



## CHARTER OF THE AUDIT & PRIVACY COMMITTEE OF THE BOARD OF DIRECTORS OF META PLATFORMS, INC.

Effective as of June 1, 2025

### I. PURPOSE

The purpose of the Audit & Privacy Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Meta Platforms, Inc. (the “**Company**”) is to assist the Board with respect to, among other things, oversight of the accounting and financial reporting processes of the Company and the audits of its financial statements, including oversight of the independence, qualifications and performance of the independent auditor, as well as oversight of product and regulatory compliance, including the comprehensive privacy program (the “**Privacy Program**”) adopted by the Company in compliance with the Federal Trade Commission’s order in FTC Docket No. C-4365 published on April 28, 2020 (the “**FTC Order**”), and assessments of the Privacy Program (each, an “**Assessment**”) by an independent, third-party assessor (the “**Assessor**”).

For the avoidance of doubt, any action that may or is to be taken by the Committee may, to the extent permitted by law or regulation, be taken directly by the Board in lieu of Committee action, except those actions that are identified in this charter as being within the sole authority of the Committee. The Committee shall coordinate its activities with other committees of the Board, as appropriate.

### II. MEMBERSHIP

The Committee will consist of three or more members of the Board, with the exact number determined by the Board from time to time. Each member of the Committee must:

- Meet the FTC Order and Nasdaq Stock Market LLC (“**Nasdaq**”) independence requirements.
- Meet financial literacy and other Nasdaq requirements relating to Audit Committee membership.
- At least one member of the Committee will be an “audit committee financial expert,” as defined in rules promulgated by the Securities and Exchange Commission (the “**SEC**”).
- In the opinion of the Compensation, Nominating & Governance Committee or any successor thereof, possess (1) the ability to understand corporate compliance and accountability programs and to read and understand data protection and privacy policies and procedures and (2) such other relevant privacy and compliance experience reasonably necessary to exercise his or her duties as a member of the Committee (the “**Privacy and Compliance Baseline Requirements**”).

All members of the Committee will be appointed by, and will serve at the discretion of, the Board; provided, however, that the Compensation, Nominating & Governance Committee or any successor thereof, shall have the sole authority to recommend the appointment of members to, or the removal of members from, the Committee, such that the Board may not approve any such appointment or removal in the absence of a recommendation to do so from the Compensation, Nominating & Governance Committee, or any successor thereof. The Board may appoint a member of the Committee to serve as its Chair; if the Board does not appoint a Chair, the Committee members may designate one.

### III. RESPONSIBILITIES AND DUTIES

The principal responsibilities and duties of the Committee in serving the purpose outlined in Section I of this charter are set forth below as a guide, with the understanding that the Committee will carry them out in an appropriate manner given the Company's needs and circumstances. The Committee may supplement them as appropriate and may establish policies and procedures from time to time that it deems necessary or advisable in fulfilling its responsibilities and duties.

1. *Appointment and Oversight of Independent Auditor.* The Committee has sole responsibility for the appointment, compensation, retention and oversight of the work of the Company's independent auditor. The independent auditor will report directly to the Committee.
2. *Auditor Independence and Qualifications.* The Committee is responsible for assessing the independent auditor's qualifications, performance and independence annually. In connection with this assessment, the Committee will review all relationships between the independent auditor and the Company, including those described in the formal written statement that the Committee obtains annually from the independent auditor under applicable requirements of the Public Company Accounting Oversight Board (the "PCAOB").
3. *Approval of Audit and Non-Audit Services.* The Committee will review the independent auditor's audit planning, scope and staffing. The Committee will also pre-approve all audit and non-audit related services provided to the Company by the independent auditor. The Committee may establish pre-approval policies and procedures, as permitted by SEC rules and applicable law.
4. *Interaction with Independent Auditor.* The Committee will:
  - a. At least once a year, obtain reports from the independent auditor that cover the firm's internal quality control procedures, any material issues found in recent quality control or regulatory or governmental reviews or investigations over the past five years, and the actions taken to address those issues. The Committee should also review and, if necessary, discuss these reports and any other required matters with the independent auditor.
  - b. Periodically consult with the independent auditor out of the presence of the Company's management regarding the Company's internal control over financial reporting, the completeness and accuracy of the Company's financial statements, any audit problems or difficulties and management's response, and any other matters that the Committee or independent auditor believes should be discussed privately with the Committee.
  - c. Review and concur with the Company's hiring of prior employees of the independent auditor who were engaged on the Company's account or otherwise.
  - d. Confirm and evaluate the rotation of the audit partners on the audit engagement team in accordance with applicable law.
5. *Financial Statements and Disclosures.* The Committee will:
  - a. Meet to review and discuss with the independent auditor and the Company's management the Company's quarterly financial statements and annual audited financial statements, including the "Management's Discussion and Analysis of



