

3<sup>+ One</sup>

# Extraordinary General Meeting of Allianz AG

Allianz 

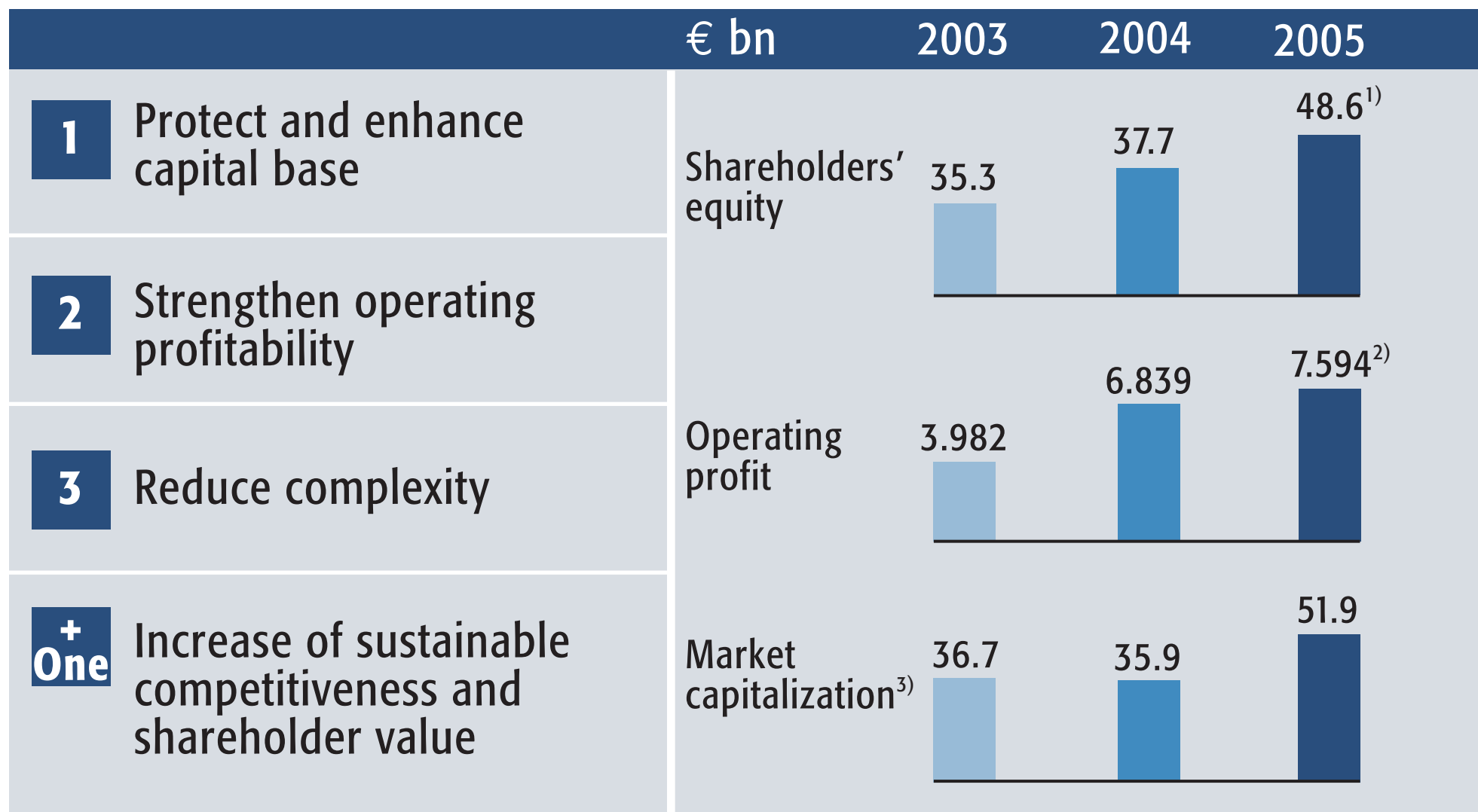
## Allianz on course to become a European joint-stock company

- Cross-border merger of RAS into Allianz AG
- Conversion of Allianz AG into European joint-stock company
- Simplification of group structures in Europe



