

**Constellium SE (the “Company”)**

**ANNUAL GENERAL MEETING, ORDINARY AND EXTRAORDINARY, OF 8 JUNE 2023  
(the “Shareholders’ Meeting”)**

**Report of the Board of Directors**

**Proposed resolutions and explanatory statements**

*Each resolution is preceded by an introductory paragraph explaining the reasons for each proposed resolution. All these explanatory paragraphs constitute the report of the Board of Directors to the Shareholders’ Meeting.*

**AGENDA**

**Ordinary Part of the Meeting:**

- 1) Re-appointment of Mr. Jean-Marc Germain as a director for a term of three years
- 2) Re-appointment of Mr. Michiel Brandjes as a director for a term of three years
- 3) Re-appointment of Mr. John Ormerod as a director for a term of three years
- 4) Approval of the statutory financial statements and transactions for the financial year ended 31 December 2022
- 5) Approval of the consolidated financial statements and transactions for the financial year ended 31 December 2022
- 6) Discharge (*quitus*) of the directors, the Chief Executive Officer and the Statutory Auditors of the Company in respect of the performance of their duties for the financial year ended 31 December 2022
- 7) Allocation of the results of the Company for the financial year ended 31 December 2022

**Extraordinary Part of the Meeting:**

- 8) Delegation of competence to the Board of Directors to increase the Company's share capital by issuance of ordinary shares or other securities, with preferential subscription rights, up to 1,468,198.84 euros (representing 50% of the share capital), for a 26 month-period
- 9) Delegation of competence to the Board of Directors to increase the Company's share capital by issuance of ordinary shares or other securities, without preferential subscription rights, by way of a public offering other than within the meaning of article L. 411-2 1° of the French Monetary and Financial Code, up to 1,468,198.84 euros (representing 50% of the share capital), for a 26 month-period
- 10) Delegation of competence to the Board of Directors to increase the Company's share capital by issuance of ordinary shares or other securities, without preferential subscription rights, by way of an offering within the meaning of article L. 411-2 1° of the French Monetary and Financial Code, up to 587,279.54 euros (representing 20% of the share capital), for a 26 month-period
- 11) Delegation of competence to the Board of Directors to increase the number of shares issued in case of a capital increase with or without preferential subscription rights in accordance with article L. 225-135-1 of the French Commercial Code, by up to 15%, for a 26 month-period

- 12)** Delegation of competence to the Board of Directors to increase the Company's share capital by issuance of new shares of the Company to participants to an employee savings plan without preferential subscription rights, up to 29,363.98 euros (representing 1% of the share capital), for a 26 month-period
- 13)** Powers to carry out formalities

## **ORDINARY PART OF THE MEETING**

### **RESOLUTION / PROPOSAL 1**

#### **Re-appointment of Mr. Jean-Marc Germain as a director for a term of three years**

It is proposed to the Shareholders' Meeting to re-appoint Mr. Jean-Marc Germain as a director, for a three-year term, i.e. until the end of the shareholders' meeting convened to approve the financial statements for the financial year ending 31 December 2025, with his mandate expiring at the end of such shareholders' meeting.

The Board of Directors recommends the re-appointment of Mr. Jean-Marc Germain as he remains uniquely qualified to help the Company continue to execute its growth strategy and accelerate its profitable global development. His attendance at our Board of Directors' and its committee's meetings in 2022 was 100%.

Detailed information on Mr. Jean-Marc Germain is set forth in Annex A to this report.

#### **FIRST RESOLUTION**

#### **Re-appointment of Mr. Jean-Marc Germain as a director for a term of three years**

The Shareholders' Meeting, deliberating in accordance with the quorum and majority conditions required at ordinary shareholders' meetings, decides to re-appoint Mr. Jean-Marc Germain as a director for a term of three years, i.e. until the end of the shareholders' meeting convened to approve the financial statements for the financial year ending 31 December 2025.

### **RESOLUTION / PROPOSAL 2**

#### **Re-appointment of Mr. Michiel Brandjes as a director for a term of three years**

It is proposed to the Shareholders' Meeting to re-appoint Mr. Michiel Brandjes as a director, for a three-year term, i.e. until the end of the shareholders' meeting convened to approve the financial statements for the financial year ending 31 December 2025, with his mandate expiring at the end of such shareholders' meeting.

The Board of Directors recommends the re-appointment of Mr. Michiel Brandjes in view of his extensive corporate, corporate governance, finance and legal experience in Europe and worldwide. His attendance at our Board of Directors' and its committee's meetings in 2022 was about 75%.

Detailed information on Mr. Michiel Brandjes is set forth in Annex B to this report.

#### **SECOND RESOLUTION**

#### **Re-appointment of Mr. Michiel Brandjes as a director for a term of three years**

The Shareholders' Meeting, deliberating in accordance with the quorum and majority conditions required at ordinary shareholders' meetings, decides to re-appoint Mr. Michiel Brandjes as a director for a term of three years, i.e. until the end of the shareholders' meeting convened to approve the financial statements for the financial year ending 31 December 2025.

### **RESOLUTION / PROPOSAL 3**

#### **Re-appointment of Mr. John Ormerod as a director for a term of three years**

It is proposed to the Shareholders' Meeting to re-appoint Mr. John Ormerod as a director, for a three-year term, i.e. until the end of the shareholders' meeting convened to approve the financial statements for the financial year ending 31 December 2025, with his mandate expiring at the end of such shareholders' meeting.

The Board of Directors recommends the re-appointment of Mr. John Ormerod in view of his extensive accounting expertise and experience serving as a director on listed and private companies. His attendance at our Board of Directors' and its committee's meetings in 2022 was 100%.

