



**Constellium SE**  
**Second Quarter Report**  
**2021**

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## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

*The following discussion and analysis, or MD&A, is based principally on our unaudited condensed interim consolidated financial statements as of June 30, 2021 and for the three and six months ended June 30, 2021 and 2020 and should be read in conjunction with our Annual Report on Form 20-F for the year ended December 31, 2020 and our unaudited condensed interim consolidated financial statements as of June 30, 2021 and for the three and six months ended June 30, 2021 and 2020 which appear elsewhere in this quarterly report.*

*The following discussion and analysis includes forward-looking statements. These forward-looking statements are subject to risks, uncertainties and other factors that could cause our actual results to differ materially from those expressed or implied by our forward-looking statements. Factors that could cause or contribute to these differences include, but are not limited to, those discussed below and elsewhere in this quarterly report.*

### Overview

We are a global leader in the development, manufacture and sale of a broad range of highly engineered, value-added specialty rolled and extruded aluminium products to the packaging, aerospace, automotive, other transportation and industrial end-markets. As of June 30, 2021, we had approximately 12,000 employees, 29 production facilities, three R&D centers, and three administrative centers.

We serve a diverse set of customers across a broad range of end-markets with very different product needs, specifications and requirements. As a result, we have organized our business into three segments to better serve our customer base:

- Our Packaging & Automotive Rolled Products segment produces aluminium sheet and coils, which primarily includes beverage and food can stock, closure stock, foil stock and automotive rolled products.
- Our Aerospace & Transportation segment produces technologically advanced aluminium and specialty material products, including plate and sheet, with applications across the global aerospace, defense, transportation, and industrial sectors.
- Our Automotive Structures & Industry segment produces technologically advanced structures for the automotive industry (including crash-management systems, body structures, side impact beams and battery enclosures), soft and hard alloy extrusions and large extruded profiles for automotive, railroad, energy, building and industrial applications.

For the three and six months ended June 30, 2021 our segments represented the following percentages of total Revenue and total Adjusted EBITDA:

<i>(as a % of total)</i>	<u>Three months ended June 30, 2021</u>		<u>Six months ended June 30, 2021</u>	
	<u>Revenue</u>	<u>EBITDA</u>	<u>Revenue</u>	<u>EBITDA</u>
P&ARP	60 %	55 %	58 %	56 %
A&T	18 %	25 %	18 %	21 %
AS&I	22 %	24 %	24 %	27 %
Holdings and Corporate	— %	(4 %)	— %	(4 %)
<b>Total</b>	<b>100 %</b>	<b>100 %</b>	<b>100 %</b>	<b>100 %</b>

### Key Factors Influencing Constellium's Financial Condition and Results from Operations

#### *Impact of COVID-19*

The COVID-19 pandemic reduced demand from our customers across each of our segments in 2020 and continued to adversely impact demand from our aerospace customers in the first half of 2021. Many of our relationships with our customers are governed by requirements contracts, under which we supply based on our customers' needs. Reduced production by our customers therefore has a direct impact on our revenues. As demand for our products and our resulting production levels decline, our operating margins are adversely impacted.

Although the duration and severity of this global pandemic or its ultimate impact on the global economy and our business and results cannot reasonably be estimated, we remain confident in our ability to navigate through this global crisis. In response to macroeconomic uncertainty, we maintain a significant liquidity position, with €887 million at June 30, 2021.

We continue to evaluate the impact that this global pandemic may have on our future results of operations, cash flows, financial position and liquidity, and the foregoing views are based on currently available information.

### ***Economic Conditions and Markets***

We are directly impacted by the economic conditions that affect our customers and the markets in which they operate. General economic conditions such as the level of disposable income, the level of inflation, the rate of economic growth, the rate of unemployment, exchange rates and currency devaluation or revaluation influence consumer confidence and consumer purchasing power. These factors, in turn, influence the demand for our products in terms of total volumes and prices that can be charged. In some cases, we are able to mitigate the risk of a downturn in our customers' businesses by building committed minimum volume thresholds into our commercial contracts. We further seek to mitigate the risk of a downturn by utilizing a temporary workforce for certain operations, which allows us to match our resources with the demand for our services.

Although the metals industry and our end-markets are cyclical in nature and expose us to related risks, we believe that the diversity of our portfolio and our exposure to secular growth trends help the Company weather these economic cycles in each of our three main end-markets of packaging, aerospace and automotive:

- Can packaging tends not to be highly correlated to the general economic cycle. In addition, we believe can sheet has an attractive long-term growth outlook due to increased consumer preference for cans as a package and the sustainable attributes of aluminium.
- While aerospace demand is currently weak, we believe the longer term trends including increasing passenger traffic and the fleet replacement towards newer and more fuel efficient aircrafts are likely to be resilient.
- In the automotive market, demand for aluminium has been increasing in recent years triggered by a light-weighting trend for new car models, which increases fuel efficiency, reduces emissions and increases vehicle safety. We expect this to continue and be enhanced by increased demand for electric vehicles.

### ***Aluminium Consumption***

The aluminium industry is cyclical and is affected by global economic conditions, industry competition and product development. Aluminium is increasingly seen as the material of choice in a number of applications, including packaging, automotive and aerospace. Aluminium is lightweight, has a high strength-to-weight ratio and is resistant to corrosion. It compares favorably to several alternative materials, such as steel, in these respects. Aluminium is also infinitely recyclable without any material decline in performance or quality. The recycling of aluminium delivers energy and capital investment savings relative to the cost of producing both primary aluminium and many other competing materials. Due to these qualities, the penetration of aluminium in a wide variety of applications continues to increase. We believe that long-term growth in aluminium consumption generally, and demand for those products we produce specifically, will be supported by factors that include growing populations, greater purchasing power and increasing focus on sustainability and environmental issues, globally.

### ***Aluminium Prices***

Aluminium prices are determined by worldwide forces of supply and demand and can be volatile. We operate a pass-through model and therefore, to the extent possible, avoid taking aluminium price risk. In case of significant sustained increases in the price of aluminium, the demand for our products may be affected over time.

The price we pay for aluminium includes regional premiums, such as the Rotterdam premium for metal purchased in Europe or the Midwest premium for metal purchased in the U.S. The regional premiums, which had historically been fairly stable, have been more volatile in recent years. Like LME prices, we seek to pass-through this regional premium price risk to our customers or to hedge it in the financial markets. However, in certain instances, we are not able to pass through or hedge this cost.

We believe our cash flows are largely protected from variations in LME prices due to the fact that we hedge our sales based on their replacement cost, by matching the price paid for our aluminium purchases with the price received from our aluminium sales, at a given time, using hedges when necessary. As a result, when LME prices increase, we have limited additional cash requirements to finance the increased replacement cost of our inventory.

The average LME transaction price, Midwest Premium and Rotterdam Premium per ton of primary aluminium using U.S. dollar prices converted to Euros at the applicable European Central Bank rates for the three and six months ended June 30, 2021 and 2020 are presented below:

<i>(Euros per ton)</i>	<b>For the three months ended June 30,</b>		<b>For the six months ended June 30,</b>	
	<b>2021</b>	<b>2020</b>	<b>2021</b>	<b>2020</b>
Average LME transaction price	1,987	1,359	1,866	1,448
Average Midwest Premium	465	191	383	239
<b>Average all-in aluminium price U.S.</b>	<b>2,452</b>	<b>1,550</b>	<b>2,249</b>	<b>1,687</b>
Average LME transaction price	1,987	1,359	1,866	1,448
Average Rotterdam Premium	198	93	169	114
<b>Average all-in aluminium price Europe</b>	<b>2,185</b>	<b>1,452</b>	<b>2,035</b>	<b>1,562</b>

### ***Product Price and Margin***

Our products are typically priced based on three components: (i) the LME price, (ii) a regional premium and (iii) a conversion margin.

Our risk management practices aim to reduce, but do not entirely eliminate, our exposure to changing primary aluminium and regional premium prices. Moreover, while we limit our exposure to unfavorable price changes, we also limit our ability to benefit from favorable price changes. We do not apply hedge accounting for the derivative instruments entered into to hedge our exposure to changes in metal prices and the mark-to-market movements for these instruments are recognized in Other gains and losses—net.

Our results are also impacted by changes in the difference between the prices of primary and scrap aluminium. As we price our product using the prevailing price of primary aluminium but purchase large amounts of scrap aluminium to manufacture our products, we benefit when primary aluminium price increases exceed scrap price increases. Conversely, when scrap price increases exceed primary aluminium price increases, our results are negatively impacted. The difference between the price of primary aluminium and scrap prices is referred to as the “scrap spread” and is impacted by the effectiveness of our scrap purchasing activities, the supply of scrap available and movements in the terminal commodity markets.

### ***Volumes***

The profitability of our businesses is determined, in part, by the volume of tons processed and sold. Increased production volumes will generally result in lower per unit costs. Higher volumes sold will generally result in additional revenue and associated margins.

### ***Personnel Costs***

Our operations are labor intensive. Our personnel costs represented 18% and 20% of our cost of sales, selling and administrative expenses and R&D expenses for the six months ended June 30, 2021 and 2020, respectively.

Personnel costs generally increase and decrease with the expansion or contraction in production levels of operating facilities. Personnel costs include the salaries, wages and benefits of our employees, as well as costs related to temporary labor. During our seasonal peaks and especially during the summer months, we have historically increased our temporary workforce to compensate for staff on vacation and increased volume of activity.

### ***Currency***

We are a global company with operations in France, the United States, Germany, Switzerland, the Czech Republic, Slovakia, Spain, Mexico, Canada and China, as of June 30, 2021. As a result, our revenue and earnings have exposure to a number of currencies, primarily the euro, the U.S. dollar and the Swiss Franc. As our presentation currency is the euro, and the functional currencies of the businesses located outside of the Eurozone are primarily the U.S. dollar and the Swiss franc, the results of the businesses located outside of the Eurozone must be translated each period to euros. Accordingly, fluctuations in

the exchange rate of the functional currencies of our businesses located outside of the Eurozone against the euro have a translation impact on our results of operations.

We engage in significant hedging activity to attempt to mitigate the effects of foreign currency transactions on our profitability. Transaction impacts arise when our businesses transact in a currency other than their own functional currency. As a result, we are exposed to foreign exchange risk on payments and receipts in multiple currencies. In Europe, a portion of our revenue is denominated in U.S. dollars while the majority of our costs incurred are denominated in local currencies.

Where we have multiple-year sales agreements in U.S. dollars by euro-functional currency entities, we have entered into derivative contracts to forward sell U.S. dollars to match these future sales. With the exception of certain derivative instruments entered into to hedge the foreign currency risk associated with the cash flows of certain highly probable forecasted sales, which we have designated for hedge accounting, hedge accounting is not applied to such ongoing commercial transactions and therefore the mark-to-market impact is recorded in Other gains and losses —net.

## Results of Operations for the three and six months ended June 30, 2021 and 2020

<i>(in millions of Euros and as a % of revenue)</i>	For the three months ended June 30,				For the six months ended June 30,			
	2021		2020		2021		2020	
<b>Revenue</b>	<b>1,518</b>	100%	<b>1,031</b>	100%	<b>2,859</b>	100%	<b>2,468</b>	100%
Cost of sales	(1,319)	87%	(957)	93%	(2,518)	88%	(2,241)	91%
<b>Gross profit</b>	<b>199</b>	13%	<b>74</b>	7%	<b>341</b>	12%	<b>227</b>	9%
Selling and administrative expenses	(67)	4%	(57)	6%	(127)	4%	(123)	5%
Research and development expenses	(9)	1%	(7)	1%	(20)	1%	(20)	1%
Other gains and losses - net	44	3%	(11)	1%	87	3%	(79)	3%
<b>Income from operations</b>	<b>167</b>	11%	<b>(1)</b>	—%	<b>281</b>	10%	<b>5</b>	—%
Finance costs - net	(37)	2%	(42)	4%	(92)	3%	(87)	4%
<b>Income before income taxes</b>	<b>130</b>	9%	<b>(43)</b>	4%	<b>189</b>	7%	<b>(82)</b>	3%
Income tax (expense) / benefit	(22)	1%	11	1%	(33)	1%	19	1%
<b>Net income / (loss)</b>	<b>108</b>	7%	<b>(32)</b>	3%	<b>156</b>	5%	<b>(63)</b>	3%
Shipment volumes (in kt)	406	n/a	310	n/a	791	n/a	703	n/a
Revenue per ton (€ per ton)	3,739	n/a	3,326	n/a	3,614	n/a	3,511	n/a

### Revenue

For the three months ended June 30, 2021, revenue increased by 47% to €1,518 million compared to €1,031 million for the three months ended June 30, 2020. This increase reflected an increase in shipments and higher revenue per ton. For the three months ended June 30, 2021, sales volumes increased by 31% to 406 kt compared to 310 kt for the three months ended June 30, 2020. This increase reflected a 29% increase in volumes for P&ARP, an 16% increase in volumes for A&T and an 56% increase in volumes for AS&I. For the three months ended June 30, 2021, revenue per ton increased by 12% to €3,739 from €3,326 for the three months ended June 30, 2020 primarily reflecting higher metal prices.

