

# Remuneration Report

This report comprises three sections covering the remuneration arrangements for the following executive categories:

- Board of Management
- Executives below the Board of Management
- Supervisory Board

The report is prepared in accordance with the requirements of the German Commercial Code (HGB) and International Financial Reporting Standards (IFRS). It also takes into account the recommendations of the German Corporate Governance Code and the required disclosures of the German Ministry of Finance's Insurance Remuneration Regulation (Versicherungs-Vergütungsverordnung – VersVergV) that was effective from October 13, 2010.

## 2010 Report Highlights

### Board of Management

- Introduction of the new remuneration system
- Base salaries remain unchanged
- Annual bonuses for 2010 reflect above target performance
- Total remuneration table on page 43
- Voluntary vote on remuneration at Annual General Meeting

### Executives below the Board of Management

- Introduction of the common remuneration structure in insurance companies
- Improvements to reward governance and the management of risk
- Proportion for key executives: 40% fixed/60% target variable remuneration on page 51

### Supervisory Board

- Fixed remuneration and attendance fees remain unchanged
- Variable remuneration reflects strong group performance
- Total remuneration table on page 54
- Change to 100% fixed remuneration presented for implementation from 2011 onwards

## Board of Management Remuneration

In support of transparency for shareholders, and recognizing the new remuneration arrangements introduced from January 2010, this section describes the:

- Governance system
- Remuneration principles and market positioning
- Remuneration structure
- Remuneration components
- Target setting and performance assessment for variable remuneration
- 2010 remuneration and link to performance
- Outlook for 2011

## Governance system

The remuneration of the Board of Management is set by the full Supervisory Board. Meetings are prepared by the Personnel Committee while Group HR and other corporate functions provide internal support as requested or required. Outside advice is sought from time-to-time from external consultants. Survey data was most recently provided by two external consultants with significant market expertise. The Personnel Committee and Supervisory Board consult with the Chairman of the Board of Management as appropriate in assessing the performance and remuneration of Management Board Members. The Chairman is not present when his own remuneration is discussed.

The Personnel Committee and the Supervisory Board met multiple times in 2010 and considered the Board of Management remuneration and contractual issues shown in the table below:

Month	Activity/Decision
February	<ul style="list-style-type: none"> <li>– Appointment of Manuel Bauer as member of the Board of Management effective January 1, 2011</li> <li>– Determination of variable remuneration award based on the target performance achievement for the:               <ul style="list-style-type: none"> <li>– Annual bonus 2009</li> <li>– Three-year bonus 2007 - 2009</li> <li>– Estimation of equity incentive grant 2010</li> </ul> </li> </ul>
March	<ul style="list-style-type: none"> <li>– Renewal of contracts: Clement Booth, Enrico Cucchiani, Dr. Joachim Faber</li> <li>– Confirmation of equity incentive grant 2010</li> </ul>
September	<ul style="list-style-type: none"> <li>– Corporate Governance Code with focus on diversity</li> </ul>
December	<ul style="list-style-type: none"> <li>– Contractual agreement for Manuel Bauer</li> <li>– Review of the horizontal (external) and vertical (internal) appropriateness of remuneration</li> <li>– Preparation of the review of variable pay for 2010</li> <li>– Individual determination of the 2011 remuneration at target and performance targets for Board Members</li> <li>– Adjustment of fixed remuneration for selected Board Members</li> <li>– Determination of pensions and risk contributions for 2011</li> </ul>



Full descriptions of the responsibilities of the Supervisory Board and the Personnel Committee are provided on pages 24 to 25.

The remuneration system was presented to the Annual General Meeting 2010 for vote.

## Remuneration principles and market positioning

Board of Management remuneration is designed to be competitive given the Group's scale of business activities, operating environment and performance compared to peers. While structured to attract and retain highly qualified executives, the overall goal is to support and encourage sustained value-oriented management.

The key principles of Board of Management remuneration are as follows:

- **Support for the Group's strategy:** performance targets reflect the Group's business strategy. Targets measure quantitative financial operating results. In addition, the achievement of qualitative programs and initiatives which are designed to increase the underlying sustainability of the organization are measured. Role modeling of Allianz Leadership Values and the Code of Conduct are additional qualitative considerations.

- **Alignment of pay and performance:** significant performance-based component.
- **Variable remuneration bias to the longer term:** a high proportion of incentive-based reward recognizes sustained performance over three or five years.
- **Alignment with shareholder interests:** an important component of remuneration is dependent upon share price performance.
- **Integration and balance:** incentives complement each other and represent an appropriate balance of opportunity and managed risk that is effective over varying performance scenarios and is consistent with good governance.

Market positioning of the Board of Management remuneration:

The structure, weightings and levels of remuneration components are discussed by the Supervisory Board with a view to attract, motivate and retain top talent. The peer group consists primarily of other DAX 30 companies. Other major diversified insurance/financial services companies in Europe are also points of reference. Allianz's size (e.g. market value) and global scale is top quartile, but not top end of the market.

- Base salary levels are usually around the median of this group.
- The structure of Allianz total reward is more strongly weighted to variable, longer-term remuneration.

Allianz remuneration and benefits arrangements are periodically compared with best practices in the European financial services sector and at other relevant, large corporations. Pension provisions are reviewed periodically to take market practice and development into account.

The Supervisory Board determines the need for any adjustment by taking into account relevant market information, the competitiveness of the total remuneration offer, the performance of the company, general economic conditions and the evolution of Board of Management remuneration relative to remuneration levels within the Group.

## Remuneration structure

There are four main remuneration components, excluding pensions and perquisites, each with approximately the same weighting within annual target remuneration: Base salary, Annual bonus, Three-year bonus and Equity-related remuneration. The split of fixed to variable remuneration in 2010 at target is 25%:75%.

### Structure and level of annual target remuneration<sup>1</sup>

Split between fixed and variable remuneration		Percentage	Regular Member of the Board of Management <sup>2</sup>	Chairman of the Board of Management
%		%	€ thou	€ thou
<b>25</b>	<b>Base salary</b>	25	700	1,200
	<b>Variable target remuneration</b>			
	Annual bonus (short-term)	25	700	1,180
<b>75</b>	Three-year bonus (mid-term)	25	700	1,180
	Equity-related remuneration (long-term)	25	700	1,180
	<b>Total target remuneration</b>	<b>100</b>	<b>2,800</b>	<b>4,740</b>

## Remuneration components

### Base salary

Base salary is the fixed remuneration component.

#### Purpose

Recognize the responsibilities of the role and sustained performance in execution.

#### Operation

Base salary is expressed as an annual cash sum, paid in twelve monthly installments. Currently, separate rates apply for the Chairman, the Board Member responsible for Finance and for all other regular Board Members. Most Board Members have similar base

salary levels. However, total remuneration will differ based on actual performance delivered.

### Variable remuneration

Variable awards are made under the plan rules and conditions of the "Allianz Sustained Performance Plan" (ASPP) which consists of the following equally-weighted components:

1. Annual bonus (short-term): a performance-related cash payment which rewards annual achievement of targets.
2. Three-year bonus (mid-term): a performance-related cash payment which rewards multi-year (three years) achievement of targets.

<sup>1</sup> All percentages shown reflect approximate values.

<sup>2</sup> All members of the Board of Management except Dr. Paul Achleitner (total target remuneration € thou 3,200) and the Chairman.

3. Equity-related remuneration (long-term): consists of virtual shares, known as Restricted Stock Units (RSU). Annual achievement of targets is the basis for the initial grant value. The longer-term performance of the Group is reflected in the Allianz stock price evolution over the four-year vesting period. Payout occurs after five years.