Detailed information on Mr. John Ormerod is set forth in Annex C to this report.

#### **THIRD RESOLUTION**

#### **Re-appointment of Mr. John Ormerod as a director for a term of three years**

The Shareholders' Meeting, deliberating in accordance with the quorum and majority conditions required at ordinary shareholders' meetings, decides to re-appoint Mr. John Ormerod as a director for a term of three years, i.e. until the end of the shareholders' meeting convened to approve the financial statements for the financial year ending 31 December 2025.

### **RESOLUTIONS / PROPOSALS 4 AND 5**

#### **Approval of the financial statements (statutory and consolidated) for the financial year ended 31 December 2022**

The proposed 4<sup>th</sup> and 5<sup>th</sup> resolutions submit to shareholders for approval the (i) statutory and (ii) consolidated financial statements for the financial year ended 31 December 2022 recording, respectively, a net income of the Company of 41,719,574.31 euros and a net income of the group of 308,000,000 euros.

#### **FOURTH RESOLUTION**

#### **Approval of the statutory financial statements and transactions for the financial year ended 31 December 2022**

The Shareholders' Meeting, deliberating in accordance with the quorum and majority conditions required at ordinary shareholders' meetings, having examined the reports of the Board of Directors and the Statutory Auditors, approves the statutory financial statements of the Company for the financial year ended 31 December 2022, which include notably the balance sheet, the income statement, and the notes, as drawn up and presented, as well as the transactions documented in these financial statements and mentioned in these reports. The Shareholders' Meeting approves the net income for this financial year equal to 41,719,574.31 euros.

#### **FIFTH RESOLUTION**

#### **Approval of the consolidated financial statements and transactions for the financial year ended 31 December 2022**

The Shareholders' Meeting, deliberating in accordance with the quorum and majority conditions required at ordinary shareholders' meetings, having examined the reports of the Board of Directors and the Statutory Auditors, approves the consolidated financial statements of the Company for the financial year ended 31 December 2022, which include notably the consolidated income statement, the consolidated statement of financial position and the notes, as drawn up and presented, as well as the transactions documented in these financial statements and mentioned in these reports.

## **RESOLUTION / PROPOSAL 6**

### **Discharge (*quitus*) of the directors, the Chief Executive Officer and the Statutory Auditors of the Company in respect of the performance of their duties for the financial year ended 31 December 2022**

It is proposed that the Shareholders' Meeting discharges the directors, the Chief Executive Officer and the Statutory Auditors for the performance of their respective duties in the financial year ended 31 December 2022.

## **SIXTH RESOLUTION**

### **Discharge (*quitus*) of the directors, the Chief Executive Officer and the Statutory Auditors of the Company in respect of the performance of their duties for the financial year ended 31 December 2022**

The Shareholders' Meeting, deliberating in accordance with the quorum and majority conditions required at ordinary shareholders' meetings, discharges the directors, the Chief Executive Officer and the Statutory Auditors for the performance of their duties for the financial year ended 31 December 2022.

## **RESOLUTION / PROPOSAL 7**

### **Allocation of the results of the Company for the financial year ended 31 December 2022**

The result of the financial year ended 31 December 2022 of the Company is a net income of 41,719,574.31 euros. The Board of Directors recommends that this net income of 41,719,574.31 euros be allocated as follows:

- 10,074 euros to the legal reserve (the balance of which was 279,926 euros as of December 31, 2022);
- 41,709,500.31 euros to the accumulated retained earnings (the balance of which was 13,575,499.02 euros as of December 31, 2022).

The Board of Directors hereby reminds those present at the Shareholders' Meeting that no dividend was paid out in respect of the financial years ended, respectively, 31 December 2019, 2020 and 2021.

## **SEVENTH RESOLUTION**

### **Allocation of the results of the Company for the financial year ended 31 December 2022**

The Shareholders' Meeting, deliberating in accordance with the quorum and majority conditions required at ordinary shareholders' meetings, having examined the reports of the Board of Directors and the Statutory Auditors, notes that the result for the financial year ended 31 December 2022 is a net income amounting to 41,719,574.31 euros and, on the recommendation of the Board of Directors, decides to allocate this net income of 41,719,574.31 euros as follows: (i) 10,074 euros to the legal reserve and (ii) 41,709,500.31 euros to the accumulated retained earnings.

Pursuant to article 243 bis of the French Tax Code, it is noted that no dividend was paid out in respect of the financial years ended, respectively, 31 December 2019, 2020 and 2021.

## **EXTRAORDINARY PART OF THE MEETING**

### **RESOLUTIONS / PROPOSALS 8 TO 12**

Under French law, the issuance of new shares must be decided or authorized by the shareholders' meeting. Shareholders' meetings of French issuers generally decide to delegate to the board of directors the competence to decide such issuance of new shares in order to give to the board of directors the flexibility to issue new shares without having to convene a special shareholders' meeting.

When the shareholders' meeting delegates to the board of directors the competence to decide several capital increases, it must set a global maximum amount for all capital increases which can be decided by the board of directors pursuant to any such delegations. The Board of Directors therefore proposes to this Shareholders' Meeting to set a global limit on all delegated capital increases of the Company under Agenda Items 8 to 12 at 50% of the Company's share capital (the "**Overall Cap**").

Under Agenda Items 8 to 12, the Board of Directors proposes that the Shareholders' Meeting renew the set of the financial delegations granted by the Shareholders' Meeting held on 11 May 2021 which will currently expire on 10 July 2023.

