

Constellium SE (the “Company”)

**ANNUAL GENERAL MEETING, ORDINARY AND EXTRAORDINARY, OF 2 MAY 2024
(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-Christophe Deslarzes as a director for a term of three years
2. Re-appointment of Ms. Isabelle Boccon-Gibod as a director for a term of three years
3. Re-appointment of Mr. Jean-Philippe Puig 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 2023
5. Approval of the consolidated financial statements and transactions for the financial year ended 31 December 2023
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 2023
7. Allocation of the results of the Company for the financial year ended 31 December 2023
8. Authorization to be given to the Board of Directors for the repurchase by the Company of its own shares in accordance with article L. 225-209-2 of the French Commercial Code

EXTRAORDINARY PART OF THE MEETING:

9. Authorization to be given to the Board of Directors to reduce the Company’s share capital by cancelling shares acquired pursuant to the authorization for the Company to repurchase its own shares in accordance with the provisions of article L. 225-209-2 of the French Commercial Code
10. Authorization to be given to the Board of Directors to reduce the Company’s share capital by cancelling the shares acquired by the Company pursuant to the provisions of article L. 225-208 of the French Commercial Code
11. 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 880,919 euros (representing 30% of the share capital), for a 15 month-period
12. Delegation of competence to the Board of Directors to increase the number of shares issued in case of a capital increase, 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, in accordance with article L. 225-135-1 of the French Commercial Code, by up to 15%, for a 15 month-period

- 13.** Delegation of competence to the Board of Directors to increase the number of shares issued in case of a capital increase, 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, in accordance with article L. 225-135-1 of the French Commercial Code, by up to 15%, for a 15 month-period
- 14.** 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 15 month-period
- 15.** Authorization to be given to the Board of Directors to freely allocate shares, to be issued or existing, under the Constellium SE 2013 Equity Incentive Plan, for a 38-month-period, up to 6,000,000 ordinary shares of the Company
- 16.** Powers to carry out formalities

ORDINARY PART OF THE MEETING

RESOLUTION / PROPOSAL 1

Re-appointment of Mr. Jean-Christophe Deslarzes as a director for a term of three years

It is proposed to the Shareholders' Meeting to re-appoint Mr. Jean-Christophe Deslarzes 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 2026, with his mandate expiring at the end of such shareholders' meeting.

The Board of Directors recommends the re-appointment of Mr. Jean-Christophe Deslarzes in view of his significant international business experience, knowledge of the aluminum industry and human resources expertise and experience. His attendance at the meetings of our Board of Directors and of those of its committees for which he was a member was 100% in 2023.

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

FIRST RESOLUTION

Re-appointment of Mr. Jean-Christophe Deslarzes 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-Christophe Deslarzes 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 2026.

RESOLUTION / PROPOSAL 2

Re-appointment of Ms. Isabelle Boccon-Gibod as a director for a term of three years

It is proposed to the Shareholders' Meeting to re-appoint Ms. Isabelle Boccon-Gibod 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 2026, with her mandate expiring at the end of such shareholders' meeting.

The Board of Directors recommends the re-appointment of Ms. Isabelle Boccon-Gibod in view of her extensive knowledge in and experience of working at operational and board of directors' level in industrial process companies. Her attendance at the meetings of our Board of Directors and of those of its committees for which she was a member was 100% in 2023.

Detailed information on Ms. Isabelle Boccon-Gibod is set forth in Annex B to this report.

SECOND RESOLUTION

Re-appointment of Ms. Isabelle Boccon-Gibod 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 Ms. Isabelle Boccon-Gibod 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 2026.

RESOLUTION / PROPOSAL 3

Re-appointment of Mr. Jean-Philippe Puig as a director for a term of three years

It is proposed to the Shareholders' Meeting to re-appoint Mr. Jean-Philippe Puig 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 2026, with his mandate expiring at the end of such shareholders' meeting.

The Board of Directors recommends the re-appointment of Mr. Jean-Philippe Puig in view of his experience as current CEO of the Avril Group (oils and proteins industry), and expertise of the aluminum industry and of environmental, social and governance (ESG) and sustainability issues. His attendance at the meetings of our Board of Directors and of those of its committees for which he was a member was 100% in 2023.

Detailed information on Mr. Jean-Philippe Puig is set forth in Annex C to this report.

THIRD RESOLUTION

Re-appointment of Mr. Jean-Philippe Puig 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-Philippe Puig 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 2026.

RESOLUTIONS / PROPOSALS 4 AND 5

Approval of the financial statements (statutory and consolidated) for the financial year ended 31 December 2023

The proposed 4th and 5th resolutions submit to shareholders for approval the (i) statutory and (ii) consolidated financial statements for the financial year ended 31 December 2023 recording, respectively, a net income of the Company of 19,724,485.52 euros and a net income of the group of 129,000,000 euros.

