

Constellium SE
Societas Europaea with a share capital of 2,936,397.68 euros
Registered office: Washington Plaza, 40-44 rue Washington, 75008 Paris, France
831 763 743 R.C.S. Paris
(the “Company”)

ANNUAL GENERAL MEETING, ORDINARY AND EXTRAORDINARY,
TO BE HELD MAY 21, 2026
(the "Annual General Meeting" or “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. Ratification of the interim appointment of Ms. Ingrid Joerg as a director
2. Appointment of Ms. Ingrid Joerg as a director for a term of three years
3. Re-appointment of Mr. John Ormerod as a director for a term of three years
4. Approval, on an advisory (non-binding) basis, of the 2025 compensation of the Company’s named executive officers
5. Advisory (non-binding) vote to hold an advisory (non-binding) vote on the compensation of the Company’s named executive officers every year
6. Advisory (non-binding) vote to hold an advisory (non-binding) vote on the compensation of the Company’s named executive officers every two years
7. Advisory (non-binding) vote to hold an advisory (non-binding) vote on the compensation of the Company’s named executive officers every three years
8. Approval of the statutory financial statements and transactions for the fiscal year ended December 31, 2025
9. Approval of the consolidated financial statements and transactions for the fiscal year ended December 31, 2025
10. 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 fiscal year ended December 31, 2025
11. Allocation of the results of the Company for the fiscal year ended December 31, 2025
12. Approval of the aggregate maximum amount of the directors’ annual fixed fees
13. 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:

14. Authorization to be given to the Board of Directors to reduce the Company's share capital by canceling 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
15. Authorization to be given to the Board of Directors to reduce the Company's share capital by canceling the shares acquired by the Company pursuant to the provisions of article L. 225-208 of the French Commercial Code
16. Powers to carry out formalities

ORDINARY PART OF THE MEETING

RESOLUTIONS / PROPOSALS 1 AND 2

Ratification of the interim appointment of Ms. Ingrid Joerg as a director and her appointment as a director for a term of three years

As previously announced, Mr. Jean-Marc Germain retired as Chief Executive Officer of the Company and ceased to be a director of the Company, effective as of December 31, 2025. On October 27, 2025, the Board of Directors appointed Ms. Ingrid Joerg as a director to fill the vacancy created by Mr. Germain's resignation as a director, with effect from January 1, 2026, for the remaining term of Mr. Germain's directorship (i.e., until the end of this Shareholders' Meeting). It is therefore proposed to the Shareholders' Meeting to ratify such interim appointment by adopting the first resolution.

The second resolution proposes that shareholders appoint Ms. Ingrid Joerg 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 fiscal year ending December 31, 2028, with the term of her directorship expiring at the end of such shareholders' meeting).

The Board of Directors recommends ratification of the interim appointment and the appointment for a three-year term of Ms. Ingrid Joerg in view of her extensive experience in the aluminum industry with more than 25 years of industry experience as well as operational excellence, leadership skills, program execution, risk management, and global management that she can bring to the Board of Directors and also in light of her position as Chief Executive Officer of the Company and her former position as Chief Operating Officer of the Company.

Detailed information on Ms. Ingrid Joerg and her shareholding in the Company is set forth in Annex A to this report.

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE "FOR" RESOLUTIONS 1 AND 2.

FIRST RESOLUTION

Ratification of the interim appointment of Ms. Ingrid Joerg as a director

The Shareholders' Meeting, deliberating in accordance with the quorum and majority conditions required at ordinary shareholders' meetings, having examined the report of the Board of Directors,

decides to ratify the interim appointment of Ms. Ingrid Joerg as a director, as appointed by the Board of Directors to fill the vacancy created by the resignation of Mr. Jean-Marc Germain, with effect as of January 1, 2026 and for the remaining term of Mr. Germain's directorship (i.e., until the end of this Shareholders' Meeting).

SECOND RESOLUTION

Appointment of Ms. Ingrid Joerg 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, having examined the report of the Board of Directors,

decides to appoint Ms. Ingrid Joerg 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 fiscal year ending December 31, 2028).

RESOLUTION / PROPOSAL 3

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

It is proposed to the Shareholders’ Meeting to re-appoint Mr. John Ormerod as a director for a three-year term (i.e., until the end of the shareholders’ meeting convened to approve the financial statements for the fiscal year ending December 31, 2028, with the term of his directorship expiring at the end of such shareholders’ meeting).

