



Explanatory Notes

Explanatory Notes to the Agenda of the 2016 Annual General Meeting (“**AGM**”) of Constellium N.V. (the “**Company**”) to be held at the offices of Stibbe, Strawinskylaan 2001, 1077 ZZ Amsterdam, the Netherlands on Wednesday, June 15, 2016 at 15:00 CET (9:00 AM EDT).

AGENDA ITEM 1

Opening remarks

Opening remarks by the Chairman of the AGM.

AGENDA ITEM 2

Discussion of the Annual Report 2015

Mr. Pierre Vareille, Chief Executive Officer of the Company, will present the view of the Board on the key developments for the Company in 2015. The General Meeting is invited to discuss the Annual Report 2015.

AGENDA ITEM 3

Discussion of the Corporate Governance of the Company

In accordance with the principles of the Dutch Corporate Governance Code, the contents of the Corporate Governance section of the Annual Report 2015 may be discussed at the AGM.

AGENDA ITEM 4

Remuneration

(i) Discussion of 2015 remuneration

The Dutch Civil Code requires that the statements in the explanatory notes to the annual accounts made (pursuant to Articles 2:383c through e) regarding the remuneration of the members of the Board and employees of the Company shall be included as a separate item on the agenda for the General Meeting and be discussed before the proposal to adopt the Annual Accounts 2015. For purposes of such discussion, reference is made to the relevant sections of the Annual Report 2015.

(ii) Share increase under the 2013 Equity Incentive Plan

On 16 May 2013 the General Meeting approved the Company's 2013 Equity Incentive Plan, and in 2014 the General Meeting made a further authorization under this plan, to increase the number of authorized shares under the plan to 7,292,291.

Upon recommendation of the Remuneration Committee, the Board requests the General Meeting to approve a further increase of the total amount of shares eligible for issuance under the Company's 2013 Equity Incentive Plan by 1,500,000 to a new total of 8,792,291, to create flexibility with respect to facilitating and encouraging ownership of the Company's Class A Ordinary Shares by Directors, executive officers and certain other employees and consultants.

Voting requirement: The General Meeting may adopt this resolution by a majority of the votes cast without a quorum being required.

AGENDA ITEM 5

Adoption of Annual Accounts 2015

This agenda item is the proposal to adopt the Annual Accounts for 2015.

Voting requirement: The General Meeting may adopt this resolution by a majority of the votes cast without a quorum being required.

AGENDA ITEM 6

Results 2015

As the Company made no profit in 2015, there is no profit available for distribution.

AGENDA ITEM 7

Release from liability of Executive Board Member of the Company

This agenda item is the proposal for the General Meeting to release the Executive Member of the Board in office at the Company during 2015, from any liability to which he may be subject towards the Company for his management insofar as such management is reflected in the Annual Accounts and Annual Report for the financial year 2015 and/or on the basis of the information that is provided to the General Meeting.

Voting requirement: The General Meeting may adopt this resolution by a majority of the votes cast without a quorum being required.

AGENDA ITEM 8

Release from liability of Non-Executive Board Members of the Company

This agenda item is the proposal for the General Meeting to release the Non-Executive Members of the Board in office at the Company during 2015, from any liability to which a member may be subject towards the Company for their supervision insofar as such supervision is reflected in the Annual Accounts and Annual Report for the financial year 2015 and/or on the basis of the information that is provided to the General Meeting.

Voting requirement: The General Meeting may adopt this resolution by a majority of the votes cast without a quorum being required.

AGENDA ITEM 9

Authorization to the Board to allow the Company to repurchase its own shares

At last year's Annual General meeting, the General Meeting authorized the Board with the authority to repurchase shares in the capital of the Company until December 11, 2016.

The Board again requests the General Meeting to grant the Board the authority to repurchase Class A Ordinary Shares in the capital of the Company:

1. for the maximum period allowed under Dutch law (being 18 months), i.e. until December 15, 2017;
2. by agreement, including private transactions and transactions effected through a stock exchange; and
3. for a maximum of 10% of the issued share capital at a share price of:
 - i) at least the nominal value; and
 - ii) at a maximum equal to the greater of 110% of the market price of the shares on the NYSE and 110% of the market price of the shares on Euronext Paris with the market price deemed to be the average of: the closing price on each of the five consecutive days of trading preceding the three trading days prior to the date of repurchase.