For the six months ended June 30, 2021, revenue increased by 16% to €2,859 million compared to €2,468 million for the six months ended June 30, 2020. This increase reflected an increase in shipments and higher revenue per ton. For the six months ended June 30, 2021, sales volumes increased by 12% to 791 kt compared to 703 kt for the six months ended June 30, 2020. This increase reflected a 12% increase in volumes for P&ARP, an 27% increase in volumes for AS&I, partially offset by a 3% decrease in volumes for A&T. For the six months ended June 30, 2021, revenue per ton increased by 3% to €3,614 from €3,511 for the six months ended June 30, 2020 reflecting higher metal prices partially offset by weaker price and mix.

Our revenue is discussed in more detail in the “Segment Results” section.

### *Cost of Sales*

For the three months ended June 30, 2021, cost of sales increased by 38% to €1,319 million compared to €957 million for the three months ended June 30, 2020. This increase in cost of sales was primarily driven by an increase of €327 million, or 54%, in raw materials and consumables used due to higher volumes and higher metal prices and an increase of €25 million, or 15%, in labor costs compared to the three months ended June 30, 2020 primarily due to higher activity levels partially offset by cost reduction initiatives and State aid benefits received in 2020 and not in 2021. Our production increased significantly on strong end market demand across most of our end markets in the three months ended June 30, 2021, while our production was negatively impacted in the three months ended June 30, 2020 by the measures taken in various countries in response to the COVID-19 pandemic.

For the six months ended June 30, 2021, cost of sales increased by 12% to €2,518 million compared to €2,241 million for the six months ended June 30, 2020. This increase in cost of sales was primarily driven by an increase of €293 million, or 20%, in raw materials and consumables used due to higher volumes and higher metal prices.

### *Selling and Administrative Expenses*

For the three months ended June 30, 2021, selling and administrative expenses increased by 18% to €67 million compared to €57 million for the three months ended June 30, 2020. The increase reflected primarily an increase of employee benefit expenses of €8 million and an increase in professional fees of €2 million.

For the six months ended June 30, 2021, selling and administrative expenses increased by 3% to €127 million compared to €123 million for the six months ended June 30, 2020. The increase reflected primarily, an increase of employee benefit expenses of €7 million, partially offset by a reduction of professional fees of €2 million.

### *Research and Development Expenses*

For the three months ended June 30, 2021, research and development expenses increased to €9 million compared to €7 million for the three months ended June 30, 2020. Research and development expenses are presented net of €3 million of research and development tax credits received in France for each of the three months ended June 30, 2021 and 2020.

For the six months ended June 30, 2021 and 2020, research and development expenses were stable at €20 million. Research and development expenses are presented net of €5 million and €6 million of research and development tax credits received in France for the six months ended June 30, 2021 and 2020, respectively.

### *Other Gains and Losses, net*

<i>(in millions of Euros)</i>	<b>For the three months ended June 30,</b>		<b>For the six months ended June 30,</b>	
	<b>2021</b>	<b>2020</b>	<b>2021</b>	<b>2020</b>
Realized gains / (losses) on derivatives	31	(32)	45	(44)
Unrealized gains / (losses) on derivatives at fair value through profit and loss—net	17	43	45	(10)
Losses reclassified from OCI as a result of hedge accounting discontinuation	—	(5)	—	(5)
Unrealized exchange gains / (losses) from the remeasurement of monetary assets and liabilities—net	(1)	1	1	(1)
Impairment of assets	—	(5)	—	(5)
Restructuring costs	(2)	(11)	(3)	(11)
Losses on pension plan amendments	(2)	(2)	(2)	(2)
Other	1	—	1	(1)
<b>Total other gains and losses, net</b>	<b>44</b>	<b>(11)</b>	<b>87</b>	<b>(79)</b>

The following table provides an analysis of realized and unrealized gains and losses by nature of exposure:

<i>(in millions of Euros)</i>	For the three months ended June 30,		For the six months ended June 30,	
	2021	2020	2021	2020
Realized (losses) / gains on foreign currency derivatives	(2)	—	(4)	2
Realized gains / (losses) on commodity derivatives	33	(32)	49	(46)
<b>Realized gains / (losses) on derivatives</b>	<b>31</b>	<b>(32)</b>	<b>45</b>	<b>(44)</b>
Unrealized gains / (losses) on foreign currency derivatives	3	(1)	11	(2)
Unrealized gains / (losses) on commodity derivatives	14	44	34	(8)
<b>Unrealized gains / (losses) on derivatives at fair value through profit and loss—net</b>	<b>17</b>	<b>43</b>	<b>45</b>	<b>(10)</b>

Realized gains or losses relate to financial derivatives used by the group to hedge underlying commercial transactions. Realized gains and losses on these derivatives are recognized in other gains and losses, net and are offset by the commercial transactions accounted for in cost of sales.

Unrealized gains or losses relate to financial derivatives used by the group to hedge forecasted commercial transactions. Unrealized gains or losses on these derivatives are recognized in other gains and losses, net and are offset by the change in the value of forecasted transactions which are not yet accounted for.

Changes in realized and unrealized gains / (losses) on derivatives for the three and six months ended June 30, 2021 as compared to the three and six months ended June 30, 2020 primarily reflected the increase in metal prices.

In the quarter ended June 30, 2020, we determined that a portion of the hedged forecasted sales for the remainder of 2020 and for 2021 to which hedge accounting was applied were no longer expected to occur. Consequently, the fair value of the related derivatives accumulated in equity was reclassified to the income statement, which resulted in a €5 million loss for the three and six months ended June 30, 2020.

In the quarter ended June 30, 2020, we determined that certain assets of our Nanjing, China operations within the AS&I segment were impaired which resulted in a €5 million charge for the three and six months ended June 30, 2020.

For the three months ended June 30, 2021 and 2020, restructuring costs were €2 million and €11 million, respectively and were primarily related to restructuring plans in the U.S. and in Europe in our A&T segment.

For the six months ended June 30, 2021 and 2020, restructuring costs were €3 million and €11 million, respectively and were primarily related to restructuring plans in the U.S. and in Europe in our A&T segment.

### ***Finance Costs, net***

For the three months ended June 30, 2021, finance costs, net decreased by €5 million to €37 million compared to €42 million for the three months ended June 30, 2020. This decrease primarily reflects lower interest costs and factoring fees, partially offset by one-time costs relating to the redemption of our \$400 million 5.75% Senior Notes due 2024, which included €3 million of redemption fees and a €3 million write-off of unamortized debt issuance costs.

For the six months ended June 30, 2021, finance costs, net increased by €5 million to €92 million compared to €87 million for the six months ended June 30, 2020. This increase primarily reflects one-time costs, which included €12 million of redemption fees and a €11 million write-off of unamortized debt issuance costs relating to our refinancing activities in the six months ended June 30, 2021 as compared to a €1 million write-off of unamortized debt issuance costs in the six months ended June 30, 2020, partially offset by lower interest costs and factoring fees.



## ***Income Tax***

For the three and six months ended June 30, 2021, income tax was an expense of €22 million and €33 million, respectively compared to a benefit of €11 million and €19 million for the three and six months ended June 30, 2020, respectively.

For the three and six months ended June 30, 2021, our effective tax rate was 17% of our income before income tax compared to a statutory tax rate of 28.4%. Our effective tax rate was lower than the statutory rate, primarily due to the geographical mix of our pre-tax results and the favorable impact of previously unrecognized deferred tax assets.

For the three and six months ended June 30, 2020, our effective tax rate was 26% and 23% of our loss before income tax, respectively compared to a statutory rate of 32.0%. Our effective tax rate was lower than the statutory rate, due to the geographical mix of our pre-tax results and the unfavorable impact of unrecognized deferred tax assets for losses in jurisdictions where we believe it is not probable that these losses will be utilized.

The statutory tax rate decreased to 28.4% in the three and six months ended June 30, 2021 from 32.0% in the six months ended June 30, 2020 as a result of changes in the applicable tax rates in France.

## ***Net Income / Loss***

As a result of the foregoing factors, we recognized a net income of €108 million and a net loss of €32 million in the three months ended June 30, 2021 and 2020, respectively. We recognized a net income of €156 million and a net loss of €63 million in the six months ended June 30, 2021 and 2020, respectively.

## **Segment Results**

### ***Segment Revenue***

The following table sets forth the revenue for our operating segments for the periods presented:

<i>(in millions of Euros and as a % of revenue)</i>	<b>For the three months ended June 30,</b>				<b>For the six months ended June 30,</b>			
	<b>2021</b>		<b>2020</b>		<b>2021</b>		<b>2020</b>	
P&ARP	907	60 %	565	55 %	1,673	58 %	1,317	53 %
A&T	287	18 %	250	24 %	532	18 %	609	24 %
AS&I	345	22 %	222	21 %	695	24 %	564	23 %
Inter-segment eliminations	(21)	<i>n.m.</i>	(6)	<i>n.m.</i>	(41)	<i>n.m.</i>	(22)	<i>n.m.</i>
<b>Total revenue</b>	<b>1,518</b>	<b>100 %</b>	<b>1,031</b>	<b>100 %</b>	<b>2,859</b>	<b>100 %</b>	<b>2,468</b>	<b>100 %</b>

n.m. not meaningful

### ***P&ARP***

For the three months ended June 30, 2021, revenue in our P&ARP segment increased 61% to €907 million compared to €565 million for the three months ended June 30, 2020 primarily as a result of higher shipments and higher revenue per ton. P&ARP shipments were up 29% or 63 kt, due to higher shipments in packaging, automotive and specialty and other thin-rolled products. For the three months ended June 30, 2021, revenue per ton increased by 25% to €3,194 per ton from €2,557 per ton for the three months ended June 30, 2020, primarily driven by higher metal prices.

For the six months ended June 30, 2021, revenue in our P&ARP segment increased 27% to €1,673 million compared to €1,317 million for the six months ended June 30, 2020 primarily as a result of higher shipments and higher revenue per ton. P&ARP shipments were up 12% or 61 kt, due to higher shipments in packaging, automotive and specialty and other rolled products. For the six months ended June 30, 2021, revenue per ton increased by 13% to €3,036 per ton from €2,688 per ton for the six months ended June 30, 2020, primarily driven by higher metal prices.

## ***A&T***

For the three months ended June 30, 2021, revenue in our A&T segment increased 15% to €287 million compared to €250 million for the three months ended June 30, 2020, due higher shipments partially offset by lower revenue per ton. A&T shipments were up 16% or 8 kt as higher transportation, industry, defense and other rolled product shipments were partially offset by lower volumes of aerospace rolled products as a result of continued challenging market conditions resulting from the COVID-19 pandemic. For the three months ended June 30, 2021, revenue per ton decreased by 3% to €5,415 per ton from €5,556 per ton for the three months ended June 30, 2020, primarily reflecting a less favorable mix with lower aerospace rolled product shipments and a higher proportion of transportation, industry, defense and other rolled product shipments, partially offset by higher metal prices.

For the six months ended June 30, 2021, revenue in our A&T segment decreased 13% to €532 million compared to €609 million for the six months ended June 30, 2020, due to lower shipments and lower revenue per ton. A&T shipments were down 3%, due to lower volumes of aerospace rolled products as a result of continued challenging market conditions resulting from the COVID-19 pandemic, partially offset by higher transportation, industry, defense and other rolled product shipments. For the six months ended June 30, 2021, revenue per ton decreased by 10% to €5,275 per ton from €5,856 per ton for the six months ended June 30, 2020, primarily reflecting a less favorable mix with lower aerospace product shipments and a higher proportion of transportation, industry, defense and other rolled product shipments, partially offset by higher metal prices.

## ***AS&I***

For the three months ended June 30, 2021, revenue in our AS&I segment increased 55% to €345 million compared to €222 million for the three months ended June 30, 2020, due to higher shipments and stable revenue per ton. AS&I shipments were up 56%, or 25 kt, on higher shipments of automotive and other extruded products on strong market demand. For the three months ended June 30, 2021, revenue per ton decreased by 1% to €5,000 per ton from €5,045 per ton for the three months ended June 30, 2020, primarily reflecting change in mix with higher other extruded product shipments, partially offset by higher metal prices.

For the six months ended June 30, 2021, revenue in our AS&I segment increased 23% to €695 million compared to €564 million for the six months ended June 30, 2020, due to higher shipments partially offset by lower revenue per ton. AS&I shipments were up 27%, or 30 kt, on higher shipments of automotive and other extruded products on strong market demand. For the six months ended June 30, 2021, revenue per ton decreased by 4% to €4,986 per ton from €5,174 per ton for the six months ended June 30, 2020, reflecting a change in mix with higher other extruded product shipments, partially offset by higher metal prices.

