



Counter motions for the Annual General Meeting on March 2, 2017 in Hamburg

We have received the following counter motions to items 3 and 4 of the agenda for our Annual General Meeting from the shareholder Dachverband der Kritischen Aktionärinnen und Aktionäre e.V. (Confederation of Critical Shareholders):

Counter motions for the Aurubis AG Annual General Meeting on March 2, 2017

Agenda item 3: Adoption of a resolution for the formal approval of the members of the Executive Board for fiscal year 2015/16

The formal approval of the Executive Board members shall be denied.

Reasoning:

Aurubis still does not assume any responsibility for the observance of human rights in the supply chain.

For years, non-governmental organizations have complained that Aurubis avoids its duty of care along the supply chain in cases of human rights violations and environmental offenses. At Aurubis, there are no consequences for suppliers' abuses of human rights and the environment. Instead of dismissing suppliers, "grievances" are merely addressed with them.

Aurubis does not sufficiently assume social responsibility at the site in Pirdop, Bulgaria.

The Executive Board avoids its duty of care in health issues involving the local population and its employees at the Pirdop site. There is a risk that the regional hospital in Pirdop will close. Without the hospital, quick medical care and ongoing health check-ups due to the Aurubis plant's toxic emissions over the years will not be possible anymore for the local population or the company's employees. On November 16, 2016, all of the mayors of the cities surrounding the Aurubis plant in Pirdop demonstrated in favor of retaining the only hospital in the region. Aurubis has not publicly commented on an inquiry submitted by the region's mayors. Furthermore, Aurubis exerts influence on schools in Pirdop to such an extent that the company publicly brings accusations against non-governmental organizations for their efforts in freely expressing their opinions about the environmental risks in environmental compatibility analyses of the Aurubis capacity expansion. The company thus violates the political autonomy of public educational establishments.

Aurubis still does not assume any responsibility for species conservation or biodiversity

Despite an announcement at the 2015 Annual General Meeting that Aurubis regularly reports on measures for species conservation and biodiversity, there has been no comprehensive change to company policy. The Natura 2000 conservation areas located in direct proximity to their plant sites in Hamburg, Pirdop and Lünen are not taken into consideration in the current Aurubis Annual Report or Sustainability Report. The lack of responsibility for species conservation and biodiversity from Aurubis and its suppliers cannot continue to be ignored by the Executive Board.

Aurubis does not assume any responsibility for climate protection

Moreover, Aurubis still does not publish complete information about the company's total CO₂ emissions that are harmful to the climate. Therefore, information about Aurubis' involvement in climate change is withheld from the public. For years, the same CO₂ totals have been published in the Sustainability Reports, though the specific energy input per ton of copper concentrates and the copper production capacities have increased.

For these reasons, the formal approval of the Aurubis Executive Board should be denied.

Agenda item 4: Adoption of a resolution for the formal approval of the members of the Supervisory Board for fiscal year 2015/16

The formal approval of the Supervisory Board members shall be denied.

Reasoning:

The Supervisory Board members have failed to direct the Aurubis AG Executive Board to establish processes with which the Group could have remedied the grievances mentioned under the counter-motion to agenda item 3 or could have discontinued the practices described.

Comment on our shareholder's counter-motions:

The management will comment on the counter-motions at the Annual General Meeting as necessary.

**Aurubis AG
Executive Board**