



Invitation to the Annual General Meeting

of Aurubis AG on February 17, 2022

Foreword

Dear shareholders,

We would like to cordially invite you to the virtual Annual General Meeting (AGM) of Aurubis AG on February 17, 2022 (CET) at 10:00 a.m.

To counter the ongoing spread of the coronavirus, it is still crucial to avoid physical contact with others. With the approval of the Supervisory Board, the Executive Board therefore passed a resolution to once again make use of the COVID-19 legislation and to carry out the 2022 Annual General Meeting as a “virtual Annual General Meeting” without the physical presence of shareholders or their proxies (with the exception of the proxies from the company), which the shareholders or their proxies can take part in electronically.

You as shareholders can watch the Annual General Meeting in its entirety live on the internet on February 17, 2022. You can either exercise your right to vote through absentee voting prior to the Annual General Meeting or, as in past years, appoint the proxies from the company who will vote for you in accordance with your instructions. Third-party proxies that you have appointed can also exercise the right to vote in (only) these ways. It is also possible to vote online through electronic absentee voting or through a proxy during the Annual General Meeting.

For purposes related to the execution of the virtual Annual General Meeting and the exercise of shareholder rights, the company has provided an internet-supported Annual General Meeting system (“InvestorPortal”) on its website at www.aurubis.com/agm.

You can find more details in this invitation in the section “Additional details on the invitation to the Annual General Meeting.”

If you have questions about any company matters, you can send us these questions electronically only, through our InvestorPortal, up to and including **February 15, 2022 at 24:00 hours** (CET).

Please be aware that you have to register for the Annual General Meeting in the usual way, even if you use the online option described above or want to exercise your voting right in another way.

The Agenda and the resolutions are outlined on the following pages.

Due to our successful fiscal year results once again, the Executive Board and Supervisory Board recommend a dividend of € 1.60 per dividend-qualifying share under point 2 of the AGM Agenda.

We have compiled additional comprehensive information about the virtual Annual General Meeting, including the documents that we are required to provide, on our website www.aurubis.com/agm.

We unfortunately won't be able to welcome you in person on February 17, 2022. Nevertheless, we look forward to your active participation in Aurubis AG's virtual Annual General Meeting.



Roland Harings



Dr. Heike Arnold



Rainer Verhoeven

Invitation to the 2022 Annual General Meeting

Aurubis AG, Hamburg
Security Identification No. 676 650
ISIN DE 000 676 650 4

We invite our shareholders to attend the company's

Virtual 2022 Annual General Meeting

without the physical presence of the shareholders or their proxies

on Thursday, February 17, 2022 at 10:00 a.m. (CET).

The Annual General Meeting will be broadcast live on the internet for Aurubis AG shareholders and their proxies who have registered correctly. The Annual General Meeting is taking place as a virtual Annual General Meeting in accordance with Section 1 (2) of the German Act Concerning Measures Under the Law of Companies, Cooperative Societies, Associations, Foundations and Commonhold Property to Combat the Effects of the COVID-19 Pandemic (**COVID-19 Act**). The shareholders' voting rights can only be exercised by means of absentee voting, including electronic voting through the InvestorPortal, or by issuing authorization to the company's proxies. Physical participation of shareholders and their proxies (with the exception of the company's proxies) is not possible. The location of the Annual General Meeting within the meaning of the German Stock Corporation Act (AktG) is Hovestrasse 50, 20539 Hamburg, Germany.

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, 2021, of the combined management report for Aurubis AG and the Group for fiscal year 2020/21 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 2020/21**

No resolution shall be made regarding the first item of the Agenda, as it is limited to the accessibility and explanation of the previously mentioned documents, and the adoption of a resolution by the Annual General Meeting on the established year-end financial statements, the approved consolidated financial statements, and the other documents is not intended by law. The Supervisory Board approved the annual financial statements for the AG and the consolidated financial statements for the Group presented by the Executive Board on December 1, 2021 in accordance with Section 172 of the German Stock Corporation Act (AktG). 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. Pursuant to Section 1 (2) sentence 1 no. 3 of the COVID-19 Act, shareholders have the right to pose questions about this matter prior to the Annual General Meeting. The resolution on the utilization of the unappropriated earnings is outlined 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 € 218,677,861.05 reported in the adopted financial statements of Aurubis AG as at September 30, 2021 be used to pay a dividend to the shareholders of € 1.60 per dividend-qualifying no-par-value share, i.e., a total of € 69,854,448.00 on the subscribed capital of € 111,767,116.80, and that the amount of € 148,823,413.05 be carried forward.

The recommendation on the appropriation of earnings takes into account the company's own shares held directly or indirectly, which amounted to 1,297,693 shares on December 1, 2021 and are not dividend-qualifying in accordance with Section 71b of the German Stock Corporation Act (AktG). The company purchased these shares in the period from March 19, 2020 to November 2, 2020 as part of the share buyback program that the company decided to undertake on March 18, 2020. The number of dividend-qualifying shares can change until the Annual General Meeting. In this case, the shareholders participating in the AGM will be presented with an accordingly adjusted recommendation for the appropriation of

earnings, with an unchanged dividend proposal of € 1.60 per dividend-qualifying no-par-value share. If the number of dividend-qualifying no-par value shares and thus the dividend total increases, the profit brought forward decreases accordingly. If the number of dividend-qualifying shares and thus the dividend total decreases, the profit brought forward increases accordingly.

Regarding this recommendation, please also note the shareholder's entitlement to their dividends on the third business day following the resolution passed during the Annual General Meeting (Section 58 (4) sentence 2 of the German Stock Corporation Act (AktG)). The dividend shall be paid out on February 22, 2022 accordingly.

3. Adoption of a resolution for the formal approval of the members of the Executive Board for fiscal year 2020/21

The Executive Board and the Supervisory Board suggest that formal approval be granted to the members of the Executive Board for fiscal year 2020/21 (October 1, 2020 to September 30, 2021).

The plan is to have shareholders vote on this Agenda item by way of individual approval of each member.

4. Adoption of a resolution for the formal approval of the members of the Supervisory Board for fiscal year 2020/21

The Executive Board and the Supervisory Board suggest that formal approval be granted to the members of the Supervisory Board for fiscal year 2020/21 (October 1, 2020 to September 30, 2021).

The plan is to have shareholders vote on this Agenda item by way of individual approval of each member.

5. Adoption of a resolution for the appointment of the auditor and the group auditor for the fiscal year 2021/22 annual financial statements and the auditor for the review of other interim financial reports for fiscal years 2021/22 and 2022/23 prior to the 2023 Annual General Meeting

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 2021/22 (October 1, 2021 to September 30, 2022) 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 2021/22 (October 1, 2021 to September 30, 2022), 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 2022/23 (October 1, 2022 to September 30, 2023), if and to the extent that such interim financial reports are prepared and subjected to an audit prior to the regular 2023 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.

Before submitting the nomination of the auditors, the Supervisory Board obtained a declaration from Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Hamburg, on their independence.

6. Adoption of a resolution on a new authorization to issue convertible bonds and/or bonds with warrants, profit participation rights and/or participating bonds (or combinations of these instruments), creation of a new corresponding conditional capital, and amendments to the Articles of Association

The authorization issued by the participants of the Annual General Meeting on March 2, 2017 to issue convertible bonds and/or bonds with warrants, profit participation rights and/or participating bonds (or combinations of these instruments) is in place until March 1, 2022. It is to be replaced by a new authorization.

The Executive Board and Supervisory Board thus propose that the following resolution be passed:

a) Repeal of the authorization dated March 2, 2017 and corresponding repeal of the conditional capital

The authorization of the Executive Board to issue convertible bonds and/or bonds with warrants, profit participation rights and/or participating bonds (or combinations of these instruments), which was granted by the resolution of the Annual General Meeting on March 2, 2017 under item 6 letter b) on the Agenda, and the corresponding conditional capital of € 57,544,604.16 pursuant to Section 4 (3) of the Articles of Association are canceled.

b) Authorization to issue convertible bonds and/or bonds with warrants, profit participation rights and/or participating bonds (or combinations of these instruments) and to exclude subscription rights, creation of a new corresponding conditional capital, and amendments to the Articles of Association

The following authorization of the Executive Board to issue convertible bonds and/or bonds with warrants, profit participation rights and/or participating bonds (or combinations of these instruments) goes into effect upon entry of the amendment to the Articles of Association recommended under letter c) of this Agenda item 6 in the relevant commercial register.

aa) Nominal amount, authorization period, number of shares

The Executive Board is authorized, subject to the approval of the Supervisory Board, to issue bearer or registered convertible bonds and/or bonds with warrants, profit participation rights and/or participating bonds (or combinations of these instruments) (referred to collectively as "bonds") until February 16, 2027 once or several times, with or without a maturity limit, in the total nominal amount of up to € 500,000,000.00 and to grant conversion or option rights to the holders or creditors of such bonds, at the time they are established, for no-par-value bearer shares in the company representing a proportionate amount of the subscribed capital totaling € 11,508,920.32 as further specified in the respective terms and conditions of the options/convertible bonds and/or terms and conditions of the profit participation rights (referred to from now on as "terms and conditions") of the bonds. The respective conditions can also arrange for a conversion or option obligation for holders or creditors, including the obligation to exercise the conversion or option right, as well as for the company's right to offer shares of the company (in any desired combination) at any points in time, in particular at the end of the term.

The bonds can be issued against cash contributions or contributions in kind. The bonds can be issued in euros or – in the equivalent amount – in another legal currency, for example of an OECD country. If the bonds are issued in foreign currency, the nominal amount of the respective bonds on the day of the decision about their issuance must be converted into euros for the entire nominal limit of this authorization. They can also be issued by companies dependent on, or directly or indirectly majority-held by, the company; in this case the Executive Board shall be authorized, subject to the approval of the Supervisory Board for the dependent or majority-held company, to assume the guarantee for the bonds as well as to submit further necessary declarations and undertake actions for successful issuance and to grant conversion and option rights to the holders for new no-par-value bearer shares in the company.