Upon the adoption of this agenda item by the General Meeting, the authorization granted to the Board at last year's Annual General Meeting as authorized body to repurchase ordinary shares in the capital of the Company until December 11, 2016, will become null and void.

Voting requirement: The General Meeting may adopt this resolution by a majority of the votes cast without a quorum being required.

AGENDA ITEMS 10 (a) through 10 (d)

Board Composition

10 (a)

Pierre Vareille. Upon recommendation of the Nominating/Governance Committee, the Board made a binding nomination proposing the re-appointment of Mr. Pierre Vareille as an Executive Board Member of the Company to serve for a period of one (1) year effective from June 15, 2016. This one-year period will end immediately after the Annual General Meeting in 2017.

Mr. Pierre Vareille has informed the Board that he desires to retire during the course of 2016. To ensure a smooth transition, the Board proposes to appoint Mr. Pierre Vareille until June 15, 2017.

10(b)

Jean-Marc Germain. Upon recommendation of the Nominating/Governance Committee, the Board made a binding nomination proposing the appointment of Mr. Jean-Marc Germain as a new Executive Board Member of the Company to serve for a period of one (1) year effective from June 15, 2016. This one-year period will end immediately after the Annual General Meeting in 2017.

It is envisaged that Mr. Jean-Marc Germain will succeed Mr. Pierre Vareille as CEO during the course of the summer 2016.

10 (c) (i) - 10 (c) (vi)

The terms of office of the Non-Executive Members listed below ends on June 15, 2016 after the Annual General Meeting:

- (i) Mr. Richard B. Evans;
- (ii) Mr. Peter Hartman;
- (iii) Mr. Michiel Brandjes;
- (iv) Mr. Philippe Guillemot;
- (v) Mr. John Ormerod; and
- (vi) Ms. Lori Walker.

Richard Evans. Upon recommendation of the Nominating/Governance Committee, the Board made a binding nomination proposing the re-appointment of Mr. Richard B. Evans as a Non-Executive Board Member for a period of three (3) years effective from June 15, 2016. This three-year period will end immediately after the Annual General Meeting in 2019.

The Board proposes for Mr. Richard B. Evans to serve for an additional period of three (3) years instead of a period of one (1) year because he is the Chairman of our Board. The Board believes that it is preferable that the Chairman serve for a period of three (3) years following an election.

Peter Hartman. Upon recommendation of the Nominating/Governance Committee, the Board made a binding nomination proposing the re-appointment of Mr. Peter Hartman as a Non-Executive Board Member for a period of two (2) years effective from June 15, 2016. This two-year period will end immediately after the Annual General Meeting in 2018.

The Board proposes for Mr. Peter Hartman to serve for a period of two (2) years instead of a period of one (1) year because he is chairman of our Remuneration Committee. The Board believes that it is preferable that chairmen of the Board's Committees serve for a period of 2 years following an election.

One-year Re-elections. Further, upon recommendation of the Nominating/Governance Committee, the Board made a binding nomination proposing the re-appointment of Mr. Michiel Brandjes, Mr. Philippe Guillemot, Mr. John Ormerod, and Ms. Lori Walker, each as a Non-Executive Board Member to serve for a period of one (1) year effective from June 15, 2016. This one-year period will end immediately after the Annual General Meeting in 2017.

10(d)

Martha Brooks. Upon recommendation of the Nominating/Governance Committee, the Board made a binding nomination proposing the appointment of Ms. Martha Brooks as a new Non-Executive Board Member of the Company to serve for a period of one (1) year effective from June 15, 2016. This one-year period will end immediately after the Annual General Meeting in 2017.

All Non-Executive Members of the Board referred to in sections 10 (c) and 10 (d) nominated for appointment in this AGM are eligible and have relayed their willingness to accept the appointment. The Board believes that the contribution and performance of all current Non-Executive Board Members seeking re-appointment at the AGM continues to be effective, and that they each demonstrate commitment to their roles as Non-Executive Board Members of the Company.

Biographical information of the Executive and Non-Executive Members of the Board nominated herein, including the reason for their appointment can be found in the appendixes hereto.

Voting requirement for all items in 10: The General Meeting may adopt these resolutions by a majority of the votes cast without a quorum being required¹.

AGENDA ITEM 11

Appointment of PricewaterhouseCoopers as independent auditor of the Company for 2016

The Company proposes to re-appoint PricewaterhouseCoopers Accountants N.V. as the independent auditor of the Company.