The Board of Directors recommends the re-appointment of Mr. John Ormerod in view of his extensive public accounting, finance, risk management, business advisory and corporate governance experience having served as a qualified chartered accountant. Mr. Ormerod provides valuable insight to the Board of Directors with his technical expertise and experience serving on public and private company boards.

Detailed information on Mr. John Ormerod and his shareholding in the Company is set forth in Annex B to this report.

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE “FOR” RESOLUTION 3.

<p>THIRD RESOLUTION</p> <p>Re-appointment of Mr. John Ormerod as a director for a term of three years</p> <p>The Shareholders’ Meeting, deliberating in accordance with the quorum and majority conditions required at ordinary shareholders’ meetings, having examined the report of the Board of Directors,</p> <p>decides to re-appoint Mr. John Ormerod as a director for a term of three years (i.e., until the end of the shareholders’ meeting convened to approve the financial statements for the fiscal year ending December 31, 2028).</p>
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RESOLUTION / PROPOSAL 4

Approval, on an advisory (non-binding) basis, of the 2025 compensation of the Company’s named executive officers

As required under the Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd- Frank Act”), we are providing our shareholders with a non-binding vote to approve our executive compensation programs and arrangements in accordance with Section 14A of the Securities Exchange Act of 1934 (the “Exchange Act”).

As described in greater detail under the heading “Compensation Discussion and Analysis” of our Proxy Statement, we seek to closely align the interests of our named executive officers with the interests of our shareholders.

The overall objectives of our executive compensation program are to (i) enable us to attract, motivate and retain key executive talent essential to the achievement of our short-term and long-term business objectives; (ii) provide compensation competitive with others in our industry; (iii) compensate senior executive officers in a “pay for performance” manner for accomplishment of pre-defined business goals and objectives; and (iv) align the interests of our executives with our shareholders. A significant portion of total executive compensation is variable compensation linked to corporate, business unit and individual performance. Our objective is to provide a significant portion of an executive’s total compensation in a form that is contingent upon achieving established performance goals that are intended to align the executives’ interests with those of our shareholders. In regard to compensation based on long-term performance, our objective is to provide all of such compensation in the form of equity awards.

Pursuant to the rules of the Securities and Exchange Commission (the “SEC”), we are asking you to approve, on an advisory basis, the compensation of our named executive officers, as disclosed in our Proxy Statement.

Under the Dodd-Frank Act and the SEC’s related rules, your vote on this resolution is an advisory (non-binding) vote. This means that the purpose of the vote is to provide shareholders with a method to give their opinion to the Board of Directors of the Company about certain issues, like executive compensation. None of the Board of Directors, its committees or the Company is required by law to take any action in response to the shareholder vote. However, the Board of Directors values our shareholder’s opinions, and the Board of Directors intends to

evaluate the results of this year’s vote carefully when making future decisions regarding compensation of the named executive officers.

We believe that providing our shareholders with an advisory vote on our executive compensation program will further enhance communication with our shareholders, and it meets our obligations under the Dodd-Frank Act and the SEC’s rules. The Board therefore recommends you vote for the approval of the compensation of our named executive officers, as disclosed, pursuant to the compensation disclosure rules in Item 402 of Regulation S-K of the SEC, in “Executive Compensation” section of the Company’s Proxy Statement for the 2026 Annual General Meeting, including “Compensation Discussion and Analysis” and compensation tables and narrative discussion that follow.

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE “FOR” RESOLUTION 4.

FOURTH RESOLUTION

Approval, on an advisory (non-binding) basis, of the 2025 compensation of the Company’s named executive officers

The Shareholders’ Meeting, deliberating in accordance with the quorum and majority conditions required at ordinary shareholders’ meetings, having examined the report of the Board of Directors and the Company’s Proxy Statement for the 2026 Annual General Meeting,

approves, on an advisory (non-binding) basis, the compensation paid to the Company’s named executive officers, as disclosed, pursuant to the compensation disclosure rules in Item 402 of Regulation S-K of the Securities and Exchange Commission, in “Executive Compensation” section of the Company’s Proxy Statement for the 2026 Annual General Meeting, including “Compensation Discussion and Analysis” and compensation tables and narrative discussion that follow.