The individual issues can be divided into individual bonds, each with equal rights.

The Executive Board of the company is only authorized to issue bonds if the number of shares that have been issued or will be issued to service bonds with conversion or option rights and/or conversion or option obligations from conditional capital does not exceed 10 % of the subscribed capital at the time the authorization becomes effective or – if this value is smaller – at the time the authorization is exercised. The shares that were issued from authorized capital during the term of this authorization are to be credited towards this upper limit of 10 % of the subscribed capital. The upper limit reduced pursuant to the previous sentences of this paragraph will be increased again when a new authorization pursuant to Section 202 or Section 221 of the German Stock Corporation Act (AktG) (in connection with conditional capital pursuant to Section 192 of the German Stock Corporation Act (AktG)) passed by the Annual General Meeting following the reduction goes into effect, provided that the new authorization

is sufficient, but up to 10 % of the subscribed capital pursuant to the guidelines of sentence 1 of this paragraph.

bb) Conversion and option rights

In the event of the issuance of bonds with a conversion right, the respective holders or creditors of the bonds shall have the right to exchange these for no-par-value bearer shares in the company in accordance with the terms and conditions. The exchange ratio is calculated by dividing the nominal amount of an individual bond by the defined conversion price for one no-par-value bearer share in the company. The exchange ratio can also be calculated by dividing the issuing price of an individual bond that is less than the nominal amount by the defined conversion price for one new no-par-value bearer share in the company. The exchange ratio on a conversion ratio can be rounded to a full number; furthermore, an additional payment to be made in cash can be established as appropriate. Furthermore, it can be arranged that fractional amounts be consolidated and/or settled in cash. The terms and conditions can also include a variable multiplier. The proportionate amount of the subscribed capital of the bearer shares to be issued on conversion shall not exceed the nominal amount of the individual bonds.

In the event of the issue of bonds with warrants, each individual bond shall have one or more warrants that entitle or obligate the holder or creditor to subscribe no-par-value shares in the company or include a delivery right for the issuer in accordance with the terms and conditions of the options to be defined by the Executive Board. The terms and conditions of the options can also stipulate that the option price can also be paid completely or partly by transferring individual bonds. The subscription ratio is calculated by dividing the nominal amount of an individual bond by the determined option price for one of the no-par-value bearer shares in the company. The proportionate amount of the subscribed capital of the company bearer shares that are subscribed may not exceed the nominal amount of the individual bond. The exchange ratio on an option ratio can be rounded to a full number; furthermore, an additional payment to be made in cash can be established. Furthermore, it can be arranged that fractional amounts be consolidated and/or settled in cash. The terms and conditions can also include a variable multiplier. The same applies when warrants are attached to a profit participation right or a participating bond.

cc) Conversion and option obligations

The terms and conditions of bonds can also establish a conversion or option obligation at the end of the term or earlier (in each case referred to as “**final maturity**”) or provide the company with the right, on final maturity, to grant the holders of bonds, in whole or in part, shares in the company instead of payment of the due cash amount in accordance with the exchange ratio. In these cases, the conversion or option price for a share can correspond to the arithmetic mean of the closing prices of the company's shares in Xetra trading (or an equivalent successor system) on the Frankfurt Stock Exchange during the ten consecutive trading days before or after the day of final maturity, even if this is below the minimum price mentioned under letter b) cc) below.

In this case too, the proportionate amount of the subscribed capital of the no-par-value bearer shares to be issued upon final maturity per individual bond shall not exceed the nominal amount of the individual bond. Section 9 (1) in connection with Section 199 (2) of the German Stock Corporation Act (AktG) must be taken into account.

dd) Conversion/option price

The conversion or option price for a no-par-value bearer share of the company that has to be established must – with the exception of cases in which an option or conversion obligation is intended – either:

- ▶ amount to at least 80 % of the arithmetic mean of the closing prices of the company's share in Xetra trading (or an equivalent successor system) on the Frankfurt Stock Exchange on the ten trading days before the day of the Executive Board's final decision about the placement of bonds or about the acceptance or allocation by the company in the context of a placement of bonds

or

- ▶ for the case that a subscription right is granted, correspond to at least 80 % of the arithmetic mean of the closing price of the company's share in Xetra trading (or an equivalent successor system) during (i) the days on which the subscription rights for bonds are traded on the Frankfurt Stock Exchange, with the exception of the last two trading days that the subscription rights are traded, or (ii) the days from the beginning of the subscription period until the time the subscription price is finally established. Section 9 (1) and Section 199 of the German Stock Corporation Act (AktG) remain unaffected.

In the case of bonds related to conversion or option rights and/or conversion or option obligations, the conversion or option price can be reduced, irrespective of Section 9 (1) of the German Stock Corporation Act (AktG), based on a dilution protection clause after conditions are defined in more detail, if the company increases the subscribed capital during the conversion or option period while granting a subscription right to its shareholders or if the company issues additional bonds, or grants or guarantees other option rights, and holders of bonds with conversion or option rights and/or conversion or option obligations are not granted a subscription right to the extent to which they would be entitled after exercising the conversion or option rights and/or fulfilling the conversion or option obligations. The reduction of the option or conversion price can also be fulfilled, in accordance with the detailed terms and conditions of the bonds, through a cash payment upon the exercise of the option or conversion right and/or upon fulfillment of the conversion or option obligations. The conditions can also provide for a value-preserving adjustment of the conversion or option price for other measures that could lead to a dilution of the value of the conversion or option rights (e.g., the payment of a dividend). In each case, the proportionate amount of the subscribed

capital of the shares that are subscribed for each individual bond may not exceed the nominal amount of the respective individual bond.

ee) Granting subscription rights, excluding subscription rights

The shareholders are fundamentally entitled to a subscription right for the bonds. The bonds can also be acquired by one or more credit institutions or one or more companies working in accordance with Section 53 (1) sentence 1 or Section 53b (1) sentence 1 or (7) of the German Banking Act with the obligation of directly offering them to shareholders for subscription within the meaning of Section 186 (5) of the German Stock Corporation Act (AktG) (referred to as a direct subscription right). However, the Executive Board is authorized to exclude shareholder subscription rights to the bonds with Supervisory Board approval in the following cases:

(1) If bonds with conversion or option rights and/or conversion or option obligations are to be issued in return for a cash payment, the Executive Board will however be authorized, subject to the approval of the Supervisory Board, to issue the bonds, in commensurate application of Section 186 (3) sentence 4 of the German Stock Corporation Act (AktG), with the exclusion of subscription rights, provided the issue price is not significantly lower than the theoretical market value determined using accepted finance mathematical methods for bonds. This authorization to exclude subscription rights only applies inasmuch as a total proportionate amount of the subscribed capital of no more than 10 % of the company's subscribed capital accounts for the shares that have been issued or will be issued to service bonds, neither at the time the authorization goes into effect nor – if this value is smaller – at the time the authorization is exercised.

The proportionate amount of the subscribed capital of shares that (i) are issued or sold during the period of this authorization excluding the shareholder subscription right pursuant to or in accordance with Section 186 (3) sentence 4 of the German Stock Corporation Act (AktG) and (ii) are or will be issued to service bonds with conversion or option rights and/or conversion or option obligations should be counted towards this maximum amount for an exclusion of subscription rights, provided that these bonds were issued in commensurate application of Section 186 (3) sentence 4 of the German Stock Corporation Act (AktG) during the period of this authorization excluding the subscription rights. The upper limit reduced pursuant to the previous sentences of this paragraph will be increased again when a new authorization to exclude shareholder subscription rights pursuant to Section 186 (3) sentence 4 of the German Stock Corporation Act (AktG) passed by the Annual General Meeting following the reduction goes into effect, provided that the new authorization is sufficient, but up to 10 % of the subscribed capital pursuant to the guidelines of sentence 1 of this paragraph.

(2) Moreover, the Executive Board is authorized, subject to the approval of the Supervisory Board, to exclude the shareholders' subscription rights if the bonds are issued against contributions in kind or non-cash benefits, especially in the course

of company mergers or for the acquisition (even indirect) of companies, plants, business units, stakes, or other assets or claims to the acquisition of assets, including receivables against the company or its affiliates, provided the value of the asset in kind is reasonably proportionate to the value of the bonds determined in accordance with letter b) dd) (1) below.

(3) Furthermore, the Executive Board will be authorized, subject to the approval of the Supervisory Board, to exclude the subscription right of the shareholders for bonds for fractional amounts and also to exclude the subscription right, subject to the approval of the Supervisory Board, inasmuch as it is necessary in order to be able to grant the holders or creditors of conversion and/or option rights on shares in the company, or corresponding conversion/option obligations, or shares offered by the company to compensate for dilutions, subscription rights to the extent to which they would be entitled to the subscription rights after exercising these conversion and/or option rights or fulfilling these conversion/option obligations.

All of the bonds to be issued under the authorizations outlined above and excluding subscription rights are limited to the number of bonds with an option or conversion right or an option or conversion obligation on shares with a proportional amount of the share capital, which may not exceed a total of 10 % of the subscribed capital, neither at the time the existing authorization goes into effect nor – if this value is lower – at the time the existing authorization is exercised. Shares of the company (i) that are issued during the period of this authorization excluding the shareholder subscription right from other authorizations and (ii) that are or will be issued to service bonds with conversion or option rights and/or conversion or option obligations should be counted towards the aforementioned 10 % limit, provided that these bonds were issued during the period of this authorization excluding the subscription rights. The upper limit reduced pursuant to the previous sentences of this paragraph will be increased again when a new authorization to exclude shareholder subscription rights passed by the Annual General Meeting following the reduction goes into effect, provided that the new authorization is sufficient, but up to 10 % of the subscribed capital pursuant to the guidelines of sentence 1 of this paragraph.