The General Meeting is requested to re-appoint PricewaterhouseCoopers Accountants N.V. as the independent auditor for the annual financial statements and the annual accounts for the financial year 2016.

Voting requirement: The General Meeting may resolve this resolution by a majority of the votes cast without a quorum being required.

¹ The General Meeting may overrule the binding nominations of the Board by resolution adopted by a majority of at least two-thirds of the votes cast, provided that such majority represents more than 50% of the Company's issued capital.

APPENDIX A

(item 10 (a): re-appointment of Mr. Pierre Vareille)

Information of Mr. Pierre Vareille

Mr. Pierre Vareille is not independent within the meaning of the Dutch Corporate Governance Code and under the NYSE Rules.

Mr. Vareille has served as Chief Executive Officer of Constellium and as an Executive Director of Constellium since March 2012.

Date of birth: 8 September 1957

Current positions: Mr. Vareille has also been a director of Verallia since November 2015.

Former positions: Prior to joining Constellium, Mr. Vareille was Chairman and Chief Executive Officer of FCI, a world-leading manufacturer of connectors. Mr. Vareille is a graduate of the French engineering school Ecole Centrale de Paris and the Sorbonne University (economics and finance). He started his career in 1982 with Vallourec, holding various positions in manufacturing, controlling, sales and strategy before being appointed Chief Executive Officer of several subsidiaries. From 1995 to 2000 Mr. Vareille was Chairman and Chief Executive Officer of GFI Aerospace (now LISI Aerospace), after which he joined Faurecia as a member of the executive committee and Chief Executive Officer of the Exhaust Systems business. In 2002, he moved to Pechiney as a member of the executive committee in charge of the aluminium conversion sector and as Chairman and Chief Executive Officer of Rhenalu. He was then named in 2004 as Group Chief Executive of Wagon Automotive, a company listed on the London Stock Exchange, where he served until 2008. Mr. Vareille has been a member of the Societe Bic board of directors since 2009.

Shareholding in Constellium N.V.: 1,325,001²

Nationality: French

Contract: Mr. Vareille's current contract will remain in effect for the period he will remain as the CEO of the Company.

Reason: The board recommends the re-appointment of Mr. Vareille for a period of one (1) year to ensure a smooth transition with respect to the appointment of his successor.

² Consists of 972,080 Class A ordinary shares transferred to Mr. Vareille in connection with the wind-up of the MEP, 12,500 Class A ordinary shares which Mr. Vareille purchased directly in 2014, 262,993 Class A ordinary shares purchased directly in 2015, 52,427 Class A ordinary shares underlying restricted stock units that vested on November 1, 2015, and due to Mr. Vareille's contemplated retirement, also includes, 8,334 Class A ordinary shares underlying unvested restricted stock units which will vest on April 30, 2016 (within 60 days of the filing of this report) and 16,667 Class A ordinary shares underlying unvested restricted stock units which will vest on June 15, 2016 (within 60 days of the filing of this report). Excludes 8,333 Class A ordinary shares underlying unvested restricted stock units that will vest on each of April 30, 2017 and April 30, 2018; 16,667 Class A ordinary shares underlying unvested restricted stock units that will vest on June 15, 2017; and 16,666 Class A ordinary shares underlying unvested restricted stock units that will vest on June 15, 2018.

APPENDIX B

(item 10 (b): appointment of Mr. Jean-Marc Germain)

Information of Mr. Jean-Marc Germain

Mr. Jean-Marc Germain will not be independent within the meaning of the Dutch Corporate Governance Code and independent under the New York Stock Exchange Rules (the "**NYSE Rules**").

Date of birth: January 2, 1966

Former positions: Mr. Germain will join Constellium as an Executive Director from Algeco Scotsman, a Baltimore-based leading global business services provider focused on modular space and secure portable storage, where he will have served as Chief Executive Officer from March 2012 through April 2016. Previously, Mr. Germain held several leadership positions with Pechiney, Alcan and Novelis, in a variety of senior executive roles in operations, sales & marketing, financial planning and strategy. His last position with Novelis in 2012 was as President for North American operations. Earlier in his career he held a number of international positions with Bain & Company and GE Capital.

Mr. Germain is a graduate of Ecole Polytechnique in Paris, France.

