



MINUTES OF THE ANNUAL GENERAL MEETING OF CONSTELLIUM N.V. HELD ON JUNE 15, 2016

General remarks

These minutes of the Annual General Meeting of Constellium N.V. ("**Constellium**" or the "**Company**"), held on June 15, 2016 (the "**AGM**"), are intended for information purposes only and contain a report of the general meeting. These minutes should be read in conjunction with the agenda and the explanatory notes to the agenda for this general meeting and the 2015 Annual Report.

1. OPENING REMARKS

Pierre Vareille, Chief Executive Officer of Constellium, opened the general meeting and welcomed everyone who attended the AGM. Since Richard Evans, the Chairman of the Board of Constellium was not able to attend, Pierre Vareille asked the general meeting to appoint himself as Chairman for this AGM. Following no objection to his request, he was appointed as Chairman for this AGM.

The following were also present at the general meeting: Werner Paschke, Chairman of Constellium's Audit Committee and Didier Fontaine, Chief Financial Officer.

Also present were: Bastian Evers, a representative of the Company's independent auditor PricewaterhouseCoopers Accountants N.V., and IJsbrand van Straten, Constellium's external Dutch counsel as proxy-holder for the shareholders not attending.

Jeremy Leach, Group General Counsel and Secretary, was also present and was appointed as secretary of the AGM and presented the agenda items.

Mr. Leach established that all legal requirements regarding the convocation of this general meeting were met, so legally valid resolutions could be adopted at the AGM.

Mr. Leach informed the general meeting that on the Record Date of May 18, 2016, the Company had an issued share capital of one hundred and five million five hundred and six thousand one hundred and ninety-nine (105,506,199) Ordinary Shares Class A, of which twenty-two thousand one hundred and seventy-two (22,172) Ordinary Shares Class A were held by the Company, and therefore had no voting rights. Seventy-five million three hundred and twenty-two thousand three hundred and forty-one (75,322,341) Ordinary Shares Class A with voting rights were represented at the general meeting representing 71.40% of the share capital.

Mr. Leach subsequently addressed all remaining agenda items.

2. DISCUSSION OF THE ANNUAL REPORT 2015

Mr. Leach referred to the Directors Report included on pages 3 through 38 (inclusive) of the 2015 Annual Report, and asked if there were any questions.

There being no questions, Mr. Leach relayed that the 2015 Annual Report had been discussed, and proceeded to item 3.



3. DISCUSSION OF THE CORPORATE GOVERNANCE OF THE COMPANY

Mr. Leach informed the general meeting that Constellium's Corporate Governance is described in the Corporate Governance section of the 2015 Annual Report on pages 20 through 38 (inclusive).

Mr. Leach asked if there were any questions. There being no questions, Mr. Leach relayed that Constellium's Corporate Governance had been discussed.

Mr. Leach proceeded to agenda item 4(i).

4. REMUNERATION

4(i) Discussion of the 2015 remuneration

Mr. Leach informed the general meeting that in accordance with article 2:135 paragraph 5a of the Dutch Civil Code, as in effect as of January 1, 2014, the execution of the remuneration policy during the year 2015 is provided by Constellium in the 2015 Annual Report. This information was included pursuant to articles 2:383c up to and including e, of the Dutch Civil Code.

Mr. Leach referred to the remuneration policy as well as the remuneration report including a description of the remuneration for individual executive members of the Board in the 2015 Annual Report (pages 26 through 28).

Mr. Leach asked if there were any questions. There being no questions, he proceeded to agenda item 4(ii).

**4(ii) Share increase under the 2013 Equity Incentive Plan (Voting Item)
((Proposal 1 on the Proxy Card))**

Mr. Leach informed the general meeting that upon recommendation of the Remuneration Committee of the Company, the Board was requesting the general meeting to approve a further increase of the total amount of shares eligible for issuance under the Company's 2013 Equity Incentive Plan by 1,500,000 to a new total of 8,792,291, to create flexibility with respect to facilitating and encouraging ownership of the Company's Class A Ordinary Shares by Directors, executive officers and certain other employees and consultants.

