

Aurubis AG

Articles of Association

(Status: February 12, 2026)

I. General conditions

§ 1

1. The public limited company is called

Aurubis AG

and is based in Hamburg.

2. The duration is not limited to a certain time.

§ 2

1. The object of the Company is the production of precious and non-precious metals from concentrates and other metal-bearing starting materials, the treatment of resulting by-products, and the production of chemical and metallic products in addition to the development of corresponding technology and its utilization, including the planning and construction of industrial plants, as well as the execution of all connected business.
2. The Company may acquire, establish or invest in other enterprises in Germany and abroad. It shall be authorized to conclude agreements for joint ventures and other agreements on profit distribution with other companies.

§ 3

Announcements by the Company shall be made only in the Federal Gazette inasmuch as the law does not stipulate otherwise in particular cases.

II. Subscribed capital and shares

§ 4

1. The subscribed capital shall amount to €115,089,210.88 (in words: one hundred fifteen million eighty-nine thousand two hundred and ten 88/100 EURO) and shall be divided into 44,956,723 (in words: forty-four million nine hundred and fifty-six thousand seven hundred and twenty-three) no-par-value shares.

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 profit participation bonds with conversion rights, option rights, or mandatory conversion obligations, or the Company's tender rights), 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, to up to at most 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 Cor-

poration 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, up to at most 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, up to at most 10 % of the subscribed capital pursuant to the guidelines of sentence 1 of this paragraph.

The new shares created on the basis of the 2022 authorized 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 additional 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.

3. To service the convertible bonds, bonds with warrants, profit participation rights, and/or profit participation 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 determined 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 are issued through the exercise of conversion or option rights, through the fulfillment of conversion or option obligations, or through the granting of shares in lieu of payment of the cash amount due, and for all subsequent fiscal years. To the extent legally permitted, the Executive Board can determine, 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 has not yet been a resolution adopted about the use of unappropriated earnings at the time conversion or option rights are exercised, conversion or option obligations are fulfilled, or the shares are granted in lieu of the cash amount due.

The Executive Board is authorized, subject to the approval of the Supervisory Board, to define the additional 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 exercised after the authorization period expires or if the conditional capital is not utilized after the deadlines for exercising option or conversion rights or for fulfilling conversion or option obligations have expired.

§ 5

1. The shares shall be made out to the bearer.
2. The Executive Board shall, in agreement with the Supervisory Board, determine the form and contents of the shares, profit appropriation coupons, and talons.
3. The shareholders' right to demand certification of their shareholdings is excluded.
4. The Company is entitled to send shareholders information by way of remote data transmission pursuant to the stipulations of Section 30b (3) of the German Securities Trading Act (WpHG).

III. The Executive Board**§ 6**

1. The Executive Board shall consist of at least two members. In other respects, the Supervisory Board shall stipulate the number of members of the Executive Board. Deputy members of the Executive Board can be appointed.
2. In the event of differences of opinion in the Executive Board, inasmuch as the law does not stipulate that voting must be unanimous, the majority of votes shall decide, even if a member of the Executive Board has been appointed Chairman of the Executive Board. If such a Chairman has been appointed, his vote shall be the casting vote in the event of a tie.

§ 7

1. The Company shall be represented by two members of the Executive Board or by one member of the Executive Board jointly with a procurator. This shall not affect the authority of the Executive Board to authorize two procurators to jointly legally represent and sign on behalf of the Company.
2. Deputy members of the Executive Board shall have the same authority as ordinary members of the Executive Board as regards power of attorney.