Inasmuch as profit participation rights or participating bonds are issued without conversion rights, option rights, or an option/conversion obligation, the Executive Board will be authorized, subject to approval of the Supervisory Board, to exclude the shareholders' subscription right entirely if these profit participation rights or participating bonds are similar to debentures, i.e., do not constitute any membership rights in the company, do not grant the right to participate in proceeds from liquidation, and the interest payment is not calculated on the basis of the consolidated net income, the unappropriated profit, or the dividend. In addition, the interest payment and the par value of the profit participation rights or participating bonds shall in this case correspond to the current market conditions applicable at the time of issuance.

ff) Additional possibilities

In each case, the terms and conditions can establish that the company can choose to grant own shares, shares from authorized capital, or other payments in the case of conversion or exercise of options and/or in the case of fulfillment of option or conversion obligations. Furthermore, provisions can be put in place for the company to grant not company shares, but pay the equivalent in cash or grant exchange-listed shares of another company to the holders of bonds in the case of conversion or exercise of options and/or in the case of fulfillment of option or conversion obligations.

On the other hand, the terms and conditions can provide the company with the right, upon maturity of the bonds, to grant the holders of bonds, in whole or in part, shares in the company or exchange-listed shares of another company instead of payment of the due cash amount.

Furthermore, it can also be arranged in the terms and conditions of the bonds that the number of shares to be drawn upon when exercising the conversion or option rights and/or after fulfilling the conversion or option obligations is variable and/or the conversion or option price within a range established by the Executive Board can be changed during the term depending on the share price or as a result of provisions to protect against dilution.

gg) Authorization to define additional terms for bonds

The Executive Board will be authorized, subject to the approval of the Supervisory Board and observing the principles provided in this authorization, to define the remaining details of the issue and terms of the bonds or to define these in consultation with the executive bodies of the issuing direct or indirect affiliated or associated companies. This concerns in particular the interest rate, the nature of the interest payment, the conversion or option price, the term, and the denominations, as well as the conversion or option period.

c) Amendment to Articles of Association; new conditional capital

To serve the issuable bonds based on the authorization to be decided upon under letter b), conditional capital will be created. Section 4 (3) of the Articles of Association will be rewritten as follows:

- “3. To service the convertible bonds, bonds with warrants, profit participation rights, and/or participating bonds (or combinations of these instruments) (referred to collectively in the following as “bonds”) issuable on the basis of the authorization resolution under Agenda item 6 of the Annual General Meeting on February 17, 2022, conditional capital will be created.

The subscribed capital shall be conditionally increased by up to € 11,508,920.32 by issuing up to 4,495,672 new bearer shares without a nominal amount (no-par-value

shares), each with notional interest in the subscribed capital of € 2.56 (Conditional Capital 2022).

The conditional capital increase will only be carried out to the extent that the holders or creditors of bonds that are issued or guaranteed by the company or by dependent companies or companies directly or indirectly majority-held by the company based on the authorization resolution by the Annual General Meeting on February 17, 2022 utilize their conversion or option rights and/or fulfill conversion or option obligations from such bonds or, to the extent that the company grants company shares instead of paying the cash amount due, and to the extent that conversion or option rights and/or conversion or option obligations are not serviced by own shares, shares from authorized capital, or other payments.

The new shares will be issued at the conversion or option price that will be established in accordance with Agenda item 6 letter b) cc) by the participants of the Annual General Meeting on February 17, 2022. The new no-par-value bearer shares shall be entitled to participate in the profits from the beginning of the fiscal year in which they come into existence through the exercise of conversion or option rights, through the fulfillment of conversion or option obligations, or through their granting instead of the payment of the cash amount due, and for all subsequent fiscal years. To the extent legally permitted, the Executive Board can establish, subject to the approval of the Supervisory Board, that the new shares are entitled to participate in the profits from the beginning of the fiscal year for which there is no resolution adopted about the use of unappropriated earnings yet at the time conversion or option rights are exercised, conversion or option obligations are fulfilled, or the shares are granted instead of the cash amount due.

The Executive Board is authorized, subject to the approval of the Supervisory Board, to define the further details of how the conditional capital increase shall be performed.

The Supervisory Board is authorized to amend the version of Section 4 (1) and (3) of the Articles of Association in accordance with the respective issuance of new no-par-value bearer shares and to make all other related amendments to the Articles of Association that only relate to the wording. The same applies if the authorization to issue bonds with warrants or convertible bonds is not used after the authorization period expires or if the conditional capital is not used after the deadlines for exercising option or conversion rights or for fulfilling conversion or option obligations have expired.”

Report by the Executive Board to the Annual General Meeting on item 6 of the Agenda on exclusion of the subscription right in accordance with Section 221 (4) sentence 2 German Stock Corporation Act (AktG) in conjunction with Section 186 (3) and (4) sentence 2 German Stock Corporation Act (AktG):

The proposed resolution foresees authorizing the Executive Board, subject to the approval

of the Supervisory Board, to issue bearer or registered convertible bonds and/or bonds with warrants, profit participation rights and/or participating bonds (or combinations of these instruments) (referred to collectively as “bonds”) until February 16, 2027 once or several times, with or without a maturity limit, in the total nominal amount of up to € 500,000,000.00 and to grant conversion or option rights to the holders or creditors of such bonds for no-par-value bearer shares in the company representing a proportionate amount of the subscribed capital totaling € 11,508,920.32 as further specified in the terms and conditions of the conversions or options.

The issuance of bonds in the sense described above offers the company the possibility to utilize attractive financing alternatives on the capital market depending on the market situation, in addition to the classic options of taking up borrowings and equity. The authorization to issue profit-dependent or profit-oriented instruments in particular, such as profit participation rights and participating bonds, offers the possibility to strengthen the company's funding by issuing so-called hybrid financing instruments and to secure the conditions for future business growth in this way. For the reasons mentioned above, the creation of an authorization to issue bonds is proposed to the participants of the Annual General Meeting. The purpose of the recommended authorization is to align the situation to current market practice and to achieve further flexibility.

The issuance of bonds enables the taking up of borrowings that can be classified as equity or similar to equity according to the arrangement of the bond conditions for rating purposes as well as for accounting purposes. The conversion or option premiums achieved and the inclusion in equity benefit the capital base. The additional foreseen possibilities of stipulating conversion obligations and the company's rights to offer shares or combining convertible bonds, bonds with warrants, profit participation rights and/or participating bonds, in addition to granting conversion and/or option rights, expand the scope for arranging these financial instruments. Moreover, the authorization enables the company to place the bonds itself or through its direct or indirect affiliated holding companies. Aside from euros, the bonds can be issued in other currencies, for example the legal currency of an OECD country, with or without a maturity limit.

The Executive Board of the company is only authorized to issue bonds if the number of shares that have been issued or will be issued to service bonds with conversion or option rights and/or conversion or option obligations from conditional capital does not exceed 10 % of the subscribed capital at the time the authorization becomes effective or – if this value is smaller – at the time the authorization is exercised. Shares that are issued during the term of this authorization from authorized capital are to be counted in this upper limit of 10 % of the subscribed capital. This should prevent the Executive Board from increasing the subscribed capital by more than 10 % by utilizing existing authorizations. The upper limit reduced pursuant to the previous sentences of this paragraph will be increased again when a new authorization pursuant to Section 202 or Section 221 of the German Stock Corporation Act (AktG) (in connection with conditional capital pursuant to Section 192 of the German Stock Corporation Act (AktG)) passed by the Annual General Meeting following the reduction

goes into effect, provided that the new authorization is sufficient, but up to 10 % of the subscribed capital pursuant to the guidelines of sentence 1 of this paragraph.

The authorization includes the provision that the conversion and/or option price to be established in each case – with the exception of the cases in which an option or conversion obligation is intended – either amounts to at least 80 % of the arithmetic mean of the closing prices of the company's share in Xetra trading (or an equivalent successor system) on the Frankfurt Stock Exchange on the ten trading days before the day of the Executive Board's final decision about the placement of bonds or about the acceptance or allocation by the company in the context of a placement of bonds or – for the case that a subscription right is granted – correspond to at least 80 % of the arithmetic mean of the closing prices of the company's share in Xetra trading (or an equivalent successor system) during (i) the days on which the subscription rights are traded on the Frankfurt Stock Exchange, with the exception of the last two trading days that the subscription rights are traded, or (ii) the days from the beginning of the subscription period until the time the subscription price is finally established. Section 9 (1) and Section 199 of the German Stock Corporation Act (AktG) remain unaffected. In the case of bonds related to conversion or option rights and/or conversion or option obligations, the conversion or option price can be reduced, irrespective of Section 9 (1) and Section 199 of the German Stock Corporation Act (AktG), based on a dilution protection clause after conditions are defined in more detail, if the company increases the subscribed capital during the conversion or option period while granting a subscription right to its shareholders or if the company issues additional bonds, or grants or guarantees other option rights, and holders of bonds with conversion or option rights and/or conversion or option obligations are not granted a subscription right to the extent to which they would be entitled after exercising the conversion or option rights and/or fulfilling the conversion and/or option obligations. The reduction of the option or conversion price can also be fulfilled, in accordance with the detailed terms and conditions of the bonds, through a cash payment upon the exercise of the option or conversion right and/or upon fulfillment of the conversion and/or option obligations. The conditions can also provide for a value-preserving adjustment of the conversion or option price for other measures that could lead to a dilution of the value of the conversion or option rights (e.g., the payment of a dividend). In each case, the proportionate amount of the subscribed capital of the shares that are subscribed for each individual bond may not exceed the nominal amount of the respective individual bond.

