



## Compensation Committee Charter

### Purpose

The purpose of the Compensation Committee (the "Committee") of the Board of Directors (the "Board") of eBay Inc., a Delaware corporation (the "Company"), is to, among other things, discharge the Board's responsibilities relating to the compensation of the Company's executives and to review and discuss with management the Compensation Discussion and Analysis ("CD&A") to be included in the proxy statement and annual report on Form 10-K and to prepare the Compensation Committee Report regarding the Committee's recommendation that the CD&A be included in such proxy statement and annual report, in accordance with the rules and regulations of the Securities and Exchange Commission (the "SEC").

### Composition

Each member of the Committee will be "independent" as defined under the listing standards of The Nasdaq Stock Market, a "non-employee director" within the meaning of Rule 16b-3 of the Securities Exchange Act of 1934 and an "outside director" within the meaning of Section 162(m) of the Internal Revenue Code. The members of the Committee shall be appointed by the Board based upon nominations by the Company's Corporate Governance and Nominating Committee. The members of the Committee will serve at the discretion of the Board.

The Committee shall designate one member of the Committee as its chairperson.

### Duties and Responsibilities

The operation of the Committee will be subject to the provisions of the Bylaws of the Company and the Delaware General Corporation Law, each as in effect from time to time. The following are the duties and responsibilities of the Committee and may be modified by the Board from time to time:

1. Review and approve all compensation programs applicable to executive officers of the Company, including all forms of salary paid to executive officers of the Company and the grant of all forms of bonus and equity compensation provided to the executive officers of the Company.
2. In consultation with senior management, establish, review, and evaluate the long-term strategy of employee compensation and the types of equity and other compensation plans used by the Company.
3. Review and approve corporate goals and objectives relevant to the compensation of the Company's Chief Executive Officer (the "CEO"), evaluate the performance of the CEO in light of those goals and objectives, and set the CEO's compensation level based on this evaluation. In determining the long-term incentive component of the CEO's compensation, the Committee shall consider, among other factors, the Company's performance and relative stockholder return, the value of similar incentive awards to CEOs at comparable companies, the awards given to the CEO in past years, and any other factors the Committee deems appropriate. In connection with this evaluation, the Committee may request and receive input from other non-employee Board members either formally or informally.
4. Approve any new compensation plan or any material change to an existing compensation plan whether or not subject to stockholder approval, make recommendations to the Board with respect to the Company's incentive compensation plans and equity-based plans subject to shareholder approval, oversee the activities of the individuals and committees responsible for overseeing the Company's compensation plans, and discharge any responsibilities imposed on the Committee by any of these plans.
5. In consultation with management, oversee regulatory compliance with respect to compensation matters, including overseeing the Company's policies on structuring compensation programs to preserve tax deductibility, and, as and when required, establishing performance goals and certifying that performance goals have been attained for purposes of Section 162(m) of the Internal Revenue Code.
6. Prepare and issue the evaluation required under "Committee Performance Evaluation" below.
7. Review and approve any severance or similar termination payments proposed to be made to any current or former executive officer of the Company.
8. Review and approve all compensation programs applicable to members of the Board, including all forms of cash compensation paid to members of the Board and the grant of all forms of equity compensation provided to members of the Board.
9. Review the risks associated with the Company's compensation policies and practices, including an annual review of the Company's risk assessment of its compensation policies and practices for its employees.
10. Undertake any other responsibilities expressly delegated to the Committee by the Board from time to time relating to

compensation matters.

## **Committee Performance Evaluation**

The Committee shall produce and provide to the Board on an annual basis a performance evaluation of the Committee's performance of its duties under this charter. The evaluation shall also include any recommendations to improve the charter of the Committee. The performance evaluation shall be conducted in such a manner as the Committee deems appropriate. Any member of the Committee may present the evaluation to the Board either orally or in writing.

## **Meetings**

The Committee will meet in person or telephonically at least three times per year at a time and place determined by the Committee chairperson, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its chairperson. The Committee may invite the President and Chief Executive Officer, Chairman of the Board, Secretary, Chief Financial Officer, or any other officer desired by the Committee or its chairperson to attend any meeting or meetings of the Committees, except for portions of the meetings where such presence would be inappropriate, as determined by the Committee or its chairperson. No such person may be present during any discussions and deliberations of the Committee regarding the compensation of any such person. The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.

## **Committee Reports**

The Committee shall produce the following reports and provide them to the Board:

1. After reviewing and discussing with management the CD&A, prepare the Compensation Committee Report regarding the Committee's recommendation that the CD&A be included in the Company's proxy statement and annual report on Form 10-K in accordance with applicable SEC rules and regulations.
2. An annual performance evaluation of the Committee, which evaluation must compare the performance of the Committee with the requirements of this charter.
3. A summary of the actions taken at each Committee meeting, which shall be presented to the Board at the next Board meeting.

## **Resources and Authority**

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of special counsel or other experts or consultants, as it deems appropriate, without seeking approval of the Board or management. The Committee may, at its discretion, also review the choice of any consultants or other experts recommended by management for the purpose of reviewing the Company's executive compensation. Authority to select, retain, terminate, and approve the fees and other retention terms of any compensation consultants retained to assist in the evaluation of director, CEO, or senior executive compensation shall be vested solely in the Committee.