FOURTH RESOLUTION

Approval of the statutory financial statements and transactions for the financial year ended 31 December 2023

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 2023, 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 the financial year ended 31 December 2023 equal to 19,724,485.52 euros.

FIFTH RESOLUTION

Approval of the consolidated financial statements and transactions for the financial year ended 31 December 2023

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 2023, 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 2023

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 2023.

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 2023

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 2023.

RESOLUTION / PROPOSAL 7

Allocation of the results of the Company for the financial year ended 31 December 2023

The result of the financial year ended 31 December 2023 of the Company is a net income of 19,724,485.52 euros. The Board of Directors recommends that this net income of 19,724,485.52 euros be allocated as follows:

- 10,000 euros to the legal reserve (the balance of which was of 290,000 euros as of 31 December 2023); and
- 19,714,485.52 euros to the accumulated retained earnings (the balance of which was of 55,234,631.28 euros as of 31 December 2023).

The Board of Directors hereby reminds those present at the Shareholders' Meeting that no dividend was paid out in respect of any of the financial years ended 31 December 2020, 2021, and 2022.

SEVENTH RESOLUTION

Allocation of the results of the Company for the financial year ended 31 December 2023

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 2023 is a net income amounting to 19,724,485.52 euros and, on the recommendation of the Board of Directors, decides to allocate this net income of 19,724,485.52 euros as follows: (i) 10,000 euros to the legal reserve and (ii) 19,714,485.52 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 any of the financial years ended 31 December 2020, 2021, and 2022.

OVERVIEW - RESOLUTIONS / PROPOSALS 8 to 10

The authorizations in proposals 8 to 10 are requested for the purposes of the share repurchase program announced by the Company on 21 February 2024 and any other share repurchase program that may be authorized by the Board of Directors from time to time in the future.

The Company is asking for the shareholders' authorization in proposal 8 to be able to repurchase its shares under the conditions set forth in article L. 225-209-2 of the French Commercial Code, it being understood that the Company can also repurchase its shares in accordance with article L. 225-208 of the French Commercial Code without the need for the shareholders' authorization.

The authorizations in proposals 9 and 10 would allow the Company to cancel the shares that it has repurchased.

RESOLUTION / PROPOSAL 8

Authorization to be given to the Board of Directors for the repurchase by the Company of its own shares in accordance with article L. 225-209-2 of the French Commercial Code

This resolution would authorize the Board of Directors to repurchase the Company's shares, under the conditions set forth in article L. 225-209-2 of the French Commercial Code.

The Company wishes to be able to use the shares repurchased pursuant to this authorization primarily to satisfy its obligations under equity incentive plans for the employees and corporate officers of the Company and its subsidiaries (such as RSUs and PSUs) and/or as consideration for potential business acquisitions, but also for any other purpose that may be permitted from time to time by French law.

Under the Company's equity incentive plan, employees and corporate officers currently receive, upon vesting, newly issued shares of the Company. The Board of Directors wishes to have an option to deliver to employees and corporate officers, upon vesting, the repurchased shares of the Company instead of issuing new shares, which would limit future dilution for the Company's shareholders.

In addition, external growth and, in particular, acquisitions, are potential areas of development for the Company. The Board of Directors wishes to have the flexibility to repurchase outstanding shares in order to be able to use such shares as consideration for potential acquisitions, rather than issuing new shares.

The shareholders are also asked to approve the use of this authorization for any other purpose that would be permitted by law on the date of such use.

Share repurchases pursuant to this authorization cannot exceed 10% of the share capital, and share repurchases pursuant to this authorization for potential future use as merger or acquisition consideration cannot exceed 5% of the share capital. In any case, pursuant to French law, the Company cannot own, at any given time, more than 10% of the total of its own shares.

Any shares repurchased by the Company will not have voting rights nor rights to a dividend.

Any share repurchases pursuant to this resolution shall be carried out within the price range of \$13.40 to \$32 per share (excluding fees and commissions), as determined by an independent expert (as required by article L. 225-209-2 of the French Commercial Code) and approved by the shareholders pursuant to this resolution. The aggregate cap on share repurchases pursuant to this resolution is \$469,823,628.80 (excluding fees and commissions).

This authorization would be effective for a 12-month period (i.e., through 1 May 2025) and implemented under the conditions of article L. 225-209-2 of the French Commercial Code.

If a third-party files a public bid for the shares of the Company, the Board of Directors shall not, during the offer period, decide to implement this authorization without prior authorization of the shareholders' meeting.

The special report of the statutory auditors on this proposed resolution and the report prepared by an independent expert referred to above shall be made available to the shareholders entitled to vote at the Shareholders' Meeting in accordance with articles L. 225-115, R. 225-83, R. 225-89 and R.225-160-3 of the French Commercial Code.

