



Michael Diekmann,
Chairman of the Supervisory Board

Ladies and Gentlemen,

In fiscal year 2005, the Supervisory Board performed its duties in accordance with the law and the Articles of Association and continuously supervised the activities of the Bank's Board of Managing Directors. It was informed in writing and verbally by the Board of Managing Directors in a regular, comprehensive and timely manner of the intended business strategies and other fundamental issues concerning corporate planning, the position and development of the Bank and the Group and key transactions. The Supervisory Board also regularly discussed these matters with the Board of Managing Directors.

In its three regular meetings, the Supervisory Board was informed by the Board of Managing Directors of the course of business, significant lending commitments and investments, and other matters of material importance to the Group. In these meetings, the Supervisory Board also discussed further developments to the Bank's business model, especially the new strategic organisation of the future Private & Business Clients and Corporate & Investment Banking divisions. The Supervisory Board was also informed in all meetings of the status of the Neue Dresdner Plus programme. In connection with the expansion of the consumer lending business, the Supervisory Board discussed the extension of the cooperation with Dresdner Cetelem Kreditbank GmbH proposed by the Board of Managing Directors. In addition, the Supervisory Board discussed the disposal of non-strategic investments and the disposal of a real estate portfolio belonging to the Bank. Where necessary, the Supervisory Board approved the measures concerned.

The Board of Managing Directors submitted regular reports on the extent to which Group risk frame limits had been utilised. The Supervisory Board also examined aspects of risk control within the Group, as in the past, and addressed in particular the key figures used for long-term planning. The report on the main findings of the internal audit required for regulatory purposes was submitted to the Supervisory Board by the Board of Managing Directors.

As the German Corporate Governance Code primarily addresses listed companies, and Dresdner Bank AG was delisted with effect from 11 July 2002, the Supervisory Board and the Board of Managing Directors have not issued a separate declaration of compliance with the Code due to the Bank's integration into the Allianz Group; however, Dresdner Bank AG's corporate governance concept includes the key principles of the Code.

The Supervisory Board has formed the following committees: the Executive Committee (Präsidium), the Credit and Risk Committee, the Operations Committee (Betriebsausschuss), and the Mediation Committee in accordance with section 27 (3) of the German Co-determination Act (Mitbestimmungsgesetz). The former Accounts Committee (Bilanzausschuss) was replaced by an Audit Committee after its meeting in fiscal year 2005.

The Executive Committee met on three occasions in fiscal year 2005 to discuss human resources issues concerning the Board of Managing Directors and to prepare individual agenda items for forthcoming Supervisory Board meetings. The Credit and Risk Committee met three times to address lending issues and business transactions falling within its area of responsibility as defined by the law and the Articles of Association; decisions on such issues were also taken by circulating documents and by passing resolutions outside meetings. Additional discussions were held with the Board of Managing Directors on the Bank's credit risk strategy, loan portfolio structure, risk management and exposures subject to particular risks. The Operations Committee of the Supervisory Board also met three times in fiscal year 2005. It considered structural, organisational, social and other internal issues. At the 2005 meeting of the Accounts Committee, Dresdner Bank's single-entity and consolidated financial statements as at 31 December 2004 were discussed. The newly established Audit Committee addressed the tasks entrusted to it by the Supervisory Board, in particular the review of the quarterly statements. A meeting of the Mediation Committee was not required. The full Board was informed regularly of the work of the Supervisory Board Committees.

In addition to the meetings of the Supervisory Board and its Committees, the Chairman of the Supervisory Board also met frequently with the Board of Managing Directors as a whole, as well as with individual members of the Board of Managing Directors, and in particular with the Chairman of the Board of Managing Directors. These meetings served to discuss business policy issues as well as the position and development of the Bank.

The 2005 financial statements and management report of Dresdner Bank AG, prepared in accordance with the HGB (German Commercial Code), and the 2005 consolidated financial statements and group management report of the Dresdner Bank Group, prepared in accordance with the IFRSs, were audited by KPMG Deutsche Treuhand-Gesellschaft AG Wirtschaftsprüfungsgesellschaft, Frankfurt/Main, the auditors elected by the Annual General Meeting. They were granted an unqualified audit opinion.

The auditors' reports were distributed to all members of the Supervisory Board before the meeting of the Supervisory Board convened to adopt the accounts. The reports were discussed during this plenary meeting as well as during the preparatory meeting of the Audit Committee. The auditors who signed the single-entity and consolidated financial statements were present at both meetings. They gave an account of both their audit as a whole and of the major individual items which were specified at the time of their engagement, and also provided detailed answers to questions from the members of the Supervisory Board. The Supervisory Board duly noted and approved the results of the audit. The Supervisory Board examined the single-entity and consolidated financial statements, the management report and the group management report as at 31 December 2005, as presented by the Board of Managing Directors. The final results of this examination did not result in any objections. At its meeting on 8 March 2006, the Supervisory Board therefore approved the single-entity financial statements and the consolidated financial statements. The single-entity financial statements are thereby adopted. We concur with the proposal for the appropriation of distributable profit made by the Board of Managing Directors.

In addition, the Board of Managing Directors presented to the Supervisory Board the dependent company report in accordance with section 312 of the German Stock Corporation Act (Aktengesetz) and the auditors' report on the latter. The auditors issued the following opinion on the basis of the audit, which did not result in any objections:

“On the basis of our audit performed in accordance with professional standards, we confirm that the factual statements in the report are correct, the consideration given by the company in relation to the transactions specified in the report was not unreasonably high, there are no circumstances which would justify, in relation to the acts specified in the report, a materially different opinion than that of the Board of Managing Directors.”

The Supervisory Board examined the dependent company report and approved both the report and the audit report on it. The final results of the Supervisory Board's examination did not give rise to any objections to the declaration made by the Board of Managing Directors at the end of the dependent company report.

The composition of the Supervisory Board changed in fiscal year 2005 as follows: Bernhard Enseling resigned his position as an employee representative on the Supervisory Board with effect from 31 October 2005. Thomas Fröhlich, an elected substitute member, was installed as his successor on 1 November 2005.

The following changes to the Board of Managing Directors took place in fiscal year 2005: The Supervisory Board accepted the resignation of Andrew Pisker as a member of the Board of Managing Directors with effect from 24 November 2005 and of Dr. Andreas Leimbach, who had been appointed as a member of the Board of Managing Directors with effect from 15 November 2005. Karl Ralf Jung retired at the end of his term of office with effect from 31 December 2005. The Supervisory Board would like to thank all these gentlemen for their work for the Bank. Dr. Stefan Jentzsch was appointed as a member of the Board of Managing Directors with effect from 24 November 2005.

The Supervisory Board would like to thank all Bank employees for their work.
Frankfurt am Main, 8 March 2006

THE SUPERVISORY BOARD



Michael Diekmann
Chairman of the Supervisory Board