

GUIDING PRINCIPLES

This Code of Conduct and Ethics provides general information about how Yahoo! Inc. (“Yahoo”) expects contractors to conduct themselves while on assignment at Yahoo. You are expected to maintain a proper standard of conduct at all times. However, any contractor who may have questions regarding workplace activities and decisions should seek advice from your employer and/or the TAPFIN Program Office at Yahoo.

1. **Confidentiality**- All non-public information about Yahoo is confidential information. Contractors who have access to confidential information about Yahoo or any other entity are not permitted to use or share that information relating to the business of Yahoo.

2. **Conflicts of Interest**- A “conflict of interest” exists when a person’s private interest interferes in any way or even appears to interfere with the interests of Yahoo. A conflict situation can arise when a contractor has interests that may make it difficult to perform his or her work objectively and effectively. Conflicts of interest may also arise when a contractor receives improper personal benefits as a result of his or her position with Yahoo. Contractors are encouraged to disclose potential conflicts with their employer and/or the TAPFIN Program Office at Yahoo when situations occur that could cause concerns about conflicts of interest. Conflicts include but are not limited to: personal relationships like hiring a related party or reporting to a related party; an outside activity (advisory roles or outside employment) that competes with Yahoo’s business; or an outside investment in a privately held competitor to Yahoo.

3. **Workplace threats and Violence**- Yahoo prohibits acts of violence and threatening behavior by or against its contractors during assigned duty times. Violations of this policy by a contractor will lead to disciplinary action by your employer that may include termination of the assignment. If you are subject to or become aware of any violent acts or threats of violence, immediately report the matter to your employer and/or the TAPFIN Program Office at Yahoo.

4. **Compliance with Laws, Rules, and Regulations**- Obeying the law, both in letter and in spirit, is the foundation on which ethical standards are built. All contractors must respect and obey the laws, rules, and regulations of the cities, states, and countries in which Yahoo operates. Although contractors are not expected to know the details of each of these laws, rules, and regulations; it is important to know enough to determine when to seek advice from your employer and/or the TAPFIN Program Office at Yahoo, or other appropriate personnel.

5. **Yahoo Code of Ethics**- In addition to the expectations outlined above, all contractors assigned to Yahoo are expected to comply with Yahoo’s Code of Ethics, which is located at: <http://investor.yahoo.net/documents.cfm> or internally at yo/codeofethics. Yahoo is committed to the highest standards of business conduct in its relationships with users, shareholders, customers, and suppliers. If you have any questions about Yahoo’s Code of Ethics or would like to report a suspected violation, please send an e-mail to eco@yahoo-inc.com. Any violation of Yahoo’s Code of Ethics may result in disciplinary action by your employer, including removal from your assignment at Yahoo.

I have reviewed and understand the contents of the Code of Conduct and Ethics for Contractors referenced therein and agree to comply with them while on assignment at Yahoo.

Signature _____ **Date** _____

Print name _____