### Purpose

Variable remuneration aims for balance between short-term performance, longer-term success and sustained value creation. It is designed to balance risk and opportunity to achieve an appropriate level of remuneration in different performance scenarios and business circumstances. It recognizes different levels of performance, providing enhanced reward at times of top performance and reduced reward at times of lower performance.

### Execution strategy fully supported by the remuneration system



As stated in the Key Principles, pay is closely aligned with the achievement of the Allianz Group's strategic goals.

### Performance link

Annual performance drives the value of the Annual bonus and also influences the opportunity of the mid- and long-term components. However, the values delivered under the three-year and equity components ultimately depend on sustained performance over longer periods.

### Operation

All variable remuneration components are subject to a uniform cap of 165% of the respective target values. The Supervisory Board therefore determines the level of award within a range of 0 to 165% of target value. Additionally, the RSU payout is capped at 200% above the grant price.

The remaining components of Management Board remuneration comprise pensions and similar benefits and perquisites. These are described below.

### Pensions and similar benefits

Board Members participate in a contribution-based system covering Board service from January 1, 2005.

Prior to 2005, members of the Board of Management participated in a defined benefit plan that provided fixed benefits not linked to base salary increases. The levels of benefit generated for each year of service under this plan were frozen at the end of 2004.

Additionally, all Board Members participate in the Allianz Versorgungskasse VVaG (AVK), a contribution-based pension plan and the Allianz Pensionsverein e.V. (APV), which provides pension benefits for salaries up to the German social security ceiling.

### Purpose

Provide competitive and cost effective retirement and disability benefits using risk appropriate vehicles.

### Operation

Company contributions for the current pension plan depend on the years of service on the Board of Management of Allianz SE and are invested in a fund with a minimum guaranteed interest rate per year. On retirement the accumulated capital is converted to a lifetime annuity. An additional risk premium of 5% of regular pension contribution is paid to cover death and disability. Pension is payable from age 60 at the earliest.



Detailed information can be found in the section "Target setting and performance assessment" on pages 40 f.



For full details on Pensions, please see the pension discussion, table and footnotes on page 42.

### Perquisites

Members of the Board of Management also receive certain perquisites. These mainly consist of contributions to accident and liability insurances, the provision of a company car and in some cases security measures. Each member of the Board of Management is responsible for income tax on these perquisites. Where applicable, there is a travel allowance for Board Members who do not reside in Germany. Perquisites are not linked to performance. The Supervisory Board reviews the level of perquisites at regular intervals.

### Purpose

Align with typical market provisions.

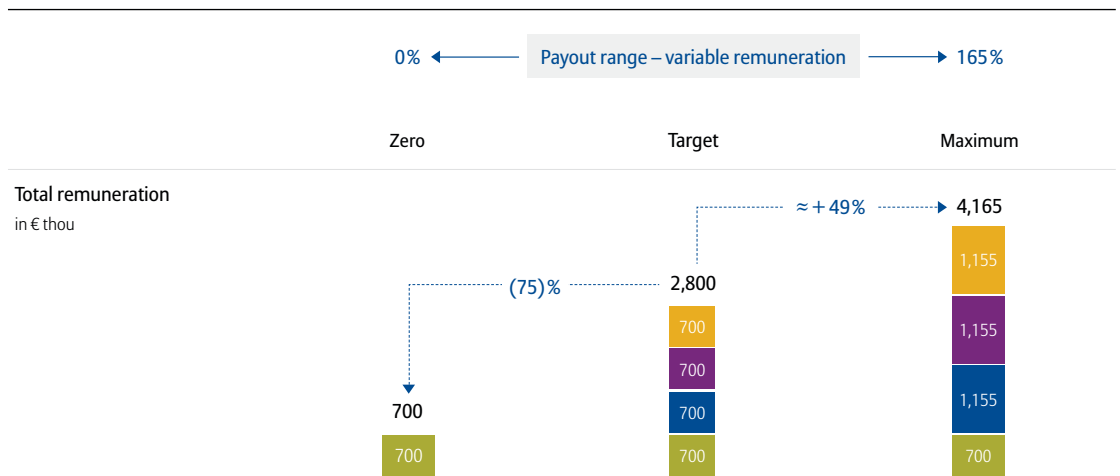
### Operation

Generally administered centrally to ensure compliance with provisions and applicable regulations.

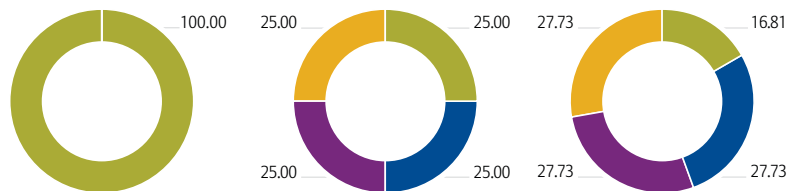
The chart below shows the potential value of the offer (excluding pension and perquisites) at different performance outcomes (zero, target and maximum). In addition they show the corresponding proportions delivered through fixed and variable remuneration.

### Value of annual offer in various performance achievement scenarios

(Example: regular member of the Board of Management with € 700 thou fixed and € 2,100 thou target variable remuneration)



### Approximate split in %



● Base salary ● Annual bonus (short-term) ● Three-year bonus (mid-term) ● Equity-related remuneration (long-term)

Maximum variable remuneration payout of 165% would lead to an approximately 49% increase of total target remuneration while a 0% payout would reduce the total target remuneration by 75%. The annual accrual of the mid-term (Three-year bonus) amount only indicates the assumed progress based on annual performance. The final assessment and payout is determined by the Supervisory Board after the completed three-year performance period.

## Target setting and performance assessment for variable remuneration

Each year, the Supervisory Board agrees on performance targets for the variable remuneration with the members of the Board of Management. These are documented in a “target letter” which sets out the quantitative and qualitative targets for the upcoming financial year and, every three years, for the respective mid-term period. The nature of these targets is described in the table below.

### Target categories for variable remuneration

	Business Division Functions		Corporate Center Functions
<b>Annual bonus (short-term)</b>	<b>Quantitative targets 75%</b>		
	Group targets	50%	– Annual operating profit – Annual net income attributable to shareholders
	Tar-gets of the Business Divisions/Corporate Center Functions	25%	<b>Controlling, Reporting, Risk</b> – Solvency I ratio – Dividend capability  <b>Finance</b> – Investment performance – Cash-Flow generation  <b>Operations</b> – Efficiency – Operating profit of Travel/Assistance <sup>1</sup>
	<b>Qualitative targets 25%</b> 5 categories that are essential to the 2010 - 2012 Group strategy – “Partner of Choice” for stakeholders (customers, employees, investors, general public) – Profitable growth – Strengthening of competitiveness – Development of market management (e.g. sales channel, customer segments and profitable customer base growth) – Protection of shareholders’ equity		
The performance achievement of the Chairman is determined by the average target achievement of the other Board of Management members and can be adjusted by the Supervisory Board based on the Chairman’s personal performance.			
<b>Three-year bonus (mid-term)</b>	Portfolio development	<b>Group level</b> – 2010 - 2012 average growth – 2012 return on capital  <b>Business Division level</b> – 2010 - 2012 average growth – 2012 return on capital	
	Sustainability assessment qualitative criteria	– Actual growth versus expectations – Profitability development – Comparison with peers – Extraordinary events – Capital situation against internal risk capital model – Additional sustainability criteria (e.g. customer/employee satisfaction)	
<b>Equity-related remuneration (long-term)</b>	Sustained increase in share price		

<sup>1</sup> Additional operating profit targets were set for Dr. Christof Mascher for overseeing Mondial Assistance.

The following section provides additional explanation of each variable component:

The **Annual bonus** award depends on the quantitative and qualitative target achievement for the respective financial year set to achieve an appropriate return on capital, as approved by the Supervisory Board.

