

Alfons Titzrath,  
Chairman of the Supervisory Board



# Report of the Supervisory Board

The Supervisory Board has fulfilled the obligations incumbent upon it under applicable statutes and the bank's Articles of Association, and has continuously supervised the management of the bank. The Supervisory Board was kept informed regularly, in writing and verbally, by the Board of Managing Directors on the business policies contemplated by the Board of Managing Directors, on fundamental issues regarding the future management of the bank, on corporate planning issues, the position and development of the bank and the Group, as well as on significant transactions. The Supervisory Board conferred with the Board of Managing Directors on the aforementioned matters.

In 2000, the Supervisory Board met on 28 February, 6 April, 20 September and 28 November. In addition, extraordinary meetings of the Supervisory Board to discuss the intended merger with Deutsche Bank AG were held on 8 and 14 March 2000.

In its meetings, the Supervisory Board was informed by the Board of Managing Directors with respect to the general business development, major lending commitments and non-trading investments, as well as on other matters of material importance to the Dresdner Bank Group, including the Group's new corporate structure. Regular reports were also given on the extent to which the Group risk exposure limits had been utilised. The Supervisory Board, again, thoroughly reviewed risk controlling throughout the Group and dealt with fundamental planning issues in detail, in particular regarding the main parameters of projections extending over several years. Following a detailed discussion in its meeting on 20 September 2000, the Supervisory Board approved the acquisition of Wasserstein Perella Group, Inc., New York, the US investment bank.

In its extraordinary meetings, the Supervisory Board concerned itself in detail with the merger of Deutsche Bank AG and Dresdner Bank AG, as proposed by the Board of Managing Directors. The Supervisory Board approved the merger proposal, following detailed discussion, in its meeting on 14 March 2000. The Supervisory Board was informed by the Board of Managing Directors, during the meeting held on 6 April 2000, about the termination of the merger negotiations. In the meeting on 20 September 2000, the Board of Managing Directors reported on the exploratory talks it had entered into with Commerzbank AG regarding a possible cooperation, however without yielding concrete results.

In accordance with section 27(3) of the Co-determination Act (Mitbestimmungsgesetz), the Supervisory Board has formed the following committees: the Executive Committee ("Präsidium"), the Credit Committee, the Operations Committee, the Accounts Committee and the Mediation Committee.

The Executive Committee of the Supervisory Board met on four occasions during the 2000 financial year to consider personnel matters concerning the Board of Managing Directors as well as to prepare individual items on the agenda for the respective Supervisory Board meeting. The Credit Committee had three meetings in which it dealt with lending issues and business transactions falling within its area of responsibility under applicable statutes and the bank's Articles of Association; in addition, decisions on such issues were taken by way of circulation. Additional discussions were held with the Board of Managing Directors concerning the structure of the loan portfolio, risk management and exposure subject to particular risks, such as, for instance, Deutsche Hypo Deutsche Hypothekbank Frankfurt-Hamburg AG. The Operations Committee of the Supervisory Board business committee met three times in the 2000 business year to consider structural, organisational, social and other internal issues. The Accounts Committee conferred once in the 2000 business year, to deal with the Annual Accounts and Consolidated Financial Statements as at 31 December 1999. No meeting of the Mediation Committee was required.

The Chairman of the Supervisory Board regularly reported to the plenary meeting on the work of the Supervisory Board Committees. In addition to the meetings held by the Supervisory Board and its Committees, the Chairman met frequently with the Board of Managing Directors and had numerous individual conversations with individual Members of the Board of Managing Directors – in particular with the Chairman – on business policy issues, as well as on the position and development of the bank.

The Annual Accounts and the Management Report of Dresdner Bank AG (according to the German Commercial Code), as well as the Consolidated Financial Statements and the Group Management Report (according to IAS) for the 2000 business year have been examined and certified without qualification by PwC Deutsche Revision Aktiengesellschaft Wirtschaftsprüfungsgesellschaft, Frankfurt/Main, the auditors appointed by the Annual General Meeting.

The auditors' report was distributed to all members of the Supervisory Board in good time before the balance sheet meeting held. The report was discussed during the preparatory meeting of the Accounts Committee, and during the plenary meeting of the Supervisory Board to examine the financial statements. The auditors who signed the Annual Accounts and Consolidated Financial Statements were present at both meetings referred to above. They gave an account of their audit as a whole and on major individual items, as set out at the time of being instructed to conduct the audit, and provided detailed answers to questions from the members of the Supervisory Board. The Supervisory Board duly noted and approved the auditor's report. The Supervisory Board examined the Annual Accounts and Consolidated Financial Statements, the Management Report and the Group Management Report as at 31 December 2000, as presented by the Board of Managing Directors, as well as their proposal for the appropriation of the distributable profit. According to the final results of this examination, there was no cause for objections. At its meeting on 3 April 2001, the Supervisory Board therefore approved the Annual Accounts and the Management Report. The Annual Accounts are thus confirmed. The proposal of the Board of Managing Directors for the appropriation of the distributable profit is endorsed by the Supervisory Board.

There was one change to the members of the Supervisory Board in the course of the 2000 business year. Mr. Bernd Pischetsrieder, who retired from his office at the close of the Annual General Meeting held on 19 May 2000 was succeeded by Mr. Stefan Quandt, who was duly elected as a member of the Supervisory Board by the Annual General Meeting. We wish to express our thanks and appreciation to Mr. Pischetsrieder for his commitment.

The changes set out below took place in the Board of Managing Directors in the course of the 2000 business year. Following the termination of merger talks with Deutsche Bank AG, Mr. Bernhard Walter resigned from his position as Chairman of the Board of Managing Directors. With the approval of the Supervisory Board, he retired from the Board of Managing Directors with effect from 30 April 2000. His successor as Chairman of the Board of Managing Directors is Prof. Dr. Bernd Fahrholz. In complying with their respective requests, the Supervisory Board also released Messrs. Andreas Bezold and Gerd Häusler and Prof. Dr. Ernst-Moritz Lipp from their duties as members of the Board of Managing Directors with effect from 15 May 2000. Mr. Heinz-Jörg Platzek retired from the Board of Managing Directors of Dresdner Bank AG with effect from 31 December 2000. He assumed the position of Chairman of the Board of Managing Directors of Deutsche Hyp Deutsche Hypothekenbank Frankfurt-Hamburg AG as of 1 January 2001. The Supervisory Board would like to thank all members of the Board of Managing Directors who retired during the 2000 business year for their contribution to the bank's success.

The Supervisory Board appointed Dr. Andreas Georgi and Mr. Joachim Mädler as members of the Board of Managing Directors with effect from 1 May 2000, Prof. Dr. Gerhard Barth as a member of the Board of Managing Directors with effect from 1 October 2000, and Mr. Heinrich Linz as a member of the Board of Managing Directors with effect from 1 April 2001.

In its extraordinary meeting on 1 April 2001, the Supervisory Board discussed the proposed share purchase offer by Allianz AG to the shareholders of Dresdner Bank AG, and approved the resolution taken by the Board of Managing Directors of Dresdner Bank AG for recommend acceptance of this offer to shareholders.

Frankfurt/Main, 3 April 2001

THE SUPERVISORY BOARD



Dr. Alfons Titzrath  
Chairman