Financial Condition and Results of Operations,” and related disclosures included in the earnings releases.

- b. Be responsible for recommending to the Board whether the annual audited financial statements should be included in the Company's annual report on Form 10-K.
  - c. Cause to be prepared and review a report to the Company's stockholders for inclusion in the Company's proxy statement as required by SEC rules.
6. *Internal Audit Oversight.* The Committee will oversee the activities of the Company's internal audit function, including review of any process of appointment and/or replacement of the senior employee in charge of the internal audit function. The Committee will review any significant reports to the Company's management prepared by the internal audit function and management's responses and will periodically meet separately with the internal audit function.
7. *Significant Financial Matters Oversight.* The Committee will be responsible for oversight of significant financial matters, including the Company's tax policies, planning and compliance, treasury policies, and the status of any legal or regulatory enforcement matters that could have a significant impact on the Company's financial statements, as well as other significant financial matters that the Board may delegate to the Committee from time to time.
8. *Review of Processes, Systems, Controls and Procedures.* The Committee will periodically review and discuss with the independent auditor and the Company's management the adequacy and effectiveness of the Company's accounting and financial reporting processes, systems of internal control over financial reporting, disclosure controls and procedures, and any fraud involving management or other employees with a significant role in internal control over financial reporting. The Committee will be responsible for the resolution of disagreements between management and the auditor regarding the Company's financial reporting.
9. *Related Party Transactions.* The Committee will review and approve, in accordance with the Company's Related Party Transactions Policy, any proposed transaction between the Company and any related party, as defined by applicable law and the SEC rules.
10. *Complaints.* The Committee is responsible for establishing and overseeing procedures for the receipt, retention and treatment of complaints, including whistleblower complaints, received by the Company regarding accounting, internal accounting controls or auditing matters, and for the confidential anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters, federal securities law matters or violations of the Company's employee Code of Conduct and ethics program.
11. *Code of Conduct.* Review the Company's program designed to promote ethics and administer compliance with applicable laws and regulations, including considering and approving any amendments to the employee Code of Conduct and related policies, and consider and grant waivers, as applicable, subject to the Company's organizational documents and applicable laws and regulations.
12. *Product and Regulatory Compliance.* The Committee will oversee product compliance, including in respect of cybersecurity, generative AI, youth health and well being, and



integrity and general compliance with applicable laws and regulations. The Committee will review with management, at least annually, the Company's program for promoting and monitoring compliance with applicable legal and regulatory requirements, as well as the Company's compliance with the Digital Markets Act and with the General Data Protection Regulation and other applicable privacy and data use laws.

13. *Compliance with the Privacy Program.* The Committee will:

- a. Oversee the Privacy Program and the Company's compliance with the FTC Order.
- b. Receive, no less than annually, the written Privacy Program, and any evaluations thereof or adjustments thereto.
- c. Receive, on at least an annual basis, a review from management of the Privacy Program and any material risks to the privacy, confidentiality, and Integrity (as defined in the FTC Order) of the Covered Information (as defined in the FTC Order) and the steps the Company has taken or plans to take to monitor or mitigate such risks, including procedures and any related policies with respect to risk assessment and risk management.

