

YAHOO! INC.

CORPORATE GOVERNANCE GUIDELINES

as of January 17, 2014

The following Corporate Governance Guidelines have been adopted by the Board of Directors (the “Board”) of Yahoo! Inc. (the “Company”), pursuant to the recommendations of the Nominating and Corporate Governance Committee, to assist the Board in the exercise of its responsibilities. These Corporate Governance Guidelines reflect the Board’s commitment to monitor the effectiveness of policy and decision making both at the Board and management level, with a view to enhancing long-term stockholder value. 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.

These Corporate Governance Guidelines are not intended to change or interpret any Federal or state law or regulation, including the General Corporation Law of the State of Delaware, or the Certificate of Incorporation or Bylaws of the Company. These Corporate Governance Guidelines are subject to modification from time to time by the Board pursuant to recommendations of the Nominating and Corporate Governance Committee.

THE BOARD

Role of Directors

The business and affairs of the Company shall be managed by or under the direction of the Board. A director is expected to spend the time and effort necessary to properly discharge such director’s responsibilities. Accordingly, a director is expected to regularly attend meetings of the Board and Committees on which such director sits, and to review prior to meetings material distributed in advance for such meetings. A director who is unable to attend a meeting (which it is understood will occur on occasion) is expected to notify the Chairman of the Board or the Chairman of the appropriate Committee in advance of such meeting.

The Board’s Goals

The Board’s goals are generally to build long-term value for the Company’s stockholders and to assure the vitality of the Company for its customers, employees and the other individuals and organizations that depend on the Company.

To achieve these goals the Board is expected to monitor both the performance of the Company (in relation to its financial objectives, major goals, strategies and competitors) and the performance of the Chief Executive Officer, and offer him or her constructive advice and feedback. The Board is also responsible for overseeing major risks facing the Company as well as the Company’s program to prevent and detect violations of law, regulation and Company policies and procedures. The Board will select, evaluate and, where appropriate or necessary, replace the Chief Executive Officer, and will, as

requested, provide input to the Chief Executive Officer with respect to the selection and evaluation of the Company's principal senior executives. As appropriate, the Board will establish Board committees to assist the Board in discharging its responsibilities.

Selection of the Chairman of the Board

The Board does not require the separation of the offices of the Chairman of the Board and the Chief Executive Officer. The Board shall be free to choose its Chairman in any way that it deems best for the Company at any given point in time. When the Chairman of the Board is not an Independent Director (as defined below), the Independent Directors will, upon the recommendation of the Nominating and Corporate Governance Committee, annually appoint from among themselves a Lead Independent Director. The Chairman of the Board or, if applicable, the Lead Independent Director will have such duties and other responsibilities as may be assigned from time to time by the Board. The current Chairman of the Board is an Independent Director and has the responsibilities set forth on **Exhibit A**.

Size of the Board

The Company's Bylaws provide that the Board shall have such number of directors as are set by resolution of the Board or the Company's stockholders. The Board shall periodically review the size of the Board, which may be increased or decreased if determined to be appropriate by the Board.

Selection of Directors; Director Succession

The Board shall be responsible for nominating members for election to the Board and for filling vacancies on the Board that may occur between annual meetings of stockholders. The Nominating and Corporate Governance Committee is responsible for identifying, screening and recommending candidates to the Board for Board membership. When formulating its Board membership recommendations, the Nominating and Corporate Governance Committee shall seek a formal recommendation from the Audit and Finance Committee with respect to any potential conflict of interest a director candidate may have and shall also consider advice and recommendations from stockholders, management and others as it deems appropriate.

The Board, with the assistance of the Nominating and Corporate Governance Committee, is responsible for overseeing director succession and shall maintain a director succession plan to address planned and unplanned vacancies to ensure the orderly succession of directors.

