



## Corporate Governance Enhancements

### 1. Whistleblower Program

- Meta’s whistleblower program prohibits retaliation against employees for reporting alleged privacy violations of law or regulations, including any “known and suspected violations of (a) laws and governmental rules and regulations, (b) accounting, internal accounting controls, and auditing matters, or (c) Meta’s Code of Conduct or other policies. This includes formal or informal information, complaints, or reports received from persons inside or outside of Meta.”
- Meta employees have the ability to make reports regarding any suspected compliance violations by phone, email, website, and other means, including through the SpeakUp hotline, and any such reports can be made anonymously.
- Meta will incorporate into its existing whistleblower program more explicit language regarding reporting concerns about privacy violations of law and regulations, including violations of the 2020 FTC Consent Order or its provisions or Meta’s privacy policies.
- Meta will report summaries of all identified privacy issues raised through whistleblower reports through the SpeakUp hotline to a designated committee of the Board on a quarterly basis.

### 2. Director Code of Conduct

- Meta will adopt a separate director code of conduct that will include provisions covering conflicts of interest, confidentiality, compliance with laws and regulations, and illegal behavior.

### 3. Director Conflict of Interest Policy

- Meta will amend its Director Conflicts of Interest Policy (last amended September 7, 2022, and attached) to remove Mark Zuckerberg’s decision-making authority over potential director “conflicts” as follows:

- Assessment of Potential Conflicts

If a Director believes that he or she, directly or through an affiliated organization, is likely to become involved in a business relationship that could create a Potential Conflict, the Director will notify Meta’s Chief Legal Officer (CLO) or the designee of the CLO of such proposed relationship prior to engaging in the Potential Conflict. If the CLO or the CLO’s designee determines that the proposed relationship is a Potential Conflict, the Potential Conflict will be evaluated by the Lead Independent Director to assess whether any conflict would thereby be created, provided that in the event of a Potential Conflict involving the

Lead Independent Director, the matter will be evaluated the chairperson of the Compensation, Nominating and Governance Committee (“CNGC”) (any such assessment, an “Assessment”).

In the event of any disagreement among the parties conducting the Assessment, the CNGC shall make the final determination. In addition, any Potential Conflicts may be escalated to the CNGC for final determination at the discretion of the Lead Independent Director or the chairperson of CNGC, or at the request of the director subject to the evaluation of a Potential Conflict, as applicable. To the extent the CNGC may evaluate, discuss, or assess conflicts, no member of the CNGC involved in such Potential Conflict shall participate.

#### **4. Insider Trading Policy**

- All 10b5-1 trading plans under Meta’s 10b5-1 Trading Plan Policy for executive officers shall be subject to the approval or ratification of the CLO or CLO’s designee before any stock sales contemplated by such plans may be effectuated, and any such trading plan may only be terminated early or modified (as defined in Meta’s 10b5-1 Trading Plan Policy) once per year.
- When deciding whether to approve a 10b5-1 plan, the CLO or CLO’s designee shall consider whether the executive officer may be in possession of any material nonpublic information and any certification provided concerning the same.