

**MINUTES OF THE ANNUAL GENERAL MEETING OF CONSTELLIUM N.V. HELD ON
JUNE 11, 2014**

General remarks

These minutes of the Annual General Meeting of Constellium N.V. ("**Constellium**" or the "**Company**"), held on June 11, 2014 (the "**AGM**"), are intended for information purposes only and contain a report of the general meeting. These minutes should be read in conjunction with the agenda and the explanatory notes to the agenda for this general meeting and the 2013 Annual Report.

1. OPENING REMARKS

Pierre Vareille, Chief Executive Officer of Constellium, opened the general meeting and welcomed everyone who attended the AGM. Richard Evans, the Chairman of the Board of Constellium, attended the AGM by phone. Consequently, Pierre Vareille asked the general meeting to appoint himself as Chairman for this AGM. Following no objection to his appointment, he was appointed as Chairman for this AGM.

In addition to the above, the following were present at the general meeting: Werner Paschke, Chairman of Constellium's Audit Committee, and members of Constellium's executive team: Didier Fontaine, Chief Financial Officer, Jeremy Leach Group General Counsel and Secretary, and Nicolas Brun, VP of Communications.

Also present were: Paulus Wijffels a representative of the Company's independent auditor PricewaterhouseCoopers Accountants N.V., and IJsbrand van Straten, Constellium's external Dutch counsel serving as legal substitute of the Company's civil law notary, Paul Hubertus Nicolaas Quist of Stibbe who did not attend the general meeting.

Jeremy Leach was appointed secretary of the AGM and presented the agenda items.

Mr. Leach, on behalf of the Chairman, established that all legal requirements regarding the convocation of this general meeting were met, so legally valid resolutions could be adopted at the AGM.

Mr. Leach on behalf of the Chairman informed the general meeting that the Company has an issued share capital of one hundred five million twenty-seven thousand and sixty (105,027,060) shares of which 5 shares are held by the Company, and therefore have no voting rights. Represented shares at the general meeting with voting rights were 78,492,010. Therefore, 74.73% of the share capital was represented at the general meeting either in person or by proxy.

Mr. Leach, on behalf of the Chairman, subsequently addressed all remaining agenda items.

2. ANNUAL REPORT 2013

**2(i) Preparation of the Annual report in the English language only (Voting Item)
[Proposal 1 on the Proxy Card]**

Mr. Leach, put forward the proposal to approve the preparation of the Annual Accounts only in the English language, for 2013 and the following years. Mr. Leach asked if there were any questions. There being no questions, the proposal was put to a vote, and the voting results were as follows:

Total number of shares for which votes were validly cast	Percentage of the issued capital	Votes in favor	Votes against	Abstentions
78,492,010	74.73	78,487,084	2,165	2,761

Mr. Leach announced that agenda item 2(i) had been adopted and then moved on to item 2(ii).

2(ii) Discussion of the Annual Report 2013

Mr. Leach referred to the explanation in the Annual Report 2013 to the report of the Board on pages 2 to 28, and asked if there were any questions.

There being no questions, Mr. Leach relayed that the 2013 Annual Report had been discussed, and moved to agenda item 3.

3. DISCUSSION OF THE CORPORATE GOVERNANCE OF THE COMPANY

Mr. Leach informed the general meeting that Constellium's Corporate Governance is discussed in the Corporate Governance section of the 2013 Annual Report on pages 13 to 28.

Mr. Leach asked if there were any questions. There being no questions, Mr. Leach relayed that Constellium's Corporate Governance had been discussed.

Mr. Leach proceeded to agenda item, item 4(i).

4. REMUNERATION

4(i) Discussion of the 2013 remuneration

Mr. Leach informed the general meeting that in accordance with article 2:135 paragraph 5a of the Dutch Civil Code, as in effect as of January 1, 2014, the execution of the remuneration policy during the year 2013 is discussed on the basis of the information provided by Constellium in the 2013 Annual Report. This information has been included pursuant to articles 2:383c up to and including e, of the Dutch Civil Code.

Mr. Leach referred to the remuneration policy as well as the remuneration report with a description of the remuneration for individual executive members of the Board in Constellium's Annual Report 2013 (pages 18 – 20).

Mr. Leach asked if there were any questions. There being no questions, he proceeded to agenda item 4(ii).