**Consistent step in our 3+One Program**

## 3+One: Key intermediate targets achieved






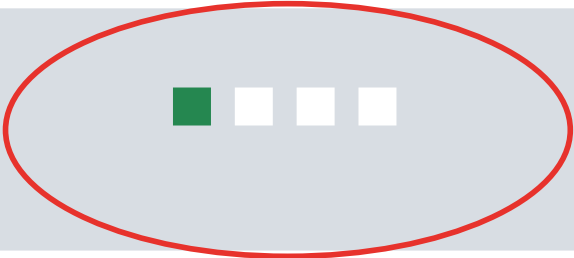

Source: Merger Report, IFRS 2005

1) at 9/30/05

2) Preview

3) at year-end

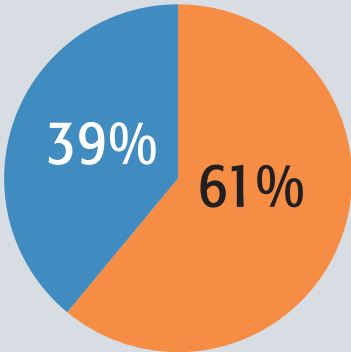
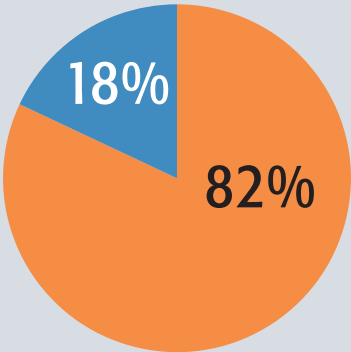

## 3+One: Important stages still ahead of us

	Status today
<b>1</b> Protect and enhance capital base	
<b>2</b> Strengthen operating profitability	
<b>3</b> Reduce complexity	 
<b>+ One</b> Increase of sustainable competitiveness and shareholder value	

