

Invitation to the
Annual General Meeting
of Allianz AG
on 12 June 2002.

2002

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Invitation to the Annual General Meeting

Our shareholders are invited to the **Annual General Meeting of Allianz Aktiengesellschaft**, to be held on **Wednesday, 12 June 2002, at 10:00 a.m.** at the Olympiahalle in the Olympiapark, Coubertinplatz, 80809 Munich, Germany.

Agenda

1. Report of the Board of Management on the development of business

Presentation of the approved Financial Statements, the Management Report and the report of the Supervisory Board as well as the Consolidated Financial Statements and the Management Report for the Group for the fiscal year 2001.

The above records are available for inspection at the registered office of the Company, Koeniginstrasse 28, 80802 Munich, Germany and on the internet under <http://www.allianz.com/agm> as part of the Annual Reports of Allianz AG and the Allianz Group. Upon request, a copy will be sent to shareholders.

2. Appropriation of net earnings

The Board of Management and the Supervisory Board propose that the available net earnings of EUR 410,000,000 be appropriated as follows:

- Distribution of a dividend of EUR 1.50 per no-par-value share entitled to a dividend EUR 361,784,302.50
 - Allocation to other appropriated retained earnings EUR 48,215,697.50
-
- Net earnings EUR 410,000,000.00

The proposal on the appropriation of net earnings takes into consideration treasury shares held directly or indirectly, which are not entitled to dividends pursuant to Section 71b of the German Stock Corporation Act. Until the Annual General Meeting, the number of shares entitled to dividends may be reduced or increased through further share repurchases or the disposal of treasury shares. In such case, an amended proposal for appropriation of net earnings will be presented for approval at the Annual General Meeting, while the distribution of a dividend of EUR 1.50 per no-par-value share entitled to a dividend will remain unchanged.

3. Approval of the activities of the Members of the Board of Management for the fiscal year 2001

The Board of Management and the Supervisory Board propose that the activities of the Board of Management be approved.

4. Approval of the activities of the Members of the Supervisory Board for the fiscal year 2001

The Board of Management and the Supervisory Board propose that the activities of the Supervisory Board be approved.

5. Authorization to acquire Company shares for trading purposes

The authorization to acquire Company shares for trading purposes according to Sec. 71 par. 1 No. 7 of the German Stock Corporation Act, adopted by last year's Annual General Meeting on 11 July 2001, expires on 31 December 2002, and therefore shall be renewed. In particular, the renewal shall allow Dresdner Bank AG, which belongs to the Allianz Group, to trade in shares of Allianz AG.

The Board of Management and the Supervisory Board therefore propose to adopt the following resolution:

- a) Domestic or foreign credit institutions, within the meaning of Sec. 71 par. 1 No. 7 of the German Stock Corporation Act, that are majority owned by the Company shall be authorized to buy and sell shares of the Company for trading purposes. The total number of shares acquired under this authorization, together with other treasury shares held by the Company or that the Company is deemed to hold according to Sec. 71a et seq. of the German Stock Corporation Act, shall at

no time exceed 10% of the capital stock of Allianz AG.

- b) Based on this resolution, shares shall be acquired only if the consideration per share is not more than 10% higher or lower than the average closing price of shares of Allianz AG (in the XETRA-trading system or any comparable succeeding system) during the three trading days preceding the acquisition of the shares.
- c) The trading position in shares acquired for this purpose shall not, at the end of each day, exceed 5% of the capital stock of Allianz AG.
- d) This authorization shall be effective until (and including) 11 December 2003. The currently existing authorization to acquire Company shares for trading purposes, adopted by the Annual General Meeting on 11 July 2001 and expiring on 31 December 2002, shall be revoked upon effectiveness of the new authorization.

6. Authorization to acquire Company shares for other purposes

The authorization granted to the Board of Management by the Annual General Meeting on 11 July 2001 to buy Company shares pursuant to Sec. 71 par. 1 No. 8 of the German Stock Corporation Act expires on 31 December 2002, and therefore shall be renewed. The proposed resolution sets forth alternative methods by which the Company may acquire and subsequently use its own shares.

The Board of Management and the Supervisory Board propose to adopt the following resolution:

