27%	23%
Fixed income	44%	42%	50%
		100%	100%

U.S. and international equities are held for their long-term expected return premium over fixed income investments and inflation. Fixed income is held for diversification relative to equities.

The strategic role of U.S. and international equities is to:

- Provide higher expected returns of the major asset classes.
- Maintain a diversified exposure within the U.S. and international stock markets through the use of multi-manager portfolio strategies.
- Achieve returns in excess of passive indexes through the use of active investment managers and strategies.

The strategic role of fixed income is to:

- Diversify the Pension Plans' equity exposure by investing in fixed income securities that exhibit a low correlation to equities, thereby lowering the overall return volatility of the entire investment portfolio.

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- Maintain a diversified exposure within the U.S. fixed income market through the use of multi-manager portfolio strategies.
- Achieve returns in excess of passive indexes through the use of active investment managers and strategies.

The long-term strategic asset allocation policy is reviewed regularly or whenever significant changes occur to Century's or the Pension Plans' financial position and liabilities.

***Fair Value Measurements of Pension Plan assets***

The following table sets forth by level the fair value hierarchy our Pension Plans' assets. These assets are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. Our assessment of the significance of a particular input to the fair value measurement requires judgment, and may affect the valuation of fair value assets and liabilities and the placement within the fair value hierarchy levels.

**Fair Value of Pension Plans' assets included under the fair value hierarchy:**

<b>As of December 31, 2020</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
<b>Equities:</b>				
U.S. equities	\$ 98.4	\$ —	\$ —	\$ 98.4
International equities	86.8	—	—	86.8
Fixed income	133.6	—	—	133.6
<b>Total</b>	<b>\$ 318.8</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 318.8</b>
<b>As of December 31, 2019</b>				
<b>Equities:</b>				
U.S. equities	\$ 78.5	\$ —	\$ —	\$ 78.5
International equities	66.7	—	—	66.7
Fixed income	150.7	—	—	150.7
<b>Total</b>	<b>\$ 295.9</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 295.9</b>

Our Pension Plans' assets are held in certain mutual funds. The fair value of the mutual funds is based on the Net Asset Value ("NAV") which is calculated every business day. The value of the underlying securities within the mutual funds are determined as follows:

- U.S. listed equities; equity and fixed income options: Last sale price; last bid price if no last sale price;
- U.S. over-the-counter equities: Official closing price; last bid price if no closing price;
- Foreign equities: Official closing price, where available, or last sale price; last bid price if no official closing price; and
- Municipal bonds, US bonds, Eurobonds/foreign bonds: Evaluated bid price; broker quote if no evaluated bid price.

Our other postretirement benefit plans are unfunded. We fund these benefits as the retirees submit claims.

***Pension and OPEB Cash Flows***

During both 2020 and 2019, we made contributions of approximately \$1.9 million and \$1.8 million to the qualified defined benefit and SERB plans we sponsor, respectively.

We expect to make the following contributions for 2021:

	<b>2021</b>
Expected pension plan contributions	\$ 1.8
Expected OPEB benefits payments	6.4

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**Estimated Future Benefit Payments**

The following table provides the estimated future benefit payments for the pension and other postretirement benefit plans:

	<b>Pension Benefits</b>	<b>OPEB Benefits</b>
2021	\$ 20.8	\$ 6.4
2022	20.9	6.4
2023	20.6	6.3
2024	20.3	6.3
2025	20.2	6.2
2026 – 2030	99.7	30.1

**Participation in Multi-employer Pension Plans**

The union-represented employees at Hawesville are part of a United Steel, Paper and Forestry, Rubber, Manufacturing, Energy, Allied Industrial and Service Workers International Union ("USWA") sponsored multi-employer plan. Our contributions to the plan are determined at a fixed rate per hour worked. Currently, we do not have any plans to withdraw from or curtail participation in this plan. The risks of participating in a multi-employer plan are different from single-employer plans in the following respects:

- Assets contributed to the multi-employer plan by one employer may be used to provide benefits to employees of other participating employers.
- If a participating employer stops contributing to the plan, the unfunded obligations of the plan may be borne by the remaining participating employers.
- If a participating employer chooses to stop participating in a multi-employer plan, the employer may be required to pay the plan an amount based on the underfunded status of the plan, referred to as a withdrawal liability.

Century's participation in the plan for the year ended December 31, 2020, is outlined in the table below.

<b>Fund</b>	<b>Steelworkers Pension Trust</b>
EIN / PN	23-6648508/499
Pension Protection Act Zone Status 2020 <sup>(1)</sup>	Green
Pension Protection Act Zone Status 2019 <sup>(1)</sup>	Green
Subject to Financial Improvement/Rehabilitation Plan <sup>(2)</sup>	No
Contributions of Century Aluminum 2020	\$1.4
Contributions of Century Aluminum 2019	\$1.3
Contributions of Century Aluminum 2018	\$1.0
Withdrawal from Plan Probable	No
Surcharge Imposed	No
Expiration Date of Collective Bargaining Agreement <sup>(2)</sup>	March 31, 2021

<sup>(1)</sup> The most recent Pension Protection Act zone status available in 2020 and 2019 is for the plan's year-end December 31, 2019 and December 31, 2018, respectively. The zone status is based on information that Century received from the plan as well as publicly available information per the Department of Labor and is certified by the plan's actuary. Among other factors, plans in the green zone are at least 80 percent funded.

<sup>(2)</sup> The "Subject to Financial Improvement / Rehabilitation Plan" column indicates plans for which a financial improvement plan (FIP) or a rehabilitation plan (RP) is either pending or has been implemented. The last column lists the expiration date(s) of the collective-bargaining agreement(s) to which the plans are subject.



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*Century 401(k) Plans*

We sponsor a tax-deferred savings plan under which eligible domestic employees may elect to contribute specified percentages of their compensation with Century. We match a portion of participants' contributions to the savings plan. Employee and matching contributions are considered fully vested immediately upon participation in the plan. Concurrent with the 2014 amendment to the Salaried Pension Plan that eliminated future accruals for participants who are under age 50 as of January 1, 2015 and closed the plan to new entrants, the Company increased the proportional match of contributions made to those affected by the amendment. The expense related to the plan was \$4.9 million, \$4.9 million, and \$4.4 million for 2020, 2019, and 2018, respectively.

**12. Share-based Compensation**

*Amended and Restated Stock Incentive Plan.* We award restricted share units and grant qualified incentive and nonqualified stock options to our salaried officers, non-employee directors, and other key employees from our Amended and Restated Stock Incentive Plan (the "Stock Incentive Plan"). The Stock Incentive Plan has 12,900,000 shares authorized for issuance with approximately 5,082,695 shares remaining at December 31, 2020. Our share-based compensation consists of service-based and performance-based share awards that typically vest over a period of three years from the date of grant, provided that the recipient is still our employee at the time of vesting. Our independent non-employee directors receive annual grants of service-based share awards that typically vest following 12 months of service.

*Long-Term Incentive Plan.* We also grant annual long-term incentive awards under our Amended and Restated Long-Term Incentive Plan (the "LTIP"). The LTIP is designed to provide senior-level employees the opportunity to earn long-term incentive awards through the achievement of performance goals and to align compensation with the interests of our stockholders. This is achieved by linking compensation to share price appreciation and total stockholder return over a multi-year period. Awards made under the LTIP are granted subject to the Stock Incentive Plan to the extent the award is deliverable in stock. We provide two types of LTIP awards: time-vested share units and performance units.

Time-vested share units are stock-settled awards which do not contain any performance-based vesting requirements. Performance units can be settled in cash or stock and vest based on the achievement of pre-determined performance metrics at the discretion of the Board. Our performance unit liability was approximately \$6.5 million and \$3.7 million as of December 31, 2020 and 2019, respectively. Both the performance units and time-vested share units vest, in their entirety, after three years.

<b>Service-based share awards</b>	<b>Number</b>
Outstanding at January 1, 2020	921,418
Granted	949,431
Vested	(249,700)
Forfeited	(39,997)
Outstanding at December 31, 2020	1,581,152
<b>Performance-based share awards</b>	<b>Number</b>
Outstanding at January 1, 2020	844,063
Granted	646,565
Vested	(288,851)
Forfeited	—
Outstanding at December 31, 2020	1,201,777

<b>Service-based share awards</b>	<b>Year ended December 31,</b>		
	<b>2020</b>	<b>2019</b>	<b>2018</b>
Weighted average per share fair value of service-based share grants	\$ 7.50	\$ 11.34	\$ 20.21
Total intrinsic value of option exercises	—	39	444

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*Fair Value Measurement of Share-Based Compensation Awards.* We estimate the fair value of each stock option award using the Black-Scholes model on the date of grant. Our last grant of stock options, awarded in 2009, expired in May 2019. We have not granted any stock options since 2009. For our service-based awards, fair value is equal to the closing stock price on the date of grant. For our performance-based awards, fair value is equal to the closing stock price at each reporting period end.

The following table summarizes the compensation cost recognized for the years ended December 31, 2020, 2019 and 2018 for all options, service-based and performance-based share awards. The compensation cost is included as part of selling, general and administrative expenses in our Consolidated Statements of Operations.

	Year ended December 31,		
	2020	2019	2018
Share-based compensation expense reported:			
Performance-based share expense	\$ 6.3	\$ 3.0	\$ (0.1)
Service-based share expense	3.3	3.5	3.8
Total share-based compensation expense before income tax	9.6	6.5	3.7
Income tax	—	—	—
Total share-based compensation expense, net of income tax	\$ 9.6	\$ 6.5	\$ 3.7

No share-based compensation cost was capitalized during these periods and there were no significant modifications of any share-based awards in 2020, 2019 and 2018. As of December 31, 2020, we had unrecognized compensation cost of \$12.5 million before taxes. This cost will be recognized over a weighted average period of two years.

### 13. Earnings (Loss) Per Share

Basic EPS amounts are calculated by dividing net income (loss) allocated to common stockholders by the weighted average number of common shares outstanding. Diluted EPS amounts assume the issuance of common stock for all potentially dilutive common shares outstanding.

