Independent Auditor's Report

To Aurubis AG, Hamburg/Germany

Report on the audit of the consolidated financial statements and of the combined management report

AUDIT OPINIONS

We have audited the consolidated financial statements of Aurubis AG, Hamburg/Germany, and its subsidiaries (the Group), which comprise the consolidated statement of financial position as at 30 September 2020, and the consolidated statement of profit and loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the financial year from 1 October 2019 to 30 September 2020, and the notes to the consolidated financial statements, including a summary of significant accounting policies. In addition, we have audited the combined management report for the Parent and the Group of Aurubis AG, Hamburg/Germany, for the financial year from 1 October 2019 to 30 September 2020. In accordance with the German legal requirements, we have not audited the content of the group statement on corporate governance pursuant to Section 315d German Commercial Code (HGB) combined with the statement on corporate governance pursuant to Section 289f German Commercial Code (HGB) referred to in "Legal Disclosures" section of the combined management report, and the separate non-financial group report pursuant to Sections 315b (3) and 315c German Commercial Code (HGB) combined with the separate non-financial report pursuant to Sections 289b (3) and 289c to 289e German Commercial Code (HGB) referred to in "Separate Non-Financial Report" section of the combined management report.

In our opinion, on the basis of the knowledge obtained in the audit,

- the accompanying consolidated financial statements comply, in all material respects, with the IFRS as adopted by the EU and the additional requirements of German commercial law pursuant to Section 315e (1) German Commercial Code (HGB) and, in compliance with these requirements, give a true and fair view of the assets, liabilities, and financial position of the Group as at 30 September 2020 and of its financial performance for the financial year from 1 October 2019 to 30 September 2020, and
- the accompanying combined management report as a whole provides an appropriate view of the Group's position. In all material respects, this combined management report is consistent with the consolidated financial statements, complies with German legal requirements and appropriately presents the opportunities and risks of future development. Our audit opinion on the combined management report does not cover the contents of the group statement on corporate governance combined with the statement on corporate governance and of the separate non-financial group report combined with the separate non-financial report specified above.

Pursuant to Section 322 (3) sentence 1 German Commercial Code (HGB), we declare that our audit has not led to any reservations relating to the legal compliance of the consolidated financial statements and of the combined management report.

BASIS FOR THE AUDIT OPINIONS

We conducted our audit of the consolidated financial statements and of the combined management report in accordance with Section 317 German Commercial Code (HGB) and the EU Audit Regulation (No. 537/2014; referred to subsequently as "EU Audit Regulation") and in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer (IDW). We performed the audit of the consolidated financial statements in supplementary compliance with the International Standards on Auditing (ISA). Our responsibilities under those requirements, principles and standards are further described in the "Auditor's Responsibilities for the Audit of the Consolidated Financial Statements and of the Combined Management Report" section of our auditor's report. We are independent of the group entities in accordance with the requirements of European law and German commercial and professional law, and we have fulfilled our other German professional responsibilities in accordance with these requirements. In addition, in accordance with Article 10 (2) point (f) of the EU Audit Regulation, we declare that we have not provided non-audit services prohibited under Article 5 (1) of the EU Audit Regulation. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions on the consolidated financial statements and on the combined management report.

KEY AUDIT MATTERS IN THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements for the financial year from 1 October 2019 to 30 September 2020. These matters were addressed in the context of our audit of the consolidated financial statements as a whole and in forming our audit opinion thereon; we do not provide a separate audit opinion on these matters.

In the following we present the key audit matters we have determined in the course of our audit:

1. Accounting of Major Corporate Transactions in relation to the Acquisition of Metallo in the Consolidated Financial Statements
2. Financial Instruments – Hedge Accounting
3. Adjustment of EBT and ROCE for Special Items

Our presentation of these key audit matters has been structured as follows:

ⓐ description (including reference to corresponding information in the consolidated financial statements and in the combined management report)
ⓑ auditor's response

1. ACCOUNTING OF MAJOR CORPORATE TRANSACTIONS IN RELATION TO THE ACQUISITION OF METALLO IN THE CONSOLIDATED FINANCIAL STATEMENTS

