

**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 24 June 2014 and, after becoming effective, in the version dated 5 May 2015 (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 prior to their expiry. In the event of any extensions to existing Executive Board contracts during the reporting period, the new Code recommendation has been applied and corresponding caps were introduced for the respective compensation components. In the event of any other upcoming extensions to or revisions of existing Executive Board contracts, the Supervisory Board also 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, the number of independent Supervisory Board members in the sense of point 5.4.2, an age limit to be specified for the members of the Supervisory Board, a maximum tenure to be specified for members of the Supervisory Board and diversity. These concrete objectives shall, in particular, stipulate an appropriate degree of female representation as long as the Code recommended this separately. 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, the number of independent Supervisory Board members and diversity, and intends to do so in future.

5.4.6 (1) - Compensation of Supervisory Board members

The Vice Chairman of the Supervisory Board and members of committees have not been and are not considered individually with regard to compensation of Supervisory Board members. It is however intended to propose an amendment to the 2016 Annual General Meeting which financially accounts for membership in and for chairing committees. As the number of occasions on which the Vice Chairman has represented the Chairman have been very few in the past, and since the received basic compensation is quite commensurate, both the Executive Board and Supervisory Board believe separate compensation for the Vice Chairman to be unnecessary.

Hamburg, February 2016

The Supervisory Board

The Executive Board