

DZ BANK Capital Funding Trust II

Wilmington, State of Delaware, United States of America

Management Report of Financial Year 2012

Substantial Business Transactions

Important events which could influence the position of DZ BANK Capital Funding Trust II and DZ BANK Capital Funding LLC II as its subsidiary (collectively, the "Company") have not occurred until preparation of the Financial Report.

Financial Position and Financial Performance

The assets of the Company in the amount of TEUR 500,997 (2011: TEUR 501,706) consist of the Subordinated Note Receivable from DZ BANK AG in the amount of TEUR 500,003 (2011: TEUR 500,003), and accrued interest on the Subordinated Note Receivable in the amount of TEUR 994 (2011: TEUR 1,703).

The Financial Performance of the fiscal year consists of Interest Income on the Subordinated Note Receivable from DZ BANK AG and shows a net income amounting to TEUR 11,876 (2011: TEUR 14,801).

At the same time an amount of TEUR 12,585 (2011: TEUR 14,565) was passed through in the form of Trust capital payments for the Trust Preferred Securities to the owners of the Trust Preferred Securities.

Risk Report

Credit Risk

The Company is solely focused on passing through the interest payments, which have been received from DZ BANK AG, to the owners of Trust Preferred Securities in the form of Trust capital payments. Therefore the financial performance of the Company depends on the interest payments of DZ BANK AG, whereby the assignment for passing through the interest payments to the owners of Trust Preferred Securities depends amongst others on certain tests in relation to the financial position of DZ BANK AG and DZ BANK Group.

The Trust commenced operations concurrent with the offering of 500,000 non-cumulative Trust Preferred Securities to various institutional buyers. The entire capital was used to acquire Class B Preferred Securities issued by DZ BANK Capital Funding LLC II which in turn used the proceeds to acquire subordinated notes issued by DZ BANK AG.

The LLC Class B Preferred Securities were redeemable at the option of DZ BANK Capital Funding LLC II, in whole but not in part, on the Initial Redemption Date on November 22, 2011. DZ BANK Capital Funding LLC II did not make use of this option, but has still the option to redeem the Class B Preferred Securities, in whole but not in part, on any payment date thereafter.

Subject to the provisions contained in the Trust Agreement, upon redemption of the LLC Class B Preferred Securities, the Trust shall apply the Redemption Amount received in connection therewith to redeem pro rata the Trust Common Security and the Trust Preferred Securities. The Trust Preferred Securities will not have any scheduled maturity date and will not be redeemable at any time at the option of the holders thereof.

Accounting risks

Primary goal of the external accounting of the Company is the appropriate and timely provision of information for addressees of the financial statements and the management report. Therewith connected is the ambition to assure the correctness of the external accounting and for this reason to avoid the violation of accounting norms which could lead to false information of the addressees or cause controlling errors.

As the Regular Trustees of DZ BANK Capital Funding Trust II are employees of DZ BANK AG the regulation, monitoring, and control of the accounting is implemented into the general risk management system of DZ BANK AG. With regard to the financial statements and the management reporting the accounting related risk management aims to avoid or reduce identified and valued operational risks. In this regard the activities of the employees, the implemented controls, the used technologies, and the workflows are organized in a manner to assure the compliance with the applicable statutory provisions.

The relevant methods which are used to prepare the financial statements are specified in an organization manual and are updated regularly.

Furthermore the established processes are reviewed continuously and if necessary adjusted with regard to new circumstances as well as modified statutory provisions. To ensure and enhance the quality of the accounting the employees assigned to the reporting process are trained regarding statutory provisions and IT-systems in use.

The correctness of the form and content as well as the consistent application of the instructions and rules by the employees involved in the accounting process are audited by an audit company within the scope of the statutory audit.

Forecast of the Financial Year 2013

The result of the financial year 2013 of the Company is expected to be positive. It is assumed that in 2013 the Company will continue to pass through the interest payments received from DZ BANK AG to the owners of Trust Preferred Securities as DZ BANK AG and DZ BANK Group is expected to show positive results.