EIGHTH RESOLUTION

Authorization to be given to the Board of Directors for the repurchase by the Company of its own shares in accordance with article L. 225-209-2 of the French Commercial Code

The Shareholders' Meeting, acting under the conditions of quorum and majority required for ordinary shareholders' meetings, having reviewed the Board of Directors' report, the report of the independent expert designated in accordance with articles L. 225-209-2 and R. 225-160-1 of the French Commercial Code and the statutory auditors' special report, in accordance with article L. 225-209-2 of the French Commercial Code,

1. Authorizes the Board of Directors to purchase shares of the Company under the conditions set forth in article L. 225-209-2 of the French Commercial Code,
2. Decides that these shares may be purchased on one or more occasions, in the open market and/or through privately negotiated transactions,

3. Resolves that, if a third-party files a public bid for the shares of the Company, the Board of Directors shall not, during the offer period, decide to implement this authorization without prior authorization of the shareholders' meeting,
4. Decides that the authorization may be used, and the shares so purchased may be allocated:
 - within two (2) years from their repurchase date, as payment or in exchange for assets acquired by the Company in connection with a potential acquisition, merger, demerger, or contribution-in-kind transaction,
 - within one (1) year from their repurchase date, to beneficiaries of free share plans, stock option plans, profit sharing plans or other share allocations to employees and corporate officers of the Company and of its affiliates,
 - within the applicable legal time period, to any further purpose as may be authorized by the laws and regulations applicable at the time this authorization shall be used by the Board of Directors,
5. Acknowledges that the maximum number of shares that may be purchased pursuant to this authorization shall not, at any time, exceed 10% of the share capital of the Company, provided that, if the shares are intended to be used as payment or in exchange for assets acquired by the Company in connection with a potential acquisition, merger, demerger or contribution-in-kind transaction, the maximum number of shares that may be purchased, pursuant to this authorization, for that purpose shall not, at any time, exceed 5% of the share capital of the Company,
6. Decides that the Board of Directors shall be authorized, within the timeframes set forth above, to use the repurchased shares for any other purpose set forth above and, as the case may be, to reallocate the repurchased shares to any other purpose set forth above,
7. Acknowledges that the repurchased shares not used for one of the above-mentioned purposes and within the above-mentioned timeframes will be automatically cancelled,
8. Decides that all or part of the repurchased shares, subject to the adoption of the resolution in Agenda Item 9 below, can be cancelled under the terms and conditions set forth in that resolution in Agenda Item 9,
9. Decides to set the minimum purchase price per share (excluding fees and commissions) at \$13.40, or the euro equivalent on the date on which this authorization is used, and the maximum purchase price per share (excluding fees and commissions) at \$32, or the euro equivalent on the date on which this authorization is used, in accordance with the report by the independent expert established pursuant to article L. 225-209-2 of the French Commercial Code, with an overall cap of \$469,823,628.80 (excluding fees and commissions); subject to adjustments as necessary to reflect any relevant capital transactions (e.g. incorporation of reserves and free allocation of shares, stock splits or reverse stock splits) that might occur during the term of this authorization,
10. Decides that the purchase price per share under this authorization shall be set by the Board of Directors,
11. Resolves that the Board of Directors shall have all powers, with the option to sub-delegate powers under the conditions provided by law, to implement this authorization, in particular by placing stock market orders, entering into all types of agreements as permitted by law, carrying out any formalities, procedures and filings with any competent authority or body, and, in general, doing whatever is necessary for the purposes of implementing this authorization,
12. Resolves that this authorization shall be granted for a period of twelve (12) months from the date of this Shareholders' Meeting.

EXTRAORDINARY PART OF THE MEETING

RESOLUTION / PROPOSAL 9

Authorization to be given to the Board of Directors to reduce the Company's share capital by cancelling shares acquired pursuant to the authorization for the Company to repurchase its own shares in accordance with the provisions of article L. 225-209-2 of the French Commercial Code

The shareholders are asked to grant all powers to the Board of Directors for the purpose of canceling, on one or more occasions, all or part of the Company's shares acquired as a result of the share repurchases authorized by the shareholders in accordance with the provisions of article L. 225-209-2 of the French Commercial Code pursuant to the resolution in proposal 8. The shares to be canceled pursuant to this authorization shall not exceed 10% of the share capital per 24-month periods.

This authorization would be granted for a twenty-four (24)-month period (i.e., through 1 May 2026).