### **RESOLUTION / PROPOSAL 8**

**Delegation of competence to the Board of Directors to increase the Company's share capital by issuance of ordinary shares or other securities, with preferential subscription rights, up to 1,468,198.84 euros (representing 50% of the share capital), for a 26 month-period**

This delegation would authorize the Board of Directors to issue new shares or other equity related securities to existing shareholders of the Company.

The Board of Directors therefore proposes to the Shareholders' Meeting to renew the delegation of competence given to the Board of Directors to decide the issuance of ordinary Company shares or other equity related securities, with preferential subscription rights in favor of existing shareholders, in France or abroad, in euros, in other currencies or monetary unit, for payment or free of charge. The capital increase(s) under this delegation will be carried out in favor of the Company's shareholders.

The aggregate nominal amount of all shares or other equity related securities which can be issued under such delegation (together with all other issuances made under the resolutions of Agenda Items 9 to 12) may not exceed the Overall Cap.

The maximum nominal amount of debt securities, that may be issued, immediately and/or at maturity, by virtue of this delegation, may not exceed 2,000,000,000 euros (or the counter-value of this amount, if the issuance is made in another currency).

The sum owed or to be owed to the Company for each of the shares issued under this delegation shall be equal to or greater than the nominal value of the share on the issuance date of said securities.

The Board of Directors may not use this delegation during a public offering period if a tender offer is launched on the Company without prior authorization from the shareholders' meeting.

This delegation shall be granted for a period of 26 months from the date of this Shareholders' Meeting and replaces and voids the delegation set forth in the 14<sup>th</sup> resolution of the shareholders' meeting held on 11 May 2021.

## **EIGHTH RESOLUTION**

**Delegation of competence to the Board of Directors to increase the Company's share capital by issuance of ordinary shares or other securities, with preferential subscription rights, up to 1,468,198.84 euros (representing 50% of the share capital), for a 26 month-period**

The Shareholders' Meeting, deliberating in accordance with the quorum and majority conditions required at extraordinary shareholders' meetings, having examined the report of the Board of Directors and the special report of the Statutory Auditors, pursuant to articles L. 225-129 et seq. of the French Commercial Code, particularly its articles L. 225-129 to L. 225-129-6, L. 225-132, L. 225-133, L. 225-134, L. 228-91, and L. 228-92:

1. Delegates to the Board of Directors its competence to decide the issuance, in one or more increments, in the proportions and at the times it deems appropriate, in France or abroad, in euros, in foreign currencies, or in any monetary unit established by reference to several currencies, for payment or free of charge, (i) of ordinary Company shares and (ii) of securities giving access by all means, immediately and/or at maturity, to equity securities to be issued by the Company, said shares conferring the same rights as the existing shares subject to their entitlement date,
2. Resolves that the securities thus issued may consist of debt securities, be associated with the issuance of such securities or may permit their issuance as interim securities,
3. Resolves that any issuance of preferred shares or securities giving access to preferred shares shall be expressly prohibited,
4. Resolves that, if a third party files a public bid on the Company's shares, the Board of Directors shall not, during the offering period, decide to implement this delegation without prior authorization from the shareholders' meeting,
5. Resolves that the shareholders shall have, in proportion to the amount of their shares, an irrevocable preferential subscription rights to ordinary shares or securities that are issued, if any, by virtue of this delegation,
6. Confers on the Board of Directors the option of granting shareholders a subscription rights, subject to reduction, to a number of shares or securities greater than they could subscribe for pursuant to their irrevocable entitlement, in proportion with the rights they have and, whatever the case, within the limit of their request,
7. Acknowledges, to the extent necessary, that, by operation of the law, this delegation waives, in favor of the holder of securities giving access to the capital which may be issued pursuant to this delegation, the shareholders' preferential subscription rights to the ordinary shares to which these securities will entitle such holders,
8. Resolves that the overall maximum nominal amount of the capital increases that may be carried out by virtue of this delegation and, as applicable, by virtue of the Agenda Items 9 to 12 of this Shareholders' Meeting may not exceed 1,468,198.84 euros, with the understanding that this amount does not account for the adjustments that may be made pursuant to applicable laws and regulations, and, as applicable, the contractual stipulations providing for other cases of adjustment to preserve the rights of holders of securities or other rights giving access to the capital (hereinafter the "Overall Cap"),
9. Resolves that the maximum nominal amount of debt securities, that may be issued, immediately and/or at maturity, by virtue of this delegation, may not exceed 2,000,000,000 euros (or the counter-value of this amount, if the issuance is made in another currency), with the understanding that:
  - any redemption premium above par shall be added to this amount;
  - this amount shall not be applicable to any debt securities whose issuance is approved or authorized by the Board of Directors in accordance with article L. 228-40 of the French Commercial Code,
10. Resolves that, if the subscriptions made irrevocably and, as applicable, subject to reduction, have not absorbed the entirety of such issuance, the Board of Directors may use, under the conditions set forth by law and

in the order that it determines, either of the options provided in article L. 225-134 of the French Commercial Code, namely:

- to limit the issuance to the amount of subscriptions, on the condition that these amount to three-quarters or more of the initially approved issuance;
- freely allocate some or all of the unsubscribed shares among the persons of its choosing; and
- offer the public some or all of the unsubscribed shares on the French or international market,

11. Resolves that issuances of ordinary Company share warrants may be carried out by subscription offering, but also by a free allotment to the owners of the existing shares,

12. Resolves that in the event of a free allotment of share warrants, the Board of Directors shall have the option of deciding that fractional share allotment rights will not be tradable and that the corresponding shares will be sold,

13. Resolves that the sum owed or to be owed to the Company for each of the shares issued under this delegation shall be equal to or greater than the nominal value of the share on the issuance date of said securities,

14. Resolves that the Board of Directors shall have all powers, with the option of subdelegation under the conditions provided by law, to implement this delegation, under the conditions set forth by law and the Company's articles of association,

15. Resolves that this delegation shall be granted for a period of twenty-six (26) months from the date of this Shareholders' Meeting,

16. Resolves that this delegation replaces and voids, to the extent necessary, all prior delegations having the same purpose and in particular the delegation set forth in the 14<sup>th</sup> resolution of the shareholders' meeting held on 11 May 2021.