The **Three-year bonus** recognizes sustained target achievement over the three-year performance period as well as a sustainability assessment. Quantitative three-year targets focus on portfolio development, as measured by absolute growth and profit which achieve both an appropriate return on capital and relative peer group performance. The Supervisory Board undertakes an initial assessment of achievement versus target based on a portfolio development matrix.

This initial assessment, considering growth and return on capital, ensures that the final award not only depends on a high profit margin but also on profitable growth. Also, to avoid payouts due to general short-term variability not related to sustainable performance, growth is measured over a three-year period.

As the final assessment is not formulaic, the Supervisory Board then additionally considers qualitative factors as part of a sustainability assessment, and as a consequence may modify the resulting award. If performance is determined to be below acceptable relative market performance or not sustainable, assessments may be significantly reduced, in extreme cases to zero.

**Equity-related** remuneration is granted after the end of the financial year with plan participants' annual bonus performance determining the value of the equity grant (the same value as the Annual bonus). The number of RSU granted results from dividing this value by the calculated market value of an RSU at the time of grant. Following the end of the four year vesting period, the company makes a cash award based on the market price of Allianz stock at that time. In this way the ultimate value is driven by Allianz SE stock performance, providing alignment with the

shareholder. To avoid extreme payouts, the RSU payout is capped at 200% above the grant price. Shares are forfeited where executives leave at their own request (or are terminated for cause) thus supporting retention.

## 2010 Remuneration and link to performance

We discuss below the 2010 remuneration results and the link to performance against targets. The performance results take into account financial considerations as outlined in the discussions of financial performance throughout this Annual Report.

**Base salary:** After reviewing appropriate data the Supervisory Board decided to maintain salaries for 2010 at their existing levels. Upon appointment to the Board of Management of the Allianz SE as of January 2010, the base salary for Mr. Ralph was set at € 700 thousand.

**Annual bonus:** The target achievement for the Group, the Business Division/Corporate Functions and the qualitative performance was on average assessed at 131% and ranged between 120% and 147%. Consequently, total Annual bonus awards ranged between 120% and 147% of target with an average bonus award of 131% of target bonus. This represents 79% of maximum payout.

**Three-year bonus:** Three-year performance achievement for the 2010-2012 plan will be measured and bonus outcomes determined during the first half of 2013. For accrual purposes, the target achievement of the Annual bonus serves as the notional indication.

**Equity remuneration:** In accordance with the approach described earlier, a number of RSU were granted to each Board Member in March 2011. At the time of grant, each award had the same "fair value" as the award for the 2010 annual bonus and it is this figure which is shown in the Total Remuneration Table.



Details of equity grants and of total holdings under our equity incentive programs can be found on page 44.

**Perquisites:** For 2010 the total value of the perquisites amounted to € 0.5 million (2009: € 0.6 million). The individual value of perquisites received in 2010 is shown in the overall remuneration chart below.

**Pensions:** Company contributions for the current plan are 30% of base salary, increasing to 37.5% after five years and to 45% after ten years service on the Board of Management of Allianz SE. These are invested in a fund and have a minimum guaranteed interest rate of 2.75% in each year. If the net annual return of the AVK exceeds 2.75%, the full increase in value is credited in the same year.

For members with pension rights in the frozen plan, the above contribution rates are reduced by an amount equivalent to 19% of the annual pension from that plan.

A pension can be received at the earliest from age 60, except for cases of occupational or general disability for medical reasons, when it may become payable earlier-on, or in the case of death, when a pension may be paid to dependents. Surviving dependents normally receive 60% (widow/er) and 20% (per child) of the original pension to the employee, with the aggregate not to exceed 100%. In the AVK a benefit appreciation will occur in cases of death or disability. Should board membership cease prior to retirement age for other reasons, the accrued pension right is maintained if vesting requirements are met.

The following table sets out the 2010 service cost and contributions for each member of the Board of Management of Allianz SE.

Board of Management	Defined Benefit Pension Plan (frozen) <sup>1</sup>				Current Pension Plan		AVK/APV <sup>2</sup>		Transition payment <sup>3</sup>		Total	
	Assumed retirement age	Annual pension payment <sup>4</sup>	SC <sup>5</sup>	DBO <sup>6</sup>	SC <sup>5</sup>	DBO <sup>6</sup>	SC <sup>5</sup>	DBO <sup>6</sup>	SC <sup>5</sup>	DBO <sup>6</sup>	SC <sup>5</sup>	DBO <sup>6</sup>
			2010	2010	2010	2010	2010	2010	2010	2010	2010	2010
		€ thou	€ thou	€ thou	€ thou	€ thou	€ thou	€ thou	€ thou	€ thou	€ thou	€ thou
Michael Diekmann (Chairman)	60	337	183	4,790	555	2,535	5	133	0	826	743	8,284
Dr. Paul Achleitner	60	344	271	3,449	350	1,502	5	67	11	361	637	5,379
Oliver Bäte	60	—	—	—	268	793	2	7	8	72	278	872
Clement B. Booth	60	—	—	—	258	1,345	2	11	2	362	262	1,718
Enrico Cucchiani <sup>7</sup>	62 (65) <sup>8</sup>	635 <sup>9</sup>	30 <sup>10</sup>	n.m.	166	856	0	9	1	693	197	1,558
Dr. Joachim Faber	62	225	0	4,380	349	1,459	0	72	0	686	349	6,597
Dr. Christof Mascher	60	—	—	—	267	1,048	2	11	15	81	284	1,140
Jay Ralph	60	—	—	—	261	261	3	3	0	0	264	264
Dr. Gerhard Rupprecht	62	315	0	5,972	358	1,467	0	159	0	482	358	8,080
Dr. Werner Zedelius	60	225	95	2,545	320	1,487	5	131	8	273	428	4,436

1 For Mr. Cucchiani the Company Pension Fund and TFR (Trattamento di fine rapporto).

2 Following Allianz's founding of the APV in 1998, the plan participants contribute 3% of their relevant salary to the AVK. For the AVK the minimum interest rate guaranteed is 2.75%-3.50% depending on the date of joining Allianz. In general, the company funds the balance (1:1 in general, and for entries prior to January 2005, 1:2.2) required via the APV. Before 1998 both Allianz and the plan participants were contributing to the AVK.

3 For details on the transition payment see section "Termination of Service" on page 45.

4 Expected annual pension payment at assumed retirement age.

5 SC = Service Cost.

6 DBO = Defined Benefit Obligation; end of year.

7 For Mr. Cucchiani the German pension plans are only based on a portion of his fixed salary (€ 460 thou) and on an assumed retirement age of 62. The Italian plans are based on the remaining portion of his salary. In Italy he has in addition to the obligatory state pension system INPS (Istituto Nazionale della Previdenza Sociale) the TFR and the Company Pension Fund as follows: TFR is a lump sum accrued each year and paid out when the person leaves (at any age). As Mr. Cucchiani changed employer in Italy the amount of € 18 thou for the TFR was paid out in 2010. From now on the TFR will accrue in the Pension Fund and no further TFR payment will occur. All Italian schemes are contribution-based systems with the contribution given in the table.

8 For the Italian pension a retirement age of 65 is assumed.

9 The expected accrual for the lump sum payment at retirement assuming Mr. Cucchiani will work until 2015 (retirement age 65).

10 Direct contribution to the Company Pension Fund € 5 thou and from TFR € 25 thou.



Allianz Group paid € 4 million (2009: € 4 million) to increase reserves for pensions and similar benefits for active members of the Board of Management. On December 31, 2010, reserves for pensions and similar benefits for members of the Board of Management active at that date amounted to € 38 million (2009: € 28 million).