ⓐ By a purchase agreement dated 22 May 2019, Aurubis acquired 100% of the shares in Metallo Group Holding NV with registered office in Beerse/Belgium (Metallo) against a purchase price of mEUR 375. The business combination is accounted for by Aurubis in accordance with IFRS 3. Any assets, liabilities and contingent liabilities measured at fair value as part of acquiring the Metallo business are based on values assigned in the purchase price allocation performed by Aurubis using an independent expert's valuation report prepared on 17 July 2020. The purchase price was subsequently allocated into property, plant and equipment (mEUR 228), inventories (mEUR 135) and intangible fixed assets (mEUR 63). Taking into account the other net assets measured at fair value results in goodwill of mEUR 9. This matter was a key audit matter in the scope of our audit due to the transaction's complexity and the related risk of material misstatements of assets, liabilities, financial position and financial performance as well as assumptions and estimates made by the executive directors in performing the purchase price allocation. The Groups's disclosures regarding the Metallo Group acquisition are contained in the section "Acquisitions and discontinued operations" of the notes to the consolidated financial statements.

ⓑ Within the scope of our audit, by relying, inter alia, on the agreements concluded under company law and the requirements of competition authorities as well as the criteria defined in IFRS 10, we reconstructed the executive directors' assessment that Aurubis has control over Metallo as from 29 May 2020 and must include it in its consolidated financial statements. Within the scope of our audit of the purchase price allocation, in addition to assessing the valuation of the consideration paid by Aurubis, we assessed the method applied by the external expert consulted by the executive directors regarding the identification of the assets acquired as well as the conceptual evaluation of the valuation techniques taking into account the requirements under IFRS 3. By consulting our internal valuation specialists, we obtained an understanding of and assessed the valuation methods applied taking into account the requirements under IFRS 13. We analysed the assumptions and estimates subject to the executive directors' judgement, such as growth rates, capital costs or residual usage terms, which were used for determining the fair values of the transferred identifiable assets as well as the assumed liabilities and contingent liabilities at the time of the acquisition, as to whether they comply with general and industry-specific market expectations. We reconstructed the calculation of the techniques underlying the valuations, evaluated the expected future cash flows used for plausibility and compared the fair values with the assumptions and expectations of professional external market participants at the time of the acquisition. Furthermore, we examined whether the accounting policies that correspond to the Aurubis accounting principles have been applied consistently by the Metallo companies and whether any tax effects arising from the business combination have been recognised. We obtained an understanding of and assessed the presentation of the initial consolidation in the consolidation system. Moreover, we examined the disclosures in the notes to the consolidated financial statements regarding the Metallo Group acquisition based on the relevant requirements of IFRS 3.

❷ FINANCIAL INSTRUMENTS – HEDGE ACCOUNTING

ⓐ The Aurubis group companies have concluded a large number of contracts for various derivative financial instruments. These serve to hedge risks in connection with foreign exchange rates and commodity prices arising from ordinary business activities based on the hedging policy defined by the executive directors and documented in the relevant internal guidelines. The aim of using derivative financial instruments is to mitigate volatility in relation to earnings and cash flows resulting from changes in exchange rates – mainly in respect to foreign currency selling and purchasing –, in interest rates underlying the floating-rate financing facilities, and in the copper price in the context of purchasing and selling metal.

The nominal volume of the concluded derivative instruments totals bEUR 3.4 as at 30 September 2020. The fair values of the derivative financial instruments are determined using measurement policies that take into account the market information (market values) at the measurement date. The positive market values of the derivative financial instruments used for hedging purposes total mEUR 94.4 net as at 30 September 2020; the negative market values amount to mEUR 72.7. To the extent the financial instruments used by Aurubis Group constitute effective hedging instruments for future cash flows as part of hedging relationships pursuant to the provisions of IFRS 9, fair value changes are directly recognised in equity over the duration of the hedging relationship until maturity of the hedged cash flows (effective portion). As at the balance sheet date, the cumulative expenses and income before income taxes recognised directly in equity amounted to mEUR 26.2. In our opinion and in light of the high complexity and number of transactions as well as the extensive requirements concerning accounting and disclosures to be made in the notes to the consolidated financial statements these matters were considered significant in our audit.

The information provided by the Group concerning the recognition of derivative financial instruments are included in note 27 “Financial Instruments” of the notes to the consolidated financial statements as well as in the reporting on opportunities and risks of the combined management report.