The following table shows the basic and diluted earnings (loss) per share for 2020, 2019, and 2018:

	For the year ended December 31, 2020		
	Net (Loss)	Shares (in millions)	Per Share
Net loss	\$ (123.3)		
Amount allocated to common stockholders	100 %		
Basic and Diluted EPS: <sup>(1)</sup>	\$ (123.3)	89.5	\$ (1.38)

	For the year ended December 31, 2019		
	Net (Loss)	Shares (in millions)	Per Share
Net loss	\$ (80.8)		
Amount allocated to common stockholders	100 %		
Basic and Diluted EPS: <sup>(1)</sup>	\$ (80.8)	88.8	\$ (0.91)

	For the year ended December 31, 2018		
	Net Income	Shares (in millions)	Per Share
Net income	\$ (66.2)		
Amount allocated to common stockholders	100 %		
Basic and Diluted EPS: <sup>(1)</sup>	\$ (66.2)	87.6	\$ (0.76)

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<i>Securities excluded from the calculation of diluted EPS (in millions):</i>	2020 <sup>(1)</sup>	2019 <sup>(1)</sup>	2018 <sup>(1)</sup>
Share-based compensation	1.3	0.3	1.4

<sup>(1)</sup> In periods when we report a net loss, all share-based compensation awards are excluded from the calculation of diluted weighted average shares outstanding because of their anti-dilutive effect on earnings (loss) per share.

**14. Income Taxes**

The components of pre-tax book income (loss) consist of the following:

	Year Ended December 31,		
	2020	2019	2018
U.S.	\$ (76.7)	\$ (15.8)	\$ (39.7)
Foreign	(49.6)	(69.7)	(30.9)
Total	\$ (126.3)	\$ (85.5)	\$ (70.6)

Significant components of income tax expense consist of the following:

	Year Ended December 31,		
	2020	2019	2018
Current:			
U.S. federal current expense (benefit)	\$ —	\$ —	\$ 0.0
State current expense (benefit)	—	(0.1)	(1.1)
Foreign current expense	4.0	0.1	0.8
Total current expense (benefit)	4.0	(0.0)	(0.3)
Deferred:			
U.S. federal deferred benefit	(1.2)	(2.2)	(1.6)
State deferred benefit	—	(0.2)	—
Foreign deferred tax expense (benefit)	(5.9)	(6.0)	1.7
Total deferred expense (benefit)	(7.1)	(8.4)	0.1
Total income tax expense (benefit)	\$ (3.1)	\$ (8.4)	\$ (0.2)

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A reconciliation of the statutory U.S. Federal income tax rate to the effective income tax rate on income (loss) is as follows:

	<u>2020</u>	<u>2019</u>	<u>2018</u>
Federal Statutory Rate	21.0 %	21.0 %	21.0 %
Permanent differences	(1.2)	(13.1)	(25.7)
State taxes, net of Federal benefit	—	(0.1)	3.5
Rate change	(0.2)	(3.5)	(0.6)
Foreign earnings taxed at different rates than U.S.	(0.3)	(3.3)	11.8
Valuation allowance	(4.3)	72.8	81.2
Transition tax	—	—	(13.8)
Foreign restructuring	(2.3)	—	—
Foreign dividends	(1.5)	—	—
Net operating loss expiration and remeasurement	(10.8)	(66.2)	(75.8)
Changes in uncertain tax reserves	1.4	1.2	(1.4)
Other	0.6	1.0	0.1
Effective tax rate	<u>2.4 %</u>	<u>9.8 %</u>	<u>0.3 %</u>

The effective tax rate for each of the years ending December 31, 2020 and December 31, 2019 was lower than the statutory US tax rate of 21% primarily as a result of the non-recognition of current year domestic and foreign losses.

On January 1, 2019, the Company adopted ASU 2018-02, "Income Statement-Reporting Comprehensive Income (Topic 220), Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income," which provides for the reclassification from accumulated other comprehensive income to retained earnings of stranded tax effects resulting from the Tax Cuts and Jobs Act ("the Act"). In accordance with the provisions of the ASU, \$1.3 million of stranded tax effects related to the Act were reclassified from accumulated other comprehensive loss to retained earnings in the first quarter of 2019. This reclassification includes the impact of the change in the federal corporate income tax rate and the related federal benefit of state taxes.

The Company's accounting policy with respect to releasing income tax effects from accumulated other comprehensive income is to apply a security by security approach whereby the tax effects are measured based on the change in the unrealized gains or losses reflected in other comprehensive loss.

On March 27, 2020, the Coronavirus Aid, Relief and Economic Security Act (the "CARES Act") was enacted in response to the coronavirus ("COVID-19") pandemic. The CARES Act is aimed at providing assistance and health care for individuals, families, and businesses affected by COVID-19 and generally supporting the U.S. economy. The CARES Act, among other things, includes provisions related to refundable payroll tax credits, deferment of the employer portion of social security payments, net operating loss carryback periods, modifications to the net interest deduction limitations, and technical corrections to tax depreciation methods for qualified improvement property. The CARES Act did not have a material impact on the Company's consolidated financial condition or results of operations for the year ended December 31, 2020. On December 27, 2020, the Consolidated Appropriations Act ("CAA") was enacted in further response to the COVID-19 pandemic, in combination with omnibus spending for the 2021 federal fiscal year. The CAA extended many of the provisions enacted by the CARES Act, the extension of which likewise did not have a material impact on the Company's consolidated financial statements for the year ended December 31, 2020.

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes.

The significant components of our deferred tax assets and liabilities as of December 31 are as follows:

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	<u>2020</u>	<u>2019</u>
<b>Deferred tax assets:</b>		
Accrued postretirement benefit cost	\$ 38.9	\$ 39.3
Accrued liabilities	7.2	10.8
Share-based compensation	0.7	0.9
Net operating losses and tax credits	430.3	432.8
Foreign basis differences	16.2	15.0
Ravenswood retiree legal settlement	1.7	1.9
Other	10.1	2.8
Total deferred tax assets	505.1	503.5
Valuation allowance	(499.4)	(492.4)
Net deferred tax assets	\$ 5.7	\$ 11.1
<b>Deferred tax liabilities:</b>		
Derivatives	\$ —	\$ (3.5)
Tax over financial statement depreciation	(95.0)	(102.4)
Total deferred tax liabilities	(95.0)	(105.9)
Net deferred tax liability	\$ (89.3)	\$ (94.8)

We regularly assess the likelihood that deferred tax assets will be recovered from future taxable income. To the extent we believe that it is more likely than not that a deferred tax asset will not be realized, a valuation allowance is established. When a valuation allowance is established or increased, an income tax charge is included in the consolidated statement of operations and net deferred tax assets are adjusted accordingly. Future changes in tax laws, statutory tax rates and taxable income levels could result in actual realization of the deferred tax assets being materially different from the amounts provided for in the consolidated financial statements. If the actual recovery amount of the deferred tax asset is less than anticipated, we would be required to write-off the remaining deferred tax asset and increase the tax provision.

We have a valuation allowance of \$499.4 million recorded for all of our U.S. deferred tax assets, and a portion of our Icelandic deferred tax assets as of December 31, 2020. The Company is subject to the provisions of ASC 740-10, Income Taxes, which requires that the effect on deferred tax assets and liabilities of a change in tax rates be recognized in the period the tax rate change was enacted. The overall increase in deferred tax assets, and the related valuation allowances, are primarily a result of the generation of Federal net operating loss carryforwards ("NOLs") and U.S. interest expense limitation carryforward, offset by the expiration of certain foreign NOLs.

The changes in the valuation allowance are as follows:

	<u>2020</u>	<u>2019</u>	<u>2018</u>
Beginning balance, valuation allowance	\$ 492.4	\$ 552.5	\$ 607.8
Remeasurement of deferred tax assets	—	(41.6)	(32.1)
Release of valuation allowance	—	—	—
Expiration of net operating losses	(11.7)	(10.8)	(12.3)
Other change in valuation allowance	18.7	(7.7)	(11.0)
Ending balance, valuation allowance	\$ 499.4	\$ 492.4	\$ 552.5

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The significant components of our NOLs are as follows:

	2020	2019
Federal <sup>(1)</sup>	\$ 1,572.9	\$ 1,519.9
State <sup>(2)</sup>	1,090.7	1,068.3
Foreign <sup>(3)</sup>	229.4	306.8

- (1) The federal NOL begins to expire in 2028.  
(2) The state NOLs begin to expire in 2027.  
(3) The Icelandic NOL expires between 2021 and 2026.

Our ability to utilize our deferred tax assets to offset future federal taxable income may be significantly limited if we experience an "ownership change" as defined in the Code. In general, an ownership change would occur if our "five-percent shareholders," as defined under the Code, collectively increase their ownership in us by more than 50 percentage points over a rolling three-year period. Future transactions in our stock that may not be in our control may cause us to experience such an ownership change and thus limit our ability to utilize net operating losses, tax credits and other tax assets to offset future taxable income.

A reconciliation of the beginning and ending amounts of gross unrecognized tax benefits (excluding interest) is as follows:

	2020	2019	2018
Balance as of January 1,	\$ 8.2	\$ 9.5	\$ 8.4
Additions based on tax positions related to the current year	—	—	2.0
Decreases due to lapse of applicable statute of limitations	(1.7)	(1.3)	(0.9)
Settlements	—	—	—
Balance as of December 31,	<u>\$ 6.5</u>	<u>\$ 8.2</u>	<u>\$ 9.5</u>

Included in the above balances are tax positions relating to temporary differences where there is uncertainty about the timing of tax return inclusion, but not that the amounts will ultimately be tax deductible. Because of the impact of deferred tax accounting, other than interest and penalties, the timing would not impact the annual effective tax rate. The remaining amounts of unrecognized tax benefits would affect our effective tax rate if recognized. It is our policy to recognize potential accrued interest and penalties related to unrecognized tax benefits in income tax expense.

The components of our unrecognized tax benefits are as follows:

	2020	2019	2018
Unrecognized tax benefits - Temporary Differences	\$ 5.1	\$ 6.8	\$ 7.9
Other unrecognized tax benefits	1.4	1.4	1.6
Gross unrecognized tax benefits	<u>\$ 6.5</u>	<u>\$ 8.2</u>	<u>\$ 9.5</u>
Accrued interest and penalties related to unrecognized tax benefits	\$ —	\$ —	\$ 0.1

We do not expect a significant change in the balance of unrecognized tax benefits within the next twelve months.

Century and its subsidiaries file income tax returns in the U.S. federal jurisdiction, various state and local jurisdictions, and several foreign jurisdictions.

Our federal income tax returns have been reviewed by the IRS through 2010. However, we have NOLs beginning in 2008 that are available for carryforward to future years. Under U.S. tax law, NOLs may be adjusted by the IRS until the statute of limitations expires for the year in which the NOL is used. Accordingly, our 2008 and later NOLs may be reviewed until they are used or expire. Material state and local income tax matters have been concluded for years through 2016.

