



CHARTER OF THE COMPENSATION AND HUMAN CAPITAL COMMITTEE

- 01 PURPOSES AND POLICIES**
- 02 COMPOSITION AND ORGANIZATION**
- 03 MEETINGS**
- 04 DUTIES AND RESPONSIBILITIES**
- 05 PERFORMANCE EVALUATION**
- 06 RESOURCES AND AUTHORITY; RETENTION OF ADVISORS**
- 07 MINUTES AND REPORTS**

PURPOSES AND POLICY

The purpose of the Compensation and Human Capital 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 annual proxy statement and annual report on Form 10-K, to prepare the Compensation Committee Report regarding the Committee’s recommendation that the CD&A be included in such proxy statement and annual report on Form 10-K, in accordance with the rules and regulations of the Securities and Exchange Commission (the “SEC”), and to oversee the Company’s human capital management strategy and practices.

COMPOSITION AND ORGANIZATION

The Committee shall consist of at least two members of the Board. The Committee will be comprised solely of “independent directors,” as defined under the listing standards of The Nasdaq Stock Market (including the additional factors relevant to the determination of independence of members of compensation committees). In addition, and unless determined otherwise by the Board, each member of the Committee will be a “non-employee director” within the meaning of Rule 16b-3 of the Securities Exchange Act of 1934, as amended. The members of the Committee shall be appointed by the Board based upon nomination by the Company’s Corporate Governance and Nominating Committee. The members of the Committee will serve at the discretion

of the Board. The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee. The Committee shall designate one member of the Committee as its chairperson.

MEETINGS

The Committee will meet in person or by means of remote communication at least three times per fiscal 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 any other Board member or any Executive Officer or other employee of the Company desired by the Committee or its chairperson to attend any meeting or meetings of the Committee, 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, deliberations, or voting of the Committee regarding the compensation of any such person.

DUTIES AND RESPONSIBILITIES

The operation of the Committee will be subject to the provisions of the Bylaws of the Company, the Delaware General Corporation Law, the rules and regulations of the SEC and the listing standards of The Nasdaq Stock Market, and applicable 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 chief executive officers 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 stockholder 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, where the Committee determines to be necessary or appropriate, overseeing the Company's policies on structuring compensation programs to preserve tax deductibility.

6. Prepare and issue the evaluation required under “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 and assess whether such policies and practices encourage excessive risk-taking and evaluate policies and practices that could mitigate such risks.
10. Oversee and monitor compliance with the stock ownership guidelines applicable to the executive officers of the Company and members of the Board.
11. To the extent applicable, advise the Board on management proposals to stockholders on executive or director compensation matters, including advisory votes on executive compensation and the frequency of such votes, and proposals received from stockholders on executive or director compensation matters, and in conjunction with the Corporate Governance and Nominating Committee, the Committee shall receive periodic updates regarding management’s engagement with stockholders on executive and director compensation matters. Review the results of any such votes and stockholder engagement and consider whether to make any adjustments to the Company’s executive compensation policies and practices as a result of such votes.
12. After reviewing and discussing with management the Company’s CD&A in connection with the Company’s annual proxy statement, prepare the 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.
13. Review, approve and administer any Company compensation clawback policies, including the ability to adopt, amend and terminate such policies.
14. Oversee, in conjunction with the Board, the Company’s human capital management strategy and practices, including activities such as talent recruitment, development and retention, employee engagement, succession planning, and diversity, inclusion and belonging.
15. Undertake any other responsibilities expressly delegated to the Committee by the Board from time to time relating to compensation matters.

Through the respective committee chairs and the chair of the Board, the Committee will coordinate oversight responsibilities and other matters, as the chairs deem appropriate.

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.

RESOURCES AND AUTHORITY; RETENTION OF ADVISORS

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority, in its sole discretion, to select, retain or obtain the advice of a compensation consultant, legal counsel or other compensation advisor (a "Committee Advisor"), or terminate any such Committee Advisor, 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. The Committee shall be directly responsible for appointing, compensating and overseeing the work of any Committee Advisor retained by the Committee. The Committee shall receive appropriate funding from the Company, as determined by the Committee, for payment of reasonable compensation to any Committee Advisor retained by the Committee. Prior to selecting or receiving advice from any Committee Advisor (other than in-house legal counsel), and on an annual basis thereafter, the Committee shall comply with any applicable rules of the SEC and The Nasdaq Stock Market regarding assessing the independence of Committee Advisors.

MINUTES AND REPORTS

Minutes of each meeting will be kept and distributed to each member of the Committee, members of the Board who are not members of the Committee, and the Secretary of the Company. The Committee shall produce a summary of the actions taken at each Committee meeting, which shall be presented to the Board at the next Board meeting.

Last approved: March 24, 2025