## ***Segment Adjusted EBITDA***

The following table sets forth the Adjusted EBITDA for our operating segments for the periods presented:

<i>(in millions of Euros and as a % of revenue)</i>	<b>For the three months ended June 30,</b>				<b>For the six months ended June 30,</b>			
	<b>2021</b>		<b>2020</b>		<b>2021</b>		<b>2020</b>	
P&ARP	94	10 %	58	10 %	162	10 %	124	9 %
A&T	42	15 %	31	12 %	61	11 %	83	14 %
AS&I	41	12 %	(1)	— %	79	11 %	33	6 %
Holdings and Corporate	(7)	<i>n.m.</i>	(7)	<i>n.m.</i>	(11)	<i>n.m.</i>	(12)	<i>n.m.</i>
<b>Total Adjusted EBITDA</b>	<b>170</b>	<b>11 %</b>	<b>81</b>	<b>8 %</b>	<b>291</b>	<b>10 %</b>	<b>228</b>	<b>9 %</b>

n.m. not meaningful

Adjusted EBITDA is not a measure defined by IFRS. We believe the most directly comparable IFRS measure to Adjusted EBITDA is our net income or loss for the relevant period.

In considering the financial performance of the business, management analyzes the primary financial performance measure of Adjusted EBITDA in all of our business segments. Our Chief Operating Decision Maker (“CODM”) measures the

profitability and financial performance of our operating segments based on Adjusted EBITDA. Adjusted EBITDA is defined as income/(loss) from continuing operations before income taxes, results from joint ventures, net finance costs, other expenses and depreciation and amortization as adjusted to exclude restructuring costs, impairment charges, unrealized gains or losses on derivatives and on foreign exchange differences on transactions that do not qualify for hedge accounting, metal price lag, share-based compensation expense, effects of certain purchase accounting adjustments, start-up and development costs or acquisition, integration and separation costs, certain incremental costs and other exceptional, unusual or generally non-recurring items.

We believe Adjusted EBITDA, as defined above, is useful to investors as it illustrates the underlying performance of continuing operations by excluding non-recurring and non-operating items. Similar concepts of adjusted EBITDA are frequently used by securities analysts, investors and other interested parties in their evaluation of our company and in comparison to other companies, many of which present an adjusted EBITDA-related performance measure when reporting their results.

Adjusted EBITDA has limitations as an analytical tool. It is not a measure defined by IFRS and therefore does not purport to be an alternative to operating profit or net income as a measure of operating performance or to cash flows from operating activities as a measure of liquidity. Adjusted EBITDA is not necessarily comparable to similarly titled measures used by other companies. As a result, you should not consider Adjusted EBITDA in isolation from, or as a substitute analysis for, our results prepared in accordance with IFRS.

The following table reconciles our net income / (loss) to our Adjusted EBITDA:

<i>(in millions of Euros)</i>	For the three months ended June 30,		For the six months ended June 30,	
	2021	2020	2021	2020
<b>Net income / (loss)</b>	<b>108</b>	<b>(32)</b>	<b>156</b>	<b>(63)</b>
Income tax expense / (benefit)	22	(11)	33	(19)
Finance costs, net	37	42	92	87
Depreciation and amortization	65	66	128	132
Impairment of assets	—	5	—	5
Restructuring costs	2	11	3	11
Unrealized (gains) / losses on derivatives	(16)	(43)	(44)	10
Unrealized exchange (gains) / losses from remeasurement of monetary assets and liabilities—net	1	(1)	(1)	1
Losses / (gains) on pension plan amendments	2	2	2	2
Share-based compensation	3	5	7	8
Metal price lag(a)	(54)	25	(85)	40
Start-up and development costs(b)	—	2	—	4
Other(c)	—	10	—	10
<b>Adjusted EBITDA</b>	<b>170</b>	<b>81</b>	<b>291</b>	<b>228</b>

- a. Metal price lag represents the financial impact of the timing difference between when aluminium prices included within Constellium's Revenue are established and when aluminium purchase prices included in Cost of sales are established. The Group accounts for inventory using a weighted average price basis and this adjustment aims to remove the effect of volatility in LME prices. The calculation of the Group metal price lag adjustment is based on an internal standardized methodology calculated at each of Constellium's manufacturing sites and is primarily calculated as the average value of product recorded in inventory, which approximates the spot price in the market, less the average value transferred out of inventory, which is the weighted average of the metal element of cost of sales, based on the quantity sold in the period.
- b. Start-up and development costs, for the six months ended June 30, 2020, were related to new projects in our AS&I operating segment.
- c. Other, in the six months ended June 30, 2020, includes €5 million of procurement penalties and termination fees incurred because of the Group's inability to fulfill certain commitments due to the COVID-19 pandemic and a €5 million loss resulting from the discontinuation of hedge accounting for certain forecasted sales that were determined to be no longer expected to occur in light of the COVID-19 pandemic effects.

The following tables present the primary drivers for changes in Adjusted EBITDA for each one of our three segments:

<i>(in millions of Euros)</i>	<b>P&amp;ARP</b>	<b>A&amp;T</b>	<b>AS&amp;I</b>
<b>Adjusted EBITDA for the three months ended June 30, 2020</b>	<b>58</b>	<b>31</b>	<b>(1)</b>
Volume	42	11	25
Price and product mix	7	(6)	18
Costs	(8)	8	(1)
Foreign exchange and other	(5)	(2)	—
<b>Adjusted EBITDA for the three months ended June 30, 2021</b>	<b>94</b>	<b>42</b>	<b>41</b>

<i>(in millions of Euros)</i>	<b>P&amp;ARP</b>	<b>A&amp;T</b>	<b>AS&amp;I</b>
<b>Adjusted EBITDA for the six months ended June 30, 2020</b>	<b>124</b>	<b>83</b>	<b>33</b>
Volume	39	(21)	31
Price and product mix	7	(34)	13
Costs	—	36	2
Foreign exchange and other	(8)	(3)	—
<b>Adjusted EBITDA for the six months ended June 30, 2021</b>	<b>162</b>	<b>61</b>	<b>79</b>

### ***P&ARP***

For the three months ended June 30, 2021, Adjusted EBITDA in our P&ARP segment increased 63% to €94 million compared to €58 million for the three months ended June 30, 2020, primarily due to higher shipments, improved price and mix and favorable metal costs partially offset by higher costs and unfavorable foreign exchange translation. For the three months ended June 30, 2021, Adjusted EBITDA per metric ton increased by 27% to €332 from €262 for the three months ended June 30, 2020.

For the six months ended June 30, 2021, Adjusted EBITDA in our P&ARP segment increased 31% to €162 million compared to €124 million for the six months ended June 30, 2020, primarily due to higher shipments, improved price and mix and strong cost control partially offset by unfavorable foreign exchange translation. For the six months ended June 30, 2021, Adjusted EBITDA per metric ton increased by 17% to €294 from €252 for the six months ended June 30, 2020.

### ***A&T***

For the three months ended June 30, 2021, Adjusted EBITDA in our A&T segment increased 34% to €42 million compared to €31 million for the three months ended June 30, 2020, primarily due to higher shipments on strong transportation, industry and defense rolled product demand and strong cost control, partially offset by weaker price and mix from challenging aerospace market conditions resulting from the COVID-19 pandemic. For the three months ended June 30, 2021, Adjusted EBITDA per metric ton increased by 15% to €794 from €691 in the three months ended June 30, 2020.

For the six months ended June 30, 2021, Adjusted EBITDA in our A&T segment decreased 26% to €61 million compared to €83 million for the six months ended June 30, 2020, primarily due to lower volumes and weaker price and mix, both related to challenging aerospace market conditions resulting from the COVID-19 pandemic, partially offset by strong cost control. For the six months ended June 30, 2021, Adjusted EBITDA per metric ton decreased by 24% to €610 from €802 in the six months ended June 30, 2020.

### ***AS&I***

For the three months ended June 30, 2021, Adjusted EBITDA in our AS&I segment increased €42 million to €41 million compared to €(1) million for the three months ended June 30, 2020, primarily due to higher shipments and improved price and mix and solid cost control. For the three months ended June 30, 2021, Adjusted EBITDA per metric ton increased €618 to €587 per ton from €(31) per ton in the three months ended June 30, 2020.

For the six months ended June 30, 2021, Adjusted EBITDA in our AS&I segment increased 138% to €79 million compared to €33 million for the six months ended June 30, 2020, primarily due to higher shipments, improved price and mix

and solid cost control. For the six months ended June 30, 2021, Adjusted EBITDA per metric ton increased 87% to €563 per ton from €301 per ton in the six months ended June 30, 2020.

### ***Holdings & Corporate***

Adjusted EBITDA for our Holdings and Corporate segment remained relatively stable compared to the corresponding periods in the prior year at €7 million and €11 million, for the three and six months ended June 30, 2021, respectively.

### **Liquidity and capital resources**

Our primary sources of cash flow have historically been cash flows from operating activities and funding or borrowings from external parties.

Based on our current and anticipated levels of operations, and the condition in our markets and industry, we believe that our cash flows from operations, cash on hand, new debt issuances or refinancing of existing debt facilities, and availability under our factoring and revolving credit facilities will enable us to meet our working capital, capital expenditures, debt service and other funding requirements for the foreseeable future. However, our ability to fund working capital needs, debt payments and other obligations depends on our future operating performance and cash flows and many factors outside of our control, including the costs of raw materials, the state of the overall industry and financial and economic conditions and other factors.

It is our policy to hedge all highly probable or committed foreign currency operating cash flows. As we have significant third party future receivables denominated in U.S. dollars, we generally enter into combinations of forward contracts with financial institutions, selling forward U.S. dollars against Euros. In addition, when we are unable to align the price and quantity of physical aluminium purchases with that of physical aluminium sales, we enter into derivative financial instruments to pass through the exposure to metal price fluctuations to financial institutions at the time the price is set. As the U.S. dollar appreciates compared to the Euro or the LME price for aluminium falls, the derivative contracts related to transactional hedging entered into with financial institution counterparties will have a negative mark-to-market. We borrow in a combination of Euros and U.S. Dollars. When the external currency mix of our debt does not match the mix of our assets, we use a combination of cross-currency interest rate swaps and cross-currency swaps to balance the risk. We have bought forward U.S. Dollars compared to the Euro for this purpose. As the U.S. Dollar depreciates against the Euro, the derivative contracts entered into with financial institutions will have a negative mark-to-market.

Our financial institution counterparties may require margin calls should our negative mark-to-market exceed a pre-agreed contractual limit. In order to protect the Group from the potential margin calls for significant market movements, we maintain additional cash or availability under our various borrowing facilities, we enter into derivatives with a large number of financial counterparties and we monitor potential margin requirements on a daily basis for adverse movements in the U.S. dollar compared to the Euro and in aluminium prices. There were no margin calls at June 30, 2021. The margin requirement paid as collateral to counterparties related to foreign exchange hedges and amounted to €3 million at December 31, 2020.

At June 30, 2021, we had €887 million of total liquidity, comprised of €290 million in cash and cash equivalents, €329 million of undrawn availability under our Pan-U.S. ABL Facility, €131 million of availability under our factoring arrangements, €82 million of undrawn availability under our French Inventory Facility, €50 million of undrawn availability under our new German facilities and €5 million of undrawn availability under other credit facilities, of which €2 million was with Bpifrance Financement, a related party.

## Cash Flows

The following table summarizes our operating, investing and financing activities for the six months ended June 30, 2021 and 2020:

<i>(in millions of Euros)</i>	<b>For the six months ended June 30,</b>	
	<b>2021</b>	<b>2020</b>
<b>Net Cash Flows from / (used in)</b>		
Operating activities	148	152
Investing activities	(67)	(97)
Financing activities	(232)	140
<b>Net (decrease) / increase in cash and cash equivalents, excluding the effect of exchange rate changes</b>	<b>(151)</b>	<b>195</b>

### *Net cash Flows from Operating Activities*

For the six months ended June 30, 2021, net cash flows from operating activities were an inflow of €148 million, a €4 million decrease from an inflow of €152 million in the six months ended June 30, 2020. This change primarily reflects a €181 million increase from the change in cash flows from operating activities before working capital and a €185 million decrease in changes from working capital. In the six months ended June 30, 2021, factored receivables under non-recourse arrangements decreased by €14 million compared to a €73 million decrease for the six months ended June 30, 2020.

### *Net Cash Flows used in Investing Activities*

For the six months ended June 30, 2021, net cash flows used in investing activities were €67 million. Capital expenditures net of grants received were €67 million and related primarily to recurring investment in our manufacturing facilities.

For the six months ended June 30, 2020, net cash flows used in investing activities were €97 million. Capital expenditures net of grants received were €98 million and related primarily to recurring investment in our manufacturing facilities and selective growth projects.

### *Net Cash flows used in Financing Activities*

For the six months ended June 30, 2021, net cash flows used in financing activities were €232 million. In the six months ended June 30, 2021, Constellium issued \$500 million of 3.750% Sustainability-Linked Notes due 2029, using the proceeds and cash on hand to retire the \$650 million 6.625% Senior Notes due 2025, and issued €300 million Sustainability-Linked Notes due 2029, using the proceeds and cash on hand to redeem the \$400 million 5.750% Senior Notes due 2024.

