

CORPORATE GOVERNANCE REPORT

Aurubis AG regards good corporate governance as the fundamental prerequisite for sustained corporate development. Close and efficient cooperation between the Executive and Supervisory Boards, respect for shareholders' interests, open corporate communications, the responsible handling of risks as well as proper accounting and the annual audit form the basis for success. In order to fulfil this responsibility, the Company has developed a joint concept, to which its actions should be oriented.

Close cooperation between Executive Board and Supervisory Board

The Executive Board and the Supervisory Board cooperate closely in the interests of the Company. The Chief Executive Officer and the Chairman of the Supervisory Board are in regular contact and discuss strategy, business development and the Company's compliance and risk management. The Chief Executive Officer kept the Chairman of the Supervisory Board informed promptly and comprehensively on all matters of importance. The Executive Board provided detailed explanations to Supervisory Board on any deviations from the budgets and targets. The Company's strategic orientation is agreed with the Supervisory Board at regular intervals. The Supervisory Board has defined rights of veto in favour of the Supervisory Board for transactions of fundamental importance, in particular those that would have a significant effect on the Company's net assets, financial position and results of operations.

Executive Board

The Executive Board manages the company with the objective of achieving sustained value added in the interests of the Company, taking into account the needs of all stakeholders.

The Executive Board develops the Company's strategic orientation in agreement with the Supervisory Board. Dr Bernd Drouven is the Chief Executive Officer and Mr Erwin Faust is the Chief Financial Officer.

The operating sector is divided into three Business Units. Dr Stefan Boel is responsible for the Copper Products Unit, Dr Michael Landau for the Recycling & Precious Metals Unit and Mr Peter Willbrandt for the Primary Copper Unit. Details are provided by the corporate rules of procedure.

Until leaving the Company on 31 December 2008, Dr Bernd Langner was responsible for Research and Development and at times for Central Services at the Hamburg plant.

Supervisory Board

The Company has a Supervisory Board pursuant to the German Co-determination Act. The representatives of the shareholders and the employees prepare for the Supervisory Board meetings separately with members of the Executive Board.

No former members of the Company's Executive Board serve on the Supervisory Board.

The Company has taken out D&O insurance (pecuniary loss / third party indemnity) for the Executive Board and the Supervisory Board and for the management of Group companies with a retention of one annual fixed salary. The amount of the retention for the Executive Board is laid down by the provisions of the existing Executive Board contracts.

No consultancy or other service contracts or contracts for work and services existed between members of the Supervisory Board and the Company during the past fiscal year. No conflicts of interest of Executive and Supervisory Board members, which must be disclosed to the Supervisory Board without delay, have occurred. The Executive Board and the Supervisory Board hold less than 1% of the shares issued by the Company.

The Supervisory Board has formed the following committees from its members to improve its efficiency:

Committees

Personnel Committee

The Supervisory Board has appointed a six-member Personnel Committee with equal numbers of representatives of the shareholders and employees. The Personnel Committee, in particular, prepared the reappointment of Dr Michael Landau and Mr Peter Willbrandt. In addition, it considered the structure and level of compensation paid to all members of the Executive Board. The Chairman of the Personnel Committee is the Chairman of the Supervisory Board.

Following the preparatory work of the Personnel Committee, the Supervisory Board discusses and reaches an agreement on the compensation system for the Executive Board, decides on the total compensation paid to the individual members of the Executive Board and reviews this regularly.

Audit Committee

The Supervisory Board has appointed a four-member Audit Committee with equal numbers of representatives of the shareholders and the employees. The Chairman of the Supervisory Board is a member of the Audit Committee, but is not its Chairman.

The German Corporate Governance Code recommends that the Chairman of the Audit Committee has specialist knowledge and experience in the application of accounting principles and internal audit procedures. Aurubis AG also complies with this recommendation. Mr Ulf Gänger, who was Chairman of the Audit Committee until 31 December 2008, was a member of the Executive Board of the Hamburgische Landesbank (now HSH Nordbank AG), and served for many years as Chairman of the Supervisory Board of Helm AG. His business career furthermore provided Mr Gänger with extensive practical knowledge and experience in the approach to internal control procedures.

