

# Composition of the Supervisory Board

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The Supervisory Board strives for a composition that ensures qualified supervision and advice for the Executive Board.

Candidates who can fulfill the duties of a Supervisory Board member in an stock-listed, international company in the copper/metal industry due to their **knowledge and experience, integrity, and personality** should be recommended for election to the Supervisory Board.

These objectives take into account the legal requirements for the composition of the Supervisory Board as well as the corresponding recommendations of the German Corporate Governance Code.

In addition to the individual requirements that apply to each member, there is a skills profile and a diversity concept for the entire board.

The principal of managerial co-determination at Aurubis AG contributes to diversity with regards to professional experience and cultural background. However, the Supervisory Board does not have the possibility to select the employee representatives.

The following requirements and targets shall apply to the composition of the Aurubis AG Supervisory Board.

## Requirements for the individual Supervisory Board members

### Professional suitability

Supervisory Board members shall have business/company experience and general knowledge of the copper/metal industry or related sectors. On the basis of their knowledge, skills, and professional experience, they shall be able to fulfill the duties of a Supervisory Board member in an international company and to safeguard the Aurubis Group's reputation in the public sphere.

In regard to nominations for elections at the Annual General Meeting, the candidate's personality, integrity, commitment, and professionalism shall be considered in particular.

Supervisory Board members shall, as a general rule, comply with the Supervisory Board mandate limit recommended by the German Corporate Governance Code.

### Independence

A Supervisory Board member shall be considered independent within the meaning of the German Corporate Governance Code if he/she is independent of Aurubis AG and its Executive Board and independent of a controlling shareholder of Aurubis AG. When assessing independence, the Supervisory Board will be guided by the recommendations of the German Corporate Governance Code at the very least.

According to the rules of the German Corporate Governance Code, more than half of the shareholder representatives should be independent of Aurubis AG and the Executive Board.

As a matter of principle, the Supervisory Board does not question the independence of the employee representatives based on their representation of the employees or an employment relationship with a group company.

### Time availability

Every Supervisory Board member shall ensure that he/she is able to devote the necessary time for the proper execution of the Supervisory Board mandate. In doing so, it shall be taken into consideration that

at least four ordinary meetings of the Supervisory Board will be held annually, each of which requires appropriate preparation; that enough time shall be provided to review the documentation for the annual financial statements and the consolidated financial statements; and that additional time demands arise with membership in one or more Supervisory Board committees. Furthermore, additional extraordinary meetings for the Supervisory Board or a committee may become necessary in order to deal with special issues.

In addition to the legal mandate limits, the recommended upper limits of the German Corporate Governance Code for Supervisory Board mandates shall be taken into account.

### Age limit for Supervisory Board members

Those who have reached the age of 70 at the time of appointment may not be elected to the Supervisory Board.

### Former members of the Aurubis AG Executive Board

For former members of the Aurubis AG Executive Board, the cooling-off period of two years prescribed in stock company law applies. No more than two members of the Executive Board shall be members of the Supervisory Board.

## Requirements regarding the composition of the entire board

### Skills profile for the entire board

The Supervisory Board shall have at its collective disposal the skills that are considered essential with respect to the Aurubis Group's activities. In particular, this includes in-depth knowledge and experience in the following skill areas:

Skill area	Skill description
Management	Experience and knowledge regarding the management of an industrial company
Technology	Knowledge of metallurgy and the procurement markets for a resource-intensive group of companies
International experience	Experience and knowledge in international business and related topics (e.g., sales/marketing)
Risk management	Knowledge and experience in risk management and compliance
Finance	Knowledge and experience in the application of accounting principles and in the application of internal control procedures
Environment, Social, and Corporate Governance (ESG)	Knowledge of ESG factors and their significance for Aurubis, particularly as an energy-intensive company; experience in the area of sustainability and corporate responsibility; knowledge of corporate governance of an exchange-listed company (German Corporate Governance Code, Market Abuse Regulation, etc.)
Strategy	Experience with strategy processes and with the implementation of M&A projects

Furthermore, in accordance with the requirements of Section 100 paragraph 5 of the German Stock Corporation Act, at least one member of the Supervisory Board must have expert knowledge in the area of accounting or auditing, and the Supervisory Board members as a whole must be familiar with the industry.

## Diversity concept

With regard to diversity in its composition, the Supervisory Board strives for the consideration of varied professional and international experiences and, in particular, appropriate representation of both genders.

- The Supervisory Board as a whole should exhibit a balanced age structure and thus include both younger individuals in the midst of their professional lives and older individuals with more professional and life experience.
- During Supervisory Board elections, it must be considered that in addition to their suitability based on personal and professional skills, the Supervisory Board must include both women and men and be composed of at least 30 % women and men, respectively, in accordance with the legal requirements.
- The Supervisory Board is composed of personalities that are suitable due to their personal and specialist skills and that demonstrate different educational backgrounds if possible – including technical, business, legal, and humanities-related education – as well as different professional backgrounds – including members of technical, commercial, and humanities-related professions.

## Current composition of the entire board

**Aurubis' Supervisory Board is composed in accordance with its objective.** It has an appropriate number of independent members with international experience. There is sufficient participation of women with four female members (two shareholder and two employee representatives) currently on the Supervisory Board.

## Skills Matrix

On the basis of the targets for its composition, the Supervisory Board of Aurubis AG has created the following overview of its qualifications (Skills Matrix):

		Vahrenholt	Schmidt*	Acar*	Bauer	Ehrentraut*	Fuhrmann	Jakob	Koltze*	Krümmer	Lossin*	Reich	Singer*
Length of membership	Member since	1999	2018	2019	2018	2019	2009	2018	2011	2018	2018	2013	2018
Personal suitability	Independence**		✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
	Mandate limits**	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Diversity	Gender	Male	Male	Female	Female	Male	Male	Male	Male	Male	Female	Female	Male
	Year of birth	1949	1967	1978	1966	1965	1956	1951	1963	1956	1965	1977	1973
	Education	Chemistry	Metallurgy	Industrial management assistant	Auditing	Mine mechanic	Ferrous metallurgy	Mining	Power electronics technician	Economics	Chemistry	Business law	Chemical technician
	Citizenship	German	German	German	German	German	German	German	German	German	German	German	German
Skills	Management	✓	✓		✓		✓	✓		✓	✓	✓	
	Technology	✓	✓			✓	✓	✓	✓		✓		✓
	International experience	✓			✓		✓	✓	✓	✓		✓	
	Risk management	✓			✓		✓			✓		✓	
	Finance	✓			✓		✓		✓	✓		✓	
	ESG	✓		✓	✓		✓		✓		✓	✓	
	Strategy	✓			✓		✓	✓	✓	✓		✓	

✓ = based on an annual self-assessment carried out by the Supervisory Board. A check mark means at least good knowledge (2) on a scale of 1 (very good knowledge) to 6 (no knowledge)

\* = elected by the employees

\*\* = in accordance with the German Corporate Governance Code or, in exceptional cases, based on an explanation provided by the company

\*\*\* = in accordance with the German Corporate Governance Code: "A Supervisory Board member who is not a member of any Management Board of a listed company shall not accept more than five Supervisory Board mandates at non-group listed companies or comparable functions, with an appointment as Chair of the Supervisory Board being counted twice. Members of the Management Board of a listed company shall not have, in aggregate, more than two Supervisory Board mandates in non-group listed companies or comparable functions, and shall not accept the Chairmanship of a Supervisory Board in a non-group listed company."