Our Icelandic tax returns are subject to examination beginning with the 2014 tax year.

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**15. Commitments and Contingencies**

We have pending against us or may be subject to various lawsuits, claims and proceedings related primarily to employment, commercial, stockholder, environmental, safety and health matters and are involved in other matters that may give rise to contingent liabilities. While the results of such matters and claims cannot be predicted with certainty, we believe that the ultimate outcome of any such matters and claims will not have a material adverse impact on our financial condition, results of operations or liquidity. However, because of the nature and inherent uncertainties of litigation and estimating liabilities, should the resolution or outcome of these actions be unfavorable, our business, financial condition, results of operations and liquidity could be materially and adversely affected.

In evaluating whether to accrue for losses associated with legal or environmental contingencies, it is our policy to take into consideration factors such as the facts and circumstances asserted, our historical experience with contingencies of a similar nature, the likelihood of our prevailing and the severity of any potential loss. For some matters, no accrual is established because we have assessed our risk of loss to be remote. Where the risk of loss is probable and the amount of the loss can be reasonably estimated, we record an accrual, either on an individual basis or with respect to a group of matters involving similar claims, based on the factors set forth above. While we regularly review the status of, and our estimates of potential liability associated with, contingencies to determine the adequacy of any associated accruals and related disclosures, the ultimate amount of loss may differ from our estimates.

**Legal Contingencies**

***Vernon***

In July 2006, we were named as a defendant, together with certain affiliates of Alcan Inc., in a lawsuit brought by Alcoa Inc. seeking to determine responsibility for certain environmental indemnity obligations related to the sale of a cast aluminum plate manufacturing facility located in Vernon, California, which we purchased from Alcoa Inc. in December 1998, and sold to Alcan Rolled Products-Ravenswood LLC in July 1999. The complaint also seeks costs and attorney fees. The matter was stayed by the court in 2008 to allow for the remediation of environmental areas at the site. On June 30, 2016, the U.S. District Court for the District of Delaware ordered the stay lifted and reopened the case. Discovery was completed in the third quarter of 2019. Trial was bifurcated and moved to September 2021 for Comprehensive Environmental Response, Compensation and Liability Act ("CERCLA") issues and to a later undetermined date for questions of fact. At this stage, we cannot predict the ultimate outcome of this action or estimate a range of reasonably possible losses related to this matter.

***Ravenswood Retiree Medical Benefits changes***

In November 2009, Century Aluminum of West Virginia ("CAWV") filed a class action complaint for declaratory judgment against the United Steel, Paper and Forestry, Rubber, Manufacturing, Energy, Allied Industrial and Service Workers International Union ("USW"), the USW's local and certain CAWV retirees, individually and as class representatives ("CAWV Retirees"), seeking a declaration of CAWV's rights to modify/terminate retiree medical benefits. Later in November 2009, the USW and representatives of a retiree class filed a separate suit against CAWV, Century Aluminum Company, Century Aluminum Master Welfare Benefit Plan, and various John Does with respect to the foregoing. On August 18, 2017, the District Court for the Southern District of West Virginia approved a settlement agreement in respect of these actions, pursuant to which agreement, CAWV agreed to make payments into a trust for the benefit of the CAWV Retirees in the aggregate amount of \$23.0 million over the course of 10 years. Upon approval of the settlement, we paid \$5.0 million to the aforementioned trust in September 2017 and recognized a gain of \$5.5 million to arrive at the-then net present value of \$12.5 million. CAWV has agreed to pay the remaining amounts under the settlement agreement in annual increments of \$2.0 million for nine years. As of December 31, 2020, \$2.0 million was recorded in other current liabilities and \$7.5 million was recorded in other liabilities.

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***PBGC Settlement***

In 2013, we entered into a settlement agreement with the Pension Benefit Guarantee Corporation (the "PBGC") regarding an alleged "cessation of operations" at our Ravenswood facility. Pursuant to the terms of the agreement, we agreed to make additional contributions (above any minimum required contributions) to our defined benefit pension plans totaling approximately \$17.4 million. Under certain circumstances, in periods of lower primary aluminum prices relative to our cost of operations, we are able to defer one or more of these payments, provided that we provide the PBGC with acceptable security for such deferred payments. We did not make any contributions during the years ended December 31, 2020, 2019 and 2018. We have elected to defer certain payments under the PBGC agreement and have provided the PBGC with the appropriate security. The remaining contributions under this agreement are approximately \$9.6 million.

**Environmental Contingencies**

***Matters relating to the St. Croix Alumina Refining Facility***

We are a party to a United States Environmental Protection Agency Administrative Order on Consent (the "Order") pursuant to which certain past and present owners of an alumina refining facility at St. Croix, Virgin Islands (the "St. Croix Alumina Refinery") have agreed to carry out a Hydrocarbon Recovery Plan to remove and manage hydrocarbons floating on groundwater underlying the facility. Pursuant to the Hydrocarbon Recovery Plan, recovered hydrocarbons and groundwater are delivered to the adjacent petroleum refinery where they are received and managed. In October 2020, parties participating in the Hydrocarbon Recovery Plan filed a complaint against Century and Virgin Islands Alumina Corporation, L.L.C. relating to the Hydrocarbon Recovery Plan. At this time, we are not able to estimate the amount of any future potential payments under this indemnification to comply with the Order, but we do not anticipate that any such amounts will have a material adverse effect on our financial condition, results of operations or liquidity, regardless of the final outcome.

In December 2010, Century was among several defendants named in a lawsuit filed by plaintiffs who either worked, resided or owned property in the area downwind from the St. Croix Alumina Refinery. In March 2011, Century was also named a defendant in a nearly identical suit brought by certain additional plaintiffs. The plaintiffs in both suits allege damages caused by the presence of red mud and other particulates coming from the alumina facility and are seeking unspecified monetary damages, costs and attorney fees as well as certain injunctive relief. We tendered indemnity and defense to St. Croix Alumina LLC and Alcoa Alumina & Chemical LLC under the terms of an acquisition agreement relating to the facility and have filed motions to dismiss plaintiffs' claims. In August 2015, the Superior Court of the Virgin Islands, Division of St. Croix denied the motions to dismiss but ordered all plaintiffs to refile individual complaints. On February 28, 2018, plaintiffs in both cases filed a Motion for Voluntary Dismissal of Century without prejudice to refile. At this time, it is not possible to predict the ultimate outcome of or to estimate a range of reasonably possible losses for any of the foregoing actions relating to the St. Croix Alumina Refinery.

**Power Commitments and Contingencies**

***Hawesville***

Hawesville has a power supply arrangement with Kenergy and EDF Trading North America, LLC ("EDF") which provides market-based power to the Hawesville smelter. Under this arrangement, the power companies purchase power on the open market and pass it through to Hawesville at Midcontinent Independent System Operator ("MISO") pricing plus transmission and other costs. The power supply arrangement with Kenergy has an effective term through December 2023. The arrangement with EDF to act as our market participant with MISO has an effective term through May 2022. Each of these agreements provides for automatic extension on a year-to-year basis unless a one year notice is given.

***Sebree***

Sebree has a power supply arrangement with Kenergy and EDF which provides market-based power to the Sebree smelter. Similar to the arrangement at Hawesville, the power companies purchase power on the open market and pass it through to Sebree at MISO pricing plus transmission and other costs. The power supply arrangement with Kenergy has an effective term through December 2023. The arrangement with EDF to act as our market participant with MISO has an effective term through May 2022. Each of these agreements provides for automatic extension on a year-to-year basis unless a one year notice is given.



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***Mt. Holly***

CASC is currently party to both a power agreement with a third-party supplier (providing 75% of Mt. Holly's power) and Santee Cooper (providing 25% of Mt. Holly's power) to supply the Mt. Holly smelter with all its power needs. Both of these power agreements were set to expire on December 31, 2020 but were extended through March 31, 2020 as we finalize a new, three-year power arrangement with Santee Cooper that is expected to be effective April 1, 2021. It is expected that under the new power contract with Santee Cooper, 100% of Mt. Holly's electrical power requirement shall be supplied from Santee Cooper's generation at cost of service based rates. The new contract with Santee Cooper is expected to provide sufficient energy to allow the smelter to increase its production to 75% of Mt. Holly's full production capacity.

***Grundartangi***

Grundartangi has power purchase agreements for approximately 525 MW with HS Orka hf ("HS"), Landsvirkjun and Orkuveita Reykjavíkur ("OR") to provide power to its Grundartangi smelter. These power purchase agreements expire on various dates from 2023 through 2036 (subject to extension). The power purchase agreements with HS and OR both provide power at LME-based variable rates for the duration of these agreements. The power purchase agreement with Landsvirkjun for 161 MW provides power at rates linked to the Nord Pool power market.

***Helguvik***

Nordural Helguvik ehf ("Helguvik") has a power purchase agreement with OR to provide a portion of the power requirements to the Helguvik project. The agreement would provide power at LME-based variable rates and contain take-or-pay obligations with respect to a significant percentage of the total committed and available power under such agreement. The first phase of power under the OR purchase agreement (approximately 47.5 MW) became available in the fourth quarter of 2011 and is currently being utilized at Grundartangi. The agreement also contains certain conditions to OR's obligations with respect to the remaining phases and OR has alleged that certain of these conditions have not been satisfied.

**Other Commitments and Contingencies**

***Labor Commitments***

The bargaining unit employees at our Grundartangi, Vlissingen, Hawesville and Sebree facilities are represented by labor unions, representing approximately 67% of our total workforce.

Approximately 86% of Grundartangi's work force is represented by five labor unions, governed by a labor agreement that establishes wages and work rules for covered employees. This agreement is effective through December 31, 2024.

100% of Vlissingen's workforce is represented by the FME since Vlissingen is a member of the Federation for the Metal and Electrical Industry ("FME"), a Netherlands' employers' organization for companies in the metal, electronics, electrical engineering and plastic sectors. The FME negotiates working conditions with trade unions on behalf of its members, which, when agreed upon, are then applicable to all employees of Vlissingen. The current labor agreement expired on December 1, 2020 and since such time we have been operating under the terms of the expired agreement while we engage in negotiations regarding the terms of a new labor agreement.

Approximately 58% of our U.S. based work force is represented by USW. The labor agreement for Hawesville employees is effective through April 1, 2021. Century Sebree's labor agreement with the USW for its employees is effective through October 28, 2023. Mt. Holly employees are not represented by a labor union.