Each incumbent director nominee shall submit to the Board an irrevocable letter of resignation from the Board and all Committees thereof, which shall become effective if (i) such director does not receive a majority of votes cast (as defined in Section 3.3 of the Bylaws) at a meeting of the Company's stockholders where the election of directors is not contested and (ii) such resignation is accepted by the Board. The irrevocable letter of resignation submitted by each director shall be in the form prescribed by the Board and shall be delivered to the Corporate Secretary of the Company (with a copy to the

Chairman of the Board and the Chair of the Nominating and Corporate Governance Committee) prior to the mailing of the proxy statement for the first annual or special meeting of stockholders occurring after the director's appointment to the Board at which the director will be nominated for election as a director by the Board. In the event that an incumbent director does not receive a majority of votes cast at any such meeting, the Nominating and Corporate Governance Committee shall promptly assess the appropriateness of such director continuing to serve as a director and shall recommend to the Board the action to be taken with respect to such resignation. The Board will determine whether to accept or reject such resignation, or what other action should be taken, within 90 days from the date of the certification of election results. The Nominating and Corporate Governance Committee and the Board may consider any factors they deem relevant in deciding whether to accept a director's resignation. The Board's explanation of its decision shall be promptly disclosed on Form 8-K filed with the Securities and Exchange Commission. An incumbent director who does not receive a majority of votes cast at a meeting of stockholders where the election of directors is not contested shall not participate in the decision-making process of the Nominating and Corporate Governance Committee or of the Board with respect to the director's resignation. If a majority of the members of the Nominating and Corporate Governance Committee do not receive a majority of the votes cast at a meeting of the Company's stockholders where the election of directors is not contested, then the Independent Directors (as defined below) who did receive a majority vote will consider the tendered resignations. For purposes of this paragraph, "contested" shall have the same meaning set forth in Section 3.3 of the Bylaws.

Board Membership Criteria

Nominees for director shall be selected on the basis of, among other things, 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, the ability of committees of the Board to fulfill their duties, and considered in the context of an assessment of the perceived needs of the Board at that time. Nominees should also be willing to devote adequate time and effort to Board responsibilities. Exceptional candidates who do not meet all of these criteria may still be considered.

The Nominating and Corporate Governance Committee shall be responsible for assessing the appropriate balance of criteria required of Board members.

Other Company Directorships

The Nominating and Corporate Governance Committee, in making its recommendations, shall consider the number of other public company boards and other boards (or comparable governing bodies) on which a prospective nominee is a member.

Pursuant to the Company's Code of Ethics and Conflicts of Interest Policy, a director may not accept an invitation to serve on the board of directors of any for-profit entity

(including technical advisory board memberships) without first notifying the Chairman of the Board or the Chairman of the Audit and Finance Committee and receiving written approval from the Audit and Finance Committee. In addition, without specific approval from the Nominating and Corporate Governance Committee, no director or director nominee should serve on more than three public company boards and no executive officer should serve on more than two public company boards, including the Company's board (but not including any boards of entities affiliated with the Company). Directors and director nominees are also expected to limit the number of other boards, including non-profits, on which they serve in order to devote adequate time and effort to their Board responsibilities.

Additionally, the Nominating and Corporate Governance Committee shall advise the Board as to whether any member of the Audit and Finance Committee shall be permitted to serve on the audit committees of more than two other public companies, taking into account the Company's needs at such time and the qualifications and demands upon the time of such person. The Board shall thereupon determine whether such service impairs such member's ability to effectively serve on the Audit and Finance Committee.

Independence of the Board

The Board shall comprise a majority of directors who, in the business judgment of the Board, qualify as independent directors ("Independent Directors") under the listing standards of The NASDAQ Stock Market LLC ("Nasdaq") and these Corporate Governance Guidelines.

Each director's relationships with the Company (either directly or as a partner, stockholder or officer of an organization that has a relationship with the Company) shall be reviewed annually, and only those directors (i) who in the opinion of the Board have no relationship which would interfere with the exercise of independent judgment in carrying out the responsibilities of a director and (ii) who otherwise meet the requirements of the applicable listing standards will be considered Independent Directors.