RESOLUTIONS / PROPOSALS 5 TO 7

Advisory vote as to the frequency of future advisory votes to approve the compensation of the Company’s named executive officers

Section 14A of the Exchange Act requires that, at least once every six years, we ask our shareholders to vote, on an advisory (non-binding) basis, to determine whether shareholder advisory votes to approve our named executive officers’ compensation should occur every one, two or three years. To comply with this requirement and due to the limitations of French law, which permits shareholders to only vote “FOR,” “AGAINST” or “ABSTAIN” on any particular matter, we are presenting three non-binding resolutions asking our shareholders whether they prefer to cast future advisory votes on our named executive officers’ compensation every year or once every two years or once every three years, respectively. Shareholders have the option to vote “FOR,” “AGAINST” or “ABSTAIN” on each of the three resolutions.

The Board of Directors recommends that future advisory votes to approve the compensation of our named executive officers take place every year. After careful consideration, the Board of Directors has determined that an advisory vote to approve executive compensation that occurs annually is the most appropriate alternative for the Company, as it will allow shareholders to provide us with regular, direct input on our compensation philosophy, policies and practices as disclosed in the proxy statement every year. Additionally, an annual advisory vote to approve executive compensation is consistent with our policy of seeking input from, and engaging in discussions with, our shareholders on corporate governance matters and our executive compensation philosophy, policies and practices. We will continue to engage with our shareholders regarding our executive pay programs between shareholder advisory votes as part of our governance process.

The Company and the Board of Directors encourage shareholders to express their preferences as to the appropriate frequency of the advisory vote to approve our named executive officers’ compensation by voting “FOR” one (and only one) of resolutions 5 through 7 and voting “AGAINST” the remaining two such resolutions.

Although this is an advisory vote which will not be binding on our Human Resources Committee or Board of Directors, the Human Resources Committee and Board of Directors will carefully review the outcome of the vote on resolutions 5 through 7. The Human Resources Committee and Board of Directors will consider potential shareholders’ concerns and take them into account in future determinations concerning how often we will ask our

shareholders to submit an advisory vote to approve our named executive officers' compensation. The Company will consider the resolution with the highest percentage of "FOR" votes to be the recommendation of the shareholders, in particular if a majority of the votes cast are in favor of more than one of resolutions 5 through 7 or if all three such resolutions fail to receive a majority of the votes cast.

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE "FOR" RESOLUTION 5 AND "AGAINST" RESOLUTIONS 6 AND 7.

FIFTH RESOLUTION

Advisory (non-binding) vote to hold an advisory (non-binding) vote on the compensation of the Company's named executive officers every year

The Shareholders' Meeting, deliberating in accordance with the quorum and majority conditions required at ordinary shareholders' meetings, having examined the report of the Board of Directors,

decides, on a non-binding advisory basis, that the shareholders of the Company should have an advisory vote on the compensation of the Company's named executive officers set forth in the Company's proxy statement every year.

SIXTH RESOLUTION

Advisory (non-binding) vote to hold an advisory (non-binding) vote on the compensation of the Company's named executive officers every two years

The Shareholders' Meeting, deliberating in accordance with the quorum and majority conditions required at ordinary shareholders' meetings, having examined the report of the Board of Directors,

decides, on a non-binding advisory basis, that the shareholders of the Company should have an advisory vote on the compensation of the Company's named executive officers set forth in the Company's proxy statement every two years.

SEVENTH RESOLUTION

Advisory (non-binding) vote to hold an advisory (non-binding) vote on the compensation of the Company's named executive officers every three years

The Shareholders' Meeting, deliberating in accordance with the quorum and majority conditions required at ordinary shareholders' meetings, having examined the report of the Board of Directors,

decides, on a non-binding advisory basis, that the shareholders of the Company should have an advisory vote on the compensation of the Company's named executive officers set forth in the Company's proxy statement every three years.

RESOLUTIONS / PROPOSALS 8 AND 9

Approval of the financial statements (statutory and consolidated) for the fiscal year ended December 31, 2025

The proposed 8th and 9th resolutions submit to shareholders for approval:

- (a) the statutory financial statements of the Company for the fiscal year ended December 31, 2025 prepared in accordance with French accounting principles ("French GAAP") and presented in euros, and
- (b) the consolidated financial statements of the Group for the fiscal year ended December 31, 2025 prepared in accordance with International Financial Reporting Standards ("IFRS"), as endorsed by the European Union (EU), and presented in U.S. dollars.

The statutory and consolidated financial statements for the fiscal year ended December 31, 2025 have been commented on in the management report prepared by the Board of Directors and in the reports of the Statutory Auditors of the Company, PricewaterhouseCoopers Audit and RSM France, which are made available to the shareholders before the Shareholders' Meeting.