NINTH RESOLUTION

Authorization to be given to the Board of Directors to reduce the Company's share capital by cancelling shares acquired pursuant to the authorization for the Company to repurchase its own shares in accordance with the provisions of article L. 225-209-2 of the French Commercial Code

The Shareholders' Meeting, acting under the conditions of quorum and majority required for extraordinary shareholders' meetings, having reviewed the Board of Directors' report and the statutory auditors' special report,

1. Authorizes the Board of Directors, in accordance with article L. 225-209-2 of the French Commercial Code, to cancel, on one or more occasions, all or part of the shares repurchased by the Company and to reduce the share capital accordingly, such cancellations and capital reductions not to exceed 10% of the share capital of the Company per twenty-four-month periods,
2. Resolves that the Board of Directors shall have all powers, with the option to sub-delegate powers under the conditions provided by law, to decide and implement a capital reduction in accordance with this resolution and, notably:
 - to set the final amount, terms, and conditions of the capital reduction,
 - to charge any potential excess of the purchase price of the shares over their par value on any available reserve or premium account and, as the case may be, retained earnings account,
 - to carry out all acts, formalities, or declarations necessary to finalize the capital reductions that could be made pursuant to this authorization, to amend the Company's articles of association accordingly and, in general, to do whatever is necessary or useful for the implementation of this authorization,
3. Resolves that this authorization shall be granted for a period of twenty-four (24) months from the date of this Shareholders' Meeting.

RESOLUTION / PROPOSAL 10

Authorization to be given to the Board of Directors to reduce the Company's share capital by cancelling the shares acquired by the Company pursuant to the provisions of article L. 225-208 of the French Commercial Code

In addition to the share repurchases pursuant to the shareholders' authorization in accordance with article L. 225-209-2 of the French Commercial Code, the Company may acquire its own shares, without shareholders' authorization, in accordance with article L. 225-208 of the French Commercial Code, with a view to allocating, within one year of their repurchase, those shares to employees and corporate officers of the Company and of its affiliates under free share plans, stock option plans or other share allocations. In any case, pursuant to French law, the Company cannot own, at any given time, more than 10% of the total of its own shares. Any shares repurchased by the Company will not have voting rights nor rights to a dividend.

The shareholders are asked to grant all powers to the Board of Directors for the purpose of carrying out a share capital reduction not motivated by losses, on one or more occasions, up to a maximum amount of 293,639.76 euros, which represents 10% of the share capital as of the date of this report, by way of cancellation of a maximum of 14,681,988 Company's shares with a par value of €0.02 per share, acquired by the Company in accordance with article L. 225-208 of the French Commercial Code.

This authorization would notably allow the Company to cancel those of the shares repurchased in accordance with article L. 225-208 of the French Commercial Code which had not been allocated to a plan and those which had been allocated to a plan but turned out to be in excess of number of shares required for delivery at the time of vesting of a plan.

This authorization would be granted for a twenty-four (24)-month period (i.e., through 1 May 2026).

TENTH RESOLUTION

Authorization to be given to the Board of Directors to reduce the Company's share capital by cancelling the shares acquired by the Company pursuant to the provisions of article L. 225-208 of the French Commercial Code

The Shareholders' Meeting, acting under the conditions of quorum and majority required for extraordinary shareholders' meetings, having reviewed the Board of Directors' report and the statutory auditors' special report, acting in accordance with articles L. 225-204 and L. 225-205 of the French Commercial Code,

1. Authorizes the Board of Directors to carry out a share capital reduction not motivated by losses, on one or more occasions, up to a maximum amount of 293,639.76 euros by way of cancellation of a maximum of 14,681,988 Company's shares with a par value €0.02 per share, acquired by the Company pursuant to article L. 225-208 of the French Commercial Code,
2. Resolves that the Board of Directors shall have all powers, with the option to sub-delegate powers under the conditions provided by law, to decide and implement a capital reduction in accordance with this resolution and, notably:
 - to set the final amount, terms, and conditions of the capital reduction,
 - in the event of the opposition of one or more creditors of the Company within the timeframe for opposition from creditors as provided by law, take any appropriate measure, set up any security or execute any court decision ordering the lodging of guarantees or the reimbursement of debts,
 - to charge any potential excess of the purchase price of the shares over their par value on any available reserve or premium account and, as the case may be, retained earnings account,
 - to carry out all acts, formalities, or declarations necessary to finalize the capital reductions that could be made pursuant to this authorization, to amend the Company's articles of association accordingly and, in general, to do whatever is necessary or useful for the implementation of this authorization, including proceeding with any adjustment to the terms of any rights or securities giving access to the Company's share capital,
3. Resolves that this authorization shall be granted for a period of twenty-four (24) months from the date of this Shareholders' Meeting.

OVERVIEW - RESOLUTIONS / PROPOSALS 11 to 14

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.

The shareholders' meeting of the Company held on 8 June 2023 rejected the two following proposed resolutions:

- 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 (Agenda Item 9 of the shareholders' meeting of 8 June 2023); and

- 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 (Agenda Item 11 of the shareholders' meeting of 8 June 2023).

The purpose of these proposals 11 to 14 is to submit these resolutions again to a vote of this Shareholders' Meeting. A new delegation of competence for capital increases, 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, is proposed with a lower cap (30% of the share capital). Delegation of competence to increase the number of shares issued in accordance with article L. 225-135-1 of the French Commercial Code, by up to 15%, is proposed only for the purposes of capital increases without preferential subscription rights.