- a) The Company shall be authorized to acquire Company shares up to a total of 10% of the current capital stock of Allianz AG; the total amount of Company shares, together with other treasury shares held by the Company, or that the Company is deemed to hold according to Sec. 71 a et seq. of the German Stock Corporation Act, shall at no time exceed 10% of the capital stock of Allianz AG. This authorization shall not be used for the purpose of trading in the Company's shares.
- b) This authorization may be exercised, in whole or in part and on one or more occasions, by the Company or by other companies controlled by the Company or that are majority-owned by the Company or by third parties acting for their account or on the account of the Company to pursue one or several purposes. This authorization shall be effective until 11 December 2003. The authorization granted by the Annual General Meeting of Allianz AG on 11 July 2001 concerning the acquisition of Company shares for other purposes shall be revoked upon effectiveness of this new authorization.
- c) The share repurchase may be carried out, at the discretion of the Board of Management, (i) through the stock exchange, (ii) through a public tender offer or a public invitation to tender shares, or (iii) through an exchange offer against other shares admitted for trading to an official or a regulated market at a domestic stock exchange (including the Neuer Markt) or to a regulated market within the meaning of Art. 1 No. 13 of the Directive 93/22/EEC of the Council dated May 10, 1993 on securities services (OJ EC No. L 141 page 27) in another country of the European Economic Area, or through a public invitation to tender shares.
 - (i) If the shares are repurchased over a stock exchange, the purchase price per share (excluding incidental costs) shall not be more than 15% higher or lower than the opening price on the respective trading day in the XETRA-trading system (or any comparable succeeding system).
 - (ii) If the shares are repurchased through a public tender offer or a public invitation to tender shares, the tender price per share (without incidental costs), or the high and low ends of the price range, shall not be more than 20% higher or lower than the closing price in the XETRA-trading system (or a comparable succeeding system) on the third trading day prior to the public announcement of the tender offer or the public invitation to tender shares. If, after the publication of the public tender offer or public

invitation to tender shares, material deviations in the relevant price occur, the offer or invitation to tender shares can be adjusted accordingly. In such a case, the basis will be the price on the third trading day prior to the public announcement of the adjustment. The public tender offer or the invitation to tender shares can stipulate other conditions. If the offer is oversubscribed or, in the case of an invitation to tender shares, not all equivalent offers are accepted, shares shall be repurchased on a pro-rata basis. Preferential acceptance may be provided for small lots of up to 100 shares per shareholder.

- (iii) If the repurchase is made through a public offer to exchange, or a public invitation to tender shares in exchange of, shares of Allianz AG against shares of another corporation which are admitted to trading to the official or a regulated market at a domestic stock exchange (including the Neuer Markt) or to a regulated market within the meaning of Art. 1 No. 13 of the Directive 93/22/EEC of the Council dated May 10, 1993 on securities services (OJ. EC No. L 141 page 27) in another country of the European Economic Area ("exchange shares"), the exchange ratio may be stipulated or may be determined by way of an auction. Consideration in

cash may supplement the delivery of exchange shares or may be used to settle fractional amounts. Irrespective of the procedure for the exchange, the exchange price per share or the relevant high and low ends of the exchange price range in form of one or more exchange shares and fractional amounts, including any cash or cash fractions (excluding incidental costs), shall not be more than 20% higher or lower than the representative value of a share of Allianz AG.

The value of the shares of Allianz AG and of the exchange shares shall be determined based on the relevant closing price in the XETRA-trading system (or, if the respective shares are not traded in the XETRA-trading system, the trading system used in the particular market segment and being as close to XETRA as possible) on the third trading day prior to the public announcement of the exchange offer. If, after the public announcement of the public exchange offer or the invitation to tender shares, substantial price deviations occur, the offer or invitation to tender shares can be adjusted. In such a case, the prices on the third trading day prior to the public announcement of an adjustment are relevant. The exchange offer or invitation to tender shares may stipulate further condi-

tions. If the offer is oversubscribed or, in the case of an invitation to tender shares, not all equivalent offers are accepted, the shares will be repurchased on a pro-rata basis. Preferential acceptance may be provided for small lots of up to 100 shares per shareholder.

d) The Board of Management shall be authorized to use shares of the Company repurchased on the basis of this authorization for any lawful purposes, including any of the following:

aa) The shares may be redeemed without the redemption or its execution requiring an additional resolution by the Annual General Meeting.

bb) The shares can be sold in other ways than over the stock exchange or through an offer to the shareholders if they are sold against payments in cash at a price not substantially below the stock exchange price of shares of the same class at the time of the sale. This authorization is, however, restricted pursuant to Sec. 186 par. 3 sentence 4 of the German Stock Corporation Act to the effect that the total number of shares issued under exclusion of pre-emptive rights shall not exceed 10% of the capital stock of Allianz AG, either at the time when this authorization takes effect or

when it is exercised. In determining this limitation to 10% of the capital stock of Allianz AG, any shares must be included that are issued on the basis of either an authorization to issue new shares from authorized capital, excluding pre-emptive rights pursuant to Sec. 186 par. 3 sentence 4 of the German Stock Corporation Act, that is in effect at the time of this authorization taking effect, or a subsequent authorization replacing such existing authorization. Furthermore, shares required to meet obligations arising from bonds carrying conversion and/or option rights must also be included in determining this limitation to 10% of the capital stock of Allianz AG, if these bonds were issued or are to be issued excluding pre-emptive rights pursuant to Sec. 186 par. 3 sentence 4 of the German Stock Corporation Act on the basis of either an authorization that is in effect at the time of this authorization taking effect, or a subsequent authorization replacing such existing authorization.

cc) The shares may be sold for contributions in kind, particularly in the case of mergers or in the case of acquisitions of a company, part of a company or a stake in a company.

