



Invitation to the Annual General Meeting

of Aurubis AG on Thursday, February 27, 2020

 **Aurubis**
Metals for Progress

Foreword

Dear Shareholders,

I would like to cordially invite you to this year's Aurubis AG Annual General Meeting.

The AGM will take place on Thursday, February 27, 2020 at 10:00 a.m. in the edel-optics.de Arena (Kurt-Emmerich-Platz 10-12, 21109 Hamburg).

The Agenda and the resolutions proposed by the Executive Board and Supervisory Board are printed in this invitation.

Under Agenda item 2, the Executive Board and Supervisory Board recommend a dividend of € 1.25 per share at the AGM.

I look forward to welcoming you to Aurubis AG's AGM on February 27, 2020 in Hamburg.

Sincerely,

Roland Harings
Chairman of the Executive Board
Aurubis AG

Invitation to the 2020 Annual General Meeting

Aurubis AG, Hamburg
German Securities Code Number (WKN) 676 650
ISIN DE 000 676 650 4

We invite our shareholders to attend the company's
**2020 Annual General Meeting on
Thursday, February 27, 2020 at 10:00 a.m. (CET)**
at the edel-optics.de Arena,
Kurt-Emmerich-Platz 10–12, 21109 Hamburg.

Agenda and proposed resolutions

- 1. Presentation of the established year-end financial statements and of the approved consolidated financial statements of Aurubis AG as of September 30, 2019, of the combined management report for Aurubis AG and the Group for fiscal year 2018/19 with the explanatory reports regarding the information in accordance with Section 289a (1) and Section 315a (1) of the German Commercial Code (HGB), of the Executive Board proposal for the utilization of the unappropriated earnings, as well as the report of the Supervisory Board for fiscal year 2018/19**

No resolution shall be made regarding the first point of the Agenda, as it is limited to the accessibility and explanation of the previously named documents, and the adoption of a resolution by the AGM on the established year-end financial statements, the approved consolidated financial statements, and the further documents is not intended by law. The Executive Board and, as far as the management report is concerned, the Supervisory Board shall explain the available documents within the course of the AGM. The shareholders have the opportunity to ask questions at the AGM within the scope of their right to information. The resolution about the utilization of the unappropriated earnings shall be made under item 2 of the Agenda.

2. Adoption of a resolution for the utilization of the unappropriated earnings

The Executive Board and Supervisory Board propose that the unappropriated net income in the amount of € 127,590,975.97 reported in the adopted financial statements of Aurubis AG as at September 30, 2019 be used to pay a dividend to the shareholders of € 1.25 per dividend-qualifying no-par-value share, i.e., a total of € 56,195,903.75 on the subscribed capital of € 115,089,210.88, and that the amount of € 71,395,072.22 be carried forward.

The company currently does not hold any own shares. If the number of no-par-value shares changes until the Annual General Meeting, an accordingly adjusted proposal on the distribution of profits will be presented at the Annual General Meeting, with an unchanged proposal for the appropriation of the profit of € 1.25 per no-par-value share with a dividend entitlement.

With respect to this proposal, please note that the shareholders are entitled to their dividend on the third business day following the resolution at the Annual General Meeting (Section 278 (3) in connection with Section 58 (4) sentence 2 of the German Stock Corporation Act (AktG)). Accordingly, the dividend shall be paid out on March 3, 2020.

3. Adoption of a resolution for the formal approval of the members of the Executive Board for fiscal year 2018/19

The Executive Board and the Supervisory Board suggest that formal approval be granted to the members of the Executive Board for fiscal year 2018/19 (October 1, 2018 to September 30, 2019).

4. Adoption of a resolution for the formal approval of the members of the Supervisory Board for fiscal year 2018/19

The Executive Board and the Supervisory Board suggest that formal approval be granted to the members of the Supervisory Board for fiscal year 2018/19 (October 1, 2018 to September 30, 2019).

5. Adoption of a resolution for the appointment of the auditor and the group auditor for the fiscal year 2019/20 annual financial statements and the auditor for the review of other interim financial reports for fiscal years 2019/20 and 2020/21 prior to the 2021 AGM

Based on the suggestions of the Audit Committee, the Supervisory Board proposes to adopt the following resolution:

Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Hamburg, shall be appointed as auditor and group auditor for the fiscal year 2019/20 (October 1, 2019 to September 30, 2020) annual financial statements.

Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Hamburg, shall be appointed as auditor for any review of interim financial reports (half-year and quarterly financial reports) for fiscal year 2019/20 (October 1, 2019 to September 30, 2020), if and to the extent that such interim financial reports are prepared and subjected to an audit.

Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Hamburg, shall be appointed as auditor for any review of interim financial reports for fiscal year 2020/21 (October 1, 2020 to September 30, 2021), if and to the extent that such interim financial reports are prepared and subjected to an audit prior to the 2021 Annual General Meeting.

The Audit Committee explained that its recommendation was free from influence by a third party pursuant to Article 16 (2) subparagraph 3 of EU Regulation No 537/2014 and that no clause of the type described in Article 16 (6) had been imposed on the Audit Committee.

Prior to submitting its nomination, the Supervisory Board obtained the statement of independence from Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Hamburg, as prescribed by the German Corporate Governance Code.

Submissions to the shareholders

At the time the AGM is called, the following documents are available for review by the shareholders at the offices of Aurubis AG, Hovestrassse 50, 20539 Hamburg, Germany, during the usual office hours and they are accessible online from that time onwards at <http://www.aurubis.com/agm>:

» the documents listed in Agenda point 1

As a special service, the company shall send the documents mentioned above to the shareholders upon request. The legal requirement is fulfilled with the disclosure of the documents on the company's website. The company shall therefore only attempt delivery with regular mail.

Total number of shares and voting rights at the time the AGM is called

At the time the AGM is called, the company's subscribed capital amounts to € 115,089,210.88. It is divided into 44,956,723 no-par-value shares. Each no-par-value share grants one vote. The total number of shares and voting rights at the time of the AGM therefore amounts to 44,956,723 shares and voting rights. There are no different categories of shares.

The company currently does not hold any own shares.

Requirements for participation in the AGM and exercise of the voting right (with record date for submission of proof pursuant to Section 123 (4) sentence 2 of the German Stock Corporation Act (AktG))

Those shareholders who register with the company prior to the AGM and who provide proof of their entitlement to participate in the AGM and to exercise their right to vote are entitled to participate in the AGM and to exercise voting rights.

The registration and proof must be received by the company at the following address (**registration address**) by **February 20, 2020, 24:00 hours (CET)** at the latest:

Aurubis AG

c/o Computershare Operations Center

80249 München

Fax: +49 89 30903-74675

E-mail: hauptversammlung2020@aurubis.com

The entitlement to participate in the AGM and to exercise the right to vote must be verified by special proof of the shareholding issued by the **depository** bank or financial institution in writing.

The proof must be written in German or English and must relate to the beginning of the twenty-first day prior to the AGM, hence **February 6, 2020, 00:00 hours (CET) (record date)**.

Meaning of the record date

In relation to the company and with respect to the participation in the AGM and the exercise of the right to vote, only those who provide written proof of the shareholding shall be deemed shareholders. The entitlement to participate and the extent of the right to vote are determined according to the stake of the shareholder at the record date. The record date does not result in blocking the potential disposal of shares. In the case of a complete or partial disposal of the shareholding after the record date, only the shareholder's stake at the record date is relevant for the participation and the extent of the right to vote. Disposals of shares after the record date have no effect on the entitlement to participate and the extent of the right to vote. This applies to the acquisition of shares after the record date. Individuals who do not yet own shares as per the record date and only become shareholders afterwards are not entitled to participate and to vote. The record date has no meaning for the entitlement to dividends.

We ask the shareholders to take care of the registration and the mailing of the proof of their shareholding to the company at their earliest convenience and suggest that our shareholders contact their depository bank promptly.

Procedure for voting by proxy

Shareholders who choose not to attend the AGM may appoint an intermediary, a shareholder association, a consultant on share voting rights, or another person of their choice to be their proxy for exercising their right to vote. In this case, the proxies must also register according to the aforementioned requirements either directly or via the shareholder. If a shareholder appoints more than one person, the company can reject one or more of them.

The proxy authorization, its revocation, and the verification of proxy entitlement to the company must be in writing, unless the authorization is made to an intermediary, a shareholder association, a consultant on share voting rights, or another of the individuals or institutions that is regarded as equivalent according to Section 135 of the German Stock Corporation Act (AktG). The proxy authorization can also be revoked by

the shareholder's attendance at the AGM in person. If an intermediary, a shareholder association, a consultant on share voting rights, or one of these individuals or institutions that is equivalent according to Section 135 of the German Stock Corporation Act (AktG) is authorized, special conditions may apply; the shareholders are asked to confer with the proxy in due time concerning the possible requirement of a form of power of attorney.

