

CPPM I.CE.03	The Board Charter	Approver Signature
Charter		January 1, 2026

1. DEFINITIONS, STATUS AND CONTENTS OF THE BOARD CHARTER

1.1. The terms used in this Board Charter have the following meaning:

“Audit Committee”	the Audit Committee of the Board;
“Annual Report”	the annual report of the Company as prepared by the Company in accordance with the requirements of Form 10-K, or other similar or successor form promulgated under the Exchange Act;
“Articles of Association”	the articles of association (<i>statuts</i>) of the Company as amended from time to time;
“Board”	the board of directors of the Company;
“Board Charter”	this charter setting forth the Board’s corporate governance guidelines as adopted by the Board on 18 September 2025 and effective as of 1 January 2026
“CEO” or “Chief Executive Officer”	the chief executive officer of the Company;
“Chair”	a Director appointed as Chair;
“Code of Conduct”	Constellium Worldwide Code of Employee and Business Conduct;
“Company”	Constellium SE;
“Conflict of Interest”	a conflict of interest within the meaning of clause 11 of the Board Charter;
“Director”	an executive or non-executive director of the Company;
“Exchange Act”	the U.S. Securities Exchange Act of 1934, as amended;
“NYSE”	the New York Stock Exchange;
“NYSE Rules”	the NYSE corporate governance listing standards as adopted by the NYSE;
“Proxy Statement”	the proxy statement prepared in connection with the Company’s annual General Meeting and in accordance with applicable requirements of Schedule 14A promulgated under the Exchange Act;
“Quarterly Report”	the quarterly report of the Company as prepared by the Company in accordance with the requirements of Form 10-Q, or other similar or successor form promulgated under the Exchange Act;

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“SEC”	the U.S. Securities and Exchange Commission;
“Secretary”	the secretary of the Board;
“Vice-Chair”	the Director appointed as vice-chair if the Board decides on such appointment.

1.2 The Board Charter is issued pursuant to article 13 of the Articles of Association. It complements rules and regulations that apply to the Board under French law and the Articles of Association. The Board Charter also reflects relevant requirements of the NYSE Rules.

1.3 The Board may from time to time, subject to applicable laws and the NYSE Rules, decide in its sole discretion not to adhere to the Board Charter.

2. RESPONSIBILITIES OF THE BOARD

2.1 General duties and responsibilities

2.1.1 The Board determines the guidelines for the activities of the Company and oversees their implementation in accordance with the corporate interest of the Company, taking into consideration the social and environmental impact of its activity.

2.1.2 Acting in accordance with relevant legal and statutory requirements, it is the responsibility of the Board to, *inter alia*:

- (i) determine whether the general management of the Company is to be assumed by the Chair of the Board or by another natural person who would act as CEO;
- (ii) appoint the Chair of the Board and the executive corporate officers (Chief Executive Officer, deputy Chief Executive Officers) and also remove them from office as well as to set their remuneration and the benefits granted to them;
- (iii) replace Directors in case of vacancy whenever necessary (subject to subsequent shareholder approval);
- (iv) convene General Meetings;
- (v) establish and close (*arrête*) the annual statutory and IFRS consolidated accounts of the Company, as well as approve the Annual Reports;
- (vi) oversee the Company's internal procedures with respect to the preparation and filing of the annual statutory and consolidated financial statements, the Annual Reports and the Quarterly Reports, as well as any ad hoc financial information which the Company may publish from time to time;
- (vii) provide in the Annual Report and Quarterly Reports such assurances as are required by law or by the SEC in respect of internal risk management and control systems;
- (viii) oversee internal procedures, whose purpose is to ensure that all major financial information is known to the Board, so that the timeliness, completeness and correctness of the external financial reporting are assured;
- (ix) oversee the preparation of and approve the filing of the Company's Proxy Statement each year and review and approve the other material documents prepared for the purposes of General Meetings;

