

MERCADOLIBRE, INC.
Corporate Governance Guidelines

BOARD OF DIRECTORS

The members of the board of directors (the “Board”) of Mercadolibre, Inc. (the “Company”) are elected by its stockholders to oversee management and to act in the best interest of the Company and its stockholders.

ETHICAL BUSINESS PRINCIPLES

Integrity and ethical behavior are core values of the Company. The Board and employees shall reflect such principles in the conduct of business. The Board is responsible to provide the best example of these values and should reinforce their importance at appropriate times.

The Nominating and Corporate Governance Committee should review periodically the Company’s Code of Business Conduct and Ethics. The Nominating and Corporate Governance Committee is responsible for evaluating periodically the adequacy of the policies included in the Code of Business Conduct and Ethics. The Nominating and Corporate Governance Committee should have management confirm periodically that those policies are fully understood and implemented.

BOARD COMPOSITION

The Board shall consist of the number of directors as the Board may determine from time to time.

The Company shall have the number of independent directors required by the Nasdaq Stock Market, Inc. (“Nasdaq”) within the meaning of the independence standards of Nasdaq within the time requirements established by Nasdaq, all as determined by the Board. The Independence Determination Guidelines attached to these guidelines as Appendix A have been established to assist the Board in making these independence determinations.

The Board uses the definition of “independent director” under the rules and requirements of the Securities and Exchange Commission and the Nasdaq, as such may be amended from time to time. In determining independence of a director or committee member, the Corporate Governance Committee and the Board shall use the then current definitions of “independent director” set forth under the rules and requirements of the Securities and Exchange Commission and the Nasdaq as applicable to the determination at hand. The Board determines the independence of directors annually, or as more frequently as the circumstances may require, taking into account the assessment made by the Corporate Governance Committee as presented to the Board.

When an independent director no longer holds the principal position that he or she held when first elected to the Board, he or she is expected to notify the Chairman of the Nominating and Corporate Governance Committee for consideration by that committee. The Nominating and Corporate Governance Committee shall make a recommendation to the Board regarding the director’s continued service on the Board.

In considering the composition of the Board, diversity of backgrounds and expertise should be emphasized and the Nominating and Corporate Governance Committee shall consider the

average tenure of the entire Board. In addition, the Nominating and Corporate Governance Committee shall take into account the independence classification of each director under the Institutional Shareholder Services Governance Policy.

A director who serves as a chief executive officer of a publicly-traded company will not serve on more than three public company boards (including his or her own company's board) without the Nominating and Corporate Governance Committee approving such service.

A director who does not serve as a chief executive officer of a publicly-traded company will not serve on more than six public company boards without the Nominating and Corporate Governance Committee approving such service.

MEETINGS

Meetings

The Board shall have an annual meeting as soon as practicable after the adjournment of the annual meeting of stockholders. Other meetings of the Board shall be held at times fixed by resolution of the Board, or upon call of the Chief Executive Officer or a majority of the directors.

Attendance

1. Directors are expected to attempt to attend all meetings of the Board and the Board committees on which they serve, to ask questions and engage in discussion, and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities.
2. Directors are also strongly encouraged to attend each annual meeting of the Company's stockholders.
3. Attendance at meetings of the Board and of Board committees that falls below 75% shall be discussed with the Chairman of the Board to determine if excessive time conflicts are likely to continue.

The independent directors shall meet as a group in executive session at least two times a year. At these sessions the Chair shall rotate from meeting to meeting among the Chairmen of the Compensation Committee, the Audit Committee and the Nominating and Corporate Governance Committee. The independent directors have the authority to retain outside counsel and advisors.

An agenda shall be distributed before each meeting of the Board with the opportunity provided for each director to request additions to the agenda.

Meeting materials shall be delivered to each director in sufficient time in advance of each regular meeting of the Board to permit a thorough review.

RESPONSIBILITIES OF THE BOARD AND COMMITTEES

Approve major corporate decisions and oversee, develop and implement Board policies.

Review and, where appropriate, approve the Company's major financial objectives and strategic and operating plans and activities.

Periodic review (at least annually) of the Company's legal compliance programs and procedures.

Monitor and assess performance and ask appropriate questions of management to address accountability with established goals.

Stay well informed regarding the Company's businesses.

Be a partner with the Chief Executive Officer on strategic issues by advising and consulting.

Through the Audit Committee, oversee the Company's disclosure controls and procedures and internal controls over financial reporting.

Oversee the Company's program for identifying, evaluating and controlling significant risks.

Be willing to be proactive in crisis situations.

Review and approve major capital allocation recommendations of management.

Oversee financial statements through the Audit Committee.

Assume responsibility for the selection, retention and replacement of the Chief Executive Officer.

Review, evaluate the performance of, and approve compensation of executive officers through the Compensation Committee.

Establish proper governance, which includes a periodic review of the Corporate Governance Guidelines by the Nominating and Corporate Governance Committee, the consideration by such Committee of other corporate governance issues and related matters, and any resulting recommendation by such Committee as to the governance issues that should be addressed by the Board.

Recruit effective new members through the Nominating and Corporate Governance Committee.