For the six months ended June 30, 2020, net cash flows from financing activities were €140 million. In the six months ended June 30, 2020, Constellium issued \$325 million of 5.625% Senior Notes due 2028, using a portion of the proceeds to redeem the remaining balance of the 4.625% Senior Notes due 2021 and repay amounts drawn under the Pan-U.S. ABL. In addition, Constellium entered into a €180 million loan partially guaranteed by the French State and drew CHF20 million on a facility partially guaranteed by the Swiss Government.

## Historical Capital Expenditures

The following table provides a breakdown of the historical capital expenditures by segment for the periods indicated:

<i>(in millions of Euros)</i>	<b>For the six months ended June 30,</b>	
	<b>2021</b>	<b>2020</b>
P&ARP	(27)	(38)
A&T	(21)	(25)
AS&I	(24)	(35)
Holdings and Corporate	(2)	(2)
<b>Total capital expenditures</b>	<b>(74)</b>	<b>(100)</b>

For the six months ended June 30, 2021, our capital expenditures related primarily to asset-sustaining investments across all segments. The decrease in capital expenditures is the result of the measures taken in response to the COVID-19 downturn.

### **Covenant Compliance**

We were in compliance with our covenants as of and for the six months ended June 30, 2021.

### **Off-Balance Sheet Arrangements**

As of June 30, 2021, except as otherwise disclosed in our unaudited condensed interim consolidated financial statements, we have no significant off-balance sheet arrangements (as defined in Instruction 2 to Item 5.E in Form 20-F).

### **Quantitative and Qualitative Disclosures about Market Risk**

In addition to the risks inherent in our operations, we are exposed to a variety of financial risks, such as market risk (including foreign currency exchange, interest rate and commodity price risk), credit risk and liquidity risk, and further information can be found in Note 22 to our audited consolidated financial statements in our Annual report on Form 20-F.

### **Principal Accounting Policies, Critical Accounting Estimates and Key Judgments**

Our principal accounting policies are set out in Note 2 to the audited Consolidated Financial Statements, which are in our Annual report on Form 20-F and in Note 2.2 to our unaudited condensed interim consolidated financial statements at June 30, 2021 and December 31, 2020 and for the three and six months ended June 30, 2021.

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**Constellium SE Unaudited Interim Condensed Consolidated Financial Statements at June 30, 2021 and 2020, and for the six months ended June 30, 2021 and 2020.**

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## UNAUDITED INTERIM CONSOLIDATED INCOME STATEMENT

<i>(in millions of Euros)</i>	Notes	Three months ended June 30,		Six months ended June 30,	
		2021	2020	2021	2020
Revenue	3	<b>1,518</b>	1,031	<b>2,859</b>	2,468
Cost of sales		<b>(1,319)</b>	(957)	<b>(2,518)</b>	(2,241)
Gross profit		<b>199</b>	74	<b>341</b>	227
Selling and administrative expenses		<b>(67)</b>	(57)	<b>(127)</b>	(123)
Research and development expenses		<b>(9)</b>	(7)	<b>(20)</b>	(20)
Other gains and losses - net	5	<b>44</b>	(11)	<b>87</b>	(79)
Income / (loss) from operations		<b>167</b>	(1)	<b>281</b>	5
Finance costs - net	7	<b>(37)</b>	(42)	<b>(92)</b>	(87)
Income / (loss) before tax		<b>130</b>	(43)	<b>189</b>	(82)
Income tax (expense) / benefit	8	<b>(22)</b>	11	<b>(33)</b>	19
<b>Net income / (loss)</b>		<b>108</b>	(32)	<b>156</b>	(63)
Net income attributable to:					
Equity holders of Constellium		<b>107</b>	(33)	<b>153</b>	(64)
Non-controlling interests		<b>1</b>	1	<b>3</b>	1
<b>Net income / (loss)</b>		<b>108</b>	(32)	<b>156</b>	(63)

Earnings per share attributable to the equity holders of Constellium (in Euros)					
Basic		<b>0.76</b>	(0.24)	<b>1.09</b>	(0.46)
Diluted		<b>0.73</b>	(0.24)	<b>1.04</b>	(0.46)
Weighted average number of shares					
Basic		<b>140,636,684</b>	137,901,336	<b>140,301,539</b>	137,903,307
Diluted		<b>146,730,106</b>	137,901,336	<b>146,730,106</b>	137,903,307

The accompanying Notes are an integral part of these Unaudited Interim Condensed Consolidated Financial Statements.

**UNAUDITED INTERIM CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME / (LOSS)**

<i>(in millions of Euros)</i>	Notes	Three months ended June 30,		Six months ended June 30,	
		2021	2020	2021	2020
Net income / (loss)		<b>108</b>	(32)	<b>156</b>	(63)
Other comprehensive income / (loss)					
<i>Items that will not be reclassified subsequently to the interim income statement</i>					
Remeasurement on post-employment benefit obligations		<b>24</b>	(35)	<b>89</b>	(41)
Income tax on remeasurement on post-employment benefit obligations		<b>2</b>	10	<b>(11)</b>	9
<i>Items that may be reclassified subsequently to the interim income statement</i>					
Cash flow hedges	17	<b>3</b>	5	<b>(8)</b>	—
Income tax on hedges		<b>(1)</b>	(2)	<b>2</b>	—
Currency translation differences		<b>(1)</b>	(2)	<b>12</b>	(2)
Other comprehensive income / (loss)		<b>27</b>	(24)	<b>84</b>	(34)
<b>Total comprehensive income / (loss)</b>		<b>135</b>	(56)	<b>240</b>	(97)
Attributable to:					
Equity holders of Constellium		<b>134</b>	(57)	<b>236</b>	(98)
Non-controlling interests		<b>1</b>	1	<b>4</b>	1
<b>Total comprehensive income / (loss)</b>		<b>135</b>	(56)	<b>240</b>	(97)

The accompanying Notes are an integral part of these Unaudited Interim Condensed Consolidated Financial Statements.

## UNAUDITED INTERIM CONSOLIDATED STATEMENT OF FINANCIAL POSITION

<i>(in millions of Euros)</i>	Notes	At June 30, 2021	At December 31, 2020
<b>Assets</b>			
<b>Current assets</b>			
Cash and cash equivalents	9	290	439
Trade receivables and other	10	669	406
Inventories	11	802	582
Other financial assets	16	63	39
		<b>1,824</b>	<b>1,466</b>
<b>Non-current assets</b>			
Property, plant and equipment	12	1,895	1,906
Goodwill	13	430	417
Intangible assets	13	59	61
Deferred tax assets		162	193
Trade receivables and other	10	69	68
Other financial assets	16	16	18
		<b>2,631</b>	<b>2,663</b>
<b>Total Assets</b>		<b>4,455</b>	<b>4,129</b>
<b>Liabilities</b>			
<b>Current liabilities</b>			
Trade payables and other	14	1,255	905
Borrowings	15	262	92
Other financial liabilities	16	26	46
Income tax payable		23	20
Provisions	19	20	23
		<b>1,586</b>	<b>1,086</b>
<b>Non-current liabilities</b>			
Trade payables and other	14	32	32
Borrowings	15	1,995	2,299
Other financial liabilities	16	10	41
Pension and other post-employment benefit obligations	18	581	664
Provisions	19	95	98
Deferred tax liabilities		12	10
		<b>2,725</b>	<b>3,144</b>
<b>Total Liabilities</b>		<b>4,311</b>	<b>4,230</b>
<b>Equity</b>			
Share capital	21	3	3
Share premium	21	420	420
Retained deficit and other reserves		(295)	(538)
Equity attributable to equity holders of Constellium		128	(115)
Non-controlling interests		16	14
<b>Total Equity</b>		<b>144</b>	<b>(101)</b>
<b>Total Equity and Liabilities</b>		<b>4,455</b>	<b>4,129</b>

The accompanying Notes are an integral part of these Unaudited Interim Condensed Consolidated Financial Statements.

**UNAUDITED INTERIM CONSOLIDATED STATEMENT OF CHANGES IN EQUITY**

<i>(in millions of Euros)</i>	Share capital	Share premium	Re-measurement	Cash flow hedges	Foreign currency translation reserve	Other reserves	Retained losses	Total	Non-controlling interests	Total equity
At January 1, 2021	3	420	(192)	9	(13)	68	(410)	(115)	14	(101)
Net income	—	—	—	—	—	—	153	153	3	156
Other comprehensive income / (loss)	—	—	78	(6)	11	—	—	83	1	84
Total comprehensive income / (loss)	—	—	78	(6)	11	—	153	236	4	240
Share-based compensation	—	—	—	—	—	7	—	7	—	7
Transactions with non-controlling interests	—	—	—	—	—	—	—	—	(2)	(2)
<b>At June 30, 2021</b>	<b>3</b>	<b>420</b>	<b>(114)</b>	<b>3</b>	<b>(2)</b>	<b>75</b>	<b>(257)</b>	<b>128</b>	<b>16</b>	<b>144</b>

<i>(in millions of Euros)</i>	Share capital	Share premium	Re-measurement	Cash flow hedges	Foreign currency translation reserve	Other reserves	Retained losses	Total	Non-controlling interests	Total equity
At January 1, 2020	3	420	(177)	(10)	4	53	(389)	(96)	11	(85)
Net (loss) / income	—	—	—	—	—	—	(64)	(64)	1	(63)
Other comprehensive loss	—	—	(32)	—	(2)	—	—	(34)	—	(34)
Total comprehensive (loss) / income	—	—	(32)	—	(2)	—	(64)	(98)	1	(97)
Share-based compensation	—	—	—	—	—	8	—	8	—	8
Transactions with non-controlling interests	—	—	—	—	—	—	—	—	—	—
<b>At June 30, 2020</b>	<b>3</b>	<b>420</b>	<b>(209)</b>	<b>(10)</b>	<b>2</b>	<b>61</b>	<b>(453)</b>	<b>(186)</b>	<b>12</b>	<b>(174)</b>

<i>(in millions of Euros)</i>	Share capital	Share premium	Re-measurement	Cash flow hedges	Foreign currency translation reserve	Other reserves	Retained losses	Total	Non-controlling interests	Total equity
At January 1, 2020	3	420	(177)	(10)	4	53	(389)	(96)	11	(85)
Net (loss) / income	—	—	—	—	—	—	(21)	(21)	4	(17)
Other comprehensive (loss) / income	—	—	(15)	19	(17)	—	—	(13)	(1)	(14)
Total comprehensive (loss) / income	—	—	(15)	19	(17)	—	(21)	(34)	3	(31)
Share-based compensation	—	—	—	—	—	15	—	15	—	15
Transactions with non-controlling interests	—	—	—	—	—	—	—	—	—	—
<b>At December 31, 2020</b>	<b>3</b>	<b>420</b>	<b>(192)</b>	<b>9</b>	<b>(13)</b>	<b>68</b>	<b>(410)</b>	<b>(115)</b>	<b>14</b>	<b>(101)</b>

The accompanying Notes are an integral part of these Unaudited Interim Condensed Consolidated Financial Statements.

## UNAUDITED INTERIM CONSOLIDATED STATEMENT OF CASH FLOWS

<i>(in millions of Euros)</i>	Notes	Six months ended June 30,	
		2021	2020
Net income / (loss)		<b>156</b>	(63)
Adjustments			
Depreciation and amortization	12, 13	128	132
Impairment of assets	12, 13	—	5
Pension and other post-employment benefits service costs	18	17	17
Finance costs - net	7	92	87
Income tax expense / (benefit)	8	33	(19)
Unrealized (gains) / losses on derivatives - net and from remeasurement of monetary assets and liabilities - net		(45)	11
Other - net		5	13
Change in working capital			
Inventories		(212)	35
Trade receivables		(234)	7
Trade payables		300	(18)
Other		—	15
Change in provisions		(4)	5
Pension and other post-employment benefits paid	18	(21)	(20)
Interest paid		(72)	(73)
Income tax refunded		5	18
Net cash flows from operating activities		<b>148</b>	152
Purchases of property, plant and equipment	4	(74)	(100)
Property, plant and equipment grants received		7	2
Proceeds from disposals, net of cash		—	1
Net cash flows used in investing activities		<b>(67)</b>	(97)
Proceeds from issuance of Senior Notes	15	712	290
Repayments of Senior Notes	15	(863)	(200)
Repayment of U.S. revolving credit facilities	15	—	(129)
Proceeds from other borrowings	15	2	207
Repayments of other borrowings	15	(9)	(4)
Lease repayments	15	(17)	(17)
Payment of financing costs and redemption fees		(26)	(9)
Transactions with non-controlling interests		(2)	—
Other financing activities		(29)	2
Net cash flows (used in) / from financing activities		<b>(232)</b>	140
Net (decrease) / increase in cash and cash equivalents		<b>(151)</b>	195
Cash and cash equivalents - beginning of period		439	184
Effect of exchange rate changes on cash and cash equivalents		2	(1)
<b>Cash and cash equivalents - end of period</b>	9	<b>290</b>	378

The accompanying Notes are an integral part of these Unaudited Interim Condensed Consolidated Financial Statements.