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**16. Asset Retirement Obligations**

The reconciliation of the changes in our AROs is presented below:

	<b>Year ended December 31,</b>	
	<b>2020</b>	<b>2019</b>
Beginning balance, ARO liability	\$ 18.9	\$ 18.2
Additional ARO liability incurred	2.3	2.9
ARO liabilities settled	(2.2)	(3.5)
Accretion expense	1.3	1.3
Revisions in estimated cash flows	(0.5)	—
Ending balance, ARO liability	<u>\$ 19.8</u>	<u>\$ 18.9</u>

**17. Quarterly Information (Unaudited)**

Financial results by quarter for the years ended December 31, 2020 and 2019 are as follows:

	<u>Net sales</u>	<u>Gross profit (loss)</u>	<u>Net income (loss)</u>	<u>Net income (loss) allocated to common stockholders</u>	<u>Basic earnings (loss) per share</u>	<u>Diluted earnings (loss) per share</u>
<b>2020</b>						
4th Quarter	\$ 389.1	\$ (1.2)	\$ (35.5)	\$ (35.5)	\$ (0.40)	\$ (0.40)
3rd Quarter <sup>(2)</sup>	392.9	(27.1)	(58.2)	(58.2)	(0.65)	(0.65)
2nd Quarter	401.9	(13.0)	(26.9)	(26.9)	(0.30)	(0.30)
1st Quarter	421.2	4.8	(2.7)	(2.7)	(0.03)	(0.03)
<b>2019</b>						
4th Quarter	\$ 435.5	\$ 6.7	\$ (4.8)	\$ (4.8)	\$ (0.05)	\$ (0.05)
3rd Quarter	438.0	(13.7)	(20.7)	(20.7)	(0.23)	(0.23)
2nd Quarter <sup>(1)</sup>	473.1	(4.1)	(20.7)	(20.7)	(0.23)	(0.23)
1st Quarter	490.0	(12.8)	(34.6)	(34.6)	(0.39)	(0.39)

<sup>(1)</sup> The second quarter of 2019 includes a \$4.3 million loss incurred from the sale of our interest in BHH.

<sup>(2)</sup> The third quarter of 2020 includes a \$1.2 million loss on the early extinguishment of our 2021 Notes.

**18. Business Segments**

Century Aluminum is a producer of primary aluminum, which trades as a global commodity. We are organized as a holding company with each of our operating primary aluminum smelters managed and operated as a separate facility reporting to our corporate headquarters. Each of our operating primary aluminum smelters meets the definition of an operating segment. We evaluated the similar economic and other characteristics, including nearly identical products, production processes, customers and distribution and have aggregated our four operating segments into one reportable segment, primary aluminum, based on these factors. In addition, all of our primary aluminum smelters share several key economic factors inherent in their common products and production processes. For example, all of our facilities' revenue is based on the LME price for primary aluminum.

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A reconciliation of our consolidated assets to the total of primary aluminum segment assets is provided below.

Segment assets <sup>(1)</sup>	2020	2019	2018
Primary	\$ 1,332.0	\$ 1,433.7	\$ 1,480.7
Corporate, unallocated	67.6	66.0	56.8
Total assets	<u>\$ 1,399.6</u>	<u>\$ 1,499.7</u>	<u>\$ 1,537.5</u>

(1) Segment assets include accounts receivable, due from affiliates, prepaid and other current assets, leases- right of use assets, inventory, intangible assets and property, plant and equipment — net; the remaining assets are unallocated corporate assets.

**Geographic information**

Included in the consolidated financial statements are the following amounts related to geographic locations:

	2020	2019	2018
Net sales: <sup>(1)</sup>			
United States	\$ 1,007.5	\$ 1,179.6	\$ 1,138.6
Iceland	597.6	657.0	754.6
Long-lived assets: <sup>(2)</sup>			
United States	\$ 363.3	\$ 419.1	\$ 396.0
Iceland	511.8	518.0	554.3
Other	68.6	75.3	76.5

(1) Includes sales of primary aluminum, scrap aluminum and alumina.

(2) Includes long-lived assets other than financial instruments and deferred taxes.

**Major customer information**

In 2020, revenues from two customers exceeded 10% of our net sales compared to two customers in 2019 and 2018. A loss of these customers could have a material adverse effect on our results of operations. The net sales related to the customers is as follows:

	Year Ended December 31,		
	2020	2019	2018
Glencore	\$ 1,025.5	\$ 1,191.6	\$ 1,204.5
Southwire	195.9	235.4	222.4

**19. Derivatives**

As of December 31, 2020, we had an open position of 194,116 tonnes related to LME forward financial sales contracts to fix the forward LME price. These contracts are expected to settle monthly through December 2024. We also had an open position of 318,000 tonnes related to Midwest Premium ("MWP") forward financial sales contracts to fix the forward MWP price. These contracts are expected to settle monthly through December 2022. We have also entered into financial contracts with various counterparties to offset fixed price sales arrangements with certain of our customers ("fixed for floating swaps") to remain exposed to the LME and MWP aluminum prices. As of December 31, 2020, we had 9,694 tonnes that will settle at various dates through December 2021.

We entered into financial contracts to fix the forward price for power related to the expected production of Line 4 at Hawesville for the period of January 2020 through December 2020 ("Hawesville L4 power price swaps"). As of December 31, 2020, the power price swaps had fully matured.

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We have entered into financial contracts to hedge a portion of our exposure at our U.S operations to the NYMEX Henry Hub (“NYMEX Henry Hub natural gas price swaps”). The natural gas volume is measured per million British Thermal Units (“mmBTU”). As of December 31, 2020, we had an open position of 2,355,000 mmBTU. The NYMEX Henry Hub natural gas price swaps are expected to settle monthly through March 2021.

We have entered into financial contracts to hedge a portion of Grundartangi’s exposure to the Nord Pool power market (the “NordPool power price swaps”). As of December 31, 2020, we had an open position of 1,830,840 MWh related to the Nord Pool power price swaps. The Nord Pool power price swaps are expected to settle monthly through December 2022. Because the Nord Pool power price swaps are settled in Euros, we have entered into financial contracts to hedge the risk of fluctuations associated with the Euro (the “FX swaps”). As of December 31, 2020, we had open positions related to the FX swaps for €40.3 million that settle monthly through December 2022.

The following table sets forth the Company’s derivative assets and liabilities that were accounted for at fair value and not designated as cash flow hedges as of December 31, 2020 and 2019:

	<b>Asset Fair Value</b>	
	<b>2020</b>	<b>2019</b>
Commodity contracts <sup>(1)</sup>	\$ 12.8	\$ 19.7
Foreign exchange contracts <sup>(2)</sup>	2.4	—
<b>Total</b>	<b>\$ 15.2</b>	<b>\$ 19.7</b>

	<b>Liability Fair Value</b>	
	<b>2020</b>	<b>2019</b>
Commodity contracts <sup>(1)</sup>	\$ 16.7	\$ 3.6
Foreign exchange contracts <sup>(2)</sup>	—	0.6
<b>Total</b>	<b>\$ 16.7</b>	<b>\$ 4.2</b>

<sup>(1)</sup> Commodity contracts reflect our outstanding LME forward financial sales contracts, MWP forward financial sales contracts, fixed for floating swaps, NYMEX Henry Hub natural gas price swaps, and Nord Pool power price swaps. At December 31, 2020, \$1.2 million of Due from affiliates, \$1.7 million of Due from affiliates - less current portion, \$11.3 million of Due to affiliates, and \$0.1 million of Due to affiliates – less current portion is related to commodity contract assets and liabilities with Glencore. At December 31, 2019, \$0.2 million of Due from affiliates and \$0.5 million Due from affiliates - less current portion was related to commodity contract assets with Glencore.

<sup>(2)</sup> Foreign exchange contracts reflect our outstanding FX swaps.

The following table summarizes the net gain (loss) on forward and derivative contracts for the years ended December 31, 2020, 2019, and 2018:

	<b>Year Ended December 31,</b>		
	<b>2020</b>	<b>2019</b>	<b>2018</b>
Commodity contracts <sup>(1)</sup>	\$ (16.3)	\$ 12.9	\$ 6.6
Foreign exchange contracts	(1.0)	(0.9)	(0.3)
<b>Total</b>	<b>\$ (17.3)</b>	<b>\$ 12.0</b>	<b>\$ 6.3</b>

<sup>(1)</sup> For the years ended December 31, 2020, 2019, and 2018, \$(9.2) million, \$2.0 million, and \$(2.2) million of net gain (loss), respectively, was with Glencore.

**20. Condensed Consolidating Financial Information**

The Company has filed a Registration Statement on Form S-3 (the “Universal Shelf Registration Statement”) with the Securities and Exchange Commission pursuant to which the Company may, from time to time, offer an indeterminate amount

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of securities, which may include securities that are guaranteed by certain of the Company's subsidiaries. The condensed consolidated financial information below is presented herein pursuant to the Universal Shelf Registration Statement. We have not issued any debt securities pursuant to the Universal Shelf Registration Statement.

"Guarantor Subsidiaries" refers to all of our material domestic subsidiaries except for Nordural US LLC, Century Aluminum Development LLC and Century Aluminum of West Virginia, Inc. The Guarantor Subsidiaries are 100% owned by Century. All guarantees will be full and unconditional; all guarantees will be joint and several. Our foreign subsidiaries, together with Nordural US LLC, Century Aluminum Development LLC and Century Aluminum of West Virginia, Inc., are collectively referred to as the "Non-Guarantor Subsidiaries". We allocate corporate expenses or income to our subsidiaries and charge interest on certain intercompany balances.

The following summarized condensed consolidating statements of comprehensive income (loss) for the twelve months ended December 31, 2020, 2019, and 2018, condensed consolidating balance sheets as of December 31, 2020 and December 31, 2019 and the condensed consolidating statements of cash flows for the twelve months ended December 31, 2020, 2019, and 2018 present separate results for Century, the Guarantor Subsidiaries, the Non-Guarantor Subsidiaries, consolidating adjustments and total consolidated amounts.

