

Rules of Procedure of the Aurubis AG Supervisory Board

(Replacing the version dated August 16, 2022)

The Supervisory Board establishes the following rules of procedure pursuant to § 11 (6) of the Articles of Association:

§ 1 General information

The Supervisory Board performs its duties in accordance with legal regulations, the Articles of Association, and these rules of procedure. When performing its duties, the Supervisory Board works together with the other governing bodies in a spirit of trust and for the benefit of the Company. The Supervisory Board shall regularly advise and monitor the Executive Board in the management of the Company. Monitoring and oversight shall explicitly include sustainability issues in particular. The individual Supervisory Board members have the same rights and obligations and are not subject to any directives. Every member of the Supervisory Board is committed to the interests of the Company. In the course of their decision-making, members shall refrain from pursuing personal interests or appropriating any business opportunities that rightfully belong to the Company.

The Supervisory Board members must have the knowledge, abilities and professional experience necessary to carry out their duties and be sufficiently independent. In performing their duties, members shall take into account the Company's international operations and any potential conflicts of interest.

Individuals who have reached the age of 75 shall not be eligible for election or reelection.

§ 2 Composition of the Supervisory Board

- (1) The composition of the Supervisory Board shall be such that in total its members possess the knowledge, skills and professional experience required to fulfill their duties and in compliance with the statutory gender quota requirements.
- (2) The Supervisory Board defines concrete targets for its composition and establishes a skills profile for the entire Board with due regard to diversity criteria. The Supervisory Board skills profile also includes expertise in sustainability issues of importance to the Company. The Supervisory Board's proposals to the Annual General Meeting take these objectives into account and aim to fulfill the skills profile for the entire Board.
- (3) The election of the Chair and the Deputy Chair follows the provisions of § 9 of the Articles of Association. The Supervisory Board Chair shall be independent of both the Company and the Executive Board.

§ 3 Duties and powers of the Supervisory Board Chair

- (1) The Supervisory Board Chair coordinates the activities of the Supervisory Board and presides over its meetings. If the Chair is impeded in any way, the Deputy Supervisory Board Chair shall fulfill the Chair's duties.
- (2) The Supervisory Board Chair shall maintain regular dialogue with the Executive Board, especially the Executive Board Chair, and consults with the Executive Board regarding the Company's strategy, business development, risk situation, risk management, and compliance.

The Supervisory Board Chair shall inform the Supervisory Board of any material events communicated by the Executive Board that are of considerable relevance for evaluating the Company's position, development or management and shall convene an extraordinary Supervisory Board meeting if warranted.

§ 4 Appointment of the Executive Board

- (1) The Supervisory Board is responsible for appointing and dismissing members of the Executive Board. The Supervisory Board ensures long-term succession planning in coordination with the Executive Board. The initial appointment of Executive Board members shall be at most three years. A reappointment before the expiry of one year prior to the end of the term of office combined with the simultaneous termination of the current appointment shall only be permissible under exceptional circumstances.

The Supervisory Board shall take diversity into account in the composition of the Executive Board. If the Executive Board consists of more than three individuals, at least one woman and one man must be a member of the Executive Board.

- (2) The age limit for Executive Board appointments shall be the same as the age limit applicable to all Executive Board members. The age limit for Executive Board membership is reached when a member turns 65.

§ 5 Meetings and resolutions

The invitations to the meetings and the resolutions follow the provisions of §§ 10 and 11 of the Articles of Association.

§ 6 Confidentiality obligation

- (1) Each member of the Supervisory Board is required to maintain confidentiality regarding all privileged information and secrets of the Company, particularly trade and business secrets, acquired in the course of their duties on the Supervisory Board and shall not use such information for personal benefit or disclose it to third parties. This obligation continues to apply after the end of a member's term on the Supervisory Board. When a Supervisory Board member's mandate expires, the member must return all confidential documents to the Supervisory Board Chair or ensure their destruction.
- (2) Written reports that the Executive Board issues to the Supervisory Board shall be distributed to all members of the Supervisory Board, except where a resolution to the contrary is adopted in an individual case.

