



## CHARTER OF THE COMPENSATION, NOMINATING & GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS OF META PLATFORMS, INC.

Effective as of June 1, 2025

### I. PURPOSE

The purpose of the Compensation, Nominating & Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Meta Platforms, Inc. (the “**Company**”) is to assist the Board with respect to certain compensation matters, director nomination matters, related guidelines and policies and other governance matters.

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 two 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 Nasdaq Stock Market LLC (“**Nasdaq**”) independence requirements with respect to membership on a compensation committee and the independence requirements set forth in the Federal Trade Commission’s order in FTC Docket No. C-4365 published on April 28, 2020. In addition, each member of the Committee must also qualify as a “non-employee director” for purposes of Rule 16b3 under the Securities Exchange Act of 1934.

All members of the Committee will be appointed by, and will serve at the discretion of, the Board. The members may be removed by the Board at any time. 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.

The Committee will:

1. Annually review the Company’s overall compensation strategy, including base salary, incentive compensation and equity-based grants.
2. Annually review and approve the factors to be considered in determining the compensation of the Chief Executive Officer (the “**CEO**”) of the Company and the



Company's other "executive officers" as defined under Rule 3b-7 and "officers" as defined under Rule 16a-1(f) promulgated under the Securities Exchange Act of 1934, as amended ("**Exchange Act**") (collectively with the CEO, the "**Executive Officers**"), and evaluate the performance of the CEO and other Executive Officers in light of these factors. Based on this evaluation, including an evaluation of the Company's performance, the Committee will determine base salary, cash and equity incentive awards, the entry into, amendment, or extension of employment or similar agreements, the entry into, amendment, or extension of severance or change-in-control arrangements, and any other compensation matters, of the CEO and the Executive Officers. The CEO shall not be present during voting or deliberations regarding his own compensation.

3. Annually review and approve (or recommend Board approval of) all equity-based incentive compensation plans and the Company's bonus plan, or any amendments thereto, and the aggregate cash amounts and numbers of shares to be paid or reserved for issuance thereunder, consistent with the Company's compensation strategy.
4. Review and approve policies and procedures relating to perquisites and expense accounts of the CEO and other Executive Officers.
5. Oversee the administration and interpretation of the Company's cash-based and equity-based compensation plans and agreements thereunder, and in that capacity: approve equity awards to officers, employees or other service providers to the Company; amend or enter into new equity plans (subject to stockholder approval when required); determine whether awards that have performance-related criteria have been earned; authorize the repurchase of shares from terminated employees pursuant to applicable law; have the authority to correct any defect, supply any omission, or reconcile any inconsistency in any equity compensation plan, award, exercise agreement or other arrangement; have the authority to, when appropriate, modify existing equity awards (with the consent of the grantees, if required) and approve authorized exceptions to provisions of the equity plans; and administer any required or appropriate equity award timing policy.
6. Meet with the CEO annually to discuss the incentive compensation programs to be in effect for the Executive Officers and other employees of the Company or any subsidiary for such fiscal year and the basis for evaluating the performance of the CEO, the other Executive Officers and employees thereunder.
7. Administer and, as necessary, amend the Company's 401(k) plan, deferred compensation plans, health and welfare benefit plans, and severance plans (collectively, the "**Designated Plans**"), and if desired, delegate related administrative duties.
8. Annually review and assess all compensation, including the form and amount of cash-based and equity-based compensation, to be paid or awarded to the Company's non-employee directors, including compensation for service on the Board or on committees of the Board (the "**Non-Employee Director Compensation**").
9. Engage an independent compensation consultant to advise the Committee in connection with the annual review and assessment of the Non-Employee Director Compensation described above, including with respect to (a) the amount and type of



Non-Employee Director Compensation to be paid or awarded for the following year, and (b) comparative data deemed appropriate by such consultant.

