

**CONSTELLIUM SE**  
**NOMINATING AND GOVERNANCE COMMITTEE CHARTER**

Save as otherwise defined herein, any capitalized term used in this Charter shall have the same meaning given to it for purposes of the Rules for the Board of Directors (the “**Board Rules**”) of Constellium SE. (the “**Company**”).

**Purpose**

The Nominating and Governance Committee (the “**Committee**”) is appointed by the Board (a) to assist the Board by identifying individuals qualified to become Board members, consistent with criteria approved by the Board, and to recommend to the Board the director nominees for election at the next General Meeting, (b) to develop and recommend to the Board the Board Rules or other corporate governance guidelines applicable to the Company, and (c) to oversee the evaluation of the Board, Board Committees and management.

**Membership**

The Committee shall consist of no fewer than two Directors, each of whom shall be a Non-Executive Director. The Board may appoint a Chairperson of the Committee. The members of the Committee shall be appointed by the Board upon the recommendation of the Nominating and Governance Committee and may be removed by the Board in its discretion.

**Meetings**

The Committee shall meet as often as necessary to carry out its responsibilities. The Committee Chairperson shall preside at each meeting. In the event the Committee Chairperson is not present at a meeting, the Committee members present at that meeting shall designate one of its members as the acting chair of such meeting. A majority of the members of the Committee shall constitute a quorum.

**Organization**

The Committee will regularly report to the Board, and will report each year with respect to the activities of the Committee and compliance with this Charter. It will reassess the adequacy of this Charter annually and may propose changes to the Board for approval. The Committee will annually review its own performance and report the results to the Board.

In discharging its responsibilities, the Committee may ask members of management to attend meetings and participate in discussions.

### **Authority to Engage Advisors**

In discharging its responsibilities, the Committee will have the resources and authority to obtain advice and assistance from internal resources and external advisors or professionals it deems appropriate (at the Company's expense after informing the Board) and to cover ordinary administrative costs. The Committee shall have sole authority to retain and terminate any search firm used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms.

### **Delegation to Subcommittees**

The Committee has the authority to delegate any of its responsibilities to subcommittees which are composed entirely of independent directors and which have a committee charter.

### **Duties and Responsibilities**

The primary responsibilities of the Committee are set forth below. The Committee will:

1. Recommend committee chairman and membership appointments and reappointments for consideration by the Board, subject to the membership requirements set out in the relevant Committee Charter and the Articles.
2. Identify and recommend to the Board candidates to be elected or appointed to the Board and as necessary to fill vacancies and newly created directorships and determine the eligibility of any proposed nominees. Assess the functioning of individual Directors and report on this to the Board.
3. Draw up selection criteria and appointment procedures for Board members.
4. Periodically assess the size and composition of the Board, and make a proposal for a composition profile of the Board.
5. Make recommendations to the Board with respect to determinations of director independence.
6. Conduct the Board's annual governance review with respect to the Company, including the development of and recommendations with respect to the Board Rules.

7. Establish an appropriate process for and oversee the self-assessment of the Board (including Board self-assessment, committee self-assessments and director assessments), and oversee the evaluation of management.
8. Conduct timely succession planning for the Chief Executive Officer and work with the Board to identify and evaluate potential successors (including those who could act on a temporary basis), and periodically report to the Board on matters relating to succession planning. The Committee may seek the advice and assistance of the Human Resources and Remuneration Committee in reviewing the succession plan and preparing its report.
9. Monitor the policy of the Board on the selection criteria and appointment procedures for senior management.
10. Consider questions of possible conflicts of interest of Board members and of senior executives, and review and approve significant transactions with any related person in which the Company is a participant.
11. Review the Corporate Governance sections of documents to be filed with any regulatory authorities

The Committee shall perform such other duties and responsibilities as are consistent with the purpose of the Committee and as the Board or the Committee shall deem appropriate.

This Charter will be published on the website of the Company.

Confirmed by the Board, 12 December 2019 (with minor modification 5 March 2020)