

Report of the Supervisory Board



**PROF. DR.
FRITZ
VAHRENHOLT**
Aurubis AG
Supervisory Board
Chairman

Dear Shareholders,

The Aurubis Group generated outstanding operating earnings before taxes (operating EBT [Q Glossary, page 215](#)) of € 353 million in fiscal year 2020/21 – the best annual result in the company's history. In a fiscal year that was subject to unique uncertainties due to the coronavirus pandemic, the remarkable achievements of our employees, management, and Executive Board deserve our special recognition.

Key factors that particularly influenced the operating result during the reporting period included strong increases in refining charges for copper scrap and other recycling materials, as well as a very good metal result with significantly higher metal prices. Positive contributions to earnings from the Performance Improvement Program (PIP) as well as notably improved demand for various copper products and sulfuric acid also supported the result. At the same time, continued high energy costs weighed on the result. Aurubis had a good ongoing supply of both copper concentrates and recycling materials during the fiscal year. While concentrate throughput was negatively impacted by a planned

maintenance shutdown at the Pirdop site, the Aurubis Group achieved a considerably higher throughput of copper scrap and other recycling materials, due in part to the consolidation of the Beerse and Berango sites.

Aurubis is well positioned and resilient. Nevertheless, the Executive Board and the Supervisory Board continuously scrutinize the path the company is taking. Together, we see the potential to make Aurubis even more successful. We want to realize this potential with a revised strategy. In this respect, the further development of the strategy is crucial in setting the course for Aurubis' future.

COLLABORATION BETWEEN THE SUPERVISORY BOARD AND EXECUTIVE BOARD

The joint target of the Executive Board and Supervisory Board is to increase the enterprise value of Aurubis AG and its Group companies over the long term.

The Supervisory Board was included in all decisions of fundamental importance for the company. With respect to company management, the Supervisory Board and its committees also closely supervised, carefully monitored, and advised the Executive Board in 2020/21, and performed the functions incumbent upon it by law, the Articles of Association, and rules of procedure. The Supervisory Board is confident that the company was managed lawfully and appropriately.

The Supervisory Board was continuously informed in detail about the Group's earnings and employment developments, the individual segments, and the company's financial position. The Executive Board provided comprehensive explanations for any deviations from planned business performance and discussed the corresponding measures with the Supervisory Board.

The chairman of the Supervisory Board was also in contact with the Executive Board, notably the Executive Board chairman, outside of the meetings and communicated with them about current developments.

In a written monthly report, the Executive Board informed the Supervisory Board about the corporate strategy, the planning process, important business transactions in the company and the

Group, the associated opportunities and risks, and issues of compliance [Q Glossary, page 212](#).

The Supervisory Board discussed all the transactions that were of importance for the Group in detail on the basis of the Executive Board's reports.

The Supervisory Board passed the Executive Board's proposed resolutions after thorough review and consultation.

CONSULTATIONS IN THE SUPERVISORY BOARD

There were four scheduled Supervisory Board meetings and one extraordinary meeting in fiscal year 2020/21. Three resolutions were adopted by written consent in lieu of a meeting. The participation rate for the Supervisory Board members in Supervisory Board meetings was 100 %. The Executive Board was not present for part of all five Supervisory Board meetings. Because of the contact restrictions due to the coronavirus pandemic, some meetings of the Supervisory Board or its committees took place virtually as video conferences.

The following tables show the members' participation rate for Supervisory Board meetings and for the respective committee meetings.

Individual disclosure for meeting participation

	Number of meetings attended	Percentage of meetings attended
Supervisory Board members	4 scheduled meetings and 1 extraordinary meeting	
Prof. Dr. Fritz Vahrenholt (Chairman)	5/5	100 %
Stefan Schmidt (Deputy Chairman)	5/5	100 %
Deniz Filiz Acar	5/5	100 %
Andrea Bauer	5/5	100 %
Christian Ehrentraut	5/5	100 %
Prof. Dr.-Ing. Heinz Jörg Fuhrmann	5/5	100 %
Prof. Dr. Karl Friedrich Jakob	5/5	100 %
Jan Koltze	5/5	100 %
Dr. Stephan Krümmer	5/5	100 %
Dr. Elke Lossin	5/5	100 %

