

## CONSTELLIUM SE

### NOTICE OF GUARANTEED DELIVERY

#### Pursuant to the Offer to Purchase for Cash Any and All of its Outstanding

#### 6.625% Senior Notes due 2025

(ISIN: US210383AF21, CUSIP No. 210383AF2 144A / ISIN: USN22038AD03, CUSIP No. N22038AD0 Reg S)

Constellium SE, a European company (*Societas Europaea*) incorporated under the laws of France (the “Company”, “we”, “us” or “our”), is offering to holders of its outstanding 6.625% Senior Secured Notes due 2025 (the “Notes”; and the holders of any such Notes, the “Holders”) to purchase for cash, using funds provided by the Financing Transaction (as defined below) and cash on hand, any and all of the outstanding Notes on the terms and subject to the conditions set forth in the Offering Documents (as defined below). We refer to this offer to purchase the Notes as the “Tender Offer.”

**The Tender Offer will expire at 5:00 P.M., New York City time, on February 19, 2021, unless extended by us in our sole discretion (such time and date, as the same may be extended, the “Expiration Time”). Holders (as defined below) that validly tender (and do not validly withdraw) their Notes prior to the Expiration Time in the manner described herein will be eligible to receive the Consideration (as defined below), plus any accrued and unpaid interest to, but excluding, the Settlement Date (as defined below). The Tender Offer is subject to certain conditions, including the Financing Condition described under “Conditions to Consummation of the Tender Offer.”**

The following table summarizes the material pricing terms of the Tender Offer for each \$1,000 principal amount of the Notes.

ISIN, CUSIP / Common Code.	Outstanding Principal Amount	Title of Security	Consideration
US210383AF21, 210383AF2 144A / USN22038AD03, N22038AD0 Reg S	\$650,000,000	6.625% Senior Notes due 2025	\$1,018.25

As set forth in the Offer to Purchase dated February 9, 2021 (as amended or supplemented from time to time, the “Statement”), issued by the Company, under the caption “Procedures for Tendering Notes,” this Notice of Guaranteed Delivery (as amended or supplemented from time to time, this “Notice of Guaranteed Delivery”, and together with the Statement, as amended and supplemented from time to time, the “Offering Documents”), or one substantially in the form hereof, must be used to tender the Notes pursuant to the Tender Offer if (1) you cannot comply with the procedure for book-entry transfer by the Expiration Time, or (2) you cannot deliver the other required documents to the Tender Agent and Information Agent by the Expiration Time. Capitalized terms used but not defined herein have the respective meanings assigned to them in the Statement.

To comply with the Guaranteed Delivery Procedure, you must: (1) tender through a firm that is a member of a registered national securities exchange or the National Association of Securities Dealers, Inc. or is a commercial bank or trust company having an office in the United States (each, an “Eligible Institution”); (2) arrange for the Tender Agent and Information Agent to receive, prior to the Expiration Time, a properly completed and duly executed Notice of Guaranteed Delivery (delivered by email, mail or hand at the address below), in substantially the form hereof; and (3) ensure that the Tender Agent and Information Agent receives, no later than the close of business on the second business day after the Expiration Time, a properly transmitted agent’s message, together with confirmation of book-entry transfer of the Notes specified therein, and all other required documents. If you are tendering Notes held with DTC in book-entry form, you should, prior to the Expiration Time, only comply with ATOP’s procedures applicable to guaranteed delivery. If the ATOP procedures are used, the DTC participant need not complete and physically deliver the Notice of Guaranteed Delivery. However, such DTC participant will be bound by the terms of the Tender Offer.

*The Tender Agent and Information Agent for the Offer is:*

**D.F. King & Co., Inc.**

**Email:** [cstm@dfking.com](mailto:cstm@dfking.com)

**Website:** [www.dfking.com/cstm](http://www.dfking.com/cstm)

In New York:

48 Wall Street, 22<sup>nd</sup> Floor  
New York, NY 10005  
Attn: Michael Horthman

Banks and Brokers call: (212) 232-3233

All Others call Toll Free: (866) 829-0135

By facsimile:

(For Eligible Institutions only):

(212) 709-3328

Attn: Michael Horthman

For Confirmation:

(212) 232-3233

**DELIVERY OF THIS NOTICE OF GUARANTEED DELIVERY TO AN ADDRESS OTHER THAN AS SET FORTH ABOVE, OR TRANSMISSION OF INSTRUCTIONS VIA A FAX NUMBER OTHER THAN AS LISTED ABOVE, WILL NOT CONSTITUTE A VALID DELIVERY. THE METHOD OF DELIVERY OF THIS NOTICE OF GUARANTEED DELIVERY, AND ALL OTHER REQUIRED DOCUMENTS TO THE TENDER AGENT AND INFORMATION AGENT, INCLUDING DELIVERY THROUGH DTC AND ANY ACCEPTANCE OR AGENT'S MESSAGE DELIVERED THROUGH ATOP, OR ANY TENDER INSTRUCTION, IS AT THE ELECTION AND RISK OF HOLDERS.**

Ladies and Gentlemen:

The undersigned hereby tender(s) to the Company upon the terms and subject to the conditions set forth in the Statement, the principal, or face, amount of Notes specified below pursuant to the guaranteed delivery procedures set forth in the Statement under the caption "Procedures for Tendering Notes — Guaranteed Delivery Procedures." By so tendering, the undersigned does hereby make, at and as of the date hereof, the representations and warranties of a tendering holder of Notes.

You understand that tenders of the Notes made at or prior to the Expiration Time may be withdrawn at any time at or prior to the Withdrawal Time.

All authority conferred or agreed to be conferred by this Notice of Guaranteed Delivery shall not be affected by, and shall survive, the death or incapacity of the undersigned, and every obligation of the undersigned under this Notice of Guaranteed Delivery shall be binding upon the heirs, executors, administrators, trustees in bankruptcy, personal and legal representatives, successors and assigns of the undersigned.

Guaranteed deliveries of the Notes may be submitted only in principal amounts equal to \$250,000 or integral multiples of \$1,000 in excess thereof.

If the ATOP procedures are used, the DTC participant need not complete and physically deliver the Notice of guaranteed delivery. However, you will be bound by the terms of the Tender Offer.

As more fully set forth in the Statement, guaranteed deliveries will expire at 5:00 p.m., New York City time, on February 23, 2021, which is two business days after the Expiration Time. The Settlement Date is expected to take place on February 24, 2021, the next business day.

**PLEASE SIGN AND COMPLETE**

Please provide for all Notes tendered:

Title: \_\_\_\_\_

ISIN/CUSIP: \_\_\_\_\_

Principal Amount\*: \_\_\_\_\_

\*Principal amount must be equal to \$250,000 or integral multiples of \$1,000 in excess thereof. If Notes will be delivered by book-entry transfer to the depository account at The Depository Trust Company, provide the following information for each series of Notes tendered:

Name of Tendering Information: \_\_\_\_\_

DTC Account Number: \_\_\_\_\_

**PLEASE SIGN HERE**

x

Signature(s) of Owner(s) or authorized Signatory

Date

Address:

Area Code and Telephone Number:

This Notice of Guaranteed Delivery must be signed by the registered holder(s) of the Notes exactly as their name(s) appears on a security position listing as the owner of Notes, or by person(s) authorized to become registered holder(s) by endorsements and documents transmitted with this Notice of Guaranteed Delivery. If the signature above is by a trustee, executor, administrator, guardian, attorney-in-fact, officer or other person acting in a fiduciary or representative capacity, such person must set forth the following information and furnish evidence of his or her authority:

**Please print name(s) and address(es)**

Name(s):

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Capacity:

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Address:

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**GUARANTEE OF DELIVERY**  
**(NOT TO BE USED FOR SIGNATURE GUARANTEE)**

The undersigned, a member firm of a registered national securities exchange or of the Financial Industry Regulatory Authority, Inc., a commercial bank or trust company having an office or correspondent in the United States or an “eligible guarantor institution,” within the meaning of Rule 17Ad-15 under the Exchange Act, (each, an “Eligible Institution”) hereby (i) represents that the above-named persons are deemed to own the Notes tendered hereby, (ii) represents that such tender of Notes is being made by guaranteed delivery and (iii) guarantees that the Notes tendered hereby in proper form for transfer or confirmation of book-entry transfer of such Notes into the depository’s account at the book-entry transfer facility, pursuant to the procedures set forth in “Procedures for Tendering Notes — Guaranteed Delivery Procedures” section of the Statement.

The Eligible Institution that completes this form must communicate the guarantee to the Tender Agent and Information Agent and must deliver the Notes to the depository within the time period shown herein.

Name of Firm: \_\_\_\_\_

Name of Authorized Signatory: \_\_\_\_\_

Authorized Signature: \_\_\_\_\_

Title: \_\_\_\_\_

Address: \_\_\_\_\_

Area Code and Telephone Number: \_\_\_\_\_

Date: \_\_\_\_\_