

Corporate Governance Declaration of Conformity in accordance with Section 161 German Companies Act

The Executive Board and Supervisory Board of Aurubis AG declare that the recommendations of the „Government Commission on the German Corporate Governance Code“ in the version dated 6 June 2008 were applied in the period from 1 October 2008 to 5 August 2009 and that thereafter the recommendations of the “German Corporate Governance Code” in the version dated 18 June 2009 are being applied since 18 January 2010 with the following exceptions:

- The contracts with new Executive Board members do not include a severance payment cap in the amount of maximum two years' compensation in the event of premature termination of the contract without good cause since the contracts of the Executive Board currently have only a term of three years and a severance payment cap would not be binding for the Executive Board member. If there is no good cause in terms of Sections 84 paragraph 3 sentence 1 German Companies Act, 626 German Civil Code, the service contract with the respective Executive Board member can only be terminated by mutual consent. In these cases the Executive Board member is not obliged to agree to a severance payment cap in terms of the Code recommendation (deviation from Code Section 4.2.3 paragraph 4).

Hamburg, 18 January 2010

The Executive Board

The Supervisory Board

A handwritten signature in black ink, appearing to read "Drouven".A handwritten signature in black ink, appearing to read "Michael Landau Ernst Wortberg".

Dr Bernd Drouven
(Chairman)

Dr Michael Landau
(Member of the Board)

Dr Ernst J. Wortberg
(Chairman)