§ 7 Committees

- (1) Depending on the Company's specific circumstances, the Supervisory Board forms professionally qualified committees from among its members. In addition to the legally mandated committee pursuant to § 27 (3) of the German Co-Determination Act, a Personnel/Compensation Committee, a Nomination Committee, a Technology Committee, and an Audit Committee must be established.
- (2) The committees fulfill the functions incumbent upon them through the rules of procedure and special Supervisory Board resolutions on behalf of, and as representatives of, the entire Supervisory Board. The Audit Committee addresses in particular the review of the accounting, the monitoring of the accounting process, the effectiveness of the internal control system, the risk management system, the internal audit system, the audit of the financial statements, particularly the selection and independence of the auditors, the quality of the audit, the additional services provided by the auditors, and compliance. The Audit Committee is also responsible for the ex-post evaluation of the economic efficiency of significant investment projects. Additional details are outlined in the rules of procedure for the Audit Committee.
- (3) The Supervisory Board appoints one committee member as Committee Chair. The respective Committee Chair shall regularly report on the committee's work to the Supervisory Board. The respective Chair of the Audit Committee and the Personnel Committee should be independent of the Company and of the Executive Board.
- (4) Pursuant to Section 107 (4) sentence 3 in conjunction with Section 100 (5) of the German Stock Corporation Act (AktG), at least one member of the Supervisory Board and the Audit Committee must have expert knowledge in the area of accounting, and at least one additional member of the Supervisory Board and the Audit Committee must have expert knowledge in the area of auditing.

The Audit Committee Chair must possess expert knowledge in at least one of the two fields. The Audit Committee Chair shall be independent of the Company and the Executive Board. The Audit Committee Chair shall also be independent of any controlling shareholder. The Supervisory Board Chair shall not serve as Audit Committee Chair.

- (5) Supervisory Board members not serving on the committee may participate in the committee meetings in a consulting capacity, providing this is approved by the Committee Chair.
- (6) The committees are convened by the respective Chair. Any member is entitled to submit a reasoned request to the Chair for the convening of the committee.
- (7) Minutes shall be recorded for each committee meeting, which are then signed by the Chair. The Chair shall designate the individual tasked with drafting the minutes.
- (8) The committees have a quorum if, after inviting all of the members, at least 2/3 of the members are physically present or participate in the resolution with a written vote. Members who are not present in meetings can submit their votes by phone, fax or in similar form with the assistance of technical data transmission equipment and take part in negotiations in this way if none of the members object to this procedure prior to the meeting.
- (9) Committee resolutions shall be adopted by a simple majority of the votes cast, except where other majorities are legally mandated.

§ 8 Participation of Executive Board in meetings

- (1) Executive Board members shall participate in Supervisory Board meetings unless the Supervisory Board Chair has indicated otherwise. The Supervisory Board shall convene regularly without the presence of the Executive Board as well.
- (2) The Executive Board Chair shall participate in committee meetings unless the Committee Chair has indicated otherwise. The other Executive Board members take part in committee meetings if the Committee Chair requests their participation.
- (3) Where the auditor is included as an expert, the Executive Board shall be excluded from the meeting unless the Supervisory Board or the committee expressly determines that the Executive Board's participation necessary.

§ 9 Conflicts of interest

- (1) Each member of the Supervisory Board is responsible for ensuring that they allocate sufficient time to fulfill their duties.
- (2) Each member of the Supervisory Board shall disclose to the Supervisory Board any conflicts of interest, particularly those that may arise from advisory or supervisory engagements with customers, suppliers, lenders or other business partners.
- (3) The Supervisory Board shall include any conflicts of interest that have arisen, and how they were addressed, in its report to the shareholders at the Annual General Meeting. If a member of the Supervisory Board has a significant conflict of interest that is not merely temporary in nature, their mandate shall be terminated.
- (4) Consulting, service and work contracts between a member of the Supervisory Board and the Company require the approval of the Supervisory Board.
- (5) The Supervisory Board shall not include more than two former members of the Executive Board.
- (6) If Supervisory Board members or persons closely associated with them buy or sell shares of the Company or related financial instruments (e.g., options, derivatives), the members in question must notify the Company without undue delay. This notification requirement does not apply if the purchase and sale transactions are deemed insignificant (below EUR 20,000.00 per calendar year).

§ 10 Self-assessment

The Supervisory Board shall regularly assess how effectively the entire Supervisory Board and its committees fulfill their duties.

Hamburg, June 14, 2023

The Supervisory Board