



Invitation to the 2015 Annual General Meeting of Shareholders

The shareholders of Constellium N.V. are invited to our Annual General Meeting of Shareholders ("AGM") to be held on Thursday, June 11, 2015, starting at 15:00 CET (9:00 AM EDT), at the offices of Stibbe, Strawinskylaan 2001, 1077 ZZ Amsterdam, the Netherlands. The AGM will be conducted in English.

A. AGENDA FOR THE AGM

1. Opening Remarks
2. Discussion of the Annual Report 2014
3. Discussion of the Corporate Governance of the Company
4. Remuneration
 - (i) Discussion of the 2014 remuneration
 - (ii) Remuneration of the Non-Executive Board Members*
5. Adoption of Annual Accounts 2014*
6. Results 2014
7. Release from liability of Executive Board Member of the Company*
8. Release from liability of Non-Executive Board Members of the Company*
9. Authorization to the Board to allow Company to acquire its own shares*
10. Board Composition (to be effective June 11, 2015). Re-appointment of the following Non-Executive Board Members of the Company:
 - (i) Mr. Guy Maugis*
 - (ii) Mr. Matthew H. Nord*
 - (iii) Mr. Werner P. Paschke*
 - (iv) Mr. Michiel Brandjes *
 - (v) Mr. Philippe C. A. Guillemot*
 - (vi) Mr. Peter F. Hartman*
 - (vii) Mr. John Ormerod*
 - (viii) Ms. Lori Walker*

Items with * are voting items

11. Appointment of PricewaterhouseCoopers as independent auditor of the Company for 2015*
12. Cancellation of Ordinary Shares Class B *
13. Amendments to the Articles of Association*
14. Questions and Answers
15. Closing Remarks

B. AGM DOCUMENTS

The agenda for the AGM and explanatory notes, form proxy card, the 2014 Annual Report (including the 2014 Annual Accounts), and proposed amendments to the articles of association (the "**AGM Documents**"), will all 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, attention corporate secretary. The AGM Documents are also available in Dutch free of charge at the offices of Constellium N.V., attention corporate secretary.

C. RECORD DATE

For the AGM the persons who will be entitled to vote and attend the meeting are those persons who on May 14, 2015 (the "**Record Date**") are:

- shareholders whose ownership of Ordinary Shares Class A (the "**Shares**") is directly recorded in the Company's shareholder register ("**Registered Shareholders**"); and
- shareholders holding Ordinary Shares Class A which are listed on the New York Stock Exchange or on Euronext Paris, 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 May 14, 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 2014 Annual Report and any other AGM Documents 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 of the Company 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 EST) on June 10, 2015. For Beneficial Owners who wish to attend the AGM in person you 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 10, 2015. Please have your proxy card in hand when you access the web site 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 10, 2015. 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 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 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 10, 2015, at the offices of Stibbe (Strawinskylaan 2001, 1077 ZZ Amsterdam, the Netherlands), or by sending the proxy card electronically to the following e-mail address: **paul.quist@stibbe.com**.

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 Directors of Constellium N.V.

Schiphol-Rijk, April 30 2015