



Explanatory Notes

Explanatory Notes to the Agenda of the 2018 Annual General Meeting ("**AGM**") of Constellium N.V. (the "**Company**") to be held at the offices of Stibbe, Beethovenplein 10, 1077 WM Amsterdam, the Netherlands on Thursday, May 24, 2018 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 2017

Mr. Jean-Marc Germain, Chief Executive Officer of the Company, will explain the report of the Board (*bestuursverslag*) for the financial year 2017 and the results.

AGENDA ITEM 3

Corporate Governance Structure and compliance with the Corporate Governance Code

In accordance with the Dutch Corporate Governance Code (the "**Code**"), the most important elements of Constellium's corporate governance structure and compliance with the Code in 2017 will be discussed and accounted for at the AGM. Further information can be found on pages 22-40 of the 2017 Annual Report.

AGENDA ITEM 4

2017 Remuneration

(i) Discussion of 2017 remuneration

Pursuant to Section 2:135 paragraph 5a of the Dutch Civil Code, this agenda item provides for a discussion on the implementation of the remuneration policy for the Board in 2017.

Furthermore, the Dutch Civil Code requires that the statements in the explanatory notes to the annual accounts (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 2017. For purposes of such discussion, reference is made to the relevant sections of the Annual Report 2017.

(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 7,000,000 to a new total of 14,292,291, 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.

Our Existing Plan

The Constellium 2013 Equity Incentive Plan (the "**EIP Plan**") provides the Company with the flexibility to compensate participants through a variety of potential awards. These awards may be tied to the financial or operational performance of the Company, to the performance of the stock, or other measures as determined by the Remuneration Committee and the Board. Because of the key role the EIP Plan plays in the compensation of our executives, the Board requests you to vote for approval of the share increase under the EIP Plan.

The Board believes that the EIP Plan continues to serve its intended purpose of:

- aligning shareholder and management interests;
- driving long-term, sustainable growth;
- enabling the attraction, retention, and motivation of top talent; and
- encouraging stock ownership among the Company's Directors, officers and employees.

The following are a few additional highlights with respect to our EIP Plan that may not be readily apparent:

- stock option or stock appreciation right repricing is prohibited under any circumstance (with or without shareholder approval); please note we do not employ any such stock option or stock appreciation right awards;
- Non-Executive Directors ("**NEDs**") are not entitled to pension contributions, nor do they receive any performance-based stock; and
- our Remuneration Committee intends to always act in the best interest of shareholders and the long-term sustainability of the Company with regards to discretion on executive compensation.

Furthermore, while our EIP Plan does contain a clawback provision, we are looking to augment this provision by implementing a more comprehensive malus and clawback policy to further enhance accountability and mitigate potential risk.

Annual Designs

In determining the application of our annual plan design under our EIP Plan, we continuously work to enhance our equity incentive plan features to protect shareowners' interests.

In 2017, the plan design included implementation of the following new features:

- a significant portion of LTI grants to our executive officers are performance-based (i.e., 65% Performance Share Units ("**PSUs**") vs. 35% Restricted Stock Units ("**RSUs**")), with challenging performance objectives;
- all of our LTI awards are granted conditionally and have a minimum vesting period of three years;

- the PSU maximum was reduced from 300% of target to 200% of target;
- the PSU performance period was condensed to one 3-year period (vs. three overlapping performance periods); and
- the PSU peer group was revised to be more industry-relevant, and the calculation of relative TSR performance vs. the peer group was revised to be less complex and easier to understand.

With respect to our 2017 PSU grants, the actual vesting range is 0% to 200% (based on actual performance):

- As such, our CEO's 2017 grant of 216,943 PSUs can result in a range of 0 PSUs up to a maximum of 433,886 PSUs.
- Similarly, our CFO and three Business Unit ("BU") Presidents received 2017 grants in aggregate of 198,690 PSUs, which can result in a range of 0 PSUs up to a maximum of 397,380 PSUs.
- Additionally, 2017 LTI grants to our CEO, and other executive officers were made at the 35th percentile vs. our peer group.

For 2018 and future grants, we have further strengthened our equity plan design by implementing the following features, which were approved by our Remuneration Committee and the Board:

- With respect to Change-in-Control equity vesting, we will revert to a 'double trigger' for 2018 LTI grants and beyond.
- We have recently adopted formal Share Ownership Guidelines ("SOGs") for our Executive Committee (consisting of our CEO and his direct reports) to further encourage minimum levels of ownership and to further foster alignment between executive and shareholder interests:
 - o The SOGs are as follows:
 - CEO: 400% of base salary.
 - CFO and BU Presidents: 200% of base salary.
 - Other executive officers: 100% of base salary.
 - o Our policy gives our executive officers 5 years to achieve the guideline percentage, and we are glad to report that several of our executive officers have already achieved the SOG levels.
 - o Given the formal adoption of SOGs, and the fact that our executive officers, including our CEO, are on track to satisfy the SOGs well in advance of the 5-year requirement, we determined that post-vesting holding period provisions are not necessary at this time. However, with an eye towards long-term shareholder value, we will keep this matter under regular review.