	Number of meetings attended	Percentage of meetings attended
Dr. Sandra Reich	5/5	100 %
Melf Singer	5/5	100 %

Personnel Committee	2 meetings	
Prof. Dr. Fritz Vahrenholt (Chairman)	2/2	100 %
Deniz Filiz Acar	2/2	100 %
Andrea Bauer	2/2	100 %
Prof. Dr.-Ing. Heinz Jörg Fuhrmann	2/2	100 %
Jan Koltze	2/2	100 %
Stefan Schmidt	2/2	100 %

Audit Committee	5 meetings	
Dr. Stephan Krümmer (Chairman)	5/5	100 %
Prof. Dr.-Ing. Heinz Jörg Fuhrmann	5/5	100 %
Jan Koltze	5/5	100 %
Dr. Elke Lossin	5/5	100 %
Dr. Sandra Reich	5/5	100 %
Melf Singer	5/5	100 %

Nomination Committee	1 meeting	
Prof. Dr. Fritz Vahrenholt	1/1	100 %
Prof. Dr.-Ing. Heinz Jörg Fuhrmann	1/1	100 %
Prof. Dr. Karl Friedrich Jakob	1/1	100 %
Dr. Stephan Krümmer	1/1	100 %

Technology Committee	4 meetings	
Prof. Dr. Karl Friedrich Jakob (Chairman)	4/4	100 %
Christian Ehrentraut	4/4	100 %
Dr. Stephan Krümmer	4/4	100 %
Stefan Schmidt	4/4	100 %

Conciliation Committee	Did not meet during the fiscal year	
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The topics regularly covered in Supervisory Board meetings included the business performance, human resources in the Group, as well as the development of the results, the raw material markets, and the foreign exchange markets. The Supervisory Board also dealt with the financial situation and the status of capital expenditure. In particular, the Supervisory Board monitored the impact of the coronavirus pandemic on current business, the

further development of the Group strategy, and the Performance Improvement Program. During the meetings, the chairmen of the Nomination, Personnel, Audit, and Technology Committees reported on their work, the suggestions made, and the results achieved.

In the meeting on December 8, 2020, the Supervisory Board determined the compensation for the Executive Board members for fiscal year 2019/20 contingent on the established objectives. In the same meeting, consultations focused on the approval of the consolidated financial statements and the separate financial statements for Aurubis AG for 2019/20, including the Corporate Governance Report, and the preparations for the 2021 Annual General Meeting. The Supervisory Board addressed the status of the Performance Improvement Program.

In the meeting on February 24, 2021, the Executive Board reported on the current business and the revision of the Group strategy.

In the extraordinary meeting on April 22, 2021, the Supervisory Board dealt extensively with the further development of the Group strategy and approved the sale of Aurubis Netherlands BV, Zutphen, in addition to three slitting centers and Aurubis Middle East FZE, Dubai, to Intek Group S.p.A., the parent company of KME SE, under specific conditions.

In the meeting on June 2, 2021, the Supervisory Board approved the construction of the state-of-the-art recycling facility ASPA, a hydrometallurgical process to treat copper-nickel anode sludge at the site in Beerse, Belgium, as well as the second installment of investments for the planned shutdown in Hamburg in 2022. Likewise, the Board approved the first installment of the investment for shutdown also planned at the site in Pirdop, Bulgaria.

In the meeting on September 23, 2021, the Supervisory Board passed a resolution to appoint Roland Harings as Executive Board Chairman for another five years, from July 1, 2022 to June 30, 2027, following his current appointment. The Supervisory Board approved the budget and investment plans for 2021/22, as well as the new segment reporting and the project Industrial Heat 2. The Executive Board presented a slightly adjusted plan for the distribution of their responsibilities, which the Supervisory Board

approved. The Supervisory Board established the individual targets for the Executive Board for fiscal year 2021/22 and the target values for the performance cash plan. Moreover, the Supervisory Board's skills profile was adjusted. The Board also established the new target for a female member of the Executive Board (33.3 %) by September 30, 2026. Another focus of the Supervisory Board was the first presentation of the Diego project by the Executive Board (the construction of a greenfield recycling plant in the US).