- dd) The shares may be placed on foreign stock exchanges on which they are not yet admitted for trading. The initial offer price (excluding incidental costs) of these shares may not be more than 5% below the closing price in the XETRA-trading system or a comparable succeeding system on the last trading day prior to the listing.
 - ee) The shares may be delivered to fulfil the rights of holders of bonds carrying conversion or option rights issued by the Company or any of its Group companies.
- e) The authorizations under sub-item d) shall also apply to Company shares repurchased) on the basis of earlier authorizations according to Sec. 71 par. 1 No. 8 of the German Stock Corporation Act and – with the exception of sub-item d), aa) – to any such shares acquired according to Sec. 71 d sentence 5 of the German Stock Corporation Act.
- f) The authorizations under sub-item d) may be exercised on one or more occasions, in whole or in part, individually or jointly. The authorizations under sub-item d), bb), cc), ee) may also be exercised by companies controlled by the Company or that are majority-owned by the Company or by third parties acting on their account or on the account of the Company.
- g) The shareholders' pre-emptive rights on these Company shares shall be excluded insofar as these shares are used according to the above authorization under sub-item d), bb–ee). Furthermore, the Board of Management shall be authorized, in the event of a sale of treasury shares through an offer to shareholders, to grant holders of bonds carrying conversion and/or option rights issued by the Company or its Group companies pre-emptive rights on these shares to the extent they would be entitled thereto after having exercised the conversion/option right; to this extent, the shareholders' pre-emptive rights shall be excluded.

7. Elections to the Supervisory Board

By resolution of the Lower Court of Munich (Amtsgericht München), Dr. Gerhard Cromme was appointed member of the Supervisory Board in lieu of Dr. Karl-Hermann Baumann who had left the Supervisory Board. The Supervisory Board proposes that this appointment should be confirmed by the Annual General Meeting. The Supervisory Board therefore proposes to elect

Dr. Gerhard Cromme, Dusseldorf,
Chairman of the Supervisory Board
of ThyssenKrupp AG

for the remainder of the initial term of Dr. Baumann – i.e. until the end of the Annual General Meeting 2003 – as share-

holder representative to the Supervisory Board.

Dr. Alfons Titzrath resigned from office as shareholder representative in the Supervisory Board, effective as of the end of the Annual General Meeting held on 12 June 2002. The Supervisory Board proposes to elect

Dr. Bernd W. Voss, Kronberg,
Member of the Supervisory Board
of Dresdner Bank AG

for the remainder of the initial term of Dr. Titzrath – i.e. until the end of the Annual General Meeting 2003 – as shareholder representative to the Supervisory Board.

In addition, the Supervisory Board proposes to elect

Dr. jur. Uwe Haasen, Munich,
Former member of the
Board of Management
of Allianz Aktiengesellschaft

and

Mr. Ernst Wunderlich, Grünwald,
Former member of the
Board of Management
of Allianz Aktiengesellschaft

as substitute members of the Supervisory Board, also for Dr. Gerhard Cromme and Dr. Bernd W. Voss. They shall become

members of the Supervisory Board in the listed order if one of the Supervisory Board members proposed for election above or an substitute member for one of these Supervisory Board members resigns from the Supervisory Board prior to the end of the regular term and the Annual General Meeting does not elect a successor before the Supervisory Board member resigns from the Board. The term of substitute members who join the Supervisory Board expires at the end of the Annual General Meeting in which a successor of the replaced Supervisory Board member is elected, at the latest at the time the regular term of this person would have expired.

An substitute member who joined the Supervisory Board and prematurely resigns again re-assumes his initial position in the order of the substitute members.

The Annual General Meeting is not bound to election proposals. The Supervisory Board is composed pursuant to Sec. 96 par. 1, 101 of the German Stock Corporation Act and Sec. 7 par. 1 No. 3 of the German Co-determination Act.

8. Amendments to the Articles of Association

The Board of Management and the Supervisory Board propose to adopt the following resolution:

- a) Art. 1 par. 2 of the Articles of Association shall be amended as follows:

“2. The purpose of the Company is the direction of an international group of companies, which are active in the areas of insurance, banking, asset management and other financial, consulting and similar services. The Company holds interests in insurance companies, banks, industrial companies, investment companies and other enterprises.

As a re-insurer, the Company primarily assumes insurance business from its Group companies and other companies in which the Company holds direct or indirect interests.”

Currently, Art. 1 par. 2 of the Articles of Association reads as follows:

“2. The Company heads an insurance group which is active in all classes of private insurance in the Company’s home country and abroad. In addition, it holds participations in domestic and foreign insurance companies, industrial companies, investment companies and other enterprises.

The Company is active in the investment sector as well as in the agency and service-rendering business.

As a re-insurer, the Company primarily assumes insurance business from its Group companies and from other com-

panies in which the Company holds direct or indirect participations.”

- b) In Art. 1 par. 4 of the Articles of Association, the word “electronic” is added after the word “the.”

Art. 1 par. 4 then reads as follows:

“4. Public announcements shall be published in the electronic “Bundesanzeiger” (German Federal Gazette).”

Currently, Art. 1 par. 4 of the Articles of Association reads as follows:

“4. Public announcements shall be published in the “Bundesanzeiger” (German Federal Gazette).”