Shareholders who wish to appoint a proxy are asked to use the form that the company has prepared for the purpose of granting proxies and issuing possible instructions. It shall be mailed to the properly registered individuals along with the admission ticket.

The verification of a granted proxy authorization can be provided by the proxy on the day of the AGM at the entry control point by showing the proxy document. For transmitting the verification by mail or by fax, shareholders or proxies are kindly asked to use the mailing address mentioned above. The verification of a granted proxy authorization can also be sent to the e-mail address mentioned above. The aforementioned transmission methods are also available if the proxy is supposed to be granted by declaration to the company; a separate verification about the granted proxy is not necessary in this case. The revocation of an already granted proxy can also be declared to the company with the aforementioned transmission methods.

Procedure for voting through company-nominated proxies

Shareholders who have properly registered according to the aforementioned requirements may also appoint proxies nominated by the company. If they are appointed, the company-nominated proxies exercise the right to vote according to their instructions. The proxy documents with instructions must also be issued in written form. The company-nominated proxies are not allowed to exercise the right to vote without instructions. The company-nominated proxies do not accept requests to speak, to ask questions, or to put forward motions.

For the appointment of a company-nominated proxy, the form for proxies and instructions that is sent along with the admission ticket to the shareholders may be used as well.

Shareholders who wish to appoint the company-nominated proxy are asked for organizational reasons to send their proxy documents and instructions by **February 25, 2020**

at the latest (receipt at the company) by mail, fax, or e-mail (*hauptversammlung2020@aurubis.com*) to the aforementioned registration address or online at *http://www.aurubis.com/agm* under the point Proxy Voting.

In addition, we offer shareholders who registered in due form and on time and who are present at the AGM the option to appoint the company-nominated proxies in the AGM as well.

Shareholder rights in accordance with Section 122 (2), Section 126 (1), Section 127, and Section 131 (1) of the German Stock Corporation Act (AktG)

Right to add items to the Agenda in accordance with Section 122 (2) German Stock Corporation Act (AktG)

Shareholders whose shareholdings reach a total proportionate amount of € 500,000.00 (corresponding to – rounded to the next highest full number of shares – 195,313 no-par-value shares) (**minimum holding**) may request that items be announced and added to the agenda. The minimum holding must be proven to the company. The presentation of banking certificates is sufficient. The applicant(s) furthermore must provide a verification that he/she/they has/have been a shareholder for a minimum of 90 days prior to the date that the request arrives at the company and that he/she/they hold(s) the shares until the Executive Board's resolution on the request (see Section 122 (2) sentence 1 in conjunction with (1) sentence 3 of the German Stock Corporation Act (AktG)). Section 70 of the German Stock Corporation Act (AktG) is to be taken into account for the calculation of this time limitation.

The request shall be addressed to the company represented by the Executive Board in writing, and each new item to the Agenda requires the presentation of a reason or a proposed resolution. The request for an addition to the Agenda may also regard a resolution-free discussion point. It must be received by the company by **January 27, 2020, 24:00 hours (CET)** at the latest. We kindly ask that such requests be sent to the following address:

Aurubis AG
Executive Board
Hovestrasse 50
20539 Hamburg, Germany

Requests for additional Agenda points shall be announced and submitted in the same way as when the AGM is called.

Shareholder countermotions in accordance with Section 126 (1) of the German Stock Corporation Act (AktG)

Shareholders are authorized to make countermotions against a proposal of the Executive Board and the Supervisory Board regarding a certain point of the Agenda. Any countermotions must be received by the company in writing, with reasons, by fax or e-mail by **February 12, 2020, 24:00 hours (CET)** at the latest only at the following address:

Aurubis AG
Corporate Legal Department
Hovestrasse 50
20539 Hamburg, Germany
Fax: + 49 40 7883-3990
E-mail: *Rechtsabteilunghv2020@aurubis.com*

Motions addressed in any other way will not be considered. Where required, shareholders' countermotions shall be made accessible online at <http://www.aurubis.com/agm> including the shareholder's name and reasons for the proposal immediately after the countermotions are received. Any respective statements from the management shall also be made accessible at this web address.

