

**UPDATE TO THE  
DECLARATION OF 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)**

In addition to its latest declaration of conformity in February 2014, the Executive Board and Supervisory Board declare that since 22 May 2014, XING AG has not complied with Section 4.2.3 (2) sentence 8 of the German Corporate Governance Code ("Code") in the version dated 13 May 2013, with regard to the following:

Pursuant to Section 4.2.3 (2) sentence 8 of the Code, there should be no subsequent amendments to the performance targets or parameters for determining the variable components of the Executive Board's compensation. Due to a revised interpretation of the applicable IFRS standards, earn-outs are not accounted for as acquisition costs, but as personnel expenses which have a negative impact on earnings. The Company's 2013 Annual Report, which was published on 27 March 2014, therefore contained an amendment as to how it reported the kununu GmbH acquisition in 2013. This amendment, for which the Executive Board is not responsible, is not based on any changes to business operations, and has no impact on the Company's liquidity and cash flow. It does, however, impact the Group's EBITDA for 2013 and 2014 and, with it, the target parameters for the Executive Board's short-term and long-term variable compensation. Had the auditors informed the Executive Board and Supervisory Board as to how the kununu earn-outs should be correctly reported, this would have been taken into account when determining the EBITDA target parameters for the Executive Board's short-term and long-term variable compensation for 2013 and 2014.

The Supervisory Board considers it appropriate and in the Company's interest to provide the members of the Executive Board with fair, long-term incentives. It would negate this notion to pass this non-operating effect, for which the Executive Board is not responsible, onto the Executive Board's variable compensation. At its meeting on 22 May 2014, the Supervisory Board – with reference to a legal statement from a major German law firm – unanimously agreed to discount the effects arising from the amendment to the kununu earn-outs when determining the EBITDA target achievement level for the Executive Board's short-term and long-term variable compensation for 2013 and 2014. Pursuant to Section 4.2.3 (2) sentence 8 of the Code, this is not a "subsequent amendment to the performance targets or comparison parameters for variable components of the Executive Board's compensation". The clause in the Executive Board contracts legally provides for an amendment to the targets, but also gives the Supervisory Board scope for discretion. However, applying discretion in the form of discounting could be considered as a subsequent amendment, which is why the Executive Board and Supervisory Board, by way of precaution and for the sake of transparency, are declaring a deviation from the Code recommendation set out in Section 4.2.3 (2), sentence 8.

For the remainder, the declaration of conformity published in February 2014 shall continue to apply with the deviations from the individual code recommendations set out therein. Since the Company's Annual General Meeting held on 23 May 2014, the Company now also follows the Code recommendation in Section 5.4.6 (1) regarding separate compensation for chairing (permanent) Supervisory Board committees, as said persons now receive separate compensation.

Hamburg, May 2014

The Supervisory Board

The Executive Board