4(ii) Acceleration of vesting under the Management Equity Plan (Voting Item)
[Proposal 2 on the Proxy Card]

Mr. Leach informed the general meeting that approval was requested for the acceleration of the vesting of the shares including the conversion corresponding to the limited partnership interests held by Mr. Vareille, and for the future termination of the Company's Management Equity Plan (the "MEP"). Mr. Leach relayed the following:

A management equity plan was established effective on February 4, 2011, to facilitate investments by our directors, officers and other members of management of the Company.

In connection with the Company's initial public offering in May 2013, the MEP had been frozen for future participation and it is contemplated that the MEP will be terminated in the near future, with any future equity incentive awards to be granted under the Constellium 2013 Equity Investment Plan.

In connection with such contemplated termination, following the recommendation of the Remuneration Committee of the Company and the request of Omega Management GmbH & Co. KG, the Board of the Company had approved the acceleration of the vesting scheme and conversion of all Ordinary Class B shares into Ordinary Class A shares, corresponding to the limited partnership interests held by managers (and management ad hoc vehicles) on April 17, 2014, except for the shares corresponding to the limited partnership interests held by Stichting Management Omega and the shares corresponding to the limited partnership interests held by Mr. Vareille.

With respect to the shares corresponding to the limited partnership interests held by Mr. Vareille, the Board (except for Mr. Vareille who abstained) had approved the acceleration of the vesting and to convert such shares subject to the condition precedent (*opschortende voorwaarde*) of approval by the general meeting.

Mr. Leach asked whether there were any questions. There being no questions, the proposal was put to a vote.

The voting results were as follows:

Total number of shares for which votes were validly cast	Percentage of the issued capital	Votes in favor	Votes against	Abstentions
78,492,010	74.73	65,862,465	12,601,854	27,691

Mr. Leach announced that agenda item 4(ii) had been adopted and then moved on to item 4(iii).

4(iii) Remuneration of Non-Executive Board Members (Voting Item)
[Proposal 3 on the Proxy Card]

Mr. Leach informed the general meeting that upon recommendation of the Remuneration Committee, the Board was requesting the general meeting to approve and adopt the remuneration for the Non-Executive Board Members as referred to in the explanatory notes to the agenda for the AGM.

Mr. Leach asked if there were any questions. There being no questions, the proposal was put to a vote and the voting results were as follows:

Total number of shares for which votes were validly cast	Percentage of the issued capital	Votes in favor	Votes against	Abstentions
78,492,010	74.73	78,200,151	282,713	9,146

Mr. Leach announced that agenda item 4(iii) had been adopted and then moved on to item 4(iv).

**4(iv) Share increase under the 2013 Equity Incentive Plan (Voting Item)
[Proposal 4 on the Proxy Card]**

Mr. Leach informed the general meeting that upon recommendation of the Remuneration Committee, the Board was requesting the general meeting to approve an increase of the total amount of shares eligible for issuance under the Company's 2013 Equity Incentive Plan by 2,000,000 to a new total of 7,292,291 to create flexibility.

Mr. Leach asked if there were any questions. There being no questions, the proposal was put to a vote and the voting results were as follows:

Total number of shares for which votes were validly cast	Percentage of the issued capital	Votes in favor	Votes against	Abstentions
78,492,010	74.73	48,118,727	30,016,976	356,307

Mr. Leach announced that agenda item 4(iv) had been adopted and he then moved on to item 5.

**5. Adoption of the annual accounts 2013 (Voting Item)
[Proposal 5 on the Proxy Card]**

Mr. Leach put forward the proposal to adopt the Annual Accounts for the financial year 2013, reflected on pages F67 to F89 of the 2013 Annual Report.

Mr. Leach asked if there were any questions. There being no questions, the proposal was put to a vote and the voting results were as follows:

Total number of shares for which votes were validly cast	Percentage of the issued capital	Votes in favor	Votes against	Abstentions
78,492,010	74.73	78,275,103	7,186	209,721

Mr. Leach announced that agenda item 5 had been adopted and then moved on to item 6 on the agenda.

6. ALLOCATION OF PROFITS

Mr. Leach informed the general meeting that in accordance with article 23 paragraph 5 of Constellium's articles of association, the Board is authorised to add an amount out of the profits as they appear from the adopted annual accounts to the reserves. The remainder of the net profits after this reservation is at the disposal of the general meeting. The net profit for 2013 amounted to €150,448,822. The Board determined that all the profits of the Company would be added to the retained earnings reserve and therefore no profit would be available for distribution.