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 the Annual Accounts 2017

This agenda item is the proposal to adopt the Annual Accounts for 2017. PricewaterhouseCoopers Accountants N.V. has audited the annual accounts and has issued an auditor's report thereon.

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 2016

As the Company made no profit in 2017, there is no profit available for distribution.

AGENDA ITEM 7

Release from liability of Executive Board Members of the Company

This agenda item is the proposal for the General Meeting to release Jean-Marc Germain, the Executive Member of the Board in office at the Company during 2017, from any liability to which they may be subject towards the Company for their management insofar as such management is reflected in the Annual Accounts and Annual Report for the financial year 2017 and/or on the basis of the information that is provided to the General Meeting prior to the adoption of the Annual Accounts 2017.

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 2017, 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 2017 and/or on the basis of the information that is provided to the General Meeting prior to the adoption of the Annual Accounts 2017.

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 to repurchase shares in the capital of the Company until December 15, 2018.

The Board proposes to extend the authorization to the Board to resolve, as the corporate body authorized, to repurchase shares, on the New York Stock Exchange or otherwise for a period of 18 months as from the date of this AGM (until November 24, 2019), up to a maximum of 10% of the issued share capital, provided that the Company (and one or more of its subsidiaries), following that repurchase, will not hold more shares in treasury than at maximum 10% of the issued capital in aggregate.

The repurchase may be effected at a price of at least EUR 0.02 and a maximum of 110% of the stock exchange price. Stock exchange price means: the average of the highest quoted price for each

share on the five consecutive trading days immediately preceding the date of repurchase, according to the Official Price List of the New York Stock Exchange.

This price range enables the Company to adequately repurchase its own shares, also in volatile market conditions.

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

AGENDA ITEM 10

Authorization to the Board to issue shares and/or to grant rights to subscribe for shares

The Board proposes to grant the Board the authority, as the corporate body authorized, to resolve to issue shares and/or grant rights to subscribe for shares, up to a maximum of 10% of the issued share capital, at the time of issuance, or at the time of granting the right to subscribe for shares, plus an additional 10% of the issued share capital, at the time of issuance, or at the time of granting the right to subscribe for shares, if the issue or the granting of the right to subscribe for shares takes place in view of a merger or an acquisition. This authority is requested for a period of 18 months, until November 24, 2019.

Voting requirement: The General Meeting may adopt this resolution by a majority of the votes cast. However, if less than 50% of our issued share capital is represented, the General Meeting may only adopt this resolution by a majority of at least two-thirds of the votes cast.

AGENDA ITEM 11

Authorization to the Board to limit or exclude pre-emptive rights

The Board proposes to grant the Board the authority, as the corporate body authorized, to resolve to exclude and/or limit pre-emptive rights accruing to shareholders in respect of the issue of shares and/or the granting of rights to subscribe for shares pursuant to the authorization given under item 10 above. This authority is requested for a period of 18 months, until November 24, 2019.

Voting requirement: The General Meeting may adopt this resolution by a majority of the votes cast. However, if less than 50% of our issued share capital is represented, the General Meeting may only adopt this resolution by a majority of at least two-thirds of the votes cast.

AGENDA ITEMS 12 (a) through 12 (b)

Board Composition

12 (a) (i) - 12 (a) (vi)

- (i) Mr. Michiel Brandjes;
- (ii) Ms. Martha Brooks;
- (iii) Mr. Philippe C.A. Guillemot;
- (iv) Mr. Peter Hartman;
- (v) Mr. John Ormerod; and

(vi) Ms. Lori Walker.

One-year re-elections. Upon recommendation of the Nominating & Governance Committee, the Board made a binding nomination proposing the re-appointment of Mr. Michiel Brandjes, Ms. Martha Brooks, Mr. Philippe Guillemot, Mr. Peter Hartman, 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 May 24, 2018. This one-year period will end immediately after the Annual General Meeting in 2019.

12 (b)

Ms. Stephanie Frchet. Upon recommendation of the Nominating & Governance Committee, the Board made a binding nomination proposing the appointment of Stephanie Frchet as a new Non-Executive Board Member of the Company to serve for a period of one (1) year effective from May 24, 2018. This one-year period will end immediately after the Annual General Meeting in 2019.

All Non-Executive Members of the Board referred to in section 12 (a) nominated for re-appointment and Ms. Stephanie Frchet referred to in section 12 (b) nominated for appointment are all eligible and have relayed their willingness to accept the re-appointment or 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 Non-Executive Members of the Board nominated herein, including the reason for their appointment or re-appointment can be found in the appendixes hereto.

