



Invitation and Agenda to the Extraordinary General Meeting

The shareholders of Constellium SE (the "**Company**") are invited to the Extraordinary General Meeting ("**EGM**") to be held on Monday, November 25, 2019, at 17:00 CET (11:00 AM EST), at the offices of Stibbe, Beethovenplein 10, 1077 WM Amsterdam, the Netherlands. The EGM will be conducted in English.

A. AGENDA FOR THE EGM

1. Opening Remarks
2. Transfer of the Company's corporate seat from Amsterdam, the Netherlands to Paris, France*
3. Amendments to the Company's Articles of Association*
4. Confirmation of the Board composition following effectiveness of the Transfer of Corporate Seat*
5. Confirmation of the annual fixed fees granted to the Directors*
6. Appointment of PricewaterhouseCoopers Audit and RSM Paris as "*Commissaires aux comptes titulaires*" of the Company*
7. Confirmation of the prior authorizations of the Board to freely allocate shares, to be issued or existing, under the Company's 2013 Equity Incentive Plan*
8. Delegation of competence to the Board to increase the Company's share capital by issuance of ordinary shares or other securities, with preferential subscription rights, up to 50% of the share capital*
9. Delegation of competence to the Board 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, up to 50% of the share capital *
10. Delegation of competence to the Board to increase the Company's share capital by issuance of ordinary shares or other securities, without preferential subscription rights, by way of an offering made to a restricted number of investors or to qualified investors, up to 10% of the share capital. *
11. Delegation of competence to the Board to increase the number of shares issued in case of a capital increase with or without preferential subscription rights, by up to 15% of the share capital. *

Items with * are voting items

12. Delegation of competence to the Board to issue and freely grant to shareholders warrants to subscribe to new shares of the Company in the event of a public tender offer on the Company, up to 50% of the share capital. *
13. Delegation of competence to the Board to increase the Company's share capital by way of issuance of new shares of the Company in favor of participants to an employee savings plan without preferential subscription rights, up to 1% of the share capital. *
14. Powers granted to the Company's CEO or his representative to carry out legal formalities, such as regulatory filings with respect to the above resolutions (i.e. filings and publications)*
15. Questions and Answers
16. Closing Remarks

B. EGM DOCUMENTS

The EGM will be convened through a convocation published in the Dutch daily newspaper, Trouw on October 28, 2019. In addition, this invitation and agenda, the explanatory notes, the form proxy card, the transfer of corporate seat proposal, the board report re the transfer of corporate seat and the proposed new Articles of Association of the Company (the "**EGM 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 SE, Tupolevlaan 41-61, 1119 NW Schiphol-Rijk, by contacting the corporate secretary.

C. RECORD DATE

For the EGM, the persons who will be entitled to vote and attend the meeting are those persons who on October 28, 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 EGM, the explanatory notes and a proxy card.

Copies of the EGM 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.

Items with * are voting items

E. REGISTRATION FOR THE EGM

Shareholders who wish (i) to attend the EGM 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 the close of business** on November 22, 2019. Beneficial Owners who wish to attend the EGM 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 EGM 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 17:00 CET (11:00 AM EST) on November 24, 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 17:00 CET (11:00 AM EST) on November 24, 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 **for receipt no later than the close of business** (New York time) on November 22, 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 EGM in person may also provide the written proxy directly to the independent third party: M.A.J. Cremers, civil-law notary in Amsterdam, the Netherlands or one of her legal substitutes and/or each (junior) civil-law notary of Stibbe, by providing M.A.J. Cremers with the proxy card **for receipt no later than the close of business** on November 22, 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: **manon.cremers@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 EGM, prior to the commencement of the meeting.

Please note, Shareholders attending the meeting in person will not be admitted into the EGM unless they have a valid form of government-issued photo identification and have registered prior to the EGM (See Section E).

By the order of,

The Board of Constellium SE

Schiphol-Rijk, October 28, 2019