The statutory and consolidated financial statements for the fiscal year ended December 31, 2025 record, respectively, a net loss of the Company of 7,184,045.19 euros and a net income of the Group of \$257 million.

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE “FOR” RESOLUTIONS 8 AND 9.

EIGHTH RESOLUTION

Approval of the statutory financial statements and transactions for the fiscal year ended December 31, 2025

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 report of the Statutory Auditors on the statutory financial statements,

approves in their entirety the statutory financial statements of the Company for the fiscal year ended December 31, 2025, which include 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 loss of the fiscal year ended December 31, 2025 of the Company, which is of 7,184,045.19 euros.

NINTH RESOLUTION

Approval of the consolidated financial statements and transactions for the fiscal year ended December 31, 2025

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 report of the Statutory Auditors on the consolidated financial statements,

approves in their entirety the consolidated financial statements of the Group for the fiscal year ended December 31, 2025, which include 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 10

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 fiscal year ended December 31, 2025

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 fiscal year ended December 31, 2025.

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE “FOR” RESOLUTION 10.

TENTH 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 fiscal year ended December 31, 2025

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 fiscal year ended December 31, 2025.

RESOLUTION / PROPOSAL 11

Allocation of the results of the Company for the fiscal year ended December 31, 2025

According to the statutory financial statements of the Company for the fiscal year ended 31 December 2025, the result of that fiscal year of the Company is a net loss of 7,184,045.19 euros. The Board of Directors recommends that this net loss of 7,184,045.19 euros be allocated to the accumulated retained earnings (the balance of which was of 35,170,599.32 euros as of 31 December 2025).

The Board of Directors hereby reminds those present at the Shareholders' Meeting that no dividend was paid out in respect of any of the fiscal years ended 31 December 2022, 2023, and 2024.

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE "FOR" RESOLUTION 11.

ELEVENTH RESOLUTION

Allocation of the results of the Company for the fiscal year ended December 31, 2025

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 report of the Statutory Auditors on the statutory financial statements,

notes that the result for the fiscal year ended 31 December 2025 of the Company is a net loss of 7,184,045.19 euros,

decides, following the recommendation of the Board of Directors, to allocate this net loss of 7,184,045.19 euros to the accumulated retained earnings,

acknowledges that, pursuant to article 243 bis of the French Tax Code, the Company has not distributed any dividend in respect of any of the fiscal years ended 31 December 2022, 2023, and 2024.

RESOLUTION / PROPOSAL 12

Approval of the aggregate maximum amount of the directors' annual fixed fees

Fees that may be granted to directors (which, for the avoidance of doubt, do not include the compensation granted to the Chairman of the Board of Directors for his position as such in addition to the amount of his base fees as a director, and to the Chief Executive Officer for her position as such) are required to be approved by the shareholders as an aggregate maximum annual fixed amount available for all directors, which may then be allocated amongst directors by the Board of Directors. Annual fixed fees include (i) annual retainer fees paid for service on the Board of Directors, (ii) fees paid for the service on and the chairpersonship of various committees of the Board of Directors, and (iii) cash paid in lieu of an annual equity grant, which is intended to be utilized by non-executive directors to purchase ordinary shares of the Company on the open market, subject to compliance with applicable laws and the Company's insider trading policy.

The aggregate maximum amount of annual fixed fees was last revised by the annual general meeting held on May 11, 2021, which increased that amount (i) from 765,000 euros to 900,000 euros, for the portion of the annual fixed fees corresponding to annual retainer fees as well as committee membership and chairpersonship fees, and (ii) from \$675,000 to \$800,000, for the portion of the annual fixed fees corresponding to cash paid in lieu of an annual equity grant. Details of the allocation of the annual fixed fees among individual directors in 2025 are set forth in the section entitled "Non-Executive Director and Director Compensation" of our Proxy Statement. The Company's director compensation policies are designed to attract and retain qualified directors with the requisite skills and experience to serve on the Board. Further, the Company's director compensation are intended to recognize the significant time, attention, and workload of the directors who serve on the Board. The Board has decided to propose this resolution, following recommendation from the Human Resources Committee, as a result of the time which has elapsed since the current maximum amount was approved by the shareholders and various other factors considered by the Board. The Board does not intend to raise individual director fees during fiscal year 2026.