IV. The Supervisory Board

§ 8

1. The Supervisory Board shall consist of twelve members, six members of the Supervisory Board representing the employees, whose election shall be conducted in accordance with the 1976 Law on Co-determination, and six members of the Supervisory Board representing the shareholders, who are elected at the Annual General Meeting.
2. The term of office of the Supervisory Board shall end upon the close of the Annual General Meeting in which the resolution to approve the actions of the Supervisory Board for the fourth fiscal year after the election of the shareholders' Supervisory Board members was passed; the fiscal year in which the vote takes place shall not be included for this purpose. At the time the vote takes place, the Annual General Meeting may determine a shorter term of office for any or all of the members of the Supervisory Board to be elected.
3. Each member of the Supervisory Board can resign from office by sending their resignation in writing to the Chairman of the Supervisory Board or, in the event of the latter being prevented from attending the meeting, to his Deputy giving one month's notice.
4. The shareholders can elect substitute members for the Supervisory Board members whom they are to elect at the Annual General Meeting. A substitute member can also be elected for multiple Supervisory Board members. The election and the legal status of substitute members for the Supervisory Board members elected by the employees shall be in compliance with the regulations of the Law on Co-determination.
5. If one of its members resigns before the end of the term of office, the new member elected to replace the outgoing member shall have a term of office limited to the remaining term of office of the outgoing member.

§ 9

1. Immediately after the Annual General Meeting in which the shareholders' Supervisory Board members are to be newly elected, a Supervisory Board meeting will be held to which there will not be a special invitation. At this meeting, initially under the chairmanship of the oldest member of the Supervisory Board representing the shareholders, the Supervisory Board shall elect for the duration of the term of office of the Supervisory Board in accordance with the procedure laid down in the Law on Co-determination a) a chairman and a vice-chairman, b) the other two members of the committee formed in compliance with Section 27 (3) of the Law on Co-determination.

The term of office of the Chairman and the Vice Chairman shall correspond to their term of office as a member of the Supervisory Board, unless a shorter term of office is determined at the time of their election.

2. If, in the course of the term of office, the Chairman or the Vice Chairman resigns from office, the Supervisory Board shall elect replacements without delay.

§ 10

The Chairman of the Supervisory Board, or in his absence his Deputy, shall send invitations to the Supervisory Board meetings giving two weeks' advance notice. The period for calling the meeting can be shortened in urgent cases or with the agreement of all the Supervisory Board members. The items on the agenda shall be submitted with the invitation. Supervisory Board meetings can be called in writing, telegraphically, over the telephone, by facsimile message, as a telecopy, by telex, or in another comparable form using the technical facilities of modern data transfer.

§ 11

1. Members of the Supervisory Board can authorize other members in writing to submit their written votes at a Supervisory Board meeting.
2. The Supervisory Board shall be deemed as having a quorum if, after all the members have been invited, at least six members participate personally or by written vote in accordance with Section 108 (3) of the German Stock Corporation Act. Resolutions should only be passed on items on the agenda which have been announced in the invitation. Deviations from this procedure shall be acceptable if no member raises objections.
3. The resolutions of the Supervisory Board shall be passed with a simple majority of the votes cast, inasmuch as no other majorities are prescribed by law. The Chairman shall stipulate the course of the meetings and the voting method. In the event of equal votes, the vote shall be repeated if requested by a member of the Supervisory Board. In the event that the new vote results in a tie again, the Chairman shall be granted a second vote by law. In the event that he is prevented from attending, the Chairman can also make use of the written vote to submit the second vote. The Vice Chairman shall not be entitled to a second vote.
4. Minutes shall be taken of the Supervisory Board meetings and signed by the Chairman, or, in the event of his being prevented from attending the meeting, the Vice Chairman.
5. Members unable to attend a meeting can vote in writing, telegraphically, over the telephone, by facsimile message, as a telecopy, by telex, or in another comparable form using the technical facilities of modern data transfer (e.g., connecting by video transmission, email, etc.) and — inasmuch as the facilities suffice — participate in the negotiations of the Supervisory Board if no objections to this procedure are raised by a member of the Supervisory Board within a reasonable period before the meeting. This period shall be determined by the Chairman. Resolutions passed outside of the meetings shall be permitted in the form of written circulars, by facsimile message, by telephone, as a telecopy, by telex, or in another comparable form using the technical facilities of modern data transfer (e.g., video conference calls) if no objections to this procedure are raised by a member of the Supervisory Board within a reasonable period before the arranged date or the scheduled technical connection. The directives as regards the passing of resolutions in meetings apply accordingly.