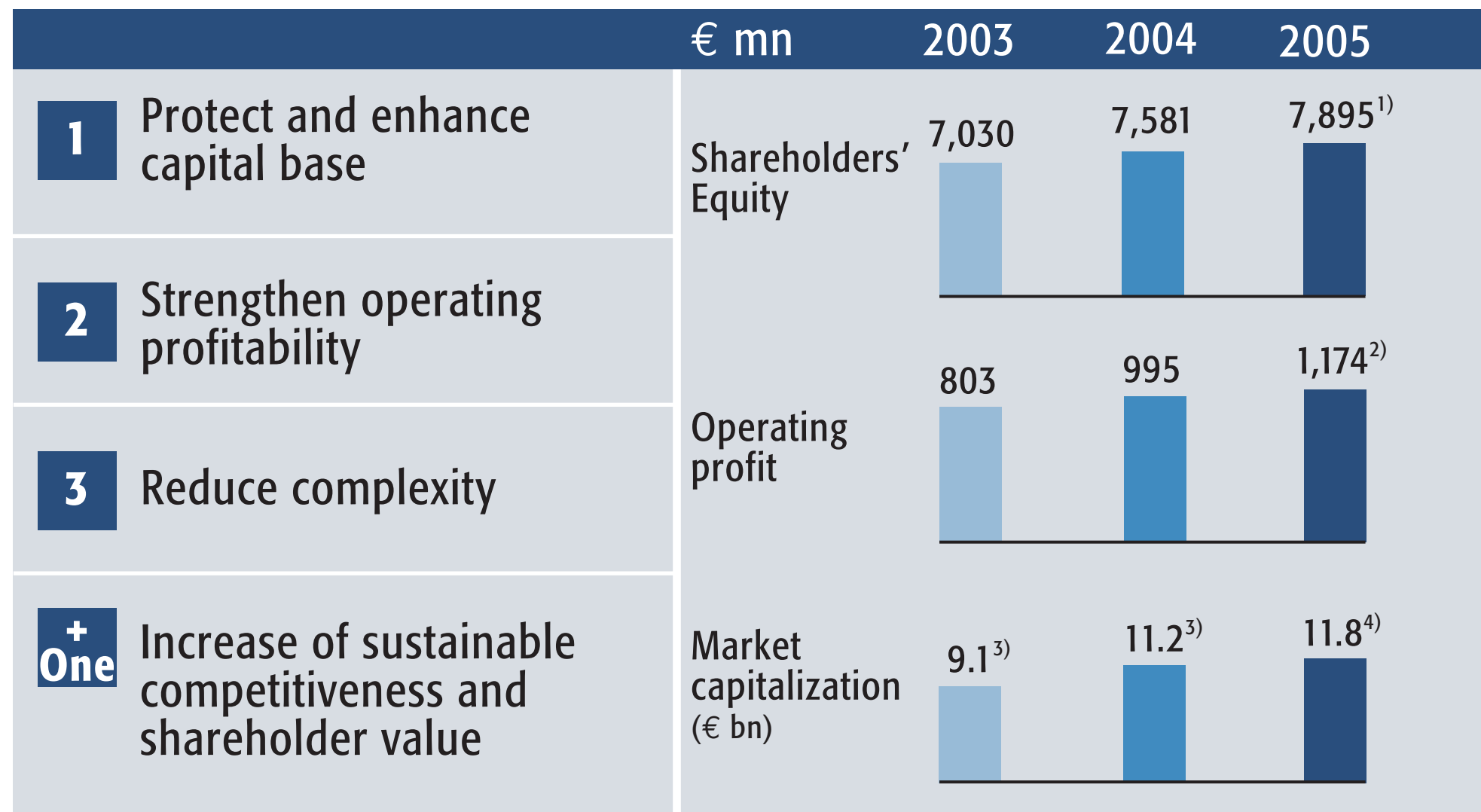
# Overview of the RAS Group

2004

<b>RAS</b>	<ul style="list-style-type: none"> <li>• Turnover: € 15.3 bn</li> <li>• Net income: € 676 mn</li> </ul>
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Property/Casualty	Life/Health	Banking	Asset Management
<p>Gross premium written € 6.4 bn</p> 	<p>Statutory premiums € 8.4 bn</p> 	<p>Total revenues € 384 mn</p> <div style="margin-top: 20px;">  </div>	<ul style="list-style-type: none"> <li>• Total revenues € 196 mn</li> <li>• Assets under management for third parties € 17 bn</li> </ul>