## **RESOLUTION / PROPOSAL 9**

**Delegation of competence to the Board of Directors to increase the Company's share capital by issuance of ordinary shares or other securities, without preferential subscription rights, by way of a public offering other than within the meaning of article L. 411-2 1° of the French Monetary and Financial Code, up to 1,468,198.84 euros (representing 50% of the share capital), for a 26 month-period**

This delegation would authorize the Board of Directors to issue new shares or other equity related securities through a public offering other than pursuant to Resolution/Proposal 10, allowing the Company to raise capital in the financial markets.

The Board of Directors therefore proposes to the Shareholders' Meeting to renew the delegation of competence given to the Board of Directors to decide upon the issuance of ordinary Company shares or other equity related securities, without shareholders preferential subscription rights, by means of a public offering other than within the meaning of article L. 411-2 1° of the French Monetary and Financial Code, in France or abroad, in euros, in other currencies or monetary unit, for payment or free of charge.

The aggregate nominal amount of all shares or other equity related securities which can be issued under such delegation may not exceed the Overall Cap (i.e. 1,468,198.84 euros) and will be charged against it. The Company considers that this is in line with market practices in the U.S., the market in which the shares of the Company are listed.

The maximum nominal amount of debt securities that may be issued immediately and/or at maturity, by virtue of this delegation, may not exceed 2,000,000,000 euros (or the counter-value of this amount, if the issuance is made in another currency).



The issuance price of the shares that may be issued by virtue of this delegation shall be set by the Board of Directors and shall be equal to or greater than the closing price of a Company's share on the New York Stock Exchange (NYSE) in the United States of America on the day of pricing of the issue, minus a maximum discount, if any, of 10%, after correction, if any, of this amount to account for the difference in entitlement date.

The Board of Directors may not use this delegation during a public offering period if a tender offer is launched on the Company without prior authorization from the shareholders' meeting.

This delegation shall be granted for a period of 26 months from the date of this Shareholders' Meeting and replaces and voids the delegation set forth in the 15<sup>th</sup> resolution of the shareholders' meeting held on 11 May 2021.

## **NINTH RESOLUTION**

**Delegation of competence to the Board of Directors to increase the Company's share capital by issuance of ordinary shares or other securities, without preferential subscription rights, by way of a public offering other than within the meaning of article L. 411-2 1° of the French Monetary and Financial Code, up to 1,468,198.84 euros (representing 50% of the share capital), for a 26 month-period**

The Shareholders' Meeting, deliberating in accordance with the quorum and majority conditions required at extraordinary shareholders' meetings, having examined the report of the Board of Directors and the special report of the Statutory Auditors, pursuant to articles L. 225-129 et seq. of the French Commercial Code, particularly its articles L. 225-129 to L. 225-129-6, L. 225-135, L. 225-135-1, L. 225-136, L. 228-91, and L. 228-92:

1. Delegates to the Board of Directors its competence to approve the issuance, by means of a public offering other than an offering within the meaning of article L. 411-2 1° of the French Monetary and Financial Code in one or more increments, in the proportions and at the times it sees fit, in France or abroad, in euros, in foreign currencies, or in any monetary unit established by reference to several currencies, (i) of ordinary Company shares and (ii) of securities giving access by all means, immediately and/or at maturity, to the Company's equity securities to be issued, said shares conferring the same rights as the existing shares subject to their entitlement date,
2. Resolves that the securities thus issued may consist of debt securities, be associated with the issuance of such securities or may permit their issuance as interim securities,
3. Resolves that any issuance of preferred shares or securities giving access to preferred shares is expressly prohibited,
4. Resolves that, if a third party files a public bid on the Company's shares, the Board of Directors may not, during the offering period, decide to implement this delegation without prior authorization from the shareholders' meeting,
5. Resolves to suppress the shareholders' preferential subscription rights to any ordinary shares or securities issued by virtue of this delegation,
6. Acknowledges, to the extent necessary, that, by operation of the law, this delegation waives, in favor of the holder of securities giving access to the capital which may be issued pursuant to this delegation, the shareholders' preferential subscription rights to the ordinary shares to which these securities will entitle such holders,
7. Resolves that the maximum amount of capital increases that may be carried out, immediately and/or at maturity, by virtue of this delegation may not exceed 1,468,198.84 euros, with the understanding that (i) this amount does not account for the adjustments that may be made pursuant to applicable laws and regulations, and, as applicable, the contractual stipulations providing for other cases of adjustment to preserve the rights of holders of securities or other rights giving access to the capital and that (ii) this amount shall be charged against the Overall Cap,
8. Resolves that the maximum nominal amount of debt securities that may be issued immediately and/or at maturity, by virtue of this delegation, may not exceed 2,000,000,000 euros (or the counter-value of this amount, if the issuance is made in another currency), with the understanding that:

- any redemption premium above par shall be added to this amount;
  - this amount shall not be applicable to debt securities of which the issuance would be approved or authorized by the Board of Directors in accordance with article L. 228-40 of the French Commercial Code.
9. Resolved that:
- the issuance price of the shares that may be issued by virtue of this delegation shall be set by the Board of Directors and shall be equal to or greater than the closing price of a Company's share on the New York Stock Exchange (NYSE) in the United States of America on the day of pricing of the issue, minus a maximum discount, if any, of 10%, after correction, if any, of this amount to account for the difference in entitlement date;
  - the issuance price of securities giving access to the capital, as applicable, issued by virtue of this delegation shall be such that the sum immediately collected by the Company, plus the sum that may be collected by it upon the exercise or conversion of said securities, shall be, for each ordinary share issued as a result of the issuance of these securities, equal to or greater than the aforementioned minimum amount,
10. Resolves that the Board of Directors shall have all powers, with the option of subdelegation under the conditions provided by law, to implement this delegation, under the conditions set forth by law and the Company's articles of association,
11. Resolves that this delegation shall be granted for a period of twenty-six (26) months from the date of this Shareholders' Meeting,
12. Resolves that this delegation replaces and voids, to the extent necessary, all prior delegations having the same purpose and in particular the delegation set forth in the 15<sup>th</sup> resolution of the shareholders' meeting held on 11 May 2021.

## **RESOLUTION / PROPOSAL 10**

**Delegation of competence to the Board of Directors to increase the Company's share capital by issuance of ordinary shares or other securities, without preferential subscription rights, by way of an offering within the meaning of article L. 411-2 1° of the French Monetary and Financial Code, up to 587,279.54 euros (representing 20% of the share capital), for a 26 month-period**

This delegation would authorize the Board of Directors to issue new shares or other equity related securities to qualified investors or to a limited number of investors (as defined in article L. 411-2 1° of the French Monetary and Financial Code,) without shareholders' preferential subscription rights. This delegation will allow the Company the flexibility to raise capital quickly and to carry out an offering to institutional or certain other investors through an undocumented offering.

The Board of Directors therefore proposes to the Shareholders' Meeting to renew the delegation of competence given to the Board of Directors to decide the issuance of ordinary Company shares or other equity related securities, without shareholders' preferential subscription rights, by means of an offering made to a restricted number of investors or to qualified investors, in France or abroad, in euros, in other currencies or monetary unit, for payment or free of charge.

The aggregate nominal amount of all shares or other equity related securities which can be issued under such delegation may not exceed 20% of the Company's capital and will be charged against the Overall Cap and the cap of 1,468,198.84 euros referred to in Agenda Item 9 of this Shareholders' Meeting. The Company considers that this is in line with market practices in the U.S., the market in which the shares of the Company are listed.

The maximum nominal amount of debt securities that may be issued, immediately and/or at maturity, by virtue of this delegation, shall not exceed 2,000,000,000 euros (or the counter-value of this amount, if the issuance is made in another currency).

The issuance price of the shares that may be issued by virtue of this delegation shall be set by the Board of Directors and shall be equal to or greater than the closing price of a Company's share on the New York Stock Exchange

(NYSE) in the United States of America on the day of pricing of the issue, minus a maximum discount, if any, of 10%, after correction, if any, of this amount to account for the difference in entitlement date.

The Board of Directors may not use this delegation during a public offering period if a tender offer is launched on the Company without prior authorization from the shareholders' meeting.

This delegation shall be granted for a period of 26 months from the date of this Shareholders' Meeting and replaces and voids the delegation set forth in the 16<sup>th</sup> resolution of the shareholders' meeting held on 11 May 2021.

#### **TENTH RESOLUTION**

**Delegation of competence to the Board of Directors to increase the Company's share capital by issuance of ordinary shares or other securities, without preferential subscription rights, by way of an offering within the meaning of article L. 411-2 1° of the French Monetary and Financial Code, up to 587,279.54 euros (representing 20% of the share capital), for a 26 month-period**

The Shareholders' Meeting, deliberating in accordance with the quorum and majority conditions required at extraordinary shareholders' meetings, having examined the report of the Board of Directors and the special report of the Statutory Auditors, pursuant to articles L. 225-129 et seq. of the French Commercial Code, particularly its articles L. 225-129-2, L. 225-135, L. 225-135-1, L. 225-136, L. 228-91, and L. 228-92:

1. Delegates to the Board of Directors its competence to approve the issuance, in the context of an offering within the meaning of article L. 411-2 1° of the French Monetary and Financial Code, in one or more increments, in the proportions and at the times it sees fit, in France or abroad, in euros, in foreign currencies, or in any monetary unit established by reference to several currencies, (i) of ordinary Company shares and (ii) of securities giving access by all means, immediately and/or at maturity, to the Company's equity securities to be issued, said shares conferring the same rights as the old shares subject to their entitlement date,
2. Resolves that the securities thus issued may consist of debt securities, be associated with the issuance of such securities or may permit their issuance as interim securities,
3. Resolves that any issuance of preferred shares or securities giving access to preferred shares shall be expressly prohibited,
4. Resolves that, if a third party files a public bid on the Company's shares, the Board of Directors may not, during the offering period, decide to implement this delegation without prior authorization from the shareholders' meeting,
5. Resolves to suppress the shareholders' preferential subscription rights to any ordinary shares or securities issued by virtue of this delegation,
6. Acknowledges, to the extent necessary, that, by operation of the law, this delegation waives, in favor of the holder of securities giving access to the capital which may be issued pursuant to this delegation, the shareholders' preferential subscription rights to the ordinary shares to which these securities will entitle such holders,
7. Resolves that the nominal amount of the capital increases that may be carried out, immediately and/or at maturity, by virtue of this delegation, may not exceed 587,279.54 euros, nor, under any circumstances, exceed the limits set forth by the regulations applicable at the issuance date (as a guideline, at the date of this Shareholders' Meeting, the issuance of equity securities carried out by an offering made to a restricted number of investors or to qualified investors within the meaning of article L. 411-2 1° of the French Monetary and Financial Code is limited to 20% of the Company's capital per year, said capital being appraised at the date of the decision of the board of directors to use this delegation), with the understanding that (i) this amount does not account for the adjustments that may be made pursuant to applicable laws and regulations, and, as applicable, the contractual stipulations providing for other cases of adjustment to preserve the rights of the holders of securities or other rights giving access to the capital, and (ii) this amount shall be charged against the Overall Cap and the cap of 1,468,198.84 euros referred to in the Agenda Item 9 of this Shareholders' Meeting,
8. Resolves that the maximum nominal amount of debt securities that may be issued, immediately and/or at