## **Notes to the Unaudited Interim Condensed Consolidated Financial Statements**

### **NOTE 1 - GENERAL INFORMATION**

Constellium is a global leader in the design and manufacture of a broad range of innovative specialty rolled and extruded aluminium products, serving primarily the packaging, aerospace and automotive end-markets. The Group has a strategic footprint of manufacturing facilities located in North America, Europe and China and operates 29 production facilities, 3 R&D centers and 3 administrative centers. The Group has approximately 12,000 employees.

Constellium SE, a French *Societas Europaea* (SE), is the parent company of the Group. The business address (head office) of Constellium SE is located at Washington Plaza, 40-44 rue Washington, 75008 Paris, France.

Unless the context indicates otherwise, when we refer to “we”, “our”, “us”, “Constellium”, the “Group” and the “Company” in this document, we are referring to Constellium SE and its subsidiaries.

### **NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

#### **2.1 Basis of preparation**

The Unaudited Interim Condensed Consolidated Financial Statements (the "Interim Financial Statements") have been prepared in accordance with IAS 34 - *Interim Financial Reporting*. Accordingly, they do not include all the information and disclosures required in consolidated financial statements and should be read in conjunction with the Group's Consolidated Financial Statements for the year ended December 31, 2020.

In accordance with IAS 1- *Presentation of Financial Statements*, the Interim Financial Statements are prepared on the assumption that Constellium is a going concern and will continue in operation for the foreseeable future.

The accounting policies adopted in the preparation of the Interim Financial Statements are consistent with those followed in the preparation of the Group's Consolidated Financial Statements for the year ended December 31, 2020, except for the application of the effective tax rate method in accordance with IAS 34 - *Interim Financial Reporting*.

The Interim Financial Statements are presented in millions of Euros, except Earnings per share in Euros. Certain reclassifications may have been made to prior year amounts to conform to the current year presentation.

The Interim Financial Statements were authorized for issue by management on July 26, 2021.

#### **2.2 New and amended standards and interpretations**

Several amendments apply for the first time in 2021, but have no impact on the Interim Financial Statements of the Group.

The Group has not early adopted any other standard, interpretation or amendment that has been issued but is not yet effective. The Group plans to adopt the new standards and interpretations on their required effective dates.

#### **2.3 Judgments in applying accounting policies and key sources of estimation uncertainty**

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. These judgments, estimates and assumptions are based on management's best knowledge of the relevant facts and circumstances, giving consideration to previous experience. However, actual results may differ from the amounts included in the financial statements.

In preparing these Interim Financial Statements, the significant judgments made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those applied to the Consolidated Financial Statements at and for the year ended December 31, 2020, as well as the application of the effective tax rate method for the determination of the income tax provision.

## 2.4 Exchange rates

The following table summarizes the main exchange rates used for the preparation of the Interim Financial Statements:

<i>Foreign exchange rate for 1 Euro</i>		Average rates		Closing rates	
		Six months ended June 30,		At June 30,	At December 31,
		2021	2020	2021	2020
U.S. Dollars	USD	1.2052	1.1018	1.1884	1.2271
Swiss Francs	CHF	1.0945	1.0641	1.0980	1.0802
Czech Koruna	CZK	25.8508	26.2970	25.4880	26.2420

## NOTE 3 - REVENUE

<i>(in millions of Euros)</i>	Three months ended June 30,		Six months ended June 30,	
	2021	2020	2021	2020
Packaging rolled products	648	456	1,167	980
Automotive rolled products	213	88	421	281
Specialty and other thin-rolled products	43	20	80	52
Aerospace rolled products	100	142	187	365
Transportation, industry, defense and other rolled products	174	105	321	231
Automotive extruded products	176	96	377	295
Other extruded products	164	124	306	264
<b>Total Revenue by product line</b>	<b>1,518</b>	<b>1,031</b>	<b>2,859</b>	<b>2,468</b>

<i>(in millions of Euros)</i>	Three months ended June 30,		Six months ended June 30,	
	2021	2020	2021	2020
Germany	373	192	711	479
France	120	67	224	188
United Kingdom	42	39	79	108
Switzerland	17	15	30	27
Other Europe	308	201	587	476
<b>Total Europe</b>	<b>860</b>	<b>514</b>	<b>1,631</b>	<b>1,278</b>
United States	559	413	1,040	974
Asia and Other Pacific	43	61	79	118
All Other	56	43	109	98
<b>Total Revenue by destination of shipment</b>	<b>1,518</b>	<b>1,031</b>	<b>2,859</b>	<b>2,468</b>

## NOTE 4 - OPERATING SEGMENT INFORMATION

Constellium has three reportable segments - Packaging & Automotive Rolled Products (P&ARP), Aerospace & Transportation (A&T) and Automotive Structures & Industry (AS&I) - and Holdings & Corporate (H&C).

### 4.1 Segment Revenue

<i>(in millions of Euros)</i>	Three months ended June 30,						Six months ended June 30,					
	2021			2020			2021			2020		
	Segment revenue	Inter-segment elimination	External revenue	Segment revenue	Inter-segment elimination	External revenue	Segment revenue	Inter-segment elimination	External revenue	Segment revenue	Inter-segment elimination	External revenue
P&ARP	907	(3)	<b>904</b>	565	(1)	564	1,673	(5)	<b>1,668</b>	1,317	(4)	1,313
A&T	287	(13)	<b>274</b>	250	(3)	247	532	(24)	<b>508</b>	609	(13)	596
AS&I	345	(5)	<b>340</b>	222	(2)	220	695	(12)	<b>683</b>	564	(5)	559
<b>Total</b>	<b>1,539</b>	<b>(21)</b>	<b>1,518</b>	<b>1,037</b>	<b>(6)</b>	<b>1,031</b>	<b>2,900</b>	<b>(41)</b>	<b>2,859</b>	<b>2,490</b>	<b>(22)</b>	<b>2,468</b>

### 4.2 Segment Adjusted EBITDA and reconciliation of Adjusted EBITDA to Net Income

<i>(in millions of Euros)</i>	Notes	Three months ended June 30,		Six months ended June 30,	
		2021	2020	2021	2020
P&ARP		<b>94</b>	58	<b>162</b>	124
A&T		<b>42</b>	31	<b>61</b>	83
AS&I		<b>41</b>	(1)	<b>79</b>	33
H&C		<b>(7)</b>	(7)	<b>(11)</b>	(12)
<b>Adjusted EBITDA</b>		<b>170</b>	81	<b>291</b>	228
Metal price lag (A)		<b>54</b>	(25)	<b>85</b>	(40)
Start-up and development costs (B)		—	(2)	—	(4)
Share based compensation costs		<b>(3)</b>	(5)	<b>(7)</b>	(8)
Losses on pension plan amendments	18	<b>(2)</b>	(2)	<b>(2)</b>	(2)
Depreciation and amortization	12, 13	<b>(65)</b>	(66)	<b>(128)</b>	(132)
Impairment of assets	12, 13	—	(5)	—	(5)
Restructuring costs	5	<b>(2)</b>	(11)	<b>(3)</b>	(11)
Unrealized gains / (losses) on derivatives		<b>16</b>	43	<b>44</b>	(10)
Unrealized exchange (losses) / gains from the remeasurement of monetary assets and liabilities – net	5	<b>(1)</b>	1	<b>1</b>	(1)
Other (C)		—	(10)	—	(10)
Income / (loss) from operations		<b>167</b>	(1)	<b>281</b>	5
Finance costs - net	7	<b>(37)</b>	(42)	<b>(92)</b>	(87)
Income / (loss) before tax		<b>130</b>	(43)	<b>189</b>	(82)
Income tax (expense) / benefit	8	<b>(22)</b>	11	<b>(33)</b>	19
<b>Net income / (loss)</b>		<b>108</b>	(32)	<b>156</b>	(63)

- (A) Metal price lag represents the financial impact of the timing difference between when aluminium prices included within Constellium's Revenue are established and when aluminium purchase prices included in Cost of sales are established. The Group accounts for inventory using a weighted average price basis and this adjustment aims to remove the effect of volatility in LME prices. The calculation of the Group metal price lag adjustment is based on an internal standardized methodology calculated at each of Constellium's manufacturing sites and is primarily calculated as the average value of product recorded in inventory, which approximates the spot price in the market, less the average value transferred out of inventory, which is the weighted average of the metal element of cost of sales, based on the quantity sold in the period.



- (B) Start-up and development costs, for the six months ended June 30, 2020 were related to new projects in our AS&I operating segment.
- (C) Other, in the six months ended June 30, 2020, included €5 million of procurement penalties and termination fees incurred because of the Group's inability to fulfill certain commitments due to the COVID-19 pandemic and a €5 million loss resulting from the discontinuation of hedge accounting for certain forecasted sales that were determined to be no longer expected to occur in light of the COVID-19 pandemic effects.

#### 4.3 Segment capital expenditures

<i>(in millions of Euros)</i>	Six months ended June 30,	
	2021	2020
P&ARP	(27)	(38)
A&T	(21)	(25)
AS&I	(24)	(35)
H&C	(2)	(2)
<b>Capital expenditures</b>	<b>(74)</b>	<b>(100)</b>

#### 4.4 Segment assets

<i>(in millions of Euros)</i>	At June 30, 2021	At December 31, 2020
P&ARP	1,983	1,733
A&T	857	765
AS&I	698	668
H&C	386	274
<b>Segment assets</b>	<b>3,924</b>	<b>3,440</b>
Deferred income tax assets	162	193
Cash and cash equivalents	290	439
Other financial assets	79	57
<b>Total Assets</b>	<b>4,455</b>	<b>4,129</b>

#### NOTE 5 - OTHER GAINS AND LOSSES - NET

<i>(in millions of Euros)</i>	Notes	Three months ended June 30,		Six months ended June 30,	
		2021	2020	2021	2020
Realized gains / (losses) on derivatives (A)		31	(32)	45	(44)
Losses reclassified from OCI as a result of hedge accounting discontinuation (B)		—	(5)	—	(5)
Unrealized gains / (losses) on derivatives at fair value through profit and loss - net (A)		17	43	45	(10)
Unrealized exchange (losses) / gains from the remeasurement of monetary assets and liabilities – net	4	(1)	1	1	(1)
Impairment of assets (C)		—	(5)	—	(5)
Restructuring costs (D)		(2)	(11)	(3)	(11)
Losses on pension plan amendments	18	(2)	(2)	(2)	(2)
Other		1	—	1	(1)
<b>Total other gains and losses - net</b>		<b>44</b>	<b>(11)</b>	<b>87</b>	<b>(79)</b>

- (A) Realized and unrealized gains and losses are related to derivatives entered into with the purpose of mitigating exposure to volatility in foreign currencies and commodity prices, and that do not qualify for hedge accounting.

- (B) For the six months ended June 30, 2020, we determined that a portion of the hedged forecasted sales for the second half of 2020 and 2021, to which hedge accounting was applied, were no longer expected to occur. As a result, the fair value of the related derivatives accumulated in equity was reclassified in the Interim Income Statement and resulted in a €5 million loss.
- (C) In June 2020, the main customer of the Nanjing Automotive Structures plant (China) announced a suspension of its operations and a strategic reorganization. As a result, we tested the asset for impairment and recorded an impairment charge of €5 million for the six months ended June 30, 2020.
- (D) For the six months ended June 30, 2021 and 2020, restructuring costs amounted to €3 million and €11 million, respectively, and related to headcount reductions in Europe and in the U.S.

#### NOTE 6 - CURRENCY GAINS / (LOSSES)

<i>(in millions of Euros)</i>	Notes	Three months ended June 30,		Six months ended June 30,	
		2021	2020	2021	2020
Included in Revenue	17	—	(2)	(1)	(5)
Included in Cost of sales		—	1	—	1
Included in Other gains and losses - net		—	(5)	8	(6)
<b>Total</b>		—	(6)	7	(10)
Realized exchange losses on foreign currency derivatives - net	17	(2)	(3)	(5)	(3)
Losses reclassified from OCI as a result of hedge accounting discontinuation	17	—	(5)	—	(5)
Unrealized gains / (losses) on foreign currency derivatives - net	17	3	—	11	(2)
Exchange (losses) / gains from the remeasurement of monetary assets and liabilities - net		(1)	2	1	—
<b>Total</b>		—	(6)	7	(10)

See NOTE 16 - Financial Instruments and NOTE 17 - Financial Risk Management for further information regarding the Company's foreign currency derivatives and hedging activities.

