

**CONSTELLIUM**  
**POLICY FOR REPORTING WRONGDOINGS**

(Updated as of: June 2020)

## 1 Purpose

This policy of Constellium SE and its group companies (together the "Group") addresses the Group's continuing commitment to ethical behavior by helping to foster an environment where employees can act without fear of retaliation by establishing procedures to encourage the reporting of wrongdoing or suspected wrongdoing or irregularities of a financial, accounting, auditing, or banking nature in the Group, as well as violations of the Code of Conduct, to a reporting official (the 'Reporting official') designated by the Chairman of the board of Constellium SE (the Board of Directors').

The procedures set forth herein include procedures for:

- The receipt, retention, and treatment of complaints received by the Group relating to wrongdoing or irregularities of a financial, accounting, auditing, and banking nature in the Group, as well as violations of the Code of Conduct; and
- The confidential submission by employees of the Group of concerns regarding wrongdoing or irregularities of a financial, accounting, auditing, and banking nature in the Group, as well as violations of the Code of Conduct.

This policy also sets forth an investigative process for reported acts of wrongdoing and retaliation. The Group shall not take adverse employment action against an employee in retaliation for:

- Any report of wrongdoing made in good faith;
- Providing information or causing information to be provided in an investigation conducted by any state or federal regulatory agency or authority, a member of the U.S. Congress, any committee of Congress, the Board of Directors of the Group (or any committee thereof) or person at the Group with supervisory or similar authority over the employee, regarding any conduct the employee in good faith believes constitutes a violation of federal law regarding securities fraud, any rule or regulation of the Securities and Exchange Commission or any provision of federal law relating to fraud against the Group's shareholders as well as the code of conduct; or
- Participating in an investigation, hearing, court proceeding or other administrative inquiry in connection with a report of wrongdoing.

This policy presumes that employees will act in good faith and will not make false accusations. An employee who knowingly or recklessly makes statements or disclosures that are not in good faith may be subject to disciplinary action and/or legal claims. Employees, who report acts of wrongdoing pursuant to this policy, can and will continue to be held to the Group's general job performance standards. Therefore, an employee against whom legitimate adverse employment actions have been taken or are proposed to be taken for reasons other than prohibited retaliatory actions, such as poor job performance or misconduct by the employee, is prohibited from using this policy as a defense against the Group's lawful actions.

## 2 Definitions

For the purposes of this policy the terms below shall have the given definitions:

### **Good faith**

Good faith is evident when the report is made without malice or consideration of personal benefit and the employee has a reasonable basis to believe the report is true; provided, however, a report does not have to be proven to be true to be made good in faith. Good faith is lacking when the disclosure is known to be malicious, false or frivolous.

### **Wrongdoing**

Wrongdoing in the workplace covers misconduct, malpractice, malfeasance or impropriety of any nature that occurs within or is related to the workplace. Examples include, but are not limited to:

- violation of the company's code of conduct,
- violation of company's policies and procedures,
- fraud.

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'Fraud' covers any illegal act characterized by deceit, concealment, or violation of trust. [Source: Institute of Internal Auditors].

**Adverse employment action**

Examples of adverse employment action include, but are not limited to, demotion, suspension, termination, transfer to a lesser position, denial of promotions, denial of benefits, threats, harassment, denial of compensation and privileges as a result of the employee's report of wrongdoing, or any manner of discriminating against an employee in the terms and conditions of employment because of any other lawful act done by the employee pursuant to this policy or Section 806 of the Sarbanes-Oxley Act of 2002.

**Ombudsman**

A designated neutral or impartial person whose major function is to provide independent, impartial, confidential and informal assistance to managers and employees, clients and/or other stakeholders of Constellium. The Ombudsman is a member of the Compliance Committee.

**3 Reports of wrongdoing**

An employee who becomes aware of any suspected, attempted, or committed wrongdoing is encouraged to make a report as soon as possible by:

- contacting the external and independent **Integrity Hotline (numbers below)**,
- sending an email to the Ombudsman at [Ombudsman@constellium.com](mailto:Ombudsman@constellium.com); or
- approaching the immediate supervisor or functional senior leaders, member of the local HR department, or member of the local/corporate Legal department.

All reported instances of wrongdoing, reports or complaints of a financial, accounting, auditing, banking or corruption nature as well as violations of the Company's Code of Conduct (collectively, "Reports of Wrongdoing").

