



Governance Guidelines for the Board of Directors

The Board of Directors (the "Board") of eBay Inc. (the "Company") has adopted these governance guidelines to assist it in following corporate practices that serve the best interests of the Company and its stockholders. The Board intends that these guidelines serve as a flexible framework within which the Board may conduct its business, not as a set of binding legal obligations. The guidelines should be interpreted in the context of all applicable laws, rules, regulations, listing standards, the Company's charter documents and other governing legal documents.

Board Composition; Selection of Directors; Policy Regarding Election of Directors

Size of the Board

The number of directors that constitutes the Board shall be fixed from time to time by a resolution adopted by the Board in conformity with the Amended and Restated Bylaws of the Company (the "Bylaws"). The Board shall periodically review its size to ensure that the current number of members most effectively supports the Company.

Composition of the Board

The Board should be composed of directors chosen on the basis of their character, integrity, judgment, skills, background and experience of particular relevance to the Company. In addition, directors should have high-level managerial experience in a relatively complex organization or be accustomed to dealing with complex problems. Directors should also represent the balanced, best interests of the stockholders as a whole rather than special interest groups or constituencies. At the same time, in addressing the overall composition of the Board, characteristics such as diversity, age, international background, and expertise should be considered as well. Each director should be an individual of the highest character and integrity, with the ability to work well with others and with sufficient time available to devote to the affairs of the Company in order to carry out the responsibilities of a director.

Guiding Principles for Board Development and Succession

Board composition should be guided by the following principles, which are focused on maintaining robust and effective governance:

- The Board should be composed of directors who are highly engaged;
- In light of the rapidly changing environment in which the Company's businesses operate, the Board should include individuals with highly relevant professional experience;
- While the Board does not have formal term limits and individual directors may serve for longer or shorter periods, the expectation is that individual directors should be prepared to serve for a period of nine to twelve years; and
- Changes in the composition of the Board over time are desirable, as the addition of new directors permits the Board to be "refreshed" over time, while respecting each individual director's professional flexibility.

Proportion of Independent Directors

The Board shall consist of at least a majority of directors who meet the criteria for independence required by applicable listing standards. The Board shall determine on an annual basis whether each director qualifies as an independent director pursuant to applicable listing standards. The Board also believes that the Chief Executive Officer should be a member of the Board and that it may be in the Company's best interest to have one or more former members of management serve as directors.

Nomination of Directors

The Corporate Governance and Nominating Committee (the "Governance Committee") is responsible for nominating individuals to present to the Board as candidates for Board membership both in connection with the Company's annual meeting of stockholders and to fill Board vacancies. The Board has delegated to the Governance Committee the screening process for identifying possible candidates.

Prior to the meeting of the Governance Committee at which nominations of candidates for the Company's annual meeting of stockholders are to be considered, the Lead Independent Director and the Chairman of the Governance Committee will meet with each director whose term of office is scheduled to expire at such annual meeting. They will discuss with each such director

whether he or she continues to meet the criteria for Board membership set forth in these Guidelines and the Governance Committee Charter, as well as whether he or she is willing to serve another term if elected, and will then report their findings to the Governance Committee. In the event that the term of office of the Lead Independent Director is scheduled to expire at such annual meeting, the Chairman of the Governance Committee will meet with him or her to discuss the matters described in this paragraph. In the event that the term of office of the Chairman of the Governance Committee is scheduled to expire at such annual meeting, the Lead Independent Director will meet with him or her to discuss the matters described in this paragraph. In the event that the Lead Independent Director is the Chairman of the Governance Committee and his or her term of office is scheduled to expire at such annual meeting, the next most senior member of the Governance Committee will meet with him or her to discuss the matters described in this paragraph.

Policy Regarding Election of Directors

The Board expects each incumbent director who is nominated for re-election to the Board to resign from the Board if he or she fails to receive the required number of votes for re-election in accordance with the Bylaws and the Board or a duly authorized committee of the Board determines to accept such resignation in accordance with the Bylaws. Accordingly, in considering whether to nominate any incumbent director for re-election, the Board shall take into account whether the incumbent director has tendered an irrevocable resignation that will be effective upon (i) the failure to receive the required vote at the next meeting at which such director faces re-election and (ii) acceptance of such resignation in accordance with the Bylaws. In addition, in considering whether to nominate an individual who is not an incumbent director for election to the Board, or to fill a director vacancy or new directorship, the Board shall take into account whether such individual has agreed to tender a resignation of the type described in the preceding sentence prior to being nominated for re-election, if applicable.