Shareholding in Constellium N.V.: 0

Nationality: French (dual French and American citizen)

Upon election as Executive Director and subsequent appointment as the Company's CEO, the main elements of Mr. Germain's contract will be:

- Base salary: USD 950,000.
- Performance-related annual bonus: variable with maximum of 180% of base salary.
- Equity awards:
 - performance-based restricted stock unit awards up to a maximum number of 450,000 shares with vesting on third anniversary grant, subject to continued employment and the achievement of stock price performance goals;
 - restricted stock unit award of 100,000 shares, vesting on the third anniversary of grant and subject to continued employment;
 - signing restricted stock unit award of 100,000 shares, vesting in equal installments on each of the first two anniversaries of grant.
- Severance:
 - base salary and target bonus upon termination by the Company without cause or by resignation of Mr. Germain with good reason (a "Good Leaver");
 - two times the sum of base salary and target bonus upon Good Leaver termination during the one-year period following a change of control.

Reason: Mr. Germain has a successful long track record in the aluminium industry, both in Europe and in the United States. With this extensive experience, Jean-Marc is uniquely qualified to help the Company continue to execute its growth strategy and accelerate its profitable global development.

APPENDIX C

(item 10 (c) (i): re-appointment of Mr. Richard B. Evans)

Information within the meaning of article 2:142, paragraph 3 Dutch Civil Code of Mr. Richard B. Evans

Mr. Richard B. Evans is not independent within the meaning of the Dutch Corporate Governance Code but independent under the NYSE Rules.

Mr. Evans has served as a Director since January 2011 and as our Chairman since December 2012.

Date of birth: 24 September 1947

Current positions: Mr. Evans is currently an independent director of Noranda Aluminum Holding Corporation and an independent director of CGI, an IT consulting and outsourcing company.

Former positions: Mr. Evans retired in May 2013 as Non-Executive Chairman of Resolute Forest Products, a Forest Products company based in Montreal. He retired in April 2009 as an Executive Director of London-based Rio Tinto plc and Melbourne-based Rio Tinto Ltd., and as Chief Executive Officer of Rio Tinto Alcan Inc., a wholly owned subsidiary of Rio Tinto. Previously, Mr. Evans was President and Chief Executive Officer of Montreal based Alcan Inc. from March 2006 to October 2007, and led the negotiation of the acquisition of Alcan by Rio Tinto in October 2007. He was Alcan's Executive Vice President and Chief Operating Officer from September 2005 to March 2006. Prior to joining Alcan in 1997, he held various senior management positions with the Kaiser Aluminum and Chemical Company during his 27 years with that company. Mr. Evans is a past Chairman of the International Aluminum Institute (IAI) and is a past Chairman of the Washington, DC-based U.S. Aluminum Association.

He previously served as Co-Chairman of the Environmental and Climate Change Committee of the Canadian Council of Chief Executives and as a member of the Board of USCAP, a Washington, DC-based coalition concerned with climate change.

Shareholding in Constellium N.V.: 142,756³

Nationality: American

Remuneration: Mr. Evans will be compensated pursuant to the Company's remuneration policy.

Reason: The board recommends the re-appointment of Mr. Evans for a period of three years in view of this extensive corporate, corporate governance, finance experience worldwide. His knowledge and expertise are a great value to Constellium N.V.

³ Consists of 140,783 Class A ordinary shares held indirectly by Mr. Evans through the Evans Family Inter Vivos Revocable Trust, and 1,973 Class A ordinary shares underlying unvested restricted stock units that will vest on June 11, 2016 (within 60 days of the filing of this report) subject to Mr. Evans's continued service to Constellium through such date. Excludes 1,973 Class A ordinary shares underlying unvested restricted stock units that will vest on June 11, 2017, subject to Mr. Evans's continued service to Constellium through such date.

APPENDIX D

(item 10 (c) (ii): re-appointment of Mr. M. Brandjes)

Information within the meaning of article 2:142, paragraph 3 Dutch Civil Code of Mr. Brandjes

Mr. Michiel Brandjes is independent within the meaning of the Dutch Corporate Governance Code and under the NYSE Rules.

Mr. Brandjes has served as a Non-Executive Director since June 2014.

Date of birth: December 14, 1954

Current positions: Mr. Brandjes serves as Company Secretary and General Counsel Corporate of Royal Dutch Shell plc since 2005.