The shareholders shall fundamentally be granted a subscription right for bonds when bonds are issued. To ease processing, there must also be an option to issue the bonds to credit institutes or companies within the meaning of Section 186 (5) sentence 1 of the German Stock Corporation Act (AktG) with the obligation that the bonds be offered to shareholders for subscription in accordance with their subscription right. However, an exclusion of the subscription right shall be possible under the conditions listed below:

If bonds with conversion or option rights and/or conversion or option obligations against a cash benefit shall be issued, the Executive Board shall be authorized, subject to the approval

of the Supervisory Board, to exclude the subscription right in commensurate application of Section 186 (3) sentence 4 of the German Stock Corporation Act (AktG), insofar as the issuance of shares that are to be issued due to bonds issued under this authorization is limited to up to 10 % of the company's subscribed capital, both at the time the authorization becomes effective and – if this value is smaller – at the time the authorization is exercised. The recommended resolution also includes an offsetting clause: shares that are issued or sold during the term of this authorization pursuant or corresponding to Section 186 (3) sentence 4 of the German Stock Corporation Act (AktG), excluding subscription rights, are to be counted in this upper limit of 10 % of the subscribed capital. Furthermore, this limit shall take into account shares that were or will be issued in order to service bonds with conversion or option rights and/or with conversion or option obligations, provided that these bonds were issued during the term of this authorization in commensurate application of Section 186 (3) sentence 4 of the German Stock Corporation Act (AktG), excluding subscription rights. This offsetting feature serves the shareholders' interest in minimizing dilution of their shareholdings. The upper limit reduced pursuant to the aforementioned offsetting clause will be increased again when a new authorization to exclude shareholder subscription rights pursuant or corresponding to Section 186 (3) sentence 4 of the German Stock Corporation Act (AktG) passed by the Annual General Meeting following the reduction goes into effect, provided that the new authorization is sufficient, but up to 10 % of the subscribed capital at the time the authorization becomes effective or – if this value is smaller – at the time the authorization is exercised. In this case or in these cases, the participants of the Annual General Meeting once again have the possibility to make a decision about a simplified exclusion of subscription rights, so the reason for the inclusion is eliminated again. When the new authorization to simplified exclusion of subscription rights takes effect, the barrier with regard to the authorization to issue bonds without shareholder subscription rights that results from the exercise of the authorization to issue new shares or from the sale of own shares ceases to exist. Due to the identical majority requirements for this type of resolution, the new authorization to simplified exclusion of subscription rights – provided that the legal requirements are fulfilled – should be considered a confirmation regarding this authorization resolution at the same time. The inclusion is carried out again if there is a new exercise of an authorization to exclude subscription rights in direct or commensurate application of Section 186 (3) sentence 4 of the German Stock Corporation Act (AktG).

In case of such an exclusion of subscription rights, a requirement not to set the issue price of the bonds significantly below the market value results from the corresponding application of Section 186 (3) sentence 4 of the German Stock Corporation Act (AktG). This accommodates shareholders' protection requirement as regards dilution of their shareholdings. The value of a subscription right would virtually decrease to zero due to not setting the issue price of the bonds significantly below the calculated market value as provided for in the authorization. In order to safeguard this requirement for the issuance of bonds, the issue price may not be significantly below the theoretical value of the convertible bonds or bonds with warrants (or profit participation rights or participating bonds with an option or conversion right, option/conversion obligation, or right to offer) determined

using accepted finance mathematical methods. The protection of the shareholders from dilution of their shareholdings is then ensured and there is no economic disadvantage for the shareholders due to an exclusion of the subscription right. Shareholders who would like to maintain their share of the subscribed capital or acquire bonds corresponding to their investment holdings can attain this with an additional purchase via the market.

Furthermore, the Executive Board shall be authorized, subject to the approval of the Supervisory Board, to exclude the shareholders' subscription rights to the bonds if the bonds are issued against contributions in kind or non-cash benefits, especially in the course of company mergers or for the acquisition (even indirect) of companies, plants, business units, stakes, or other assets or claims to the acquisition of assets, including receivables against the company or its affiliates. The condition is that the value of the non-cash benefit is in adequate proportion to the value of the bond. In the case of bonds, the theoretical market value determined using recognized methods applies. The issuance of bonds against non-cash benefits opens up the possibility to be able to use the bonds, in suitable individual cases, as acquisition currency in connection with the acquisition of companies, business units, or stakes in companies. As a supplement to the authorized capital, this therefore creates the scope to be able to utilize opportunities to acquire companies, business units, or stakes in companies that may present themselves in a way that preserves liquidity. Depending on the circumstances of the individual case, this type of approach can be useful under the aspect of an optimal financing structure.

Furthermore, the Executive Board is authorized, subject to the approval of the Supervisory Board, to exclude fractional amounts from subscription rights. Such fractional amounts can arise from the amount of the respective issue volume and the necessity of presenting a feasible subscription ratio. An exclusion of subscription rights simplifies the handling of the issue in these cases. The free fractions excluded from shareholders' subscription rights will be utilized in the company's best interest by selling them on the stock exchange or in another way.

In addition, the Executive Board shall obtain the possibility, subject to the approval of the Supervisory Board, to exclude the shareholders' subscription rights in order to grant holders or creditors of bonds, for the purpose of compensating for dilutions, a subscription right to the same extent as they would be entitled after exercising the conversion or option rights or after fulfilling the conversion or option obligations. The terms and conditions of the options and conversions generally contain clauses that protect the holders or creditors of option or conversion rights from dilution. This allows these financing instruments to be better placed on the market. Subscription rights of holders of already existing option or conversion rights offer the possibility of preventing the option or conversion price from having to be reduced for the holders of already existing option or conversion rights if the authorization is exercised. This ensures a higher issue price of the no-par-value bearer shares to be issued when the option or conversion is exercised. Since this simplifies the placement of the issue, the exclusion of subscription rights serves the shareholders' interest in an optimal financial structure for their company.

The authorizations to exclude subscription rights described in the previous paragraphs may not exceed 10 % of the subscribed capital in total, neither at the time the authorization goes into effect nor – if this value is lower – at the time the authorization is exercised. Shares of the company (i) that are issued during the period of this authorization excluding the shareholder subscription right from other authorizations and (ii) that were or will be issued to service bonds with conversion or option rights and/or conversion or option obligations should be counted towards the aforementioned 10 % limit, provided that these bonds are issued on the basis of another authorization pursuant to Section 221 (2) of the German Stock Corporation Act (AktG) during the period of this authorization excluding the subscription rights. This includes capital increases from authorized capital and the issue of bonds.

At the same time, the limitation restricts a possible dilution of the voting rights of the shareholders excluded from the subscription rights. The upper limit reduced pursuant to the aforementioned offsetting clause will be increased again when a new authorization to exclude shareholder subscription rights passed by the Annual General Meeting following the reduction goes into effect, provided that the new authorization is sufficient, but up to 10 % of the subscribed capital, both at the time the authorization becomes effective and – if this value is smaller – at the time the authorization is exercised.

Insofar as profit participation rights or participating bonds shall be issued without a conversion right, an option right, or an option/conversion obligation, the Executive Board is authorized, subject to the approval of the Supervisory Board, to exclude the shareholders' subscription rights overall if these profit participation rights or participating bonds have features similar to bonds, i.e., if they do not convey any membership rights in the company, if they do not grant a share in the liquidation proceeds, and if the amount of interest is not calculated based on the amount of the net income, the unappropriated earnings, or the dividend. Furthermore, it is required that the interest and the issue amount of the profit participation rights or participating bonds correspond to the current market conditions at the time of issue. If the conditions mentioned are fulfilled, no disadvantages result for the shareholders from the exclusion of subscription rights, as the profit participation rights or participating bonds do not convey any membership rights and do not grant a share in the liquidation proceeds or in the profit of the company. There can be a provision that the interest depends on the existence of net income, unappropriated earnings, or a dividend. However, a regulation according to which a higher net income, higher unappropriated earnings, or a higher dividend would lead to higher interest would not be permitted. Therefore, neither the voting right nor the investment of the shareholders in the company and its profit will be changed or diluted due to the issuance of the profit participation rights or participating bonds. Moreover, no considerable subscription right value arises due to the conditions for issuance in line with the market, which are bindingly stipulated for this case of exclusion of subscription rights.

The options for excluding subscription rights outlined above enable the company to exploit favorable situations on the capital market at short notice and to use a low interest level

or a favorable demand situation for an issuance flexibly and at short notice. A decisive factor is that, in contrast to an issuance of bonds with subscription rights, the issue price can be determined directly before the placement, which prevents an increased risk of price changes for the duration of a subscription period and allows the issue proceeds to be maximized in the interest of all shareholders. Furthermore, additional benefits arise from the cancellation of the lead time connected with the subscription rights with regard to the costs of borrowing as well as with regard to the placement risk. A placement without subscription rights can reduce the safety margin otherwise required and the placement risk, and decrease the price of borrowing accordingly for the benefit of the company and its shareholders.

Considering all of these circumstances, the authorization to exclude subscription rights in the circumscribed limits is necessary, suitable, appropriate, and advisable in the interests of the company.

If the suggested authorization is exercised, the Executive Board will report on it in the next Annual General Meeting.

The planned conditional capital serves to fulfill conversion and/or option rights or conversion and/or option obligations on company shares from issued bonds or to grant creditors or holders of bonds shares in the company instead of the payment of the cash amount due. The bond terms and conditions can also include a provision that conversion or option rights and/or conversion or option obligations can instead be serviced by providing own shares or shares from authorized capital or through other payments, e.g., a cash payment or providing shares from other exchange-listed companies. Furthermore, it can also be arranged in the terms and conditions of the bonds that the number of shares to be drawn upon when exercising the conversion or option rights and/or after fulfilling the conversion or option obligations is variable and/or the conversion or option price within a range established by the Executive Board can be changed during the term depending on the share price or as a result of provisions to protect against dilution. These arrangements enable the company to facilitate financing that is in line with the capital market without actually necessitating a capital measure under company law. This accounts for the circumstance that an increase in the subscribed capital might be unwelcome at the time in the future that the conversion and/or option rights are exercised and/or the corresponding obligations are fulfilled. Apart from this, the use of the cash payment option protects the shareholders from a decline in their stake and from the dilution of their share assets, as no new shares are issued.

7. Adoption of a resolution on the creation of a new authorized capital with the possibility of excluding subscription rights and corresponding amendments to the Articles of Association

The Executive Board and the Supervisory Board propose to adopt the following resolution. By way of amending the Articles of Association, an authorized capital is newly created by rewording Section 4 (2) of the Articles of Association as follows:

- “2. The Executive Board is authorized, with the approval of the Supervisory Board, to increase the company’s subscribed capital in the period until the end of February 16, 2027 by issuing up to 8,991,344 new no-par-value shares in exchange for a cash contribution and/or a contribution in kind once or in several installments by up to € 23,017,840.64 (“**Conditional Capital 2022**”).

