



## **Invitation and Agenda to the 2016 Annual General Meeting**

The shareholders of Constellium N.V. are invited to our Annual General Meeting (“**AGM**”) to be held on Wednesday, June 15, 2016, starting at 15:00 CET (9:00 AM EDT), at the offices of Stibbe, Strawinskyiaan 2001, 1077 ZZ Amsterdam, the Netherlands. The AGM will be conducted in English.

### **A. AGENDA FOR THE AGM**

1. Opening Remarks
2. Discussion of the Annual Report 2015
3. Discussion of the Corporate Governance of the Company
4. Remuneration
  - (i) Discussion of the 2015 Remuneration
  - (ii) Share increase under the 2013 Equity Incentive Plan\*
5. Adoption of Annual Accounts 2015\*
6. Results 2015
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 the Company to repurchase its own shares\*
10. Board Composition (to be effective June 15, 2016)
  - (a) Re-appointment of Mr. Pierre Vareille as Executive Board Member of the Company\*
  - (b) Appointment of Mr. Jean-Marc Germain as a new Executive Board Member of the Company\*
  - (c) Re-appointment of the following Non-Executive Board Members of the Company:
    - (i) Mr. Richard B. Evans\*
    - (ii) Mr. Peter F. Hartman\*
    - (iii) Mr. Michiel Brandjes \*
    - (iv) Mr. Philippe C.A. Guillemot\*
    - (v) Mr. John Ormerod\*
    - (vi) Ms. Lori Walker\*
  - (d) Appointment of Ms. Martha Brooks as a new Non-Executive Board Member\*

**Items with \* are voting items**

11. Appointment of PricewaterhouseCoopers as independent auditor of the Company for 2016\*
12. Questions and Answers
13. Closing Remarks

## **B. AGM DOCUMENTS**

This invitation and agenda, the explanatory notes, the form proxy card, and the 2015 Annual Report (including the 2015 Annual Accounts) (the "**AGM Documents**"), will be published on the Company's website ([www.constellium.com](http://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 18, 2016 (the "**Record Date**") are:

- shareholders whose ownership of Class A Ordinary Shares (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 or on Euronext Paris, 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 AND DOCUMENT AVAILABILITY**

Promptly after May 18, Shareholders of record on the Record Date will receive mailed copies of the agenda for the AGM, the explanatory notes and a proxy card.

Copies of the 2015 Annual Report and any other AGM Documents will be available on the Company's website at [www.constellium.com](http://www.constellium.com), and also free of charge at the Company's offices by contacting the corporate secretary.

## **E. REGISTRATION FOR THE AGM**

Shareholders of the Company who wish (i) to attend the AGM in person or (ii) to authorize others to represent them at the meeting are required to register on [www.proxyvote.com](http://www.proxyvote.com) by clicking on "shareholder meeting registration" no later than 15:00 CET (9:00 AM EST) on June 14, 2016. 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 their 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, as follows:

**BY INTERNET - [www.proxyvote.com](http://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 EDT) on June 14, 2016. 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 EDT) on June 14, 2016. Please have your proxy card in hand when you call and then follow the instructions.

**BY MAIL**

Mark, 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 the 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 EDT) on June 14, 2016, at the offices of Stibbe (Strawinskylaan 2001, 1077 ZZ Amsterdam, the Netherlands), or by sending the proxy card electronically to the following e-mail address: [paul.quist@stibbe.com](mailto:paul.quist@stibbe.com) with [ijsbrand.vanstraten@stibbe.com](mailto:ijsbrand.vanstraten@stibbe.com) copied (CC).

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.

Please note, 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).

**By the Order of,**

**The Board of Directors of Constellium N.V.**

**Schiphol-Rijk, April 29, 2016**