Therefore, the purpose of this proposed 12th resolution is to submit to approval of the Shareholders' Meeting the increase of the aggregate maximum amount of the annual fixed fees that may be granted to directors as follows:

- increase from 900,000 euros to 1,200,000 euros, for the portion of the annual fixed fees corresponding to annual retainer fees as well as to committee membership and chairpersonship fees; and
- increase from \$800,000 to \$1,100,000, for the portion of the annual fixed fees corresponding to cash paid in lieu of an annual equity grant.

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE "FOR" RESOLUTION 12.

TWELFTH RESOLUTION

Approval of the aggregate maximum amount of the directors' annual fixed fees

The Shareholders' Meeting, deliberating in accordance with the quorum and majority conditions required at ordinary shareholders' meetings, having examined the report of the Board of Directors, pursuant to article L. 225-45 of the French Commercial Code,

decides to set the amount of the annual fixed fees that may be granted to the directors at the sum of 1,200,000 euros per annum and \$1,100,000 per annum for the current and each of the subsequent fiscal years, until a new resolution is taken by the Company's shareholders' meeting on that matter.

OVERVIEW - RESOLUTIONS / PROPOSALS 13 to 15

By submitting proposals 13 to 15 to the Shareholders' Meeting, the Board of Directors is seeking the annual renewal of the authorizations required for the purposes of any share repurchase program that may be authorized by the Board of Directors from time to time (including the current share repurchase program authorized by the Board of Directors on March 12, 2026).

The Company is asking for the shareholders' authorization in proposal 13 to be able to repurchase its own shares under the conditions set forth in article L. 225-209-2 of the French Commercial Code. In any event the Company will also be permitted to repurchase its own shares in accordance with article L. 225-208 of the French Commercial Code without the need for shareholders' authorization.

The authorizations in proposals 14 and 15 would allow the Company to cancel shares that it repurchases.

RESOLUTION / PROPOSAL 13

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 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 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. For the avoidance of doubt, any allocations of repurchased shares to free share plans, stock option plans, profit sharing plans or other share allocations are subject to applicable limits under the Constellium SE 2013 Equity Incentive Plan (as amended from time to time, the "Plan").

Under the Plan, 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 on which the Board of Directors will use the authorization (in particular, as currently authorized by French law, for the purpose of remittance of the repurchased shares, within five years from their repurchase, to shareholders who would express intention to acquire such shares during a sale procedure that may be organized by the Company within three months following each of its annual general meetings).

Share repurchases pursuant to this authorization cannot exceed 10% of the share capital, and share repurchases pursuant to this authorization for future use as consideration for potential external growth, merger, spin-off or contribution transaction 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, for as long as they remain held by the Company.

Any share repurchases pursuant to this resolution shall be carried out within the price range of \$8.90 to \$36.50 per share (excluding fees and commissions), as determined by independent experts (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 \$535,892,562 (excluding fees and commissions).

This authorization will be implemented under the conditions of article L. 225-209-2 of the French Commercial Code.

This authorization will succeed to the authorization set forth in the 11th resolution of the shareholders' meeting held on May 15, 2025 (which expires on May 14, 2026) and will be effective for a period of twelve (12) months from this Shareholders' Meeting.

If a third-party files a public offer for the shares of the Company, the Board of Directors shall not, during the offer period, 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 independent experts 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.

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE “FOR” RESOLUTION 13.

THIRTEENTH 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 offer for the shares of the Company, the Board of Directors shall not, during the offer period, 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 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 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 canceled,
8. **Decides** that all or part of the repurchased shares, subject to the adoption of the 14th resolution below, can be canceled under the terms and conditions set forth in that 14th resolution,
9. **Decides** to set the minimum purchase price per share (excluding fees and commissions) at \$8.90, 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 \$36.50, or the euro equivalent on the date on which this authorization is used, in accordance with the report by independent experts established pursuant to article L. 225-209-2 of the French Commercial Code, with an overall cap of \$535,892,562 (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, within the limits referred to in paragraph 9 above, 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 14

Authorization to be given to the Board of Directors to reduce the Company's share capital by canceling 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 proposed 13th resolution or to any prior resolution. The shares to be canceled pursuant to this authorization shall not exceed 10% of the share capital per twenty-four-month period.

This authorization will be granted for a period of twenty-four (24) months from this Shareholders' Meeting. It will cancel and replace the authorization set forth in the 12th resolution of the shareholders' meeting held on May 15, 2025.

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE "FOR" RESOLUTION 14.

