

# CONSTELLIUM WHISTLEBLOWER POLICY

## 1 Purpose

This policy of Constellium N.V. and its group companies (together the "Group") addresses the Group's continuing commitment to ethical behavior by helping to foster an environment where employees can act without fear of retaliation by establishing procedures for reporting of wrongdoing or suspected wrongdoing or irregularities of a financial, accounting, banking or corruption nature in the Group to a reporting official (the 'Reporting official') designated by the chairman of the board of Constellium N.V. (the Board of Directors').

The procedures set forth herein include procedure for

- The receipt, retention, and treatment of complaints received by the Group relating to finance, accounting, banking and corruption matters; and
- The confidential submission by employees of the Group of concerns regarding corruption, financial, accounting and banking issues as well as violations of the Group's current version of the code of conduct.

The purpose of this policy is to encourage all employees, agents and contractors to disclose any financial, accounting, banking or corruption wrongdoing as well as violations of the code of conduct that may adversely impact the group, the Group's customers, stockholders, employees, or investors. This policy also sets forth an investigative process of reported acts of wrongdoing and retaliation.

The Group shall not take adverse employment action against an employee in retaliation for:

- Any report of wrongdoing made in good faith;
- Providing information or causing information to be provided in an investigation conducted by any state or federal regulatory agency or authority, a member of the U.S. Congress, any committee of Congress, the Board of Directors of the Group (or any committee thereof) or person at the Group with supervisory or similar authority over the employee, regarding any conduct the employee in good faith believes constitutes a violation of federal law regarding securities fraud, any rule or regulation of the Securities and Exchange Commission or any provision of federal law relating to fraud against the Group's shareholders as well as code of conduct; or
- Participating in an investigation, hearing, court proceeding or other administrative inquiry in connection with a report of wrongdoing.

This policy is intended to encourage reporting of wrongdoing by the Company's employees and presumes that employees will act in good faith and will not make false accusations. An employee who knowingly or recklessly makes statements or disclosures that are not in good faith may be subject to disciplinary action and/or legal claims. Employees, who report acts of wrongdoing pursuant to this policy, can and will continue to be held to the Group's general job performance standards. Therefore, an employee against whom legitimate adverse employment actions have been taken or are proposed to be taken for reasons other than prohibited retaliatory actions, such as poor job performance or misconduct by the employee, is prohibited from using this policy as a defense against the Group's lawful actions.

## 2 Definitions

For the purposes of this policy:

### Good faith

Good faith is evident when the report is made without malice or consideration of personal benefit and the employee has a reasonable basis to believe the report is true; provided, however, a report does not have to be proven to be true to be made good in faith. Good faith is lacking when the disclosure is known to be malicious, false or frivolous.

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### Wrongdoing

Wrongdoings which include violation of the Company policies of applicable law / regulation are limited to four (4) fields:

- finance,
- accounting,
- banking and
- corruption (e.g. fraud, including financial fraud and accounting fraud).

It also includes wrongdoings as a result of a violation of the Company's code of conduct.

### Report of wrongdoing

All reported instances of wrongdoing, reports or complaints of a financial, accounting, banking or corruption nature as well as violations of the Company's code of conduct (collectively, "Reports of wrongdoing").

### Adverse employment action

Examples of adverse employment action include, but are not limited to, demotion, suspension, termination, transfer to a lesser position, denial of promotions, denial of benefits, threats, harassment, denial of compensation and privileges as a result of the employee's report of wrongdoing, or any manner of discriminating against an employee in the terms and conditions of employment because of any other lawful act done by the employee pursuant to this policy or Section 806 of the Sarbanes-Oxley Act of 2002.

## 3 Reports of wrongdoing

An employee who becomes aware of any wrongdoing or suspected wrongdoing is encouraged to make a report as soon as possible by contacting the external Integrity Hotline or sending an email to the Ombudsman at [Ombudsman@constellium.com](mailto:Ombudsman@constellium.com)

Constellium's Integrity Hotline toll-free numbers:

China:	4008811496
Czech Republic:	0800050189
France:	0800948671
Germany:	8007243505
Slovakia:	08001605477
Switzerland:	0800200358
USA:	18553872491

Individuals at the Integrity Hotline are subject to a reinforced confidentiality obligation. Acts of wrongdoing may be disclosed in writing or in person to the Ombudsman as well as telephonically via the Integrity Hotline. The local contact numbers for the Integrity Hotline are available on site and via the Intranet. Any report of wrongdoing via the Integrity Hotline will be forwarded to the local company nominated country case manager for further investigation and resolution. In the event an escalated situation should arise (an event where projected harm or loss may happen within a 24 hour period), incident will be reported directly to the Ombudsman.