Director Resignation Upon Retirement or Change in Principal Occupation, Employer, or Principal Business Affiliation

A Board member, including the Chief Executive Officer, who retires or experiences a change in his or her principal occupation, employer, or principal business affiliation from the position he or she held at the time of his or her initial election to the Board or at the time of his or her most recent selection by the Board as a director nominee for election at a meeting of the Company's stockholders, whichever is later, shall notify the Board of such retirement or change in occupation, employer, or principal business affiliation and offer his or her resignation to the Board. Such notification and offer of resignation, in substantially the form prescribed by the Board, shall be delivered to the Corporate Secretary of the Company (with a copy to the Chairman of the Board and the Chair of the Nominating and Corporate Governance Committee) as promptly as practicable following the date of such change, or earlier, if circumstances allow. The Nominating and Corporate Governance Committee shall promptly assess the appropriateness of such

director continuing to serve as a director (taking into account such factors as it deems relevant, including any input it elects to seek from the Audit and Finance Committee with respect to any potential conflict of interest) and shall recommend to the Board the actions to be taken with respect to such offer of resignation. The Board in its discretion will determine whether such member should continue to serve as a director and whether to accept or reject such resignation or what other action should be taken.

Retirement Age

The Board does not believe that a fixed retirement age for directors is appropriate.

Director Tenure

As each director is subject to election by stockholders on an annual basis, the Board does not believe that it should establish term limits.

Board Compensation

A director who is also an officer or employee of the Company shall not receive additional compensation for such service as a director.

The Company believes that compensation for non-employee directors should be competitive and should encourage increased ownership of the Company's stock through the payment of all or a portion of director compensation in Company stock, options to purchase Company stock or similar compensation.

The Compensation and Leadership Development Committee will periodically review the level and form of, and, if it deems appropriate, recommend to the Board changes in, Board compensation. From time to time, the Compensation and Leadership Development Committee may seek out or entertain reports from the staff of the Company on the status of Board compensation in relation to similarly situated companies. Such review will also include a review of both direct and indirect forms of compensation to the Company's directors, including any charitable contributions by the Company to organizations in which a director is affiliated and consulting or other similar arrangements between the Company and a director.

Director Stock Ownership

The Board believes that, in order to further align the interests of the directors and stockholders of the Company, directors should have a financial stake in the Company. In furtherance of this policy, the Board will periodically establish the appropriate value of shares of the Company's stock that each non-employee director should own.

Unless a non-employee director has achieved the required share ownership level, such director 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 director. '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.

Because non-employee directors must retain a percentage of net shares acquired from Yahoo equity awards until the director satisfies the required ownership level, there is no minimum time period required to achieve the required ownership level.

Vested but unpaid or deferred shares will count toward satisfaction of the threshold; however, vested but unexercised options do not. Shares held in a trust established by the director (and/or his or her spouse) for estate or tax planning purposes count towards the guideline if the trust is revocable by the director (and/or his or her spouse) or for the benefit of his or her family members.

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

Board Access to Management and Outside Advisers

Board members shall have access to the Company's management and, as appropriate, to the Company's outside advisers. Board members shall coordinate such access through the Chairman of the Board, and Board members will use judgment to assure that this access is not distracting to the business operations of the Company. Additionally, the Board and its Committees may retain independent outside advisers, at the expense of the Company, as they determine necessary to carry out their responsibilities.

Board Interaction with Investors, Analysts, Press and Customers

The Board believes that management should speak for the Company. Each director shall refer all inquiries from investors, analysts, the press or customers to the Chief Executive Officer or his or her designee in accordance with the Company's policies.

Communications to the Board of Directors

Stockholders and other interested parties may contact any member (or all members) of the Board (including without limitation the non-management directors as a group), any Board Committee or any Chair of any such Committee by U.S. mail or by e-mail. To communicate with the Board of Directors, any individual director or any group or Committee of directors, correspondence should be addressed to the Board of Directors or any such individual director or group or Committee of directors by either name or title. If by U.S. mail, such correspondence should be sent c/o Corporate Secretary, Yahoo! Inc., 701 First Avenue, Sunnyvale, California 94089. E-mail messages should be sent to CorporateSecretary@yahoo-inc.com.

All communications received as set forth in the preceding paragraph will be opened by the Corporate Secretary (or his or her designee) for the sole purpose of determining whether the contents represent a message to the Company's directors. The Corporate Secretary (or his or her designee) will forward copies of all correspondence that, in the opinion of the Corporate Secretary (or his or her designee), deals with the functions of the Board of Directors or its Committees or that he or she otherwise determines requires the attention of any member, group or Committee of the Board of Directors. The Corporate

Secretary (or his or her designee) will not forward junk mail, job inquiries, business solicitations, complaints by users or customers with respect to ordinary course of business customer service, offensive or otherwise inappropriate materials.