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**Condensed Consolidating Statements of Comprehensive Income (Loss)**  
**For the year ended December 31, 2020**

	<u>The Company</u>	<u>Combined Guarantor Subsidiaries</u>	<u>Combined Non- Guarantor Subsidiaries</u>	<u>Consolidating Adjustments</u>	<u>Total Consolidated</u>
NET SALES:					
Related parties	\$ —	\$ 531.1	\$ 494.4	\$ —	\$ 1,025.5
Other customers	—	476.4	103.2	—	579.6
Total net sales	—	1,007.5	597.6	—	1,605.1
Cost of goods sold	—	1,072.5	569.1	—	1,641.6
Gross profit (loss)	—	(65.0)	28.5	—	(36.5)
Selling, general and administrative expenses	27.2	11.9	4.4	—	43.5
Other operating expense - net	—	—	0.5	—	0.5
Operating income (loss)	(27.2)	(76.9)	23.6	—	(80.5)
Interest expense - Hawesville term loan	(1.9)	—	—	—	(1.9)
Interest expense	(26.8)	(1.5)	(1.4)	—	(29.7)
Intercompany Interest	32.8	11.1	(43.9)	—	—
Interest income	0.4	—	0.4	—	0.8
Net gain on forward and derivative contracts	10.6	1.4	(29.3)	—	(17.3)
Loss on early extinguishment of debt	(1.2)	—	—	—	(1.2)
Other income (expense) - net	(0.1)	1.0	2.6	—	3.5
Income (loss) before income taxes and equity in earnings of joint ventures	(13.4)	(64.9)	(48.0)	—	(126.3)
Income tax (expense) benefit	1.2	—	1.9	—	3.1
Income (loss) before equity in earnings of joint ventures	(12.2)	(64.9)	(46.1)	—	(123.2)
BHH impairment	—	—	—	—	—
Equity in earnings (loss) of joint ventures	(111.1)	2.6	(0.1)	108.5	(0.1)
Net income (loss)	(123.3)	(62.3)	(46.2)	108.5	(123.3)
Other comprehensive income (loss) before income tax effect	(7.9)	(4.7)	(1.3)	6.0	(7.9)
Income tax effect	(1.0)	—	0.0	0.0	(1.0)
Other comprehensive income (loss)	(8.9)	(4.7)	(1.3)	6.0	(8.9)
Total comprehensive income (loss)	\$ (132.2)	\$ (67.0)	\$ (47.5)	\$ 114.5	\$ (132.2)

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**Condensed Consolidating Statements of Comprehensive Income (Loss)**  
**For the year ended December 31, 2019**

	<u>The Company</u>	<u>Combined Guarantor Subsidiaries</u>	<u>Combined Non- Guarantor Subsidiaries</u>	<u>Consolidating Adjustments</u>	<u>Total Consolidated</u>
NET SALES:					
Related parties	\$ —	\$ 566.5	\$ 625.1	\$ —	\$ 1,191.6
Other customers	—	613.1	31.9	—	645.0
Total net sales	—	1,179.6	657.0	—	1,836.6
Cost of goods sold	—	1,182.4	678.1	—	1,860.5
Gross profit (loss)	—	(2.8)	(21.1)	—	(23.9)
Selling, general and administrative expenses	25.9	16.3	5.2	—	47.4
Other operating expense - net	—	—	0.8	—	0.8
Operating income (loss)	(25.9)	(19.1)	(27.1)	—	(72.1)
Interest expense - Hawesville term loan	(2.1)	—	—	—	(2.1)
Interest expense	(21.0)	(1.7)	(0.3)	—	(23.0)
Intercompany Interest	35.0	10.3	(45.3)	—	—
Interest income	0.2	—	0.6	—	0.8
Net gain (loss) on forward and derivative contracts	12.0	1.4	(1.4)	—	12.0
Other income (expense) - net	1.3	(2.8)	0.4	—	(1.1)
Income (loss) before income taxes and equity in earnings of joint ventures	(0.5)	(11.9)	(73.1)	—	(85.5)
Income tax (expense) benefit	1.2	1.4	5.8	—	8.4
Income (loss) before equity in earnings of joint ventures	0.7	(10.5)	(67.3)	—	(77.1)
BHH impairment	—	—	(4.3)	—	(4.3)
Equity in earnings (loss) of joint ventures	(81.5)	8.2	0.6	73.3	0.6
Net income (loss)	(80.8)	(2.3)	(71.0)	73.3	(80.8)
Other comprehensive income before income tax effect	(8.8)	(3.2)	(1.2)	4.4	(8.8)
Income tax effect	(1.0)	—	0.0	—	(1.0)
Other comprehensive income (loss)	(9.8)	(3.2)	(1.2)	4.4	(9.8)
Total comprehensive income (loss)	<u>\$ (90.6)</u>	<u>\$ (5.5)</u>	<u>\$ (72.2)</u>	<u>\$ 77.7</u>	<u>\$ (90.6)</u>

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**Condensed Consolidating Statements of Comprehensive Income (Loss)**  
**For the year ended December 31, 2018**

	<u>The Company</u>	<u>Combined Guarantor Subsidiaries</u>	<u>Combined Non- Guarantor Subsidiaries</u>	<u>Consolidating Adjustments</u>	<u>Total Consolidated</u>
NET SALES:					
Related parties	\$ —	\$ 453.6	\$ 750.9	\$ —	\$ 1,204.5
Other customers	—	685.0	3.7	—	688.7
Total net sales	—	1,138.6	754.6	—	1,893.2
Cost of goods sold	—	1,169.2	746.9	—	1,916.1
Gross profit (loss)	—	(30.6)	7.7	—	(22.9)
Selling, general and administrative expenses	23.3	11.6	5.3	—	40.2
Helguvik impairment	—	—	(4.5)	—	(4.5)
Other operating expense - net	—	—	0.4	—	0.4
Operating income (loss)	(23.3)	(42.2)	6.5	—	(59.0)
Interest expense	(20.6)	(1.6)	(0.2)	—	(22.4)
Intercompany Interest	36.3	9.5	(45.8)	—	—
Interest income	0.3	—	1.2	—	1.5
Net gain (loss) on forward and derivative contracts	1.3	1.4	3.6	—	6.3
Other income (expense) - net	2.1	(1.9)	2.8	—	3.0
Income (loss) before income taxes and equity in earnings of joint ventures	(3.9)	(34.8)	(31.9)	—	(70.6)
Income tax (expense) benefit	2.6	—	(2.4)	—	0.2
Income (loss) before equity in earnings (loss) of joint ventures	(1.3)	(34.8)	(34.3)	—	(70.4)
Equity in earnings (loss) of subsidiaries and joint ventures	(64.9)	0.6	4.2	64.3	4.2
Net income	(66.2)	(34.2)	(30.1)	64.3	(66.2)
Other comprehensive income before income tax effect	(5.5)	(24.2)	5.2	19.0	(5.5)
Income tax effect	(1.5)	—	—	—	(1.5)
Other comprehensive income	(7.0)	(24.2)	5.2	19.0	(7.0)
Total comprehensive income	\$ (73.2)	\$ (58.4)	\$ (24.9)	\$ 83.3	\$ (73.2)



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**Condensed Consolidating Balance Sheets**  
**As of December 31, 2020**

	The Company	Combined Guarantor Subsidiaries	Combined Non- Guarantor Subsidiaries	Consolidating Adjustments	Total Consolidated
Cash & cash equivalents	\$ 0.8	\$ 1.2	\$ 79.6	\$ —	\$ 81.6
Restricted cash	—	0.8	1.9	—	2.7
Accounts receivable - net	1.0	47.8	2.2	—	51.0
Due from affiliates	1.2	9.1	—	—	10.3
Inventories	—	183.8	107.3	—	291.1
Derivative assets	3.0	—	3.4	—	6.4
Prepaid and other current assets	3.5	0.2	9.2	—	12.9
Total current assets	9.5	242.9	203.6	—	456.0
Property, plant and equipment - net	13.8	311.4	555.2	—	880.4
Investment in subsidiaries	495.5	65.4	—	(560.9)	—
Due from affiliates - less current portion	788.8	600.3	3.9	(1,391.3)	1.7
Other assets	34.2	4.3	23.0	—	61.5
<b>TOTAL</b>	<b>1,341.8</b>	<b>1,224.3</b>	<b>785.7</b>	<b>(1,952.2)</b>	<b>1,399.6</b>
Accounts payable, trade	4.6	60.3	41.2	—	106.1
Interest payable	15.0	—	—	—	15.0
Due to affiliates	0.0	10.4	11.3	—	21.7
Accrued and other current liabilities	17.7	23.7	18.0	—	59.4
Accrued employee benefits costs	1.9	7.8	0.6	—	10.3
Hawesville term loan - current	20.0	—	—	—	20.0
Industrial revenue bonds	—	7.8	—	—	7.8
Total current liabilities	59.2	110.0	71.1	—	240.3
Senior notes payable	243.1	—	—	—	243.1
Iceland revolving credit facility	—	—	45.0	—	45.0
Accrued pension benefits costs - less current portion	26.3	29.9	9.0	—	65.2
Accrued postretirement benefits costs - less current portion	1.0	98.5	2.0	—	101.5
Leases - right of use liabilities	6.4	—	17.9	—	24.3
Other liabilities	6.1	24.9	13.8	—	44.8
Due to affiliates - less current portion	453.6	374.1	563.7	(1,391.3)	0.1
Deferred taxes	—	0.4	88.8	—	89.2
Total noncurrent liabilities	736.5	527.8	740.2	(1,391.3)	613.2
Preferred stock	0.0	—	—	—	0.0
Common stock	1.0	0.0	0.1	(0.1)	1.0
Other shareholders' equity	545.1	586.5	(25.7)	(560.8)	545.1
Total shareholders' equity	546.1	586.5	(25.6)	(560.9)	546.1
<b>TOTAL</b>	<b>\$ 1,341.8</b>	<b>\$ 1,224.3</b>	<b>\$ 785.7</b>	<b>\$ (1,952.2)</b>	<b>\$ 1,399.6</b>

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**Condensed Consolidating Balance Sheets**  
**As of December 31, 2019**