The company can desist from making a countermotion and its reasons accessible if one of the exclusion circumstances of Section 126 (2) of the German Stock Corporation Act (AktG) applies, for example because the countermotion would lead to a resolution that would be against the law or the Articles of Association or if the reasons contain obviously wrong or misleading information. Furthermore, reasons for the countermotion do not need to be made accessible if they contain more than a total of 5,000 characters.

It is noted that countermotions shall only be considered in the AGM if they are brought forward there, even if they were previously submitted to the company in due time. Each shareholder's right to bring forward countermotions and election proposals regarding the points of the Agenda during the AGM shall remain unaffected.

Nominations from shareholders in accordance with Section 127 of the German Stock Corporation Act (AktG)

Shareholders are furthermore authorized to submit election proposals for the election of auditors. The aforementioned regulation applies to them with the proviso that the nomination does not need to be justified. Beyond the aforementioned exclusion circumstances of Section 126 (2) of the German Stock Corporation Act (AktG), the election proposal also doesn't need to be made accessible if it doesn't contain the name, the profession, and the place of residence (or place of business in the case of auditing firms) of the nominated auditors.

Right to information in accordance with Section 131 (1) of the German Stock Corporation Act (AktG)

In the AGM, every shareholder and shareholder proxy can request information from the Executive Board regarding the company's affairs, as long as this information is necessary for the material assessment of the object of the Agenda (Section 131 (1) of the German Stock Corporation Act (AktG)). The obligation to provide information also extends to the legal and business relations of the company to a related company and the situation of the Group and the companies included in the consolidated financial statements. Requests for information shall generally be submitted verbally at the AGM within the scope of the debate.

According to Section 15 (3) of the company's Articles of Association, the chairman of the meeting is, however, authorized to appropriately limit the time for the shareholder's right to ask questions and speak. Furthermore, the Executive Board is authorized to refuse to provide information in certain cases that are stipulated in Section 131 (3) of the German Stock Corporation Act (AktG), for example if, based on reasonable commercial assessment, giving the information may pose significant detriment to the company or a related company.

Reference to the website of the company

The information in accordance with Section 124a of the German Stock Corporation Act (AktG) regarding the AGM can be found on the company's website at <http://www.aurubis.com/agm>

Data protection information for shareholders

As the responsible authority within the meaning of Article 4 (7) of the EU General Data Protection Regulation (GDPR), Aurubis AG, represented by the members of its Executive Board, Hamburg, processes personal data (first and last name, address, e-mail address, number of shares, type of share ownership, and admission ticket number; as necessary, the first and last name and address of the shareholder proxy appointed by the shareholder in question), on the basis of the data protection regulations in effect in Germany, in order to enable shareholders to exercise their rights related to the AGM. Their personal data has to be processed to ensure that they are able to participate in the AGM.

If the shareholders have not provided this personal data while registering for the AGM, their depository banks transfer the data to Aurubis AG. The shareholders' personal data is processed only for the purpose of their participation in the AGM and only to the extent necessary for achieving this purpose. The legal basis for processing this data is Article 6 (1) (c) of the EU General Data Protection Regulation (GDPR). Aurubis AG saves this personal data for a period of ten years starting from the end of the year in which the AGM took place. Aurubis AG's service providers, which are commissioned for the purpose of setting up the AGM, only receive the personal data from Aurubis AG that is necessary to provide the commissioned service and only process this data according to Aurubis AG's instructions.

Please refer to the sections of the AGM invitation entitled "Right to add items to the Agenda in accordance with Section 122 (2) of the German Stock Corporation Act (AktG)," "Shareholder countermotions in accordance with Section 126 (1) of the German Stock Corporation Act (AktG)," and "Nominations from shareholders in accordance with Section 127 of the German Stock Corporation Act (AktG)" for information regarding the transmission of personal data to third parties when disclosing shareholder requests to add points to the Agenda and when disclosing shareholder countermotions and nominations.

With regard to the processing of their personal data, shareholders and shareholder proxies can request the following from Aurubis AG: information about their personal data pursuant to Article 15 of the EU General Data Protection Regulation (GDPR), rectification of their personal data pursuant to Article 16 of the GDPR, erasure of their personal data pursuant to Article 17

of the GDPR, restriction of processing of their personal data pursuant to Article 18 of the GDPR, and the transmission of certain personal data to themselves or third parties that they designate (right to data portability) pursuant to Article 20 of the GDPR. Shareholders can exercise these rights free of charge by contacting Aurubis AG in one of the following ways:

Aurubis AG
Corporate Legal Department
Hovestrassse 50
20539 Hamburg, Germany
Phone: +49 40 7883-3993
Fax: +49 40 7883-3990
E-mail: dataprotection@aurubis.com

Pursuant to Article 77 of the EU General Data Protection Regulation (GDPR), shareholders have the right to lodge a complaint with the supervisory authority of either the federal state/country in which they live or habitually reside, or the supervisory authority of the city of Hamburg, where Aurubis AG's headquarters is located.