Attendance at Annual Meeting of Stockholders

It is Company policy that directors are invited and encouraged to attend the Annual Meeting of Stockholders.

Director Orientation and Continuing Education

The Company shall provide new directors with a director orientation program to familiarize such directors with, among other things, the Company's business, strategic plans, significant financial, accounting and risk management issues, compliance programs, conflicts policies, code of ethics, corporate governance guidelines, principal officers, internal auditor(s) and independent auditors. Directors may be expected, based on the recommendations of the Nominating and Corporate Governance Committee, to participate in continuing educational programs in order to maintain the necessary level of expertise to perform their responsibilities as directors.

Self-Evaluation by the Board

The Nominating and Corporate Governance Committee, together with the Chairman, will oversee an annual self-assessment of each individual director's performance, including the Chairman of the Board in that capacity, and an annual self-evaluation of the Board's performance and the performance of each Committee of the Board.

The Nominating and Corporate Governance Committee will utilize the results of this self-evaluation process to determine if the Board and its Committees are functioning effectively and in assessing and determining the characteristics and critical skills required of prospective candidates for election to the Board and making recommendations to the Board with respect to assignments of Board members to various Committees. The full Board will discuss the evaluation to determine what action, if any, would improve Board and Committee performance and whether any changes to these Corporate Governance Guidelines would be appropriate.

BOARD MEETINGS

Frequency of Meetings

There shall be at least four regularly scheduled meetings of the Board each year. At least one regularly scheduled meeting of the Board shall be held quarterly, plus special meetings as required by the needs of the Company.

Selection of Agenda Items for Board Meetings

In preparation for meetings of the Board, the Chairman (in consultation with the Chief Executive Officer, if such positions are held separately), with support from the Secretary

of the Company and such other officers as the Chief Executive Officer or Secretary shall designate, shall disseminate to directors on a timely basis briefing materials regarding matters to be included in the meeting agenda, as well as minutes from prior meetings and any written reports by Committees. Each Board member shall be free to suggest inclusion of items on the agenda as well as be free to raise at any Board meeting subjects that are not specifically on the agenda for that meeting.

Attendance of Management Personnel at Board Meetings

The Board encourages the Chief Executive Officer to bring members of management from time to time into Board meetings to (i) provide management insight into items being discussed by the Board because of management involvement in these areas; (ii) make presentations to the Board; and (iii) bring managers with significant potential into contact with the Board.

Board Materials Distributed in Advance

Information and materials that are important to the Board's understanding of the agenda items and other topics to be considered at a Board meeting should, to the extent practicable, be distributed sufficiently in advance of the meeting to permit prior review by the directors. Sensitive subject matters may be discussed at the meeting without written materials being distributed in advance or at the meeting. Similarly, matters may be discussed at a meeting called on short notice in the event of a pressing need without written material being made available.

Separate Sessions of Independent Directors

The Independent Directors of the Company shall meet in executive session without management on a regularly scheduled basis, but no less than two times a year, during regularly scheduled Board meetings. If the Chairman does not qualify as an Independent Director, the Lead Independent Director designated by the Independent Directors on the Board shall preside at such executive sessions.

COMMITTEE MATTERS

Number and Names of Board Committees

The Company shall have the following standing committees: Audit and Finance, Nominating and Corporate Governance, and Compensation and Leadership Development. The purpose and responsibilities for each of these committees shall be outlined in committee charters adopted by the Board. After consultation with the Nominating and Corporate Governance Committee, the Board may, from time to time, form a new committee, re-allocate responsibilities of one committee to another committee or disband a current committee depending on circumstances. In addition, the Board may determine to form ad hoc committees from time to time, and determine the composition and areas of competence of such committees.