ⓑ Within the scope of our audit and in consultation with our internal specialists from the Financial Risk function, we reviewed, inter alia, the contractual and financial basis, and obtained an understanding of the recognition, including the effects on equity and earnings from the various hedging instruments. In concert with these specialists, we reviewed the Company's system of internal control as regards derivative financial instruments, including internal monitoring of compliance with the hedging policy, and the controls on design, implementation and effectiveness. Moreover, in auditing the fair value measurement of the financial instruments, we also reconstructed the measurement methods on the basis of market data for a representative set of samples. We analysed the methods applied as well as their appropriate systemic implementation to assess the effectiveness of the hedging relationships. Our assessment of the completeness of the recognised transactions and the assessment of the fair values of the recognised transactions were based on confirmations from banks and brokers. As regards the expected cash flows and the assessment of the effectiveness of the hedges, we evaluated the levels of hedging carried out in the past on a mainly retrospective basis. We have audited the completeness and accuracy of the disclosures made in the notes to the group financial statements.

❸ ADJUSTMENT OF EBT AND ROCE FOR SPECIAL ITEMS

ⓐ For Aurubis Group's controlling and analysis purposes, operating EBT (Earnings before Taxes) and operating ROCE (Return on Capital Employed), each adjusted for special items, are used. The adjustments are presented within column “reconciliation/consolidation” in the segment reporting of the consolidated financial statements of Aurubis AG by, if applicable, firstly, eliminating the items of discontinued operations and, secondly, removing the following impacts on valuation: valuation results from applying IAS 2 as well as valuation of metalderivates of main metals of the smelting companies and non-cash effective effects from purchase price allocations. In the consolidated financial statements, EBT adjustments of mEUR -171 related to inventories and mEUR 25 related to fixed assets from valuation effects are presented. Operating EBT and operating ROCE are used by the executive directors within the scope of their capital market communication as the central key financial performance indicators. Moreover, both ratios are deployed to measure the degree of target achievement for the annual performance-based remuneration of the Aurubis Group employees. As these key performance indicators are determined on the basis of the internal requirements of Aurubis Group, which implies a risk that discretion is exercised unilaterally by the executive directors, the adjustments of operating EBT and operating ROCE were classified as key audit matters as part of our audit.

The disclosures of the Group for the derivation and presentation of financial ratios are presented in the "Economic Development of Aurubis Group" section of the combined management report as well as in the segment reporting in the notes to the consolidated financial statements.

ⓑ Firstly, we examined the systematic and consistent adjustment of these ratios. We reconstructed, inter alia, how the operating EBT and operating ROCE are determined and reviewed the consistency of the adjustments identified by the executive directors with the internal requirements. Related to this, by using the knowledge obtained in the audit and the information provided to us by the executive directors, we examined whether the adjustments made are consistent with the related disclosures in the combined management report, in particular, those contained in the remuneration report and the explanations in the segment reporting.

OTHER INFORMATION

The executive directors and/or the supervisory board are responsible for the other information. The other information comprises:

- the group statement on corporate governance pursuant to Section 315d German Commercial Code (HGB) combined with the statement on corporate governance pursuant to Section 289f German Commercial Code (HGB) referred to in "Legal Disclosures" section of the combined management report,
- the separate non-financial group report pursuant to Sections 315b (3) and 315c German Commercial Code (HGB) combined with the separate non-financial report pursuant to Sections 289b (3) and 289c to 289e German Commercial Code (HGB) referred to in "Separate Non-Financial Report" section of the combined management report,
- the corporate governance report pursuant to No. 3.10 of the German Corporate Governance Code 2017,
- the executive directors' confirmation regarding the consolidated financial statements and the combined management report pursuant to Section 297 (2) sentence 4 and Section 315 (1) sentence 5 German Commercial Code (HGB), respectively,
- the supervisory board report, and
- all the remaining parts of the annual report,
- but no the consolidated financial statements, not the disclosures in the group management report audited covering the content and not our appendant auditor's report.

The supervisory board is responsible for the supervisory board report. The executive directors and the supervisory board are responsible for the declaration pursuant to Section 161 of the German Stock Corporation Act on the German Corporate Governance Code, which is part of the group statement on corporate governance combined with the statement on corporate governance. Otherwise, the executive directors are responsible for the other information.

Our audit opinions on the consolidated financial statements and on the combined management report do not cover the other information, and consequently we do not express an audit opinion or any other form of assurance conclusion thereon.