maturity, by virtue of this delegation, shall not exceed 2,000,000,000 euros (or the counter-value of this amount, if the issuance is made in another currency), with the understanding that:

- any issuance premium above par shall be added to this amount;
- this amount shall not be applicable to any debt securities whose issuance is approved or authorized by the Board of Directors in accordance with article L. 228-40 of the French Commercial Code,

9. Resolves that:

- the issuance price of the shares that may be issued by virtue of this delegation shall be set by the Board of Directors and shall be equal to or greater than the closing price of a Company's share on the New York Stock Exchange (NYSE) in the United States of America on the day of pricing of the issue, minus a maximum discount, if any, of 10%, after correction, if any, of this amount to account for the difference in entitlement date;

- the issuance price of securities giving access to the capital, as applicable, issued by virtue of this delegation shall be such that the sum immediately collected by the Company, plus the sum that may be collected by it upon the exercise or conversion of said securities, shall be, for each ordinary share issued as a result of the issuance of these securities, equal to or greater than the aforementioned minimum amount,

10. Resolves that the Board of Directors shall have all powers, with the option of subdelegation under the conditions provided by law, to implement this delegation, under the conditions set forth by law and the Company's articles of association,

11. Resolves that this delegation shall be granted for a period of twenty-six (26) months from the date of this Shareholders' Meeting,

12. Resolves that this delegation replaces and voids, to the extent necessary, all prior delegations having the same purpose and in particular the delegation set forth in the 16<sup>th</sup> resolution of the shareholders' meeting held on 11 May 2021.

## **RESOLUTION / PROPOSAL 11**

**Delegation of competence to the Board of Directors to increase the number of shares issued in case of a capital increase with or without preferential subscription rights in accordance with article L. 225-135-1 of the French Commercial Code, by up to 15%, for a 26 month-period**

This delegation is aimed at giving the Board of Directors the flexibility to increase the size of an offering (such as a rights offering, a public offering or a private placement), e.g. if demand justifies it or to grant an over-allotment option.

The Board of Directors proposes to the Shareholders' Meeting to renew the delegation of competence given to the Board of Directors to decide to increase the number of shares or other securities to be issued for each of the issuances made pursuant to the resolutions of Agenda Items 8, 9 or 10, within thirty (30) days from the close of its subscription, at the same price as the one applied for the initial issuance and within the limit of 15% of the initial issuance.

The aggregate nominal amount of all shares or equity securities which can be issued under this delegation will be charged against the corresponding caps of the resolutions of Agenda Items 8, 9 and 10 and will also be charged against the Overall Cap (i.e. 1,468,198.84 euros).

The Board of Directors may not use this delegation during a public offering period if a tender offer is launched on the Company without prior authorization from the shareholders' meeting.

This delegation shall be granted for a period of 26 months from the date of this Shareholders' Meeting and replaces and voids the delegation set forth in the 17<sup>th</sup> resolution of the shareholders' meeting held on 11 May 2021.

## **ELEVENTH RESOLUTION**

### **Delegation of competence to the Board of Directors to increase the number of shares issued in case of a capital increase with or without preferential subscription rights in accordance with article L. 225-135-1 of the French Commercial Code, by up to 15%, for a 26 month-period**

The Shareholders' Meeting, deliberating in accordance with the quorum and majority conditions required at extraordinary shareholders' meetings, having examined the report of the Board of Directors, pursuant to articles L. 225-129 et seq. of the French Commercial Code, particularly its articles L. 225-129 to L. 225-129-6, L. 225-135, L. 225-135-1, L. 228-91, and L. 228-92:

1. Delegates to the Board of Directors its competence to increase the number of shares or securities to be issued for each of the issuances made pursuant to Agenda Item 8, Agenda Item 9 and Agenda Item 10 of this Shareholders' Meeting, within thirty (30) days from the close of its subscription, at the same price as the one applied for the initial issuance and within the limit of 15% of the initial issuance, said shares conferring the same rights as the existing shares subject to their entitlement date,
2. Resolves that if a third party files a public bid on the Company's shares, the Board of Directors may not, during the offering period, decide to implement this delegation without prior authorization from the shareholders' meeting,
3. Resolves that the maximum nominal amount of the capital increases that may be carried out by virtue of this delegation shall be charged against the corresponding caps of the Agenda Item 8, Agenda Item 9 and Agenda Item 10 of this Shareholders' Meeting and against the Overall Cap,
4. Resolves that this delegation may be used in all cases provided by law, including in cases of oversubscription in the context of capital increases with or without preferential subscription rights by virtue of the Agenda Item 8, Agenda Item 9 and Agenda Item 10 of this Shareholders' Meeting,
5. Resolves that this delegation shall be granted for a period of twenty-six (26) months from the date of this Shareholders' Meeting,
6. Resolves that this delegation replaces and voids, to the extent necessary, all prior delegations having the same purpose and in particular the delegation set forth in the 17<sup>th</sup> resolution of the shareholders' meeting held on 11 May 2021.

