

1745 Copperleaf Ct  
Concord, CA 94519  
November 5, 2019

eBay Inc.  
Corporate Secretary  
2025 Hamilton Avenue, San Jose,  
California 95125

(via certified mail & [ir@ebay.com](mailto:ir@ebay.com), [mhuber@ebay.com](mailto:mhuber@ebay.com), Rome, Marc [mrome@ebay.com](mailto:mrome@ebay.com),  
Lorenz, Diana [dilorenz@ebay.com](mailto:dilorenz@ebay.com))

Re: Proposal to 2020 Stockholders Meeting

Dear Secretary:

Enclosed please find my stockholder proposal for inclusion in our company's proxy materials for the 2020 annual meeting of stockholders and a letter confirming my eBay shares. I will continuously hold these shares through the 2020 annual meeting of stockholders.

Again, I request that you provide an email to receive proposals from stockholders.

Should you have any questions, please contact me at [zhao.cpri@gmail.com](mailto:zhao.cpri@gmail.com) or 1-925-643-5034.

Yours truly,



Jing Zhao

Enclosure: Stockholder proposal  
Letter of shares

## **Stockholder Proposal on Board Structure Reform**

Resolved: stockholders recommend that eBay Inc. reform the structure of the board of directors letting the employees elect at least 20% of the board members.

### **Supporting Statement**

American corporate governance needs improvement but cannot improve without employees' participation. For example, one of the governance problems is America's ballooning executive compensation cancer, which is not sustainable for the economy.

Section 953(b) of the Dodd-Frank Act directed the SEC to amend Item 402 of Regulation S-K to require each company to disclose the annual total compensation of the CEO, the median of the annual total compensation of all employees (except the CEO), and the ratio of these two amounts (CEO pay ratio). In 2018, eBay's CEO pay ratio jumped further higher to 152 to 1 (2019 Proxy Statement p. 92) from 144 to 1 in 2017 (2018 Proxy Statement p. 86). This is against the spirit of the Congress act and the SEC regulation. Compared with big European and Japanese companies where the CEO pay ratios are less than 20 to 1, America's CEOs are overpaid too much.

Nationwide, "Median compensation for 132 chief executives of S&P 500 companies reached \$12.4 million in 2018, up from \$11.7 million for the same group in 2017, according to a Wall Street Journal analysis." (March 17, 2019). "CEOs rake in 940% more than 40 years ago, while average workers earn 12% more" (CBSNEWS August 14, 2019).

Currently eBay has 15 board members. If there are more than 3 board members being elected by and from the employees and some of them serving in the Compensation Committee, this cancer and other governance problems can be effectively healed.