# Contribution of the RAS Group to 3+One



Source: Merger Report, IFRS 2005

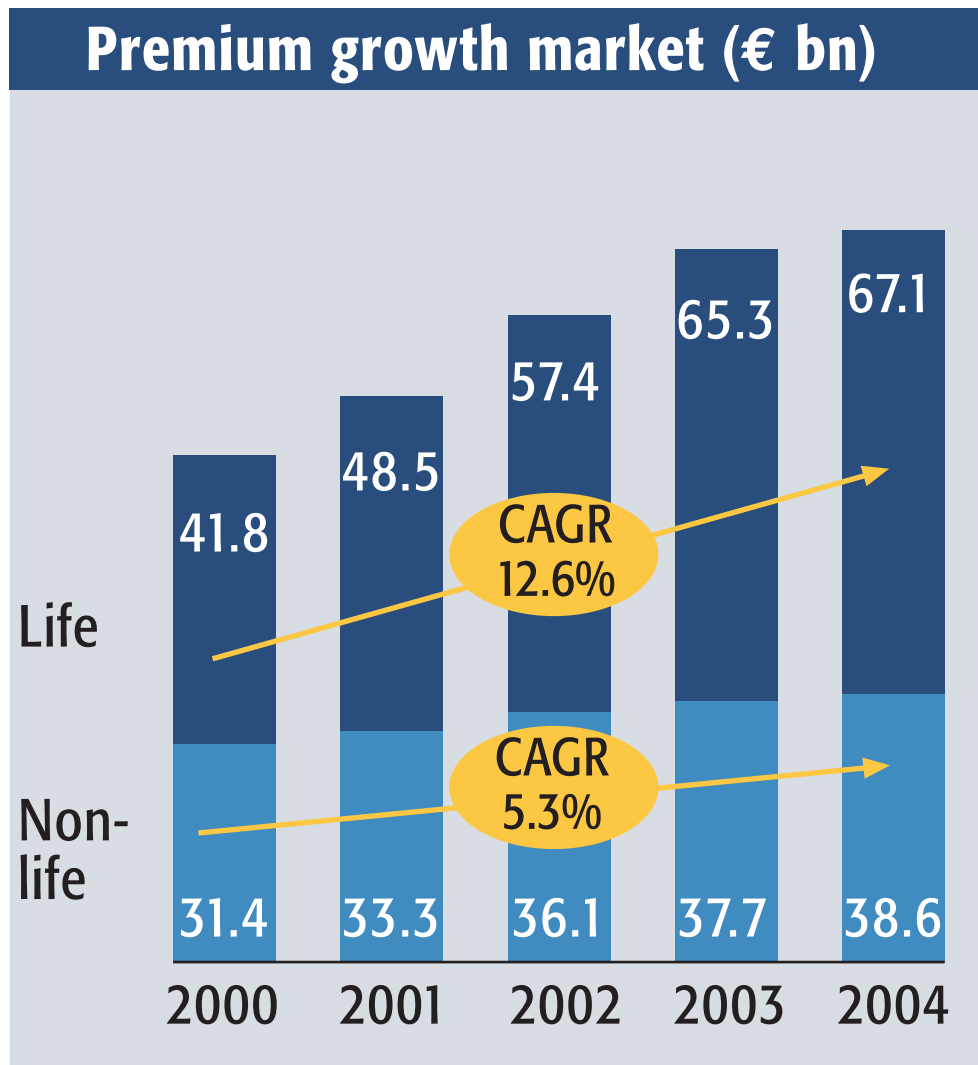
1) at 9/30/05

2) Preview

3) at year-end

4) at 9/9/2005

# Italy's insurance market shows strong profitable growth



Source: ANIA, Prometeia, McKinsey

### RAS Italy (2004, € bn)

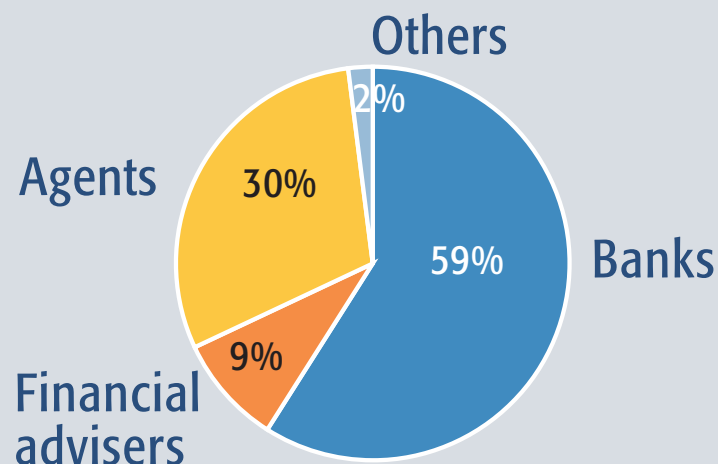
- Premiums RAS Italy: 10.9 bn
  - Property/Casualty: 3.9 bn
  - Life/Health: 6.9 bn
- Market position 2004
  - No. 4 in Property and Casualty insurance
  - No. 2 in Life and Health insurance



Source: Merger Report, IFRS 2005

# RAS: Well positioned in all sales channels

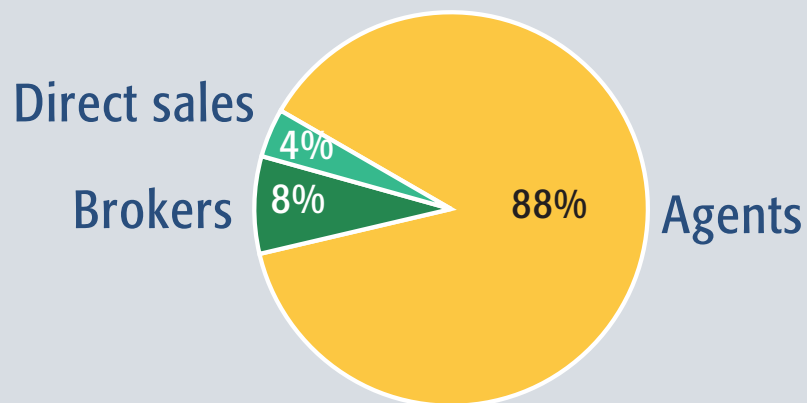
## Life/Health sales channels Italy



## Life/Health RAS

- Creditras: Bancassurance joint venture with UniCredit, sales through 3,000 branches
- RasBank: approx 2,800 financial planners