In a circulation procedure, the Supervisory Board approved the declaration of conformity, the hiring of a high-level manager, and the restructuring of Aurubis Stolberg GmbH & Co. KG.

In the extraordinary meeting on November 10, 2021, during the new fiscal year 2021/22, the Supervisory Board approved the construction of a new multimetal recycling plant in Augusta (Richmond County) in the US state of Georgia.

COMMITTEES

The Supervisory Board has formed a total of five committees to fulfill its duties and effectively support the Supervisory Board's work in the meetings. The committees prepared the Supervisory Board's resolutions and topics to be considered in the meetings. The Conciliation Committee formed in accordance with Section 27 (3) of the German Codetermination Act (MitbestG) did not meet during the reporting year.

Statements on the composition and working procedures of the Supervisory Board and its committees can also be found in this year's declaration on corporate governance.

WORK WITHIN THE PERSONNEL COMMITTEE

The Personnel Committee met twice during the reporting period. In addition to developing a recommendation for establishing the individual Executive Board compensation targets, the committee also addressed the recommendation for achieving the targets. In the meeting on September 3, 2021, the Personnel Committee passed a resolution to recommend to the Supervisory Board the appointment of Roland Harings for an additional term, as well as to appropriately increase Executive Board compensation starting October 1, 2021.

WORK WITHIN THE NOMINATION COMMITTEE

After Prof. Dr. Fuhrmann stepped down from the Supervisory Board on September 30, 2021, the committee recommended Mr. Gunnar Groebler, the new Executive Board Chairman of Salzgitter AG, as a new Supervisory Board member.

WORK WITHIN THE TECHNOLOGY COMMITTEE

The Technology Committee met four times during the reporting period. Apart from overseeing various optimization and development projects, such as increasing plant availability, the committee was involved in the project to modernize the tankhouse at the Lünen site, and in the preparations for planning the shutdowns at the Hamburg site in 2022 and the Pirdop site in 2023. The Executive Board reported on the status of the project to reduce emissions in the area of the primary smelter (RWO) at the Hamburg plant and on the recycling project ASPA in Beerse. In the meeting on September 7, 2021, the discussion centered on the Diego project, as well as measures to prevent accidents in the Group.

WORK WITHIN THE AUDIT COMMITTEE

The Audit Committee met five times during the reporting period. In four of the meetings, the Audit Committee reviewed the quarterly reports, the separate financial statements, and the consolidated financial statements for the past fiscal year and discussed them with the Executive Board. The Audit Committee also addressed the accounting audit, the monitoring of the accounting process, the new segment reporting, and the effectiveness of the internal control system, risk management system, and internal auditing system. Furthermore, topics related to sustainability and compliance in the Group were also addressed. In its fifth meeting, the committee dealt with the budget and mid-term planning for fiscal year 2021/22.

The discussion also focused on supporting the Performance Improvement Program.

The Audit Committee recommended the auditing firm Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Hamburg, to the Supervisory Board as auditor for fiscal year 2020/21.

In accordance with Section 107 (4) in connection with Section 100 (5) of the German Stock Corporation Act (AktG) and recommendation D.4 of the German Corporate Governance Code (DCGK) 2020, the Audit Committee chairman during the fiscal year, Dr. Stephan Krümmer, has special expertise and experience in the application of accounting principles, internal control procedures, and annual audits, which he has gathered over the course of his career. He is not a former member of the company's Executive Board.

An additional expert on the Audit Committee in accordance with Section 100 (5) of the German Stock Corporation Act (AktG) is Dr. Sandra Reich, who also has special expertise and experience in the application of accounting principles, internal control procedures, and annual audits.

Apart from the appointment of the auditors and the agreement of the fee with the auditors, the committee established its focal areas of the annual 2020/21 audit, specifically:

- » Auditing the accounting for inventories
- » Auditing the first-time ESEF reporting
- » Auditing the assets under construction with a focus on the investment management system

Before submitting the proposal for the election of the auditors, the Supervisory Board obtained the declaration from Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Hamburg, on their independence. The audits were performed in accordance with German auditing regulations, taking into account the generally accepted standards for the audit of financial statements promulgated by the German Institute of Public Auditors (IDW); in addition, the International Standards on Auditing were also observed. The audits also covered risk management and compliance with reporting obligations on corporate governance in accordance with Section 161 of the German Stock Corporation Act (AktG).

