

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

In addition to its latest declaration of conformity in February 2013, the Executive Board and Supervisory Board declare that since the 24th of May 2013, the date of this year's Annual General Meeting and constituent meeting of the Supervisory Board, newly appointed during supplementary elections, XING AG has complied and will comply with the recommendations in point 5.2 (2) of the Commission of the German Corporate Governance Code in the version dated the 15th of May 2012 ("Code").

Contrary to the recommendation in point 5.2 (2) of the Code, the former Chairman of the Supervisory Board, Dr. Neil Sunderland, was also Chairman of the Audit Committee until the end of the Annual General Meeting. As a result of electing new members to the Supervisory Board, the members of the Audit Committee were changed, thus fully incorporating the recommendation in point 5.2 (2) of the Code.

By way of derogation from the recommendation in point 5.3.3 of the Code, the Supervisory Board did not create a permanent Nomination Committee during its constituent meeting 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 create a Nomination Committee for the Company as and when necessary.

For the remainder, the declaration of conformity published in February 2013 with its substantiated deviations regarding individual recommendations of the Commission of the German Corporate Governance Code shall continue to apply unchanged.

Hamburg, June 2013

The Supervisory Board

The Executive Board