



CONSTELLIUM N.V. HUMAN RESOURCES AND REMUNERATION 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 N.V. (the “**Company**”).

Purpose

The Remuneration Committee (the “**Committee**”) is appointed by the Board to assist the Board in discharging its responsibilities relating to human resources policies and procedures, executive benefit plans, compensation and compensation disclosure with respect to the Company.

Membership

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

The Board may appoint a Chairperson of the Committee and will consider best practices when making such appointment. The Committee may not be chaired by a former Executive Director, or by a Non-Executive Director who is a member of the management board of another listed company. No more than one member of the Committee may be a member of the management board of another Dutch listed company.

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 in regards to its duties and responsibilities, recommend to the Board any applicable proposals, 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 and to cover ordinary administrative costs.

The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, independent legal counsel or other adviser, and shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel or other adviser retained by the Committee. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, independent legal counsel or any other adviser retained by the Committee. The Committee may select a compensation consultant, legal counsel or other adviser to the compensation committee only after taking into consideration, all factors relevant to that person's independence from management, including the factors set forth in Section 303A.05(c)(iii) of the Listed Company Manual of the New York Stock Exchange, if applicable.

In addition, if the Committee makes use of the services of a compensation consultant in carrying out its duties, it shall verify that the consultant concerned does not provide advice to any Executive Director.

Delegation to Subcommittees

The Committee has the authority to delegate any of its responsibilities to subcommittees and which have a committee charter.

Duties and Responsibilities

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

1. Review, evaluate and make recommendations to the Board regarding compensation policies and establish performance-based incentives that support long-term goals, objectives and interests of the Company.
2. Review and make recommendations to the Board with respect to annual incentive-compensation and equity-based plans that are subject to Board approval.

3. Review the compensation of and reimbursement policies for members of the Board, and submit proposals to the Board as regards the compensation of the members of the Board (with the exception of any Executive Director) for ultimate decision by the Board in line with the policy set by the General Meeting.
4. On an annual basis, review, set and approve corporate goals and objectives relevant to the compensation of the Chief Executive Officer, evaluating the performance of the Chief Executive Officer in light of the goals and objectives, and, together with the other independent Non-Executive Directors (as directed by the Board), determine and approve such compensation, based on a proposal by the Committee to the Board which shall, in any event, deal with: (i) the compensation structure and (ii) the amount of the fixed compensation, the shares and/or options to be granted and/or other variable compensation components, pension rights, redundancy pay and other forms of compensation to be awarded, as well as the performance criteria and their application. In determining the incentive components of Chief Executive Officer compensation, the Committee may consider a number of factors, including, but not limited to, the Company's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies and the awards given to the Chief Executive Officer in past years.
5. Review and approve the compensation of all employees who report directly to the Chief Executive Officer.
6. Review the peer group(s) and criteria for benchmarking, used to assess performance and compensation levels.
7. Provide oversight concerning selection of officers, management succession planning, expense accounts, indemnification and insurance matters, and separation packages; and assist the Board in reviewing succession planning and the talent development process.
8. Assess compensation philosophy and policies to monitor risk management and risk-taking incentives, and whether programs are reasonably likely to have a material adverse effect on the Company.
9. Prepare responses to any shareholder proposals relating to remuneration policies of the Company.
10. Provide a report setting forth the basis for the Committee's recommendations to the Board regarding any remuneration report of the Board to be included in the Company's annual report.

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.

The Committee's Charter will be published on the Company's website.

Amended version approved by the Board 2 November 2016