**Total remuneration:** The following table shows the individual remuneration for 2009 and 2010 including fixed and variable remuneration. It also shows the pension service cost and further total. Of note, the table also shows the changed mix of variable remuneration resulting from the new remuneration system introduced in January 2010. This leads to a shift within the remuneration components in comparison to the previous year.

Board of Management		Fixed		Variable <sup>1</sup>				Total	Pensions	Total incl. Pensions
		Base salary	Perquisites <sup>2</sup>	Annual bonus (short-term) <sup>3</sup>	Three-year bonus (mid-term) <sup>4</sup>	Fair value of SAR award at date of grant (long-term) <sup>5</sup>	Fair value of RSU award at date of grant (long-term) <sup>5</sup>			
		€ thou	€ thou	€ thou	€ thou	€ thou	€ thou	€ thou	€ thou	€ thou
Michael Diekmann (Chairman)	2010	1,200	24	1,544	1,544	—	1,544	5,856	743	6,599
	2009	1,200	28	2,081	257	440	771	4,777	728	5,505
Dr. Paul Achleitner	2010	800	61	1,075	1,075	—	1,075	4,086	637	4,723
	2009	800	49	1,387	165	291	513	3,205	525	3,730
Oliver Bäte	2010	700	47	948	948	—	948	3,591	278	3,869
	2009	700	56	1,175	241	259	453	2,884	294	3,178
Clement B. Booth	2010	700	125	992	992	—	992	3,801	262	4,063
	2009	700	110	1,148	264	336	583	3,141	260	3,401
Enrico Cucchiani	2010	700	46	925	925	—	925	3,521	197	3,718
	2009	700	99	1,090	105	330	467	2,791	286	3,077
Dr. Joachim Faber	2010	700	20	1,029	1,029	—	1,029	3,807	349	4,156
	2009	700	23	1,244	215	385	628	3,195	421	3,616
Dr. Christof Mascher	2010	700	22	881	881	—	881	3,365	284	3,649
	2009	216	12	324	62	118	251	983	247	1,230
Jay Ralph	2010	700	81	845	845	—	845	3,316	264	3,580
	2009	—	—	—	—	—	—	—	—	—
Dr. Gerhard Rupprecht	2010	700	31	845	845	—	845	3,266	358	3,624
	2009	700	78	1,021	107	352	491	2,749	356	3,105
Dr. Werner Zedelius	2010	700	16	837	837	—	837	3,227	428	3,655
	2009	700	16	1,115	75	595	818	3,319	358	3,677
<b>Total</b>	<b>2010</b>	<b>7,600</b>	<b>473</b>	<b>9,921</b>	<b>9,921</b>	<b>—</b>	<b>9,921</b>	<b>37,836</b>	<b>3,800</b>	<b>41,636</b>
	<b>2009<sup>6</sup></b>	<b>7,620</b>	<b>570</b>	<b>12,358</b>	<b>1,653</b>	<b>3,279</b>	<b>5,122</b>	<b>30,602</b>	<b>3,704</b>	<b>34,306</b>
<b>Change from previous year<sup>6</sup></b>		<b>(0.3)%</b>	<b>(17.0)%</b>	<b>(19.7)%</b>	<b>500.2%</b>	<b>(100.0)%</b>	<b>93.7%</b>	<b>23.6%</b>	<b>2.6%</b>	<b>21.4%</b>
<b>Change from previous year in total variable</b>					<b>32.8%</b>					

1 Due to changes in the remuneration system as of January 1, 2010, the variable remuneration components for 2010 are weighted differently from those applying to 2009. The 2010 and 2009 values are therefore of limited comparability relative to the performance achievement. The remuneration system in use until December 31, 2009 is disclosed in the Annual Report 2009 (pages 17ff.).

2 Differences tend to reflect travel allowances for non-German resident Board Members.

3 Actual bonus paid in 2011 for fiscal year 2010 and in 2010 for fiscal year 2009.

4 For accrual purposes the 2010 value for the Mid-term bonus 2010 to 2012 equals the Annual bonus payout for 2010. Since the performance assessment and the final payout occur after completion of the performance cycle this value is only a notional indication.

5 In the Annual Report 2009 the disclosure of the fair value of SAR/RSU was based on a best estimate. The figures shown here for 2009 now include the actual fair value as of the grant date (March 11, 2010). These values therefore differ from those disclosed last year.

6 The total remuneration and the percentage change between 2009 and 2010 reflects the remuneration of the full Board of Management in the respective year. The following members of the Board of Management departed during 2009: Dr. Helmut Perlet, Jean-Philippe Thierry, Dr. Herbert Walter.

To provide disclosure comparable to prior years, the remuneration table includes the notional annual accrual of the Three-year bonus for 2010 to 2012. However, as in the 2009 report, we also disclose below the actual total remuneration per member of the Board of Management for each respective year. For this purpose, the "Total" for 2010 excludes the notional annual value of the Three-year bonus 2010 to 2012 and the "Total" for 2009<sup>1</sup> (in parenthesis) includes the full payout of the Three-year bonus 2007 to 2009:

Michael Diekmann € 4,312 (5,560) thousand  
 Dr. Paul Achleitner € 3,011 (3,720) thousand  
 Oliver Bäte € 2,643 (3,093) thousand  
 Clement B. Booth € 2,809 (3,664) thousand  
 Enrico Cucchiani € 2,596 (3,400) thousand  
 Dr. Joachim Faber € 2,778 (3,718) thousand  
 Dr. Christof Mascher € 2,484 (983) thousand  
 Jay Ralph € 2,471 (—) thousand  
 Dr. Gerhard Rupprecht € 2,421 (3,317) thousand  
 Dr. Werner Zedelius € 2,390 (3,967) thousand

The total remuneration of the Board of Management of Allianz SE for 2010, excluding the notional annual accrual of the Three-year bonus, amounts to € 28 million (2009: € 36 million including the payout of the Three-year bonus for the period 2007-2009).

The sum of total remuneration of the Board of Management of Allianz SE and the pension service costs for 2010 (excluding the notional annual Mid-term Bonus accrual) amounts to € 32 million (2009: € 40 million including the payout of the Three-year bonus for the period 2007-2009).

**Grants and outstanding holdings in equity incentives:** The equity-related remuneration which applied before 2010 consisted of two vehicles, virtual stock options, known as Stock Appreciation Rights (SAR) and virtual stock awards, known as Restricted Stock Units (RSU). The new arrangements continue to award RSU. The table below shows the number of SAR and RSU held as of December 31, 2010 and the approximate number of RSU granted in March 2011 for performance in 2010.

#### Grants and outstanding holding under the Allianz Equity program<sup>2</sup>

Board of Management	RSU		SAR	
	Number of RSU granted on 3/10/2011 <sup>3</sup>	Number of RSU held at 12/31/2010	Number of SAR held at 12/31/2010	Strike Price Range €
Michael Diekmann (Chairman)	17,764	37,417	129,136	51.95 – 160.13
Dr. Paul Achleitner	12,370	25,059	92,622	51.95 – 160.13
Oliver Bäte	10,905	12,951	26,362	51.95 – 117.38
Clement B. Booth	11,413	25,094	50,464	51.95 – 160.13
Enrico Cucchiani	10,647	25,187	84,366	51.95 – 160.13
Dr. Joachim Faber	11,842	26,639	89,105	51.95 – 160.13
Dr. Christof Mascher	10,140	14,026	36,174	51.95 – 160.13
Jay Ralph	9,725	12,531	25,449	51.95 – 117.38
Dr. Gerhard Rupprecht	9,718	24,583	84,348	51.95 – 160.13
Dr. Werner Zedelius	9,632	32,994	95,835	51.95 – 160.13

<sup>1</sup> The values for total remuneration for 2009 now include the actual fair values of equity grants and therefore differ from the estimated figures shown in last years' report.