The Executive Board is only authorized to utilize the 2022 authorized capital in the maximum amount of 20 % of the subscribed capital at the time this authorization becomes effective or – if this value is smaller – at the time this authorization is exercised. This upper limit of 20 % of the subscribed capital shall take into account those shares that are issued or are to be issued in order to service convertible bonds and/or bonds with warrants (or profit participation rights and/or participating bonds with a conversion right, option right, or conversion obligation, or the company’s right to offer), or a combination of these instruments (referred to in the following as “**bonds**”) from conditional capital, provided these bonds were issued during the term of this authorization. The upper limit reduced pursuant to the previous sentences of this paragraph will be increased again when a new authorization pursuant to Section 202 or Section 221 of the German Stock Corporation Act (AktG) (in connection with conditional capital pursuant to Section 192 of the German Stock Corporation Act (AktG)) passed by the Annual General Meeting following the reduction goes into effect, provided that the new authorization is sufficient, but up to 20 % of the subscribed capital pursuant to the guidelines of sentence 1 of this paragraph.

The shareholders shall always be granted a subscription right. The new shares can also be acquired by one or more credit institutions or one or more companies working in accordance with Section 53 (1) sentence 1 or Section 53b (1) sentence 1 or (7) of the German Banking Act with the obligation of offering them to shareholders for subscription. However, the Executive Board is authorized, subject to the approval of the Supervisory Board, to exclude shareholder subscription rights once or on several occasions. Such exclusion is only possible

- a) inasmuch as it is necessary to exclude subscription rights for possible fractional amounts.
- b) up to an arithmetical face value totaling € 11,508,920.32, if the new shares are issued for a contribution in kind.
- c) for capital increases against cash contributions up to an arithmetical nominal value totaling € 11,508,920.32 or, if this amount is lower, by a total of 10 % of the subscribed capital existing when this authorization was exercised (the “**maximum amount**”), if the issuing price of the new shares is not significantly lower than the price of company shares in the same category on the stock exchange at the time when the issuing price is finally fixed. The share capital accounting for the shares
 - (i) that are or will be issued to service bonds with conversion or option rights and/

or conversion or option obligations from conditional capital, provided that these bonds were issued in commensurate application of Section 186 (3) sentence 4 of the German Stock Corporation Act (AktG) during the period of this authorization excluding the subscription rights, or (ii) that are issued or sold during the period of this authorization excluding the shareholder subscription rights pursuant to or in accordance with Section 186 (3) sentence 4 of the German Stock Corporation Act (AktG) should be counted towards the aforementioned maximum amount. The upper limit reduced pursuant to the previous sentences of this paragraph will be increased again when a new authorization to exclude shareholder subscription rights pursuant to Section 186 (3) sentence 4 of the German Stock Corporation Act (AktG) passed by the Annual General Meeting following the reduction goes into effect, provided that the new authorization is sufficient, but up to 10 % of the subscribed capital pursuant to the guidelines of sentence 1 of this paragraph.

- d) up to an arithmetical face value totaling € 11,508,920.32, inasmuch as it is necessary to grant holders or creditors of bonds issued by the company or companies dependent on or directly or indirectly majority-held by the company a subscription right for new shares to the same extent as they would be entitled after exercising the option or conversion right and/or fulfilling option or conversion obligations as a shareholder.

The total shares issued without a subscription right against a cash contribution and/or a contribution in kind in the case of capital increases due to the authorizations to exclude the subscription right pursuant to items a) to d) may not exceed 10 % of the subscribed capital, neither at the time the authorization goes into effect nor – if this value is lower – at the time it is exercised. Shares of the company (i) that are issued during the period of this authorization excluding the shareholder subscription right from other authorizations and (ii) that are or will be issued from conditional capital to service bonds should be counted towards the aforementioned 10 % limit, provided that the bonds were issued during the period of this authorization excluding the shareholder subscription rights. The upper limit reduced pursuant to the previous sentences of this paragraph will be increased again when a new authorization to exclude shareholder subscription rights passed by the Annual General Meeting following the reduction goes into effect, provided that the new authorization is sufficient, but up to 10 % of the subscribed capital pursuant to the guidelines of sentence 1 of this paragraph.

The new shares created on the basis of the 2021 approved capital are entitled to participate in profits from the beginning of the fiscal year in which they are created, and for all subsequent years; deviating from this, the Executive Board can establish, to the extent legally permitted and subject to the approval of the Supervisory Board, that the new shares are entitled to participate in the profits from the beginning of the fiscal year for which there is no resolution adopted about the use of unappropriated earnings yet at the time of the capital increase.

Furthermore, the Executive Board is authorized, subject to the approval of the Supervisory Board, to define the further details of the capital increase, particularly the substance of the shareholders' rights and the conditions of the share issue. The Supervisory Board is authorized to adjust the version of Section 4 of the Articles of Association after the complete or partial execution of a subscribed capital increase in accordance with the respective claim to the authorized capital and/or after the authorization expires."

Report by the Executive Board to the Annual General Meeting on item 7 of the Agenda in accordance with Section 203 (2) sentence 2 and Section 186 (3) and (4) sentence 2 of the German Stock Corporation Act (AktG):

Regarding point 7 of the Agenda, a recommendation is submitted to the shareholders at the Annual General Meeting on February 17, 2022 that a new approved capital be created for the period extending until the end of February 16, 2027. The volume of the new 2021 approved capital amounts to approx. 20 % of the company's current subscribed capital.

The Executive Board of the company is only authorized to utilize the 2022 authorized capital in the amount of 20 % of the subscribed capital at the time this authorization becomes effective or – if this value is smaller – at the time this authorization is exercised. The upper limit of 20 % of the subscribed capital shall take into account shares that were or will be issued in order to service bonds with conversion or option rights and/or with conversion or option obligations from conditional capital, provided that these bonds were issued during the term of this authorization excluding subscription rights. This should prevent the Executive Board from increasing the subscribed capital by more than 20 % by utilizing existing authorizations. The upper limit reduced pursuant to the previous sentences of this paragraph will be increased again when a new authorization pursuant to Section 202 or Section 221 of the German Stock Corporation Act (AktG) (in connection with conditional capital pursuant to Section 192 of the German Stock Corporation Act (AktG)) passed by the Annual General Meeting following the reduction goes into effect, provided that the new authorization is sufficient, but up to 20 % of the subscribed capital pursuant to the guidelines of sentence 1 of this paragraph.

The 2022 authorized capital should place the management in a position to issue shares for the purpose of sourcing additional funds, acquiring companies and stakes in companies, or for other reasons in the interests of the company without concerning the shareholders of the Annual General meeting. To enable the management to utilize this option in the company's interests optimally and flexibly, the resolution should arrange for an authorization to exclude subscription rights for different purposes listed in the proposed resolution:

The authorization to exclude subscription rights in accordance with letter a) of the authorization (exclusion of fractional amounts) serves the purpose of enabling a smooth and manageable multiplier in the case of capital increases, which makes implementing the

capital measures easier. The fractional amounts are realized optimally in each case, but at the subscription price at the very least.

The authorization to exclude subscription rights arranged for in letter b) of the proposed recommendation regarding Agenda item 7 shall enable the company to acquire, in particular, companies or stakes in companies in exchange for shares. This is an increasingly common form of acquisition. Practical experience shows that, in many cases, the holders of attractive acquisition targets request that shares in the acquiring company be provided in return for the sale of their interests or a company in particular. To be able to acquire such acquisition targets, the company must have the possibility to increase its subscribed capital, in some circumstances at short notice against a contribution in kind, excluding the shareholders' subscription rights. Furthermore, the company is enabled to acquire companies, stakes in companies, and other assets such as receivables from the company without having to utilize its own liquidity unduly. In the process, the company could need a very significant volume of recent shares overall, or for individual cases such as larger acquisitions (especially companies that are already exchange-listed themselves), which justifies the extent of the subscription right exclusion enabled with the authorization and proposed for resolution. However, the proposed authorization to exclude subscription rights in the case of increases of capital in kind is, at the proposed amount of € 11,508,920.32, considerably below the legal limit of 50 % of the subscribed capital (equivalent to € 57,544,604.16) in terms of volume. In each individual case, the Executive Board will carefully review whether it shall make use of the authorization to carry out a capital increase under the exclusion of subscription rights in the case of acquisition possibilities that are becoming more concrete. It will then only exclude subscription rights if the acquisition in exchange for the issue of company shares is required in the interests of the company. With respect for shareholders' concern regarding a dilution of their shareholdings, the recommendation regarding the exclusion of subscription rights in the case of capital increases in exchange for contributions in kind is limited to a maximum of 10 % of the subscribed capital, both at the time the authorization becomes effective and at the time it is exercised.