- c) Art. 9 of the Articles of Association shall be amended as follows:

“1. Each member of the Supervisory Board will receive an annual remuneration of 4,000 euros, which will increase by 500 euros for every cent which the dividend per share exceeds the amount of 15 cents. The Chairman of the Supervisory Board will receive double these amounts and every other member of a Committee of the Supervisory Board, except for the mediation committee according to Sec. 27 par. 3 of the German Co-determination Act, one-and-a-half times these amounts.

2. The Company reimburses the members of the Supervisory Board for their out-of-pocket expenses and for the VAT payable on these salaries. The Company provides insurance coverage and technical support to the Supervisory Board members to the extent reasonably adequate for the exercise of their Supervisory Board office."

Currently, Art. 9 of the Articles of Association reads as follows:

"Each member of the Supervisory Board will receive, in addition to the reimbursement of his out-of-pocket expenses, an annual remuneration of 4,000 euros, which will increase by 500 euros for every cent which the dividend per share exceeds the amount of 15 cents. The Chairman of the Supervisory Board will receive double, every Deputy Chairman one-and-a-half times, these amounts. Members of the Supervisory Board will be reimbursed for the VAT payable on these salaries."

- d) The last clause of Art. 10 par. 3 of the Articles of Association shall be deleted. Art. 10 par. 3 of the Articles shall read as follows:

"3. Shareholders shall be entitled to participate and to vote in the General Meeting if they have provided notice of their participation in due time and if their respective shares are registered in the share register."

The clause of Art. 10 par. 3 of the Articles of Association proposed to be deleted reads as follows:

"...; they may be represented by a proxy."

Art. 10 par. 4 of the Articles of Association shall be amended and read as follows:

"4. The voting right may be exercised by a representative. Proxies which the shareholder delivers to the Company or to persons appointed by the Company can be granted by electronic means as further designated by the Company. The details on granting these proxies will be announced in the Company's designated journals along with the notice of the General Meeting."

Currently, Art. 10 par. 4 of the Articles of Association reads as follows:

"4. A proxy may be granted in writing or through electronic means to be stipulated by the Company when a proxy holder chosen by the Company is given the voting rights by the proxy giver. Details of the granting of such proxies will be announced in the Company's designated journals along with the notice of the General Meeting."

- e) Art. 11 pars. 2 and 3 of the Articles of Association shall become Art. 11 pars. 3 and 4. A new Art. 11 par. 2 shall be inserted to read as follows:

“2. If the invitation to the General Meeting so stipulates, the Chairman of the General Meeting may permit the audio-visual transmission of the General Meeting by electronic means to be further specified by him.”

- f) The Board of Management is instructed to file the amendment to Art. 1 par. 4 of the Articles of Association with the commercial register as soon as an amendment to the German Stock Corporations Act will allow for notifications by the Company to be disseminated through the electronic Federal Gazette.

9. Approval of inter-company agreements

The Board of Management and the Supervisory Board propose that the inter-company agreements between Allianz AG and the controlled companies listed hereafter (the “Controlled Companies”) shall be approved:

- a) Allianz Globus MAT Versicherungs-Aktiengesellschaft, Hamburg, Control and Profit Transfer Agreement dated 14 December 2001;
- b) Allianz Dresdner Pension Consult GmbH, Stuttgart, Control and Profit Transfer Agreement dated 17 April 2002;
- c) Allianz Immobilien GmbH, Stuttgart, Control and Profit Transfer Agreement dated 12 April 2002;

- d) IDS GmbH – Analysis and Reporting Services, Munich, Control and Profit Transfer Agreement dated 10 April 2002;
- e) META Finanz-Informationssysteme GmbH, Munich, Control and Profit Transfer Agreement dated 10 April 2002;
- f) Theseus Vermögensverwaltungs-gesellschaft mbH, Munich, Control and Profit Transfer Agreement dated 10 April 2002;
- g) Allianz Finanzbeteiligungsgesellschaft mbH, Munich, Profit Transfer Agreement dated 20 December 2001.

The substantial contents of the agreements are as follows:

- Under the agreements listed under lit. a) to f), the Controlled Companies each subject their management to Allianz AG, which is entitled to issue instructions to them. This does not apply to Allianz Finanzbeteiligungsgesellschaft mbH listed under lit. g). With the latter, merely a Profit Transfer Agreement, but not a Control Agreement was entered into.
- The Controlled Companies must transfer their entire profits to Allianz AG.
- The Controlled Companies may, upon the approval of Allianz AG, establish other earnings reserves from their net income for the fiscal year, if and to the

extent that such reserves are permitted by the German commercial law and are economically indicated by reasonable business judgement. Disposable reserves (other earnings reserves under Sec. 272 par. 3 of the Commercial Code and capital reserves from additional paid in capital under Sec. 272 par. 2 No. 4 of the Commercial Code) that were established during the term of the Profit Transfer Agreements must be liquidated upon request by Allianz AG and shall be offset against any year's net loss or shall be transferred as profit. The transfer of amounts from the liquidation of capital reserves and profit reserves established before the respective agreement was entered into is not permissible.