Prof. Dr Heinz Jörg Fuhrmann, Chairman of the Audit Committee since 14 January 2009, is the Deputy Chairman of Salzgitter AG and its Chief Financial Officer, and a member of the Supervisory Board of various other companies. Accordingly, he also possesses special expertise and experience in the application of accounting principles and internal control procedures. He is likewise independent and is not a former member of the Company's Executive Board.

The Audit Committee concerned itself in particular with the separate and consolidated financial statements for the past fiscal year and with the interim reports, with accounting questions, risk management and internal control systems. Its work also covered the necessary independence of the auditors, the appointment of the auditors, the main focuses of the audit and the agreement of the fee with the auditors.

Nomination Committee

A Nomination Committee, consisting on 1 November 2009 of four representatives of the shareholders, was formed to propose candidates for election as shareholder representatives on the Supervisory Board. It is chaired by the Chairman of the Supervisory Board.

The committee chairmen report regularly and in detail to the Supervisory Board on the work of the committees.

Conciliation Committee

The Conciliation Committee did not meet during the past fiscal year.

Examination of efficiency/Independence

The Supervisory Board reviewed and examined the efficiency of its activities and considered possible ways of optimising these. The Supervisory Board believes that it has an adequate number of independent members.

Directors' Dealings

In accordance with Section 15a of the German Securities Trading Act, members of the Executive and Supervisory Boards have to disclose acquisitions and sales of Company shares. The Executive Board members, Dr Bernd Drouven, Mr Erwin Faust and Dr Michael Landau, informed the Company that they had transacted notifiable business during the period from 1 October 2008 to 30 September 2009, in that Dr Drouven and Mr Faust acquired a total of 2,400 no-par-value shares and Dr Landau sold 7,000 no-par-value shares in the Company during that period.

The Supervisory Board members, Mr Rolf Schwertz and Mr Helmut Wirtz, informed the Company that they acquired 1,500 no-par-value shares in the Company during the period from 1 October 2008 to 30 September 2009.

The Company then reported this information to the Federal Financial Supervisory Authority and published it.

Corporate communications

Our corporate communications attribute great importance to the requirement to provide all target groups simultaneously with the same information in German and English. Private investors can also obtain up-to-date information on current developments in the Group via the Internet.

Our shareholders can obtain information sufficiently in advance on a regular basis about important deadlines via the financial calendar, which is published in the Annual Report, in the quarterly reports and on the Company's website. We hold regular meetings with analysts and institutional investors as part of our investor relations activities. In addition to an annual analysts' conference, telephone conferences are also held for analysts, in particular in connection with the publication of the quarterly figures. We also make all matters disclosed to financial analysts and comparable addressees available immediately to the shareholders on the Company's website.

Aurubis AG's ad-hoc and press releases are made available to the shareholders via the Company's website. The Company's Articles of Association are similarly filed on our website. The Declaration of Conformity with the German Corporate Governance Code and all Declarations of Conformity that are no longer current are available on the Company's website.

In order to make it easier for shareholders to exercise their rights and prepare for the Annual General Meeting, the relevant reports and documents for the Annual General Meeting are posted on Aurubis AG's website (www.aurubis.com) and are sent to shareholders on request. Shareholders unable to exercise their voting rights in person at the Annual General Meeting have the opportunity to vote via the Internet or to appoint a Company employee, who is also reachable during the AGM, to act on their instructions as proxy.

Responsible handling of risks and compliance

Good corporate governance also includes the responsible handling of risks by the Company. Within the framework of our value-oriented group management, appropriate risk management and risk controlling ensure that risks are identified promptly and risk positions minimised.

The compliance management was developed further in the fiscal year so as to take account of the requirements resulting from the legal requirements and the Code of Conduct. The Chief Compliance Officer reports regularly to the Executive Board and to the Audit Committee of the Supervisory Board.

