



YAHOO! INC.

EXECUTIVE STOCK OWNERSHIP GUIDELINES

The Compensation and Leadership Development Committee of the Board of Directors (the "Compensation Committee") of Yahoo! Inc. ("Yahoo!" or the "Company") believes that, in order to further align the interests of the Company's senior executive officers and the Company's stockholders, the Company's Chief Executive Officer ("CEO"), each executive officer of the Company as such term is defined in Rule 3b-7 under the Securities Exchange Act of 1934, as amended (each, an "Executive Officer"), and each other Executive Vice President ("EVP") of the Company should have significant financial ownership of the Company's common stock.

In furtherance of this policy, the Compensation Committee adopts the following guidelines:

- (1) the CEO should own shares of the Company's common stock with a value equal to at least 6 times the CEO's annual base salary;
- (2) each Executive Officer, other than the CEO, should own shares of the Company's common stock with a value equal to at least 2.5 times the Executive Officer's annual base salary; and
- (3) each EVP who is not designated by the Board as an Executive Officer should own shares of the Company's common stock with a value equal to at least 1 times the EVP's annual base salary¹.

Unless the executive has achieved the applicable guideline level of share ownership, the executive is required to retain an amount equal to 50% of the net shares received as a result of the exercise, vesting or payment of any Yahoo! equity awards granted to the executive. An executive must continue to retain such shares for as long as the executive is subject to this policy. 'Net shares' are those shares that remain after shares are sold or withheld, as the case may be, to pay any applicable exercise price for the award and satisfy any tax obligations arising in connection with the exercise, vesting or payment of the award.

Because an executive must retain a percentage of net shares acquired from Yahoo! equity awards until the executive satisfies the specified guideline level of ownership, there is no minimum time period required to achieve the guideline level of ownership.

The Compensation Committee will evaluate whether exceptions should be made in the case of any executive who, due to his or her unique financial circumstances or other special circumstances, would incur a hardship by complying with this policy.

¹ Shares owned by the executive's spouse count toward the executive achieving the applicable level of ownership. Shares held in a trust established by the executive (and/or his or her spouse) count toward the executive achieving the applicable level of ownership if the trust is revocable by the executive (and/or his or her spouse) or is for the benefit of the executive, the executive's spouse, and/or the executive's family members. Shares of common stock subject to deferred share or stock unit awards which have vested but the payment of which is in common shares of the Company and deferred to a later date count toward the executive achieving the applicable level of ownership, but other equity awards (including outstanding stock options, whether or not vested, and other outstanding unvested awards) do not.