

**MINUTES OF THE ANNUAL GENERAL MEETING OF CONSTELLIUM N.V. HELD ON
MAY 24, 2018**

General remarks

These minutes of the Annual General Meeting of Constellium N.V. ("**Constellium**" or the "**Company**"), held on May 24, 2018 (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 2017 Annual Report.

1. OPENING REMARKS

Jean-Marc Germain, Chief Executive Officer of Constellium, opened the general meeting and welcomed everyone who attended the AGM. Richard Evans, the Chairman of the Board attended the AGM by phone. Jean-Marc Germain 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 members of the Board were also present at the AGM: Michiel Brandjes, Peter Hartman and Werner Paschke, all Non-Executive Board members.

Also present was: IJsbrand van Straten, Constellium's external Dutch counsel serving as legal substitute of the Company's civil law notary, Paul Hubertus Nicolaas Quist of Stibbe as proxy-holder for the shareholders not attending. Further, Antoine Westerman, a representative of the Company's independent auditor PricewaterhouseCoopers Accountants N.V. was also present.

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 April 26, 2018, the Company had an issued share capital of one hundred and thirty-four million five hundred and forty-five thousand two hundred and three (134,545,203) Ordinary Shares Class A, of which thirty-eight thousand five hundred and ninety-seven (38,597) Ordinary Shares Class A were held by the Company, and therefore had no voting rights.

One hundred million sixty-eight thousand seven hundred and sixty-three (100,068,763) Ordinary Shares Class A with voting rights were represented at the general meeting representing 74.37% of the share capital.

Mr. Leach subsequently addressed all remaining agenda items.

2. DISCUSSION OF THE ANNUAL REPORT 2017

Mr. Leach referred to the Board Report included on pages 3 through 65 (inclusive) of the 2017 Annual Report, and asked if there were any questions.

There being no questions, Mr. Leach relayed that the 2017 Annual Report had been discussed, and proceeded to item 3.

3. CORPORATE GOVERNANCE STRUCTURE AND COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

Mr. Leach informed the general meeting that Constellium's Corporate Governance Structure and the limited number of best practice provisions of the Corporate Governance Code that Constellium does not comply with, together with the reasons of the non-compliance, are discussed in the Corporate Governance section of the 2017 Annual Report on pages 22 through 40 (inclusive).

Mr. Leach asked if there were any questions. There being no questions, Mr. Leach relayed that Constellium's Corporate Governance structure and the compliance with the Corporate Governance Code had been discussed.

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

4. REMUNERATION

(i) Discussion of the 2017 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 2017 is provided by Constellium in the 2017 Annual Report. This information is 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 2017 Annual Report (pages 29 through 31).

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

(ii) Share increase under the 2013 Equity Incentive Plan (voting item) [proposal 1 on the proxy card]

Mr. Leach discussed the proposal to further increase of the total amount of shares eligible for issuance under the Company's 2013 Equity Incentive Plan by 7,000,000 to a new total of 14,292,291, 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.

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:

Votes in favor	Votes against	Abstentions
82,913,946	17,124,521	30,296

Mr. Leach announced that agenda item 4(ii) had been adopted and proceeded to item 5.

5. ADOPTION OF THE ANNUAL ACCOUNTS 2017 (VOTING ITEM) [PROPOSAL 2 ON THE PROXY CARD]

Mr. Leach put forward the proposal to adopt the Annual Accounts for the financial year 2017, reflected on pages F-64 through F-95 (inclusive) of the 2017 Annual Report.

Mr. Leach informed the meeting that the external auditor was present and available 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:

Votes in favor	Votes against	Abstentions
97,678,686	156,139	2,233,938

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

6. RESULTS 2017

Mr. Leach informed the general meeting that the net loss over 2017 amounted to €69,857,000 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. Germain, the Executive Member of the Board in office during 2017, from any liability to which he may be subject towards the Company for his management insofar as such management is reflected in the 2017 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:

Votes in favor	Votes against	Abstentions
96,654,388	947,964	2,466,411

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 2017 from any liability to which a member may be subject towards the Company for their supervision insofar as such supervision is reflected in the 2017 Annual Report and/or on the basis of the information that is provided to the general meeting.

Mr. 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:

Votes in favor	Votes against	Abstentions
96,660,913	943,042	2,464,808

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 REPURCHASE 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 2017, the Board was granted the authority to acquire the Company's shares until December 15, 2018.

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 November 24, 2019.



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:

Votes in favor	Votes against	Abstentions
99,899,148	144,396	25,219

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

10. AUTHORIZATION TO THE BOARD TO ISSUE SHARES AND/OR GRANT RIGHTS TO SUBSCRIBE FOR SHARES (VOTING ITEM) [PROPOSAL 6 ON THE PROXY CARD]

Mr. Leach put forward the proposal to grant the Board the authority, as the corporate body authorized, to resolve to issue shares and/or grant rights to subscribe for shares, up to a maximum of 10% of the issued share capital, at the time of issuance, or at the time of granting the right to subscribe for shares, plus an additional 10% of the issued share capital, at the time of issuance, or at the time of granting the right to subscribe for shares, if the issue or the granting of the right to subscribe for shares takes place in view of a merger or an acquisition.

