



Invitation and Agenda to the 2019 Annual General Meeting

The shareholders of Constellium N.V. (the “**Company**”) are invited to the Annual General Meeting (“**AGM**”) to be held on Thursday, June 27, 2019, starting at 17:00 CET (11:00 AM EDT), at the offices of Stibbe, Beethovenplein 10, 1077 WM Amsterdam, the Netherlands. The AGM will be conducted in English.

A. AGENDA FOR THE AGM

1. Opening Remarks
2. Conversion of the Company into a European Company (*Societas Europaea* - SE) *
3. Amendments to the Company’s Articles of Association*
4. Discussion of the Annual Report 2018
5. Corporate Governance Structure and compliance with the Corporate Governance Code
6. Remuneration
 - (i) Discussion of the 2018 remuneration
 - (ii) Remuneration of the Non-Executive Board Members*
7. Adoption of the Annual Accounts 2018*
8. Results 2018
9. Release from liability of Executive Board Member of the Company*
10. Release from liability of Non-Executive Board Members of the Company*
11. Authorization to the Board to allow the Company to repurchase its own shares*
12. Authorization to the Board to issue shares and/or grant rights to subscribe for shares*
13. Authorization to the Board to limit or exclude pre-emptive rights upon the issue of shares and/or the granting of rights to subscribe for shares described under 12.*
14. Board Composition (to be effective June 27, 2019):
 - Re-appointment of all Non-Executive Board Members of the Company:
 - (i) Mr. Michiel Brandjes *
 - (ii) Ms. Martha Brooks*
 - (iii) Mr. Richard B. Evans*
 - (iv) Ms. Stéphanie Frachet*
 - (v) Mr. Philippe C.A. Guillemot*

Items with * are voting items

- (vi) Mr. Peter Hartman*
- (vii) Mr. Guy Maugis*
- (viii) Mr. John Ormerod*
- (ix) Mr. Werner Paschke*
- (x) Ms. Lori Walker*

- 15. Appointment of PricewaterhouseCoopers Accountants N.V. as Dutch independent auditor of the Company for 2019*
- 16. Questions and Answers
- 17. Closing Remarks

B. AGM DOCUMENTS

The AGM will be convened through a convocation published in the Dutch daily newspaper, Trouw on May 31, 2019. In addition, this invitation and agenda, the explanatory notes, the form proxy card, the conversion proposal, the board report re the conversion, and the proposed amendments to the Company's Articles of Association (the "**AGM Documents**"), are or will be published on the Company's website (www.constellium.com) and are available free of charge at the offices of Constellium N.V., Tupolevlaan 41-61, 1119 NW Schiphol-Rijk, by contacting the corporate secretary. The conversion proposal has also been filed with the Dutch trade register.

C. RECORD DATE

For the AGM, the persons who will be entitled to vote and attend the meeting are those persons who on May 30, 2019 (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/or
- shareholders holding Class A Ordinary Shares which are listed on the New York Stock Exchange, 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 the Record Date, 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 AGM Documents are or will be available on the Company's website at www.constellium.com, and also free of charge at the Company's offices by contacting the corporate secretary.

E. REGISTRATION FOR THE AGM

Shareholders 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** by clicking on "shareholder meeting registration" no later than 15:00 CET (9:00 AM EDT) on June 26, 2019. Beneficial Owners who wish to attend the AGM in person 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

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 26, 2019. Please have your proxy card in hand when you access the website 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 26, 2019. 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 prior to 15:00 CET (9:00 AM EDT) on June 26, 2019 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 proxy-holder 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 26, 2019, at the offices of Stibbe (Beethovenplein 10, 1077 WM Amsterdam, the Netherlands), or by sending the proxy card electronically to the following e-mail address: **paul.quist@stibbe.com** with **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 Constellium N.V.

Schiphol-Rijk, May 30, 2019