	<b>The Company</b>	<b>Combined Guarantor Subsidiaries</b>	<b>Combined Non- Guarantor Subsidiaries</b>	<b>Consolidating Adjustments</b>	<b>Total Consolidated</b>
Cash & cash equivalents	\$ 0.3	\$ 0.1	\$ 38.5	\$ —	\$ 38.9
Restricted cash	—	0.8	—	—	0.8
Accounts receivable - net	0.7	64.1	5.3	—	70.1
Due from affiliates	0.0	10.9	19.2	—	30.1
Inventories	—	205.5	115.1	—	320.6
Derivative assets	12.2	—	2.4	—	14.6
Prepaid and other current assets	3.0	2.8	6.4	—	12.2
Total current assets	16.2	284.2	186.9	—	487.3
Property, plant and equipment - net	17.2	334.8	597.2	—	949.2
Investment in subsidiaries	609.5	62.7	—	(672.2)	—
Due from affiliates - less current portion	749.5	537.9	5.1	(1,292.0)	0.5
Other assets	38.1	5.7	18.9	—	62.7
<b>TOTAL</b>	<b>1,430.5</b>	<b>1,225.3</b>	<b>808.1</b>	<b>(1,964.2)</b>	<b>1,499.7</b>
Accounts payable, trade	2.3	66.2	28.6	—	97.1
Due to affiliates	—	2.2	30.7	—	32.9
Accrued and other current liabilities	23.5	27.3	14.7	—	65.5
Accrued employee benefits costs	1.9	7.7	0.8	—	10.4
Hawesville term loan - current	20.0	—	—	—	20.0
Industrial revenue bonds	—	7.8	—	—	7.8
Total current liabilities	47.7	111.2	74.8	—	233.7
Senior notes payable	249.2	—	—	—	249.2
Hawesville term loan - less current portion	20.0	—	—	—	20.0
Accrued pension benefits costs - less current portion	25.1	27.3	8.4	—	60.8
Accrued postretirement benefits costs - less current portion	1.1	97.8	1.8	—	100.7
Other liabilities	3.5	22.2	16.7	—	42.4
Lease - right of use liabilities	5.5	0.4	16.9	—	22.8
Due to affiliates - less current portion	403.4	315.9	572.7	(1,292.0)	—
Deferred taxes	—	0.4	94.7	—	95.1
Total noncurrent liabilities	707.8	464.0	711.2	(1,292.0)	591.0
Preferred stock	0.0	—	—	—	0.0
Common stock	1.0	0.0	0.1	(0.1)	1.0
Other shareholders' equity	674.0	650.1	22.0	(672.1)	674.0
Total shareholders' equity	675.0	650.1	22.1	(672.2)	675.0
<b>TOTAL</b>	<b>\$ 1,430.5</b>	<b>\$ 1,225.3</b>	<b>\$ 808.1</b>	<b>\$ (1,964.2)</b>	<b>\$ 1,499.7</b>

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**Condensed Consolidating Statements of Cash Flows**  
**For the year ended December 31, 2020**

	<b>The Company</b>	<b>Combined Guarantor Subsidiaries</b>	<b>Combined Non- Guarantor Subsidiaries</b>	<b>Consolidating Adjustments</b>	<b>Total Consolidated</b>
Net cash provided by (used in) operating activities	\$ (23.9)	\$ 15.0	\$ 51.8	\$ —	\$ 42.9
Purchase of property, plant and equipment	(0.8)	(10.4)	(2.2)	—	(13.4)
Proceeds from sale of property, plant and equipment	—	1.5	0.1	—	1.6
Intercompany transactions	6.5	(51.3)	1.3	43.5	—
Net cash provided by (used in) investing activities	5.7	(60.2)	(0.8)	43.5	(11.8)
Repayment of debt	(250.0)	—	—	—	(250.0)
Proceeds from issuance of debt	243.8	—	—	—	243.8
Borrowings under revolving credit facilities	213.9	—	45.0	—	258.9
Repayments under revolving credit facilities	(217.9)	—	—	—	(217.9)
Debt issuance cost	(1.1)	—	—	—	(1.1)
Debt retirement costs	(0.2)	—	—	—	(0.2)
Repayments under Hawesville term loan	(20.0)	—	—	—	(20.0)
Intercompany transactions	50.2	46.3	(53.0)	(43.5)	—
Net cash provided by (used in) financing activities	18.7	46.3	(8.0)	(43.5)	13.5
CHANGE IN CASH, CASH EQUIVALENTS, AND RESTRICTED CASH	0.5	1.1	43.0	—	44.6
Cash, cash equivalents, and restricted cash, beginning of period	0.3	0.9	38.5	—	39.7
Cash, cash equivalents, and restricted cash, end of period	\$ 0.8	\$ 2.0	\$ 81.5	\$ —	\$ 84.3

**CENTURY ALUMINUM COMPANY**  
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**Condensed Consolidating Statements of Cash Flows**  
**For the year ended December 31, 2019**

	<u>The Company</u>	<u>Combined Guarantor Subsidiaries</u>	<u>Combined Non- Guarantor Subsidiaries</u>	<u>Consolidating Adjustments</u>	<u>Total Consolidated</u>
Net cash provided by (used in) operating activities	\$ (71.7)	\$ 51.4	\$ 38.0	\$ —	\$ 17.7
Purchase of property, plant and equipment	(0.7)	(43.4)	(15.5)	—	(59.6)
Proceeds from sale of joint venture	—	—	20.8	—	20.8
Intercompany transactions	43.4	(10.0)	2.1	(35.5)	—
Net cash provided by (used in) investing activities	42.7	(53.4)	7.4	(35.5)	(38.8)
Borrowings under Hawesville term loan	40.0	—	—	—	40.0
Borrowings under revolving credit facilities	368.6	—	19.5	—	388.1
Repayments under revolving credit facilities	(387.8)	—	(19.5)	—	(407.3)
Other short term borrowings	3.4	—	—	—	3.4
Repayment on other short term borrowings	(3.4)	—	—	—	(3.4)
Issuance of common stock	0.3	—	—	—	0.3
Intercompany transactions	8.1	2.1	(45.7)	35.5	—
Net cash provided by (used in) financing activities	29.2	2.1	(45.7)	35.5	21.1
CHANGE IN CASH, CASH EQUIVALENTS, AND RESTRICTED CASH	0.2	0.1	(0.3)	—	—
Cash, cash equivalents, and restricted cash, beginning of period	0.1	0.8	38.8	—	39.7
Cash, cash equivalents, and restricted cash, end of period	<u>\$ 0.3</u>	<u>\$ 0.9</u>	<u>\$ 38.5</u>	<u>\$ —</u>	<u>\$ 39.7</u>

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**For the year ended December 31, 2018**

	The Company	Combined Guarantor Subsidiaries	Combined Non- Guarantor Subsidiaries	Consolidating Adjustments	Total Consolidated
Net cash provided by operating activities	\$ (53.0)	\$ (19.5)	\$ 3.4	\$ —	\$ (69.1)
Purchase of property, plant and equipment	(4.4)	(65.1)	(13.5)	—	(83.0)
Proceeds from sale of property, plant and equipment	—	—	0.1	—	0.1
Intercompany transactions	21.6	54.7	2.2	(78.5)	—
Net cash used in investing activities	17.2	(10.4)	(11.2)	(78.5)	(82.9)
Borrowings under revolving credit facilities	120.1	—	—	—	120.1
Repayments under revolving credit facilities	(96.8)	—	—	—	(96.8)
Issuance of common stock	0.4	—	—	—	0.4
Intercompany transactions	(52.1)	30.0	(56.4)	78.5	—
Net cash used in financing activities	(28.4)	30.0	(56.4)	78.5	23.7
<b>CHANGE IN CASH, CASH EQUIVALENTS, AND RESTRICTED CASH</b>	<b>(64.2)</b>	<b>0.1</b>	<b>(64.2)</b>	<b>—</b>	<b>(128.3)</b>
Cash, cash equivalents, and restricted cash, beginning of period	64.3	0.7	103.0	—	168.0
Cash, cash equivalents, and restricted cash, end of period	<u>\$ 0.1</u>	<u>\$ 0.8</u>	<u>\$ 38.8</u>	<u>\$ —</u>	<u>\$ 39.7</u>

## **Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure**

Not applicable.

### **Item 9A. Controls and Procedures**

#### **Disclosure Controls and Procedures**

As of December 31, 2020, we carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures. Based upon that evaluation, our management, including the Chief Executive Officer and Chief Financial Officer, concluded that our disclosure controls and procedures were effective.

#### **Internal Control over Financial Reporting**

Management is responsible for establishing and maintaining an adequate system of internal control over financial reporting for the Company. This system is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Because of its inherent limitations, a system of internal control over financial reporting can provide only reasonable assurance and may not prevent or detect misstatements. Further, because of changes in conditions, effectiveness of internal control over financial reporting may vary over time. Our system of internal control contains self-monitoring mechanisms, and actions are taken to correct deficiencies as they are identified.

As required by Section 404 of the Sarbanes-Oxley Act, management conducted an evaluation of the effectiveness of the system of internal control over financial reporting for the year ended December 31, 2020. Management's evaluation was based on the framework in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations (COSO) of the Treadway Commission. Based on this evaluation, management concluded that our system of internal control over financial reporting was effective as of December 31, 2020. The effectiveness of our internal control over financial reporting has been audited by Deloitte & Touche LLP, an independent registered public accounting firm.

#### ***Changes in Internal Control over Financial Reporting***

During the three months ended December 31, 2020, there were no changes in our internal control over financial reporting that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

### **Item 9B. Other Information**

#### **Disclosure Pursuant to Section 219 of the Iran Threat Reduction & Syria Human Rights Act**

Section 219 of the Iran Threat Reduction and Syria Human Rights Act of 2012 ("ITRA"), effective August 10, 2012, added a new subsection (r) to Section 13 of the Exchange Act, which requires issuers that file periodic reports with the SEC to disclose in their annual and quarterly reports whether, during the reporting period, they or any of their "affiliates" (as defined in Rule 12b-2 under the Exchange Act) have knowingly engaged in specified activities or transactions relating to Iran, including activities not prohibited by U.S. law and conducted outside the U.S. by non-U.S. affiliates in compliance with applicable laws. Issuers must also file a notice with the SEC if any disclosable activity under ITRA has been included in an annual or quarterly report.

Because the SEC defines the term "affiliate" broadly, our largest stockholder may be considered an affiliate of the Company despite the fact that the Company has no control over its largest stockholder's actions or the actions of its affiliates. As such, pursuant to Section 13(r)(1)(D)(iii) of the Exchange Act, the Company hereby discloses the following information provided by our largest stockholder regarding transactions or dealings with entities controlled by the Government of Iran ("the GOI"):

During the year ended December 31, 2020, non-U.S. affiliates of the largest stockholder of the Company ("the non-U.S. Stockholder Affiliates") entered into sales contracts for agricultural products with, or for delivery to or from Iranian entities wholly or majority owned by the GOI. The non-U.S. Stockholder Affiliates performed their obligations under the contracts in compliance with applicable sanction laws and, where required, with the necessary prior approvals by the relevant governmental authorities.

The gross revenue of the non-U.S. Stockholder Affiliates related to the contracts did not exceed the value of USD \$326 million for the year ended December 31, 2020.

The non-U.S. Stockholder Affiliates do not allocate net profit on a country-by-country or activity-by-activity basis, but estimate that the net profit attributable to the contracts would not exceed a small fraction of the gross revenue from such contracts. It is not possible to determine accurately the precise net profit attributable to such contracts.

