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November 25, 2014

Sohu.com Inc.
Level 18, Sohu.com Media Plaza,
Block 3, No. 2 Kexueyuan South Road, Haidian District
Beijing 100190, People's Republic of China
Attention: Eric Yuan

Dear Mr. Yuan:

Enclosed please find my shareholder proposal for inclusion in our proxy materials for the 2015 annual meeting of shareholders and a letter of my Sohu.com shares for more than \$2000 value for longer than one year. I will continuously hold these shares until the 2015 annual meeting of shareholders.

Should you have any questions, please contact me at zhao.cpri@gmail.com or 1-925-643-5034 (phone/fax).

Yours truly,

A handwritten signature in black ink that reads "Jing Zhao". The signature is written in a cursive style with a large initial "J" and a long, sweeping underline.

Jing Zhao

Enclosure: Shareholder proposal

Jing Zhao's Sohu.com shares letter

Shareholder Proposal Recommending Declassification of the Board of Directors

RESOLVED: shareholders of Sohu.com Inc. recommend the Board of Directors take all necessary steps (other than any steps that must be taken by shareholders) to eliminate the classification of the Board of Directors and to elect all directors on an annual basis after the annual meeting in 2015. Implementation of this proposal should not prevent any director elected prior to and at the annual meeting held in 2015 from completing the term for which such director was elected.

SUPPORTING STATEMENT

Our Board is divided into two classes. This caused many corporate governance problems. For example, only one (out of six) directors attended our last annual meeting of shareholders, mainly because four directors' term expires at the 2015 annual meeting. Since 83.3% directors did not attend annual meeting of shareholders, shareholders wonder how many meetings the Board ever held annually? The Board has continuously refused or is unable to communicate with shareholders on any issue to improve corporate governance.

According to the Harvard Law School Shareholder Rights Project (<http://srp.law.harvard.edu/Template-Proposal.pdf>), declassification of the board would enable shareholders to register their views on the performance of all directors at each annual meeting. Having directors stand for elections annually makes directors accountable to shareholders, and could thereby contribute to improving performance and increasing company's value. Over the past decade many S&P 500 companies have declassified their board of directors; the number of S&P 500 companies with classified boards declined by more than 50%; and the average percentage of votes cast in favor of shareholder proposals to declassify the boards of S&P 500 companies during the period January 2010 - June 2011 exceeded 75%. The significant shareholder support for proposals to declassify boards is consistent with empirical studies reporting that classified boards could be associated with lower company valuation and worse corporate decision making.

This proposal is the same as the shareholder proposal advised by the above Harvard Project to Best Buy Co., Inc. in 2012. Best Buy's Board moved from a neutral position to a recommendation that the shareholders approve the proposal recommending declassification of the Board and reissued their statement: "The Board supports the Proposal as an additional demonstration of its commitment to strong corporate governance practices. It believes that all directors – with no exceptions – should be subject to approval by the shareholders on an annual basis." More than 98% voted for the proposal.

Especially concerning that our company operates out of the United States, please vote for this proposal to make our directors accountable to shareholders.