

YAHOO! INC.

**CHARTER OF THE
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS**

AS OF APRIL 14, 2011

I. PURPOSE OF THE COMMITTEE

The purposes of the Nominating and Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of Yahoo! Inc. (the "Company") shall be to recommend to the Board individuals qualified to serve as directors of the Company and on committees of the Board; to advise the Board with respect to the Board's composition, procedures and committees; to develop and recommend to the Board a set of corporate governance principles applicable to the Company; and to oversee the evaluation of the Board. The Committee shall report to the Board on a regular basis and not less than twice per year.

This Charter is intended as a component of the flexible governance framework within which the Board, assisted by its committees, directs the affairs of the Company. While it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Company's Certificate of Incorporation and Bylaws, it is not intended to establish by its own force any legally binding obligations.

II. COMPOSITION OF THE COMMITTEE

The Committee shall be comprised of three or more directors each of whom has been affirmatively determined in the business judgment of the Board to qualify as an independent director ("Independent Director") under (a) the rules of The NASDAQ Stock Market LLC ("Applicable Listing Rules") and (b) the Company's Corporate Governance Guidelines. The Committee should include the chair of the Compensation and Leadership Development Committee. The members of the Committee will be appointed by and serve at the pleasure of the Board.

Vacancies on the Committee shall be filled by majority vote of the Board at the next meeting of the Board following the occurrence of the vacancy or by written consent of the Board of Directors. No member of the Committee shall be removed except by majority vote of the Board.

III. MEETINGS AND PROCEDURES OF THE COMMITTEE

The Committee may fix its own rules of procedure, which shall be consistent with the Bylaws of the Company and this Charter. The Committee shall meet at least two times annually or more frequently as circumstances or such rules of procedure as it may

adopt require. The Board may designate one member of the Committee as its Chairperson and in the absence of any such designation by the Board, the Committee shall designate by majority vote of the full Committee one member of the Committee as the Committee's Chairperson. A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum.

The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests.

The Committee shall regularly report to the Board on Committee findings, recommendations and other matters the Committee deems appropriate or the Board requests. The Committee shall keep written minutes of its meetings, which minutes shall be maintained with the books and records of the Company.

IV. DUTIES OF THE COMMITTEE

A. Board Candidates and Nominees

The Committee shall have the following goals and responsibilities with respect to Board candidates and nominees:

(a) To establish procedures for evaluating the suitability of potential director nominees.

(b) To identify, screen and recommend to the Board the director nominees for election by the stockholders or appointment by the Board, as the case may be, pursuant to the Bylaws of the Company, which recommendations shall be consistent with the Board's criteria for selecting new directors as set forth in the Guidelines. Such criteria shall include the possession of such knowledge, experience, skills, expertise, integrity, diversity, ability to make independent analytical inquiries, and understanding of the Company's business environment, as may enhance the Board's ability to manage and direct the affairs and business of the Company, including, when applicable, as may enhance the ability of committees of the Board to fulfill their duties. The Committee shall be responsible for assessing the appropriate balance of criteria required of Board members. The Committee shall also take into account, as applicable, the satisfaction of any independence requirements imposed by law, regulation and the Applicable Listing Rules and the Guidelines, and any considerations specified in the Guidelines concerning service by a director nominee on other public company boards or committees. The Committee shall also consider advice and recommendations for candidates from stockholders, management and others as it deems appropriate. The Committee shall also

be responsible for adopting and reviewing policies and procedures relating to the consideration of Board nominee candidates recommended by stockholders.

(c) To review the suitability for continued service as a director of each Board member in connection with the annual recommendation for nomination of directors for re-election to the board or when he or she submits his or her offer to resign as required by the Guidelines or otherwise, and to recommend whether or not the director should be re-nominated or continue to serve on the Board, as applicable.

B. Board Composition and Procedures

The Committee shall have the following goals and responsibilities with respect to the composition and procedures of the Board as a whole:

(a) To review annually with the Board the composition of the Board as a whole and to recommend, if necessary, measures to be taken so that the Board (i) reflects the appropriate balance of knowledge, experience, skills, expertise and diversity required for the Board as a whole and (ii) contains at least the minimum number of Independent Directors required by the Applicable Listing Rules or such greater number or percentage of Independent Directors as the Committee may, from time to time, recommend to the Board is, in the Committee's judgment, appropriate for the Board. The Committee shall also consider the issue of continuing director tenure and take steps as may be appropriate to ensure that the Board maintains openness to new ideas.

(b) To review periodically the size of the Board and to recommend to the Board any appropriate changes.

(c) To promptly assess the appropriateness of a director nominee who does not receive a "majority of votes cast" (as defined in the Company's Bylaws) at an election of directors continuing to serve as a director and recommend to the Board the action to be taken with respect to any letter of resignation submitted by such director as required by the Guidelines.