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- (x) approve any corporate governance and sustainability reports in regulatory filings or which are otherwise published by the Company as appropriate;
- (xi) decide to use the delegations of authority and powers of attorney granted to the Board by General Meetings, including those related to increases of the Company's share capital, repurchases of the Company's shares, carrying out employee shareholding operations and cancelling shares;
- (xii) authorize the issuance of bonds;
- (xiii) decide to grant equity incentives, where applicable within the limits of authorizations given by General Meetings;
- (xiv) review related party transactions and authorize related party agreements (agreements covered by Article L. 225-38 and following of the French Commercial Code and any other applicable law);
- (xv) authorize the issuance of sureties, endorsements and guarantees as in accordance with Article L. 225-35 of the French Commercial Code;
- (xvi) decide on the constitution of committees and designate their members;
- (xvii) if the Board so decides, propose to the shareholders the amounts of and dates for the payment of dividends and decide on the amounts of and dates for the payment of any interim distributions of dividends;
- (xviii) authorize the payment of directors' fees within the limit of an amount approved from time to time by the General Meeting;
- (xix) oversee the implementation and the operation of a policy designed to prevent and detect corruption and influence peddling.

In addition, the Board may at any time (i) within the limits of the corporate purpose of the Company, consider any matter relating to the proper functioning of the Company and (ii) require the performance of any investigation or audit that it may consider to be necessary or advisable.

The Board may also ask one or more of the Directors to carry out special assignments or projects aimed in particular at studying one or more specific topics.

2.1.3 Authorization of strategic transactions

The Board approves and oversees strategic investment projects and transactions, in particular acquisitions or disposals that could have a significant impact on the results of the Company, the structure of its balance sheet or its risk profile.

The CEO must obtain the prior authorization of the Board for such projects and transactions to the extent it is required by the internal delegation of authority of the Company.

2.2. Ethical duties of Directors

2.2.1 Directors' knowledge of rights and duties

Upon taking office, each Director is required to be aware of the general and specific duties incumbent upon him or her.

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In particular, each Director must take note of (i) the legal and regulatory rules applicable to his or her functions, (ii) the Articles of Association, (iii) this Board Charter and all subsequent changes or amendments thereto.

2.2.2. Code of Conduct

Each Director must strictly adhere to the Code of Conduct.

2.3 Information provided to Directors

Each Director shall receive all documents and information required to perform his or her duties. Prior to Board meetings, a file covering those items on the agenda that require special analysis and prior consideration shall be sent in a timely manner (subject to any confidentiality constraints).

Between Board meetings, Directors shall also receive all relevant material information on events or operations considered significant for the Company and they may request from the Chair at any time all information and documents that they deem useful for the fulfillment of their duties. They shall receive copies of press releases issued by the Company.

Each Director shall have complete and open access to management. Directors are encouraged to coordinate such access or contact with management through the CEO.

The Board and its committees, as well as the independent Directors acting in executive session, shall have the right at any time to retain and have the Company compensate independent outside financial, legal or other advisors.

2.4. Training of Directors

Directors may, at the time of their appointment and throughout their term of office, request such training as they regard as necessary to discharge their duties as Directors, and in particular training about the specific characteristics of the Company; its business units; the sector in which it operates; and its social and environmental responsibilities. Such training shall be organized and offered by the Company at its expense.

Management shall be responsible for providing orientation materials and arranging orientation meetings for new Directors, as well as periodically providing materials or briefing sessions for all Directors on subjects that would assist them in discharging their Board duties.

2.5. Preparation or meetings – Attendance

Directors shall devote the necessary time and attention to review the supporting documentation for meetings of the Board and Committees of which they are a member.

Directors representing employees shall be allowed sufficient time to properly discharge their duties as Directors.

Unless they inform the Chair in advance of their absence, Directors are expected to attend all meetings of the Board and of the Committees of which they are a member.