6. In other respects, the Supervisory Board shall establish its rules of procedure itself. Apart from the committees listed in Section 9 paragraph 1b, it can form additional committees and — insofar as is permissible by law — delegate decision-making powers to them. Inasmuch as a Chairman of a committee is elected in this process, the Supervisory Board can grant him the casting vote.
7. Declarations of intent of the Supervisory Board shall be submitted in the name of the Supervisory Board by the Chairman or, in the event that he is prevented from attending the meeting, by the Vice Chairman.
8. The Supervisory Board shall stipulate that certain types of business may only be carried out with its agreement.
9. The Supervisory Board shall be authorized to make amendments to the Articles of Association in the event that such amendments only concern the wording.

§ 12

1. All Supervisory Board members receive fixed compensation of €75,000.00/fiscal year each, in addition to the reimbursement of expenses incurred while performing their duties. The Supervisory Board Chairman receives three times that amount, and the Vice Chairman receives twice that.
2. Supervisory Board members who belong to the Audit Committee of the Supervisory Board shall receive an additional fixed compensation of €22,500/fiscal year. Supervisory Board members who belong to the Personnel/Compensation Committee and/or the Innovation/Investment Committee of the Supervisory Board shall receive an additional fixed compensation of €15,000.00/fiscal year per committee. Supervisory Board members who serve on the other Supervisory Board committees additionally receive fixed compensation in the amount of €7,500/fiscal year per committee. Supervisory Board members who chair a Supervisory Board committee shall receive twice that amount per fiscal year for each committee chairmanship.
3. The fixed compensation for committee membership in accordance with paragraph 2 shall be limited to €50,000/fiscal year for each Supervisory Board member. The limit shall be €75,000.00/fiscal year for every committee chairmanship.
4. The compensation in accordance with paragraphs 1 and 2 shall be payable at the end of the respective fiscal year. Expenses shall be reimbursed immediately.
5. In addition, the members of the Supervisory Board and its committees shall receive an attendance fee of €1,000 for each meeting that they attend and for attending an Annual General Meeting in person, via telephone, via video conference, or via similar participation. The attendance fee shall be payable after each respective meeting.
6. Furthermore, members of the Supervisory Board shall receive the value added tax payable on their compensation and on the reimbursement of their expenses.

7. Supervisory Board members who have only served on the Supervisory Board or one of its Committees for part of a fiscal year shall receive compensation in accordance with the period that they have served.
8. In its own interests, the Company shall maintain third party liability insurance against pecuniary loss for its Boards and Management with reasonable retentions taking the legal provisions into account, in which the Supervisory Board members are also included and are insured at the expense of the Company.

V. The Annual General Meeting

§ 13

1. Inasmuch as the law does not provide for other stipulations, the Annual General Meeting shall be called by the Executive Board. It shall take place at the principal place of business of the Company or of a German stock exchange at which the Company's shares are registered for trading.
2. The Annual General Meeting shall be convened by a single announcement in the Federal Gazette, which shall be published at least 30 days prior to the day of the Annual General Meeting. The minimum notice period under sentence 1 is extended by the days of the period during which shareholders register their attendance at the meeting in accordance with Section 14 paragraph 1 of the Articles of Association. The notice period shall be calculated in accordance with the legal provisions.
3. The Executive Board is authorized to provide for the meeting to be held without the physical presence of the shareholders or their proxies at the location of the Annual General Meeting (virtual Annual General Meeting). In this context, the Executive Board is also authorized to make provisions on the more detailed structure and procedure of the virtual Annual General Meeting. These authorizations are valid up to and including February 16, 2028.

§ 14

1. Those shareholders who register with the Company prior to the AGM and who provide proof of their entitlement to participate in the AGM and to exercise their right to vote are entitled to participate in the AGM and to exercise voting rights. The registration and proof of entitlement must reach the Company at this address or one of the Company's authorized addresses given in the invitation at least six days before the meeting. A shorter notice period measured in days can be given in the invitation. The notice period shall be calculated in accordance with the legal provisions.
2. Proof of the shareholding must be provided by submitting special proof of the shareholding issued by the final intermediary in writing (Section 126b of the German Civil Code (BGB)); for this purpose, special proof of the shareholding issued in writing by the depository institution or proof pursuant to Section 67c (3) AktG is sufficient. This proof of entitlement must be provided in German or English and must refer to the close of business on the twenty-second day prior to the Annual General Meeting.

