

Rules of Procedure for the Executive Board of Aurubis AG

The Executive Board of Aurubis AG (the “**enterprise**”) has, after prior consultation with the Supervisory Board, unanimously adopted the following Rules of Procedure pursuant to Section 77 (2) sentence 1 1st alt. of the German Stock Corporation Act (AktG):

1. Principles of management

- 1.1 The Executive Board as a whole along with each individual member are responsible for governing the enterprise in compliance with the provisions of statutory law, the Articles of Association, and these Rules of Procedure.

The Executive Board is solely responsible for managing the company. In so doing, it adheres to the best interests of the company and is obligated to increase sustainable company value.

- 1.2 The Executive Board and the Supervisory Board shall work closely together for the good of the enterprise and its subsidiaries (together also the “company”). The Executive Board develops the strategic direction of the company, coordinates this with the Supervisory Board, and discusses strategy implementation status with same at regular intervals.
- 1.3 The Executive Board ensures an appropriate risk management and risk control system in the company.

2. Chairman of the Executive Board

The Chairman of the Executive Board is responsible for introducing and implementing the corporate strategy and coordinates the activities of the members of the Executive Board. He is responsible for passing on the decisions, statements and announcements to the other corporate bodies as well as for accepting statements from other corporate bodies on behalf of the Executive Board. In particular, he shall obtain the approval of the Supervisory Board in the cases provided for by law, the Articles of Association, these Rules of Procedure, or any resolution of the Supervisory Board and shall report to the Supervisory Board in line with statutory law and in accordance with these Rules of Procedure.

3. Schedule of Responsibilities

- 3.1 The Schedule of Responsibilities drafted by the Executive Board Chairman and approved by the Executive Board defines the allocated areas of responsibility of the individual members of the Executive Board. Changes to the allocated areas of responsibility are to be discussed and jointly agreed on with the Supervisory Board.
- 3.2 The Executive Board manages the business of the company in joint responsibility according to unified objectives. Notwithstanding the overall responsibility of the Executive Board, each member of the Executive Board is individually responsible for directing their area of responsibility, though they shall always subordinate the interests of their area of responsibility to the overall good of the company. A member of the Executive Board is principally only entitled to issue orders within their area of responsibility.
- 3.3 Material management measures are to be discussed and agreed on with the Chairman of the Executive Board. The members of the Executive Board shall keep the Chairman of the Executive Board continuously informed of all significant processes and business development in their areas of responsibility.
- 3.4 Every member of the Executive Board shall only enact significant measures that also affect another Executive Board member's area of responsibility, apart from urgent measures, after prior consultation with the responsible Executive Board member. Irrespective of the allocation of responsibilities, all members of the Executive Board shall be kept informed on an ongoing basis of all significant business transactions and any required decisions to ensure in particular they can at any time work towards averting imminent harm or making desirable improvements or targeted changes in the interest of the overall good of the company, such as by convening the entire Executive Board, informing the Chairman of the Executive Board, or in another manner.
- 3.5 In the event of differences of opinion between individual members of the Executive Board regarding the allocation of responsibilities, the Chairman of the Board shall reach a final decision.
- 3.6 The Chairman of the Executive Board coordinates processes in the executive divisions with the company's overall objectives and plans. He involves the other members of the Executive Board insofar as their areas are affected.

4. Executive Board meetings and resolutions

- 4.1 As a general rule, the Executive Board makes its decisions at Executive Board meetings. The Chairman of the Executive Board is responsible for convening meetings and must do so at the request of another member of the Executive Board. Executive Board meetings shall preferentially take place every two weeks. As a general rule, they shall be convened by the Chairman of the Executive Board with three days' notice. The Chairman can shorten this notice period and convene a meeting verbally, by phone, by fax, or by email. The Chairman shall set the agenda and chair these meetings. Each member of the Executive Board may request the inclusion of specified items on the agenda.
- 4.2 The necessary documents for the items on the agenda shall be made available to the Chairman of the Executive Board in good time so that the entire Executive Board has sufficient preparation time.
- 4.3 At Executive Board meetings, the members of the Executive Board consult on all matters of fundamental and material importance for the company. They can adopt resolutions regarding these matters that are binding for all members of the Executive Board.
- 4.4 The Executive Board shall be quorate if all members were invited with sufficient notice and, for two members all, and otherwise at least half of the members are present. Resolutions require a majority of votes cast by members present insofar as the Articles of Association or these Rules of Procedure do not mandate a larger majority of votes. In the event of a tied vote, the Chairman shall have the casting vote. The Executive Board shall strive to pass resolutions unanimously whenever possible. If unanimity cannot be achieved, the Chairman shall determine whether to vote or suspend the resolution.
- 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.
- 4.5 Outside of meetings, resolutions may also be adopted in writing (including email), by telegraph, or by phone if no member of the Executive Board objects to this procedure within an appropriate time to be determined by the Chairman.
- 4.6 The results of the Executive Board meetings shall be recorded in minutes that shall be signed by the Chairman. These minutes shall be sent to all members of the Executive Board in good time before the next meeting.

5. Mandatory decision-making power of the full Executive Board

- 5.1 The full Executive Board shall decide upon all matters of major importance and reach for the enterprise or its subsidiaries and associated companies. These include in particular:
- a) matters regarding which the law, the Articles of Association, or these Rules of Procedure require a resolution from the full Executive Board,
 - b) the financial statements of the enterprise,
 - c) matters required to be submitted to the Supervisory Board,
 - d) the convening of the Annual General Meeting and motions along with recommendations of the Board for resolutions for the Annual General Meeting,
 - e) decisions regarding requests for a resolution of the Annual General Meeting pursuant to Section 119 (2) of the German Stock Corporation Act, questions regarding the Rules of Procedure and the Schedule of Responsibilities.
- 5.2 Additionally matters submitted by the Chairman of the Executive Board or the other members of the Executive Board to the full Executive Board for resolution are also subject to the majority decision of the entire Executive Board.

6. Implementation of decisions

The respective responsible member of the Executive Board shall oversee the implementation of decisions adopted by the entire Executive Board. If responsibilities have not yet been allocated in an individual case, the Chairman of the Executive Board shall be responsible for initiating and implementing the decision.

7. Committees

The Executive Board reserves the right to form committees and define their duties. These committees shall report to the entire Executive Board.

8. Conflicts of interest

- 8.1 Every Executive Board member is obligated to disclose any conflicts of interest to the Supervisory Board without delay and to inform the other members of the Executive Board of these as well. All transactions between the company on the one hand and the members of the Executive Board or persons or companies closely associated with them on the other shall be in line with industry standards. The approval of the Supervisory Board is required for significant transactions.
- 8.2 Executive Board members shall only take on secondary activities, in particular supervisory board mandates outside the company and association mandates, with the approval of the Supervisory Board.
- 8.3 The company shall be informed without delay if Executive Board members or closely associated persons purchase or sell enterprise shares or related financial instruments (e.g., options, derivatives). This obligation to inform the company does not apply if the purchase and sale transactions are insignificant (below EUR 20,000.00 per calendar year).

9. Additional rules of procedure

The Executive Board reserves the right to unanimously amend or supplement the rules in these Rules of Procedure at any time following consultation with the Supervisory Board.

Hamburg, October 1, 2024