The auditors' representatives attended two Audit Committee meetings and reported on the audit of the consolidated and separate annual financial statements.

CORPORATE GOVERNANCE AND DECLARATION OF CONFORMITY

A regular self-assessment was performed by the Supervisory Board at its meeting on September 23, 2021. Following a detailed discussion among members within the context of an official meeting and in open discourse, the Supervisory Board declared its efficiency.

The Executive Board and the Supervisory Board reported on corporate governance at Aurubis AG in accordance with Principle 22 of the December 16, 2019 version of the German Corporate Governance Code, in the declaration and report on corporate governance, which are both part of the Management Report.

On November 2, 2021, the Executive Board and Supervisory Board of Aurubis AG issued the updated Declaration of Conformity to the German Corporate Governance Code (DCGK) in accordance with Section 161 of the German Stock Corporation Act (AktG) and made it permanently accessible to the public at www.aurubis.com. Aurubis AG complies with the Code recommendations with two exceptions. Additional information can be found in the Declaration of Conformity.

When taking office, the members of the Supervisory Board are trained by the Legal department and informed by the Executive Board about the special features of the company's business model, among other topics. Plant tours are planned as well. As needed, for example due to new regulatory requirements, the Supervisory Board members will be informed in more detail.

CONFLICTS OF INTEREST

There were no conflicts of interest among Executive Board or Supervisory Board members that should have been disclosed to the Supervisory Board or announced at the Annual General Meeting. There were no significant transactions with an Executive Board member or parties related to an Executive Board member.

AUDIT OF THE SEPARATE FINANCIAL STATEMENTS OF AURUBIS AG AND THE CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP

The company's financial statements prepared by the Executive Board in accordance with the German Commercial Code (HGB), the consolidated financial statements prepared in accordance with IFRS (International Financial Reporting Standards) for the fiscal year from October 1, 2020 to September 30, 2021, and the Combined Management Report for the company and the Group have been audited in accordance with the resolution passed at the company's Annual General Meeting on February 11, 2021 and the subsequent appointment of Deloitte GmbH Wirtschaftsprüfungsgesellschaft as auditors by the Supervisory Board. Auditor Ms. Annika Deutsch oversaw the audit of the Group and the company. The auditors have issued an unqualified auditors' report. Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Hamburg, has been the appointed auditor since fiscal year 2018/19 and audited Aurubis for the third time.

The meeting of the Supervisory Board to approve the financial statements was held on December 1, 2021. All members of the Supervisory Board received copies of the financial statements, the audit reports, and the Executive Board's recommendation on the appropriation of the net earnings and all other documents in good time before this meeting. These documents were discussed in detail at the Supervisory Board meeting to approve the financial statements. The auditors participated in this meeting, reported in detail on how the audit had been performed and what their main audit findings were, and were available to provide the Supervisory Board with further information, discuss the documents, and make additional comments.

The Supervisory Board concurred with the results of the audit. This agreement was reached following a detailed discussion on the auditors' findings, and thorough consideration of the auditors' report and of the Executive Board's recommendation regarding

the appropriation of the net income. It was also based on the Supervisory Board's own review of the separate financial statements of Aurubis AG, the consolidated financial statements, and the Combined Management Report for the company and the Group. The Supervisory Board concluded that no objections needed to be raised and, in accordance with the recommendations of the Audit Committee, approved the separate financial statements of Aurubis AG, which were thus adopted, as well as the consolidated financial statements and the Combined Management Report at the meeting on the financial statements. The Supervisory Board concurred with the Executive Board's recommendation on the utilization of the unappropriated earnings.

AUDIT OF THE SEPARATE NON-FINANCIAL REPORT

On the basis of their audit, the auditors did not raise any objections to the reporting and the satisfaction of the relevant statutory requirements, and provided an unqualified audit opinion with limited assurance that the separate Non-Financial Report is in accordance with Sections 315b and 315c in connection with Sections 289b to 289e of the German Commercial Code (HGB).

On behalf of the Supervisory Board, KPMG AG conducted a substantive audit of the separate Non-Financial Report for Aurubis AG.