10. Recommend to the Board, for determination by the Board, on the basis of the annual review and assessment of the Non-Employee Director Compensation described above, whether to make, on a prospective basis, any change in the compensation payable to the non-employee directors.
11. Review and, as necessary, amend, except as required by applicable law or regulation, the Company's guidelines with respect to stock ownership by its Executive Officers and non-employee directors (the "***Stock Ownership Guidelines***"), and oversee and determine compliance with such Stock Ownership Guidelines.
12. Review and approve policies and procedures with respect to the clawback or recoupment of compensation from the Company's current or former officers, employees, directors or other individuals who have received compensation, consistent with applicable laws and the rules of the Nasdaq.
13. Review with management the Company's major compensation-related risk exposures and the steps management has taken, or should consider taking, to monitor or mitigate such exposures.
14. Review and discuss with management the annual Compensation Discussion and Analysis ("***CD&A***") disclosure and the related tabular presentations regarding named executive officer compensation and, based on this review and discussions, recommend including the CD&A disclosure in annual public filings.
15. Prepare a report of the Committee on executive compensation to the Company's stockholders for inclusion in the annual report or the proxy statement for the Company's annual meeting in accordance with applicable rules and regulations.
16. Periodically review the Company's procedures with respect to employee loans, if applicable.
17. Review and make recommendations to the Board regarding the size, structure and composition of the Board and of the committees of the Board.
18. Review, assess, and consider the Company's policies regarding the desired knowledge, experience, skills, diversity, independence, and other characteristics of Board and committee members and the Company's director nomination and committee appointment processes, and assist with the development of any such policies.
19. Identify potential candidates for membership on the Board either by appointment or by nomination for election by stockholders.
20. Evaluate candidates for membership on the Board in accordance with the Company's policies regarding the desired knowledge, experience, skills, independence and other characteristics of Board members and have sole authority to recommend to the Board nominees for election at the annual meeting of stockholders or appointment to fill interim vacancies or newly created directorships, such that the Board may not approve



any such appointment or nomination in the absence of a favorable recommendation from the Committee.

21. Evaluate candidates for membership on the standing committees of the Board and have sole authority to recommend to the Board the appointment of candidates to, or removal of members from, the committee tasked with the oversight of the Company's "Privacy Program, as such term is defined in the Federal Trade Commission's order in FTC Docket No. C-4365 published on April 28, 2020 (the "privacy committee"), such that the Board may not approve any such appointment or removal in the absence of a favorable recommendation from the Committee.
22. Periodically evaluate Board succession, including succession planning for Board leadership positions.
23. Review, assess, and consider the Company's Insider Trading Policy, Approval Authority Matrix and other corporate governance policies from time to time. The Committee shall have the authority to amend such policies, unless counsel advises that any such amendment requires approval of the Board under applicable law or regulation.
24. Review, assess and consider evolving corporate governance best practices, review the Company's major corporate governance-related risk exposures, review the corporate governance guidelines applicable to the Company ("**Corporate Governance Guidelines**") to recommend to the Board for amendment as appropriate.
25. Recommend to the Board the constitution of independent committees of the Board in accordance with the applicable legal, regulatory, and Nasdaq requirements and special committees as may be desirable or necessary from time to time in order to address interested director, ethical, legal or other matters that may arise.
26. Oversee an annual review of the independence of the non-employee directors and members of the independent committees of the Board.
27. Determine whether each member of the privacy committee satisfies all criteria and qualifications for membership on the privacy committee, which determination shall be made (a) prior to or concurrent with the initial appointment of a member to the privacy committee and (b) annually with respect to all members of the privacy committee.
28. Oversee the evaluation of the Board and its committees on an annual basis, in coordination with the Lead Independent Director of the Board, and make any recommendations to the Board that the Committee deems appropriate regarding enhancements to the Board's operations.
29. Monitor management's succession plans for key executives of the Company other than the CEO, whose succession plans shall be reviewed by the Board.
30. 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, 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.