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 that all delegated capital increases of the Company under proposals 11 to 14 be subject to a global limit of 1,468,198.84 euros as defined in the eighth resolution of the shareholders' meeting of 8 June 2023 (i.e., 50% of the Company's share capital) (the "**Overall Cap**").

To facilitate reading of proposals 11 to 14, we have added an Annex D which includes summary tables of delegations of competence to the Board of Directors relating to share capital increases (i) which are existing/pending as of the date of this report and (ii) of those which are proposed to a vote by this Shareholders' Meeting.

RESOLUTION / PROPOSAL 11

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 880,919 euros (representing 30% of the share capital), for a 15 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 the resolution 10 of the shareholders' meeting of 8 June 2023, allowing the Company to raise capital in the financial markets.

The Board of Directors therefore proposes to the Shareholders' Meeting to grant the delegation of competence 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 an amount of 880,919 euros (representing 30% of the share capital), and will be charged against the Overall Cap (i.e. 1,468,198.84 euros) along with the other delegations for increase of the share capital granted by the shareholders meeting held on June 8, 2023 (resolutions 8, 10 and 12) and proposed to this Shareholders Meeting (resolutions/proposals 11 to 14). 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 15 months from the date of this Shareholders' Meeting.

ELEVENTH 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 880,919 euros (representing 30% of the share capital), for a 15 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 880,919 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 of 1,468,198.84 euros as defined in the eighth resolution of the shareholders' meeting of 8 June 2023 (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 fifteen (15) months from the date of this Shareholders' Meeting.

RESOLUTIONS / PROPOSALS 12 AND 13

The delegations in proposals 12 and 13 are aimed at giving the Board of Directors the flexibility to increase the size of an offering (such as 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 grant the delegation of competence to the Board of Directors to decide to increase the number of shares or other securities to be issued:

- in case of a capital increase, 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 (proposal 11 of this Shareholders' Meeting),
- in case a capital increase, 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 (Agenda Item 10 of the shareholders' meeting of 8 June 2023),

in each case, 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 each of the delegations in proposals 12 and 13 will be charged against the corresponding cap of, respectively, the resolution in proposal 11 of this Shareholders' Meeting and the resolution in Agenda Item 10 of the shareholders' meeting of 8 June 2023, and will also be charged against the Overall Cap (i.e. 1,468,198.84 euros).

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

Each of these delegations shall be granted for a period of 15 months from the date of this Shareholders' Meeting.

TWELFTH RESOLUTION

Delegation of competence to the Board of Directors to increase the number of shares issued in case of a capital increase, 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, in accordance with article L. 225-135-1 of the French Commercial Code, by up to 15%, for a 15 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 in case of a capital increase, 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, made pursuant to Agenda Item 11 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 cap of the Agenda Item 11 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 without preferential subscription rights by virtue of the Agenda Item 11 of this Shareholders' Meeting,
5. Resolves that this delegation shall be granted for a period of fifteen (15) months from the date of this Shareholders' Meeting.

THIRTEENTH RESOLUTION

Delegation of competence to the Board of Directors to increase the number of shares issued in case of a capital increase, 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, in accordance with article L. 225-135-1 of the French Commercial Code, by up to 15%, for a 15 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 in case of a capital increase, 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, made pursuant to Agenda Item 10 of the shareholders' meeting of 8 June 2023, 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 cap of the Agenda Item 10 of shareholders' meeting of 8 June 2023 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 without preferential subscription rights by virtue of the Agenda Item 10 of shareholders' meeting of 8 June 2023,
5. Resolves that this delegation shall be granted for a period of fifteen (15) months from the date of this Shareholders' Meeting.

RESOLUTION / PROPOSAL 14

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 15 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 15 months from the date of this Shareholders' Meeting and shall replace and void the delegation set forth in the 12th resolution of the shareholders' meeting held on 8 June 2023.

FOURTEENTH 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 15 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 subdelegating 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 fifteen (15) 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 12th resolution of the shareholders' meeting held on 8 June 2023.

RESOLUTION / PROPOSAL 15

Authorization to be given to the Board of Directors to freely allocate shares, to be issued or existing, under the Constellium SE 2013 Equity Incentive Plan, for a 38-month-period, up to 6,000,000 ordinary shares of the Company

The Company's shareholders have previously authorized a total of 14,292,291 ordinary shares to be eligible for issue or delivery under the Constellium SE 2013 Equity Incentive Plan (hereinafter the "Plan", as such may be amended, restated or replaced from time to time), of which 7,292,291 ordinary shares were originally authorized in 2013 and 2014, and an additional 7,000,000 ordinary shares were authorized following approval at the shareholders' meeting in 2018 - these authorizations were confirmed at the shareholders' meeting held on 25 November 2019 and expired on 24 January 2022.