Former positions: Mr. Brandjes formerly served as Company Secretary and General Counsel Corporate of Royal Dutch Petroleum Company. He served for 25 years in numerous legal and non-legal jobs in the Shell Group within the Netherlands and abroad, including as head of the legal department in Singapore and as head of the legal department for North East Asia based in Beijing and Hong Kong. Before he joined Shell, Mr. Brandjes worked at a law firm in Chicago after graduating from law school at the University of Rotterdam and at Berkeley, California. He has published a number of articles on legal and business topics, is a regular speaker on corporate legal and governance topics and serves in a number of advisory and non-executive director positions not related to Shell.

Shareholding in Constellium N.V.: 7,691⁴

Nationality: Dutch

Remuneration: Mr. Brandjes will be compensated pursuant to the Company's remuneration policy.

Reason: The board recommends the re-appointment of Mr. Brandjes for a period of one year in view of this extensive corporate, corporate governance, finance and legal experience, in the Netherlands and worldwide. His knowledge and expertise are a great value to Constellium N.V.

⁴ Consists of 5,000 shares held directly by Mr. Brandjes, 1,112 Class A ordinary shares underlying unvested restricted stock units that will vest on June 11, 2016 (within 60 days of the filing of this report), subject to Mr. Brandjes' continued service to Constellium through such date, and 1,579 Class A ordinary shares underlying unvested restricted stock units that will vest on June 11, 2016 (within 60 days of the filing of this report) subject to Mr. Brandjes' continued service to Constellium through such date. Excludes 1,578 Class A ordinary shares underlying unvested restricted stock units that will vest on June 11, 2017, subject to Mr. Brandjes' continued service to Constellium through such date.

APPENDIX E

(item 10 (c) (iii): re-appointment of Mr. Philippe Guillemot)

Information within the meaning of article 2:142, paragraph 3 Dutch Civil Code of Mr. Philippe Guillemot

Mr. Philippe Guillemot is independent within the meaning of the Dutch Corporate Governance Code and under the NYSE Rules.

Mr. Guillemot has served as a Non-Executive Director since May 2013.

Date of birth: May 6, 1959

Current positions: Mr. Guillemot is Chief Operating Officer of Alcatel-Lucent.

Former positions: From April 2010 to February 2012, he served as Chief Executive Officer of Europcar Group, the leading provider of car rental services in Europe with a presence in 150 countries. From 2010 to 2012, Mr. Guillemot served as a director and audit committee member of Visteon Corp. Mr. Guillemot served as Chairman and CEO of Areva T&D from 2004 to 2010, and previously served in management positions at Valeo and Faurecia. Mr. Guillemot began his career at Michelin, where he was initially responsible for production quality and plant quality at sites in Canada, France and Italy. He was a member of Booz Allen Hamilton's Automotive Practice from 1991 to 1993 before returning to Michelin to serve as an operations manager, director of Michelin Group's restructuring in 1995-1996, Group Quality Executive Vice-President, and Chief Information Officer.

Mr. Guillemot received his undergraduate degree in 1982 from Ecole des Mines in Nancy and received his MBA from Harvard University in Cambridge, MA in 1991.

Shareholding in Constellium N.V.: 5,987⁵

Nationality: French

Remuneration: Mr. Guillemot will be compensated pursuant to the Company's remuneration policy.

Reason: The board recommends the re-appointment of Mr. Guillemot for a period of one year because he has nearly thirty years of experience in quality control and management, particularly with automotive components manufacturers and power distribution product manufacturers. His knowledge and expertise are a great value to Constellium N.V.

⁵ Consists of 4,408 Class A ordinary shares held directly by Mr. Guillemot, and 1,579 Class A ordinary shares underlying unvested restricted stock units that will vest on June 11, 2016 (within 60 days of the filing of this report), subject to Mr. Guillemot's continued service to Constellium through such date. Excludes 1,578 Class A ordinary shares underlying unvested restricted stock units that will vest on June 11, 2017, subject to Mr. Guillemot's continued service to Constellium through such date.

APPENDIX F

(10 (C) (iv): re-appointment of Mr. Peter F. Hartman)

Information within the meaning of article 2:142, paragraph 3 Dutch Civil Code of Mr. Hartman

Mr. Peter Hartman is independent within the meaning of the Dutch Corporate Governance Code and the NYSE Rules.

Mr. Hartman has served as a Non-Executive Director since June 2014.