#### NOTE 7 - FINANCE COSTS - NET

<i>(in millions of Euros)</i>	Three months ended June 30,		Six months ended June 30,	
	2021	2020	2021	2020
Interest expense on borrowings (A)	(26)	(32)	(56)	(64)
Interest expense on leases	(2)	(2)	(5)	(5)
Interest cost on pension and other benefits	(2)	(3)	(4)	(6)
Expenses on factoring arrangements	(2)	(3)	(4)	(6)
Net loss on settlement of debt (B)	(6)	—	(23)	—
Realized and unrealized (losses) / gains on debt derivatives at fair value (C)	(15)	(7)	—	1
Realized and unrealized exchange gains / (losses) on financing activities - net (C)	16	8	—	(3)
Other finance expenses	(1)	(4)	(1)	(5)
Capitalized borrowing costs (D)	1	1	1	1
Finance expenses	(37)	(42)	(92)	(87)
<b>Finance costs - net</b>	<b>(37)</b>	<b>(42)</b>	<b>(92)</b>	<b>(87)</b>

- (A) For the six months ended June 30, 2021, interest expense on borrowings included €50 million of interest and €2 million of amortization of arrangement fees related to Constellium SE Senior Notes. For the six months ended June 30, 2020, it included €57 million of interest and €3 million of amortization of arrangement fees related to Constellium SE Senior Notes.
- (B) On February 24, 2021, Constellium SE tendered and redeemed its \$650 million 6.625% Senior Notes due 2025. The net loss on the settlement of debt included redemption fees of €9 million and the write-off of the outstanding balance of deferred arrangement fees at the date of redemption for €8 million. On June 2, 2021, Constellium SE redeemed its \$400 million 5.750% Senior Notes due 2024. The net loss on the settlement of debt included redemption fees of €3 million and the write-off of the outstanding balance of deferred arrangement fees at the date of redemption for €3 million.
- (C) The Group hedges the dollar exposure, relating to the principal of its Constellium SE U.S. Dollar Senior Notes, for the portion that has not been used to finance directly or indirectly U.S. Dollar functional currency entities. Changes in the fair value of these hedging derivatives are recognized within Finance costs – net in the Interim Income Statement and largely offset the unrealized results related to Constellium SE U.S. Dollar Senior Notes revaluation.
- (D) Borrowing costs directly attributable to the construction of assets are capitalized. The capitalization rate was 5% and 6% for the six months ended June 30, 2021 and 2020, respectively.

## NOTE 8 - INCOME TAX

Income tax expense or benefit is recognized based on the best estimate of the weighted average annual income tax rate expected for the full year. The tax rate applied at June 30, 2021 was impacted by non-recurring transactions and changes in the allocation of income or loss by country.

## NOTE 9 - CASH AND CASH EQUIVALENTS

Cash in bank and on hand at June 30, 2021 amounted to €290 million and included €25 million held by subsidiaries that operate in countries where capital control restrictions prevent these balances from being immediately available for general use by the other entities within the Group. At December 31, 2020, the amount subject to these restrictions was €26 million.

## NOTE 10 - TRADE RECEIVABLES AND OTHER

<i>(in millions of Euros)</i>	At June 30, 2021		At December 31, 2020	
	Non-current	Current	Non-current	Current
Trade receivables - gross	—	590	—	345
Impairment	—	(4)	—	(4)
Total trade receivables - net	—	586	—	341
Income tax receivables	39	5	34	15
Other tax receivables	—	45	—	33
Contract assets	18	2	23	2
Prepaid expenses	1	21	1	6
Other	11	10	10	9
Total other receivables	69	83	68	65
<b>Total trade receivables and other</b>	<b>69</b>	<b>669</b>	<b>68</b>	<b>406</b>

### 10.1 Contract assets

<i>(in millions of Euros)</i>	At June 30, 2021		At December 31, 2020	
	Non-current	Current	Non-current	Current
Unbilled tooling costs	5	—	9	—
Other	13	2	14	2
<b>Total Contract assets</b>	<b>18</b>	<b>2</b>	<b>23</b>	<b>2</b>

## 10.2 Aging

<i>(in millions of Euros)</i>	At June 30, 2021	At December 31, 2020
Not past due	577	333
1 – 30 days past due	8	7
31 – 60 days past due	1	1
61 – 90 days past due	—	—
Greater than 90 days past due	—	—
<b>Total trade receivables - net</b>	<b>586</b>	<b>341</b>

### Impairment allowance

Revisions to the impairment allowance arising from changes in estimates are included as either additional allowances or recoveries. An allowance was recognized for €0.4 million for the six months ended June 30, 2021 and 2020.

None of the amounts included in Other receivables were deemed to be impaired for the six months ended June 30, 2021 and 2020.

The maximum exposure to credit risk at the reporting date is the carrying value of each class of receivable shown above. The Group does not hold any collateral from its customers or debtors as security.

## 10.3 Currency concentration

<i>(in millions of Euros)</i>	At June 30, 2021	At December 31, 2020
Euro	277	143
U.S. Dollar	289	181
Swiss franc	7	6
Other currencies	13	11
<b>Total trade receivables - net</b>	<b>586</b>	<b>341</b>

## 10.4 Factoring arrangements

The Group factors trade receivables under committed factoring agreements in the United States, France, Germany, Switzerland and the Czech Republic:

- In the United States, Constellium Muscle Shoals LLC is party to a factoring agreement with a maximum capacity of \$300 million and a maturity date in September 2021 and Constellium Automotive USA LLC is party to a factoring agreement with a maximum capacity of \$25 million and a maturity date in December 2021.
- The factoring agreement in place for our entities in France has a maximum capacity of €255 million (including a €20 million recourse line) and a maturity date in December 2023.
- Factoring agreements in place for our entities in Germany, Switzerland and the Czech Republic have a combined maximum capacity of €150 million and maturity dates in December 2023.

In addition, the Group sells receivables from one of its German customers under an uncommitted factoring facility whereby receivables sold are confirmed by the customer.

These factoring agreements contain certain customary affirmative and negative covenants, including some relating to the administration and collection of the assigned receivables, the terms of the invoices and the exchange of information, but do not contain maintenance financial covenants. In addition, the commitment of the factor to buy receivables under the Muscle Shoals factoring agreement is subject to certain credit ratings being maintained. The Group was in compliance with all applicable covenants at and for the six months ended June 30, 2021 and 2020.

Under the Group's factoring agreements, most of the trade receivables are sold without recourse. Where the Group has transferred substantially all the risks and rewards of ownership of the receivables, the receivables are derecognized. Some

remaining receivables do not qualify for derecognition, as the Group retains substantially all the associated risks and rewards. At June 30, 2021, the total carrying amount of the original assets factored was €587 million, of which €384 million had been derecognized. At December 31, 2020, the total carrying amount of the original assets factored was €514 million, of which €398 million had been derecognized.

Amounts due to the factors in respect of trade receivables sold were €1 million and nil at June 30, 2021 and December 31, 2020, respectively.

#### NOTE 11 - INVENTORIES

<i>(in millions of Euros)</i>	At June 30, 2021	At December 31, 2020
Finished goods	196	149
Work in progress	428	280
Raw materials	137	118
Stores and supplies	87	80
Inventories write down	(46)	(45)
<b>Total inventories</b>	<b>802</b>	<b>582</b>

#### NOTE 12 - PROPERTY, PLANT AND EQUIPMENT

<i>(in millions of Euros)</i>	Land and Property Rights	Buildings	Machinery and Equipment	Construction Work in Progress	Other	Total
Net balance at January 1, 2021	20	379	1,361	132	14	1,906
Additions	—	4	23	54	1	82
Disposals	—	—	(1)	—	—	(1)
Depreciation expense	—	(14)	(104)	(1)	(4)	(123)
Transfer and other changes	—	1	45	(48)	3	1
Effect of changes in foreign exchange rates	1	5	23	1	—	30
<b>Net balance at June 30, 2021</b>	<b>21</b>	<b>375</b>	<b>1,347</b>	<b>138</b>	<b>14</b>	<b>1,895</b>
Cost	37	573	2,579	147	51	3,387
Less accumulated depreciation and impairment	(16)	(198)	(1,232)	(9)	(37)	(1,492)
<b>Net balance at June 30, 2021</b>	<b>21</b>	<b>375</b>	<b>1,347</b>	<b>138</b>	<b>14</b>	<b>1,895</b>

## Right-of-use assets

Right-of-use assets have been included within the same line item as that in which the corresponding underlying assets would be presented if they were owned.

<i>(in millions of Euros)</i>	Buildings	Machinery and Equipment	Other	Total
Net balance at January 1, 2021	112	72	2	<b>186</b>
Additions	4	3	—	7
Depreciation expense	(6)	(10)	—	<b>(16)</b>
Transfer and other changes	—	(1)	—	<b>(1)</b>
Effect of changes in foreign exchange rates	1	1	—	2
<b>Net balance at June 30, 2021</b>	<b>111</b>	<b>65</b>	<b>2</b>	<b>178</b>
Cost	147	138	4	<b>289</b>
Less accumulated depreciation and impairment	(36)	(73)	(2)	<b>(111)</b>
<b>Net balance at June 30, 2021</b>	<b>111</b>	<b>65</b>	<b>2</b>	<b>178</b>

The total expense relating to short-term leases, low value asset leases and variable lease payments that are still recognized as operating expenses was €5 million and €6 million for the six months ended June 30, 2021 and 2020, respectively.

## NOTE 13 - INTANGIBLE ASSETS AND GOODWILL

<i>(in millions of Euros)</i>	Technology	Computer Software	Customer relationships	Work in Progress	Other	Total Intangible Assets	Goodwill
Net balance at January 1, 2021	18	15	13	13	2	<b>61</b>	<b>417</b>
Additions	—	—	—	2	—	<b>2</b>	—
Amortization expense	(1)	(4)	—	—	—	<b>(5)</b>	—
Transfer	—	4	—	(4)	—	—	—
Effect of changes in foreign exchange rates	1	—	—	—	—	<b>1</b>	<b>13</b>
<b>Net balance at June 30, 2021</b>	<b>18</b>	<b>15</b>	<b>13</b>	<b>11</b>	<b>2</b>	<b>59</b>	<b>430</b>
Cost	82	80	38	12	2	<b>214</b>	<b>430</b>
Less accumulated depreciation and impairment	(64)	(65)	(25)	(1)	—	<b>(155)</b>	—
<b>Net balance at June 30, 2021</b>	<b>18</b>	<b>15</b>	<b>13</b>	<b>11</b>	<b>2</b>	<b>59</b>	<b>430</b>

## NOTE 14 - TRADE PAYABLES AND OTHER

<i>(in millions of Euros)</i>	At June 30, 2021		At December 31, 2020	
	Non-current	Current	Non-current	Current
Trade payables	—	950	—	626
Fixed assets payables	—	31	—	27
Employees' entitlements	—	165	—	143
Taxes payable other than income tax	—	29	—	15
Contract liabilities and other liabilities to customers	3	62	3	81
Other payables	29	18	29	13
Total other	32	305	32	279
<b>Total Trade payables and other</b>	<b>32</b>	<b>1,255</b>	<b>32</b>	<b>905</b>

### Contract liabilities and other liabilities to customers

<i>(in millions of Euros)</i>	At June 30, 2021		At December 31, 2020	
	Non-current	Current	Non-current	Current
Deferred tooling revenue	2	—	2	—
Advance payment from customers	—	1	—	2
Unrecognized variable consideration (A)	1	59	1	72
Other	—	2	—	7
<b>Total contract liabilities and other liabilities to customers</b>	<b>3</b>	<b>62</b>	<b>3</b>	<b>81</b>

(A) Unrecognized variable consideration consists of expected volume rebates, discounts, incentives, refunds penalties and price concessions.

Revenue of €23 million that related to contract liabilities at December 31, 2020 was recognized in the six months ended June 30, 2021. Revenue of €20 million generated in the six months ended June 30, 2021 was deferred.

Revenue of €14 million that related to contract liabilities at January 1, 2020 was recognized in the six months ended June 30, 2020. Revenue of €25 million generated in the six months ended June 30, 2020 was deferred.