In the event an incumbent director fails to receive the required vote for re-election, the Governance Committee, or a committee of the Board consisting solely of Independent Directors that does not include such incumbent director, will determine whether to accept such director's resignation as set forth in Section 2.2(c) of the Bylaws.

Material Changes in a Director's Status

An Outside Director shall inform the Lead Independent Director and the Company's Secretary of any change in his or her principal occupation or status as a member of the board of any other public company, including retirement. An Independent Director shall inform the Lead Independent Director and the Company's Secretary of any change in circumstance that may cause his or her status as an Independent Director to change. The Governance Committee shall be advised of any such change described above, and shall make a recommendation to the Board on the continued appropriateness of Board or committee membership under these circumstances.

Outside Directorships and Positions

From time to time, members of the Board are invited to serve on boards of other public companies. Participation should be very selective. To ensure that members of the Board have the time and resources to commit to the Company's Board, it is recommended that Board members serve on four or fewer boards of publicly held companies. In the event a Board member holds a position on the Company's Audit Committee, such member may not serve on the audit committees of boards of more than two other publicly held companies unless the Board determines that such simultaneous service would not impair the ability of the individual to effectively serve on the Company's Audit Committee. Members of the Board should not serve on the board, or serve as an officer, of any company that may cause a significant conflict of interest with their service as a board member of the Company. Board members should normally avoid serving on the board, or serving as an officer, of a service provider, contractor, consultant or other party with whom the Company does a significant amount of business, particularly when such participation might create an impression of favoritism or conflict of interest. All directors shall inform the Lead Independent Director and the Company's Secretary of any activity that may rise to the level of a significant conflict of interest, such as an affiliation with a material competitor or supplier of Company. The Governance Committee shall be advised of such activity, and shall make a recommendation to the Board on the continued appropriateness of Board or committee membership under these circumstances. Board members will take any such action as the Governance Committee deems to be necessary or appropriate in order to effect the intent of this section.

Board Procedures

Selection of Chairman and Chief Executive Officer

The Board shall select and appoint the Chief Executive Officer and the Chairman of the Board.

Separation of the Positions of Chairman and Chief Executive Officer

The Board's policy is that the positions of Chairman of the Board and Chief Executive Officer should be held by separate persons as an aid in the Board's oversight of management.

Lead Independent Director

The Outside Directors shall designate an Independent Director to serve as Lead Independent Director. The Lead Independent Director shall be responsible for chairing the closed sessions of Outside Directors, for leading the Board in its review of the results of the annual self-assessment process, and for conducting meetings with existing directors whose term of office is expiring, as described above under "Nomination of Directors." The Lead Independent Director shall serve a two-year term, or until his or her resignation or the appointment by the Outside Directors of a successor.

Attendance at Board, Committee, and Annual Meetings

The Board currently has four regularly scheduled meetings each year, plus special meetings as required. Each Board member shall make every effort to attend each Board meeting, each meeting of a committee on which he or she serves, and the annual meeting of stockholders, preferably in person but in special circumstances via telephone conference call or other electronic means.

Time Commitment and Board Service

Each Board member is expected to ensure that his or her other existing and planned future commitments do not materially interfere with such member's service on the Company's Board.

Executive Sessions among Outside Directors

At least twice a year, the independent directors shall meet in executive session, at which only Outside Directors are present. The Lead Independent Director will chair these meetings.

Closed Sessions among Outside Directors

At the conclusion of every regularly scheduled Board meeting, the Outside Directors shall have the opportunity to meet separately without the other directors and management.

Conflicts of Interest

- *Director Conflicts of Interest.* On an annual basis, each Board member will complete a questionnaire that is designed to affirmatively determine independence and identify any significant conflicts of interest or potential conflicts of interest.
- *Senior Executive Conflicts of Interest.* On an annual basis, each executive officer of the Company will complete a questionnaire that is designed to identify any significant conflicts of interest or potential conflicts of interest.

