

ARIBA, INC.
STOCK OWNERSHIP GUIDELINES
FOR EXECUTIVE OFFICERS AND DIRECTORS

I. **Purpose**

Ariba's Stock Ownership Guidelines align the interests of executive officers and directors with the interests of stockholders and promote Ariba's commitment to sound corporate governance.

II. **Participation**

Ariba's Stock Ownership Guidelines apply to the following company leaders:

- Chief Executive Officer;
- All other Section 16 Officers; and
- Non-Management Directors.

III. **Determination of Guidelines**

Ariba's Stock Ownership Guidelines are determined as a multiple of the executive's base salary or, in the case of a Non-Management Director, a fixed number of shares of Ariba's common stock. Individual guidelines are established for each participant as follows:

- 3x annual base salary for Chief Executive Officer;
- 1x annual base salary for Section 16 Officers (other than the Chief Executive Officer); and
- 10,000 shares of Ariba's common stock for Non-Management Directors.

Section 16 Officers who become subject to the Stock Ownership Guidelines after April 26, 2007, will have their individual guideline established based upon their base salary at the time they become subject to these Stock Ownership Guidelines.

Once established, a participant's guideline generally does not change as a result of changes in his or her base salary or retainer fee or fluctuations in Ariba's common stock price. However, the Corporate Governance and Nominating Committee of the Board of Directors may, from time to time, reevaluate and revise participants' guidelines to give effect to changes in Ariba's common stock price, capitalization or changes in the participants pay grade.

IV. **Counting Shares Owned**

Stock that counts towards satisfaction of Ariba's Stock Ownership Guidelines includes:

- Shares owned outright by the participant or his or her immediate family members;
- Stock held in Ariba's 401(k) Plan;
- Restricted stock issued whether or not vested;
- Shares held in trust for the benefit of the participant or his or her immediate family; and
- Vested or unvested performance grants of stock.
- As used in these Stock Ownership Guidelines, the terms stock and shares also includes stock units.

V. **Compliance with the Guidelines**

Current participants are required to achieve the stock ownership levels immediately. Going forward, new participants will have five years from the date of their first appointment to comply. Once achieved, ownership of the guideline amount must be maintained for as long as the individual is subject to these Stock Ownership Guidelines.

VI. **Failure to Meet Ownership Requirement**

Failure to meet or to show sustained progress toward meeting the ownership guideline may result in a reduction in future long term incentive grants and also may result in a requirement to retain all stock attained through company grants of equity.

VII. **Exceptions**

These Stock Ownership Guidelines may be waived, at the discretion of Ariba's Corporate Governance and Nominating Committee, for Directors joining the Board from government, academia, or similar professions. These Stock Ownership Guidelines may also be waived for executives or directors, at the discretion of the Corporate Governance and Nominating Committee, if compliance would create severe hardship or prevent an executive or director from complying with a court order, as in the case of a divorce settlement.