## NOTE 15 - BORROWINGS

### 15.1 Analysis by nature

<i>(in millions of Euros)</i>	At June 30, 2021					At December 31, 2020	
	Nominal Value in Currency	Nominal rate	Nominal Value in Euros	(Arrangement fees)	Accrued interests	Carrying value	Carrying value
Secured Pan-U.S. ABL (due 2026) (A)	\$ —	Floating	—	—	—	—	—
Secured U.S. DDTL (expired in 2021) (A)	\$ —	Floating	—	—	—	—	—
Secured PGE French Facility (due 2022) (B)	€ 180	Floating	180	—	—	180	180
Secured German Facility (due 2022)	€ —	2.000%	—	—	—	—	—
Secured Inventory Facility (due 2023) (C)	€ —	Floating	—	—	—	—	—
Senior Unsecured Notes (D)							
<i>Issued May 2014 and due 2024 (F)</i>	\$ 400	5.750%	—	—	—	—	325
<i>Issued February 2017 and due 2025 (E)</i>	\$ 650	6.625%	—	—	—	—	534
<i>Issued November 2017 and due 2026</i>	\$ 500	5.875%	421	(5)	9	425	411
<i>Issued November 2017 and due 2026</i>	€ 400	4.250%	400	(4)	6	402	401
<i>Issued June 2020 and due 2028</i>	\$ 325	5.625%	274	(6)	1	269	260
<i>Issued February 2021 and due 2029 (E)</i>	\$ 500	3.750%	421	(7)	5	419	—
<i>Issued June 2021 and due 2029 (F)</i>	€ 300	3.125%	300	(5)	1	296	—
Unsecured Revolving Credit Facility (due 2021) (G)	€ —	Floating	—	—	—	—	—
Unsecured Swiss Facility (due 2025)	CHF 17	1.175%	16	—	—	16	18
Unsecured German Facility (due 2022)	€ —	2.120%	—	—	—	—	—
Lease liabilities			186	—	1	187	195
Other loans (H)			62	—	1	63	67
<b>Total Borrowings</b>			<b>2,260</b>	<b>(27)</b>	<b>24</b>	<b>2,257</b>	<b>2,391</b>
<i>Of which non-current</i>						1,995	2,299
<i>Of which current</i>						262	92

- (A) On April 27, 2021, the Pan-U.S. ABL facility maturity date was extended to April 2026 and the Delayed-Draw Term Loan (the “U.S. DDTL”) expired.
- (B) On May 20, 2021, we exercised the option to repay the PGE French Facility in May 2022.
- (C) On February 16, 2021, the Secured Inventory Facility maturity date was extended to April 2023.
- (D) The Senior Unsecured Notes have been issued by Constellium SE and are guaranteed by certain subsidiaries.
- (E) On February 24, 2021, Constellium SE issued \$500 million Sustainability-Linked Senior Notes due 2029 and bearing an interest rate of 3.750%. Deferred arrangement fees were €7 million. Constellium has established two sustainability performance targets (greenhouse gas emissions intensity and recycled metal input). If Constellium does not satisfy the first target for the year ended December 31, 2025, the interest rate will be increased by 0.125% starting April 15, 2026. If Constellium does not satisfy the second target for the year ended December 31, 2026, the interest rate will be increased by 0.125% starting April 15, 2027 (in addition to any increase arising from failure to meet the first target). The net proceeds from the issuance were used to retire the \$650 million 6.625% Senior Notes due 2025.
- (F) On June 2, 2021, Constellium SE issued €300 million Sustainability-Linked Senior Notes due 2029 and bearing an interest rate of 3.125%. Deferred arrangement fees were €5 million. Constellium has established two sustainability performance targets (greenhouse gas emissions intensity and recycled metal input). If Constellium does not satisfy the first target for the year ended December 31, 2025, the interest rate will be increased by 0.125%, starting July 15, 2026. If Constellium does not satisfy the second target for the year ended



December 31, 2026, the interest rate will be increased by 0.125%, starting July 15, 2027 (in addition to any increase arising from failure to meet the first target). The net proceeds from the issuance were used to retire the \$400 million 5.750% Senior Notes due 2024.

- (G) The Unsecured Revolving Credit Facility of one of our French entities has a €2 million borrowing base and is provided by Bpifrance Financement, a related party.
- (H) Other loans include €42 million of financial liabilities relating to the sale and leaseback of assets that were considered to be financing arrangements in substance.

## 15.2 Covenants

The Group was in compliance with all applicable debt covenants at June 30, 2021 and December 31, 2020 and for the six months ended June 30, 2021.

## 15.3 Movements in borrowings

<i>(in millions of Euros)</i>	At June 30, 2021	At December 31, 2020
At the beginning of the period (January 1)	2,391	2,361
Cash flows		
Proceeds from issuance of Senior Notes (A)	712	290
Repayment of Senior Notes (A)	(863)	(200)
Repayment of U.S. revolving credit facilities	—	(129)
Proceeds from other borrowings	2	202
Repayments of other borrowings	(9)	(10)
Lease repayments	(17)	(35)
Payment of deferred financing costs	(12)	(6)
Non-cash changes		
Movement in interest accrued	(8)	(1)
Changes in leases and other loans	8	62
Deferred arrangement fees	13	5
Effects of changes in foreign exchange rates	40	(148)
<b>At the end of the period</b>	<b>2,257</b>	<b>2,391</b>

- (A) On February 24, 2021, Constellium SE issued \$500 million 3.750% Sustainability-Linked Senior Notes and used the proceeds to tender and redeem the \$650 million 6.625% Senior Notes due 2025. On June 2, 2021, Constellium SE issued €300 million 3.125% Sustainability-Linked Senior Notes and used the proceeds to redeem the \$400 million 5.750% Senior Notes due 2024.

## 15.4 Currency concentration

<i>(in millions of Euros)</i>	At June 30, 2021	At December 31, 2020
U.S. Dollar	1,182	1,602
Euro	1,048	757
Other currencies	27	32
<b>Total borrowings</b>	<b>2,257</b>	<b>2,391</b>

## NOTE 16 - FINANCIAL INSTRUMENTS

### 16.1 Financial assets and liabilities by categories

<i>(in millions of Euros)</i>	Notes	At June 30, 2021				At December 31, 2020			
		At amortized cost	At fair value through profit and loss	At fair value through OCI	Total	At amortized cost	At fair value through profit and loss	At fair value through OCI	Total
Cash and cash equivalents	9	290	—	—	290	439	—	—	439
Trade receivables	10	—	—	586	586	—	—	341	341
Other financial assets		—	73	6	79	3	40	14	57
<b>Total</b>		<b>290</b>	<b>73</b>	<b>592</b>	<b>955</b>	<b>442</b>	<b>40</b>	<b>355</b>	<b>837</b>

<i>(in millions of Euros)</i>	Notes	At June 30, 2021				At December 31, 2020			
		At amortized cost	At fair value through profit and loss	At fair value through OCI	Total	At amortized cost	At fair value through profit and loss	At fair value through OCI	Total
Trade payables and fixed assets payables	14	981	—	—	981	653	—	—	653
Borrowings	15	2,257	—	—	2,257	2,391	—	—	2,391
Other financial liabilities		—	34	2	36	—	85	2	87
<b>Total</b>		<b>3,238</b>	<b>34</b>	<b>2</b>	<b>3,274</b>	<b>3,044</b>	<b>85</b>	<b>2</b>	<b>3,131</b>

### 16.2 Fair values

The carrying value of the Group's borrowings at maturity is the redemption value.

The fair values of Constellium SE Senior Notes issued in November 2017, June 2020, February 2021 and June 2021 account for 102%, 108%, 99% and 100%, respectively, of the nominal values and amount to €839 million, €294 million, €418 million and €299 million, respectively, at June 30, 2021.

All derivatives are presented at fair value in the Interim Statement of Financial Position. The fair values of the other financial assets and liabilities approximate their carrying values, as a result of their liquidity or short maturity.

<i>(in millions of Euros)</i>	At June 30, 2021			At December 31, 2020		
	Non-current	Current	Total	Non-current	Current	Total
Aluminium and premium future contracts	8	42	50	1	18	19
Energy future contracts	—	1	1	—	—	—
Other future contracts	1	3	4	1	1	2
Currency commercial contracts	7	17	24	16	17	33
Margin call	—	—	—	—	3	3
<b>Other financial assets - derivatives</b>	<b>16</b>	<b>63</b>	<b>79</b>	<b>18</b>	<b>39</b>	<b>57</b>
Aluminium and premium future contracts	1	7	8	3	6	9
Other future contracts	—	1	1	—	1	1
Currency commercial contracts	2	16	18	4	28	32
Currency net debt derivatives (A)	7	2	9	34	11	45
<b>Other financial liabilities - derivatives</b>	<b>10</b>	<b>26</b>	<b>36</b>	<b>41</b>	<b>46</b>	<b>87</b>

(A) For the six months ended June 30, 2021, forward purchases of \$325 million versus the Euro using cross currency basis swaps were bought out before their initial maturity in relation with the refinancing of the Senior Notes. This buy-out generated a €27 million cash outflow which is presented in Other financing activities within the Interim Statement of Cash Flows.

### 16.3 Valuation hierarchy

The following table provides an analysis of financial instruments measured at fair value, grouped into levels based on the degree to which the fair value is observable:

- Level 1 is based on a quoted price (unadjusted) in active markets for identical financial instruments. Level 1 includes aluminium, copper and zinc futures that are traded on the LME.
- Level 2 is based on inputs other than quoted prices included within Level 1 that are observable for the assets or liabilities, either directly (i.e. prices) or indirectly (i.e. derived from prices). Level 2 includes foreign exchange derivatives. The present value of future cash flows based on the forward or on the spot exchange rates at the balance sheet date is used to value foreign exchange derivatives.
- Level 3 is based on inputs for the asset or liability that are not based on observable market data (unobservable inputs). Trade receivables are classified as a Level 3 measurement under the fair value hierarchy.

<i>(in millions of Euros)</i>	At June 30, 2021				At December 31, 2020			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
Other financial assets - derivatives	44	35	—	79	20	37	—	57
Other financial liabilities - derivatives	8	28	—	36	9	78	—	87

There was no material transfer of asset and liability categories into or out of Level 1, Level 2 or Level 3 during the six months ended June 30, 2021 or the year ended 2020.

### NOTE 17 - FINANCIAL RISK MANAGEMENT

The Group's financial risk management strategy focuses on minimizing the cash flow impacts of volatility in foreign currency exchange rates and metal prices, while maintaining the financial flexibility the Group requires in order to successfully execute the Group's business strategy.

Due to Constellium's capital structure and the nature of its operations, the Group is exposed to the following financial risks: (i) market risk including foreign exchange, commodity price and interest rate risks; (ii) credit risk and (iii) liquidity and capital management risk.

The Group's financial institution counterparties may require margin calls should the mark-to-market of our derivatives hedging foreign exchange and commodity price risks exceed a pre-agreed contractual limit. With a view to avoiding possible margin

calls for significant market movements, the Group enters into derivatives with a large number of financial counterparties and monitors margin requirements on a daily basis. In addition, the Group (i) ensures that financial counterparts hedging transactional exposure are also hedging foreign currency loan and deposit exposures and (ii) holds a significant liquidity buffer in cash or in availability under its various borrowing facilities

## 17.1 Market risk

### i. Commercial transaction exposures

The Group has agreed to supply a major customer with fabricated metal products from a Euro functional currency entity and to invoice in U.S. Dollars. The Group entered into significant foreign exchange derivatives that matched related highly probable future conversion sales. The Group designates these derivatives for hedge accounting, with a total nominal amount of \$305 million and \$330 million at June 30, 2021 and December 31, 2020 respectively, with maturities ranging from 2021 to 2024.

The table below details the effect of foreign currency derivatives in the Interim Income Statement and the Interim Statement of Comprehensive Income / (Loss):

<i>(in millions of Euros)</i>	Notes	Three months ended June 30,		Six months ended June 30,	
		2021	2020	2021	2020
<b>Derivatives that do not qualify for hedge accounting</b>					
<i>Included in Other gains and losses - net</i>					
Realized (losses) / gains on foreign currency derivatives - net	6	(2)	—	(4)	2
Unrealized gains / (losses) on foreign currency derivatives - net (A)	6	3	(1)	11	(2)
<b>Derivatives that qualify for hedge accounting</b>					
<i>Included in Other comprehensive income / (loss)</i>					
Unrealized gains / (losses) on foreign currency derivatives - net		2	2	(9)	(6)
Gains / (losses) reclassified from cash flow hedge reserve to the Interim Income Statement		1	3	1	6
<i>Included in Revenue (B)</i>					
Realized (losses) / gains on foreign currency derivatives - net	6	—	(3)	(1)	(5)
Unrealized gains on foreign currency derivatives - net	6	—	1	—	—
<b>Derivatives discontinued from hedge accounting</b>					
<i>Included in Other gains and losses - net</i>					
Losses reclassified from OCI as a result of hedge accounting discontinuation (C)	6	—	(5)	—	(5)

- (A) Gains or losses on the hedging instruments are expected to offset losses or gains on the underlying hedged forecasted sales that will be reflected in the future when these sales are recognized.
- (B) Derivatives that qualify for hedge accounting are included in Revenue when the related customer invoices have been issued.
- (C) In the six months ended June 30, 2020, we determined that a portion of the hedged forecasted sales for the second half of 2020 and for 2021, to which hedge accounting was applied, was no longer expected to occur. As a result, the fair value of the related derivatives accumulated in equity was reclassified in the Interim Income Statement and resulted a €5 million loss.

### ii. Foreign exchange margin calls

There were no margin calls at June 30, 2021. The margin requirement related to foreign exchange hedges amounted to €3 million paid as collateral to counterparties at December 31, 2020.

### iii. Commodities

The Group does not apply hedge accounting on commodity derivatives and therefore any mark-to-market movements are recognized in Other gains and losses – net.

#### 17.2 Liquidity and capital risk management

The liquidity requirements of the overall Company are funded out of the Company's cash or by drawing on available credit facilities. The internal management of liquidity is optimized by means of cash pooling agreements and/or intercompany loans and deposits between the Company's operating entities and central Treasury.