<sup>2</sup> As disclosed in the Annual Report 2009 the equity related grant 2010 is deemed to have been granted to participants as part of their 2009 remuneration. The disclosure in the Annual Report 2009 was based on a best estimate of the Stock Appreciation Rights (SAR) and Restricted Stock Units (RSU) grants. The actual grants, as of March 11, 2010, deviate from the estimated values and have to be disclosed accordingly. The actual grants as of March 11, 2010 under the Group Equity Program in form of SAR and RSU are as follows: Michael Diekmann: SAR 20,884, RSU 10,367, Dr. Paul Achleitner: SAR 13,923, RSU 6,911, Oliver Bäte: SAR 12,183, RSU 6,048, Clement B. Booth: SAR 15,572, RSU 7,730, Enrico Cucchiani: SAR 9,757, RSU 4,843, Dr. Joachim Faber: SAR 15,764, RSU 7,825, Dr. Christof Mascher: SAR 7,892, RSU 3,918, Dr. Gerhard Rupprecht: SAR 10,093, RSU 5,010, Dr. Werner Zedelius: SAR 16,296, RSU 8,089. The remuneration system valid until December 2009 is disclosed in the Annual Report 2009 (pages 17ff.).

<sup>3</sup> The relevant share price to determine the final number of RSU granted is only available after the sign-off by KPMG, thus numbers are based on a best estimate.

The Allianz Equity Incentive is accounted for as a cash-settled plan. Any changes in fair value of the grants are accrued as compensation expense over the relevant vesting period. Upon vesting, any changes in the fair value of the unexercised SAR are recognized as compensation expense. The Equity Incentive compensation expense in 2010 amounted to € 5,246 thousand, for Mr. Diekmann € 697 thousand, for Dr. Achleitner € 434 thousand, for Mr. Bäte € 407 thousand, for Mr. Booth € 639 thousand, for Mr. Cucchiani € 474 thousand, for Dr. Faber € 509 thousand, for Dr. Mascher € 412 thousand, for Mr. Ralph € 443 thousand, for Dr. Rupprecht € 492 thousand and for Dr. Zedelius € 739 thousand.

SAR are released to plan participants upon expiry of the vesting period, assuming all other exercise hurdles are met. For SAR granted until and including 2008, the vesting period was two years. For SAR granted from 2009, the vesting period is four years. SAR can be exercised on the condition that the price of the Allianz SE stock is at least 20% above their strike price at time of grant. Additionally, the price of the Allianz SE stock must have exceeded the Dow Jones EURO STOXX Price Index (600) over a period of five consecutive trading days at least once during the plan period. RSU are released to plan participants on the first trading day after the end of the vesting period.

In 2010, remuneration and other benefits totaling € 7 million (2009: € 4 million) were paid to retired members of the Board of Management and dependents. Reserves for current pensions and accrued pension rights totaled € 58 million (2009: € 52 million).

#### **Loans to members of the Board of Management**

As of December 31, 2010, there were no outstanding loans granted by Allianz Group companies to members of the Board of Management. When granted, loans and overdrafts are provided according to standard market conditions or the conditions prevailing for Allianz employees. They do not involve any more than normal risks of repayment and do not provide any other favorable features.

#### **Termination of service**

Board of Management contracts are normally initially set for a three-year period, renewable at the end of the term. If renewed, a maximum period of five years applies for the further term(s), or shorter if age 60 is reached before then. Arrangements for termination of service (including retirement) are as follows:

Board Members who were appointed before January 1, 2010 and who have served a term of at least five years are eligible for a six-month transition payment when leaving the Allianz SE Board. Board Members receiving a transition payment are subject to a six months non-compete clause. The payment is calculated based on last base salary and a proportion of the annual target bonus. An Allianz pension, where immediately payable, is taken into account in adjusting transition payment amounts. Current Board Members are eligible to use the company car for a period of 12 months after their retirement.

Severance payments made to Board Members in case of an early termination comply with the German Corporate Governance Code. The standard Management Board service contract specifies that payments for early termination shall not exceed (i) the compensation for the remaining term of the contract, (ii) two years' compensation, whereby the yearly compensation is calculated on the basis of the previous year annual base salary plus 50% of target variable remuneration and may in no event exceed last year's actual total compensation (severance payment cap).

Special terms apply if service is terminated as a result of a "change of control". A change of control requires that a shareholder of Allianz SE, acting alone or together with other shareholders, holds more than 50% of voting rights in Allianz SE. Termination as a result of change of control occurs where within twelve months of the change of control (i) the Management Board appointment is unilaterally revoked by the Supervisory Board or (ii) the Board Member terminates service

by resignation due to a substantial decrease in managerial responsibilities and without giving cause for termination, or (iii) a Management Board appointment is terminated by mutual agreement or where it is not extended within two years of the change of control.

In case of an early termination as a result of a change of control, severance payments made to Board Members shall not exceed 150% of the severance payment cap. Service contracts do not contain any special rules for other cases of early termination of appointment to the Board of Management.

## Miscellaneous

### Internal and external Board Appointments

Where a member of the Board of Management holds an appointment in another company within the Allianz Group, the full remuneration amount is transferred to Allianz SE. In recognition of the benefits to the organization, Board of Management members are supported if they accept a limited number of non-executive supervisory roles in appropriate external organizations. In these cases, 50% of the remuneration received is paid to Allianz SE. A Board Member retains the full remuneration only where the Supervisory Board qualifies the appointment as a personal one. Remuneration paid by external organizations is shown in the annual reports of the companies concerned. The remuneration relating to the external appointment is set by the governing body of the relevant organization.

- In accordance with regulation, a specific clause is now included in “target letters”, which confirms that variable remuneration components may not be paid, or that payment may be restricted, if the state supervisory authority requires this in accordance with its statutory powers.
- A key focus for 2011 will be the continuing review of compliance with the emerging national and international regulations applying to our sector.
- Contributions as a percentage of base salary currently paid by the company for the contribution-based pension plan will decrease from 2011 onwards to achieve target provision level using new actuarial and increasing tenure assumptions:

Allianz SE Board Service	Current Contribution Level	Contribution Level from 2011
Less than 5 years	30.00%	29.25%
After 5 years	37.50%	36.56%
After 10 years	45.00%	43.88%



For a list of current external appointments, please refer to page 302.

## Outlook for 2011

- On December 15, 2010 the Supervisory Board approved a base salary adjustment for those members of the Board of Management who had not received an increase since 2006: the base salaries of Clement B. Booth, Enrico Cucchiani, Dr. Joachim Faber and Dr. Werner Zedelius shall each be increased by € 50,000, which leads to a base salary of € 750,000 as of January 1, 2011.

## Executive remuneration below the Board of Management

In support of greater transparency for shareholders and to align with regulatory requirements this section on executive remuneration below the Board of Management describes the:

- Governance system
- Framework and minimum standards
- Remuneration principles
- Remuneration components
- 2010 Remuneration
- Outlook for 2011

For the purpose of this report, senior executives are defined as Allianz employees who may either have material impact on the company's financial or risk positions, or lead critical operations of the Group (approximately 160 individuals). In general, the same principles and governance standards described for the Board of Management apply to the remuneration of senior executives. However, executives below the Board of Management are more directly responsible for specific lines of business or product groups. Likewise, their remuneration is more closely aligned with their specific business, country and/or regional operating environments. Consequently there is a higher degree of variation in remuneration practices and levels.

The general objective for all Allianz remuneration structures is to offer competitive reward in terms of components, structure and level which allows Allianz to attract, motivate and retain high performing employees without encouraging excessive risk-taking.