14. *Selection of Designated Compliance Officer and the Assessor.* The Committee will:

- a. Approve or reject management's selection of one or more qualified employees to coordinate and be responsible for the Privacy Program (each, a "**Designated Compliance Officer**"), and make determinations as may be necessary or appropriate regarding the removal of any Designated Compliance Officer, who may be removed only by an affirmative vote of a majority of the Committee.
- b. Approve or reject management's selection of the Assessor, and make determinations as may be necessary or appropriate regarding the removal of the Assessor, who may be removed only by an affirmative vote of a majority of the Committee.
- c. Assess the Assessor's independence periodically, including reviewing all material relationships between the Assessor and the Company and receiving from the Assessor a written disclosure of all such relationships.

15. *Quarterly Meetings Diligences.* Each quarter, the Committee will:

- a. Receive a briefing from management regarding (i) the state of the Privacy Program, (ii) the Company's compliance with the FTC Order, and (iii) material risks to privacy, confidentiality, and Integrity of the Covered Information that have been discovered since the most recent meeting of the Committee or that were raised by management in a prior meeting with the Committee and continue to persist.
- b. Meet with management and the Assessor to receive the Assessor's review of (a) the ongoing assessment of the Privacy Program by the Assessor and (b) any material risks to the privacy, confidentiality and Integrity of the Covered Information that have been identified by the Assessor since the Assessor's most recent meeting with the Committee or that the Assessor raised in a prior meeting with the Committee and which continue to persist.

- c. Meet with the Assessor in executive session, together with any other non-employee directors in attendance and without management present, to discuss matters involving the Assessment or other privacy-related issues or risks, as appropriate.
16. *Biennial Assessment.* Following the conclusion of each biennial Assessment, the Committee will review with the Assessor:
- a. The Assessment;
  - b. Any material issues raised by the most recent Assessment or material unresolved issues from prior Assessments; and
  - c. In executive session, without management present, any problems or difficulties with management.
  - d. Following the review of the biennial Assessment (at either the same meeting or the following meeting), meet with management to review management's proposed remediation plans to address any issues raised in the Assessment.
17. *Other Activities.* The Committee will perform any other activities required by applicable law, rules or regulations, and take such other actions and perform and carry out any other responsibilities and duties delegated to it by the Board or as the Committee deems consistent with its purpose.

#### **IV. MISCELLANEOUS**

This charter should be carried out in accordance with and interpreted in the context of all applicable laws, regulations and listing requirements, and the Company's Certificate of Incorporation and Bylaws. Under no circumstances is this charter intended to establish by its own force any legally binding obligations.

The Committee has the authority, in its sole discretion, to retain or obtain legal counsel, consultants or advisers to assist with its work, only after considering any relevant legal or regulatory factors. The Committee has sole authority over the appointment, determination of compensation, and oversight of any legal counsel, consultants or advisers. The Company shall fund the Committee's related expenses, including the compensation of these advisers and the Company's independent auditor, as well as any ordinary administrative expenses that are necessary or appropriate in carrying out its responsibilities and duties.

The Committee will decide the frequency of its meetings and may meet in person or by means of remote communication. The Chair will set the agenda for the Committee meetings, conduct the proceedings of those meetings and periodically report to the Board on the Committee's deliberations and actions.

The Committee may from time to time, as it deems appropriate and to the extent permitted under applicable laws and regulations, form and delegate authority to subcommittees and to the officers of the Company, except with respect to the matters identified in this charter as being within the sole authority of the Committee.



The Committee will periodically evaluate its composition and performance. The Committee will also review and reassess the adequacy of this charter at least annually, and recommend to the Board any changes the Committee determines are appropriate.