

**MINUTES OF THE ANNUAL GENERAL MEETING OF CONSTELLIUM SE HELD ON
June 27, 2019**

General remarks

These minutes of the Annual General Meeting of Constellium SE ("**Constellium**" or the "**Company**"), held on June 27, 2019 (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 2018 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 and Werner Paschke (Non-Executive Board member) 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, all Non-Executive Board members.

Also present was: 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. attended by phone.

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 30, 2019, the Company had an issued share capital of one hundred and thirty-six million seven hundred and eighty-nine thousand eight hundred and seventeen (136,789,817) Ordinary Shares Class A.

One hundred and five million six hundred and eighty-two thousand eight hundred and sixty-two (105,682,862) Ordinary Shares Class A with voting rights were represented at the general meeting representing 77.25% of the share capital.

Mr. Leach subsequently addressed all remaining agenda items.

**2. CONVERSION OF THE COMPANY INTO A EUROPEAN COMPANY
(*SOCIETAS EUROPAEA* - SE) [PROPOSAL 1 ON THE PROXY CARD]**

Mr. Leach discussed the proposal to convert the Company into a European public limited-liability company (*societas Europaea* - SE) with its seat and its headquarters in the Netherlands.



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

Votes in favor	Votes against	Abstentions
96,307,719	9,364,673	10,470

Mr. Leach announced that agenda item 2 had been adopted and proceeded to item 3.

3. AMENDMENTS TO THE COMPANY'S ARTICLES OF ASSOCIATION [PROPOSAL 2 ON THE PROXY CARD]

Mr. Leach put forward the proposal to amend the articles of association. The amendment of the Company's articles of association is required to reflect the Company's new legal form of an "SE".

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
98,304,709	6,054,604	1,323,549

Mr. Leach announced that agenda item 3 had been adopted and proceeded to item 4.

4. DISCUSSION OF THE ANNUAL REPORT 2018

Mr. Leach referred to the Board Report included on pages 3 through 66 (inclusive) of the 2018 Annual Report, and asked if there were any questions.

There being no questions, Mr. Leach relayed that the 2018 Annual Report had been discussed, and proceeded to item 5.

5. 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 2018 Annual Report on pages 21 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 6(i).

6. REMUNERATION

(i) Discussion of the 2018 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 2018 is provided by Constellium in the 2018 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 2018 Annual Report.

Mr. Leach asked if there were any questions. There being no questions, he proceeded to agenda item 6 (ii).

(ii) (Remuneration of Non-Executive Board Members (voting item) [proposal 3 on the proxy card]

Mr. Leach discussed the proposal to revise the remuneration package of the Non-Executive Board Members. The most important changes are that i) there will no longer be an additional attendance fee paid to the Non-Executive Board Members and ii) the annual fees will be increased.

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
103,143,998	2,168,893	369,971

Mr. Leach announced that agenda item 6(ii) had been adopted and proceeded to item 7.

7. ADOPTION OF THE ANNUAL ACCOUNTS 2018 (VOTING ITEM) [PROPOSAL 4 ON THE PROXY CARD]

Mr. Leach put forward the proposal to adopt the Annual Accounts for the financial year 2018, reflected on pages F-68 through F-101 (inclusive) of the 2018 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
105,419,613	162,273	100,976

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

8. RESULTS 2018

Mr. Leach informed the general meeting that the net profit for 2018 amounts to 86,566,000 EUROS and the Board resolved to allocate the net profits of the Company to retained earnings and therefore no profit is available for distribution.

Mr. Leach asked if there were any questions. There being no questions, he proceeded to item 9.

9. RELEASE FROM LIABILITY OF EXECUTIVE BOARD MEMBER OF THE COMPANY (VOTING ITEM) [PROPOSAL 5 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 2018, from any liability to which he may be subject towards the Company for his management insofar as such management is reflected in the 2018 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
104,956,559	589,903	136,400

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

10. RELEASE FROM LIABILITY OF NON-EXECUTIVE BOARD MEMBERS OF THE COMPANY (VOTING ITEM) [PROPOSAL 6 ON THE PROXY CARD]

Mr. Leach put forward the proposal to grant discharge to each Non-Executive Board Member in office during 2018 from any liability to which a member may be subject towards the Company for their supervision insofar as such supervision is reflected in the 2018 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
101,686,937	584,522	3,411,403

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



11. AUTHORIZATION OF THE BOARD TO ALLOW THE COMPANY TO REPURCHASE ITS OWN SHARES (VOTING ITEM) [PROPOSAL 7 ON THE PROXY CARD]

Mr. Leach informed the general meeting that at the annual general meeting held in 2018, the Board was granted the authority to acquire the Company's shares until November 24, 2019.

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 27, 2020.

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
105,453,859	209,226	19,777

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

12. AUTHORIZATION TO THE BOARD TO ISSUE SHARES AND/OR GRANT RIGHTS TO SUBSCRIBE FOR SHARES (VOTING ITEM) [PROPOSAL 8 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 December 27, 2020.