At the Company's shareholders' meeting held on 11 May 2021, the shareholders authorized an additional 6,800,000 ordinary shares to be eligible for issue or delivery under the Plan. This shareholders' authorization expires on July 10, 2024.

As of 1 March, 2024, there were 2,648,699 shares remaining available under this authorization, assuming all outstanding Restricted Stock Units (RSUs) were to vest and all outstanding Performance-Based Stock Units (PSUs) were to vest at maximum performance.

The Company believes that the Plan continues to serve its intended purpose of:

- aligning shareholder and management interests;
- driving long-term, sustainable growth;
- enabling the attraction, retention, and motivation of top talent; and
- encouraging stock ownership among the Company's officers and employees.

It is proposed to the Shareholders' Meeting to authorize the Board of Directors to issue or deliver an additional 6,000,000 ordinary shares, to be issued or existing, under the Plan for a period of 38 months. Indeed, the Company currently intends to deliver, at vesting, the repurchased existing shares of the Company, but, for the sake of flexibility, wishes also to preserve an option of issuing new shares.

French law requires that the total number of shares subject to outstanding awards plus shares subject to a mandatory holding condition under French tax law (if any) may not exceed 15% of the share capital, as measured on the relevant grant date. The requested authorization takes into consideration this French law requirement.

The Company believes that the proposed amount is well in line with the companies against which the Company is benchmarked, and the Board of Directors believes that the Plan continues to serve its intended purpose as explained above. Terms of the Plan and of grants of RSUs and PSUs are summarized in the Company's Annual Report on Form 20-F filed with the SEC on 18 March 2024 and the Company believes these are in line with market practices in the U.S. equity market, the only market where the Company's shares are listed.

FIFTEENTH RESOLUTION

Authorization to be given to the Board of Directors to freely allocate shares, to be issued or existing, under the Constellium SE 2013 Equity Incentive Plan, for a 38-month-period up to 6,000,000 ordinary shares of the Company

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. 225-197-1 et seq. of the French Commercial Code:

1. Authorizes the Board of Directors to carry out, in one or more increments, to the benefit of the salaried employees and corporate officers of the Company and of the French or foreign companies associated with it, within the meaning of article L. 225-197-2 of the French Commercial Code, or certain categories of them, free allocations of up to 6,000,000 shares existing and/or yet to be issued by the Company (subject to adjustments in accordance with paragraph 8 below),
2. Decides that the aggregate par value of existing or newly issued shares allocated pursuant to this authorization cannot be higher than 120,000 euros or the equivalent amount in any other currency or monetary unit established by reference to several currencies (this par amount of existing or newly issued shares could be increased in order to take into account the additional number of shares that could be granted due to an adjustment in the number of shares initially granted following a transaction on the share capital of the Company). To this end, the Shareholders' Meeting authorizes, as required, the Board of Directors to increase the Company's share capital by incorporation of reserves, profits, or premiums for the corresponding amount,
3. Acknowledges that this authorization waives by operation of law, in favor of the recipients of allocated free shares, the shareholders' preferential subscription rights and their rights to the portion of reserves, profits, or premiums, which, as applicable, will be used for any issuances of new shares,
4. Resolves that the number of shares thus freely allocated (to be issued or existing), does not account for the number of additional shares that might be allocated on account of an adjustment to the number of shares initially allocated following a transaction on the Company's capital,
5. Resolves that the Board of Directors shall determine the identity of the recipients of the allocations, and the number of free shares allocated to each as well as the conditions to be met for the shares to be definitively vested,

6. Resolves (i) that the allocation of said shares to their recipients shall be definitively vested, provided that the other conditions set upon allocation, for some or all of the allocated shares, are met, at the end of a minimum period of three years and (ii) that the Board of Directors may set a holding period for the permanently allocated shares and set its duration, as appropriate, with the understanding that the shares may be vested before the end of this three-year vesting period, within the limit of the minimum duration set by the French Commercial Code, in the event of the death, disability, change in control of the entity employing the recipients, retirement of the beneficiary, or any other situation that the Board of Directors shall determine,
7. Resolves that the allocation of said shares to their recipients shall be definitively vested prior to the expiration of the aforementioned vesting periods in the event of the disability of the recipient corresponding to classification in the second or third category as provided by article L. 341-4 of the French Social Security Code, and that said shares shall be freely transferable in the event of the disability of the recipient corresponding to classification in the aforementioned categories of the French Social Security Code,
8. Authorizes the Board of Directors to make adjustments, as appropriate, during the vesting period, to the number of shares, related to any transactions on the Company's capital within the meaning of article L. 225-181 of the French Commercial Code, in such a way as to preserve the recipients' rights,
9. Delegates all powers to the Board of Directors, with the option of sub-delegation within the legal limits, to implement this authorization, bearing in mind that the Board of Directors may stipulate vesting and holding periods exceeding the minimum durations set forth hereinabove,
10. Resolves that this authorization shall be granted for a period of thirty-eight (38) months from the date of this Shareholders' Meeting.

