

Report of the Supervisory Board

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 management. 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 with regard to 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 the realignment of the Bank's business model, especially the new strategic structures for the business with private clients and business clients. In addition to its regular reports regarding the progress and status of the "New Dresdner" Programme introduced in fiscal year 2003, the Board of Managing Directors presented the new market and sales campaign, which the Supervisory Board examined in detail. The Supervisory Board also discussed the disposal of non-strategic investments as well as the disposal of Dresdner Bank Lateinamerika AG's private client business, and approved the measures where required.

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 Supervisory Board further discussed the Board of Managing Directors' credit risk strategy, which was reported according to the Minimum Requirements for the Credit Activities of Credit Institutions issued by the German Financial Supervisory Authority (Bundesanstalt für Finanzdienstleistungen – BaFin), as well as the risk report by the Board of Managing Directors, which now has to be issued on a quarterly basis.

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.



**Michael Diekmann, Chairman
of the Supervisory Board**

The Supervisory Board has formed the following committees: the Executive Committee (Präsidium), the Credit and Risk Committee, the Operations Committee (Betriebsausschuss), the Accounts Committee (Bilanzausschuss) and the Mediation Committee in accordance with section 27 (3) of the German Co-determination Act (Mitbestimmungsgesetz).

The Executive Committee met on three occasions in fiscal year 2004 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 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 2004, and considered structural, organisational, social and other internal issues. At the 2004 meeting of the Accounts Committee, Dresdner Bank's single-entity and consolidated financial statements as at 31 December 2003 were discussed. A meeting of the Mediation Committee was not required.

The Chairman of the Supervisory Board reported regularly to the plenary meeting on 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 2004 financial statements and management report of Dresdner Bank AG, prepared in accordance with the HGB (German Commercial Code), and the 2004 consolidated financial statements and group management report of the Dresdner Bank Group, prepared in accordance with the IFRS, 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 Accounts 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 2004, as presented by the Board of Managing Directors. The final results of this examination did not result in any objections. At its meeting on 10 March 2005, the Supervisory Board therefore approved the single-entity financial statements and the consolidated financial statements. The single-entity financial statements are thereby adopted.

In addition, the Board of Managing Directors presented to the Supervisory Board the report of the Board of Managing Directors on relations to connected enterprises in accordance with section 312 of the German Stock Corporation Act (Aktiengesetz) 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

1. the factual statements in the report are correct,
2. the consideration given by the company in relation to the transactions specified in the report was not unreasonably high,
3. 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 report on relations with connected enterprises 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 report on relations with connected enterprises.

The following changes to the Board of Managing Directors took place in fiscal year 2004: Dr. Stephan-Andreas Kaulvers was appointed as a member of the Board of Managing Directors with effect from 1 February 2004. Mr. Wulf Meier was appointed in fiscal year 2003 as a member of the Board of Managing Directors with effect from 1 March 2004.

The Supervisory Board would like to thank all Bank employees for their work.

Frankfurt/Main, 10 March 2005

THE SUPERVISORY BOARD



Michael Diekmann
Chairman