2.6. Confidentiality

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The Board and members of the Committees, as well as all persons taking part in the work of the Board or the Committees, are bound by a strict duty of confidentiality – which extends beyond the duty of discretion as prescribed by French law – with respect to:

- (i) the content of discussions and deliberations of the Board and its Committees, and
- (ii) all information and documents presented therein, or communicated to them for the preparation of their work, or to which they may have had access while carrying out their duties.

This duty of confidentiality applies even if there is no express reference to the confidential nature of the information.

This obligation shall also continue to apply if the Director ceases to be a Director.

2.7. Additional Board Appointments

Prior to accepting any additional directorship or an executive officer position with a publicly listed company or large organization, a director will seek authorization from the Chair of the Board of Directors, the Chair of the Nominating and Governance Committee and the Secretary to the Board.

2.8 Self- Evaluation

The Board will conduct self-evaluations on an annual basis to identify areas of concern or potential issues relating to the processes, performance and effectiveness of the Board and its Committees. These evaluations will be administered by the Nominating and Governance Committee and will be reviewed and discussed with the full Board.

3. COMPOSITION OF THE BOARD

3.1. The Board shall consist of a number of Directors as determined in accordance with the Articles of Association.

3.2. The composition of the Board shall be such that the combined experience, expertise, diversity and independence of the Directors enable the Board to best fulfil its duties towards the Company and all its shareholders in accordance with applicable law and regulations.

3.3. At all times, a majority of directors will be “independent.”

3.4. No Director can be considered independent unless the Board affirmatively determines that such Director has no material relationship with the Company, either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company. This determination is intended to be an overall perspective, determined by the Board taking into account all factors deemed relevant.

3.5. Notwithstanding the Board’s determination under clause 3.4, no Director shall be considered independent if:

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- i. the Director is, or has been within the last three years, an employee of the Company, or an immediate family member is, or has been, within the last three years, an executive officer of the Company;
- ii. the Director has received, or has an immediate family member who has received, during any twelve-month period within the last three years, more than \$120,000 in direct compensation from the Company, other than director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service);
- iii. (A) the Director is a current partner or employee of a firm that is the Company's internal or external auditor; (B) the Director has an immediate family member who is a current partner of such a firm; (C) the Director has an immediate family member who is a current employee of such a firm and personally works on the Company's audit; or (D) the Director or an immediate family member was within the last three years a partner or employee of such a firm and personally worked on the Company's audit within that time;
- iv. the Director or an immediate family member is, or has been within the last three years, employed as an executive officer of another company where any of the Company's present executive officers at the same time serves or served on that company's compensation committee; and
- v. the Director is a current employee, or an immediate family member is a current executive officer, of a company that has made payments to, or received payments from, the Company for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of \$1 million, or 2% of such other company's consolidated gross revenues.

3.6 The Board shall declare in the Annual Report and Proxy Statement those Directors it considers to be independent.

4. THE BOARD AND COMMITTEES

- 4.1 The Board shall at all times have three standing committees: an audit committee, a remuneration committee and a nominating/governance committee. In addition, the Board has established a Safety and Sustainability Committee. The terms of reference of each of the Board Committees are set forth in their respective charters, which the Board may decide to amend from time to time. Their roles are summarized below.

Audit Committee: The Audit Committee is appointed by the Board to assist the Board in its oversight of: (a) the integrity of the Company's financial statements and internal controls, (b) the Company's compliance with legal and regulatory requirements, (c) the qualifications and independence of the Company's external auditors (which may include independent auditors, statutory auditors, and sustainability auditors), (d) the Company's risk assessment, risk management and risk mitigation policies and programs, (e) the performance of the Company's systems of internal control over financial reporting and disclosure controls and procedures, (f) the performance of the Company's internal audit function and external auditors, (g) the Company's compliance with recommendations and observations of internal and external auditors, (h) the financing of the Company (i) the Company's tax policy and (j) the preparation of the Committee report required by the rules of the SEC to be included in the Proxy Statement. The Audit Committee shall have the specific powers, authority, duties and responsibilities set forth in its written charter and as may otherwise be delegated to it from time to time by the Board.