The exclusion of subscription rights in the case of cash capital increases under letter c) of the authorization shall place the management in a position to take advantage of favorable stock market situations at short notice. Because of the organizational measures that have to be taken and the subscription period that has to be granted, issues that are subject to subscription rights take much more time than placements for which subscription rights are excluded. Moreover, with such placements, the usual deductions that occur in the case of issues that are subject to subscription rights can be avoided. The company's own capital can therefore be strengthened to a greater extent if subscription rights are excluded than the case would be with an issue subject to subscription rights. Section 186 (3) sentence 4 of the German Stock Corporation Act (AktG) declares that the exclusion of subscription rights under the conditions of section c) of the proposed resolution on Agenda item 7 is permissible due to exactly these considerations. Nevertheless, the extent of a cash capital increase under exclusion of subscription rights may not exceed 10 % of the current subscribed capital or – if this amount is lower – a total of 10 % of the subscribed capital

entered in the Commercial Register at the time this authorization is first utilized. Because of this limitation, a dilution (in value) of the old shares and a loss of shareholder influence are unlikely. To provide additional protection for the shareholders against loss of influence and dilution of value, this authorization for an exclusion of subscription rights is limited by the fact that other capital measures that have the effects of a cash increase without subscription rights are included in the maximum amount up to which a cash increase can be carried out with exclusion of subscription rights. For example, the authorization arranges for any sale of shares that the company has purchased and sold to third parties due to the authorization of the Annual General Meeting pursuant to Section 71 (1) no. 8 of the German Stock Corporation Act (AktG) without offering shareholders the option of subscribing these shares to reduce the maximum amount in the same way as a future issue of convertible bonds and/or bonds with warrants if the shareholders are not granted subscription rights to them pursuant to Section 186 (3) sentence 4 of the German Stock Corporation Act (AktG). The maximum amount reduced pursuant to the previous sentences of this paragraph will be increased again when a new authorization to exclude shareholder subscription rights pursuant or corresponding to Section 186 (3) sentence 4 of the German Stock Corporation Act (AktG) passed by the Annual General Meeting following the reduction goes into effect, provided that the new authorization is sufficient, but up to 10 % of the current subscribed capital or – if this amount is lower – a total of 10 % of the subscribed capital entered in the Commercial Register at the time this authorization to exclude subscription rights is utilized. In these cases, the participants of the Annual General Meeting once again have the possibility to make a decision about the authorization to a simplified exclusion of subscription rights, so the reason for the inclusion in the maximum amount is eliminated again. When the new authorization to simplified exclusion of subscription rights takes effect, the barrier that arose due to the exercise of the authorization to issue new shares or to issue bonds or due to the sale of own shares ceases to exist with regard to the authorization to issue new shares from the 2022 authorized capital.

Since the majority requirements for this type of resolution are identical to those for a resolution regarding the authorization to issue new shares from the authorized capital under simplified exclusion of subscription rights corresponding to Section 186 (3) sentence 4 of the German Stock Corporation Act (AktG), the resolution of the Annual General Meeting about the creation of a new authorization to exclude subscription rights pursuant to Section 186 (3) sentence 4 of the German Stock Corporation Act (AktG) in the scope of selling own shares or of a new authorization to issue convertible bonds and/or bonds with warrants with the option of excluding subscription rights corresponding to Section 186 (3) sentence 4 of the German Stock Corporation Act (AktG) is also a confirmation regarding the resolution for the authorization to issue new shares from the authorized capital pursuant to Section 203 (2) and Section 186 (3) sentence 4 of the German Stock Corporation Act (AktG).

The inclusion is carried out again if there is a new exercise of an authorization to exclude subscription rights in direct or commensurate application of Section 186 (3) sentence 4 of the German Stock Corporation Act (AktG).

The exclusion of subscription rights in accordance with letter d) of the authorization to be passed (exclusion of subscription rights for the benefit of holders or creditors with option or conversion rights) shall enable holders or creditors of these types of rights to be granted an appropriate protection against dilution in the case of capital increases. The holders or creditors with option or conversion rights can be protected from the dilution of their option or conversion rights through a reduction in the respective option or conversion price, an additional cash payment, or the granting of a subscription right to new shares. The management will decide in good time prior to utilizing the authorized capital which of the options is appropriate in the case at hand. In order to not be limited to the alternatives of reducing the option or conversion price or issuing a cash payment from the start, an arrangement is usually made for an authorization to exclude the shareholders' subscription right to new shares to the extent necessary to grant holders or creditors with option or conversion rights a subscription right to the extent to which they would be entitled if they had made use of their subscription rights prior to the adoption of the respective resolution on the capital increase. In terms of the amount, this authorization is also limited to a maximum of 10 % of the subscribed capital, both at the time the authorization becomes effective and at the time it is exercised.

The authorizations to exclude subscription rights in the case of capital increases against a cash contribution and/or a contribution in kind described in the previous paragraphs may not exceed 10 % of the company's subscribed capital, neither at the time the authorization goes into effect nor at the time it is exercised.

Shares of the company (i) that are issued during the period of this authorization excluding the shareholder subscription right from other authorizations and (ii) that are or will be issued to service bonds should be counted towards the aforementioned 10 % limit, provided that the bonds were issued during the period of this authorization excluding the shareholder subscription rights. This includes capital increases from another authorized capital and the issue of bonds.

At the same time, this limitation restricts a possible dilution of the voting rights of the shareholders excluded from the subscription rights. The upper limit reduced pursuant to the aforementioned offsetting clause will be increased again when a new authorization to exclude shareholder subscription rights passed by the Annual General Meeting following the reduction goes into effect, provided that the new authorization is sufficient, but up to 10 % of the subscribed capital pursuant to the aforementioned guidelines. In this case, the participants of the Annual General Meeting once again have the possibility to make a decision about an exclusion of subscription rights, so the reason for the inclusion is eliminated again.

Based on the remarks mentioned above, the authorization to exclude subscription rights in the circumscribed limits is necessary, suitable, appropriate, and imperative in the interests of the company in all four cases.

The Supervisory Board will only issue its required consent for the utilization of the authorized capital under the exclusion of the subscription right if the conditions described, as well as all of the legal conditions, are fulfilled. The Executive Board will report any exclusion of subscription rights to the participants of the Annual General Meeting.

8. Supervisory Board election

Prof. Dr.-Ing. Heinz Jörg Fuhrmann, who retired as planned on June 30, 2021 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 suggestion of the Nomination Committee and upon the request of the company's Executive Board, the Hamburg District Court appointed Dipl. Ing. Gunnar Groebler, Executive Board Chairman of Salzgitter AG, as a new Supervisory Board member effective October 1, 2021 until the close of the 2022 AGM.

Based on the recommendation of the Nomination Committee, the Supervisory Board proposes, for the remainder of the term of the departed Supervisory Board member Prof. Dr.-Ing. Heinz Jörg Fuhrmann, i.e., until the close of the AGM during which the resolution on the formal approval of the company's Supervisory Board members for fiscal year 2021/22 (October 1, 2021 to September 30, 2022) is passed, that

» Dipl.-Ing. Gunnar Groebler, Executive Board Chairman of Salzgitter AG, Salzgitter, be elected as a shareholder representative.

Mr. Gunnar Groebler holds the following memberships in legally formed Supervisory Boards or in comparable domestic and foreign supervisory committees of commercial enterprises

- » Salzgitter Flachstahl GmbH, Supervisory Board Chairman, Salzgitter¹
- » Peiner Träger GmbH, Chairman of the Supervisory Board, Peine¹
- » Ilsenburger Grobblech GmbH, Chairman of the Supervisory Board, Ilsenburg¹
- » Salzgitter Mannesmann Grobblech GmbH, Chairman of the Supervisory Board, Mülheim an der Ruhr¹
- » KHS GmbH, Dortmund¹
- » Mannesmann Precision Tubes GmbH, Mülheim an der Ruhr¹
- » Salzgitter Mannesmann Handel GmbH, Chairman of the Supervisory Board, Düsseldorf¹
- » Ilsenburger Grobblech GmbH, Ilsenburg, and Salzgitter Mannesmann Grobblech GmbH, Mülheim an der Ruhr, Chairman of the Joint Advisory Committee¹
- » Semco Maritime A/S, Esbjerg, Denmark (Member of the Board of Directors)

The company's Supervisory Board is comprised of six members representing the shareholders and six members representing the employees and no less than 30% women

¹ Group company of Salzgitter AG.

and no less than 30% men, in accordance with Sections 95, 96 (1) and (2), and 101 (1) of the German Stock Corporation Act (AktG) in conjunction with Sections 1 (1), 6 (1) and (2), and 7 (1) sentence 1 no. 1 and (3) of the Law on Co-determination as well as Section 8 (1) of the company's Articles of Association. The minimum proportion shall be met by the Supervisory Board as a whole. Because overall compliance with this ratio in accordance with Section 96 (2) sentence 3 of the German Stock Corporation Act (AktG) was contradicted, the respective minimum proportion shall be met separately by the representatives of the shareholders and by the representatives of the employees. Therefore, the six seats for the representatives of the shareholders in the Supervisory Board must be filled by no fewer than two women and no fewer than two men.

The nomination takes these minimum proportions into consideration. The shareholders of the AGM are not obliged to elect any of the candidates nominated.

The nomination outlined above – as well as the corresponding recommendation of the Nomination Committee – was made on the basis of the recommendations of the current German Corporate Governance Code in consideration of the targets established by the Supervisory Board for its composition. The concept for the composition of the Supervisory Board is accessible at www.aurubis.com/en/about-us/management/supervisory-board.

In the Supervisory Board's assessment, the candidate is independent within the meaning of the German Corporate Governance Code.

The Supervisory Board discloses the following personal or business relationships of the candidate to a shareholder with a significant holding pursuant to C.13 of the German Corporate Governance Code:

Gunnar Groebler has been Executive Board Chairman of Salzgitter AG since July 1, 2021. In its analyst conference on the first half of 2019, Salzgitter announced that its stake in Aurubis AG had been increased to 30 % minus one share.

The candidate's résumé with information about his knowledge, abilities, and experience, as well as an overview of significant activities in addition to the Supervisory Board mandate, can be found in the appendix to this invitation and online at www.aurubis.com/agm.

Additional details on the invitation to the Annual General Meeting

1. Conditions for following the entire virtual Annual General Meeting on the internet and for exercising voting rights

Based on the COVID-19 Act, the Executive Board passed a resolution, with the Supervisory Board's consent, to hold the 2022 Annual General Meeting without the physical presence of the shareholders or their proxies (with the exception of the company proxies).

The physical participation of shareholders and their proxies therefore isn't possible. The Annual General Meeting will take place at Hovestrasse 50, 20539 Hamburg, Germany, with the presence of the Supervisory Board chairman, the entire Executive Board – in some cases, possibly via video conference – the company proxies, and a notary commissioned with transcribing the Annual General Meeting.

The execution of the Annual General Meeting as a virtual Annual General Meeting in accordance with the COVID-19 Act leads to modifications in the processes of the Annual General Meeting and the rights of the shareholders.