### Governance system

Remuneration governance across Allianz is based on five key principles:

- Effective committees
- Written guidelines and policies
- Appropriate accountabilities
- Supervision and monitoring
- Effective information flow

These principles stand on a solid foundation provided by corporate risk management policies and practices, the Allianz Leadership Values and the Code of Conduct.

Allianz operates an effective system of business, regional and country or operating entity level Compensation Committees that periodically review and decide on remuneration guidelines and practices below the Board. Based on the specific nature, scale and scope of each business the Board of Management has defined the appropriate level of Compensation Committee oversight.

The duties of the Group-level Compensation Committee (Group Compensation Committee or GCC) are to assist the Allianz SE Board in discharging its responsibilities for all compensation matters relating to the Chief Executive Officers and Board Members of the International Executive Committee (IEC) companies and the heads of the major functions of Allianz SE. In addition, the committee and representatives of companies classified as significant according to the German Insurance Remuneration Regulation effective October 13, 2010 have identified and approved a list of other key executives for additional review. These executives may either have a material impact on the company's financial or risk positions, or lead critical operations of the Group.

Compensation Committees' responsibilities below the GCC are similar with regards to compensation systems and oversight for their respective/relevant executives.

A group-wide framework governs Compensation Committee operations and ensures consistent application and adherence to both Allianz minimum standards and regulatory requirements. In compliance with the latest relevant regulations, it covers:

- Important requirements regarding the constitution of Compensation Committees
- The roles and responsibilities of its members
- Operating procedures
- Principles and boundaries of remuneration

The membership of the GCC reflects the nature of the principal Allianz businesses and the breadth and depth of expertise required for Group oversight/control. Membership is approved by the Allianz SE Board of Management. Cross-representation on different Committees (i.e. Compensation, Risk, Finance and Capital Committees) supports effective information flow between these bodies.

The members of the GCC in 2010 were the following members of the Allianz SE Board of Management: Michael Diekmann (Chairman), Oliver Bäte (Controlling, Reporting and Risk), Clement Booth (Global Insurance Lines/Anglo Markets), Dr. Joachim Faber (Asset Management Worldwide) and Dr. Gerhard Rupprecht (Insurance German Speaking Countries) with additional HR representation (including remuneration experts) at every meeting and specific further topical experts vetting materials or attending as guests as appropriate.

Local Compensation Committees are typically comprised of Regional Chief Executive Officers, Business Division Heads, Chief Financial Officers or Chief Operating Officers and the Head of Human Resources, who may act as adviser. A representative of the legal and/or compliance function shall be included as a voting member from 2011.

Beyond local Compensation Committee oversight, the GCC must be informed quarterly of payments or individual agreements exceeding certain materiality thresholds.

### Framework and minimum standards

Allianz's global governance frameworks and minimum standards are centrally managed. This ensures global consistency and allows for timely updates to reflect changing business needs and evolving regulatory requirements. It also allows for continuous improvement in sustainable performance management and exemplary governance principles.

In 2010, Allianz conducted a comprehensive remuneration risk assessment for senior executives in companies classified as significant according to VersVergV to confirm that the remuneration structures for senior executives are appropriate to their role, transparent and aligned to the sustainable development of Allianz. The objectives of this review were to develop any recommendations for improving risk mitigation and aligning pay for performance and, ultimately, to confirm compliance with the relevant insurance regulation on remuneration.

Positions which might have a material impact on the company's overall risk profile were identified via a comprehensive, qualitative approach involving experts from various Group Centers, business representatives as well as advice from qualified external remuneration experts.

Broadly the analysis included:

- A detailed review of the performance measures and associated weightings used in annual bonus plans as specifically set down in executives' target letters.
- A further review of the existing minimum standards for performance management and the implications for the annual target setting process.
- An evaluation of pay for performance links to Allianz strategy and appropriateness in relation to existing and draft regulations applicable to insurers in Germany.
- An effectiveness review of the governance and oversight process, which included operating entity self-assessments against the revised Compensation Committee framework.

The results of these analyses were incorporated in the internal Compensation Report to the Board of Management. Following due consideration, the Board of Management provided the Supervisory Board with a summary of the analyses, recommendations for improvements in the remuneration and governance

systems, and an overall assurance of compliance with the relevant regulations.

## Remuneration principles

Remuneration structures and incentives are designed to encourage sustainable value-creating activities for Allianz. Hence Allianz deploys a number of different remuneration structures and strategies across the Group which take into account the particular roles of executives, business activities and local remuneration and regulatory environments.

In 2010, a number of adjustments were made to executive remuneration programs. A comprehensive review of governance processes also provided support for initial program changes and informed the continuous improvement objectives going forward. However, the overall key principles of executive remuneration strategy are enduring. These are to:

- Provide a transparent, fair and integrated offer to attract, motivate and retain highly qualified executives.
- Deliver total rewards that are competitive in the relevant markets.
- Align pay with both the performance of individuals and the achievement of Allianz Group's financial and strategic goals consistent with shareholder interests.
- Vary the mix and weight of fixed versus variable remuneration to reflect the executive's influence on the results of the Group/Business Division/ Operating Entity.
- Operate effectively in different performance scenarios and business circumstances.
- Mitigate inappropriate risk taking and reward risk control.

Remuneration structures have been designed in general to mitigate inappropriate risk-taking as follows:

- Caps are in place on all incentives to ensure that extreme performance outcomes which might encourage risk-taking are not rewarded.
- Significant proportions of the offer are deferred providing additional time to confirm the sustainability of short-term performance results.
- Variable pay performance measures such as operating profit and net income are set based on risk adjusted margin. They are not purely revenue targets. Minimum capitalization requirements are supported through use of the internal risk capital model in setting targets. Mid-term targets measure return on risk-based capital.
- Risk is considered at all levels where individuals can affect it.

## Remuneration components

The primary model is that of the Allianz insurance business. The model provides for a balance of fixed and variable remuneration components with a bias to the longer-term realization of results in determining the final value of total remuneration. 2010 was the first year of the new Allianz Sustained Performance Plan that covers most executives in insurance business.

For the majority of operations the following components set the remuneration structure for senior executives, although not everyone in this group receives all of them, or has the same mix of components:

- Base salary
- Variable remuneration, including:
  - Short- and, where applicable, mid-term incentives
  - Long-term incentives in the form of equity-related remuneration

The outline below discusses each component's purpose, performance link and operation.



For further information on our employees' remuneration please refer to [www.allianz.com/annualreport](http://www.allianz.com/annualreport)

## Base salary

### Purpose

Recognizes the market value of the role and the sustained performance in execution. The proportion of the fixed component within total remuneration is designed to balance performance incentives so as to avoid excessive risk-taking.

### Performance link

Annual adjustments also take account of sustained performance in the role, the performance of the company, general economic conditions and the level of increases awarded elsewhere in the Group.

### Operation

Base salary is expressed as an annual cash sum paid in monthly installments.

## Variable remuneration

### Purpose

In general, variable remuneration is designed to encourage and reward achievement of both annual performance goals and the sustainable success of the Group and local companies.

### Performance link

Variable remuneration is structured to align with risk positioning strategy and to reward the personal contribution of the individual.

### Operation

Annual and where applicable, multi-year targets are set, communicated and documented in advance of the performance period and generally conform with SMART (specific, measurable, attainable, relevant and time-bound) principles. In the case of breaches of the Code of Conduct, compliance or other relevant criteria, payout can be reduced partially or in full.

For operations that have either asset management or alternative investment business for Allianz or third-party assets, incentive programs and remuneration structures are consistent with the risk positions and competitive markets in which they operate. These may deviate from the general Allianz variable remuneration program descriptions and may include profit sharing, co-investment and other cash-based incen-

tive plans. These businesses use appropriate risk control measures. Oversight is performed through their respective Compensation Committees whose members have the requisite competence and industry expertise to govern and endorse these reward structures.