In the event the act of wrongdoing concerns the case manager, the Ombudsman or his/her immediate subordinates, the report of wrongdoing should be filed directly with the Audit Committee of the Board of Directors. Contact information for the Audit Committee Chairman is as follows:

Chairman, Audit Committee  
Constellium  
Washington Plaza  
40-44, rue Washington  
75008 Paris, France

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In the event the act of wrongdoing concerns the functioning of the executive members of the Board of Directors, the report of wrongdoing should be filed directly with the chairman of the Board of Directors, subject to a reinforced confidentiality obligation. Contact information for the chairman of the Board of Directors is as follows:

Chairman, Board of Directors  
Constellium  
Washington Plaza  
40-44, rue Washington  
75008 Paris, France

The identity of any employee who makes reports pursuant to this policy shall not be revealed to persons in the employee's department, division or work location. The Company will make good faith efforts to protect the confidentiality of employees making reports by filtering data access through an identification system; provided, however, the Group or its employees shall be permitted to reveal the reporting employee's identity and confidential information only if compelled to do so by applicable law and regulation.

In case local legal provisions restrict the data that can be processed (e.g., data processing is limited to the identity, position and contact details of the whistleblower and the person concerned by the whistleblowing report, the reported facts, etc.), the relevant companies in the Group will process data in respect to these restrictions. The relevant companies in the Group will also comply with any local legal provisions that compel them to inform the employee concerned by the report that his/her data is being processed.

#### **4 Confidential reports**

The Group has established procedures by which employees may submit concerns regarding financial, accounting, banking and corruption related matters involving the Group and violations of the Company's Code of Conduct. Any employee wishing to make such a submission should send an email to [ombudsman@constellium.com](mailto:ombudsman@constellium.com) or contact the toll-free number of the Integrity Hotline. All information will be received in confidence. The reports will not be anonymous unless there are extenuating circumstances. No retaliatory action will be taken against anyone for making in good faith a report of a violation. However, anyone who takes part in a prohibited activity may be disciplined even if they report it. An employee's decision to report will, in all cases, be given due consideration in the event any disciplinary action is necessary.

The reported person will not have access to the identity of the whistleblower.

#### **5 Treatment of report and administration of policy**

The Audit Committee of the Company's Board of Directors shall be the primarily responsible for the administration of this policy; provided, however, the Audit Committee shall work closely with the Ombudsman, local reporting official and/or local management and the Group's internal auditors to ensure this Policy's effectiveness and may delegate to management and/or third parties, including professional advisors, responsibility for all or part of the administration of this policy. The Audit Committee shall be provided quarterly summaries of all reports made pursuant to this policy.

For all Reports of Wrongdoing, an inquiry or investigation will be initiated to determine if the report can be substantiated or has merit. That inquiry or investigation will be made by the Audit Committee or such a person or persons (the "Investigating Person") designated by the Audit Committee to review the Report of Wrongdoing, which person may include members of the Audit Committee, the Ombudsman and any other local reporting official, the Group's independent auditor or the Group's outside counsel. The individual investigation on the incident will be subject to a reinforced obligation of confidentiality and shall make a determination, in his or her reasonable judgment, whether a reasonable basis exists for commencing an investigation into the Report of Wrongdoing. He or she may conduct an initial informal inquiry. The purpose of this initial review is to screen the Report of Wrongdoing so that the Audit Committee does not have to examine immaterial or spurious complaints. Nevertheless, the Audit Committee shall have oversight authority over the screening process and may review, in its discretion, complaints received that were screened out for immediate reporting to the Audit Committee. If a Report of Wrongdoing is not screened out, he or she shall promptly with

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the Investigating Person conclusion's (even if preliminary or qualified) about the merits of the Report of Wrongdoing.

Following the receipt of any Report of Wrongdoing, the Audit Committee will investigate each matter reported and recommend that the Group or Board of Directors take appropriate corrective or disciplinary action in order to take into account the local applicable legal provisions and regulations. The Audit Committee may enlist employees of the Group and/or outside legal, accounting or other advisors, as appropriate, to conduct any investigation of a Report of Wrongdoing. In this case, any person who will have access to the data will also be subject to a reinforced confidentiality obligation.

A confidential file for each report or complaint will be maintained pursuant to the Group's records retention policy and for a maximum retention period as specified for each country by local legal provisions. Human Resources or other appropriate management personnel may be contacted to determine what employment action, if any, should be taken. Results of all investigations will be reviewed by the Company Secretary and/or the Chief Executive Officer (assuming the report does not allege wrongdoing by the Company Secretary or Chief Executive Officer) and reported to the Audit Committee of the Board of Directors.

### **6 Claims for retaliation**

Claims of acts of retaliation should be submitted to the local management and, if necessary to the Chairman of the Audit Committee. The Chairman of the Audit Committee will immediately notify the Group's Vice President of Human Resources who will work with the Group's outside counsel to initiate a confidential investigation.