- Allianz AG is obligated under Sec. 302 pars. 1 and 3 of the German Stock Corporation Act to compensate the net loss of the Controlled Companies in any year, to the extent that the loss is not be compensated by transferring funds from disposable reserves which were established during the term of the agreement.
- The agreements may be terminated by any party thereto with effect from 31 December 2006, except for the agreements between Allianz AG and Allianz Globus MAT Versicherungs-AG as well as Allianz AG and Allianz Finanzbeteiligungsgesellschaft mbH, which may be terminated with effect from

31 December 2005. After these periods, the agreements may be terminated with effect from the end of each calendar year. The right to terminate the agreements without notice remains unaffected.

- The agreements with Allianz Dresdner Pension Consult GmbH, Allianz Immobilien GmbH, IDS GmbH – Analysis and Reporting Services, META Finanz-Informationssysteme GmbH and Theseus Vermögensverwaltungsgesellschaft mbH shall take effect retroactively as of 1 January 2002, except with respect to the right of Allianz AG to issue instructions to the management of the Controlled Company thereunder. The agreements with Allianz Globus MAT Versicherungs-AG and Allianz Finanzbeteiligungsgesellschaft mbH shall take effect retroactively as of 1 January 2001, except, in the case of the agreement with Allianz Globus MAT Versicherungs-AG, with respect to the right of Allianz AG to issue instructions to the management of the Controlled Company thereunder.

The agreement with Allianz Globus MAT Versicherungs-AG contains supplemental provisions. A Control Agreement has been in effect between this company and Allianz AG since 1965, which shall be replaced by the new agreement. Furthermore, Allianz Globus MAT Versicherungs-AG is subject to regulation by the Federal Supervisory Office for the

Insurance Industry (Bundesaufsichtsamt für das Versicherungswesen), which has established principles applicable to control and profit transfer agreements with insurance companies that must be observed in this instance. Therefore, the enterprise agreement between Allianz Globus MAT Versicherungs-AG and Allianz AG contains the following **additional** material provisions:

- The Board of Management of Allianz Globus MAT Versicherungs-AG shall act independently with respect to compliance with the rules and regulations stipulated by law and by the supervisory authority. Allianz AG will therefore abstain from giving any instructions which, if adhered to, would under an objective assessment adversely affect the interests of the insured persons or the long-term performance under its insurance contracts.
- Transfers of amounts into profit reserves shall not require the approval of Allianz AG to the extent that they are necessary to comply with statutory solvability requirements.
- Profits may be transferred and disposable reserves liquidated only to the extent that Allianz Globus MAT Versicherungs-AG retains equity in an amount at least equal to that required under the applicable statutory solvability rules.
- Upon registration with the commercial register, the Control and Profit Transfer Agreement will replace the Control Agreement between Allianz AG and Allianz Globus MAT Versicherungs-AG dated December 2/9, 1965.

The shareholders' meetings of Allianz Dresdner Pension Consult GmbH, Allianz Finanzbeteiligungs GmbH, IDS GmbH – Analysis and Reporting Services, META Finanz-Informationssysteme GmbH, and Theseus Vermögensverwaltungsgesellschaft mbH, as well as the General Meeting of Allianz Globus MAT Versicherungs-AG, have approved the respective enterprise agreements, and such approval has been notarized. Approval by the shareholders' meeting of Allianz Immobilien GmbH is scheduled for 13 May 2002.

At the time when the relevant agreements were concluded and the Controlled Companies' shareholders' meeting or the General Meeting, respectively, approved such agreements, these Controlled Companies had no outside shareholders. Therefore, Allianz AG does not have to pay compensation or consideration to any outside shareholders.

The following documents are available for inspection by the shareholders at the premises of Allianz AG, Koeniginstrasse 28, 80802 Munich, as well as at the business premises of the respective Controlled Company:

- the respective inter-company agreement;
- the respective joint report of the Board of Management of Allianz AG and the management of the respective Controlled Company;
- Financial Statements and Management Reports of Allianz AG for the past three fiscal years;
- for Allianz Globus MAT Versicherungs-AG additionally: the Financial Statements and Management Reports of Allianz Globus MAT Versicherungs-AG for the past three fiscal years;
- for Allianz Dresdner Pension Consult GmbH additionally: the Financial Statement of Allianz Dresdner Pension Consult GmbH (previously "Peneios Vermögensverwaltungsgesellschaft mbH") for its first fiscal year 2001;
- for Allianz Immobilien GmbH additionally: the Financial Statements of Allianz Immobilien GmbH (previously "Allianz Grundstücks-GmbH") for the fiscal years 1998, 1999, and 2000, as well as the prepared Financial Statement for the fiscal year 2001;
- for IDS GmbH – Analysis and Reporting Services additionally: the Financial Statement of IDS GmbH – Analysis and Reporting Services (previously "Argos Vermögensverwaltungsgesellschaft mbH") for its first fiscal year 2001;
- for META Finanz-Informationssysteme GmbH additionally: the Financial Statements of META Finanz-Informationssysteme GmbH for the past three fiscal years;
- for Theseus Vermögensverwaltungsgesellschaft mbH additionally: the Financial Statements of Theseus Vermögensverwaltungsgesellschaft mbH for the past three fiscal years;
- for Allianz Finanzbeteiligungsgesellschaft mbH additionally: the Financial Statements of Allianz Finanzbeteiligungsgesellschaft mbH (previously "Priapos Vermögensverwaltungsgesellschaft mbH") for the past three fiscal years.