## **RESOLUTION / PROPOSAL 12**

### **Delegation of competence to the Board of Directors to increase the Company's share capital by issuance of new shares of the Company to participants to an employee savings plan without preferential subscription rights, up to 29,363.98 euros (representing 1% of the share capital), for a 26 month-period**

French law requires that upon any shareholder vote on a capital increase, the Company must also submit for approval of the shareholders' meeting a proposal to allow the board of directors to issue shares to employees under an employee savings plan whether it intends to make such an issuance or not. The Company has no current plans or intention to make such an issuance. However, in accordance with French law, the Company submits this proposal for approval.

The Board of Directors therefore puts to a vote, in accordance with French law, a delegation to the Board of Directors of the competence to decide the issuance, without shareholders' preferential subscription right, of shares reserved for such employees and corporate officers under an employee savings plan.

The aggregate nominal amount of all shares or equity securities which can be issued under this delegation may not exceed 1% of the Company's share capital and will be charged against the Overall Cap (i.e. 1,468,198.84 euros).

The issuance price of the shares that may be issued by virtue of this delegation shall be set in accordance with French law and may include a 30% discount.

This delegation, if approved, shall be granted for a period of 26 months from the date of this Shareholders' Meeting and replaces and voids the delegation set forth in the 18<sup>th</sup> resolution of the shareholders' meeting held on 11 May 2021.

## **TWELFTH RESOLUTION**

**Delegation of competence to the Board of Directors to increase the Company's share capital by issuance of new shares of the Company to participants to an employee savings plan without preferential subscription rights, up to 29,363.98 euros (representing 1% of the share capital), for a 26 month-period**

The Shareholders' Meeting, deliberating in accordance with the quorum and majority conditions required at extraordinary shareholders' meetings, after having considered the report of the Board of Directors and the special report of the Statutory Auditors, pursuant to articles L. 225-129 et seq. and L. 225-138-1 of the French Commercial Code, and to articles L. 3332-1 et seq. of the French Labor Code:

1. Delegates to the Board of Directors its competence to approve the issuance, in one or more increments, in the proportions and at the times it may deem appropriate, of ordinary Company shares reserved for employees, corporate officers and eligible former employees, enrolled in an employee savings plan ("*plan d'épargne entreprise*") of the Company, and, as applicable, French or foreign companies associated with it under the conditions of article L. 225-180 of the French Commercial Code and article L. 3344-1 of the French Labor Code (the "Group"),
2. Resolves that any issuance of preferred shares or securities giving access to preferred shares shall be expressly prohibited,
3. Resolves that the maximum nominal amount of capital increases that may be carried out, immediately and/or at maturity, by virtue of this delegation may not exceed 29,363.98 euros, with the understanding that (i) this amount does not take into account the adjustments that may be made in accordance with applicable laws and regulations, and, as appropriate, the contractual stipulations providing for other cases of adjustment to preserve the rights of holders of securities or other rights giving access to the capital, and that (ii) this amount shall be charged against the Overall Cap,
4. Resolves that the issuance price of the shares shall be set under the conditions set out in articles L. 3332-18 to L. 3332-23 of the French Labor Code, and that it may include a 30% discount from the reference value of the share set in application of the aforementioned provisions,
5. Resolves to waive in favor of the members of an employee savings plan the preferential subscription rights of the shareholders to the Company's ordinary shares issued by virtue of this delegation,
6. Resolves that pursuant to article L. 3332-21 of the French Labor Code, the Board of Directors may consider the free allocation, to the recipients stated hereinabove, of shares yet to be issued or already issued, in respect of the matching contribution that could be paid under the employee savings plan regulation(s), and/or in respect of the discount, provided that their monetary countervalue, valued at the subscription price, does not result in exceeding the limits set out in articles L. 3332-11 and L. 3332-19 of the French Labor Code,
7. Resolves that the Board of Directors shall have all powers, with the option of subdelegation under the conditions provided by law and under the conditions specified hereinabove, to implement this delegation,
8. Resolves that this delegation shall be granted for a period of twenty-six (26) months from the date of this Shareholders' Meeting,
9. Resolves that this delegation replaces and voids, to the extent necessary, all prior delegations having the same purpose and in particular the delegation set forth in the 18<sup>th</sup> resolution of the shareholders' meeting held on 11 May 2021.

### **RESOLUTION / PROPOSAL 13**

#### **Powers to carry out formalities**

The Board of Directors proposes to confer all powers to the Board of Directors, the Chairman of the Board of Directors, the Chief Executive Officer, the Group General Counsel, each with the power to sub-delegate, or the bearer of an original, copy or extract of the minutes of the Shareholders' Meeting to carry out all legal or administrative formalities, and all filings and publication formalities provided for by the legislation in force following the adoption of the resolutions of this Shareholders' Meeting.

### **THIRTEENTH RESOLUTION**

#### **Powers to carry out formalities**

The Shareholders' Meeting confers all powers to the Board of Directors, the Chairman of the Board of Directors, the Chief Executive Officer, the Group General Counsel, each with the power to sub-delegate, to the bearer of an original, copy or extract of the minutes of this Meeting to carry out all legal or administrative formalities, and all filings and publication formalities provided for by the legislation in force following the adoption of the preceding resolutions.