In connection with our audit, our responsibility is to read the other information and, in so doing, to consider whether the other information

- is materially inconsistent with the consolidated financial statements, with the combined management report or our knowledge obtained in the audit, or
- otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF THE EXECUTIVE DIRECTORS AND THE SUPERVISORY BOARD FOR THE CONSOLIDATED FINANCIAL STATEMENTS AND THE COMBINED MANAGEMENT REPORT

The executive directors are responsible for the preparation of the consolidated financial statements that comply, in all material respects, with IFRS as adopted by the EU and the additional requirements of German commercial law pursuant to Section 315e (1) German Commercial Code (HGB), and that the consolidated financial statements, in compliance with these requirements, give a true and fair view of the assets, liabilities, financial position and financial performance of the Group. In addition, the executive directors are responsible for such internal control as they have determined necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the executive directors are responsible for assessing the Group's ability to continue as a going concern. They also have the responsibility for disclosing, as applicable, matters related to going concern. In addition, they are responsible for financial reporting based on the going concern basis of accounting unless there is an intention to liquidate the Group or to cease operations, or there is no realistic alternative but to do so.

Furthermore, the executive directors are responsible for the preparation of the combined management report that as a whole provides an appropriate view of the Group's position and is, in all material respects, consistent with the consolidated financial statements, complies with German legal requirements, and appropriately presents the opportunities and risks of future development. In addition, the executive directors are responsible for such arrangements and measures (systems) as they have considered necessary to enable the preparation of a combined management report that is in accordance with the applicable German legal requirements, and to be able to provide sufficient appropriate evidence for the assertions in the combined management report.

The supervisory board is responsible for overseeing the Group's financial reporting process for the preparation of the consolidated financial statements and of the combined management report.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS AND OF THE COMBINED MANAGEMENT REPORT

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and whether the combined management report as a whole provides an appropriate view of the Group's position and, in all material respects, is consistent with the consolidated financial statements and the knowledge obtained in the audit, complies with the German legal requirements and appropriately presents the opportunities and risks of future development, as well as to issue an auditor's report that includes our audit opinions on the consolidated financial statements and on the combined management report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Section 317 German Commercial Code (HGB) and the EU Audit Regulation and in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer (IDW) and in supplementary compliance with the ISA will always detect a material misstatement. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements and this combined management report.

We exercise professional judgement and maintain professional scepticism throughout the audit. We also

- identify and assess the risks of material misstatement of the consolidated financial statements and of the combined management report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our audit opinions. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.
- obtain an understanding of internal control relevant to the audit of the consolidated financial statements and of arrangements and measures relevant to the audit of the combined management report in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an audit opinion on the effectiveness of these systems.
- evaluate the appropriateness of accounting policies used by the executive directors and the reasonableness of estimates made by the executive directors and related disclosures.
- conclude on the appropriateness of the executive directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in the auditor's report to the related disclosures in the consolidated financial statements and in the combined management report or, if such disclosures are inadequate, to modify our respective audit opinions. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to be able to continue as a going concern.
- evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements present the underlying transactions and events in a manner that the consolidated financial statements give a true and fair view of the assets, liabilities, financial position and financial performance of the Group in compliance with IFRS as adopted by the EU and with the additional requirements of German commercial law pursuant to Section 315e (1) German Commercial Code (HGB).
- obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express audit opinions on the consolidated financial statements and on the combined management report. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinions.
- evaluate the consistency of the combined management report with the consolidated financial statements, its conformity with German law, and the view of the Group's position it provides.
- perform audit procedures on the prospective information presented by the executive directors in the combined management report. On the basis of sufficient appropriate audit evidence we evaluate, in particular, the significant assumptions used by the executive directors as a basis for the prospective information, and evaluate the proper derivation of the prospective information from these assumptions. We do not express a separate audit opinion on the prospective information and on the assumptions used as a basis. There is a substantial unavoidable risk that future events will differ materially from the prospective information.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with the relevant independence requirements, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, the related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter.

Other legal and regulatory requirements

FURTHER INFORMATION PURSUANT TO ARTICLE 10 OF THE EU AUDIT REGULATION

We were elected as group auditor by the annual general meeting on 27 February 2020. We were engaged by the supervisory board on 27 February 2020. We have been the group auditor of Aurubis AG, Hamburg/Germany, without interruption since the financial year 2018/2019.

We declare that the audit opinions expressed in this auditor's report are consistent with the additional report to the audit committee pursuant to Article 11 of the EU Audit Regulation (long-form audit report).

German public auditor responsible for the engagement

The German Public Auditor responsible for the engagement is Annika Deutsch.

Hamburg/Germany, 8 December 2020

Deloitte GmbH
Wirtschaftsprüfungsgesellschaft

Signed: Christian Dinter
Wirtschaftsprüfer
(German Public Auditor)

Signed: Annika Deutsch
Wirtschaftsprüferin
(German Public Auditor)