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Human Resources Committee: The Human Resources Committee is appointed by the Board to assist the Board in discharging its responsibilities relating to human capital strategy and policies, executive compensation and benefits, equity compensation programs, and human resource and compensation disclosure with respect to the Company. The Human Resources Committee shall have the specific powers, authority, duties and responsibilities set forth in its written charter and as may otherwise be delegated to it from time to time by the Board.

Nominating and Governance Committee: The Nominating and Governance Committee is appointed by the Board to (a) assist the Board by identifying and evaluating individuals qualified to become Board members, consistent with criteria approved by the Board, and recommend to the Board candidates for appointment as a director at General Meetings, (b) periodically review and if so decided make recommendations to the Board for changes to the Board Charter and other corporate governance guidelines applicable to the Company, (c) oversee the evaluation of the Board and Board committees, (d) assist the Board in the succession planning of the Chief Executive Officer and work with the Board to identify and evaluate potential successors, and (e) generally assist the Board in governance matters. The Nominating and Governance Committee shall have the specific powers, authority, duties and responsibilities set forth in its written charter and as may otherwise be delegated to it from time to time by the Board.

Safety and Sustainability Committee: The Safety and Sustainability Committee is appointed by the Board to assist the Board in providing global oversight of: (i) the implementation and effectiveness of the Company's employee health and safety risk management procedures, policies, programmes and initiatives; and (ii) the Company's sustainable development policies and compliance and reporting obligations relating to climate change and environmental matters, including green-house gas emissions, energy savings, recycling, landfill, health and human rights as part of its supply chain due diligence. The Safety and Sustainability Committee shall have the specific powers, authority, duties and responsibilities set forth in its written charter and as may otherwise be delegated to it from time to time by the Board.

- 4.2. The members of the committees referred to in clause 4.1 will be appointed by the Board and in accordance with the NYSE Rules.
- 4.3. The Board shall prepare charters governing the respective committee's best practices and principles. The committee charters will be published on the Company's website.
- 4.4. The Annual Report and Proxy Statement shall describe the composition of the committees, the number of committee meetings and the main items discussed.
- 4.5. Each committee issues proposals, recommendations and opinions, depending on the case, and will provide the Board with a report of its deliberations and findings.
- 4.6. The committees shall generally act in an advisory capacity and carry out their activities under the responsibility of the Board of Directors, which shall have sole legal authority to make decisions reserved to it by law and the Articles of Association and shall be collectively responsible for such decisions. However, the committees may also, if so resolved by the Board and within the scope of their respective charters, approve certain matters submitted to them by the Company's management, to the extent that such matters do not fall within the exclusive competence of the shareholders or the Board, in accordance with relevant laws and the Articles of Association.

5. CHAIR

- 5.1. The Board shall appoint one of the Directors as the Chair.

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- 5.2. The Chair of the Board prepares, organizes and oversees the work of the Board. In such capacity, he or she manages and directs the discussions of the Board. The Chair determines the agenda for the meetings of the Board which he or she calls and chairs the Board meetings.
- 5.3. The Chair ensures that Directors have access on a timely basis to information required for the performance of their duties, in a clear and appropriate form.
- 5.4. The Chair monitors the performance of the Board and its committees. He or she acts on behalf of the Board as the main contact for shareholders regarding matters concerning the performance of the Directors.
- 5.5. In accordance with the Articles of Association and if the Board so decides, the posts of Chair and Chief Executive Officer may be combined.
- 5.6. The Chair of the Board may receive compensation for his or her duties as Chair of the Board.