Financial reporting and annual audit

The consolidated financial statements of Aurubis AG and its subsidiaries and its interim reports are prepared in accordance with International Financial Reporting Standards (IFRS) in compliance with the requirements of the International Accounting Standards Board.

PricewaterhouseCoopers AG, Wirtschaftsprüfungsgesellschaft, Hamburg, was appointed auditors for fiscal year 2008/09 at the 2009 Annual General Meeting.

In accordance with the recommendation of the German Corporate Governance Code, the Audit Committee obtained a declaration from the auditors, before submitting the proposal for the election of the auditors, on whether and, if applicable, which professional, financial, personal or other relationships existed between the auditors and their executive bodies and the audit staff responsible for the audit, on the one hand, and the Company and members of its executive bodies, on the other hand, that could cast any doubts on the auditors' independence. The declaration also covered the extent to which any other services were provided for the Company, in particular in the consultancy sector, during the previous fiscal year or had been contractually agreed for the coming year.

Furthermore, the Audit Committee of the Company's Supervisory Board agreed with the auditors that the Chairman of the Audit Committee would be informed without delay about any grounds for exclusion or lack of impartiality, even if such grounds were to be remedied immediately.

Finally, it was agreed with the auditors that they would report without delay any facts and events of significance for the duties of the Supervisory Board, which came to their attention during the audit, and that the auditors would advise the Supervisory Board or note this in the long-form audit report, if they ascertained any facts while performing their audit that were inconsistent with the Declaration of Conformity issued by the Executive Board and Supervisory Board.

The auditors participated in the Supervisory Board's deliberations on the separate and consolidated financial statements and reported on the main results of their audit.

COMPENSATION REPORT

Compensation of the Executive Board *

The compensation paid to the individual members of the Executive Board is defined in their employment contracts and consists of several components, comprising fixed compensation, a guaranteed bonus, a variable bonus against which the guaranteed bonus is offset, a component with long-term incentive effect, and fringe benefits and pension plans.

The various compensation components are as follows:

The compensation of the Executive Board members is made up of fixed and variable components. The fixed parts consist of fixed compensation, the guaranteed bonus (minimum bonus), the fringe benefits and pension plans. The fixed compensation and guaranteed bonus are paid out monthly in equal instalments. In addition, the members of the Executive Board receive fringe benefits in the form of benefits in kind, mainly comprising the value of insurance premiums in accordance with the fiscal guidelines and the use of a company car. The individual Executive Board members must pay tax on these fringe benefits as components of their compensation.

The first portion of the variable compensation is the bonus, which is dependent on the dividend paid for the respective fiscal year.

The second portion of the variable compensation is the component with long-term incentive effect based on a multi-year assessment. This is the Company's incentive plan.

This plan has two components: It is oriented firstly to the performance of Aurubis shares and is triggered when the Aurubis share price has risen by a previously determined percentage during the reference period (usually 3 years) (Part A, hurdle component). Secondly, the incentive plan is oriented to the performance of Aurubis shares compared with the performance of the CDAX (Part B: performance component). The participation of Executive Board members in the incentive plan is conditional

* This report on the Executive Board's compensation is part of the management report of the Group.

on their continued ownership of a certain number of Aurubis shares. One acquired share is entitled to five options in each case from Part A and Part B of the plan. The profit per option is limited to the Aurubis share price at the beginning of the term.

The hurdle component (Part A) takes into account the performance of Aurubis shares during the reference period (usually three years) and is only triggered once the price has risen by a percentage defined at the beginning of the term (usually an exercise hurdle of 10%). The difference between the price when exercising the option plus the most recent dividend and the price at the beginning of the term multiplied by the number of options is paid out.

The performance component (Part B) takes into account the performance of Aurubis shares in relation to the performance of the CDAX and is only triggered if Aurubis shares outperform the CDAX over a period of three years.

The incentive plan is not financed by an increase in the Company's capital, but through the income statement as personnel expenses.

