



NOTICE AND AGENDA OF THE 2021 ANNUAL GENERAL MEETING

The Annual General Meeting (“**AGM**”) of Constellium SE (“**the Company**”) will be held on Tuesday, 11 May 2021, starting at 16:00 CET (10:00 AM EDT) at the registered office of the Company at Washington Plaza, 40-44 rue Washington, 75008 Paris, France.

In view of the global coronavirus pandemic (COVID-19) and in accordance with a special ordinance under French law, the AGM will be held as a closed session, on an exceptional basis, without the physical presence of any of the shareholders or any other person normally entitled to attend. Also, in accordance with current French law, there will be no video-conferencing or audio-conferencing of the meeting.

Shareholders whose shareholding is registered on the U.S. Register with Computershare Trust Company, N.A., in accordance with article 7 of the Company’s articles of association, will be entitled to exercise their voting rights as instructed below.

Shareholders whose shareholding is registered on the French Register, in accordance with article 7 of the Company’s articles of association, will be entitled to exercise their voting rights as instructed in the notice (*avis de réunion*) published in the French official journal (the *Bulletin des Annonces Légales Obligatoires (BALO)*) dated 5 April 2021.

A. AGENDA FOR THE AGM

The agenda for the AGM (“**the Agenda**”) is comprised of the following proposed Ordinary Resolutions and Extraordinary Resolutions:

ORDINARY RESOLUTIONS/PROPOSALS

- 1) Appointment of Ms. Isabelle Boccon-Gibod as a director for a term of three years
- 2) Appointment of Ms. Christine Browne as a director for a term of three years
- 3) Appointment of Mr. Jean-Christophe Deslarzes as a director for a term of three years
- 4) Appointment of Mr. Jean-Philippe Puig as a director for a term of three years
- 5) Re-appointment of Mr. Michiel Brandjes as a director for a term of two years
- 6) Re-appointment of Mr. John Ormerod as a director for a term of two years
- 7) Re-appointment of Mr. Werner Paschke as a director for a term of one year

- 8) Approval of the statutory financial statements and transactions for the financial year ended 31 December 2020
- 9) Approval of the consolidated financial statements and transactions for the financial year ended 31 December 2020
- 10) Discharge (*quitus*) of the directors, the Chief Executive Officer and the Statutory Auditors of the Company in respect of the performance of their duties for the financial year ended 31 December 2020
- 11) Allocation of income of the Company for the financial year ended 31 December 2020
- 12) Approval of a regulated agreement referred to in article L. 225-38 of the French Commercial Code (agreement confirming the financial provisions of Mr. Jean-Marc Germain in the event of termination)
- 13) Approval of the overall envelope of annual fixed fees granted to the directors

EXTRAORDINARY RESOLUTIONS/PROPOSALS

- 14) Delegation of competence to the Board of Directors to increase the Company's share capital by issuance of ordinary shares or other securities, with preferential subscription rights, up to 1,399,833.46 euros (representing 50% of the share capital), for a 26 month-period
- 15) Delegation of competence to the Board of Directors to increase the Company's share capital by issuance of ordinary shares or other securities, without preferential subscription rights, by way of a public offering other than within the meaning of article L. 411-2 1° of the French Monetary and Financial Code, up to 1,399,833.46 euros (representing 50% of the share capital), for a 26 month-period
- 16) Delegation of competence to the Board of Directors to increase the Company's share capital by issuance of ordinary shares or other securities, without preferential subscription rights, by way of an offering within the meaning of article L. 411-2 1° of the French Monetary and Financial Code, up to 559,933.38 euros (representing 20% of the share capital), for a 26 month-period
- 17) Delegation of competence to the Board of Directors to increase the number of shares issued in case of a capital increase with or without preferential subscription rights in accordance with article L. 225-135-1 of the French Commercial Code, by up to 15%, for a 26 month-period
- 18) Delegation of competence to the Board of Directors to increase the Company's share capital by issuance of new shares of the Company to participants to an employee savings plan without preferential subscription rights, up to 27,996.66 euros (representing 1% of the share capital), for a 26 month-period
- 19) Authorization granted to the Board of Directors to freely allocate shares, to be issued or existing, under the Company's 2013 Equity Incentive Plan, for a 38-month-period, up to 6,800,000 ordinary shares of the Company

20) Amendment of article 12.1 of the Company's articles of association to allow for the appointment of directors representing employees

21) Amendment of article 20.2 of the Company's articles of association to allow for shortening the period between the deadline for receiving remote voting forms and the date of a general meeting of shareholders

22) Powers to carry out formalities

B. AGM DOCUMENTS

Details of the AGM have been published in the French official journal (the *Bulletin des Annonces Légales Obligatoires (BALO)*) on 5 April 2021. In addition, Company documents (the "**AGM Documents**") including this Notice and Agenda, the Report of the Board of Directors (which includes the proposed resolutions and explanatory statements), the Management Report for 2020, the statutory and consolidated financial statements for 2020, and the reports of the Statutory Auditors, will be published on the Company's website at www.constellium.com and will be available free of charge at the offices of the Company by contacting the Corporate Secretary at cstm.corporatesecretary@constellium.com.

C. U.S. RECORD DATE AND FRENCH RECORD DATE

For the AGM, the "U.S. Record Date" is 16 April 2021 and the official French Record Date is 7 May 2021.

U.S. Register: Shareholders whose shareholding is registered on the U.S. Register with Computershare Trust Company, N.A. on the U.S. Record Date will be entitled to receive meeting materials and exercise their voting rights as instructed below.

French Register: Shareholders whose shareholding is registered on the French Register will be entitled to receive meeting materials and exercise their voting rights as instructed in the notice (*avis de réunion*) published in the French official journal (the *Bulletin des Annonces Légales Obligatoires (BALO)*) dated 5 April 2021.

Please note that only votes of shareholders whose shareholding is registered (either on the U.S. Register or on the French Register) on the French Record Date will be taken into account. Consequently, for any shareholders that vote and subsequently sell their shares before the French Record Date, the votes in respect of these shares will not be taken into account for final voting purposes.

D. MAILING AND DOCUMENT AVAILABILITY

Promptly after the U.S. Record Date, shareholders whose shareholding is registered on the U.S. Register with Computershare Trust Company, N.A. will receive copies of this Notice and Agenda, the Report of the Board of Directors (which includes the proposed resolutions and explanatory statements), and a proxy card.

As mentioned above, a full set of the AGM Documents will also be available on the Company's website at www.constellium.com, and will be available free of charge by contacting the Corporate Secretary at cstm.corporatesecretary@constellium.com.

E. REGISTRATION FOR THE AGM

As explained above, because of the COVID-19 pandemic, there will be no registration to attend this year's AGM.

F. PROXY CARD AND VOTING INSTRUCTIONS

Shareholders whose shareholding is on the U.S. Register with Computershare Trust Company, N.A. may vote as follows:

BY INTERNET – www.proxyvote.com

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 pm EDT on May 6, 2021 (5:59 CET on 7 May, 2021). Please have your proxy card in hand when you access the website and follow the instructions to obtain your records and to create and electronic voting instruction form.

BY PHONE 1-800-690-6903

Use any touch-tone telephone to transmit your voting instructions up until 11:59 pm EDT on May 6, 2021 (5:59 CET on 7 May, 2021). Please have your proxy card in hand when you access the website and then follow the instructions.

BY MAIL

Fill in, sign and date your proxy card and return it so it is received by 11:59 pm EDT on May 6, 2021 (5:59 CET on 7 May, 2021), in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.