CHANGES IN THE SUPERVISORY BOARD AND EXECUTIVE BOARD

Prof. Dr.-Ing. Heinz Jörg Fuhrmann, who retired as planned after the age-related expiration of his employment contract with Salzgitter AG, stepped down from his Supervisory Board mandate at Aurubis AG on September 30, 2021. At the recommendation of the Nomination Committee and the request of the Executive Board, the District Court of Hamburg appointed Mr. Gunnar Groebler, Executive Board Chairman of Salzgitter AG since July 1, 2021, as a new Supervisory Board member effective October 1, 2021. The court appointment expires at the close of the next Annual General Meeting. At the Annual General Meeting, the Supervisory Board will propose that Mr. Gunnar Groebler be elected to the Supervisory Board as a shareholder representative for the period until the close of the Annual General Meeting during which the decision on the approval of the Supervisory Board members for fiscal year 2021/22 (October 1, 2021 to September 30, 2022) is to be made.

Former CTO Dr. Thomas Bünger departed from the Executive Board on September 30, 2021. We would like to thank Prof. Dr. Fuhrmann and Dr. Bünger for their achievements for the benefit of the company.

Hamburg, December 1, 2021

The Supervisory Board



Prof. Dr. Fritz Vahrenholt
Chairman

Supervisory Board

Detailed résumés of the Supervisory Board members are available on our Group website

www.aurubis.com/en/about-us/management/supervisory-board.

Prof. Dr. Fritz Vahrenholt, Hamburg

Chairman of the Supervisory Board

Currently no professional occupation

- » Encavis AG, Hamburg¹
Member of the Supervisory Board

Stefan Schmidt, Lüdinghausen²

Deputy Chairman of the Supervisory Board

Head of Operations at the Aurubis AG Recycling Center, Lünen

- » No further offices

Deniz Filiz Acar, Hamburg²

Instructor for Commercial Trainees

Deputy Head of Training in the HR Training department, Hamburg

- » No further offices

Andrea Bauer, Dortmund

Chief Financial Officer of Nobian B.V., Amersfoort, Netherlands, since September 1, 2021

- » technotrans SE, Sassenberg¹
Member of the Supervisory Board
- » noventi SE, Munich
Member of the Supervisory Board

Christian Ehrentraut, Lünen²

Deputy Shift Leader in Smelting Operations, KRS/MZO

Works Council member in Lünen, relieved of duty

Chairman of the General Works Council

- » No further offices

Prof. Dr.-Ing. Heinz Jörg Fuhrmann, Salzgitter, until September 30, 2021

Chairman of the Executive Board of Salzgitter AG, Salzgitter,¹ until June 30, 2021

- » Hüttenwerke Krupp Mannesmann GmbH, Duisburg³
Chairman of the Supervisory Board until July 15, 2021
- » Ilseburger Grobblech GmbH, Ilseburg³
Chairman of the Supervisory Board until June 30, 2021
- » Ilseburger Grobblech GmbH, Ilseburg, and Salzgitter Mannesmann Grobblech GmbH, Mülheim/Ruhr³
Chairman of the Joint Advisory Committee until June 30, 2021
- » KHS GmbH, Dortmund³
Chairman of the Supervisory Board until June 30, 2021
- » Mannesmann Precision Tubes GmbH, Mülheim/Ruhr³
Chairman of the Supervisory Board until June 30, 2021
- » Peiner Träger GmbH, Peine³
Chairman of the Supervisory Board until June 30, 2021
- » Salzgitter Flachstahl GmbH, Salzgitter³
Chairman of the Supervisory Board until June 30, 2021
- » Salzgitter Mannesmann Grobblech GmbH, Mülheim/Ruhr³
Chairman of the Supervisory Board until June 30, 2021
- » Salzgitter Mannesmann Handel GmbH, Düsseldorf³
Chairman of the Supervisory Board until June 30, 2021
- » Öffentliche Lebensversicherung Braunschweig, Braunschweig
Member of the Supervisory Board
- » Öffentliche Sachversicherung Braunschweig, Braunschweig
Member of the Supervisory Board
- » TÜV Nord AG, Hanover
Member of the Supervisory Board

¹ Stock exchange-listed company.