## **Annex A**

### **FIRST RESOLUTION: Re-appointment of Mr. Jean-Marc Germain as a director for a term of three years**

#### **Information of Mr. Jean-Marc Germain pursuant to article R. 225-83 of the French Commercial Code**

Mr. Jean-Marc Germain has served as an executive director since June 2016 and as Chief Executive Officer since July 2016. Prior to joining Constellium, Mr. Germain was Chief Executive Officer of Algeco Scotsman, a Baltimore-based leading global business services provider focused on modular space and secure portable storages. Previously, Mr. Germain held numerous leadership positions in the aluminium industry, including senior executive roles in operations, sales & marketing, financial planning and strategy with Pechiney, Alcan and Novelis. His last position with Novelis, from 2008 to 2012, was as President for North American operations. Earlier in his career, he held a number of international positions with Bain & Company and GE Capital. Mr. Germain became an independent, non-executive Director of Graftech International Ltd. in October 2021. Mr. Germain is a graduate of Ecole Polytechnique in Paris, France.

**Age:** 57

#### **Other current directorships or positions held:**

- Graftech International Ltd. – 2021 to present, independent, non-executive Director

**Other positions held during the last five years:** None

**Other positions held within the Company:** None

**Shareholding in the Company:** 1,546,169 (directly and indirectly) (as of April 25, 2023)

**Nationality:** French and American

**(No) Independence:** it has been determined that, under the NYSE Independence Requirements (which the Company, as a foreign private issuer, is not currently subject to), Mr. Germain is not deemed independent as he serves as the CEO of the Company. Under French law, there are no director independence requirements for French companies of which the shares are not listed on a EU regulated market.



## **Annex B**

### **SECOND RESOLUTION: Re-appointment of Mr. Michiel Brandjes as a director for a term of three years**

#### **Information of Mr. Michiel Brandjes pursuant to article R. 225-83 of the French Commercial Code**

Mr. Michiel Brandjes has served as a non-executive director since June 2014. He served as Company Secretary and General Counsel Corporate of Royal Dutch Shell plc from 2005 to 2017. Mr. Brandjes formerly served as Company Secretary and General Counsel Corporate of Royal Dutch Petroleum Company. He served for 25 years in numerous legal and non-legal jobs in the Shell Group within the Netherlands and abroad, including as head of the legal department in Singapore and as head of the legal department for North East Asia based in Beijing and Hong Kong. Before he joined Shell, Mr. Brandjes worked at a law firm in Chicago. Mr. Brandjes serves in a number of advisory and director positions of charitable foundations and other organizations, including currently as legal advisor to Wassenaarse Energie Co-operatie UA, an energy transition/green electricity co-operative, and to small business startups. He has published a number of articles on legal and business topics and on corporate legal and governance topics. Mr. Brandjes graduated from law school at the University of Rotterdam and at Berkeley, California.

**Age:** 68

#### **Other current directorships or positions held:**

- Number of advisory and director positions of charitable foundations and other organizations, including as legal advisor to a co-operative Wassenaarse Energie Co-operatie UA, and to small business startups

**Other positions held during the last five years:** None

**Other positions held within the Company:** None

**Shareholding in the Company:** 52,000 (as of April 25, 2023)

**Nationality:** Dutch

**Independence:** it has been determined that Mr. Brandjes is independent under the NYSE Independence Requirements (which the Company, as a foreign private issuer, is not currently subject to). Under French law, there are no director independence requirements for French companies of which the shares are not listed on a EU regulated market.

## **Annex C**

### **THIRD RESOLUTION: Re-appointment of Mr. John Ormerod as a director for a term of three years**

#### **Information of Mr. John Ormerod pursuant to article R. 225-83 of the French Commercial Code**

Mr. John Ormerod has served as a non-executive director since June 2014. Mr. Ormerod is a chartered accountant and worked for over 30 years in public accounting firms. He served for 32 years at Arthur Andersen, serving in various client service and management positions, with last positions held from 2001 to 2002 serving as Regional Managing Partner UK and Ireland, and Managing Partner (UK). From 2002 to 2004, he was Practice Senior Partner for London at Deloitte (UK) and was member of the UK executives and Board. Until May 2018, Mr. Ormerod served in the following director positions: since 2006, as a non-executive director, member of the Audit Committee (of which he also served as its Chairman until September 2017), and as member of the Compensation Committee of Gemalto N.V.; since 2008, as non-executive director of ITV plc, and as member of the Remuneration and Nominations Committees, and as Chairman of the Audit Committee since 2010. Until December 31, 2015, Mr. Ormerod served as a non-executive director of Tribal Group plc., as member of the Audit, Remuneration and Nominations Committees and as Chairman of the board. Mr. Ormerod served as non-executive director and Chairman of the Audit Committee of Computacenter plc., and as member of the Remuneration and Nominations Committees until April 1, 2015. Mr. Ormerod also served as a senior independent director of Misys plc. from 2006 to 2012, and as Chairman of the Audit Committee from 2005 to 2012. Mr. Ormerod is a Trustee and Chairman of Bloodwise, a UK charity. Mr. Ormerod is a graduate of Oxford University.

**Age:** 74

#### **Other current directorships or positions held:**

- Bloodwise - Trustee and Chairman
- Slate Cheese Limited - 2020 to present, Director

#### **Other positions held during the last five years:**

- Gemalto N.V. – 2006 to May 2018, non-executive director, member of the Audit Committee and of the Compensation Committee
- ITV plc – 2008 to May 2018, non-executive director, member of the Remuneration and Nominations Committees, Chairman of the Audit Committee (since 2010)

**Other positions held within the Company:** None

**Shareholding in the Company:** 22,263 (directly and indirectly) (as of April 25, 2023)

**Nationality:** British

**Independence:** it has been determined that Mr. Ormerod is independent under the NYSE Independence Requirements (which the Company, as a foreign private issuer, is not currently subject to). Under French law, there are no director independence requirements for French companies of which the shares are not listed on a EU regulated market.