FOURTEENTH RESOLUTION

Authorization to be given to the Board of Directors to reduce the Company's share capital by canceling 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 cancelations and capital reductions not to exceed 10% of the share capital of the Company per twenty-four-month period,
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, including powers:
 - 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,
4. **Resolves** that this authorization cancels and replaces, to the extent necessary, all prior authorizations having the same purpose and in particular the authorization set forth in the 12th resolution of the shareholders' meeting held on May 15, 2025.

RESOLUTION / PROPOSAL 15

Authorization to be given to the Board of Directors to reduce the Company's share capital by canceling 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. For the avoidance of doubt, any allocations of repurchased shares to free share plans, stock option plans or other share allocations are subject to applicable limits under the Plan (as defined above). 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, for as long as they remain held by the Company.

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 cancelation 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 will allow the Company to cancel those shares repurchased in accordance with article L. 225-208 of the French Commercial Code which had not been allocated to an award under the Plan and those which had been allocated to an award under the Plan but turned out to be in excess of number of shares required for delivery at the time of vesting of such award.

This authorization will be granted for a period of twenty-four (24) months from this Shareholders' Meeting. It will cancel and replace the authorization set forth in the 13th resolution of the shareholders' meeting held on May 15, 2025.

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE "FOR" RESOLUTION 15.

FIFTEENTH RESOLUTION

Authorization to be given to the Board of Directors to reduce the Company's share capital by canceling 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 cancelation 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, including powers:
 - 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, to 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,
4. **Resolves** that this authorization cancels and replaces, to the extent necessary, all prior authorizations having the same purpose and in particular the authorization set forth in the 13th resolution of the shareholders' meeting held on May 15, 2025.

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.

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE "FOR" RESOLUTION 16.

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 A

RESOLUTIONS / PROPOSALS 1 AND 2: Ratification of the interim appointment of Ms. Ingrid Joerg as a director and her appointment as a director for a term of three years

Information of Ms. Ingrid Joerg pursuant to article R. 225-83 of the French Commercial Code

Ingrid Joerg

Executive Director and
Chief Executive Officer



Age: 56

Date of Appointment: January 1, 2026

Board Committees: None

Professional Experience

- Chief Executive Officer, Constellium SE (January 2026 - Present)
- Chief Operating Officer, Constellium (September 2023 - December 2025)
- President, Aerospace & Transportation business unit, Constellium (January 2015 - September 2023)
- Chief Executive Officer, Aleris Rolled Products (Europe)
- Leadership positions at Alcoa (President of European and Latin America Mill Products Business Unit) and commercial positions with Amag Austria

Key Skills & Qualifications

Ms. Joerg has extensive experience in the aluminum industry with more than 25 years of industry experience. Ms. Joerg brings to the Board operational excellence, leadership skills, program execution, risk management, and global management.

Other Public Company Board Service (within the past 5 years)

- voestalpine AG, Director (July 2019 - Present)

Education

- Master's Degree in Business Administration, University of Linz (Austria)

Shareholding in the Company: 271,352 (as of March 17, 2026)

(No) Independence: it has been determined that, under the NYSE Independence Requirements, Ms. Ingrid Joerg is not deemed independent as she serves as the CEO of the Company. Under French law, there are no director independence requirements for French companies of which the shares are not listed on a EU regulated market.

ANNEX B

RESOLUTION / PROPOSAL 3: Re-appointment of Mr. John Ormerod as a director for a term of three years

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

John Ormerod

Non-Executive Director



Age: 77

Date of Appointment: June 11, 2014

Independent Director

Audit Committee Financial Expert

Board Committees: Nominating and Governance Committee (Chair), Audit Committee

Professional Experience

- Regional Managing Partner UK and Ireland, and Managing Partner (UK) at Arthur Andersen (2001-2002)
- Practice Senior Leader for London and Board Member at Deloitte (UK) (2002-2004)

Key Skills & Qualifications

Mr. Ormerod has public accounting, finance, risk management, business advisory and corporate governance experience having served as a qualified chartered accountant. Mr. Ormerod provides valuable insight with his technical expertise and experience serving on public and private company boards.

Other Public Company Board Service

- Director, member of the Remuneration and Nominations Committees and Chairman of the Audit Committee of ITV plc (2008-2018)

Education

- Oxford University

Shareholding in the Company: 32,873 (indirectly) (as of March 17, 2026)

Independence: it has been determined that Mr. John Ormerod is independent under the NYSE Independence Requirements. Under French law, there are no director independence requirements for French companies of which the shares are not listed on a EU regulated market.