Pension plans have also been agreed for the individual Executive Board members, with the exception of Dr Boel. The pension benefits are determined as a varying percentage of the fixed compensation and the guaranteed bonus (in the case of the newer agreements for Dr Drouven, Mr Faust and Mr Willbrandt without the guaranteed bonus). The percentage increases based on the length of service on the Board. The pension is payable once the Executive Board member reaches the age of 65 (Dr Drouven, Mr Faust and Mr Willbrandt) or 62 (Dr Landau and Dr Langner) or in the event of their disability. Dr Boel has a defined contribution pension plan with the Company, for which an amount of € 50,000 is paid to an insurance company each year.

The employment contracts of Executive Board members include no change of control clauses. In the event of non-renewal of their Executive Board contracts for reasons for which they are not responsible, Executive Board members (with the exception of Dr Boel) will under certain conditions receive an early retirement pension from the pension plan. These conditions are fulfilled if the Executive Board member has completed at least five years of service at Aurubis and is at least 55 years old (Dr Drouven, Mr Faust and Mr Willbrandt) or has completed either 25 years of service or 15 years of service respectively and is at least 50 years old (Dr Landau and Dr Langner). This ruling came into effect when Dr Bernd Langner retired.

Pensions paid before they reach 62 or 65 years respectively have the character of a bridging payment. Compensation paid to an Executive Board member for activities outside the Aurubis Group after termination of his contract is offset from the pension until he reaches the age of 62 or 65 respectively.

The former Chief Executive Officer, Dr Werner Marnette, who resigned from the Executive Board on 9 November 2007, will continue to receive his fixed income and guaranteed bonus until his contract expires on 31 March 2010, deducting other compensation from this amount. The dividend-related bonus will gradually be reduced until the end of fiscal year 2009/10. Dr Marnette has entitlements from the third and fourth tranches of the incentive plan. Dr Marnette will draw a pension from April 2010 onwards.

The total compensation paid to active members of the Executive Board for activities in fiscal year 2008/09 amounted to € 3.246 million.

The following table provides details of the compensation of the individual members:

in €	Fixed salary	Fringe benefits	Variable compensation	Compensation from incentive plan	Total	Allocation to pension provision in fiscal year
Dr Bernd Drouven	417,000	22,380	267,900	30,940	738,220	104,364
Dr Stefan Boel	308,000	60,378	191,300	0	559,678	0
Erwin Faust	308,000	13,856	191,300	0	513,156	74,518
Dr Michael Landau	308,000	28,060	191,300	82,390	609,750	266,776
Dr Bernd Langner until 31 Dec. 2008	77,000	107,310*	47,825	43,800	275,935	197,217
Peter Willbrandt	308,000	23,597	191,300	26,612	549,509	75,388
Total	1,726,000	255,581	1,080,925	183,742	3,246,248	718,263

* This includes a compensatory amount of € 100,000 in immediate full settlement of Dr Bernd Langner's contractual non-competition clause.

Since 1 October 2008, Dr Marnette has received compensation of € 496,048, and € 150,175 has been provided for his compensation entitlement until 31 March 2010.

The Company has set up pension provisions on the basis of IFRS for the Executive Board members, with the exception of Dr Boel. Allocations to the pension provisions for active members of the Executive Board in the year under review amounted to € 718,263. This amount comprises service cost and interest cost. An amount of € 50,000 per fiscal year is paid into an external pension fund for Dr Boel.

The following table shows the value of the options from the Company's incentive plan for Executive Board members:

	Number of options	Value of options as at 30 September 2009 in €				Total in €
		3rd tranche	4th tranche	5th tranche	6th tranche	
Dr Bernd Drouven	64,000	0.00	108,080.00	94,978.00	24,218.00	227,276.00
Dr Stefan Boel	28,000	0.00	0.00	53,188.00	24,218.00	77,406.00
Erwin Faust	14,000	0.00	0.00	0.00	24,218.00	24,218.00
Dr Michael Landau	42,000	0.00	108,080.00	53,188.00	24,218.00	185,486.00
Dr Bernd Langner until 31 Dec. 2008	22,000	0.00	61,760.00	26,594.00	6,781.00	95,135.00
Peter Willbrandt	37,850	11,972.00	61,760.00	53,188.00	24,218.00	151,138.00
Total	207,850	11,972.00	339,680.00	281,136.00	127,871.00	760,659.00

Former members of the Executive Board and their surviving dependents received a total of € 1,178,320, while € 10,620,986 has been provided for their pension entitlement (excluding Dr Marnette).

