



## **NOTICE AND AGENDA OF THE 2024 ANNUAL GENERAL MEETING**

The Annual General Meeting (“**AGM**”) of Constellium SE (“**the Company**”) will be held on Thursday, May 2, 2024, starting at 5 pm CET (11:00 am EDT) at the registered office of the Company at Washington Plaza, 40-44 rue Washington, 75008 Paris, France.

Shareholders whose shareholding is registered on the U.S. Register with Computershare Trust Company, N.A., in accordance with article 7 of the Company’s articles of association, will be entitled to exercise their voting rights as instructed below.

Shareholders whose shareholding is registered on the French Register, in accordance with article 7 of the Company’s articles of association, will be entitled to exercise their voting rights as instructed in the notice (*avis de réunion*) published in the French official journal (the *Bulletin des Annonces Légales Obligatoires (BALO)*) dated March 25, 2024.

### **A. AGENDA FOR THE AGM**

The agenda for the AGM (“**the Agenda**”) is comprised of the following proposed Ordinary Resolutions and Extraordinary Resolutions:

#### **ORDINARY RESOLUTIONS/PROPOSALS**

- 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 RESOLUTIONS/PROPOSALS**

- 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

## **B. AGM DOCUMENTS**

Details of the AGM have been published in the French official journal (the *Bulletin des Annonces Légales Obligatoires (BALO)*) on March 25, 2024. In addition, Company documents (the “**AGM Documents**”) including this Notice and Agenda, the Report of the Board of Directors (which includes the proposed resolutions and explanatory statements), the Management Report for 2023, the statutory and consolidated financial statements for 2023, and the reports of the Statutory Auditors, will be posted on the Company's website at [www.constellium.com](http://www.constellium.com) and will be available free of charge at the offices of the Company by contacting the Corporate Secretary at [cstm.corporatesecretary@constellium.com](mailto:cstm.corporatesecretary@constellium.com).

## **C. U.S. RECORD DATE AND FRENCH RECORD DATE**

For the AGM, the “U.S. Record Date” is April 8, 2024, and the official French Record Date is April 29, 2024.

**U.S. Register:** Shareholders whose shareholding is registered on the U.S. Register with Computershare Trust Company, N.A. on the U.S. Record Date will be entitled to receive meeting materials and exercise their voting rights as instructed below.

**French Register:** Shareholders whose shareholding is registered on the French Register will be entitled to receive meeting materials and exercise their voting rights as instructed in the notice (*avis de réunion*) published in the French official journal (the *Bulletin des Annonces Légales Obligatoires (BALO)*) dated March 25, 2024.

Please note that only votes of shareholders whose shareholding is registered (either on the U.S. Register or on the French Register) on the French Record Date will be counted. **Consequently, for any shareholders that vote and subsequently sell their shares before the French Record Date, the votes in respect of these shares will not be counted for final voting purposes.**

#### **D. MAILING AND DOCUMENT AVAILABILITY**

Promptly after the U.S. Record Date, shareholders whose shareholding is registered on the U.S. Register with Computershare Trust Company, N.A. will receive copies of this Notice and Agenda, the Report of the Board of Directors (which includes the proposed resolutions and explanatory statements), and a U.S. proxy card.

As mentioned above, a full set of the AGM Documents will also be available on the Company's website at [www.constellium.com](http://www.constellium.com), and will be available free of charge by contacting the Corporate Secretary at [cstm.corporatesecretary@constellium.com](mailto:cstm.corporatesecretary@constellium.com).

#### **E. REGISTRATION FOR THE AGM**

Shareholders who wish (i) to attend the AGM in person or (ii) to authorize others to represent them at the meeting are required to register on **[www.proxyvote.com](http://www.proxyvote.com)** by clicking on "shareholder meeting registration" no later than 12:00 pm (noon) EDT on April 30, 2024. Beneficial Owners who wish to attend the AGM in person must also request a "legal proxy" from the entity/broker who holds shares on their behalf.

#### **F. PROXY CARD AND VOTING INSTRUCTIONS**

Shareholders whose shareholding is on the U.S. Register with Computershare Trust Company, N.A. may vote as follows:

##### **BY INTERNET – [www.proxyvote.com](http://www.proxyvote.com)**

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 pm EDT on May 1, 2024. Please have your proxy card in hand when you access the website and follow the instructions to obtain your records and to create and electronic voting instruction form.

**BY PHONE 1-800-690-6903**

Use any touch-tone telephone to transmit your voting instructions up until 11:59 pm EDT on May 1, 2024. Please have your proxy card in hand when you access the website and then follow the instructions.

**BY MAIL**

Fill in, sign and date your proxy card and return it so it is received by 11:59 pm EDT on May 1, 2024, in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.