The contracts disclosed above do not violate applicable sanctions laws administered by the U.S. Department of the Treasury, Office of Foreign Assets Control, and are not the subject of any enforcement action under Iran sanction laws.

The non-U.S. Stockholder Affiliates expect to continue to engage in similar activities in the future in compliance with applicable economic sanctions and in conformity with U.S. secondary sanctions.

The Company and its global subsidiaries had no transactions or activities requiring disclosure under ITRA, nor were we involved in the transactions described in this section. As of the date of this report, the Company is not aware of any other activity, transaction or dealing by it or any of its affiliates during the year ended December 31, 2020 that requires disclosure in this report under Section 13(r) of the Exchange Act.

## **PART III**

### **Item 10. Directors, Executive Officers and Corporate Governance**

This Item is incorporated by reference to our definitive proxy statement on Schedule 14A, which will be filed by April 30, 2021, or if our proxy statement is not filed by that date, will be included in an amendment to this Report on Form 10-K, which will be filed by April 30, 2021.

### **Item 11. Executive Compensation**

This Item is incorporated by reference to our definitive proxy statement on Schedule 14A, which will be filed by April 30, 2021, or if our proxy statement is not filed by that date, will be included in an amendment to this Report on Form 10-K, which will be filed by April 30, 2021.

### **Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters**

This Item is incorporated by reference to our definitive proxy statement on Schedule 14A, which will be filed by April 30, 2021, or if our proxy statement is not filed by that date, will be included in an amendment to this Report on Form 10-K, which will be filed by April 30, 2021.

### **Item 13. Certain Relationships and Related Transactions and Director Independence**

This Item is incorporated by reference to our definitive proxy statement on Schedule 14A, which will be filed by April 30, 2021, or if our proxy statement is not filed by that date, will be included in an amendment to this Report on Form 10-K, which will be filed by April 30, 2021.

### **Item 14. Principal Accountant Fees and Services**

This Item is incorporated by reference to our definitive proxy statement on Schedule 14A, which will be filed by April 30, 2021, or if our proxy statement is not filed by that date, will be included in an amendment to this Report on Form 10-K, which will be filed by April 30, 2021.



## PART IV

### Item 15. Exhibits and Financial Statement Schedules

#### (a) (1) List of Financial Statements

The following consolidated financial statements of Century Aluminum Company and the Independent Auditors' Reports are included in Part II, Item 8 of this Form 10-K:

Reports of Independent Registered Public Accounting Firm

Consolidated Statements of Operations for the years ended December 31, 2020, 2019 and 2018

Consolidated Statements of Comprehensive Income (Loss) for the years ended December 31, 2020, 2019 and 2018

Consolidated Balance Sheets as of December 31, 2020 and 2019

Consolidated Statements of Shareholders' Equity for the years ended December 31, 2020, 2019 and 2018

Consolidated Statements of Cash Flows for the years ended December 31, 2020, 2019 and 2018

Notes to the consolidated financial statements

#### (a) (2) List of financial Statement Schedules

None. All required information has been included in the consolidated financial statements or notes thereto.

#### (a) (3) List of Exhibits

##### Exhibit Index

Exhibit Number	Description of Exhibit	Incorporated by Reference			Filed Herewith
		Form	File No.	Filing Date	
3.1	<a href="#">Amended and Restated Certificate of Incorporation of Century Aluminum Company.</a>	10-Q	001-34474	November 9, 2012	
3.2	<a href="#">Amended and Restated Bylaws of Century Aluminum Company.</a>	8-K	001-34474	December 6, 2019	
4.1	<a href="#">Form of Stock Certificate.</a>	10-K	001-34474	February 28, 2018	
4.2	<a href="#">Certificate of Designation, Preferences and Rights of Series A Convertible Preferred Stock of Century Aluminum Company, dated July 7, 2008.</a>	8-K	000-27918	July 8, 2008	
4.3	<a href="#">Indenture for Century Aluminum Company's 12.0% Senior Secured Notes due 2025, dated as of July 1, 2020, by and among Century Aluminum Company, as issuer, the guarantors party thereto and Wilmington Trust, National Association, as trustee and noteholder collateral agent.</a>	8-K	001-34474	July 2, 2020	
4.4	<a href="#">Form of Note for the Indenture for Century Aluminum Company's 12.0% Senior Secured Notes due 2025, dated as of July 1, 2020, between Century Aluminum Company, as issuer, the guarantors party thereto and Wilmington Trust Company, as trustee and noteholder collateral agent</a>	8-K	001-34474	July 2, 2020	
4.5	<a href="#">Description of Common Stock</a>	10-K	001-34474	February 27, 2020	
10.1	<a href="#">Second Lien Pledge and Security Agreement, dated as of July 1, 2020, by and among Century Aluminum Company, the other Grantors (as defined therein) and Wilmington Trust, National Association, as collateral agent of the 12.0% Senior Secured Notes.</a>	8-K	001-34474	July 2, 2020	

10.2	<a href="#"><u>Collateral Agency Agreement, dated as of July 1, 2020, by and among Century Aluminum Company, the other Grantors party thereto and Wilmington Trust, National Association, as trustee and collateral agent.</u></a>	8-K	001-34474	July 2, 2020
10.3	<a href="#"><u>Second Amended and Restated Loan and Security Agreement, dated as of May 16, 2018, among Century Aluminum Company, Century Aluminum of South Carolina, Inc., Century Aluminum of Kentucky General Partnership, NSA General Partnership and Century Aluminum Sebree LCC, as borrowers, and Wells Fargo Capital Finance, LLC, as agent and lender.</u></a>	10-Q	001-34474	November 2, 2018
10.4	<a href="#"><u>Amendment No. 1, dated as of June 17, 2020 to the Second Amended and Restated Loan and Security Agreement, dated as of May 16, 2018, among Century Aluminum Company, Century Aluminum of South Carolina, Inc., Century Aluminum of Kentucky General Partnership, NSA General Partnership and Century Aluminum Sebree LCC, as borrowers, and Wells Fargo Capital Finance, LLC, as agent and lender.</u></a>	8-K	001-34474	June 18, 2020
10.5	<a href="#"><u>Revolving Credit Facility, dated November 27, 2013, between Nordural Grundartangi ehf, as borrower, and Landsbankinn hf.</u></a>	10-K	001-34474	March 14, 2014
10.6	<a href="#"><u>Amendment to Revolving Credit Facility, dated April 14, 2016, between Nordural Grundartangi ehf, as borrower, and Landsbankinn hf.</u></a>	8-K	001-34474	April 15, 2016
10.7	<a href="#"><u>Amendment to Revolving Credit Facility, dated December 15, 2017, between Nordural Grundartangi ehf, as borrower, and Landsbankinn hf.</u></a>	10-K	001-34474	February 28, 2018
10.8	<a href="#"><u>Amendment to Revolving Credit Facility, dated October 2, 2019, between Nordural Grundartangi ehf, as borrower, and Landsbankinn hf.</u></a>	10-Q	001-34474	November 8, 2019
10.9	<a href="#"><u>Amendment Agreement to General Bond, dated as of November 27, 2013, by and between Nordural Grundartangi ehf and Landsbankinn hf.</u></a>	10-K	001-34474	March 14, 2014
10.10	<a href="#"><u>Stock Purchase Agreement, dated as of July 7, 2008, by and between Century Aluminum Company and Glencore Investment Pty Ltd.</u></a>	8-K	000-27918	July 8, 2008
10.11	<a href="#"><u>Standstill and Governance Agreement, dated as of July 7, 2008, by and between Century Aluminum Company and Glencore AG.</u></a>	8-K	000-27918	July 8, 2008
10.12	<a href="#"><u>Amendment to Standstill and Governance Agreement, dated January 27, 2009, by and between Century Aluminum Company and Glencore AG.</u></a>	10-K	001-34474	March 16, 2010
10.13	<a href="#"><u>Registration Rights Agreement, dated as of July 7, 2008, by and between Century Aluminum Company and Glencore Investment Pty Ltd.</u></a>	8-K	000-27918	July 8, 2008
10.14	<a href="#"><u>Loan Agreement dated as of April 29, 2019, between Century Aluminum Company, as Borrower and Glencore Ltd., as Lender</u></a>	8-K	001-34474	May 3, 2019
10.15	<a href="#"><u>Century Aluminum Company Amended and Restated Executive Severance Plan, adopted June 23, 2014.*</u></a>	8-K	001-34474	June 27, 2014
10.16	<a href="#"><u>Century Aluminum Company Amended and Restated Supplemental Retirement Income Benefit Plan.*</u></a>	10-Q	000-27918	August 10, 2009
10.17	<a href="#"><u>First Amendment of the Century Aluminum Company Amended and Restated Supplemental Retirement Income Benefit Plan.*</u></a>	10-K	001-34474	March 16, 2010
10.18	<a href="#"><u>Second Amendment of the Century Aluminum Company Amended and Restated Supplemental Retirement Income Benefit Plan, adopted June 23, 2014.*</u></a>	8-K	001-34474	June 27, 2014