The authorization is requested for a period of 18 months, until November 24, 2019.

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:

Votes in favor	Votes against	Abstentions
96,573,721	3,453,697	41,345

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

11. AUTHORIZATION TO THE BOARD TO LIMIT OR EXCLUDE PRE-EMPTIVE RIGHTS (VOTING ITEM) [PROPOSAL 7 ON THE PROXY CARD]

Mr. Leach put forward the proposal to grant the Board the authority, as the corporate body authorized, to resolve to exclude and/or limit pre-emptive rights accruing to shareholders in respect of the issue of shares and/or the granting of rights to subscribe for shares pursuant to the authorization given under item 10 above.

The authorization is requested for a period of 18 months, until November 24, 2019.



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:

Votes in favor	Votes against	Abstentions
95,582,168	4,397,453	89,142

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

12. BOARD COMPOSITION (VOTING ITEMS) [PROPOSAL 8 ON THE PROXY CARD]

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. Michiel Brandjes [Proposal 8a on the Proxy Card];
2. Ms. Martha Brooks [Proposal 8b on the Proxy Card];
3. Mr. Philippe C.A. Guillemot [Proposal 8c on the Proxy Card];
4. Mr. Peter Hartman [Proposal 8d on the Proxy Card];
5. Mr. John Ormerod [Proposal 8e on the Proxy Card];
6. Ms. Lori Walker [Proposal 8f on the Proxy Card];and
7. Ms. Stephanie Frachet [Proposal 8g on the Proxy Card].

The re-appointment of Mr. Michiel Brandjes, Ms. Martha Brooks, Mr. Philippe C.A. Guillemot, Mr. Peter Hartman, Mr. John Ormerod, and Ms. Lori Walker each as a Non-Executive Board Member are for a period of one (1) year effective from May 24, 2018. This one-year period will end immediately after the Annual General Meeting in 2019.

The appointment of Ms. Stephanie Frachet as a Non-Executive Board Member is for a period of one (1) year effective from May 24, 2018. This one-year period will end immediately after the Annual General Meeting in 2019.

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).

12(a)(i) Re-appointment of Mr. Michiel Brandjes (Voting Item)
[Proposal 8a 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:

Votes in favor	Votes against	Abstentions
97,751,766	40,852	2,276,145

Mr. Leach announced that agenda item 12(a)(i) had been adopted and he proceeded to item 12(a)(ii).

12(a)(ii) Re-appointment of Ms. Martha Brooks (Voting Item)
[Proposal 8b 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:

Votes in favor	Votes against	Abstentions
97,767,365	28,018	2,273,380

Mr. Leach announced that agenda item 12(a)(ii) had been adopted and proceeded to item 12(a)(iii).

12(a)(iii) Re-appointment of Mr. Mr. Philippe C.A. Guillemot (Voting Item)
[Proposal 8c 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:

Votes in favor	Votes against	Abstentions
96,756,262	1,037,962	2,274,539

Mr. Leach announced that agenda item 12(a)(iii) had been adopted and proceeded to item 12(a)(iv).



**12(a)(iv) Re-appointment of Mr. Peter Hartman (Voting Item)
[Proposal 8d 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:

Votes in favor	Votes against	Abstentions
97,750,483	42,135	2,276,145

Mr. Leach announced that agenda item 12(a)(iv) had been adopted and proceeded to item 12(a)(v).

**12(a)(v) Re-appointment of Mr. John Ormerod (Voting Item)
[Proposal 8e 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:

Votes in favor	Votes against	Abstentions
97,765,787	26,987	2,275,989

Mr. Leach announced that agenda item 12(a)(v) had been adopted and proceeded to item 12(a)(vi).

**12(a)(vi) Re-appointment of Ms. Lori Walker (Voting Item)
[Proposal 8f 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:

Votes in favor	Votes against	Abstentions
97,775,080	20,302	2,273,381

Mr. Leach announced that agenda item 12(vi) had been adopted and proceeded to item 12(b).

**12(b) Appointment of Ms. Stephanie Frchet (Voting Item)
[Proposal 8g 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:

Votes in favor	Votes against	Abstentions
97,772,147	23,236	2,273,380

Mr. Leach announced that agenda item 12(b) had been adopted and proceeded to item 13.

13. APPOINTMENT OF PRICEWATERHOUSECOOPERS FOR 2018 (VOTING ITEM) [PROPOSAL 9 ON THE PROXY CARD]

Mr. Leach put forward the proposal to appoint PricewaterhouseCoopers Accountants N.V. as the independent auditor of the Company for 2018. 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:

Votes in favor	Votes against	Abstentions
97,767,919	56,189	2,244,655

Mr. Leach announced that agenda item 13 had been adopted and proceeded to item 14.

14. 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.

15. CLOSING REMARKS

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

Adopted and signed on November 26, 2018