Mr. Leach asked if there were any questions. There being no questions, the proposal was put to a vote and the voting results were as follows:

Total number of shares for which votes were validly cast	Percentage of the issued capital	Votes in favor	Votes against	Abstentions
75,322,341	71.40 %	28,245,554	47,037,781	39,006

Mr. Leach announced that agenda item 4(ii) had not been adopted and proceeded to item 5.

5. ADOPTION OF THE ANNUAL ACCOUNTS 2015 (VOTING ITEM) ((PROPOSAL 2 ON THE PROXY CARD))

Mr. Leach put forward the proposal to adopt the Annual Accounts for the financial year 2015, reflected on pages F-78 through F-107 (inclusive) of the 2015 Annual Report.

Mr. Leach informed the meeting that the external auditor was present for any questions and asked if there were any questions. There being no questions, the proposal was put to a vote and the voting results were as follows:

Total number of shares for which votes were validly cast	Percentage of the issued capital	Votes in favor	Votes against	Abstentions
75,322,341	71.40 %	71,258,604	3,769,601	294,136

Mr. Leach announced that agenda item 5 had been adopted and proceeded to item 6.

6. RESULTS 2015

Mr. Leach informed the general meeting that the net loss over 2015 amounted to €195,000 and therefore no profit was available for distribution.

Mr. Leach asked if there were any questions. There being no questions, he proceeded to item 7.

7. RELEASE FROM LIABILITY OF EXECUTIVE BOARD MEMBER OF THE COMPANY (VOTING ITEM) ((PROPOSAL 3 ON THE PROXY CARD))

Mr. Leach put forward the proposal to grant discharge to Mr. Vareille, the Executive Member of the Board in office during 2015, from any liability to which he may be subject towards the Company for his management insofar as such management is reflected in the 2015 Annual Report and/or on the basis of the information that is provided to the general meeting.

Mr. Leach asked if there were any questions. There being no questions, the proposal was put to a vote and the voting results were as follows:

Total number of shares for which votes were validly cast	Percentage of the issued capital	Votes in favor	Votes against	Abstentions
75,322,341	71.40 %	68,187,382	6,838,412	296,547

Mr. Leach announced that agenda item 7 had been adopted and proceeded to item 8.



8. RELEASE FROM LIABILITY OF NON-EXECUTIVE BOARD MEMBERS OF THE COMPANY (VOTING ITEM) ((PROPOSAL 4 ON THE PROXY CARD))

Mr. Leach put forward the proposal to grant discharge to each Non-Executive Board Member in office during 2015 from any liability to which a member may be subject towards the Company for their supervision insofar as such supervision is reflected in the 2015 Annual Report and/or on the basis of the information that is provided to the general meeting.

Ms. Leach referred to the previous discussion and asked if there were any questions. There being no questions, the proposal was put to a vote and the voting results were as follows:

Total number of shares for which votes were validly cast	Percentage of the issued capital	Votes in favor	Votes against	Abstentions
75,322,341	71.40 %	68,562,521	6,470,087	289,733

Mr. Leach announced that agenda item 8 had been adopted and proceeded to item 9.

9. AUTHORIZATION OF THE BOARD TO ALLOW THE COMPANY TO ACQUIRE ITS OWN SHARES (VOTING ITEM) ((PROPOSAL 5 ON THE PROXY CARD))

Mr. Leach informed the general meeting that at the annual general meeting held in 2015, the Board was granted the authority to acquire the Company's shares until December 11, 2016.

Mr. Leach relayed that at this AGM, it is again proposed that the general meeting grant the Board the authority to acquire shares in the capital of the Company up to a maximum of 10% of the number of issued shares at the time of acquisition, for the price and in the manner as further described in the explanatory notes to the agenda of the AGM, and for a period of eighteen months, until December 15, 2017.

Mr. Leach asked if there were any questions. There being no questions, the proposal was put to a vote and the voting results were as follows:

Total number of shares for which votes were validly cast	Percentage of the issued capital	Votes in favor	Votes against	Abstentions
75,322,341	71.40 %	75,230,107	65,930	26,304

Mr. Leach announced that agenda item 9 had been adopted and proceeded to item 10.