3. Each no-par-value share entitles the bearer to one vote.
4. The voting right can be exercised by proxy. The granting of power of attorney, its revocation, and the proof of authorization must be submitted to the Company in writing, inasmuch as nothing to the contrary is stipulated by law. A further relaxation of the formal requirements can be agreed in the invitation to the Annual General Meeting. Proof of authorization can be submitted to the Company via electronic communication, which shall be defined further in the invitation.

§ 15

1. The chair at the Annual General Meeting shall be taken by the Chairman of the Supervisory Board or, in the event of the Chairman being prevented from attending, by a Supervisory Board member nominated by the Supervisory Board. In the event that no member of the Supervisory Board shall take the chair, the Executive Board Chairman or, if he is unable to do so, another Executive Board member appointed by the Executive Board shall open the meeting and shall arrange for the Chairman of the meeting to be elected at the AGM by the shareholders with voting rights.
2. The Chairman shall preside over the meeting and stipulate the order of the items on the Agenda, the order of voting on the resolutions, and the voting method.
3. The Chairman is authorized to set an appropriate time limit on the shareholder's right to ask questions and to speak.
4. The Chairman shall be authorized to decide whether shareholders can participate in the Annual General Meeting by means of electronic communication and, as required, make stipulations on the scope of electronic participation and the procedure. These shall be made known with the invitation to the Annual General Meeting.
5. The Executive Board shall be authorized to stipulate that shareholders may cast their votes in writing or by means of electronic communication even without attending the meeting (absentee voting). The Executive Board is also authorized to regulate the scope and procedure of absentee voting in detail. The possibility of absentee voting and the rules governing such voting shall be made known with the invitation to the Annual General Meeting.

§ 16

1. Members of the Supervisory Board whose travel would entail significant time or expense, or who are otherwise prevented from attending for important reasons of a professional or personal nature (in particular health), can participate in an Annual General Meeting of the Company via visual and audio transmission. Exceptions to this ruling are Supervisory Board members who are chairing the Annual General Meeting in accordance with Section 15 of the Articles of Association.
2. The Chairman of the meeting is authorized to permit visual and audio transmission of the Annual General Meeting in excerpts or in full via suitable electronic means.

§ 17

The Annual General Meeting shall take place within the first eight months of each fiscal year. The agenda shall include:

- a) The report by the Executive Board on the Company's financial situation and business relations as well as the results of the past fiscal year and the Supervisory Board's report on the review of the management report and the financial statements.
- b) The resolution on the appropriation of the profit.
- c) The granting of formal approval of the actions of the Executive and Supervisory Boards.
- d) The election of the shareholders' members of the Supervisory Board.
- e) The election of the auditors.

§ 18

Apart from in the legally provided cases, extraordinary general meetings shall only be called if the Executive Board considers it necessary.

**VI. Fiscal year, financial statements,
and profit appropriation****§ 19**

The fiscal year runs from October 1 to September 30 of the following calendar year.

§ 20

1. The Executive Board shall compile the financial statements, the management report, the consolidated financial statements, and the consolidated management report for the previous fiscal year within the statutory time limit and shall present these to the Supervisory Board and the auditors immediately after completion. At the same time the Executive Board shall make a recommendation to the Supervisory Board on the appropriation of the net income. The legal stipulations and business principles shall be observed in compiling the financial statements and consolidated financial statements.
2. In the event that the Executive and Supervisory Boards adopt the financial statements, they can allocate amounts of up to half of the annual net profit to other revenue reserves; furthermore, they shall also be authorized to allocate additional amounts of up to a quarter of the annual net profit to other revenue reserves as long as the other revenue reserves do not exceed half of the subscribed capital or inasmuch as, after allocation, they would not exceed half of the subscribed capital.

§ 21

1. At the Annual General Meeting it shall be resolved how the annual profit in the adopted financial statements shall be appropriated. A different appropriation than

that provided for in Section 58 (3) sentence 1 of the German Stock Corporation Act can also be stipulated.

2. The profit entitlement for any new shares that are issued can deviate from Section 60 of the German Stock Corporation Act (AktG).