



Invitation to the 2014 Annual General Meeting of Shareholders

The shareholders of Constellium N.V. are invited to our Annual General Meeting of Shareholders ("AGM") to be held on Wednesday, June 11, 2014, starting at 15:00 CET (9:00 AM EST), at the offices of Stibbe, Strawinskylaan 2001, 1077 ZZ Amsterdam, the Netherlands. The AGM will be conducted in English.

A. AGENDA FOR THE AGM

1. Opening Remarks
2. Annual Report 2013
 - (i) Preparation of the Annual Report in the English language only*¹
 - (ii) Discussion of the Annual Report 2013
3. Discussion of the Corporate Governance of the Company
4. Remuneration
 - (i) Discussion of 2013 remuneration
 - (ii) Acceleration of vesting under the Management Equity Plan*
 - (iii) Remuneration of Non-Executive Members*
 - (iv) Share increase under the 2013 Equity Incentive Plan*
5. Adoption of Annual Accounts 2013*
6. Allocation of profits
7. Release from liability of Executive Board Member of the Company*
8. Release from liability of Non-Executive Board Members of the Company*
9. Authorization to the Board to allow Company to acquire its own shares*
10. Board Composition (to be effective June 11, 2014):
 - (i) re-appointment of Mr. Philippe Guillemot as a Non-Executive Board Member*
 - (ii) re-appointment of Mr. Werner P. Paschke as a Non-Executive Board Member*
 - (iii) appointment of Mr. Michiel Brandjes as a new Non-Executive Board Member*
 - (iv) appointment of Ms. Lori A. Walker as a new Non-Executive Board Member*
 - (v) appointment of Mr. Peter F. Hartman as a new Non-Executive Board Member*
 - (vi) appointment of Mr. John Ormerod as a new Non-Executive Board Member*

¹ Items with an * are voting items.

11. Appointment of PricewaterhouseCoopers as independent auditor of the Company for 2014*
12. Cancellation of Preference Shares*
13. Amendments to Articles of Association
 - (i) Deletion of references to Preference Shares*
 - (ii) Addition of Casting Vote for the Chairman of the Board*
 - (iii) Authorization to the Board to make distributions from any Company reserve*
14. Questions and Answers
15. Closing Remarks

B. AGM DOCUMENTS

This invitation, the agenda for the AGM and explanatory notes, form proxy card, the 2013 Annual Report (including the 2013 Annual Accounts), and proposed amendments to the articles of association (the "**AGM Documents**"), will all be published on the Company's website (www.constellium.com) and are available free of charge at the offices of Constellium N.V., Tupolevlaan 41-61, 1119 NW Schiphol-Rijk, attention corporate secretary. The AGM Documents are also available in Dutch free of charge at the offices of Constellium N.V., attention corporate secretary.

C. RECORD DATE

For the AGM the persons who will be entitled to vote and attend the meeting are those persons who on May 14, 2014 (the "**Record Date**") are:

- shareholders whose ownership of Class A Ordinary Shares and/or Class B Ordinary Shares (together the "**Shares**") is directly recorded in the Company's shareholder register ("**Registered Shareholders**"); and
- shareholders holding Class A Ordinary Shares which are listed on the New York Stock Exchange ("**NYSE**") or on the NYSE Euronext, held in an account at a bank, a financial institution, an account holder or other financial intermediary ("**Beneficial Owners**").

The Registered Shareholders and the Beneficial Owners are hereinafter jointly referred to as "**Shareholders**".

D. MAILING

Shareholders of record on the Record Date will receive promptly after May 14, 2014, mailed copies of this invitation, the agenda for the AGM, the explanatory notes and a proxy card. Copies of the 2013 Annual Report and any other AGM Documents will be available on the Company's website at www.constellium.com.

E. REGISTRATION FOR THE AGM

Shareholders of the Company who wish to attend the AGM in person or to authorize others to represent them at the meeting are required to register on www.proxyvote.com by clicking on "Request Meeting Admission" no later than 15:00 CET (9:00 AM EST) on June 10, 2014. For

Beneficial Owners who wish to attend the AGM in person you must also request a "legal proxy" from the entity who holds shares on your behalf.

F. PROXY CARD AND VOTING INSTRUCTIONS

Shareholders who do not wish to attend the AGM in person may provide their voting instructions through a written proxy to a party of their choice or to the independent third party Notary P.H.N. Quist, as set forth below. Please note that Shareholders will be able to provide voting instructions only after the Record Date.

BY INTERNET - www.proxyvote.com

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 15:00 CET (9:00 AM EST) on June 10, 2014. Please have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

BY PHONE - 1-800-690-6903

Use any touch-tone telephone to transmit your voting instructions up until 15:00 CET (9:00 AM EST) on June 10, 2014. Please have your proxy card in hand when you call and then follow the instructions.

BY MAIL

Complete, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

Shareholders who do not wish to attend the AGM in person may also provide a written proxy directly to the independent third party: P.H.N. Quist, civil-law notary in Amsterdam, the Netherlands, and/or his legal substitute and/or each (junior) civil-law notary of Stibbe, by providing P.H.N. Quist with the proxy card for receipt no later than 15:00 CET (9:00 AM EST) on June 10, 2014, at the offices of Stibbe (Strawinskyalaan 2001, 1077 ZZ Amsterdam, the Netherlands, or by sending the proxy card electronically to the following e-mail address: paul.quist@stibbe.com.

A proxy can be granted with or without voting instructions. In the event a proxy is granted or sent without voting instructions, it shall be deemed to include a voting instruction in favor of all proposals made by the Board. In the event a Shareholder later decides to attend the meeting in person, he/she can withdraw the proxy and voting instruction at the reception desk on the day of the AGM, prior to the commencement of the meeting.

Shareholders attending the meeting in person will not be admitted into the AGM unless they have a valid form of government-issued photo identification and have registered prior to the AGM (See Section E above).

By the Order of,

The Board of Directors of Constellium N.V.

Schiphol-Rijk, April 30 2014