10. BOARD COMPOSITION (VOTING ITEMS)

Mr. Leach informed the general meeting that in accordance with article 15 paragraph 3 of Constellium's articles of association, the general meeting appoints members of the Board



from a binding nomination drawn up by the Board.

Mr. Leach relayed that following the recommendation of the Nominating and Governance Committee, the Board approved the nomination for the appointment or re-appointment of:

1. Mr. Pierre Vareille ((Proposal 6a on the Proxy Card);
2. Mr. Jean-Marc Germain (Proposal 6b on the Proxy Card);
3. Mr. Richard Evans (Proposal 6c on the Proxy Card);
4. Mr. Peter Hartman (Proposal 6d on the Proxy Card);
5. Mr. Michiel Brandjes (Proposal 6e on the Proxy Card);
6. Mr. Philippe Guillemot (Proposal 6f on the Proxy Card);
7. Mr. John Ormerod (Proposal 6g on the Proxy Card);
8. Ms. Lori Walker (Proposal 6h on the Proxy Card); and
9. Ms. Martha Finn Brooks (Proposal 6i on the Proxy Card)

The re-appointment of Mr. Pierre Vareille as Executive Board Member for a period of one (1) year effective from June 15, 2016. This one-year period will end immediately after the Annual General meeting in 2017.

The appointment of Mr. Jean-Marc Germain as Executive Board Member for a period of one (1) year effective from June 15, 2016. This one-year period will end immediately after the Annual General Meeting in 2017.

The re-appointment of Mr. Richard Evans as Non-Executive Board Members for a period of three (3) years effective from June 15, 2016. This three-year period will end immediately after the Annual General Meeting in 2019.

The re-appointment of Mr. Peter Hartman as Non-Executive Board Members for a period of two (2) years effective from June 15, 2016. This two-year period will end immediately after the Annual General Meeting in 2018.

The re-appointment Mr. Michiel Brandjes, Mr. Philippe Guillemot, Mr. John Ormerod, and Ms. Lori Walker each as a Non-Executive Board Member for a period of one (1) year effective from June 15, 2016. This one-year period will end immediately after the Annual General Meeting in 2017.

The appointment of Ms. Martha Brooks as a Non-Executive Board Member for a period of one (1) year effective from June 15, 2016. This one-year period will end immediately after the Annual General Meeting in 2017.

Mr. Leach informed the general meeting that the relevant biographical details of each nominee for re-appointment were available for inspection at the offices of the Company by contacting the corporate secretary and also on the Company's website (www.constellium.com).



**10(a) Re-appointment of Mr. Pierre Vareille (Voting Item)
(Proposal 6a on the Proxy Card)**

Ms. Leach asked if there were any questions. There being no questions, the proposal was put to a vote and the voting results were as follows:

Total number of shares for which votes were validly cast	Percentage of the issued capital	Votes in favor	Votes against	Abstentions
75,322,341	71.40 %	62,210,319	12,815,879	296,143

Mr. Leach announced that agenda item 10(a) had been adopted and he proceeded to item 10(b).

**10(b) Appointment of Mr. Jean-Marc Germain (Voting Item)
(Proposal 6b on the Proxy Card)**

Mr. Leach asked if there were any questions. There being no questions, the proposal was put to a vote and the voting results were as follows:

Total number of shares for which votes were validly cast	Percentage of the issued capital	Votes in favor	Votes against	Abstentions
75,322,341	71.40 %	62,208,141	12,816,204	297,996

Mr. Leach announced that agenda item 10(b) had been adopted and proceeded to item 10(c).

**10(c)(i) Re-appointment of Mr. Richard B. Evans (Voting Item)
(Proposal 6c on the Proxy Card)**

Mr. Leach asked if there were any questions. There being no questions, the proposal was put to a vote and the voting results were as follows:

Total number of shares for which votes were validly cast	Percentage of the issued capital	Votes in favor	Votes against	Abstentions
75,322,341	71.40 %	61,996,611	13,029,334	296,396

Mr. Leach announced that agenda item 10(c)(i) had been adopted and proceeded to item 10(c)(ii).