(d) To review the Board's leadership structure in light of the specific characteristics of the Company and recommend any changes to the Board for approval, and discuss the effect on the Board's leadership structure of the Board's role in risk oversight of the Company.

(e) To make recommendations on the frequency and structure of Board meetings.

(f) To make recommendations concerning any other aspect of the procedures of the Board that the Committee considers warranted, including but not limited to procedures with respect to the waiver by the Board of any Company rule, guideline, procedure or corporate governance principle.

C. Board Committees

The following shall be the goals and responsibilities of the Committee with respect to the committee structure of the Board:

(a) To make recommendations to the Board regarding the size and composition of each standing committee of the Board of Directors, including the identification of individuals qualified to serve as members of a standing committee, including the Committee, and to recommend to the Board individual directors to fill any vacancy that might occur on a committee, including the Committee.

(b) To monitor the functioning of the standing committees of the Board and to make recommendations for any changes, including the creation and elimination of standing committees.

(c) To review annually standing committee assignments and the policy with respect to the rotation of standing committee memberships and/or chairpersonships, and to report any recommendations to the Board.

(d) To recommend that the Board establish such special committees as may be desirable or necessary from time to time in order to address ethical, legal or other matters that may arise. The Committee's power to make such a recommendation under this Charter shall be without prejudice to the right of any other committee of the Board, or any individual director, to make such a recommendation at any time.

D. Corporate Governance

The following shall be the goals and responsibilities of the Committee with respect to corporate governance:

(a) To develop and recommend to the Board a set of corporate governance principles for the Company (the "Guidelines"), which shall be consistent with any applicable laws and regulations and the Applicable Listing Rules. At a minimum, the Guidelines shall address the following:

- i. Director qualification standards and policies regarding director tenure, retirement, removal and succession.
- ii. Director responsibilities.
- iii. Director access to management and, as necessary and appropriate, independent advisors.
- iv. Director compensation.

- v. Director orientation and continuing education.
- vi. Management succession.

(b) To review periodically, and at least annually, the Guidelines to assure that they are appropriate for the Company, and to recommend any desirable changes therein to the Board.

(c) To meet with other committees of the Board as the Committee may deem necessary or appropriate in order to evaluate and reassess the Guidelines.

(d) To consider any other corporate governance issues that may arise from time to time, and to develop appropriate recommendations for the Board.

(e) To develop and review periodically, and at least every two years, the Code of Ethics applicable to directors, officers, employees and contractors of the Company to assure that they are appropriate for the Company and comply with the requirements of the Applicable Listing Rules, and to recommend any desirable changes therein to the Board.

(f) To make recommendations, as appropriate, to the Company's directors concerning attendance at continuing educational programs as necessary to maintain the necessary level of expertise to perform their responsibilities as directors.

E. Evaluation of the Board

The Committee shall be responsible for overseeing the evaluation, and resulting recommended actions, of the Board as a whole. The Committee shall establish procedures to allow it to exercise this oversight function. These procedures shall be set forth in the Guidelines.

F. Evaluation of the Chief Executive Officer

The Committee, in coordination with the Compensation and Leadership Development Committee, shall be responsible for overseeing the performance evaluation process for the Chief Executive Officer.

G. Succession Planning

The Committee shall assist the Board in reviewing the Company's succession plan for the Chief Executive Officer. The Committee shall conduct a review, on at least an annual basis, of senior management and their succession potential to the position of Chief Executive Officer, including in the event of an unexpected emergency, along with a review of development plans recommended for such individual. The Committee shall report the summary results of this review to the Board at least annually. The Committee shall provide input on the Chief Executive Officer succession planning review to the Compensation and Leadership Development Committee for it to be taken into account in

connection with the Compensation and Leadership Development Committee's annual executive officer evaluation and compensation review.

V. EVALUATION OF THE COMMITTEE

The Committee shall, on an annual basis, evaluate its performance under this Charter. In conducting this review, the Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope. The Committee shall address all matters that the Committee considers relevant to its performance, including at least the following: the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board, the manner in which they were discussed or debated, and whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner.

The results of the evaluation shall be reported to the Board, orally or in writing, including any recommended amendments to this Charter and any recommended changes to the Company's or the Board's policies or procedures.

VI. DELEGATION OF AUTHORITY

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; *provided, however*, that no subcommittee shall consist of fewer than two members; and *provided further* that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

VII. INVESTIGATIONS AND STUDIES; OUTSIDE ADVISERS

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may retain, at the Company's expense, such independent expert advice to the extent the Committee determines to be appropriate, including retaining and terminating independent counsel or other advisers, to assist the Committee in fulfilling its duties and responsibilities. The Committee shall have the sole authority to retain or terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms, such fees to be borne by the Company.