RESOLUTION / PROPOSAL 16

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.

SIXTEENTH 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 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 foregoing resolutions.

ANNEX B
**SECOND RESOLUTION/PROPOSAL: Re-appointment of Ms. Isabelle Boccon-Gibod
as a director for a term of three years**

Information of Ms. Isabelle Boccon-Gibod pursuant to article R. 225-83 of the French Commercial Code

Ms. Isabelle Boccon-Gibod has served as a non-executive director since May 2021. Ms. Boccon-Gibod served as Executive Vice-President of the Sequana Group from 2009 to 2013 and was advisor to the deputy CEO of the Sequana Group from 2006 to 2009. She started her career with the International Paper Group, where she held various senior management positions in the U.S., in the United Kingdom and in France. Ms. Boccon-Gibod has served as a non-executive director on the Boards of Arkema S.A. since 2014, as permanent representative of Fonds Stratégique de Participations, Legrand S.A. since 2016, where she serves as Chair of the Audit Committee, and Fonds Adie since 2018. She is also on the Board of Arc Holdings, a private company, since 2019 and serves as Chair of the Board since 2023. She served on the Gaztransport & Technigaz SA Board from 2020 to 2022, and Paprec from 2014 until 2023. In April 2023, Ms Boccon-Gibod joined the Board of ORT France, a nonprofit charitable organization for education and training. Ms. Boccon-Gibod is a French citizen and holds a Masters in Engineering from Ecole Centrale de Paris and a Master of Science in Industrial Engineering from Columbia University (NYC).

Age: 55 (56 as of the scheduled date of the Shareholders' Meeting – i.e., 2 May 2024)

Other current directorships or positions held¹:

Publicly held companies:

- Arkema (SA) 2014 to present, Non-Executive Director (as permanent representative of the *Fonds Stratégique de Participations*)
- Legrand (SA) 2016 to present, Non-Executive Director, Chair of the Audit Committee and member of the Strategy and Social Responsibility Committee

Privately held companies:

- Arc Holdings 2019 to present, Non-Executive Director, Chair of the Audit and Risk Committee, member of the Nominations and Remunerations Committee and, since 2023, Chair of the Board
- Demeter 2019 to present, President
- Observatoire Conseil President

Other positions held during the last five years:

Publicly held companies:

- Sequana 2016 to 2019, Non-Executive Director, member of the Compensation and Nominations Committee
- Gaztransport & Technigaz (SA) 2020 to 2022, Non-Executive Director and member of the Audit Committee and of the Nomination and Compensation Committee

Privately held companies:

- Paprec (SA) 2014 to 2023, Non-Executive Director
- SilMach (SA) 2019 to 2021, Non-Executive Director

Other positions held within the Company: None

Shareholding in the Company: 15,000 (as of 15 March 2024)

Nationality: French

Independence: it has been determined that Ms. Boccon-Gibod 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.

¹ (SA) denotes that a company is organized as joint-stock company (“*société anonyme*”).

ANNEX C

THIRD RESOLUTION/PROPOSAL: Re-appointment of Mr. Jean-Philippe Puig as a director for a term of three years

Information of Mr. Jean-Philippe Puig pursuant to article R. 225-83 of the French Commercial Code

Mr. Jean-Philippe Puig has served as a non-executive director since May 2021. Mr. Puig has served as Chief Executive Officer of the Avril Group (oils and proteins industry) since 2012. Prior to joining the Avril Group, Mr. Puig was President of the Primary Metal Division for the EMEA region at Rio Tinto Alcan from 2008 to 2011. He started his career in the aluminium industry, holding various senior executive management positions with Pechiney, Alcan then Rio Tinto Alcan in France, Greece and Australia, accumulating over 28 years' experience and gaining significant industrial expertise in the mineral extraction business. Mr. Puig has served as a Board member representing Financière Senior Cinqus at CEVA Santé animale (Animal healthcare) since 2020, as Chairman of the Supervisory Board representing Avril S.C.A. of AgroInvest (Development Fund) since 2014, and as Chairman of the Supervisory Board representing Avril S.C.A. of CapAgro SAS (Capital Risk Fund) since 2014. Mr. Puig is a French citizen and holds a PhD with honors in Applied Chemistry from the Ecole Nationale Supérieure de Chimie de Paris.