The data of the guests attending the Annual General Meeting will be handled accordingly.

You can reach our company's Data Protection Officer at:

Aurubis AG Data Protection Officer
c/o Aurubis AG
Corporate Legal Department
Hovestrassse 50
20539 Hamburg, Germany
Phone: +49 40 7883-3993
Fax: +49 40 7883-3990
E-mail: dataprotection@aurubis.com

Hamburg, January 2020

Aurubis AG
Executive Board

Route

The route to edel-optics.de Arena is as follows:

Arrival with public transport

Your ticket to the AGM includes a ticket to use the Hamburg public transport network HVV on February 27, 2020.

From Hamburg Central Station, take S-Bahn line S3 or S31 for 8 minutes to S-Bahn station S-Wilhelmsburg.

From there, it's just a 3-minute walk to edel-optics.de Arena.

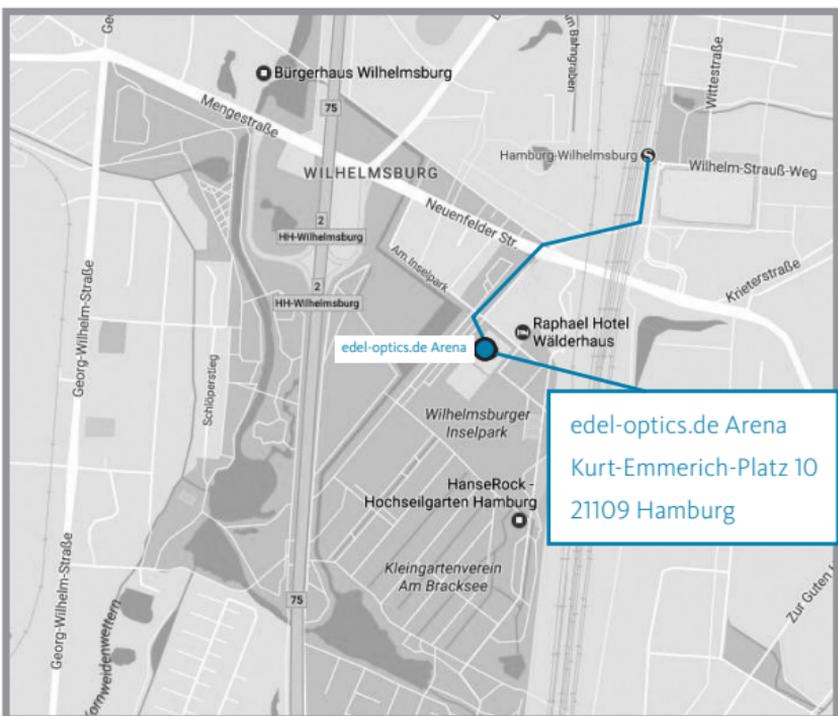
Bus lines 13, 34, 151, 154, 252, and 640 also go to the arena.
Bus stop: S-Wilhelmsburg.

Arrival by car

Enter the address "Neuenfelder Strasse 31."

The entrance to the pay parking lot "Am Inseipark" is located across from this address – just before the railway bridge.

Additional travel information is available on the edel-optics.de Arena website at <http://www.edel-optics.de/arena/#anfahrt>



Invitation to the 2020 Shareholders' Dialogue

Dear Shareholders,

We cordially invite you to our Shareholders' Dialogue, which provides you with an opportunity to get to know your company, Aurubis AG, and the people behind it even better.

The event will take place on September 29, 2020 in Hamburg from 3:00 p.m. to about 7:00 p.m.

As in years past, an Executive Board member will hold a presentation on Aurubis AG at the event. Afterward, we will provide a glimpse into the development of Aurubis' shares and offer a plant tour.

We would be happy to answer your questions on site. We look forward to your visit and ask that you register online only at:

www.aurubis-event.de/aktionaerstreffen

Because there is a limit to the number of participants, spots are distributed on a first-come, first-served basis. You will receive a confirmation after you have registered.

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