Mr. Leach asked if there were any questions. There being no questions, he proceeded to agenda item 7.

7. RELEASE FROM LIABILITY OF EXECUTIVE BOARD MEMBER OF THE COMPANY (VOTING ITEM) [PROPOSAL 6 ON THE PROXY CARD]

Mr. Leach put forward the proposal to grant discharge to Mr. Vareille, the Executive Member of the Board in office during 2013, from any liability to which he may be subject towards the Company for his management insofar as such management is reflected in the 2013 Annual Report and/or on the basis of the information that is provided to the general meeting.

Mr. Leach asked if there were any questions. There being no questions, the proposal was put to a vote and the voting results were as follows:

Total number of shares for which votes were validly cast	Percentage of the issued capital	Votes in favor	Votes against	Abstentions
78,492,010	74.73	77,841,382	221,801	428, 827

Mr. Leach announced that agenda item 7 had been adopted and then moved on to item 8 on

the agenda.

**8. RELEASE FROM LIABILITY OF NON-EXECUTIVE BOARD MEMBERS OF THE COMPANY (VOTING ITEM)
[PROPOSAL 7 ON THE PROXY CARD]**

Mr. Leach put forward the proposal to grant discharge to each Non-Executive Board Member in office during 2013 from any liability to which a member may be subject towards the Company for their supervision insofar as such supervision is reflected in the 2013 Annual Report and/or on the basis of the information that is provided to the general meeting.

Mr. Leach referred to the previous discussion and asked if there were any questions. There being no questions, the proposal was put to a vote and the voting results were as follows:

Total number of shares for which votes were validly cast	Percentage of the issued capital	Votes in favor	Votes against	Abstentions
78,492,010	74.73	77,856,258	201,650	434, 102

Mr. Leach announced that agenda item 8 had been adopted and then moved on to item 9 on the agenda.

**9. AUTHORIZATION TO THE BOARD TO ALLOW THE COMPANY TO ACQUIRE ITS OWN SHARES (VOTING ITEM)
[PROPOSAL 8 ON THE PROXY CARD]**

Mr. Leach informed the general meeting that in accordance with article 9 of Constellium's articles of association, Constellium may, subject to certain conditions, acquire paid-up shares in the capital of the company for consideration, subject to authorization of the general meeting. Subsequently, he informed the general meeting that it is market practice to request the general meeting to grant the authorization of the Board to acquire shares in the capital of the company.

Mr. Leach relayed that it is proposed that the general meeting authorize the Board to acquire shares in the capital of the Company to a maximum of 10% of the number of issued shares at the time of acquisition, for the price and in the manner as further described in the explanatory notes to the agenda, and for a period of eighteen months, until December 11, 2015.

Mr. Leach asked if there were any questions. There being no questions, the proposal was put to a vote and the voting results were as follows:

Total number of shares for which votes were validly	Percentage of the issued capital	Votes in favor	Votes against	Abstentions

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78,492,010	74.73	78,137,443	6,620	347,947

Mr. Leach announced that agenda item 9 had been adopted and then moved on to item 10.

10. BOARD COMPOSITION (VOTING ITEMS)

Mr. Leach informed the general meeting that in accordance with article 15 paragraph 3 of Constellium's articles of association, the general meeting appoints members of the Board from a binding nomination to be drawn up by the Board.

Mr. Leach relayed that Bret Clayton resigned effective on January 20, 2014 as a Non-Executive Board Member and Gareth Turner would resign effective immediately after the AGM on June 11, 2014. The terms of office of Pieter Oosthoek, Mr. Philippe Guillemot and Mr. Werner P. Paschke would end on June 11, 2014.

He also relayed that following the recommendation of the Nominating and Governance Committee, the Board approved the nomination for the re-appointment of Mr. Philippe Guillemot and Mr. Werner Paschke and the appointment of 4 new Non-Executive Board Members to the Board, being, Mr. Michiel Brandjes, Ms. Lori Walker, Mr. Peter Hartman, and Mr. John Ormerod.

Mr. Leach informed the general meeting that the relevant biographical details of each nominee for re-appointment were available for inspection at the offices of the Company by contacting the corporate secretary as well as on the Company's website (www.constellium.com).