6. CHIEF EXECUTIVE OFFICER

- 6.1. The Chair and Chief Executive Officer, or where the functions are separate, the Chief Executive Officer, is responsible for the general management of the Company. He or she shall have sole responsibility for directing the Company and managing its operations.
- 6.2. The Chief Executive Officer is vested with the broadest powers to act on all occasions on behalf of the Company. The Chief Executive Officer exercises his or her powers within the limits of the Company's corporate purpose and subject to the powers specifically attributed by law to General Meetings and to the Board.
- 6.3. The Chief Executive Officer represents the Company in all dealings with third parties within the confines of the corporate purpose and subject to limitations that may be established by the Board.
- 6.4. On an annual basis, the Board shall evaluate the performance and effectiveness of the CEO.
- 6.5. The Board, with recommendations from the Nominating and Governance Committee, shall approve and maintain a succession plan for the CEO.

7. SECRETARY

- 7.1. The Board shall be assisted by the Secretary.
- 7.2. The Secretary shall be appointed and dismissed by the Board. He or she does not need to be a director or shareholder of the Company.
- 7.3. The Secretary shall attend to:
 - (a) the Board's compliance with any statutory obligations applicable to the Company; and
 - (b) assisting the Chair in organising the affairs of the Board (including drafting minutes of the Board, convening the Board on behalf of the Chair, and organising the agenda for meetings, Board evaluations and Board training programmes).

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8. REMUNERATION

The Directors shall be entitled to receive fees in relation to the meetings of the Board and its Committees; the total amount of such fees shall be decided by the General Meeting. The Board shall decide the allocation of such fees amongst the Directors.

The Human Resources Committee shall have the responsibility for reviewing and recommending to the Board all compensation and benefits for non-employee Directors. The Board believes that the amount of Director compensation should be fair and competitive in relation to director compensation at other companies with businesses similar in size and scope to the Company's businesses and who share other relevant characteristics of the Company; the type of compensation should align Directors' interests with the long-term interests of shareholders; and the structure of the compensation program should be simple, transparent and easy for shareholders to understand.

9. MEETINGS OF THE BOARD

- 9.1. The Board shall meet as often as required by the company's interests, and as required by law and the Articles of Association. Meetings shall be held at the registered office unless the Chair of the Board decides otherwise.
- 9.2. Directors taking part in a meeting, in accordance with the Articles of Association, by telecommunication systems that allow them to be identified and guarantee their effective participation (by transmitting at the least the voice of the participants and by satisfying technical requirements allowing continuous and simultaneous retransmission of discussions) or via a remote voting form shall be deemed to be present for the purpose of calculating both the quorum and the majority. The minutes will state (if need be) the occurrence of any technical incidents if they affected the conduct of the meeting.
- 9.3. Meetings of the Board shall be called at the request of the Chair. Furthermore, the Chair shall convene the Board within seven days following a request (containing the reasons for such a request) by the CEO (if the Chair is not the CEO), or at least one third of the Directors. The CEO or the relevant Directors can convene the meeting if the Chair has not done so following the request. In addition, Directors representing at least one third of the Directors may validly call the Board if it has not met for more than two (2) months.
- 9.4. Notice of Board meetings shall be given to the Directors and shall set out an agenda setting out in reasonable detail the matters to be discussed and shall be accompanied by copies of any relevant papers to be discussed at the meeting. The notice period shall be at least three days unless circumstances determine that a shorter notice period is necessary.
- 9.5. The agenda for the meeting shall be determined by the Chair or the person that validly requested the meeting.
- 9.6. Unless the Board decides otherwise, meetings of the Board shall be attended by all Directors, except for meetings concerning the evaluation of the performance of individual Directors, its committees and their individual members and the conclusions to be drawn from the evaluations (and such meetings shall not be attended by the Director or Directors subject to evaluation). Meetings will be conducted in English unless the Board decides otherwise.
- 9.7. If the Chair is absent or unable to chair a meeting, the Vice-Chair (if so appointed) will chair the meeting. If he or she is absent or unable to chair, one of the other Directors appointed by the

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Board chairs the meeting or, in case of a tied vote on this matter, the eldest of the candidate Directors. The minutes of the meeting shall be drawn up by the Secretary and shall be adopted by the Board at the same meeting or the first subsequent meeting. Once so adopted and signed, the minutes will be kept at the Company's registered office or in an electronic format.