Age: 63

Other current directorships or positions held²:

Avril SCA 2012 to present, Chief Executive Officer

Other companies of the Avril group:

• Avril Industrie	President
• Avril PA	President
• Avril Partenaires	Chairman and Member of the Supervisory Committee
• Avril Pole Animal	President and Director
• Avril Pole Vegetal	President and Director
• Lesieur Cristal	Director, Chairman of the Human Resources Committee, Member of the Strategic Committee
• Matines	Director
• Oleoliv'	Director
• Oleon NV	President and Director
• Oleosud	President and Director
• Saipol	Director
• Sofiproteol (SA)	CEO
• Sofiproteol Capital I	CEO
• Terres de Communication	Director

Third-party companies:

• AgroInvest (Development Fund, €100M assets)	Member and Chairman of the Supervisory Board (representing Avril SCA)
• CapAgro (Capital Risk Fund, €124M assets)	Member and Chairman of the Supervisory Board (representing Avril SCA)
• CEVA Santé animale (SA) (Animal healthcare, Revenue: \$1.5Bn)	Board member (representing Financière Senior Cinqus)
• Financière Senior Cinqus	Director
• Semagri	Member of the Management Committee

Other positions held during the last five years: None known

Other positions held within the Company: None

Shareholding in the Company: 21,800 (as of 15 March 2024)

Nationality: French

Independence: it has been determined that Mr. Puig 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.

² (SA) denotes that a company is organized as joint-stock company (“*société anonyme*”).

ANNEX D

ELEVENTH TO FOURTEENTH RESOLUTIONS/PROPOSALS: Proposed delegations of competence to the Board of Directors relating to share capital increases

**Summary table of delegations of competence to the Board of Directors relating to share capital increases
(existing/pending as of the date of this report)**

Nature of the delegation	Date of the shareholders' meeting	Validity of the delegation	Maximum nominal amount	Overall Cap¹
Issuance of ordinary shares or other securities, with preferential subscription rights ² (Agenda Item 8)	8 June 2023	26 months (until 7 August 2025)	€1,468,198.84 (shares) (i.e. 50% of the share capital at the time of the shareholders' meeting) €2,000,000,000 (debt securities)	€1,468,198.84 (i.e. 50% of the share capital at the time of the shareholders' meeting)
Issuance of ordinary shares or other securities, without preferential subscription rights, by way of an offering made to a restricted number of investors or to qualified investors ² (Agenda Item 10)	8 June 2023	26 months (until 7 August 2025)	€587,279.54 (shares) (i.e. 20% of the share capital at the time of the shareholders' meeting) €2,000,000,000 (debt securities)	
Issuance of new shares in favor of participants to an employee savings plan without preferential subscription rights (Agenda Item 12)	8 June 2023	26 months (until 7 August 2025)	€29,363.98 (i.e. 1% of the share capital at the time of the shareholders' meeting)	

¹ The overall maximum nominal amount (the "Overall Cap") of the capital increases that may be carried out by virtue of the Agenda Items 8, 10 and 12 of the shareholders' meeting held on 8 June 2023 is of €1,468,198.84.

² 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.

**Summary table of delegations of competence to the Board of Directors relating to share capital increases
(as proposed to this Shareholders' Meeting)**

Nature of the delegation	Date of the Shareholders' Meeting	Validity of the delegation	Maximum nominal amount	Overall Cap¹
Issuance of ordinary shares or other securities, without preferential subscription rights, by way of a public offering ² (Resolution/Proposal 11)	2 May 2024	15 months (until 1 August 2025)	€880,919 (shares) (i.e. 30% of the share capital at the time of the Shareholders' Meeting) €2,000,000,000 (debt securities)	€1,468,198.84 (i.e. 50% of the share capital at the time of the Shareholders' Meeting)
Increase in the number of shares to be issued in case of a capital increase, without preferential subscription rights, by way of a public offering, in accordance with article L. 225-135-1 of the French Commercial Code ² (Resolution/Proposal 12)	2 May 2024	15 months (until 1 August 2025)	15% of the amount of the initial issuance	
Increase in the number of shares to be issued in case of a capital increase, without preferential subscription rights, by way of an offering made to a restricted number of investors or to qualified investors, in accordance with article L. 225-135-1 of the French Commercial Code ² (Resolution/Proposal 13)	2 May 2024	15 months (until 1 August 2025)	15% of the amount of the initial issuance	
Issuance of new shares in favor of participants to an employee savings plan without preferential subscription rights ³ (Resolution/Proposal 14)	2 May 2024	15 months (until 1 August 2025)	€29,363.98 (i.e. 1% of the share capital at the time of the Shareholders' Meeting)	

¹ The overall maximum nominal amount (the "Overall Cap") of the capital increases that may be carried out by virtue of the Agenda Items 8, 10 and 12 of the shareholders' meeting held on 8 June 2023 and by virtue of the delegations in proposals 11 to 14 of this Shareholders' Meeting is of €1,468,198.84.

² 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.

³ This delegation is destined to replace the delegation set forth in the Agenda Item 12 of the shareholders' meeting of 8 June 2023.