Upon request, each shareholder will receive promptly a copy of these documents free of charge. The agreements and the joint reports by the Board of Management of Allianz AG and the management of the respective Controlled Company are also available on the internet (www.allianz.com/agm) in the German language. The documents will also be available for inspection at the Annual General Meeting of Allianz AG.

Participation in the Annual General Meeting

Shareholders may participate in the Annual General Meeting and exercise their voting rights – personally or by proxy – if they give notice to the Board of Management of the Company by **Wednesday, 5 June 2002**, either in writing to

Allianz AG
Annual General Meeting 2002
c/o ADEUS Aktienregister-
Service-GmbH
60215 Frankfurt
Germany

or according to the procedure defined by the Company via internet (www.allianz.com/agm), provided the respective shares are registered in the Share Register. For purposes of determining participation and voting rights, the status of the Share Register as of 5 June 2002 shall be decisive. Persons entitled to participate will be provided with admission tickets.

Shareholders registered in the Share Register may also exercise their voting right through a representative, e.g. a credit institution or a shareholders' association. In such case, the representative must itself notify the Board of Management of its attendance or the shareholder must do so in time. Proxies to private persons can be granted in writing only.

As a special service, we also offer to all our shareholders at this year's Annual General Meeting the option to vote by proxy through persons appointed by the Company. The persons appointed by the Company can be authorized in writing with the form submitted to the shareholders or via internet (www.allianz.com/agm) under the procedure defined by the Company. The persons appointed by the Company will vote solely on the basis of the instructions given by the shareholder.

Shareholders wishing to use the internet to order admission tickets or to authorize the persons appointed by the Company will need their Shareholder Number and the respective Access Code for the Annual General Meeting. These data will be mailed, by ordinary mail, to all shareholders who are registered in the Share Register.

Credit institutions which are listed in the Share Register but do not hold title to these shares may exercise the voting rights pertaining thereto only by proxy of the shareholder.

Queries and proposals by shareholders regarding the Annual General Meeting, including counter motions, should be addressed exclusively to

Allianz AG
Investor Relations
Koeniginstrasse 28
80802 Munich
Germany
(Fax + 49.89.38 00-38 99)

or via e-mail to

investor.relations@allianz.com

Queries and proposals addressed otherwise will not be taken into consideration.

Our shareholders are offered the possibility to watch the Annual General Meeting in its entirety live via internet (www.allianz.com/agm). To do so, shareholders need to enter their Shareholder Number and the respective Access Code. A recording will not be made. The Chairman of the Board of Management's speech will be accessible by anyone live on the internet (www.allianz.com/agm) and will also be available as a recording after the Annual General Meeting.

Further details on registration, granting of proxy, and internet transmission of the Annual General Meeting are provided with the documents sent to the shareholders.

Munich, April 2002

The Board of Management

The Board of Management's report to the Annual General Meeting regarding Item 6 of the Agenda pursuant to Sec. 71 par. 1 No. 8 in conjunction with Sec. 186 par. 4 sentence 2 and Sec. 186 par. 3 sentence 4 of the German Stock Corporation Act (exclusion of preemptive rights in the disposal of Company shares)

At previous Annual General Meetings, Allianz AG adopted resolutions authorizing the Board of Management to repurchase, and subsequently dispose of, Company shares, the most recent such authorization expiring on 31 December 2002. The authorization therefore should be renewed.

Item 6 would authorize the Company to repurchase, directly or through controlled or majority-owned companies, or through other third parties acting for their account or on the account of the Company, Company shares totalling up to 10% of the current capital stock of Allianz AG until 11 December 2003.

Pursuant to Sec. 71 par. 1 No. 8 of the German Stock Corporation Act, the shares may also be repurchased and sold in other ways than via the stock exchange. The authorization makes use of this option.

In addition to buying on the stock exchange, the Company shall also be given the alternative to acquire Company

shares by a tender offer to the shareholders of the Company or by making a public invitation to tender shares. The principle of equal treatment set forth by the German Stock Corporation Act must thereby be observed. In this instance, the addressees of the offer may decide how many shares they wish to tender and, if a price range has been fixed, at what price. If the tender offer is oversubscribed or, in the case of a public invitation to tender shares, not all equivalent offers can be accepted, the shares shall be repurchased on a pro-rata basis. It shall, however, be permissible to provide for preferred treatment of small offers or of small fractions of offers of up to 100 shares per shareholder. This procedure is intended to prevent fractional amounts in the determination of quotas to be acquired, and fractions of shares, thus facilitating technical settlement of the offer. The price offered per share, or the high and low ends of the price range (excluding incidental costs), may not be more than 20% higher or lower than the closing price at the XETRA-trade (or a comparable succeeding system) on the third trading day prior to the public announcement of the tender offer, or the invitation to tender shares. Should the share price deviate materially from the applicable price after the public announcement of the tender offer, or the invitation to tender shares, the price may alternatively be determined by the share price on the third trading day prior to the public announcement of a potential adjustment.