**Constellium's Integrity Hotline toll-free numbers:**

Country	Phone Number	Language
<b>Main Number / USA / Canada / Spain</b>	1-855-387-2491	English-Spanish
China	400-8-811-496	Mandarin-English
Czech Republic	800-050-189	Czech-English
France	0800-94-86-71	French-English
Germany	0800-7243505	German-English
Japan	0120-907-571	Japanese-English
Mexico	001-844-237-4826	Spanish-English
Slovak Republic	0800-160-477	Slovakian-English
Switzerland	0800-200-358	German-French-English
United Kingdom	0808-234-0871	English

**Individuals at the Integrity Hotline numbers above are subject to strictly enforced confidentiality obligations.**

Any Report of wrongdoing via the Integrity Hotline will be forwarded to the local company nominated country case manager for further investigation and resolution. In the event an escalated situation should arise (an event where projected harm or loss may happen within a 24-hour period), the incident will be reported directly to the Ombudsman.

In the event the act of wrongdoing concerns a member of the Compliance Committee, including the Ombudsman, the Chief Financial Officer, the Report of wrongdoing should be

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either: (i) filed through the independent Integrity Hotline service provider (in which case such report will be sent directly to the Chair of the Audit Committee of the Board of Directors), or (ii) sent to the Chair of the Audit Committee at the following address:

Chair, Audit Committee  
Constellium  
Washington Plaza  
40-44, rue Washington  
75008 Paris, France

In the event the act of wrongdoing concerns the functioning of the Chief Executive Officer, the Report of wrongdoing should be either: (i) filed through the independent Integrity Hotline service provider (in which case such report will be sent directly to the Chairman of the Board of Directors), or (ii) sent to the Chairman of the Board of Directors at the following address:

Chairman, Board of Directors  
Constellium  
Washington Plaza  
40-44, rue Washington  
75008 Paris, France

The identity of any employee who makes a report pursuant to this policy shall not be revealed to persons in the employee's department, division or work location. The Company will make good faith efforts to protect the confidentiality of employees making reports by filtering data access through an identification system; provided, however, the Group (or its designated employees) shall be permitted to reveal the reporting employee's identity and confidential information only if compelled to do so by applicable law and regulation. In case local legal provisions restrict the data that can be processed (e.g., data processing is limited to the identity, position and contact details of the reporting employee, or the person concerned by the Report of wrongdoing, the reported facts, etc.), the relevant companies in the Group will process data in compliance with these restrictions. The relevant companies in the Group will also comply with any local legal provisions that compel them to inform the employee concerned by the report that his/her data is being processed.

#### **4 Confidential reports**

All information will be received and held in confidence. The reports will not be anonymous unless there are extenuating circumstances. No retaliatory action will be taken against anyone for making in good faith a report of a violation. However, anyone who takes part in a prohibited activity may be disciplined even if they report it. An employee's decision to report will, in all cases, be given due consideration in the event any disciplinary action is necessary for such employee. The reported person will not have access to the identity of the reporting employee.

#### **5 Treatment of report and administration of policy**

The Audit Committee of the Company's Board of Directors shall be the primarily responsible for the administration of this policy; provided, however, the Audit Committee shall work closely with the Ombudsman, local reporting official and/or local management and the Group's internal auditors to ensure this Policy's effectiveness and may delegate to management and/or third parties, including professional advisors, responsibility for all or part of the administration of this policy. The Audit Committee shall be provided quarterly summaries of all reports made pursuant to this policy.

For all Reports of Wrongdoing, an inquiry or investigation will be initiated to determine if the report can be substantiated or has merit. That inquiry or investigation will be made by the Audit Committee or such a person or persons (the "Investigating Person") designated by the Audit Committee to review the Report of Wrongdoing, which person may include members of the Audit Committee, the Ombudsman and any other local reporting official, the Group's independent auditor or the Group's internal or external counsel. The individual(s) screening the incident will be subject to a reinforced obligation of confidentiality and shall make a

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determination, in his or her reasonable judgment, whether a reasonable basis exists for commencing a more formal investigation of the Report of Wrongdoing. He or she may conduct an initial informal inquiry to screen the Report of Wrongdoing so that the Audit Committee does not have to examine immaterial or spurious complaints. Nevertheless, the Audit Committee shall have oversight authority over the screening process and may review, in its discretion, complaints received that were screened out for immediate reporting to the Audit Committee. If a Report of Wrongdoing is not screened out, he or she shall promptly investigate and provide a conclusion (even if preliminary or qualified) about the merits of the Report of Wrongdoing.

If a Report of Wrongdoing includes a criminal act, the local case manager must report all known criminal activity to the police for investigation by them. The timing of police involvement is at the discretion of local management. Also, based on sensitivity and confidentiality, the local case manager may disseminate the information to alert the Group CFO, Group Controller, IA&IC, Legal, other central functions, business units, and reporting units.

Following the receipt of any Report of Wrongdoing, the Audit Committee will investigate each matter reported and recommend that the Group or Board of Directors take appropriate corrective or disciplinary action taking into account local applicable legal provisions and regulations. The Audit Committee may enlist employees of the Group and/or outside legal, accounting or other advisors, as appropriate, to conduct any investigation of a Report of Wrongdoing. In this case, any person who will have access to the data will also be subject to a reinforced confidentiality obligation.