10(i) Re-appointment of Mr. Philippe Guillemot (Voting Item) [Proposal 9a on the Proxy Card]

Mr. Leach asked if there were any questions. There being no questions, the proposal was put to a vote and the voting results were as follows:

Total number of shares for which votes were validly cast	Percentage of the issued capital	Votes in favor	Votes against	Abstentions
78,492,010	74.73	78,243,947	243,649	4,414

Mr. Leach announced that agenda item 10(i) had been adopted and he then moved on to item 10(ii).

10(ii) Re-appointment of Mr. Werner P. Paschke (Voting Item) [Proposal 9b on the Proxy Card]



Mr. Leach asked if there were any questions. There being no questions, the proposal was put to a vote and the voting results were as follows:

Total number of shares for which votes were validly cast	Percentage of the issued capital	Votes in favor	Votes against	Abstentions
78,492,010	74.73	78,026,106	461,350	4,554

Mr. Leach announced that agenda item 10(ii) had been adopted and then moved on to item 10(iii) on the agenda.

**10(iii) Appointment of Mr. Michiel Brandjes as a new Non-Executive Board Member of the Company effective from June 11, 2014 (Voting Item)
[Proposal 9c on the Proxy Card]**

Mr. Leach asked if there were any questions. There being no questions, the proposal was put to a vote and the voting results were as follows:

Total number of shares for which votes were validly cast	Percentage of the issued capital	Votes in favor	Votes against	Abstentions
78,492,010	74.73	78,251,146	237,050	3,814

Mr. Leach announced that agenda item 10(iii) had been adopted and then moved on to item 10(iv) on the agenda.

**10(iv) Appointment of Ms. Lori Walker as a new Non-Executive Board Member of the Company effective from June 11, 2014 (Voting Item)
[Proposal 9d on the Proxy Card]**

Mr. Leach asked if there were any questions. There being no questions, the proposal was put to a vote and the voting results were as follows:

Total number of shares for which votes were validly cast	Percentage of the issued capital	Votes in favor	Votes against	Abstentions
78,492,010	74.73	78,258,035	229,706	4,269

Mr. Leach announced that agenda item 10(iv) had been adopted and then moved on to item 10(v) on the agenda.



**10(v) Appointment of Mr. Peter F. Hartman as a new Non-Executive Board Member of the Company effective from June 11, 2014 (Voting Item)
[Proposal 9e on the Proxy Card]**

Mr. Leach asked if there were any questions. There being no questions, the proposal was put to the vote and the voting results were as follows:

Total number of shares for which votes were validly cast	Percentage of the issued capital	Votes in favor	Votes against	Abstentions
78,492,010	74.73	78,003,277	484,919	3,814

Mr. Leach announced that agenda item 10(v) had been adopted and then moved on to item 10(vi) on the agenda.

**10(vi) Appointment of Mr. John Ormerod as a new Non-Executive Board Member of the Company effective from June 11, 2014 (Voting Item)
[Proposal 9f on the Proxy Card]**

Mr. Leach asked if there were any questions. There being no questions, the proposal was put to a vote and the voting results were as follows:

Total number of shares for which votes were validly cast	Percentage of the issued capital	Votes in favor	Votes against	Abstentions
78,492,010	74.73	58,878,786	19,607,710	5,514

Mr. Leach announced that agenda item 10(vi) had been adopted and then moved on to item 11.

**11. APPOINTMENT OF PRICEWATERHOUSECOOPERS AS AUDITOR OF THE COMPANY FOR 2014 (VOTING ITEM)
[PROPOSAL 10 ON THE PROXY CARD]**

Mr. Leach put forward the proposal to grant the audit of the financial statements for 2014 to PricewaterhouseCoopers N.V. He asked if there were any questions. There being no questions, the proposal was put to a vote and the voting results were:

Total number of shares for which votes were validly cast	Percentage of the issued capital	Votes in favor	Votes against	Abstentions
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78,492,010	74.73	78,144,711	344,482	2,817
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Mr. Leach announced that agenda item 11 had been adopted and then moved on to item 12.

**12. CANCELLATION OF PREFERENCE SHARES (VOTING ITEM)
[PROPOSAL 11 ON THE PROXY CARD]**

Mr. Leach informed the general meeting that currently, the articles of association provide for five preference shares in the capital of the Company, numbered P1, P2, P3, P4, and P5 (the "**Preference Shares**"), which Preference Shares are all issued. The Preference Shares were created for Dutch technical legal reasons to facilitate a dividend payment to its shareholders prior to the IPO. Since the IPO, the Preference Shares are, from an economic point of view, no longer relevant.