At June 30, 2021, the borrowing bases for the Pan-U.S. ABL, the French Inventory Facility, and the German Facilities were €337 million, €82 million, and €50 million, respectively. After deduction of amounts drawn and letters of credit, the Group had €461 million outstanding availability under these revolving credit facilities.

At June 30, 2021, liquidity was €887 million, comprised of €290 million of cash and cash equivalents and €597 million of available undrawn facilities, including the €461 million described above.

#### NOTE 18 - PENSIONS AND OTHER POST-EMPLOYMENT BENEFIT OBLIGATIONS

##### 18.1 Actuarial assumptions

Pension and other post-employment benefit obligations were updated based on the discount rates applicable at June 30, 2021.

	At June 30, 2021	At December 31, 2020
	Discount rate	Discount rate
Switzerland	0.20%	0.00%
U.S.	—	—
Hourly pension	2.75% - 2.95%	2.45% - 2.65%
Salaried pension	2.85%	2.55%
OPEB	2.85% - 3.15%	2.50% - 2.80%
Other benefits	2.50% - 2.90%	2.20% - 2.55%
France	—	—
Retirements	0.90%	0.50%
Other benefits	0.75%	0.40%
Germany	0.95%	0.55%

##### 18.2 Amounts recognized in the Interim Statement of Financial Position

<i>(in millions of Euros)</i>	At June 30, 2021			At December 31, 2020		
	Pension Benefits	Other Benefits	Total	Pension Benefits	Other Benefits	Total
Present value of funded obligation	741	—	741	772	—	772
Fair value of plan assets	(504)	—	(504)	(458)	—	(458)
Deficit of funded plans	237	—	237	314	—	314
Present value of unfunded obligation	131	213	344	134	216	350
<b>Net liability arising from defined benefit obligation</b>	368	213	581	448	216	664

### 18.3 Amounts recognized in the Interim Income Statement

<i>(in millions of Euros)</i>	Three months ended June 30,					
	2021			2020		
	Pension Benefits	Other Benefits	Total	Pension Benefits	Other Benefits	Total
Service cost						
Current service cost	(6)	(2)	(8)	(5)	(1)	(6)
Past service cost	—	(2)	(2)	—	(2)	(2)
Net interest	(1)	(1)	(2)	(2)	(1)	(3)
Immediate recognition of gains arising over the year	—	—	—	—	(1)	(1)
Administration expenses	—	—	—	(1)	—	(1)
<b>Total</b>	<b>(7)</b>	<b>(5)</b>	<b>(12)</b>	<b>(8)</b>	<b>(5)</b>	<b>(13)</b>

<i>(in millions of Euros)</i>	Six months ended June 30,					
	2021			2020		
	Pension Benefits	Other Benefits	Total	Pension Benefits	Other Benefits	Total
Service cost						
Current service cost	(11)	(4)	(15)	(11)	(3)	(14)
Past service cost	—	(2)	(2)	—	(2)	(2)
Net interest	(2)	(2)	(4)	(3)	(3)	(6)
Immediate recognition of gains arising over the year	—	1	1	—	—	—
Administration expenses	(1)	—	(1)	(1)	—	(1)
<b>Total</b>	<b>(14)</b>	<b>(7)</b>	<b>(21)</b>	<b>(15)</b>	<b>(8)</b>	<b>(23)</b>

## 18.4 Movement in net defined benefit obligations

<i>(in millions of Euros)</i>	At June 30, 2021				
	Defined benefit obligations			Plan Assets	Net defined benefit liability
	Pension benefits	Other benefits	Total		
At January 1, 2021	906	216	1,122	(458)	664
<i>Included in the Interim Income Statement</i>					
Current service cost	11	4	15	—	15
Interest cost / (income)	5	2	7	(3)	4
Past service cost	—	2	2	—	2
Immediate recognition of gains arising over the year	—	(1)	(1)	—	(1)
Administration expenses	—	—	—	1	1
<i>Included in the Interim Statement of Comprehensive Income / (loss)</i>					
Remeasurements due to:					
—actual return less interest on plan assets	—	—	—	(43)	(43)
—changes in financial assumptions	(39)	(9)	(48)	—	(48)
—changes in demographic assumptions	—	—	—	—	—
—experience losses	(1)	1	—	—	—
Effects of changes in foreign exchange rates	5	6	11	(3)	8
<i>Included in the Interim Statement of Cash Flows</i>					
Benefits paid	(17)	(9)	(26)	15	(11)
Contributions by the Group	—	—	—	(10)	(10)
Contributions by the plan participants	2	1	3	(3)	—
<b>At June 30, 2021</b>	<b>872</b>	<b>213</b>	<b>1,085</b>	<b>(504)</b>	<b>581</b>

## 18.5 Ravenswood OPEB dispute

In 2018, the Group announced a plan to transfer certain participants in the Constellium Rolled Products Ravenswood Retiree Medical and Life Insurance Plan (“the Plan”) from a company-sponsored program to a third-party health network that provides similar benefits at a lower cost. This change in benefits resulted in the recognition of a gain of €36 million from negative past service cost, which was reduced by €3 million in 2019, €2 million in 2020 and €2 million in the second quarter of 2021 to reflect delays in the estimated implementation timetable. The United Steelworkers Local Union 5668 (the “Union”) is contesting the OPEB amendments and filed a lawsuit against Constellium Rolled Products Ravenswood, LLC (“Ravenswood”) in a federal district court in West Virginia (the “District Court”) seeking to enjoin the Plan changes and to compel arbitration. The District Court issued an order in December 2018, enjoining Ravenswood from implementing the OPEB amendments pending resolution in arbitration. In September 2019, the arbitrator issued a decision ruling against Ravenswood and sustaining the Union’s grievance. Ravenswood filed a motion in the District Court to vacate this decision, which was denied in June 2020. In July 2020, Ravenswood appealed that denial to the Fourth Circuit Court of Appeals and that court decision is still pending. The Group intends to continue to vigorously defend this matter as it believes it has a strong legal position and it is probable that Ravenswood will ultimately prevail and be able to implement the OPEB amendments.

## 18.6 Net defined benefit obligations by country

<i>(in millions of Euros)</i>	At June 30, 2021			At December 31, 2020		
	Defined benefit obligations	Plan assets	Net defined benefit liability	Defined benefit obligations	Plan assets	Net defined benefit liability
France	163	(5)	<b>158</b>	168	(5)	163
Germany	134	(2)	<b>132</b>	143	(1)	142
Switzerland	295	(248)	<b>47</b>	310	(223)	87
United States	492	(249)	<b>243</b>	500	(229)	271
Other countries	1	—	<b>1</b>	1	—	1
<b>Total</b>	<b>1,085</b>	<b>(504)</b>	<b>581</b>	<b>1,122</b>	<b>(458)</b>	<b>664</b>

## NOTE 19 - PROVISIONS

<i>(in millions of Euros)</i>	Close down and environmental remediation costs	Restructuring costs	Legal claims and other costs	Total
At January 1, 2021	88	6	27	<b>121</b>
Allowance	—	3	1	<b>4</b>
Amounts used	—	(3)	(2)	<b>(5)</b>
Unused amounts reversed	—	(1)	(3)	<b>(4)</b>
Unwinding of discounts	(2)	—	—	<b>(2)</b>
Effects of changes in foreign exchange rates	1	—	—	<b>1</b>
<b>At June 30, 2021</b>	<b>87</b>	<b>5</b>	<b>23</b>	<b>115</b>
Current	7	3	10	<b>20</b>
Non-Current	80	2	13	<b>95</b>
<b>Total Provisions</b>	<b>87</b>	<b>5</b>	<b>23</b>	<b>115</b>

### Legal claims and other costs

<i>(in millions of Euros)</i>	At June 30, 2021	At December 31, 2020
Litigation	<b>17</b>	21
Disease claims	<b>5</b>	5
Other	<b>1</b>	1
<b>Total Provisions for legal claims and other costs</b>	<b>23</b>	<b>27</b>

### Contingencies

The Group is involved, and may become involved, in various lawsuits, claims and proceedings relating to customer claims, product liability, employee and retiree benefit matters and other commercial matters. The Group records provisions for pending litigation matters when it determines that it is probable that an outflow of resources will be required to settle the obligation, and such amounts can be reasonably estimated. In some proceedings, the issues raised are or can be highly complex and subject to significant uncertainties and amounts claimed are and can be substantial. As a result, the probability of loss and an estimation of damages are and can be difficult to ascertain. In exceptional cases, when the Group considers that disclosures relating to provisions and contingencies may prejudice its position, disclosures are limited to the general nature of the dispute.



## NOTE 20 - NON-CASH INVESTING AND FINANCING TRANSACTIONS

Property, plant and equipment acquired through leases or financed by third parties amounted to €8 million and €25 million for the six months ended June 30, 2021 and 2020, respectively. These leases and financings are excluded from the Interim Statement of Cash Flows as they are non-cash investing transactions.

Fair values of vested Restricted Stock Units and Performance Stock Units amounted to €15 million and zero for the six months ended June 30, 2021 and 2020, respectively. They are excluded from the Interim Statement of Cash Flows as non-cash financing activities.

## NOTE 21 - SHARE CAPITAL

Share capital amounted to €2,833,547.32 at June 30, 2021, divided into 141,677,366 ordinary shares, each with a nominal value of two cents and fully paid-up. All shares are of the same class and have the right to one vote.

	Number of shares	<i>(in millions of Euros)</i>	
		Share capital	Share premium
At January 1, 2021	139,962,672	3	420
New shares issued (A)	1,714,694	—	—
<b>At June 30, 2021</b>	<b>141,677,366</b>	<b>3</b>	<b>420</b>

- (A) In the six month ended June 30, 2021, Constellium SE issued and delivered 1,714,694 ordinary shares to certain employees and directors related to share-based compensation plans.

## NOTE 22 - SHARE-BASED COMPENSATION

### Description of plans

#### *Performance-Based Restricted Stock Units (equity-settled)*

In May 2021, the Company granted Performance Stock Units (PSUs) to selected employees. These units vest after three years from the grant date if the following conditions are met:

- A vesting condition under which the beneficiaries must be continuously employed by the Company through the end of the vesting period; and
- A performance condition, contingent on the TSR performance of Constellium shares over the vesting period compared to the TSR of specified indices. PSUs will ultimately vest based on a vesting multiplier which ranges from 0% to 200%.

The following table lists the inputs to the valuation model used for the PSUs granted in May 2021:

	May 2021 PSUs
Fair value at grant date (in euros)	21.84
Share price at grant date (in euros)	13.90
Dividend yield	—
Expected volatility (A)	71%
Risk-free interest rate (US government bond yield)	0.31%
Model used	Monte Carlo

- (A) Volatility in the share prices of the Company and companies included in indices were estimated based on observed historical volatilities over a period equal to the PSU vesting period.

The PSUs granted in May 2018 were vested in May 2021 and achieved a TSR performance of 182.9%. 1,161,718 shares related to this vesting were delivered to beneficiaries.

### *Restricted Stock Units Award Agreements (equity-settled)*

During the six months ended June 30, 2021, the Company granted Restricted Stock Units (RSUs) to a certain number of employees subject to the beneficiaries remaining continuously employed within the Group from the grant date through the end of the vesting period. The vesting period is three years. The fair value of the RSUs awarded is €13.9, being the quoted market price at grant date.

### *Expense recognized during the period*

In accordance with IFRS 2, share-based compensation is recognized as an expense over the vesting period. The estimate of this expense is based upon the fair value of a potential ordinary share at the grant date. The total expense related to the potential ordinary shares for the six months ended June 30, 2021 and 2020 amounted to €7 million and €8 million, respectively.

### *Movement of potential shares*

	Performance-Based RSU	Restricted Stock Units	Equity Award Plans	Total potential shares
<b>At December 31, 2020</b>	<b>2,594,327</b>	<b>2,231,911</b>	<b>32,912</b>	<b>4,859,150</b>
Granted (A)	614,555	534,499	—	1,149,054
Over-performance (B)	526,551	—	—	526,551
Vested	(1,161,718)	(520,064)	(32,912)	(1,714,694)
Forfeited (C)	(9,970)	(30,815)	—	(40,785)
<b>At June 30, 2021</b>	<b>2,563,745</b>	<b>2,215,531</b>	<b>—</b>	<b>4,779,276</b>

- (A) For PSUs, the number of potential shares granted is presented using a vesting multiplier of 100%.
- (B) When the achievement of TSR performance exceeds the vesting multiplier of 100%, the additional potential shares are presented as over-performance shares.
- (C) For potential shares related to PSUs, 9,970 were forfeited following the departure of certain beneficiaries and none were forfeited in relation to the non-fulfilment of performance conditions.

### *Antidilutive potential ordinary shares*

There were 4,880,758 and 4,878,787 potential ordinary shares that could have a dilutive impact but were considered antidilutive due to negative earnings for the three and six months ended June 30, 2020, respectively.

### **NOTE 23 - SUBSEQUENT EVENTS**

In July 2021, the two German facilities were not drawn and consequently expired in accordance with their contractual terms.



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