

**Declaration by the Executive Board and the Supervisory Board of  
XING AG  
on the recommendations of the  
"Commission on the German Corporate Governance Code"  
pursuant to Article 161 of the German Stock Corporation Act (AktG)**

Since filing the last declaration of compliance in February 2008, XING AG complies with the conduct recommendations by the "Commission on the German Corporate Governance Code" in the versions of June 14, 2007 and June 6, 2008 since their date of validity, with the following exceptions:

**3.8 Par. 2 - D&O insurance deductible**

XING AG has taken out a D&O insurance for its executive bodies that does not include a deductible. The Management 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 Management Board and Supervisory Board members themselves, so that the actual purpose of the deductible is nullified.

**4.2.3 Par. 3 - Compensation of Executive Board members**

XING AG does not fully comply with the code regarding the structure of stock options and comparable financial instruments. A cap in the event of exceptional and unforeseen developments was not included in the share option program of 2006, and is not included in the share option program of 2008.

**4.2.3 Par. 4 and 5 - Settlement cap for Executive Board members**

The code stipulates that contracts for Executive Board members should specify that settlement payments including bonuses to Board members in the event of a premature cessation of duties be capped at a maximum amount of twice the annual remuneration to said Executive Board member, except in cases of good cause (settlement cap), and that said payments be made for a term equal or lesser to the remaining term of contract. XING AG did not agree upon a settlement cap in its Executive Board contract. XING AG takes the view that a settlement cap of this sort is at odds with the basic understanding of a regular Executive Board contract, which has been agreed upon for the duration of the term and cannot be terminated without good cause. Furthermore in practice, a settlement limitation in the event of premature cessation of Executive Board duties without good cause is not enforceable. In the event of an amicable termination, XING AG will endeavor to accommodate the spirit of the code's recommendation.

Furthermore, the code stipulates that a settlement due to premature cessation of Executive Board duties due to a change of control not exceed three times the annual remuneration. One current Executive Board contract stipulates that in the event of a change of control under certain conditions, remuneration be paid at the contractual amount for the remainder of the term of contract or at least for a term of 1.5 years, whichever is greater. The same Executive Board contract as well as a second contract stipulates that in the event of a change of control, a cash payment be made to the Board member at the amount of issued but not yet exercised stock options. In individual cases, these agreements could lead to exceedance of the recommended settlement cap.

**5.1.2 Par. 2 - Age limit set for members of the Executive Board**

Since March 25, 2008, an age limit is set for Executive Board members in the Supervisory Board bylaws. Members of the Executive Board should be so elected or replaced such that Executive Board members do not reach 65 years of age while serving on the Board.

**5.3.3 - Formation of a nominating committee**

The Supervisory Board formed a nominating committee on March 25, 2008.

#### **5.4.1 – Age limit set for members of the Supervisory Board**

Since March 25. 2008, an age limit is set for Supervisory Board members in the Supervisory Board by-laws. In general, members of the Supervisory Board should not be older than 75 years of age.

#### **5.4.6 (5.4.7 o.V.) Par. 2 – Remuneration of Supervisory Board members**

Remuneration of Supervisory Board members has not and does not contain performance-related compensation components. In the interest of insuring the necessary independent functions of the Supervisory Board, neither the Executive nor Supervisory Board wishes to provide financial incentives for short-term success of the Company.

Hamburg, February 2009

Supervisory Board

Executive Board