- 9.8. A Director who is unable to attend a meeting may designate or appoint another Director as his or her proxy to attend the meeting and vote on his or her behalf. Each director can only have one proxy in respect of one meeting.

10. RESOLUTIONS OF THE BOARD

- 10.1. Resolutions of the Board can be adopted at a meeting at which more than half of the Directors entitled to vote are present or represented by proxy or vote remotely. Resolutions of the Board are adopted by a majority of the votes cast. In the event of a tie, the Chair shall have the casting vote.
- 10.2. Each Director has the right to cast one vote.
- 10.3. Resolutions of the Board can also be adopted by means of a written consultation in accordance with the Articles of Association.

11. CONFLICTS OF INTEREST AND RELATED PARTY AGREEMENTS

- 11.1. Each Director shall disclose any personal interests, whether direct or indirect, in transactions or matters affecting the Company ("**Conflict of Interest**"). Conflicts of Interests shall be avoided and, where unavoidable, shall be promptly disclosed to the Chair and the other Director. Each Director with a potential Conflict of Interest must provide all information relevant thereto to the Chair and the other Directors.
- 11.2. The Board shall determine whether a disclosed potential Conflict of Interest qualifies as a Conflict of Interest. The Director who disclosed a potential Conflict of Interest should abstain from participating in the discussions and decision-making to determine whether or not a disclosed potential conflict of interest qualifies as a Conflict of Interest.
- 11.3. If the Board determines that the potential Conflict of Interest of such Director does qualify as a Conflict of Interest, such Director will abstain from participating in the discussions and decision-making on the subject.
- 11.4. No one may be a Director if he or she has any direct or indirect relationship with any direct or indirect competitor of the Company, or of any entity directly or indirectly controlled by the Company (the term "control" having the meaning ascribed to it by article L. 233-3 of the French Commercial Code).
- 11.5. All agreements between the Company and a party related to a Director or in which a Director has or could have any direct or indirect interest shall be disclosed to the Board. In addition, such agreements require the prior authorization of the Board in accordance with article L. 225-38 *et seq.* of the French Commercial Code if they are not entered into in the ordinary course of business and under normal conditions.

A "party related to a Director" is defined as any entity in which the concerned Director is a direct shareholder, partner, director, manager, member of the supervisory board, management board, officer, employee or advisor of such party or holds any post of authority therein.

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A Director shall be deemed to have a direct interest in an agreement if the Director is a party to such agreement.

A Director shall be deemed to have an indirect interest in an agreement if the related party to a Director benefits from such agreement, either financially or otherwise.

- 11.6. A Director shall not be entitled to vote on any matter relating directly or indirectly to any agreement or any other matter in which she/he has a direct or indirect interest or duty which conflicts or may conflict with the interests of the Company. Accordingly, such Director shall not be taken into account for the purpose of the quorum and majority requirements with respect to the relevant board resolution.

12. RELATIONS WITH THE SHAREHOLDERS

- 12.1. The Board of Directors collectively represents all shareholders and acts in the Company's interest. Each Director, regardless of the manner in which he or she was appointed, must act in all circumstances in the Company's corporate interest ("*intérêt social*").
- 12.2. The Board shall convene General Meetings. The Directors shall participate in General Meetings to the extent the Board decides it to be necessary.

13. RELATIONS WITH THE AUDITORS

The Board will, as appropriate, and having regard to the recommendations of the Audit Committee, approve the appointment of, or propose to the shareholders the appointment of, as well as oversee the work and evaluate the performance of the external auditors (which may include independent auditors, statutory auditors, and sustainability auditors).

14. INSIDER TRADING

Each Director shall be subject to the Company's Insider Trading Policy.

15. AMENDMENTS

This Board Charter can only be amended by a minuted resolution of the Board to that effect.