The tender offer or the invitation to tender shares may stipulate further conditions.

The Company shall also be given the option to offer as consideration shares that have been admitted to official trading or to a regulated market at a domestic stock exchange (including the Neuer Markt) or to a regulated market within the meaning of Art. 1 No. 13 of the Directive 93/22/EEC of the Council dated May 10, 1993 on securities services (OJ EC No. L 141 page 27) in another country of the European Economic Area. Therefore, the Company has more flexibility than if it were restricted to cash offers. At the same time, the Company obtains the opportunity to dispose of some of its shareholdings. Correspondingly, shareholders can exchange their shares in Allianz AG for shares in those companies in whole or in part. A specific exchange ratio may be stipulated or may be determined by way of an auction. Cash consideration may supplement the delivery of exchange shares or be used to settle fractional amounts. The ratio determined for the exchange or the high and low ends of a range may not be 20% higher or lower than the representative value of a share in Allianz AG. The value of the shares of Allianz AG and any shares offered in exchange therefor is to be determined based on the closing price at the XETRA-trade (or, if the respective shares are not traded in the XETRA-trading system, the trading system

used in the particular market segment and being as close to XETRA as possible) on the third trading day prior to the public announcement of the tender offer or the invitation to tender shares. Should these share prices deviate materially from the applicable price after the public announcement of the tender offer or the invitation to tender shares, the price may alternatively be determined by the share price on the third trading day prior to the public announcement of a potential adjustment. The tender offer or the invitation to tender shares may stipulate further conditions.

Treasury shares acquired within the scope of this authorization may be used for any lawful purpose, including the following:

The disposal of treasury shares may also be made for contributions in kind, with pre-emptive rights being excluded. As a result, the Company will be enabled to offer its own shares as consideration in a merger or for the acquisition of a company, part of a company or a stake in a company. This type of consideration is often required by the selling party in such transactions. The proposed authorization provides the Company with the leeway necessary to quickly and flexibly exercise market opportunities to acquire companies, parts of companies or stakes in companies on domestic or international markets. The proposed exclusion of pre-emptive rights acknowledges

these facts. When determining the valuation ratios, the Board of Management will ensure adequate protection of the interests of the shareholders. As a general rule, the Board of Management will assess the value of the shares offered as consideration based on the stock exchange price of the Allianz shares. A fixed link to a stock exchange price is, however, not intended, so to avoid having the results of prior negotiations challenged due to fluctuations in share prices. Allianz AG may use, at its discretion, the Authorized Capital 2001/1 approved by the Annual General Meeting on 11 July 2001, for the acquisition of a companies, parts of companies or stakes in companies. In deciding on the method of obtaining shares to be used to finance such transactions, the Board of Management will be guided solely by the interests of the shareholders and the Company.

The proposed resolution also includes the authorization to resell treasury shares other than via the stock exchange for cash consideration, with an exclusion of pre-emptive rights. These shares must, however, be sold at a price that is, at the time of the sale, not substantially below the stock exchange price of shares of the same class of the Company. This authorization makes use of the exclusion of pre-emptive rights provided for by Sec. 71 par. 1 No. 8 in conjunction with Sec. 186 par. 3 sentence 4 of the German Stock Corporation Act. The requisite protection

of shareholders against dilution is provided for by the provision that the shares are to be sold only at a price not substantially below the applicable stock exchange price. The final sales price of the Company's treasury shares will be determined shortly before the sale. The Board of Management will assess any discount on the stock exchange price as low as possible, giving consideration to market conditions prevailing at the time of placement. The discount on the stock exchange price will in no event exceed 5% of the current stock exchange price. This authorization is, however, restricted pursuant to Sec. 186 par. 3 sentence 4 of the German Stock Corporation Act to the effect that the total number of shares issued under exclusion of pre-emptive rights shall not exceed 10% of the capital stock of Allianz AG, either at the time when this authorization takes effect or when it is exercised. In determining this limitation to 10% of the capital stock of Allianz AG, any shares must be included that are issued on the basis of either an authorization to issue new shares from authorized capital, excluding pre-emptive rights pursuant to Sec. 186 par. 3 sentence 4 of the German Stock Corporation Act, that is in effect at the time of this authorization taking effect, or a subsequent authorization replacing such existing authorization. Furthermore, shares required to meet obligations arising from bonds carrying conversion and/or option rights must also be included in determining this limitation to 10% of the capital

stock of Allianz AG, if these bonds were issued or are to be issued excluding pre-emptive rights pursuant to Sec. 186 par. 3 sentence 4 of the German Stock Corporation Act on the basis of either an authorization that is in effect at the time of this authorization taking effect, or a subsequent authorization replacing such existing authorization. This limitation, and the fact that the sales price must be based on the stock exchange price, adequately protect the economic and voting rights of the shareholders. The shareholders have the option to maintain the percentage of their interest by buying Allianz shares on the stock market. This authorization is in the interest of the Company because it provides it with more flexibility. It enables the Company, in particular, to target the issuance of shares to business partners or financial investors.