## Property/Casualty sales channels Italy



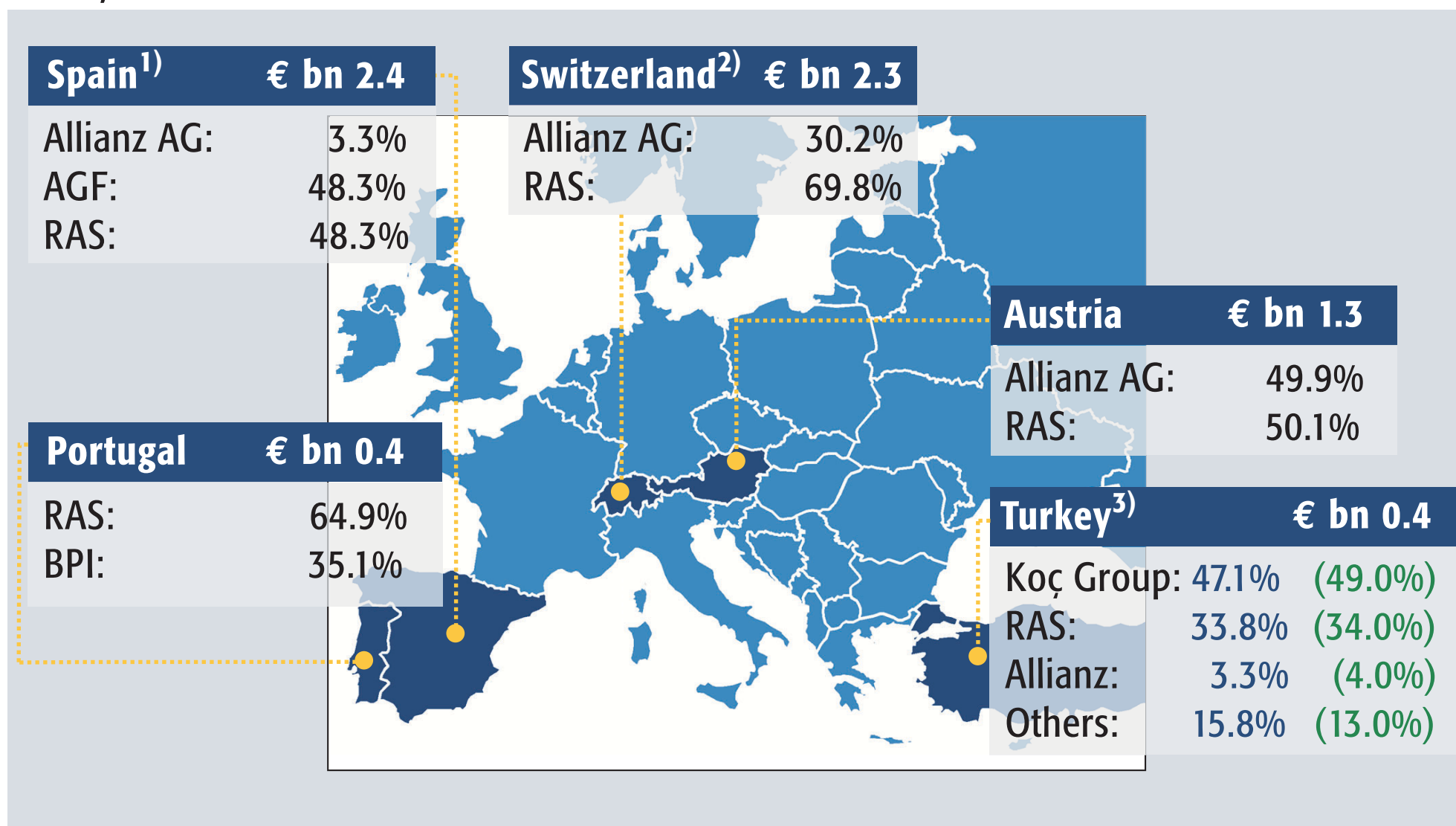
## Property/Casualty RAS

- 1,450 insurance agents (Property/Casualty and Life/Health)
- Market leader in direct sales with Genialloyd



# RAS subsidiaries in Europe

2004, GPW



Source: Annual Report Allianz Group 2004 1) premiums incl. Eurovida 2) without ART 3) not consolidated Property/Casualty (Life/Health)

