



GLOBAL ALUMINA CORPORATION

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

1. Purpose of the Nominating and Corporate Governance Committee

The purpose of the nominating and corporate governance committee (the "Committee") of the board of directors (the "Board") of Global Alumina Corporation ("Global Alumina") is to:

- identify and recommend individuals to the Board for nomination as directors of Global Alumina and for any Board committees;
- develop and recommend a set of corporate governance principles for Global Alumina; and
- oversee the evaluation of members of the Board and management of Global Alumina.

2. Committee Membership

- The Committee shall consist of two or more directors of Global Alumina appointed by the Board.
- A majority of the Committee members shall be independent directors.
- The Board shall appoint a chair of the Committee.
- Any member of the Committee may be removed by a resolution of the Board.

3. Committee Duties and Responsibilities

The duties and responsibilities of the Committee are as follows:

- recommending the size of the Board and committees of the Board,
- identifying qualified individuals for Board membership,
- recommending nominees for election or re-election as directors of Global Alumina, as applicable, at shareholders' meetings and recommending individuals to the Board to fill vacancies on the Board in accordance with applicable laws and Global Alumina's constating documents,
- when assessing and nominating director candidates, the Committee shall consider such factors including:

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- the candidate's judgment, skill, diversity and experience with businesses and other organizations of comparable size,
 - the interplay of the candidate's experience with the experience of other members of the Board,
 - the extent to which the candidate would be a desirable addition to the Board and its committees, and
 - the competencies and skills that the Board considers necessary for the Board, as a whole, to possess,
- establishing:
 - an orientation and education program for new directors of Global Alumina, and
 - a continuing education program for all directors of Global Alumina,
 - developing and recommending to the Board standards to be applied in making determinations as to the absence of material relationships between Global Alumina and the directors of Global Alumina,
 - identifying and recommending qualified directors of Global Alumina to fill vacancies on committees of the Board, other than the Committee,
 - establishing procedures to exercise oversight of the evaluation of the Board, its committees and management of Global Alumina,
 - developing and recommending corporate governance principles and reviewing such principles at least once a year,
 - developing position descriptions for the chairman of the Board, the chair of each board committee and, together with the chief executive officer of Global Alumina (the "CEO"), developing a position description for the CEO and delineating any limits to management's responsibilities, each of these items to be submitted to the Board for its review and approval,
 - recommending a CEO succession plan to the Board,
 - recommending structures and procedures to ensure that the Board functions independently of management, and
 - discharging any other duties or responsibilities expressly delegated by the Board.

4. **Resources/Delegation**

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority and sole discretion to retain counsel, experts and/or consultants, and to approve compensation arrangements with respect thereto. The

duties and responsibilities of the Committee may be delegated by the Committee to a subcommittee thereof.

5. Meetings

No business shall be transacted by the Committee except at a meeting of the members thereof at which a majority of the members are present or by a resolution in writing signed by all of the members of the Committee. Actions by the Committee may also be taken by unanimous written consent of the Committee in lieu of any other meeting. The Committee may meet with or without participation from other directors or management, but shall meet at least once a year independently.

6. Committee Reports

The Committee shall produce and provide to the Board:

- reports or other information relating to the activities of the Committee required to be prepared under applicable laws and stock exchange requirements,
- an annual performance evaluation of the Committee, and
- a summary of the actions taken at each Committee meeting and by written consent, as applicable.

Approved March 21, 2006.