Independence of Board Committees

Each of the Audit and Finance Committee, the Nominating and Corporate Governance Committee and the Compensation and Leadership Development Committee shall be composed entirely of Independent Directors satisfying applicable legal, regulatory and stock exchange requirements necessary for an assignment to any such Committee. All other standing Board Committees formed by the Board shall be chaired by Independent Directors, except where the Board, pursuant to the recommendation of the Nominating and Corporate Governance Committee, determines otherwise.

Assignment and Rotation of Committee Members

The Nominating and Corporate Governance Committee shall annually review the Committee assignments and shall consider the rotation of the Chairman and members with a view toward balancing the benefits derived from continuity against the benefits derived from the diversity of experience and viewpoints of the various directors. After consultation with the Chairman of the Board, the Nominating and Corporate Governance Committee shall make recommendations to the Board regarding the assignment of Board members to various Committees. After reviewing the Nominating and Corporate Governance Committee's recommendations, the Board shall be responsible for appointing the members to the Committees on an annual basis. The Chairman of each Committee may be appointed by the Board or the members of such Committee, as provided in the charter of such Committee.

LEADERSHIP DEVELOPMENT

Selection of the Chief Executive Officer

The Board shall be responsible for identifying potential candidates for, and selecting, the Company's Chief Executive Officer. In identifying potential candidates for, and selecting, the Company's Chief Executive Officer, the Board shall consider, among other things, a candidate's experience, understanding of the Company's business environment, leadership qualities, knowledge, skills, expertise, integrity, and reputation in the business community.

Evaluation of Chief Executive Officer

The Board is responsible for conducting or overseeing an annual evaluation of the Chief Executive Officer. The evaluation may be based on objective or subjective criteria, including performance of the business and accomplishment of operational and strategic objectives. The evaluation will be used by the Compensation and Leadership Development Committee in the course of its review of the Chief Executive Officer's compensation.

Succession Planning; Management Development

The Board will review the Company's succession planning and senior management

development on an annual basis. In conducting its review, the Board shall consider, among other factors that it deems appropriate, the Company's strategic direction, organizational and operational needs, competitive challenges, leadership/management potential and development, and emergency situations. To assist the Board with its review, the Chief Executive Officer shall provide the Board with a performance assessment 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 any development plans recommended for such individuals. In evaluating the Chief Executive Officer's potential successor, the Board may consider persons outside of the Company and engage third party consultants or search firms to assist in the succession planning process. In addition, the Compensation and Leadership Development Committee will periodically review the Company's organizational development activities in order to retain and attract top leadership talent. The Compensation and Leadership Development Committee will report the summary results of these assessments to the Board on an annual basis or more frequently if warranted.

EXHIBIT A

CHAIRMAN RESPONSIBILITIES

The Chairman of the Board is principally responsible for overseeing the operations and affairs of the Board. The Chairman is not a member of the management team or an employee of the Company and qualifies as an independent director.

Specifically, the Chairman will:

- chair all Board meetings, including requiring appropriate materials to be delivered in a timely fashion, providing adequate time for discussion of issues, and encouraging full participation and discussion by individual directors;
- preside over executive sessions of Board meetings (independent directors) and coordinate feedback to the Chief Executive Officer regarding issues discussed in executive sessions;
- in consultation with the Chief Executive Officer, other directors and the Corporate Secretary, set the Board agendas;
- in consultation with the Chief Executive Officer, other directors and the Corporate Secretary, set meeting schedules;
- call special Board and stockholder meetings as appropriate;
- in appropriate circumstances, serve as the Company's representative with stockholders and the public;
- act as a liaison between management and the Board;
- assist the Chief Executive Officer in formulating the Company's strategy and provide direction and advice to senior management;
- preside, or delegate to the Chief Executive Officer or Corporate Secretary authority to preside, at annual or special meetings of stockholders;
- together with the Nominating and Corporate Governance Committee, oversee Board committees and committee composition;
- on behalf of the Board, discuss the results of Chief Executive Officer performance evaluation with the Chief Executive Officer and discuss the expected criteria for evaluating performance for the current year;
- together with the Nominating and Corporate Governance Committee, oversee the performance evaluation of the Board;
- serve as a non-voting, ex-officio member of each of the Board's standing committees; and
- perform additional duties as requested by the Board.