# “Euroefficiency”: Action Plan

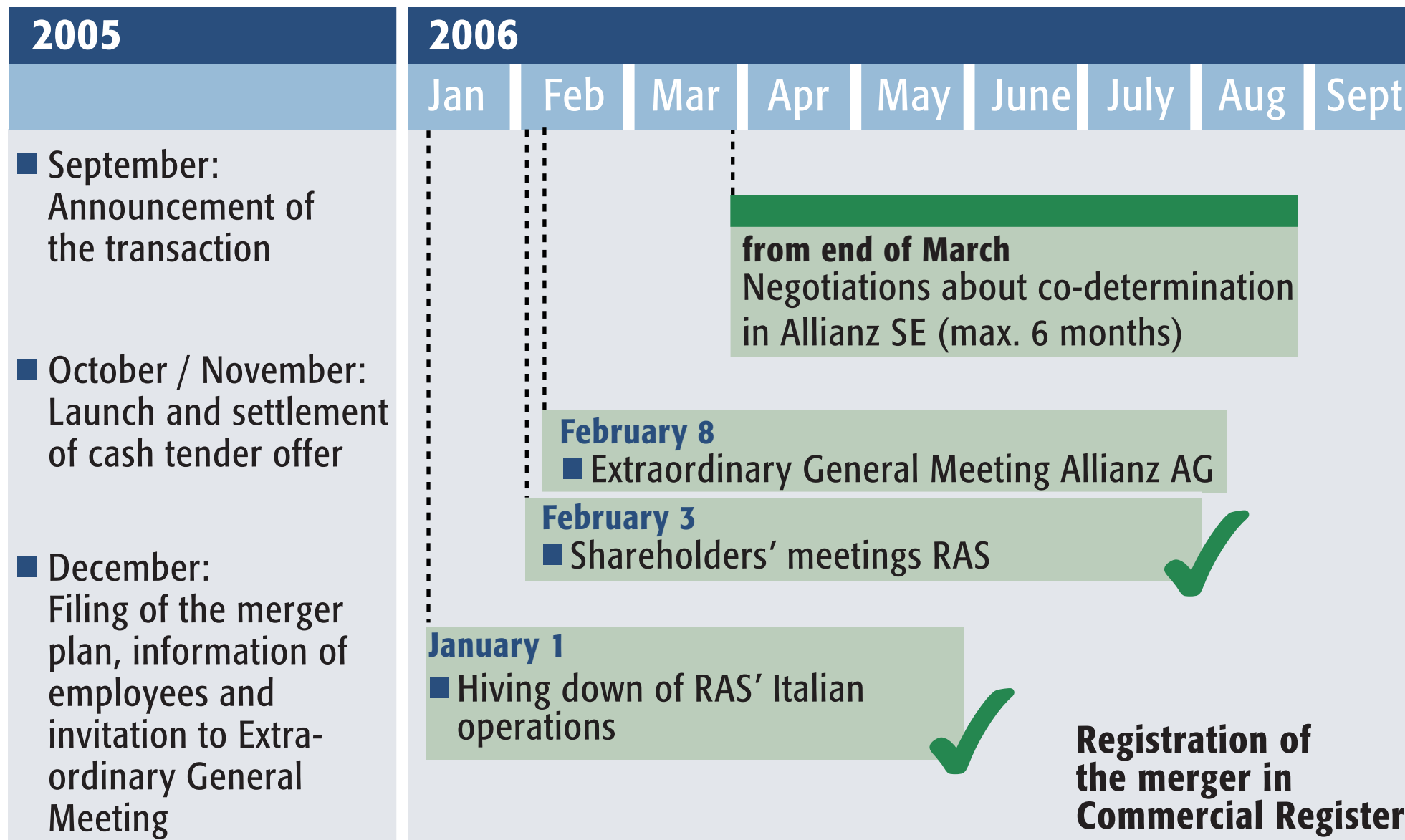
## 1. Integration of the RAS-Group

- Acquisition of minority shareholdings in Italy (before cash tender offer: 44.6%, after cash tender offer: 23.7%)
- Statutory merger of RAS into Allianz AG
- Conversion of Allianz AG into European joint-stock company (SE)

## 2. Streamlining of European Group activities

## 3. Adjustment of organizational structure

# Transaction schedule



# “Euroefficiency”: Action Plan

## 1. Integration of the RAS-Group

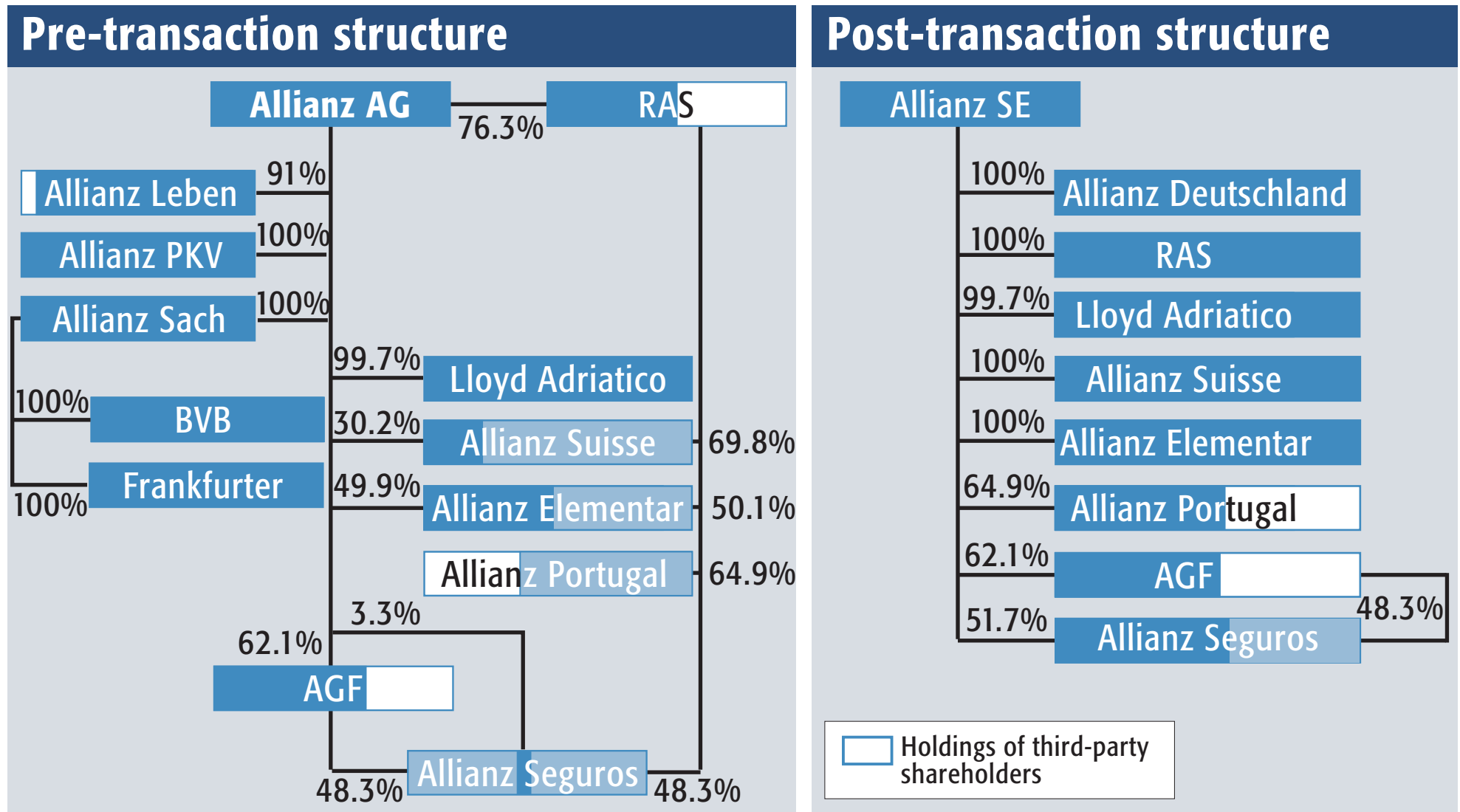
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## 2. Streamlining of European Group activities

