

**MINUTES OF THE ANNUAL GENERAL MEETING OF CONSTELLIUM N.V. HELD ON
JUNE 15, 2017**

General remarks

These minutes of the Annual General Meeting of Constellium N.V. ("**Constellium**" or the "**Company**"), held on June 15, 2017 (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 2016 Annual Report.

1. OPENING REMARKS

Dick Evans, chairman of the Board of Constellium, opened the general meeting and welcomed everyone who attended the AGM.

The following were also present at the general meeting: Jean-Marc Germain, our CEO, Peter Matt, our CFO, and Michiel Brandjes, Peter Hartman, John Ormerod, Werner Paschke, Lori Walker and Martha Brooks, all Non-Executive Board members.

Also present was: IJsbrand van Straten, Constellium's external Dutch counsel as proxy-holder for the shareholders not attending. Further, Paulus Wijffels, a representative of the Company's independent auditor PricewaterhouseCoopers Accountants N.V. was available by phone for questions if necessary.

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, 2017, the Company had an issued share capital of one hundred and five million five hundred and eighty-one thousand six hundred and seventy-three (105,581,673) Ordinary Shares Class A, of which thirty-three thousand twenty-six (33,026) Ordinary Shares Class A were held by the Company, and therefore had no voting rights.

Sixty-four million seven hundred and fifty-six thousand twenty-one (64,756,021) Ordinary Shares Class A with voting rights were represented at the general meeting representing 61.33% of the share capital.

Mr. Leach subsequently addressed all remaining agenda items.

2. DISCUSSION OF THE ANNUAL REPORT 2016

Mr. Leach referred to the Directors Report included on pages 3 through 46 (inclusive) of the 2016 Annual Report, and asked if there were any questions.

There being no questions, Mr. Leach relayed that the 2016 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 2016 Annual Report on pages 20 through 46 (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.

4. REMUNERATION

Discussion of the 2016 remuneration

Mr. Leach informed the general meeting that in accordance with article 2:135 paragraph 5a of the Dutch Civil Code, the execution of the remuneration policy during the year 2016 is provided by Constellium in the 2016 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 2016 Annual Report (pages 26 through 30).

Mr. Leach asked if there were any questions. There being no questions, he proceeded to agenda item 5.

5. ADOPTION OF THE ANNUAL ACCOUNTS 2016 (VOTING ITEM) ((PROPOSAL 1 ON THE PROXY CARD))

Mr. Leach put forward the proposal to adopt the Annual Accounts for the financial year 2016, reflected on pages F-56 through F-92 (inclusive) of the 2016 Annual Report.

Mr. Leach informed the meeting that the external auditor was not present but available by telephone 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
64,756,021	61.33 %	63,777,166	16,496	962,359

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

6. RESULTS 2016

Mr. Leach informed the general meeting that the net loss over 2016 amounted to €6,093,000 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 2 ON THE PROXY CARD))

Mr. Leach put forward the proposal to grant discharge to Mr. Vareille and Mr. Germain, the Executive Members of the Board in office during part of 2016, from any liability to which each may be subject towards the Company for his management insofar as such management is reflected in the 2016 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
64,756,021	61.33 %	60,948,747	2,841,826	965,448

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 3 ON THE PROXY CARD))

Mr. Leach put forward the proposal to grant discharge to each Non-Executive Board Member in office during 2016 from any liability to which a member may be subject towards the Company for their supervision insofar as such supervision is reflected in the 2016 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
64,756,021	61.33 %	60,963,315	2,829,261	963,445

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 4 ON THE PROXY CARD))

Mr. Leach informed the general meeting that at the annual general meeting held in 2016, the Board was granted the authority to acquire the Company's shares until December 15, 2017.

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, 2018.

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
64,756,021	61.33 %	63,869,290	38,390	848,341

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. Jean-Marc Germain ((Proposal 5a on the Proxy Card);
2. Mr. Guy Maugis (Proposal 5b on the Proxy Card);
3. Mr. Werner Paschke (Proposal 5c on the Proxy Card);
4. Mr. Michiel Brandjes (Proposal 5d on the Proxy Card);
5. Mr. Philippe Guillemot (Proposal 5e on the Proxy Card);
6. Mr. John Ormerod (Proposal 5f on the Proxy Card);
7. Ms. Lori Walker (Proposal 5g on the Proxy Card);
8. Ms. Martha Brooks (Proposal 5h on the Proxy Card); and
9. Mr. Nicolas Manardo (Proposal 5i on the Proxy Card).

The re-appointment of Mr. Jean-Marc Germain as Executive Board Member is for a period of three (3) years, effective from June 15, 2017. This three-year period will end immediately after the Annual General Meeting in 2020.



The re-appointments of Messrs. Guy Maugis and Werner Paschke, each as a Non-Executive Board Member, are for a period of two (2) years, effective from June 15, 2017. This two-year period will end immediately after the Annual General Meeting in 2019.

The re-appointments of Mr. Michiel Brandjes, Mr. Philippe Guillemot, Mr. John Ormerod, Ms. Lori Walker, and Ms. Brooks, each as a Non-Executive Board Member, are for a period of one (1) year, effective from June 15, 2017. This one-year period will end immediately after the Annual General Meeting in 2018.

The appointment of Mr. Nicolas Manardo, as a Non-Executive Board Member, is for a period of one (1) year, effective from June 15, 2017. This one-year period will end immediately after the Annual General Meeting in 2018.

Mr. Leach informed the general meeting that the relevant biographical details of each nominee for appointment or 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. Jean-Marc Germain (Voting Item)
(Proposal 5a 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
64,756,021	61.33 %	63,750,417	39,437	966,167

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

**10(b) Re-appointment of Mr. Guy Maugis (Voting Item)
(Proposal 5b 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
64,756,021	61.33 %	63,153,553	636,402	966,066



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

**10(c)(i) Re-appointment of Mr. Werner Paschke (Voting Item)
(Proposal 5c 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
64,756,021	61.33 %	63,750,417	39,437	966,167

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. Michiel Brandjes (Voting Item)
(Proposal 5d 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
64,756,021	61.33 %	63,294,823	494,398	966,800

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. Philippe Guillemot (Voting Item)
(Proposal 5e 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
64,756,021	61.33 %	63,749,082	40,139	966,800

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. John Ormerod (Voting Item)
(Proposal 5f 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
64,756,021	61.33 %	63,295,525	493,295	967,201

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

**10(c)(v) Re-appointment of Ms. Lori Walker (Voting Item)
(Proposal 5g 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
64,756,021	61.33 %	63,294,412	496,746	964,863

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. Martha Brooks (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
64,756,021	61.33 %	63,768,662	20,992	966,367

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

**10(d) Appointment of Mr. Nicolas Manardo (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
64,756,021	61.33 %	63,749,182	40,039	966,800

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

11. APPOINTMENT OF PRICEWATERHOUSECOOPERS FOR 2017 (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 2017. 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
64,756,021	61.33 %	64,640,792	3,767	111,462

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 September 28, 2017