10.19	<a href="#">Century Aluminum Company Annual Incentive Plan.*</a>	10-K	001-34474	March 2, 2015	
10.20	<a href="#">Century Aluminum Company Amended and Restated Stock Incentive Plan, adopted June 23, 2014.*</a>	8-K	001-34474	June 27, 2014	
10.21	<a href="#">Century Aluminum Company Amended and Restated Long-Term Incentive Plan, adopted March 22, 2016.*</a>	8-K	001-34474	March 24, 2016	
10.22	<a href="#">Century Aluminum Company Amended and Restated Stock Incentive Plan, adopted June 3, 2019.*</a>	8-K	001-34474	June 6, 2019	
10.23	<a href="#">Century Aluminum Company Restoration Plan, adopted December 8, 2015.*</a>	8-K	001-34474	December 14, 2015	
10.24	<a href="#">Form of Time-Vesting Performance Share Unit Award Agreement for awards under the 2014 Amended and Restated Stock Incentive Plan.*</a>	8-K	001-34474	June 27, 2014	
10.25	<a href="#">Form of Performance Unit Award Agreement for awards under the 2014 Amended and Restated Stock Incentive Plan.*</a>	8-K	001-34474	March 24, 2016	
10.26	<a href="#">Form of Time-Vesting Share Unit Award Agreement for awards under the 2019 Amended and Restated Stock Incentive Plan.*</a>	10-K	001-34474	February 27, 2020	
10.27	<a href="#">Form of Performance Unit Award Agreement for awards under the 2019 Amended and Restated Stock Incentive Plan.*</a>	10-K	001-34474	February 27, 2020	
10.28	<a href="#">Form of Independent Non-Employee Director Annual Equity-Grant Time-Vesting Share Unit Award Agreement.*</a>	10-K	001-34474	February 27, 2020	
10.29	<a href="#">Form of Independent Non-Employee Director Annual Retainer Fee Payment Time-Vesting Share Unit Award Agreement.*</a>	10-K	001-34474	February 27, 2020	
10.30	<a href="#">Form of Indemnification Agreement.*</a>	8-K	001-34474	December 5, 2014	
21.1	<a href="#">List of Subsidiaries</a>				X
23.1	<a href="#">Consent of Deloitte &amp; Touche LLP</a>				X
24.1	<a href="#">Powers of Attorney</a>				X
31.1	<a href="#">Rule 13a-14(a)/15d-14(a) Certification of the Principal Executive Officer</a>				X
31.2	<a href="#">Rule 13a-14(a)/15d-14(a) Certification of the Principal Financial Officer</a>				X
32.1	<a href="#">Section 1350 Certification (pursuant to Sarbanes-Oxley Section 906) by Principal Executive Officer</a>				X
32.2	<a href="#">Section 1350 Certification (pursuant to Sarbanes-Oxley Section 906) by Principal Financial Officer</a>				X
101.INS	XBRL Instance Document (the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document)				
101.SCH	XBRL Taxonomy Extension Schema				X
101.CAL	XBRL Taxonomy Extension Calculation Linkbase				X
101.DEF	XBRL Taxonomy Extension Definition Linkbase				X
101.LAB	XBRL Taxonomy Extension Label Linkbase				X
101.PRE	XBRL Taxonomy Extension Presentation Linkbase				X
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)				

\* Management contract or compensatory plan.

\*\* Confidential Information was omitted from this exhibit pursuant to a request for confidential treatment filed separately with the SEC.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**Century Aluminum Company**

By: */s/ MICHAEL A. BLESS*

Michael A. Bless

President and Chief Executive Officer (Principal Executive Officer)

Dated: March 4, 2021

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the date indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
<u>/s/ MICHAEL A. BLESS</u> Michael A. Bless	President and Chief Executive Officer and Director (Principal Executive Officer)	March 4, 2021
* <u>Andrew Michelmores</u>	Chairman	March 4, 2021
* <u>Jarl Berntzen</u>	Director	March 4, 2021
* <u>Errol Glasser</u>	Director	March 4, 2021
* <u>Wilhelm van Jaarsveld</u>	Director	March 4, 2021
<u>/s/ CRAIG C. CONTI</u> Craig C. Conti	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	March 4, 2021
<u>/s/ ELISABETH INDRIANI</u> Elisabeth Indriani	Global Controller (Principal Accounting Officer)	March 4, 2021
<u>*By: /s/ JESSE E. GARY</u> Jesse E. Gary, as Attorney-in-fact		

**CENTURY ALUMINUM COMPANY**  
**Subsidiaries of the Registrant**

Company Name	State or Other Jurisdiction of Incorporation or Organization	Name Under Business is Conducted
Century Aluminum of South Carolina, Inc.	Delaware	Century Aluminum of South Carolina, Inc.
Century Aluminum Sebree, LLC	Delaware	Century Aluminum Sebree, LLC
Century Marketer LLC	Delaware	Century Marketer LLC
Century California, LLC	Delaware	Century California, LLC
Century Kentucky, Inc.	Delaware	Century Kentucky, Inc.
Century Netherlands I Limited	Bermuda	Century Netherlands I Limited
Century Aluminum Holdings LLC	Delaware	Century Aluminum Holdings LLC
Skyliner LLC	Delaware	Skyliner LLC
NSA General Partnership	Kentucky	NSA GP
Century Aluminum of Kentucky General Partnership	Kentucky	Century Aluminum of Kentucky, GP
Hancock Aluminum LLC	Delaware	Hancock Aluminum, LLC
Century Aluminum of Kentucky LLC	Delaware	Century Aluminum of Kentucky LLC
Century Netherlands II Limited	Bermuda	Century Netherlands II Limited
Nordural Holdings, C.V.	Netherlands	Nordural Holdings, C.V.
Nordural U.S. LLC	Delaware	Nordural U.S. LLC
Nordural Helguvik ehf	Iceland	Nordural Helguvik ehf
Nordural ehf	Iceland	Nordural ehf.
Century Louisiana, Inc.	Delaware	Century Louisiana, Inc.
Century Aluminum Development LLC	Delaware	Century Aluminum Development LLC
Century Aluminum Congo, S.A.	Republic of Congo	Century Aluminum Congo, S.A.
Nordural Grundartangi ehf .	Iceland	Nordural Grundartangi ehf.
Century Aluminum Asia Holdings Limited	Hong Kong	Century Aluminum Asia Holdings Limited
Century Aluminum Vlissingen B.V.	Netherlands	Century Aluminum Vlissingen B.V.
Century Anodes US, Inc.	California	Century Anodes US, Inc.
Mt. Holly Commerce Park, LLC	South Carolina	Mt. Holly Commerce Park, LLC

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in Registration Statement No. 333-230018 on Form S-3 and Registration Nos. 333-15689, 333-42534, 333-65924, 333-162624, 333-129698, and 333-233184 on Form S-8, of our reports dated March 4, 2021, relating to the financial statements of Century Aluminum Company, and the effectiveness of Century Aluminum Company's internal control over financial reporting, appearing in the Annual Report on Form 10-K of Century Aluminum Company for the year ended December 31, 2020.

/s/ Deloitte & Touche LLP

Chicago, Illinois

March 4, 2021



**POWER OF ATTORNEY**

I hereby constitute and appoint Jesse E. Gary and Morgan F. Walbridge as my true and lawful attorney-in-fact and agent, with full power of substitution, for me and in my name, in any and all capacities, to sign on my behalf the Annual Report on Form 10-K of Century Aluminum Company for the fiscal year ended December 31, 2020, and any amendment or supplement thereto; and to file such Annual Report on Form 10-K, and any such amendment or supplement, with the Securities and Exchange Commission and any other appropriate agency pursuant to applicable laws and regulations.

IN WITNESS WHEREOF, I have hereunto set my hand this 8th day of December 2020.

/s/ Andrew Michelmore

Name: Andrew Michelmore

Director

Century Aluminum Company

**POWER OF ATTORNEY**

I hereby constitute and appoint Jesse E. Gary and Morgan F. Walbridge as my true and lawful attorney-in-fact and agent, with full power of substitution, for me and in my name, in any and all capacities, to sign on my behalf the Annual Report on Form 10-K of Century Aluminum Company for the fiscal year ended December 31, 2020, and any amendment or supplement thereto; and to file such Annual Report on Form 10-K, and any such amendment or supplement, with the Securities and Exchange Commission and any other appropriate agency pursuant to applicable laws and regulations.

IN WITNESS WHEREOF, I have hereunto set my hand this 24th day of December 2020.

/s/ Jarl Berntzen

Name: Jarl Berntzen

Director

Century Aluminum Company

**POWER OF ATTORNEY**

I hereby constitute and appoint Jesse E. Gary and Morgan F. Walbridge as my true and lawful attorney-in-fact and agent, with full power of substitution, for me and in my name, in any and all capacities, to sign on my behalf the Annual Report on Form 10-K of Century Aluminum Company for the fiscal year ended December 31, 2020, and any amendment or supplement thereto; and to file such Annual Report on Form 10-K, and any such amendment or supplement, with the Securities and Exchange Commission and any other appropriate agency pursuant to applicable laws and regulations.

IN WITNESS WHEREOF, I have hereunto set my hand this 6th day of December 2020.

/s/ Errol Glasser

Name: Errol Glasser

Director

Century Aluminum Company

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**POWER OF ATTORNEY**

I hereby constitute and appoint Jesse E. Gary and Morgan F. Walbridge as my true and lawful attorney-in-fact and agent, with full power of substitution, for me and in my name, in any and all capacities, to sign on my behalf the Annual Report on Form 10-K of Century Aluminum Company for the fiscal year ended December 31, 2020, and any amendment or supplement thereto; and to file such Annual Report on Form 10-K, and any such amendment or supplement, with the Securities and Exchange Commission and any other appropriate agency pursuant to applicable laws and regulations.

IN WITNESS WHEREOF, I have hereunto set my hand this 9th day of December 2020.

/s/ Wilhelm van Jaarsveld

Name: Wilhelm van Jaarsveld

Director

Century Aluminum Company

**CERTIFICATION OF DISCLOSURE IN CENTURY ALUMINUM COMPANY'S  
ANNUAL REPORT FILED ON FORM 10-K**

I, Michael A. Bless, certify that:

- 1) I have reviewed this Annual Report on Form 10-K of Century Aluminum Company;
- 2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- 3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
- 4) The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
- 5) The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 4, 2021

*/s/ MICHAEL A. BLESS*

Name: Michael A. Bless

Title: President and Chief Executive Officer  
(Principal Executive Officer)

**CERTIFICATION OF DISCLOSURE IN CENTURY ALUMINUM COMPANY'S  
ANNUAL REPORT FILED ON FORM 10-K**

I, Craig C. Conti, certify that:

- 1) I have reviewed this Annual Report on Form 10-K of Century Aluminum Company;
- 2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- 3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
- 4) The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
- 5) The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 4, 2021

*/s/ CRAIG C. CONTI*

Name: Craig C. Conti

Title: Executive Vice President and Chief Financial Officer  
(Principal Financial Officer)

**Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. 1350)**

In connection with the annual report on Form 10-K of Century Aluminum Company (the “Company”) for the fiscal year ended December 31, 2020, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), Michael A. Bless, as President and Chief Executive Officer of the Company, hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of his knowledge:

1. This Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in this Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

*/s/ MICHAEL A. BLESS*

By: Michael A. Bless  
Title: President and Chief Executive Officer (Principal Executive Officer)  
Date: March 4, 2021

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

**Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. 1350)**

In connection with the annual report on Form 10-K of Century Aluminum Company (the “Company”) for the fiscal year ended December 31, 2020, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), Craig C. Conti, as Executive Vice President and Chief Financial Officer of the Company, hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of his knowledge:

1. This Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in this Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

*/s/ CRAIG C. CONTI*

By: \_\_\_\_\_  
Craig C. Conti  
Title: Executive Vice President and Chief Financial Officer (Principal Financial Officer)  
Date: March 4, 2021

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.