According to the general terms applying to all employees, senior executives who are not members of a Board of Management may also participate in the global Employee Stock Purchase Plan.

Additionally, depending on the specific country or operating entity, Allianz operates a number of pension and flexible benefit plan solutions, in particular deferred compensation schemes which may provide participants with other opportunities or choices to accumulate retirement income.

For further information regarding the global Employee Stock Purchase Plan and the remuneration of our employees please refer to [www.allianz.com/annualreport](http://www.allianz.com/annualreport).

## 2010 Remuneration

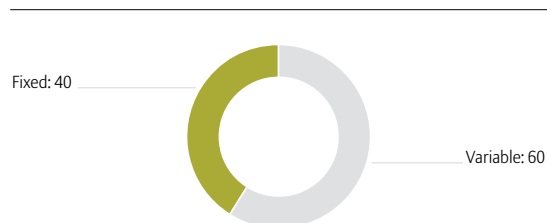
For senior executives who may assume positions of high risk in the sense of the VersVergV, we disclose aggregate details of the 2010 target remuneration. The number of those functions across the Group identified for the 2010 analysis was 161, as outlined above.



## Key features of senior executives' 2010 target remuneration<sup>1,2</sup>

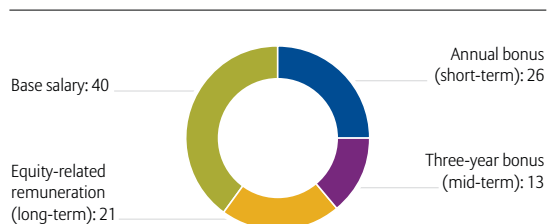
### Split between fixed and variable remuneration

in %



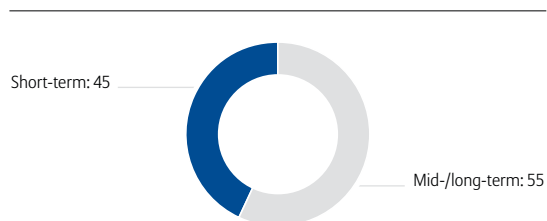
### Allocation per remuneration component

in %



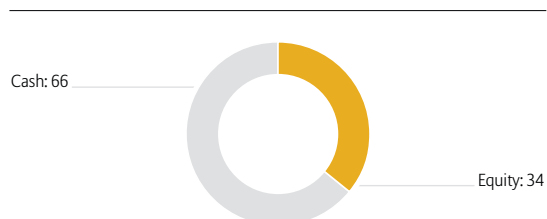
### Split between short-term and mid-/long-term variable remuneration

in %



### Split between cash incentives and equity-related variable remuneration

in %



## Outlook for 2011

In its meeting on January 13, 2011, the Allianz SE Board of Management decided that Dr. Christian Finckh (Chief Human Resources Officer, Allianz SE), Thomas Münkler (Chief Governance Officer, Allianz SE), Dr. Thomas Naumann (Head of Group Planning and Controlling, Allianz SE) and Dr. Werner Zedelius (Member of the Allianz SE Board of Management) will become additional members of the Group Compensation Committee with immediate effect. Dr. Werner Zedelius takes over the chair of the Group Compensation Committee from Michael Diekmann who will remain on the Committee as a regular member. Dr. Gerhard Rupprecht leaves the Committee upon his retirement effective December 31, 2010. These changes are made both to provide additional expertise and capacity on the Committee and to comply with German Insurance Remuneration Regulation.<sup>3</sup>

As a result of the review of key executive remuneration contained in the 2010 Compensation Report to the Board of Management and the Supervisory Board, there will also be changes to the remuneration structures covering certain senior executives.

Those who do not have sufficient proportions of deferred remuneration, and/or sufficient deferred remuneration subject to reduction based on subsequent performance review, will participate in an RSU based equity award with terms in accordance with the latest regulations applying to German Insurance Undertakings.

Performance measurement for variable remuneration will include evaluations of appropriate solvency ratios.

1 Figures excluding pensions and perquisites; including Members of the Board of Management of Allianz SE.

2 Analysis in 2009 Annual Report based on significantly different population due to previous regulatory interpretation.

3 In accordance with the German Insurance Remuneration Regulation, Compensation Committee membership in Allianz generally will not solely consist of Board Members/Managing Directors and will also include representatives of the business as well as representatives of HR and control functions. In order to avoid potential conflicts of interest, attention is paid to ensuring that each Compensation Committee comprises members whose own remuneration is not covered by its remit.

## Remuneration of the Supervisory Board

This Supervisory Board section describes the following topics:

- Governance system
- Remuneration principles
- Remuneration structure and components
- 2010 Remuneration
- Outlook for 2011

### Governance system

The remuneration of the Supervisory Board is governed by the Statutes of Allianz SE and the German Stock Corporation Act.

The structure of the remuneration of the Supervisory Board complies with the German Corporate Governance Code and is regularly reviewed with respect to additional German, European and international recommendations and regulations.

### Remuneration principles

The remuneration of the Supervisory Board is designed primarily to support alignment with stakeholder interests, while also establishing sufficient separation from Board of Management incentives to allow for proper oversight of business and executive remuneration decisions.

The key principles of the 2010 Supervisory Board remuneration are:

- Total remuneration is set at an appropriate level based on the scale and scope of the Supervisory Board Members' duties and responsibilities as well as the Company's activities, business and financial situation.
- An appropriate balance is maintained between fixed remuneration and short- and long-term performance-based components.

- The remuneration takes into account the individual functions and responsibilities of Supervisory Board Members, such as chair, or vice-chair or committee mandates.

### Remuneration structure and components

#### Basic remuneration

Three components make up the basic remuneration<sup>1</sup> of a member of the Supervisory Board of Allianz SE.

- Fixed remuneration: a set cash amount paid annually to a Supervisory Board Member for service.
- Short-term variable remuneration: focuses on annual performance. Performance is measured by the growth of consolidated earnings-per-share (EPS) compared to the previous fiscal year.<sup>2</sup> Zero payout occurs if no growth (0%) is achieved, and a maximum payout occurs if 16% EPS growth is achieved.
- Long-term variable remuneration: focuses on three-year performance. Performance is measured by the growth of consolidated earnings-per-share (EPS) compared to the level achieved three years earlier.<sup>3</sup> Zero payout occurs if no growth (0%) is achieved, and a maximum payout occurs if 40% EPS growth is achieved.

For both variable remuneration components, payouts only occur if EPS is above an initial hurdle of € 5 earnings-per-share.

The Chairperson of the Supervisory Board receives double, and the Deputy Chairperson receives one-and-a-half times the basic remuneration of a regular member of the Supervisory Board.

<sup>1</sup> I. e. the remuneration without taking into account additional remuneration for the Chairman, Deputy Chairman and/or Committee Chairpersons or members.

<sup>2</sup> € 150 for each tenth percentage point by which the Group's earnings-per-share increased in comparison to the previous year.

<sup>3</sup> € 60 for each tenth percentage point by which the Group's earnings-per-share increased over the past three years.

The table below illustrates the range of potential basic remuneration where zero and maximum variable payout is achieved for different Supervisory Board Member positions.

Remuneration component	Chairperson € thou	Deputy Chairperson € thou	Regular member € thou
Fixed remuneration	100	75	50
Range of short-term variable remuneration	0 – 48	0 – 36	0 – 24
Range of long-term variable remuneration	0 – 48	0 – 36	0 – 24
Range of total basic remuneration	100 – 196	75 – 147	50 – 98

### Committee-related remuneration

The Chairpersons and members of Supervisory Board committees receive additional committee-related remuneration. For the majority of committees, the committee-related fees are based on a percentage of the basic remuneration received by a regular member in the calendar year and reflect the performance outcome in the variable remuneration component.