Voting requirement for all items in 12: The General Meeting may adopt these resolutions by a majority of the votes cast without a quorum being required¹.

AGENDA ITEM 13

Appointment of PricewaterhouseCoopers as independent auditor of the Company for 2018

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 2018.

Voting requirement: The General Meeting may adopt 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 12 (a) (i): re-appointment of Mr. Michiel Brandjes)

Information within the meaning of article 2:142, paragraph 3 Dutch Civil Code of Mr. Michiel 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 Board Member since June 2014.

Date of birth: December 14, 1954.

Former positions: Mr. Brandjes served as Company Secretary and General Counsel Corporate of Royal Dutch Shell plc from 2005 to 2017. Mr. Brandjes formerly served as Company Secretary and General Counsel Corporate of Royal Dutch Petroleum Company. He served for 25 years on 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 or Constellium.

Shareholding in Constellium N.V.: 25,000.²

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 in view of his extensive corporate, corporate governance, finance and legal experience, in the Netherlands and worldwide, for a period of one (1) year. His knowledge and expertise are a great value to Constellium N.V.

² Consists of 25,000 Class A ordinary shares held directly by Mr. Brandjes. Excludes the remaining portions of previous grants: 7,366 Class A ordinary shares underlying unvested RSUs that will vest on June 15, 2018 and 2,941 Class A ordinary shares underlying unvested RSUs that will vest on June 15, 2019, subject to continued service.

APPENDIX B

(item 12 (a) (ii): re-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 NYSE Rules.

Ms. Brooks has served as a Non-Executive Board Member since June 2016.

Date of birth: June 5, 1959.

Other current positions: Ms. Brooks, with over 20 years' experience as a public company director, is currently a member of the Boards of Directors of Bombardier Inc. and Jabil Circuit Inc.

Former positions: Ms. Brooks was until her retirement in May 2009, President and Chief Operating Officer of Novelis, Inc, where she held senior positions since 2005. From 2002 to 2005, she served as Corporate Senior Vice President and President and Chief Executive Officer of Alcan Rolled Products, Americas and Asia. Before she joined Alcan, Ms. Brooks served 16 years with Cummins, the global leader in diesel engine and power generation from 1986 to 2002, ultimately running the truck and bus engine business. She has previously served as a director of Harley Davidson and International Paper.

Ms. Brooks holds a BA in Economics and Political Science and a Master's in Public and Private Management from Yale University.

Shareholding in Constellium N.V.: 4,425³.

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 in view of her extensive knowledge of the aluminium industry and transportation sector, for a period of one (1) year. The Board believes that her knowledge and expertise will be a great value to Constellium N.V.

³ Consists of 4,425 Class A ordinary shares held directly by Ms. Brooks. Excludes the remaining portions of previous grants: 7,366 Class A ordinary shares underlying unvested RSUs that will vest on June 15, 2018 and 2,941 Class A ordinary shares underlying unvested RSUs that will vest on June 15, 2019, subject to continued service.

APPENDIX C

(item 12 (a) (iii): re-appointment of Mr. Philippe C.A. Guillemot)

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

Mr. Phillippe 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 Board Member since May 2013.

Date of birth: May 6, 1959.

Former positions: Mr. Guillemot has nearly thirty-five years of experience in Automotive, Energy and the Telecom industry, where he held CEO and COO positions leading many successful transformations. In December 2017, Mr. Guillemot was appointed CEO of Elixir Group, a concession and contract catering leader. Prior to that, Mr. Guillemot served as Chief Operating Officer of Alcatel-Lucent until a successful turnaround led to Nokia's full acquisition at the end of 2016. From April 2010 to February 2012, he served as Chief Executive Officer of Europcar Group. 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 as division Vice President at Valeo and then Faurecia from 1998 to 2003. Mr. Guillemot began his career at Michelin, where he held various positions in quality and production 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, Chief Information Officer and member of the Group Executive Committee.

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

Shareholding in Constellium N.V.: 11,990⁴.

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 because he has nearly thirty years of experience in quality control and management, particularly with automotive components manufacturers and power distribution product manufacturers, for a period of one (1) year. His knowledge and expertise are a great value to Constellium N.V.

⁴ Consists of 11,990 Class A ordinary shares held directly by Mr. Guillemot. Excludes the remaining portions of previous grants: 7,366 Class A ordinary shares underlying unvested RSUs that will vest on June 15, 2018 and 2,941 Class A ordinary shares underlying unvested RSUs that will vest on June 15, 2019, subject to continued service.

APPENDIX D

(agenda item 12 (a) (iv): re-appointment of Mr. Peter Hartman)

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

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

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

Date of birth: April 3, 1949.