Date of birth: April 3, 1949

Current positions: Mr. Hartman serves as Vice Chairman of Air France KLM since July 2013. He also serves as member of the supervisory boards of Fokker Technologies Group B.V since 2013, Royal Ten Cate N.V. since 2013, Air France KLM S.A. since 2010 and Texel Airport N.V. since mid- 2013. Mr. Hartman is also Chairman of ACARE (Advisory Council for Aviation Research and Innovation in Europe) and Chairman of Connekt.

Former positions: Mr. Hartman served as President and CEO of KLM Royal Dutch Airlines from 2007 to 2013, and as member of the supervisory boards of Kenya Airways from 2004 to 2013, Stork B.V. from 2008 to 2013, CAI Compagnia Aerea Italiana s.p.A. from 2009 to January 2014 and Delta Lloyd Group N.V. from 2010 to May 2014.

Mr. Hartman received a Bachelor's degree in Mechanical Engineering from HTS Amsterdam, Amsterdam and a Master's degree in Business Economics from Erasmus University, Rotterdam.

Shareholding in Constellium N.V.: 3,804⁶

Nationality: Dutch

Remuneration: Mr. Hartman will be compensated pursuant to the Company's remuneration policy.

Reason: The board recommends the re-appointment of Mr. Hartman for a period of two years in view of this extensive global experience in the Aviation sector. His knowledge and expertise are a great value to Constellium N.V.

⁶ Consists of 1,113 Class A ordinary shares held directly by Mr. Hartman, 1,112 Class A ordinary shares underlying unvested restricted stock units that will vest on June 11, 2016 (within 60 days of the filing of this report), subject to Mr. Hartman's continued service to Constellium through such date, and 1,579 Class A ordinary shares underlying unvested restricted stock units that will vest on June 11, 2016 (within 60 days of the filing of this report), subject to Mr. Hartman's continued service to Constellium through such date. Excludes 1,578 Class A ordinary shares underlying unvested restricted stock units that will vest on June 11, 2017, subject to Mr. Hartman's continued service to Constellium through such date.

APPENDIX G

(item 10 (C)(v): re-appointment of Mr. John Ormerod)

Information within the meaning of article 2:142, paragraph 3 Dutch Civil Code of Mr. Ormerod

Mr. John Ormerod is independent within the meaning of the Dutch Corporate Governance Code and under NYSE rules.

Mr. Ormerod has served as a Non-Executive Director since June 2014.

Date of birth: February 9, 1949

Current positions: Mr. Ormerod currently serves in the following director positions:

(i) since 2006, as Non-executive director and Chairman of the audit committee of Gemalto N.V., and as member of the compensation committee; and

(ii) since 2008, as Non-executive director of ITV plc and member of the remuneration and nominations committees, and as Chairman of the audit committee since 2010.

Former positions: Mr. Ormerod is a chartered accountant and has worked for over 30 years in public accounting firms. He served for 32 years at Arthur Andersen, serving in various client service and management positions, with last positions held from 2001 to 2002 serving as Regional Managing Partner UK and Ireland, and Managing Partner (UK). From 2002 to 2004, he was Practice Senior Partner for London at Deloitte (UK) and was member of the UK executives and Board.

Until December 31, 2015, Mr. Ormerod served as Non-executive director of Tribal Group plc., as a member of the audit, remuneration and nominations committees, and as Chairman of the board.

Mr. Ormerod served as Non-executive director and Chairman of the audit committee of Computacenter plc. and as member of the remuneration and nominations committees until April 1, 2015.

Mr. Ormerod also served as senior independent director of Misys plc from 2006 to 2012, and as director and Chairman of the audit committee from 2005 until 2012.

Mr. Ormerod is a graduate of Oxford University.

Shareholding in Constellium N.V.: 8,804⁷

Nationality: English

Remuneration: Mr. Ormerod will be compensated pursuant to the Company's remuneration policy.

Reason: The board recommends the re-appointment of Mr. Ormerod for a period of one year in view of his extensive accounting expertise and experience serving as a director of listed and private companies. His knowledge and experience are a great value to Constellium N.V.

⁷ Consists of 6,113 Class A ordinary shares held indirectly by Mr. Ormerod, 1,112 Class A ordinary shares underlying unvested restricted stock units that will vest on June 11, 2016 (within 60 days of the filing of this report), subject to Mr. Ormerod's continued service to Constellium through such date, and 1,579 Class A ordinary shares underlying unvested restricted stock units that will vest on June 11, 2016 (within 60 days of the filing of this report), subject to Mr. Ormerod's continued service to Constellium through such date. Excludes 1,578 Class A ordinary shares underlying unvested restricted stock units that will vest on June 11, 2017, subject to Mr. Ormerod's continued service to Constellium through such date.