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
90,812,788	14,839,616	30,458



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

13. AUTHORIZATION TO THE BOARD TO LIMIT OR EXCLUDE PRE-EMPTIVE RIGHTS (VOTING ITEM) [PROPOSAL 9 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 12 above.

The authorization is requested for a period of 18 months, until December 27, 2020.

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
88,582,376	17,080,150	20,336

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

14. BOARD COMPOSITION (VOTING ITEMS) [PROPOSAL 10 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 re-appointment of:

- (i) Mr. Michiel Brandjes [Proposal 10a on the Proxy Card];
- (ii) Ms. Martha Brooks [Proposal 10b on the Proxy Card];
- (iii) Mr. Richard B. Evans [Proposal 10c on the Proxy Card];
- (iv) Ms. Stéphanie Frachet [Proposal 10d on the Proxy Card].
- (v) Mr. Philippe C.A. Guillemot [Proposal 10e on the Proxy Card];
- (vi) Mr. Peter Hartman [Proposal 10f on the Proxy Card];
- (vii) Mr. Guy Maugis [Proposal 10g on the Proxy Card];
- (viii) Mr. John Ormerod [Proposal 10h on the Proxy Card];
- (ix) Mr. Werner Paschke [Proposal 10i on the Proxy Card]; and
- (x) Ms. Lori Walker [Proposal 10j on the Proxy Card].

The re-appointment for each of Ms. Martha Brooks, Mr. Richard B. Evans, Ms. Stéphanie Frachet and Ms. Lori Walker as a Non-Executive Board Member was proposed for a period of three (3) years effective from June 27, 2019 until immediately after the Annual General Meeting in 2022.



The re-appointment of each of Mr. Michiel Brandjes, Mr. John Ormerod and Mr. Paschke as a Non-Executive Board Member for a period of two (2) years effective from June 27, 2019 until immediately after the Annual General Meeting in 2021.

The re-appointment of each of Mr. Philippe C.A. Guillemot, Mr. Peter Hartman and Mr. Guy Maugis as a Non-Executive Board Member for a period of one (1) year effective from June 27, 2019 until immediately after the Annual General Meeting in 2020.

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).

**14(i) Re-appointment of Mr. Michiel Brandjes (Voting Item)
[Proposal 10a 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
105,401,063	217,426	64,373

Mr. Leach announced that agenda item 14(i) had been adopted and he proceeded to item 14 (ii).

**14(ii) Re-appointment of Ms. Martha Brooks (Voting Item)
[Proposal 10b 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
105,588,337	30,153	64,372

Mr. Leach announced that agenda item 14 (ii) had been adopted and proceeded to item 14 (iii).

14(iii) Re-appointment of Mr. Richard B. Evans (Voting Item)
[Proposal 10c 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
103,553,827	2,055,410	73,625

Mr. Leach announced that agenda item 14 (iii) had been adopted and proceeded to item 14 (iv).

14(iv) Appointment of Ms. Stéphanie Frachet (Voting Item)
[Proposal 10d 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
105,584,869	33,621	64,372

Mr. Leach announced that agenda item 14 (iv) had been adopted and proceeded to item 14 (v).

14(v) Re-appointment of Mr. Mr. Philippe C.A. Guillemot (Voting Item)
[Proposal 10e 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
95,644,514	9,973,975	64,373

Mr. Leach announced that agenda item 14(v) had been adopted and proceeded to item 14(vi).

14(vi) Re-appointment of Mr. Peter Hartman (Voting Item)
[Proposal 10f 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
105,396,212	196,265	90,385

Mr. Leach announced that agenda item 14(vi) had been adopted and proceeded to item 14(vii).

14(vii) Re-appointment of Mr. Guy Maugis (Voting Item)
[Proposal 10g 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
105,423,376	194,763	64,723

Mr. Leach announced that agenda item 14(vii) had been adopted and proceeded to item 14(viii).

14(viii) Re-appointment of Mr. John Ormerod (Voting Item)
[Proposal 10h 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
105,415,278	195,665	71,919

Mr. Leach announced that agenda item 14(viii) had been adopted and proceeded to item 14(ix).

14(ix) Re-appointment of Mr. Werner Paschke (Voting Item)
[Proposal 10i 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
105,420,454	192,699	69,709

Mr. Leach announced that agenda item 14(ix) had been adopted and proceeded to item 14(x).

**14(x) Re-appointment of Ms. Lori Walker (Voting Item)
[Proposal 10j 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
105,573,088	45,402	64,372

Mr. Leach announced that agenda item 14(x) had been adopted and proceeded to item 15.

15. APPOINTMENT OF PRICEWATERHOUSECOOPERS ACCOUNTANTS N.V. AS THE INDEPENDENT AUDITOR FOR 2019 (VOTING ITEM) [PROPOSAL 11 ON THE PROXY CARD]

Mr. Leach put forward the proposal to appoint PricewaterhouseCoopers Accountants N.V. as the independent auditor of the Company for 2019. 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
105,552,162	89,082	41,618

Mr. Leach announced that agenda item 15 had been adopted and proceeded to item 16.

16. 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.



17. CLOSING REMARKS

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

Adopted and signed on October 30, 2019