Other current positions: Mr. Hartman serves as member of the supervisory boards of Fokker Technologies Group B.V since 2013 (chairman since 2016), Air France KLM S.A. since 2010 (member of the audit committee from July 2016 until May 2017), Royal KPN N.V. since April 2015 (chairman of the remuneration committee) and Texel Airport N.V. since mid-2013 (chairman since January 2014).

Former positions: Mr. Hartman served as Vice Chairman of Air France KLM from July 2013 until May 2017. Previously, 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, Delta Lloyd Group N.V. from 2010 to May 2014 and Royal Ten Cate N.V. from July 2013 to February 2016.

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.: 9,807⁵.

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 in view of this extensive experience in the aviation industry, for a period of one (1) year. His knowledge and expertise are a great value to Constellium N.V.

⁵ Consists of 9,807 Class A ordinary shares held directly by Mr. Hartman. Excludes the remaining portions of previous grants: 7,366 Class A ordinary shares underlying unvested RSUs that will vest on June 15, 2018 and 2,941 Class A ordinary shares underlying unvested RSUs that will vest on June 15, 2019, subject to continued service.

APPENDIX E

(item 12 (a)(v): re-appointment of Mr. John Ormerod)

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

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

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

Date of birth: February 9, 1949.

Other current positions: Mr. Ormerod currently serves in the following director positions:

- (i) since 2006, as non-executive director of the audit committee of Gemalto N.V. where he also served as its Chairman until September 2017, and as member of the compensation committee; and
- (ii) since 2008, as non-executive director of ITV plc and as 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 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 a non-executive director of Tribal Group plc., as 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 a senior independent director of Misys plc from 2006 to 2012, and as Chairman of the audit committee from 2005 to 2012.

Mr. Ormerod is a graduate of Oxford University.

Shareholding in Constellium N.V.: 14,807⁶.

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 in view of his extensive accounting expertise and experience serving as a director of listed and private companies, for a period of one (1) year. His knowledge and experience are a great value to Constellium N.V.

⁶ Consists of of 14,807 Class A ordinary shares held by Mr. Ormerod. Excludes the remaining portions of previous grants: 7,366 Class A ordinary shares underlying unvested RSUs that will vest on June 15, 2018 and 2,941 Class A ordinary shares underlying unvested RSUs that will vest on June 15, 2019, subject to continued service.

APPENDIX F

(item 12 (a) (vi): re-appointment of Ms. Lori Walker)

Information within the meaning of article 2:142, paragraph 3 Dutch Civil Code of Ms. Lori 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 Board Member since June 2014.

Date of birth: July 17, 1957.

Other 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. In August 2016, Ms. Walker was appointed to the Audit Committee Chair at Compass Minerals.

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.: 9,807⁷.

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 in view of her extensive knowledge of enterprise risk management and financial experience with US companies, for a period of one (1) year. Her knowledge and expertise are a great value to Constellium N.V.

⁷Consists of 9,807 Class A ordinary shares held directly by Ms. Walker. Excludes the remaining portions of previous grants: 7,366 Class A ordinary shares underlying unvested RSUs that will vest on June 15, 2018 and 2,941 Class A ordinary shares underlying unvested RSUs that will vest on June 15, 2019, subject to continued service.

APPENDIX G

(12 (b): appointment of Ms. Stephanie Frchet)

Information within the meaning of article 2:142, paragraph 3 Dutch Civil Code of Stephanie Frchet

Ms. Frchet is not independent within the meaning of the Dutch Corporate Governance Code and independent under the NYSE Rules.

Date of birth: 17 May 1977

Other current positions: Ms Frchet is currently managing director, member of the Mid&Large Cap Executive committee, at Bpifrance Investissement that she joined in 2009. She is also, as permanent representative of Bpifrance, a director of Eutelsat Communications and Sarenza, and is an observer of the Board of Paprec and Horizon Parent Holdings Sarl.

Former positions: Previously, Ms Frchet served for Bpifrance as member of the board of Carso (from 2013 to 2016) and Cylande (from 2010 to 2017), and as an independent director of Eurosic (from 2015 to 2017). From 2002 to 2009, Mrs Frchet held various positions in auditing and financial consulting on mergers & acquisitions and LBOs at Ernst &Young, Pricewaterhouse Coopers and Société Générale CIB in Paris.

Ms. Frchet graduated from ESSEC Business School in Paris in 2002.

Shareholding in Constellium N.V.: 0

Nationality: French.

Remuneration: None.

Reason: The Board recommends the appointment of Ms. Frchet, for a period of one (1) year. Her knowledge and significant experience in auditing and finance are a great value to Constellium N.V. Pursuant to the shareholders agreement between the Company and Bpifrance, Ms. Frchet was selected to serve as a director by Bpifrance.