

**DECLARATION BY THE EXECUTIVE BOARD AND SUPERVISORY BOARD OF XING AG ON THE  
RECOMMENDATIONS OF THE "GOVERNMENT COMMISSION CORPORATE GOVERNANCE CODE"  
PURSUANT TO ARTICLE 161 OF THE STOCK CORPORATION ACT (AKTG)**

The Executive Board and Supervisory Board herewith declare that since the last declaration of compliance was submitted, XING AG has complied and will comply with the recommendations of the "Government Commission Corporate Governance Code" in the version dated 15 May 2012 and, after becoming effective, in the version dated 13 May 2013 (the "**Code**"), with the following exceptions:

**3.8 (3) - D&O insurance deductible for Supervisory Board members**

XING AG has taken out a D&O insurance for its Supervisory Board that does not include a deductible. The Executive Board and Supervisory Board take the view that a D&O insurance deductible does not constitute an adequate means of achieving the Code's objectives. Deductibles of this kind are usually insured by the Executive members themselves, so that the actual purpose of the deductible is nullified.

**4.2.3 (2) Compensation cap for Executive Board members**

As set out in the newly drafted point 4.2.3 (2) sentence 6 of the Code, the amount of compensation for Executive Board members shall be capped, both overall and for individual compensation components. This recommendation could not be applied to those Executive Board contracts already existing at the time this amended Code recommendation came into effect. The Supervisory Board has again reviewed the existing Executive Board contracts in terms of overall and individual compensation components following the introduction of the newly drafted point 4.2.3 (2) sentence 6 of the Code and reflected on the impact of both overall and individual compensation components. The Supervisory Board's renewed review ensures compliance with this Code requirement. In view of this, the Supervisory Board has opted not to amend the Executive Board's existing contracts. In the event of any upcoming extensions to or revisions of existing Executive Board contracts, the Supervisory Board intends to introduce caps so that, over time, the Company will follow the recommendations of the newly drafted point 4.2.3 (2) sentence 6 of the Code.

**5.3.3 - Formation of Supervisory Board committees**

In derogation to the recommendation in point 5.3.3 of the Code, the Supervisory Board did not form a permanent Nomination Committee as it considers such not to be of any benefit in terms of increasing the efficiency of the Supervisory Board's work. The Supervisory Board therefore considers it more useful to form a Nomination Committee for the Company as and when necessary.

#### **5.4.1 (2) and (3) - Composition of the Supervisory Board**

The Supervisory Board has not specified concrete objectives regarding its composition which, whilst considering the specifics of the enterprise, take into account the international activities of the enterprise, potential conflicts of interest, an age limit to be specified for the members of the Supervisory Board and diversity. These concrete objectives shall, in particular, stipulate an appropriate degree of female representation (point 5.4.1 (2) of the Code). Should the objectives of point 5.4.1 (2) of the Code not be specified, they will not be taken into consideration when nominating suitable Supervisory Board candidates and the objectives and status of implementation will not be published in the Corporate Governance report (point 5.4.1 (3) of the Code). In the past, the Supervisory Board has already taken expertise into consideration along with an age limit, internationality, potential conflicts of interest, and diversity, and intends to do so in future.

#### **5.4.6 (1) and (2) - Compensation of Supervisory Board members**

The Vice Chairman of the Supervisory Board and the Chairman as well as members of committees have not been and are currently not considered individually with regard to compensation of Supervisory Board members. Given the required representation effort based on past experience and since the received basic compensation is quite commensurate, both the Executive Board and Supervisory Board believe separate compensation to be unnecessary. The Executive Board and Supervisory Board will however check whether a proposal for separate compensation for chairing permanent Supervisory Board committees should be put forward at the next Annual General Meeting.

Hamburg, February 2014

The Supervisory Board

The Executive Board