- Full ownership of Italy, Austria, Switzerland
- Direct ownership of majority stake in Spain and Portugal, minority stake in Turkey

## 3. Adjustment of organizational structure

# Merger substantially reduces complexity of shareholding structure



# “Euroefficiency”: Action Plan

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## 3. Adjustment of organizational structure

- Streamlining of legal and organizational structures
- Internationalization of Allianz SE management and supervisory board

# Internationalization of Board of Management

Chairman of the Board of Management	Regions / Global segments		Programs
<p><b>M. Diekmann</b></p>	<p><b>G. Rupprecht</b> Insurance Germany</p> <p>Personnel Director IT Committee</p>	<p><b>W. Zedelius</b> Growth Markets</p>	
<p><b>Functions</b></p> <p><b>P. Achleitner</b> Finance</p>	<p><b>E. Cucchiani</b> Insurance Europe 1</p> <p>Sustainability Program P&amp;C</p>	<p><b>C. Booth</b> Anglo Broker Markets, Industrial Insurance and Reinsurance</p>	
<p><b>H. Perlet</b> Planning &amp; Controlling, Financial Reporting, Risk Controlling</p>	<p><b>J.-P. Thierry</b> Insurance Europe 2 Credit, Assistance</p> <p>Sustainability Program Life</p>	<p><b>H. Walter</b> Banking</p>	
	<p><b>J. Carendi</b> Insurance NAFTA</p> <p>Customer Focus Initiative</p>	<p><b>J. Faber</b> Asset Management</p>	

# Merger promotes all parts of the 3+One Program

**1**

Protect and enhance capital base

- Conversion of minority shareholdings in RAS into shareholders' equity
- More efficient capital and liquidity management

**2**

Strengthen operating profitability

- Expansion of presence in attractive markets
- Platform for potential rationalization of Italian operations<sup>1)</sup>

**3**

Reduce complexity

- Direct holding of RAS companies
- Focused und transparent structures
- Simplification of processes