**10(c)(ii) Re-appointment of Mr. Peter F. Hartman (Voting Item)
(Proposal 6d on the Proxy Card)**

Mr. Leach asked if there were any questions. There being no questions, the proposal was put to a vote and the voting results were as follows:

Total number of shares for which votes were validly cast	Percentage of the issued capital	Votes in favor	Votes against	Abstentions
75,322,341	71.40 %	62,204,955	12,819,988	297,398

Mr. Leach announced that agenda item 10(c)(ii) had been adopted and proceeded to item 10(c)(iii).

**10(c)(iii) Re-appointment of Mr. Michiel Brandjes (Voting Item)
(Proposal 6e on the Proxy Card)**

Mr. Leach asked if there were any questions. There being no questions, the proposal was put to the vote and the voting results were as follows:

Total number of shares for which votes were validly cast	Percentage of the issued capital	Votes in favor	Votes against	Abstentions
75,322,341	71.40 %	62,222,291	12,802,772	297,278

Mr. Leach announced that agenda item 10(c)(iii) had been adopted and proceeded to item 10(c)(iv).

**10(c)(iv) Re-appointment of Mr. Philippe Guillemot (Voting Item)
(Proposal 6f on the Proxy Card)**

Mr. Leach asked if there were any questions. There being no questions, the proposal was put to a vote and the voting results were as follows:

Total number of shares for which votes were validly cast	Percentage of the issued capital	Votes in favor	Votes against	Abstentions
75,322,341	71.40 %	62,213,888	12,810,510	297,943

Mr. Leach announced that agenda item 10(vi) had been adopted and proceeded to item 10(vii).



**10(c)(v) Re-appointment of Mr. John Ormerod (Voting Item)
(Proposal 6g on the Proxy Card)**

Mr. Leach asked if there were any questions. There being no questions, the proposal was put to the vote and the voting results were as follows:

Total number of shares for which votes were validly cast	Percentage of the issued capital	Votes in favor	Votes against	Abstentions
75,322,341	71.40 %	62,222,371	12,802,572	297,398

Mr. Leach announced that agenda item 10(c)(v) had been adopted and proceeded to item 10 (c)(vi).

**10(c)(vi) Re-appointment of Ms. Lori Walker (Voting Item)
(Proposal 6h on the Proxy Card)**

Mr. Leach asked if there were any questions. There being no questions, the proposal was put to the vote and the voting results were as follows:

Total number of shares for which votes were validly cast	Percentage of the issued capital	Votes in favor	Votes against	Abstentions
75,322,341	71.40 %	62,224,872	12,800,289	297,180

Mr. Leach announced that agenda item 10(c)(vi) had been adopted and proceeded to item 10(d).

**10(d) Appointment of Ms. Martha Finn Brooks (Voting Item)
(Proposal 6i on the Proxy Card)**

Mr. Leach asked if there were any questions. There being no questions, the proposal was put to the vote and the voting results were as follows:

Total number of shares for which votes were validly cast	Percentage of the issued capital	Votes in favor	Votes against	Abstentions
75,322,341	71.40 %	64,102,206	10,928,768	291,367

Mr. Leach announced that agenda item 10(d) had been adopted and proceeded to item 11.

11. APPOINTMENT OF PRICEWATERHOUSECOOPERS FOR 2016 (VOTING ITEM) ((PROPOSAL 7 ON THE PROXY CARD))

Mr. Leach put forward the proposal to appoint PricewaterhouseCoopers N.V. as the independent auditor of the Company for 2016. He asked if there were any questions. There being no questions, the proposal was put to a vote and the voting results were as follows:

Total number of shares for which votes were validly cast	Percentage of the issued capital	Votes in favor	Votes against	Abstentions
75,322,341	71.40 %	71,306,624	3,747,418	268,299

Mr. Leach announced that agenda item 11 had been adopted and proceeded to item 12.

12. QUESTIONS AND ANSWERS

The Chairman of the AGM asked whether there were any other questions or remarks among the shareholders present or represented. There being no questions or remarks, the Chairman then moved on to close the meeting.

13. CLOSING REMARKS

The Chairman thanked those present, and closed the general meeting.

Adopted and signed on October 11, 2016