He relayed that the Preference Shares were acquired by the Company for no consideration on May 29, 2013. The articles of association of the Company and Dutch law provide that so long as the Preference Shares are held by the Company, they will have no voting rights and no right to profits.

The Board proposed to the general meeting - as a matter of corporate house keeping - to cancel the Preference Shares.

The resolution of the general meeting to cancel the Preference shares will only become effective after:

- (i) the lapse of a two month waiting period, following an announcement in a nationally distributed daily newspaper in the Netherlands, during which time creditors or other interested parties may oppose such resolution, and
- (ii) the confirmation by the district court in Amsterdam, by court statement of non-opposition, that no interested parties have objected against the cancellation of the shares.

Mr. Leach put forward the proposal to cancel the Preference Shares subject to the above clauses (i) and (ii). There being no questions, the proposal was put to a vote and the voting results were as follows:

Total number of shares for which votes were validly cast	Percentage of the issued capital	Votes in favor	Votes against	Abstentions
78,492,010	74.73	78,470,211	7,062	14,737

Mr. Leach announced that agenda item 12 had been adopted and then moved on to item 13.

13. AMENDMENT OF ARTICLES OF ASSOCIATION (VOTING ITEMS)

Mr. Leach informed the general meeting that the articles of association of the Company with the proposed amendments were posted on the Company's website (www.constellium.com) and were available for inspection at the offices of the Company.

He relayed that the resolutions to amend the articles of association included the authorization of each member of the Board of the Company as well as any and all civil-law notaries, prospective civil-law notaries and paralegals practicing with Stibbe in Amsterdam to execute the notarial deed of amendment to the articles of association.

Mr. Leach informed the general meeting that in the event that any of the hereafter proposed amendments to the articles of association were not adopted, the remaining adopted amendment(s) would be implemented as proposed.

13(i) Deletion of reference to Preference Shares (Voting Item)
[Proposal 12 on the Proxy Card]

Mr. Leach informed the general meeting that in connection with the cancellation of the Preference Shares, the Board proposed to amend the articles of association accordingly subject to (i) the adoption by the general meeting of the resolution to cancel the Preference Shares, and (ii) no opposition by interested parties against the cancellation.

Mr. Leach put forward this proposal to delete reference to the Preference Shares in the articles of association of the Company. He asked if there were any questions. There being no questions, the proposal was put to a vote and the voting results were as follows:

Total number of shares for which votes were validly cast	Percentage of the issued capital	Votes in favor	Votes against	Abstentions
78,492,010	74.73	78,468,775	6,572	16,663

Mr. Leach announced that agenda item 13(i) had been adopted and then moved on to item 13(ii).

13(ii) Addition of Casting vote for the Chairman of the Board (Voting Item)
[Proposal 13 on the Proxy Card]

Mr. Leach informed the general meeting that the Board proposed to include that in the event of a tie in voting at Board meetings, the Chairman of the Board shall have a casting vote.

Mr. Leach then put forward the proposal to add a casting vote for the Chairman of the Board in the articles of association of the Company.

Mr. Leach asked if there were any questions. There being no questions, the proposal was put to a vote and the voting results were as follows:

Total number of shares for which votes were validly cast	Percentage of the issued capital	Votes in favor	Votes against	Abstentions
78,492,010	74.73	78,436,343	41,300	14,367

Mr. Leach announced that agenda item 13(ii) had been adopted and then moved on to item 13(iii).

13(iii) Authorization to the Board to make distributions from any Company reserve (Voting Item)
[Proposal 14 on the Proxy Card]

Mr. Leach informed the general meeting that the Board proposed that the general meeting grant authority to the Board to make distributions from any reserve of the Company to ensure flexibility for payments out of the reserves of the Company.

Mr. Leach put forward this proposal and asked if there were any questions. There being no questions, the proposal was put to a vote and the voting results were as follows:

Total number of shares for which votes were validly cast	Percentage of the issued capital	Votes in favor	Votes against	Abstentions
78,492,010	74.73	78,440,911	43,113	7,986

Mr. Leach announced that agenda item 13(iii) had been adopted and then moved on to item 14.

14. ANY OTHER BUSINESS

The Chairman of the general meeting asked whether there were any other questions or remarks among the shareholders present or represented. There being no questions or remarks, the Chairman then moved on to the final item.

15. CLOSE

The Chairman thanked those present, and closed the general meeting.

Adopted and signed on December 11, 2014