**+  
One**

Increase of sustainable competitiveness and shareholder value

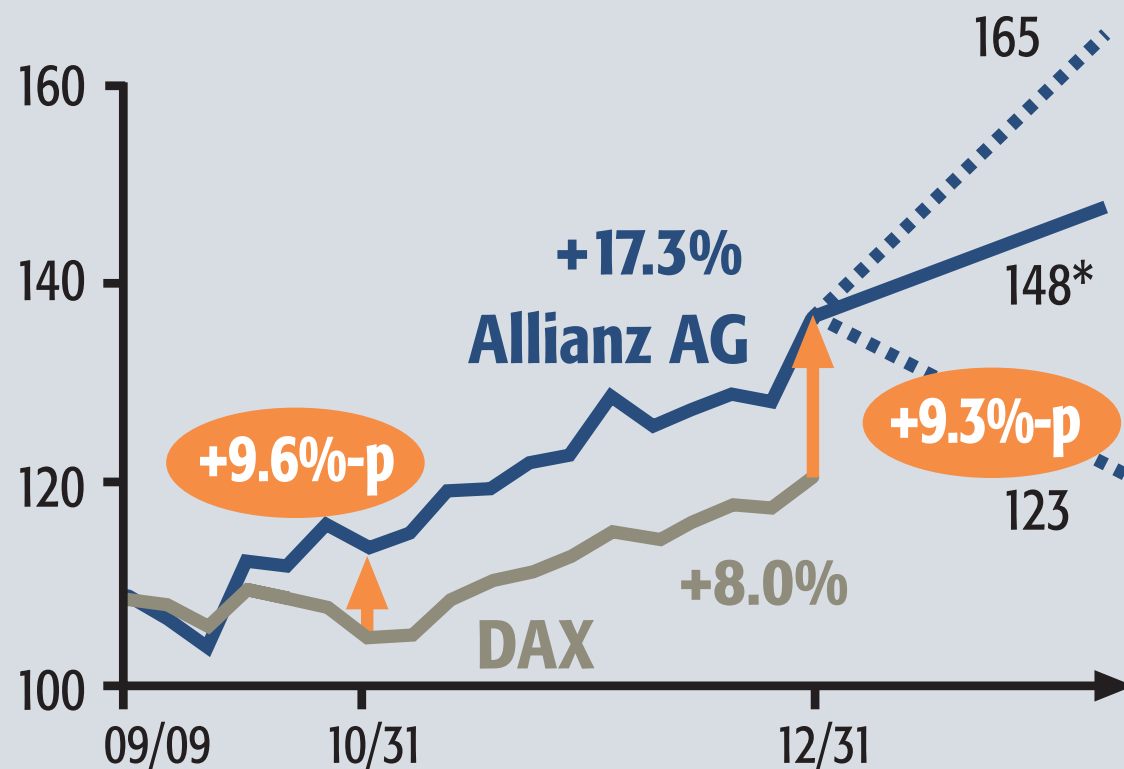
- Strengthening of the position in the European home market
- Facilitation of implementing 3+One initiatives

1) Not subject of the transaction, no effects taken into account in valuation



# Allianz shareholders benefit from merger project

- Capital market welcomes announcement
  - Allianz outperforms DAX
  - Consensus estimate of the analysts increases from € 125 (August 05) to € 148 (January 06)











- Share performance drives interest of RAS shareholders in exchange offer

\* Consensus estimate of analysts

 Performance of Allianz relative to DAX

# Outlook: 2006 crucial for 3+One implementation

	Status today	Activities	Status 2006e
<b>1</b> Protect and enhance capital base		Euroefficiency	
<b>2</b> Strengthen operating profitability		Structural measures	
<b>3</b> Reduce complexity		Sustainability	
<b>+ One</b> Increase of sustainable competitiveness and shareholder value		Customer focus	
		Growth programs	

These assessments are, as always, subject to the disclaimer provided below.

### **Cautionary note regarding forward-looking statements**

Certain of the statements contained herein may be statements of future expectations and other forward-looking statements that are based on management's current views and assumptions and involve known and unknown risks and uncertainties that could cause actual results, performance or events to differ materially from those expressed or implied in such statements. In addition to statements which are forward-looking by reason of context, the words 'may, will, should, expects, plans, intends, anticipates, believes, estimates, predicts, potential, or continue' and similar expressions identify forward-looking statements. Actual results, performance or events may differ materially from those in such statements due to, without limitation, (i) general economic conditions, including in particular economic conditions in the Allianz Group's core business and core markets, (ii) performance of financial markets, including emerging markets, (iii) the frequency and severity of insured loss events, (iv) mortality and morbidity levels and trends, (v) persistency levels, (vi) the extent of credit defaults, (vii) interest rate levels, (viii) currency exchange rates including the Euro-U.S. dollar exchange rate, (ix) changing levels of competition, (x) changes in laws and regulations, including monetary convergence and the European Monetary Union, (xi) changes in the policies of central banks and/or foreign governments, (xii) the impact of acquisitions, including related integration issues, (xiii) reorganization measures, and (xiv) general competitive factors, in each case on a local, regional, national and/or global basis. Many of these factors may be more likely to occur, or more pronounced, as a result of terrorist activities and their consequences. The matters discussed herein may also involve risks and uncertainties described from time to time in Allianz AG's filings with the U.S. Securities and Exchange Commission. The company assumes no obligation to update any forward-looking statement.

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