Compensation of the Supervisory Board

The compensation paid to the Supervisory Board is agreed at the Annual General Meeting and is covered by Section 12 of Aurubis AG's Articles of Association. It is based on the duties and responsibilities of Supervisory Board members as well as the business situation and the Company's business success.

In addition to the reimbursement of expenses incurred while carrying out his office, each member of the Supervisory Board receives a fixed fee of € 10,000 per fiscal year. The Chairman of the Supervisory Board receives twice this amount and his deputy 1.5 times this amount. Supervisory Board members, who serve on a Supervisory Board committee, receive an additional € 2,500 per fiscal year for each committee served on, not however exceeding € 5,000 per fiscal year. Supervisory Board members, who chair a Supervisory Board committee, receive an additional € 5,000 per fiscal year per chairmanship, not however exceeding € 10,000 per fiscal year. Apart from the fixed component, the members of the Supervisory Board receive

a performance-related bonus of € 200 per € 0.01 of dividend distributed to the shareholders in excess of € 0.20 per no-par-value share for the fiscal year. The Chairman of the Supervisory Board receives twice and his deputy 1.5 times this amount.

In addition, every member of the Supervisory Board receives an annual bonus linked to the Company's long-term performance of € 500 for every € 1,000,000 of the Company's earnings before taxes (EBT) in excess of € 70,000,000 per annum on average over the last three fiscal years (reference period). The Chairman receives twice and his deputy 1.5 times this amount.

Furthermore, Supervisory Board members receive an attendance fee of € 500 for each meeting of the Supervisory Board and of its committees attended.

The following table provides details of the compensation of the individual members of the Supervisory Board for fiscal year 2008/09:

in €	Fixed compensation	Variable compensation	Long-term compensation components	Compensation for committee membership	Attendance fees	Total
Dr Ernst J. Wortberg	20,000	18,000	130,000	10,000	8,500	186,500
Hans-Jürgen Grundmann	15,000	13,500	97,500	5,000	7,500	138,500
Gottlieb Förster	10,000	9,000	65,000	2,500	6,000	92,500
Dr Peter von Foerster	10,000	9,000	65,000	5,000	5,500	94,500
Prof. Dr Heinz-Jörg Fuhrmann **	7,370	6,633	47,904	3,562	4,500	69,969
Ulf Gänger *	2,521	2,269	16,384	1,261	2,000	24,435
Rainer Grohe	10,000	9,000	65,000	2,500	4,000	90,500
Renate Hold	10,000	9,000	65,000	5,000	5,000	94,000
Thomas Leysen	10,000	9,000	65,000	0	3,500	87,500
Dr Thomas Schultek	10,000	9,000	65,000	2,500	5,000	91,500
Rolf Schwertz	10,000	9,000	65,000	0	3,500	87,500
Prof. Dr Fritz Vahrenholt	10,000	9,000	65,000	2,500	5,500	92,000
Helmut Wirtz	10,000	9,000	65,000	0	3,500	87,500
Total	134,891	121,402	876,788	39,823	64,000	1,236,904

* until 31 December 2008

** since 5 January 2009

On this basis, the Supervisory Board members received a total of € 1,236,904.

Hamburg, 14 December 2009

The Executive Board

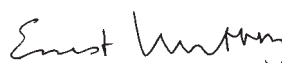


Dr Bernd Drouven
Chairman



Dr Michael Landau
Member of the Board

The Supervisory Board



Dr Ernst J. Wortberg
Chairman