The authorization is also intended to enable the Company to use its own shares in connection with the listing on foreign exchanges where it is not yet listed. Allianz AG faces strong competition on the international financial markets. It is of great importance to the future business development to be in a position to raise equity on the market at reasonable conditions at any given time. The listing of Allianz shares on foreign exchanges serves this purpose, because it widens the shareholder base abroad and enhances the demand for the shares as an investment. The price at which these shares may be offered in connection with

the listing on other exchanges shall not be more than 5% lower than the closing price at the XETRA-trade (or a comparable succeeding system) on the last trading day prior to the introduction (excluding incidental costs).

The Annual General Meeting held on 11 July 2001 authorized the issuance of bonds carrying convertible and/or option rights for cash contribution or contribution in kind (Item 7). To meet the resulting obligations to deliver shares it may sometimes be advisable to use, in whole or in part, treasury shares rather than increasing the capital stock of Allianz AG. This is also provided for by the authorization.

Finally, the authorization allows for the partial exclusion of pre-emptive rights in the case of a sale of shares by offering them to all shareholders for the benefit of holders of bonds carrying conversion and/or option rights. This offers the option to grant holders of already existing conversion and/or option rights a pre-emptive right instead of a reduction of the option and/or conversion price in order to protect them against dilution.

The aforementioned possibilities to make use of Company shares do not pertain only to shares purchased on the basis of this authorization. Rather, the authorization also applies to shares acquired on the basis of authorizations pursuant to Sec. 71 par. 1 No. 8 of the German Stock

Corporation Act adopted by previous Annual General Meetings, and shares acquired pursuant to Sec. 71 d sentence 5 of the German Stock Corporation Act. It is beneficial and creates further flexibility to use these treasury shares in the same way as those acquired on the basis of this authorization.

The Company may redeem Company shares acquired on the basis of this authorization and previous authorizations without obtaining another resolution by the Annual General Meeting.

The Board of Management will advise next year's Annual General Meeting on the use of this authorization.

Munich, April 2002

The Board of Management

**Notice according to Sec. 128 par. 2
of the German Stock Corporation Act**

**Members of the Supervisory Board
of Allianz AG are members of the
Board of Management or members of
staff of the following credit institutions:**

Bayerische Hypo- und Vereinsbank AG
Dresdner Bank AG

**Members of the Board of Management
of Allianz AG are members of the
Supervisory Board of the following
domestic credit institutions:**

Allianz Vermögensbank AG
(intra-group mandate)
Deutsche Hypothekbank Frankfurt-
Hamburg AG (intra-group mandate)
Dresdner Bank AG
(intra-group mandate)

**The following credit institutions hold
an interest in Allianz AG subject to
an obligation to notification pursuant
to Sec. 21 of the German Securities
Trading Act:**

Deutsche Bank AG
Dresdner Bank AG
Bayerische Hypo- und Vereinsbank AG

**The following credit institutions were
part of the consortium which sub-
scribed to the most recent issuance
of securities of Allianz AG within the
past five years:**

Bayerische Hypo- und Vereinsbank AG
Citibank International plc
Deutsche Bank AG London
Dresdner Bank Aktiengesellschaft
UBS AG

**Information on Item 7 of the Annual General Meeting's Agenda:
Elections to the Supervisory Board**

List of Further Offices Held:

Dr. Gerhard Cromme, Dusseldorf,
Chairman of the Supervisory Board of
ThyssenKrupp AG

**Membership in domestic Supervisory
Boards required to be established by law:**

Deutsche Lufthansa AG
E.ON AG
Ruhrgas AG
ThyssenKrupp AG (Chairman)
Volkswagen AG

**Membership in comparable supervisory
bodies:**

Suez S.A.
Thales S.A.

Dr. Bernd W. Voss, Kronberg
Member of the Supervisory Board of
Dresdner Bank AG

**Membership in domestic Supervisory
Boards required to be established by law:**

Continental AG
Dresdner Bank AG
E.ON AG
KARSTADT QUELLE AG
Oldenburgische Landesbank AG
(Chairman)
Preussag AG
Quelle AG
Wacker Chemie GmbH

**Membership in comparable supervisory
bodies:**

Reuschel & Co. (Chairman)
ABB Ltd., Schweiz

Substitute Members:

Dr. jur. Uwe Haasen, Munich,
former member of the Board of Management of Allianz Aktiengesellschaft

No further offices held

Ernst Wunderlich, Grünwald,
former member of the Board of Management of Allianz Aktiengesellschaft

Membership in domestic Supervisory
Boards required to be established by law:

Madaus AG, Cologne
Steag Electronic Systems AG, Essen

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