Auditor Independence

The Board is responsible for making appropriate inquiries and receiving appropriate assurances necessary to assess the independence of the Company's auditors. The Board has delegated this task to the Audit Committee.

Code of Business Conduct and Ethics

The Audit Committee shall be responsible for evaluating and, if appropriate, approving any contemplated waiver of a provision of the Company's Code of Business Conduct and Ethics involving directors, executive officers and senior financial advisors as defined in the Code of Business Conduct and Ethics.

Availability of Outside Advisors

The Board and each of its Committees may retain outside advisors - legal, accounting, investment banking, and any others as the Board or such Committee deems necessary or appropriate - of its choosing at the Company's expense. Neither the Board nor any committee is required to obtain management's consent to retain outside advisors.

Access to Information and Employees

The Board shall have complete, unfettered access to any information about the Company that it deems necessary or appropriate to carry out its duties. This includes, among other things, access to the Company's employees (senior management, in particular), documents and the Company's facilities.

Governance Guidelines

The Board shall review these Guidelines at least every two years. The Board may delegate this responsibility to the Governance Committee.

Board Committees

Nature of Committees

The purpose of Board Committees is to help the Board effectively and efficiently fulfill its responsibilities, although they do not displace the oversight responsibilities of the Board as a whole. Committees will report the results of their significant activities to the full Board and make recommendations to the full Board as appropriate.

Number and Composition of Committees

The Company's Board currently has five committees: the Audit Committee; the Compensation Committee; the Corporate Governance and Nominating Committee; the Non-Officer Option Committee; and the Strategic Investment, Acquisition, and Disposition Committee. From time to time the Board may form a new committee or disband a current committee depending upon the circumstances. Committee composition shall conform to the requirements of any applicable rules and regulations, as they may be amended from time to time. Specifically, each of the Company's Audit Committee, Corporate Governance and Nominating Committee, and Compensation Committee shall consist solely of Independent Directors.

Appointment and Term of Service of Committee Members

The Governance Committee shall recommend members of the Board to serve as Committee members, who shall, if appointed by the Board, serve until their resignation or until the Board appoints a successor.

Committee Proceedings

Committee proceedings shall conform to the requirements of The Nasdaq Stock Market (or other listing standards which may be applicable) and other applicable regulations, as they may be amended from time to time. Each of the Company's Committees shall be governed by a written charter approved by the Board. All Board members are welcome to attend committee meetings. The agendas and meeting minutes of the Committees shall be shared with the full Board. Each Committee shall periodically report to the Board on significant matters discussed by such Committee.

Board Compensation

Board Compensation shall be determined by the Compensation Committee from time to time. It is appropriate for the Compensation Committee to receive, from time to time, reports on the status of Board compensation in relation to other similarly situated U.S. companies to ensure that the Company's Board compensation is appropriate and competitive.

Annual Self-Assessment

The Governance Committee shall recommend to the Board an annual self-assessment process. The self-assessment process will focus on whether the Board and its members are functioning effectively and the contribution of the Board and its members to the Company. The Lead Independent Director will lead the Board in its review of the results of the annual self-assessment process. In addition, each Committee of the Board will perform an annual self-assessment as provided for under the respective charter of each Committee.

Succession Planning

The Board recognizes the importance of effective executive leadership to eBay's success, and reviews executive succession planning at least annually. As part of this process, the Board reviews and discusses the capabilities of the Company's senior leadership, as well as succession planning and potential successors for the Company's executive officers (including the Chief Executive Officer). The process includes consideration of organizational and operational needs, competitive challenges, leadership/management potential and development, and emergency situations.

Definitions

Executive Officer

An "executive officer" means an individual who is deemed an executive officer as defined in Rule 3b-7 of the Securities Exchange Act of 1934, as amended.

Independent Director

An "Independent Director" means any director who satisfies The Nasdaq Stock Market Issuer requirements (or other listing standards which may be applicable) for independent directors, as they may be amended from time to time.

Outside Director

An "Outside Director" means any director who is not currently an employee of the Company.

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