The committee-related fees are determined as follows:

Roles and committee membership	Committee related remuneration
Chairpersons of the Personnel Committee, Standing Committee and Risk Committee	50% of the basic remuneration max.: € thou 49
Members of the Personnel Committee, Standing Committee and Risk Committee	25% of the basic remuneration max.: € thou 24.5
Chairperson of the Audit Committee	€ thou 45
Members of the Audit Committee	€ thou 30
Members of the Nomination Committee	€ 0

### Caps

There is a cap on the total remuneration (basic remuneration and committee-related remuneration, excluding attendance fees) of each member of the Supervisory Board. The maximum for the Chairman of the Supervisory Board is 300% of the basic remuneration of a regular member, i. e. € 294 thousand, and for the other members of the Supervisory Board the maximum is 200% of the basic remuneration, i. e. € 196 thousand.

### Attendance fees

In addition, members of the Supervisory Board receive a € 500 attendance fee for each Supervisory Board or committee meeting that they attend in person. This sum remains unchanged if several meetings occur on one day or when various meetings are held on consecutive days.

### Remuneration for 2010

The relevant performance measure determining the Supervisory Board's variable remuneration is growth in the Group's earnings-per-share (EPS). EPS for 2010 amounted to € 11.20. The Group's earnings-per-share growth in 2010 compared to 2009 and 2007 were 20.04% and 0.00% respectively. Taking into account the initial hurdle of € 5 for calculation purposes, the short-term variable award is 100% of the maximum and the long-term variable award is 0% of the maximum.

The table below provides an overview of the basic remuneration for different Supervisory Board positions in 2010. The detailed individual result for each member is in the table which follows.

Remuneration component		Chairperson	Deputy Chairperson	Regular member
		€ thou	€ thou	€ thou
Fixed remuneration	2010	100	75	50
	2009	100	75	50
Short-term variable remuneration	2010	48	36	24
	2009	48	36	24
Long-term variable remuneration	2010	0	0	0
	2009	0	0	0
Total basic remuneration	2010	148	111	74
	2009	148	111	74

The total remuneration for the Supervisory Board Members, including attendance fees, amounted to € 1,463 thousand in 2010, compared to € 1,491 thousand in 2009. Accordingly, the average annual remuneration for the Supervisory Board Members decreased to € 122 thousand (2009: € 123 thousand). Also for 2009, no long-term variable remuneration was awarded.

The following table shows the individual remuneration for 2010 and 2009:

Members of the Supervisory Board	AC <sup>1</sup>	NC <sup>2</sup>	PC <sup>3</sup>	RC <sup>4</sup>	SC <sup>5</sup>		Fixed remuneration	Short-term variable remuneration	Long-term variable remuneration	Committee remuneration	Attendance fees	Total remuneration (after cap)
							€ thou	€ thou	€ thou	€ thou	€ thou	€ thou
Dr. Henning Schulte-Noelle (Chairman)	M	C	C	C	C	2010	100.0	48.0	0.0	141.0	3.5	225.5 <sup>6</sup>
						2009	100.0	48.0	0.0	111.0	2.5	224.5 <sup>7</sup>
Dr. Gerhard Cromme (Deputy Chairman)		M	M		M	2010	75.0	36.0	0.0	37.0	2.5	150.5
						2009	75.0	36.0	0.0	37.0	2.0	150.0
Rolf Zimmermann (Deputy Chairman)			M		M	2010	75.0	36.0	0.0	37.0	2.5	150.5
						2009	70.8	34.0	0.0	35.5	2.5	142.8
Dr. Wulf H. Bernotat	C				M	2010	50.0	24.0	0.0	63.5	4.0	141.5
						2009	50.0	24.0	0.0	48.5	2.0	124.5
Jean-Jacques Cette	M					2010	50.0	24.0	0.0	30.0	3.0	107.0
						2009	50.0	24.0	0.0	30.0	3.5	107.5
Karl Grimm					M	2010	50.0	24.0	0.0	18.5	2.5	95.0
						2009	50.0	24.0	0.0	17.0	1.5	92.5
Godfrey Robert Hayward				M		2010	50.0	24.0	0.0	18.5	2.5	95.0
						2009	50.0	24.0	0.0	18.5	2.0	94.5
Prof. Dr. Renate Köcher		M		M		2010	50.0	24.0	0.0	18.5	2.0	94.5
						2009	50.0	24.0	0.0	18.5	2.0	94.5
Peter Kossubek				M		2010	50.0	24.0	0.0	18.5	2.5	95.0
						2009	50.0	24.0	0.0	18.5	2.0	94.5
Igor Landau	M					2010	50.0	24.0	0.0	30.0	2.5	106.5
						2009	50.0	24.0	0.0	30.0	2.5	106.5
Jörg Reinbrecht	M					2010	50.0	24.0	0.0	30.0	3.5	107.5
						2009	50.0	24.0	0.0	30.0	2.5	106.5
Peter D. Sutherland				M		2010	50.0	24.0	0.0	18.5	2.0	94.5
						2009	—	—	—	—	—	—
<b>Total</b>						2010	<b>700.0</b>	<b>336.0</b>	<b>0.0</b>	<b>461.0</b>	<b>33.0</b>	<b>1,463.0</b>
						2009 <sup>8</sup>	<b>702.1</b>	<b>337.0</b>	<b>0.0</b>	<b>461.0</b>	<b>28.0</b>	<b>1,491.1</b>

Legend: C = Chairperson of the respective committee, M = Member of the respective committee.

1 Audit Committee.

2 Nomination Committee.

3 Personnel Committee.

4 Risk Committee.

5 Standing Committee.

6 Total remuneration (excluding attendance fees) is capped at € 222 thou (for the Chairperson, the limit is three times the 2010 actual basic remuneration).

7 Total remuneration (excluding attendance fees) was capped at € 222 thou (for the Chairperson, the limit was three times the 2009 actual basic remuneration).

8 The total remuneration reflects the remuneration of the full Supervisory Board in the respective year.

### Loans to members of the Supervisory Board

On December 31, 2010, there were no outstanding loans granted by Allianz Group companies to members of the Supervisory Board of Allianz SE.

### Outlook for 2011

The Board of Management and Supervisory Board have decided to propose a new remuneration structure at the Annual General Meeting 2011 which will comprise fixed remuneration only. The variable components will be eliminated. In addition, committee remuneration shall be further aligned to the increased scope of responsibilities and actual workload. However, in general, the proposed remuneration level is not expected to exceed the current target levels.

A regular Supervisory Board Member shall receive a fixed remuneration of € 100 thousand per year, a deputy Chairperson shall receive € 150 thousand and the Chairperson € 200 thousand. The additional committee related remuneration is listed below.

Roles and committee membership	Committee related remuneration
Chairpersons of the Personnel Committee, Standing Committee and Risk Committee	€ thou 40
Members of the Personnel Committee, Standing Committee and Risk Committee	€ thou 20
Chairperson of the Audit Committee	€ thou 80
Members of the Audit Committee	€ thou 40
Members of the Nomination Committee	€ thou 0

The new remuneration structure – subject to approval by the Annual General Meeting and its registration with the commercial register – shall come into effect for the business year 2011. As the current German Corporate Governance Code recommends a variable remuneration component for the Supervisory Board, the company is planning to deviate from this recommendation in the future. The reason for such deviation is the belief that a fair, fixed remuneration is more suitable to the control function of the Supervisory Board. The Supervisory Board discussed the changes to the remuneration structure in its September 2010 and December 2010 meetings based on a proposal from the Personnel Committee and following a review of, and advice on, remuneration levels and practices by Kienbaum Management Consultants.