A confidential file for each report or complaint will be maintained pursuant to the Group's records retention policy and for a maximum retention period as specified for each country by local legal provisions. Human Resources or other appropriate management personnel may be contacted to determine what employment action, if any, should be taken. Results of all investigations will be reviewed by the Company's Compliance Committee, the Company's Secretary and/or the Chief Executive Officer (assuming the report does not allege wrongdoing by the Company Secretary or Chief Executive Officer) and reported to the Audit Committee of the Board of Directors.

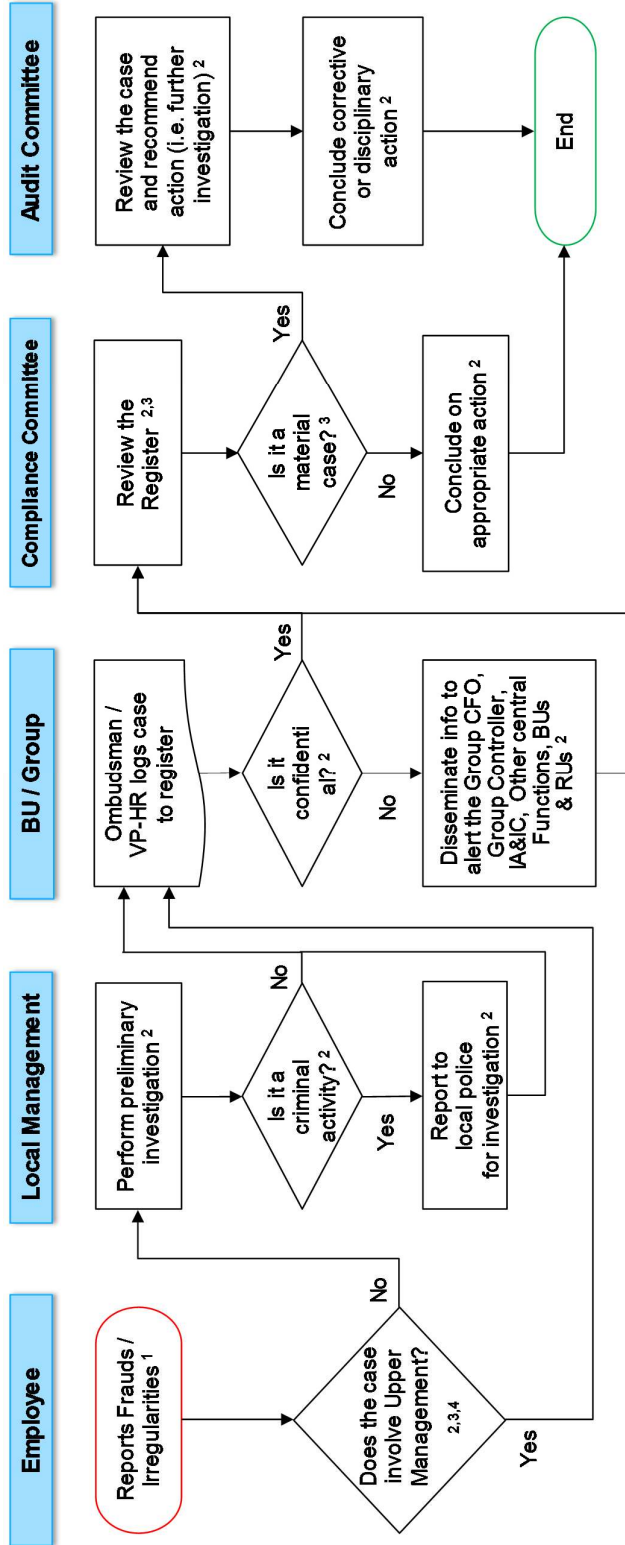
Please refer to the APPENDIX for a detailed flowchart of procedures on Reports of Wrongdoing and treatment of report.

## **6 Claims for retaliation**

Any claims of acts of retaliation should be submitted to the local management and, if necessary to the Chair of the Audit Committee. The Chair of the Audit Committee will immediately notify the Group's Senior Vice President of Human Resources who will work with the Group's internal or outside counsel to initiate a confidential investigation.

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**APPENDIX: Flowchart on Reports of Wrongdoing and treatment of report**



1) Employees may contact any of the following:

- calling the Constellium's Integrity Hotline
- send an email to [Ombudsman@constellium.com](mailto:Ombudsman@constellium.com)
- immediate supervisor or functional senior leaders
- member of the local HR department
- member of the local or corporate Legal department

2) as per Policy for Reporting Wrongdoings

3) as per Compliance Committee Charter

4) in the event of a wrongdoing concerns:

- members of the Compliance Committee and the CFO, report to Chair - Audit Committee
- the CEO, report to Chairman - Board of Directors