APPENDIX H

(item 10 (C) (vi): re-appointment of Ms. Lori A. Walker)

Information within the meaning of article 2:142, paragraph 3 Dutch Civil Code of Ms. Walker

Ms. Lori Walker is independent within the meaning of the Dutch Corporate Governance Code and under the NYSE Rules.

Ms. Walker has served as a Non-Executive Director since June 2014.

Date of birth: July 17, 1957

Current positions: Ms. Walker currently serves as the audit committee Chair of Southwire since 2014, and as a member of the audit and compensation committees of Compass Minerals since 2015.

Former positions: Ms. Walker previously served as Chief Financial Officer and Senior Vice President of The Valspar Corporation from 2008 to 2013, where she led the Finance, IT and Communications teams. Prior to that position, Ms. Walker served as Valspar's Vice President, Controller and Treasurer from 2004 to 2008, and as Vice President and Controller from 2001 to 2004. Prior to joining Valspar, Ms. Walker held a number of roles with progressively increasing responsibility at Honeywell Inc. during a 20-year tenure, with her last position there serving as Director of Global Financial Risk Management.

Ms. Walker holds a Bachelor of Science of Finance from Arizona State University and attended the Executive Institute Program and the Director's College at Stanford University.

Shareholding in Constellium N.V.: 3,804⁸

Nationality: American

Remuneration: Ms. Walker will be compensated pursuant to the Company's remuneration policy.

Reason: The board recommends the re-appointment of Ms. Walker for a period of one year in view of her extensive knowledge of enterprise risk management and financial experience with US companies. Her knowledge and expertise are a great value to Constellium N.V.

⁸ Consists of 1,113 Class A ordinary shares held directly by Ms. Walker, 1,112 Class A ordinary shares underlying unvested restricted stock units that will vest on June 11, 2016 (within 60 days of the filing of this report), subject to Ms. Walker's continued service to Constellium through such date, and 1,579 Class A ordinary shares underlying unvested restricted stock units that will vest on June 11, 2016 (within 60 days of the filing of this report), subject to Ms. Walker's continued service to Constellium through such date. Excludes 1,578 Class A ordinary shares underlying unvested restricted stock units that will vest on June 11, 2017, subject to Ms. Walker's continued service to Constellium through such date.

APPENDIX I

(item 10 (d): appointment of Ms. Martha Brooks)

Information within the meaning of article 2:142, paragraph 3 Dutch Civil Code of Ms. Martha Brooks

Ms. Martha Brooks is independent within the meaning of the Dutch Corporate Governance Code and independent under the New York Stock Exchange Rules (the "NYSE Rules").

Date of birth: June 5, 1959

Current positions: Ms. Brooks, with over 20 years' experience as a public company director, currently serves as a Director of Bombardier Inc. since 2009, and as a member of its finance and risk, and nominating and governance committees; and as a Director of Jabil Circuit since 2012, and as a member of its compensation, and nominating and governance committees.

Former positions: Ms. Brooks served 16 years with Cummins from 1986 to 2002, the global leader in diesel engine and power generation, ultimately running the core truck and bus engine business. She then joined Alcan Inc. from 2002 to 2005 serving as CEO of the Rolled Products Americas and Asia business. She then served as COO when Novelis Inc. was spun off in 2005 and was named President and COO after leading a second sale process in 2007. Ms. Brooks retired from Novelis, the \$11 billion leader in aluminium rolling and recycling, as President and COO in 2009.

Ms. Brooks also served as: a Director of International Paper from 2003 to 2009 and was member of its audit, compensation and public policy committees; and a Director of Harley-Davidson from 2009 to 2013 and as member of their compensation, and nominating and governance committees.

Ms. Brooks holds a BA in Economics and Political Science and a Masters in Public and Private Management, both from Yale University. She has been active at her alma mater on the President's Council of International Advisors and as Chair of the Yale-China Association.

Shareholding in Constellium N.V.: 0

Nationality: American

Remuneration: Ms. Martha Brooks will be compensated pursuant to the Company's remuneration policy.

Reason: The board recommends the appointment of Ms. Brooks for a period of one year in view of her extensive knowledge of the aluminium industry and transportation sector. The board believes that her knowledge and expertise will be a great value to Constellium N.V.