The Board shall have three standing committees: (i) Audit, (ii) Compensation and (iii) Nominating and Corporate Governance. The responsibilities of the three committees are set forth in the Bylaws and in the committee charters. Each Committee will have a written charter that will be reviewed annually.

DIRECTOR COMPENSATION AND OWNERSHIP OF CAPITAL STOCK

Non-employee directors shall receive reasonable annual compensation, which may take the form of an annual retainer, an annual stock grant, an award of stock options and/or a fee for attendance at any Board or Committee meeting. The annual compensation shall be recommended by the Compensation Committee and reviewed and approved annually by the Board.

Board members are encouraged to own the Company's common stock.

DIRECTOR ORIENTATION

The Chairman of the Board shall have responsibility for developing an orientation program for each new director, and an ongoing education program for all directors.

BOARD CONTACTS AND ACCESS

Board members shall have access to the Company's management at all times. Directors are expected to consider whether the results of any contact with a member of management other than the Chief Executive Officer should be reported to the Chief Executive Officer.

Dealings with the press and with investors generally should be the sole province of the Chief Executive Officer and his designees. From time to time the Chief Executive Officer may request director participation.

STOCKHOLDERS ACCESS TO DIRECTORS

Stockholder Communications. Stockholders may communicate with the Board as a group and individual directors by sending written correspondence to the Chairman of the Nominating and Corporate Governance Committee at the following address: Mercadolibre, Inc., Arias 3751, 7th Floor, C1430CRG, Buenos Aires, Argentina, Attention: Corporate Secretary.

Process for Collecting and Organizing Stockholder Communications. The Chairman of the Nominating and Corporate Governance Committee and his or her duly authorized agents shall be responsible for collecting and organizing stockholder communications. Absent a conflict of interest, the Chairman of the Nominating and Corporate Governance Committee is responsible for evaluating the materiality of each stockholder communication and determining whether further distribution is appropriate, and, if so, whether to (i) the full Board, (ii) one or more Board members and/or (iii) other individuals or entities.

BOARD PERFORMANCE REVIEW

The Board shall conduct an annual review of its performance, reflecting on how the Board could have done a better job, *i.e.*, lessons learned and improvements needed by the group and, if appropriate, by individual directors.

CHIEF EXECUTIVE OFFICER PERFORMANCE REVIEW

Provide for regular oral communication from the Board members to the Chief Executive Officer regarding concerns, suggestions, needs and expectations; written communication will be provided to the Chief Executive Officer upon the request of the Board.

The Compensation Committee shall provide an annual review of the Chief Executive Officer's performance.

CHIEF EXECUTIVE OFFICER SUCCESSION

Chief Executive Officer succession planning process should include a regular (at least annual) Board review. Any review of possible internal candidates should include:

1. readiness and potential;
2. demonstrated skills and competencies;
3. needed experience and training to fill gaps; and
4. a plan for adequate exposure to Board.

APPENDIX A

Independence Determination Guidelines

“Independent Director” means a person other than an officer or employee of MercadoLibre, Inc. (“MercadoLibre”) or its subsidiaries or any other individual having a relationship, which, in the opinion of MercadoLibre’s board of directors, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. The following persons shall not be considered independent:

- (a) a director who is, or at any time during the past three years was, employed by MercadoLibre or by any parent or subsidiary of MercadoLibre;
- (b) a director who accepted or who has a Family Member who accepted any payments from MercadoLibre or any parent or subsidiary of MercadoLibre in excess of \$60,000 during the current or any of the past three fiscal years, other than the following:
 - (i) compensation for board or board committee service;
 - (ii) payments arising solely from investments in MercadoLibre’s securities;
 - (iii) compensation paid to a Family Member who is a non-executive employee of MercadoLibre or a parent or subsidiary of MercadoLibre;
 - (iv) benefits under a tax-qualified retirement plan, or non-discretionary compensation; or
 - (v) loans permitted under Section 13(k) of the Act.

provided, however, audit committee members are subject to additional, more stringent requirements under Rule 4350(d) of The Nasdaq Stock Market.

- (c) a director who is a Family Member of an individual who is, or at any time during the past three years was, employed by MercadoLibre or by any parent or subsidiary of MercadoLibre as an executive officer;
- (d) a director who is, or has a Family Member who is, a partner in, or a controlling stockholder or an executive officer of, any organization to which MercadoLibre made, or from which MercadoLibre received, payments for property or services in the current or any of the past three fiscal years that exceed 5% of the recipient’s consolidated gross revenues for that year, or \$200,000, whichever is more, other than the following:
 - (i) payments arising solely from investments in MercadoLibre’s securities; or
 - (ii) payments under non-discretionary charitable contribution matching programs.
- (e) a director of MercadoLibre who is, or has a Family Member who is, employed as an executive officer of another entity where at any time during the past three years any of

the executive officers of MercadoLibre serve on the compensation committee of such other entity; or

- (f) a director who is, or has a Family Member who is, a current partner of MercadoLibre' outside auditor, or was a partner or employee of MercadoLibre' outside auditor who worked on MercadoLibre' audit at any time during any of the past three years.

A "Family Member" is a person's spouse, parents, children and siblings, whether by blood, marriage or adoption, or anyone residing in such person's home. "Marriage" captures relationships that arise as a result of marriage, such as in-law relationships.