² Elected by the employees.

³ Group companies of Salzgitter AG.

Prof. Dr. Karl Friedrich Jakob, Dinslaken

Currently no professional occupation

- » Albert-Schweitzer-Einrichtungen für Behinderte gGmbH, Dinslaken
Member of the Supervisory Board
- » RWTÜV GmbH, Essen
Member of the Supervisory Board
- » TÜV Nord AG, Hanover
Member of the Supervisory Board
- » Universitätsklinikum Essen, Essen
Member of the Supervisory Board

Gunnar Groebler, Hamburg, since October 1, 2021

(court-appointed until the Annual General Meeting 2022)

Chairman of the Executive Board of Salzgitter AG, Salzgitter,¹ since July 1, 2021

- » Ilseburger Grobblech GmbH, Ilseburg³
Chairman of the Supervisory Board
- » Ilseburger Grobblech GmbH, Ilseburg, and Salzgitter Mannesmann Grobblech GmbH, Mülheim/Ruhr³
Chairman of the Joint Advisory Committee
- » KHS GmbH, Dortmund³
Member of the Supervisory Board²
- » Mannesmann Precision Tubes GmbH, Mülheim/Ruhr³
Member of the Supervisory Board²
- » Peiner Träger GmbH, Peine³
Chairman of the Supervisory Board
- » Salzgitter Flachstahl GmbH, Salzgitter³
Chairman of the Supervisory Board

- » Salzgitter Mannesmann Grobblech GmbH, Mülheim/Ruhr³
Chairman of the Supervisory Board
- » Salzgitter Mannesmann Handel GmbH, Düsseldorf³
Chairman of the Supervisory Board
- » Semco Maritime A/S, Esbjerg, Denmark
Member of the Board of Directors

Jan Koltze, Hamburg²

District Manager of the Mining, Chemical, and Energy Industrial Union Hamburg/Harburg

- » Beiersdorf AG, Hamburg¹
Member of the Supervisory Board
- » ExxonMobil Central Europe Holding GmbH, Hamburg
Member of the Supervisory Board
- » Maxingvest AG, Hamburg
Member of the Supervisory Board

Dr. Stephan Krümmer, Hamburg

Currently no professional occupation

- » No further offices

Dr. Elke Lossin, Buchholz in der Nordheide²

Manager of the Analytical Laboratory at Aurubis AG, Hamburg

- » No further offices

Dr. Sandra Reich, Gräfelfing

Independent business consultant

- » Chancen eG, Berlin
Member of the Supervisory Board

Melf Singer, Schwarzenbek²

Day Shift Foreman of the Acid Plant at Aurubis AG, Hamburg

- » No further offices

¹ Stock exchange-listed company.

² Elected by the employees.

³ Group companies of Salzgitter AG.

Supervisory Board committees

Conciliation Committee in accordance with Section 27 (3) of the German Codetermination Act

Prof. Dr. Fritz Vahrenholt (Chairman)
Stefan Schmidt (Deputy Chairman)
Andrea Bauer
Christian Ehrentraut

Audit Committee

Dr. Stephan Krümmer (Chairman)
Prof. Dr.-Ing. Heinz Jörg Fuhrmann, until September 30, 2021
Gunnar Groebler, since October 1, 2021
Jan Koltze
Dr. Elke Lossin
Dr. Sandra Reich
Melf Singer

Personnel Committee

Prof. Dr. Fritz Vahrenholt (Chairman)
Deniz Filiz Acar
Andrea Bauer
Prof. Dr.-Ing. Heinz Jörg Fuhrmann, until September 30, 2021
Gunnar Groebler, since October 1, 2021
Jan Koltze
Stefan Schmidt

Nomination Committee

Prof. Dr. Fritz Vahrenholt (Chairman)
Prof. Dr.-Ing. Heinz Jörg Fuhrmann, until September 30, 2021
Gunnar Groebler, since October 1, 2021
Prof. Dr. Karl Friedrich Jakob
Dr. Stephan Krümmer

Technology Committee

Prof. Dr. Karl Friedrich Jakob (Chairman)
Christian Ehrentraut
Dr. Stephan Krümmer
Stefan Schmidt