The Annual General Meeting will be broadcast (video and audio) on the internet for properly registered shareholders/their proxies; the shareholders' voting rights, including electronic communication, as well as the delegation of proxy authority will be enabled; the shareholders will be granted the right to pose questions by way of electronic communication; and shareholders who have exercised their voting rights can issue objections to resolutions of the Annual General Meeting via electronic communication. Furthermore, properly registered shareholders have the option of submitting countermotions and nominations for a vote under the conditions of Sections 126 and 127 of the German Stock Corporation Act (AktG). Beyond the requirements of the COVID-19 Act, the shareholders will be granted the option, to the extent described below, to submit follow-up questions to the questions submitted in advance and their answers. Additional details are provided in the following.

Those shareholders who – personally or through a proxy – register with the company prior to the Annual General Meeting and who provide proof of their entitlement to participate in the Annual General Meeting and to exercise their right to vote are entitled to participate (i.e., follow the Annual General Meeting electronically, both video and audio) in the entire virtual Annual General Meeting on the internet and to exercise voting rights.

The registration and the proof must reach the company no later than **February 10, 2022, 24:00 hours (CET)** at the following address (the **registration address**):

Aurubis AG
c/o Computershare Operations Center
80249 München, Germany
E-mail: anmeldestelle@computershare.de

For the entitlement to participate in the AGM or to exercise the right to vote, proof in accordance with Section 67c (3) of the German Stock Corporation Act (AktG) is sufficient. The verification must be written in German or English and must relate to the beginning of the twenty-first day prior to the AGM, hence **January 27, 2022, 00:00 hours (CET) (record date)**.

In relation to the company, only those who provide proof of their shareholding on the record date shall be deemed shareholders authorized to participate (i.e., follow the Annual General Meeting electronically, both video and audio) in the entire Annual General Meeting on the internet and to exercise the right to vote. The extent of the right to vote is exclusively determined according to the stake of the shareholder at the record date. The registration does not restrict the potential transfer of shares, so even after the successful registration and provision of the proof of the shareholding, shareholders can still freely dispose of their shares at any time. Shareholders who have properly registered and provided the proof of their shareholding are also authorized to watch the Annual General Meeting and exercise their right to vote if they have disposed of their shares after the record date. Shareholders who have only purchased their shares after the record date are not authorized to watch the entire virtual Annual General Meeting or to exercise the right to vote.

In general, the depository institutes assume responsibility for the required registration and transfer of the proof of the shareholding for their customers.

The shareholders are therefore asked to contact their depository institute.

After the receipt of the registration with an enclosed proof of the shareholding, the shareholders authorized to participate receive a registration confirmation from the registration office, on which the required access information for the InvestorPortal is printed. To ensure their punctual receipt of the documents for the Annual General Meeting (particularly the access information for the InvestorPortal), the shareholders are asked to send the registration and the proof of shareholding to the company as early as possible.

2. InvestorPortal

For purposes related to the execution of the virtual Annual General Meeting and the exercise of shareholder rights, the company has provided an internet-supported Annual General Meeting system (InvestorPortal) on its website at www.aurubis.com/agm. Following their

timely registration for the Annual General Meeting, registered shareholders receive registration confirmations. Access information is printed on the confirmations. With this access information, the shareholders can register in the InvestorPortal and, in accordance with the statements below, exercise their shareholder rights in connection with the virtual Annual General Meeting. The exercise of shareholder rights in other ways – as also described below – is not affected by this. The InvestorPortal is expected to be available starting from **January 27, 2022**.

3. Broadcast of Annual General Meeting on the internet

Correctly registered shareholders can watch the entire Annual General Meeting on February 17, 2022 through the company's InvestorPortal at www.aurubis.com/agm with the access information from their registration confirmation.

Interested members of the public can watch the introductory remarks and the speeches given by both the Supervisory Board chairman and the Executive Board chairman on **February 17, 2022 starting at 10:00** (CET) on the company's website at www.aurubis.com/agm.

4. Total number of shares and voting rights at the time of the Annual General Meeting

At the time the Annual General Meeting 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.

At the time the Annual General Meeting is called, the company holds 1,297,693 of its own shares. The company has no voting rights from these shares.

5. Procedure for exercising voting rights and representation by third parties

a) Absentee voting

Registered shareholders can submit their votes, subject to the option of authorizing a proxy, solely by way of absentee voting, including electronic communication, without participating in the virtual Annual General Meeting.

Timely registration and an appropriate proof of the shareholding are required to exercise the voting right by way of absentee voting.

Electronic absentee voting is possible through the company's InvestorPortal at www.aurubis.com/agm with the access information from the registration confirmation.

As an alternative, the absentee votes can be submitted in writing or by e-mail by **February 16, 2022, 24:00 hours (CET) (time of receipt)** to the following address:

Aurubis AG
c/o Computershare Operations Center
80249 München, Germany
E-mail: Aurubis-HV2022@computershare.de

The absentee voting form that can be used is printed on the registration confirmation.

Absentee voting via the InvestorPortal is still possible during the virtual Annual General Meeting but nevertheless has to be completed, at the latest, by the time stipulated by the AGM chairperson within the scope of the voting process.

To withdraw votes by way of absentee voting, the aforementioned information about the transmission options and the deadlines apply accordingly. After **February 16, 2022, 24:00 hours** (CET), withdrawal is only possible electronically via the InvestorPortal.

b) Exercise of shareholder rights through a proxy, procedure for voting by proxy

Shareholders who choose not to personally take part in the AGM and/or do not want to exercise their voting right personally 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 in a timely manner or be registered by the shareholder, with proof of the shareholding, according to the aforementioned requirements. If a shareholder appoints more than one person, the company can reject one or more of them.

Proxies cannot physically take part in the Annual General Meeting, either. They can exercise the voting rights for shareholders they are representing only by way of absentee voting or by issuing (sub-)authorization to the company's proxies. The use of the InvestorPortal by the proxy requires the proxy to have received the access information sent with the registration confirmation for the Annual General Meeting from the appointer if the access information wasn't sent directly to the proxy.

The proxy authority can be delegated to the proxy directly or by declaration to the company. If the proxy authority is delegated by declaration to the company, a separate verification of the delegated proxy authority is not necessary.

The issue of the proxy authorization, its withdrawal, and the proof of proxy authorization to the company must be in writing and can also take place electronically via the InvestorPortal with the access information from the registration confirmation. This is still possible during the virtual Annual General Meeting but nevertheless has to be completed, at the latest, by the time stipulated by the AGM chairperson within the scope of the voting process.

As an alternative, the delegation of proxy authority, its withdrawal, and verification of the delegated proxy authority is sufficient in paper form or by e-mail to the following address by **February 16, 2022, 24:00 hours (CET)**:

Aurubis AG
c/o Computershare Operations Center
80249 München, Germany
E-mail: Aurubis-HV2022@computershare.de

In this case, the shareholders are asked to use the text for delegating proxy authority that is provided in the registration confirmation.

If proxy authorization is issued to an intermediary, a shareholder association, a consultant on share voting rights, or an individual or institution that is equivalent to this according to Section 135 of the German Stock Corporation Act (AktG), special conditions differing from those outlined above may apply for that particular form of proxy authority; the shareholders are asked to confer with the proxy in due time concerning the form of proxy authority that is possibly expected from the proxy in this case.

c) 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.

The proxies exercise the right to vote according to the shareholders' instructions. The proxies have to receive an authorization and instructions for exercising the voting right for every Agenda item up for a vote. If clear, explicit instructions are missing, the proxies will abstain from voting. The exercise of certain participation rights (for example, posing questions or motions, submitting declarations, or lodging objections to Annual General Meeting resolutions) through the company's proxies is not possible.

The form for proxy authorization and instructions that is sent along with the registration confirmation to the shareholders may be used for the appointment of a company-nominated proxy as well.

The proxy authorization and instructions to the company-appointed proxies can be issued in writing or e-mail by **February 16, 2022, 24:00 hours (CET) (time of receipt)** at the latest to the address provided below:

Aurubis AG
c/o Computershare Operations Center
80249 München, Germany
E-mail: Aurubis-HV2022@computershare.de

The issue of the proxy authorization and instructions, amendments to them, or their withdrawal is possible via the InvestorPortal during the virtual Annual General Meeting as well, at www.aurubis.com/agm, but nevertheless has to be completed, at the latest, by the time stipulated by the AGM chairperson within the scope of the voting process.

d) Decisive nature of the vote submitted latest

If the shareholder votes by way of absentee voting (possibly through a proxy) and also issues a proxy authorization and instructions to a company proxy, the latter of these actions is the sole determining factor and is also considered a revocation of the previous vote or the previously issued proxy authorization and instructions.

e) Electronic confirmation of votes

Shareholders or their proxies who vote by way of electronic absentee voting receive an electronic confirmation from the company about their electronic votes pursuant to the requirements of Article 7 (1) of Implementing Regulation (EU) 2018/1212. This confirmation is immediately provided to the shareholder or, if a proxy has been authorized, to the proxy in the company's InvestorPortal after the electronic absentee votes have been submitted. If the vote is not submitted by the shareholder himself/herself but through an intermediary within the meaning of Section 67a (4) of the German Stock Corporation Act (AktG) by means of electronic absentee voting, the intermediary shall transfer the electronic confirmation of the electronic votes to the shareholder immediately. The company reserves the right to employ a third party to transfer the electronic confirmation of the votes.

f) Verification of the vote count

Shareholders or their proxies can request from the company, within a month after the Annual General Meeting, i.e., by Thursday, March 17, 2022, a confirmation of whether and how the submitted votes were counted. For this purpose, shareholders will have the option, starting **January 27, 2022**, to download the confirmation directly through the InvestorPortal. The confirmation will be issued pursuant to the requirements of Article 7 (2) of Implementing Regulation (EU) 2018/1212 within the 15-day period in accordance with Article 9 (5) subparagraph 2 of Implementing Regulation (EU) 2018/1212. If the votes are not submitted by the shareholder himself/herself but through an intermediary within the meaning of Section 67a (4) of the German Stock Corporation Act (AktG) and the shareholder requests the transfer of the confirmation mentioned above, the intermediary shall transfer this confirmation of the vote count to the shareholder immediately.

6. Shareholder rights in accordance with Section 122 (2), Section 126 (1), Section 127, and Section 131 of the German Stock Corporation Act (AktG) and Section 1 of the COVID-19 Act

a. Right to add items to the Agenda in accordance with Section 122 (2) of the 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 proof 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

decision on the request (cf. 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 subject of the Agenda requires an accompanying 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 17, 2022, 24:00 hours (CET)**. We kindly ask that such requests be sent to the following address:

Aurubis AG
Executive Board
Hovestrasse 50
20539 Hamburg, Germany

Additions to the Agenda that are required to be publicized are, promptly after receipt, published in the German Federal Gazette and transferred to media that will presumably distribute the information in the entire European Union. They are also published on the company's website at www.aurubis.com/agm.

b. Motions and nominations from shareholders in accordance with Section 126 (1) and Section 127 of the German Stock Corporation Act (AktG)

In accordance with Section 126 (1) of the German Stock Corporation Act in connection with Section 1 (2) sentence 3 of the COVID-19 Act, shareholders have the option of posing countermotions to a specific Agenda item at the virtual Annual General Meeting, which have to be made accessible pursuant to Section 126 of the German Stock Corporation Act (AktG). These countermotions have to be submitted to the following address with reasons and proof of shareholder status by **February 2, 2022, 24:00 hours (CET)**:

Aurubis AG
Corporate Legal Department
Hovestrasse 50
20539 Hamburg, Germany
E-mail: Rechtsabteilunghv2022@aurubis.com

Motions addressed in any other way or that are received after the deadline stated above will not be considered. Where required, shareholders' countermotions (see Section 126 (2) of the German Stock Corporation Act (AktG) for exclusionary criteria) shall be made accessible online at www.aurubis.com/agm including the shareholder's name and reasons for the motion immediately after it is received. The reasons do not need to be made accessible if they contain more than a total of 5,000 characters.

Any respective statements from the management shall also be made accessible at this web address.

Shareholders are furthermore authorized to submit nominations for the election of Supervisory Board members or auditors in accordance with Section 127 of the German Stock Corporation Act (AktG). 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 nomination also doesn't need to be made accessible if it doesn't include the name, the profession, and the place of residence (or place of business in the case of auditing firms) of the nominated Supervisory Board member or nominated auditors and, in the case of nominated Supervisory Board members, if it does not include the membership in other legally formed Supervisory Boards.

In accordance with Sections 126 and 127 of the German Stock Corporation Act (AktG), counter motions and nominations that have to be made accessible are considered to be submitted in the meeting when the shareholder who is submitting the counter motion or the nomination is properly accredited and registered for the Annual General Meeting. The right of the meeting chairperson to first hold a vote regarding the recommendations of the management remains unaffected by this.

c. Right to submit questions in accordance with Section 1 of the COVID-19 Act instead of the right to information in accordance with Section 131 (1) of the German Stock Corporation Act (AktG)/option to pose follow-up questions during the Annual General Meeting

The right to information within the meaning of Section 131 of the German Stock Corporation Act (AktG) is not included in the virtual Annual General Meeting. However, with the consent of the Supervisory Board, the Executive Board passed a resolution to grant shareholders the right to ask questions by way of electronic communication in accordance with Section 1 (2) sentence 1 no. 3 of the COVID-19 Act. Pursuant to this law, shareholders who are properly registered with proof of their shareholding, or their proxies, have the right to ask questions about company matters, the situation of the Group, and the situation of the companies included in the consolidated financial statements to the extent that this information is required to adequately assess the subject of the Agenda. The right to pose questions includes the legal and business relations of the company to a related company, as well as the situation of the Group and the companies included in the consolidated financial statements, because the shareholders of the Annual General Meeting are presented with the consolidated financial statements and the combined management report with regard to Agenda item 1.

Questions must be submitted one day before the Annual General Meeting at the latest – i.e., by **February 15, 2022, 24:00 hours (CET)** at the latest – exclusively by way of electronic communication through the company's InvestorPortal at www.aurubis.com/agm. In accordance with Section 1 (2) sentence 2 of the COVID-19 Act, the Executive Board decides at its due and free discretion how it answers questions.

Shareholders will be granted the opportunity to pose follow-up questions beyond Section 1 (2) of the COVID-19 Act. This opportunity is only available to shareholders who submitted questions via the InvestorPortal within the aforementioned period, and only in relation to the questions they submitted and the answers provided to them. To take advantage of this opportunity to ask follow-up questions, shareholders can send their follow-up questions on the day of the Annual General Meeting exclusively via the InvestorPortal and the input field there, from the start until the end of the period in which the questions posed in advanced are answered. Follow-up questions are not possible outside of this timeframe. The meeting chairperson is authorized, at the beginning of or during the Annual General Meeting, to establish an appropriate timeframe for answering individual follow-up questions or all follow-up questions. The follow-up questions must be submitted in German and are limited to 500 characters each.

The right to information within the meaning of Section 131 (1) of the German Stock Corporation Act (AktG) does not apply to follow-up questions. At the same time, the Executive Board will attempt to answer all follow-up questions during the Annual General Meeting. Particularly in the interest of an efficient execution of the Annual General Meeting, the meeting chairperson can appropriately restrict the timeframe for answering the questions and limit the number of follow-up questions that are answered. The Executive Board can summarize follow-up questions and their answers and make an appropriate selection of follow-up questions to be answered in the interests of the other shareholders.

Please note that the name of the shareholder asking the question/follow-up question may be mentioned when these are answered. If the person posing the question would like to remain anonymous, he/she must expressly state this when submitting the question.

d. Further explanations regarding shareholder rights

Further explanations regarding the shareholder rights outlined above are available on the company's website at www.aurubis.com/agm.

7. Objections

Properly registered shareholders who have exercised their voting rights in accordance with the possibilities described above can electronically go on the acting notary's record with an objection against resolutions of the Annual General Meeting from the beginning to the end of the virtual Annual General Meeting via the company's InvestorPortal at www.aurubis.com/agm.

The company's proxies cannot go on the acting notary's record with any objections against resolutions of the Annual General Meeting.

8. Information in accordance with Section 124a of the German Stock Corporation Act (AktG) on the company's website

The content of the invitation to the Annual General Meeting, the documents that have to be made accessible, motions from shareholders, and other information connected to the Annual General Meeting are available starting from the time the invitation is issued on the company's website at www.aurubis.com/agm. In particular, these include:

- » the documents listed in Agenda item 1;
- » the report by the Executive Board to the Annual General Meeting on item 6 of the Agenda on exclusion of the subscription right in accordance with Section 221 (4) sentence 2 of the German Stock Corporation Act (AktG) in conjunction with Section 186 (3) and (4) sentence 2 of the German Stock Corporation Act (AktG);
- » the report by the Executive Board to the Annual General Meeting on item 7 of the Agenda regarding the exclusion of the subscription right in accordance with Section 203 (2) and Section 186 (3) and (4) sentence 2 of the German Stock Corporation Act (AktG).

The documents will be available for download on the website mentioned above and on the shareholder portal during the Annual General Meeting as well.

UTC times (pursuant to table 3 of the EU implementing regulation)

Unless expressly indicated otherwise, all times provided in this invitation are given in Central European Time (CET), which is the relevant time zone for Germany. The relationship to universal time coordinated (UTC) is UTC = CET minus one hour.

Binding character of the votes (pursuant to table 3 of the EU implementing regulation)

Shareholders and their proxies have the option of exercising their voting rights via absentee voting or by authorizing the proxies appointed by the company as described in more detail above. Under item 1 of the Agenda, no resolution will be passed, so a vote is not planned (see the point for an explanation). The votes planned for items 2 to 8 of the Agenda are of a binding nature. For any vote, the shareholders can vote "yes" (support) or "no" (rejection) or abstain from voting (abstention).

9. 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, Hamburg, represented by the members of its Executive Board, processes personal data (first and last name, address, e-mail address, number of shares, type of share ownership, and registration confirmation 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 by accessing the video and audio of the AGM electronically.

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 explanations in the AGM invitation for information regarding the transmission of personal data to third parties when disclosing shareholder requests to add items 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
Hovestrasse 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.

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

Aurubis AG Data Protection Officer
c/o Aurubis AG
Corporate Legal Department
Hovestrasse 50
20539 Hamburg, Germany
Phone: +49 40 7883-39 93
Fax: +49 40 7883-39 90
E-mail: dataprotection@aurubis.com

Hamburg, December 2021

Aurubis AG
The Executive Board

Information pursuant to the Implementing Regulation (EU) 2018/1212

A1	Unique identifier of the event	b4c87f8f7647ec118125005056888925
A2	Type of message	New Annual General Meeting [Format pursuant to Implementation Regulation (EU) 2018/1212: NEWM]
B1	ISIN	DE0006766504
B2	Name of issuer	Aurubis AG
C1	Date of the General Meeting	February 17, 2022 [Format pursuant to Implementation Regulation (EU) 2018/1212: 20220217]
C2	Time of the General Meeting	10:00 a.m. CET (09:00 a.m. UTC) [Format pursuant to Implementation Regulation (EU) 2018/1212: 9:00 UTC]
C3	Type of General Meeting	Regular Annual General Meeting [Format pursuant to Implementation Regulation (EU) 2018/1212: GMET]
C4	Location of the General Meeting	URL of the virtual Annual General Meeting: www.aurubis.com/agm Location within the meaning of the German Stock Corporation Act (AktG): Aurubis AG, Hovestrass 50, 20539 Hamburg
C5	Record Date	January 26, 2022 (cob) [Format pursuant to Implementation Regulation (EU) 2018/1212: 20220126 (cob)]
C6	Uniform Resource Locator (URL)	www.aurubis.com/hauptversammlung

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