



## CODE OF CONDUCT

(As Amended June 1, 2017)

### 1. INTRODUCTION

Employees of Facebook, Inc., or any of its affiliates or subsidiaries, ("Facebook") and others performing work for Facebook or on its behalf, collectively referred to in this code as "Facebook Personnel," are expected to act lawfully, honestly, ethically, and in the best interests of the company while performing duties on behalf of Facebook. This code provides some guidelines for business conduct required of Facebook Personnel. Persons who are unsure whether their conduct or the conduct of other Facebook Personnel complies with this code should contact their manager<sup>1</sup>, another Facebook manager, Human Resources, or the Legal Department. This code applies to all Facebook Personnel, including members of the board of directors (in connection with their work for Facebook), officers, and employees of Facebook, Inc. and its corporate affiliates, as well as contingent workers (e.g. agency workers, contractors and consultants) and others working on Facebook's behalf. This code is subject to change and may be amended, supplemented or superseded by one or more separate policies.

If any part of this code conflicts with local laws or regulations, only the sections of this code permitted by applicable laws and regulations will apply. Any policies that are specifically applicable to your jurisdiction will take precedence to the extent they conflict with this code.

### 2. CONFLICTS OF INTEREST

Facebook Personnel are expected to use their judgment to act, at all times and in all ways, in the best interests of Facebook while performing their job duties. As such, Facebook Personnel should attempt to avoid actual or apparent conflicts of interest. A conflict of interest exists when your personal interests interfere with the best interests of Facebook. For example, a conflict of interest may occur when you or a family member receive a personal benefit as a result of your position with Facebook. Similarly, you may not use your position at Facebook to request personal benefits for yourself or your family members. A conflict of interest may also arise from your personal relationship with a customer, supplier, vendor, competitor, business partner, or other Facebook Personnel, if that relationship impairs or may be perceived to impair your objective business judgment. Other specific areas of potential conflict of interest such as external business relationships, serving on boards, personal investments, gifts, entertainment, corporate opportunities, and certain personal relationships with other Facebook Personnel are discussed in more detail below.

The best rule for any situation that appears to present a conflict of interest is to "abstain and disclose." If it is not possible to avoid participating in the event or activity creating the conflict, (1) promptly disclose the potential conflict to your supervisor and the Conflicts Committee by sending an email to [conflicts@fb.com](mailto:conflicts@fb.com), and (2) avoid participating in decisions that might raise the appearance of a conflict until you receive appropriate guidance from the Conflicts Committee. The Conflicts Committee will consider the

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<sup>1</sup> For purposes of this code, "manager" shall include the Facebook assignment manager for contingent workers.



facts and circumstances of the situation to decide whether corrective or mitigating action is appropriate. When contacting the Conflicts Committee, please complete and provide the form available on the wiki to assist the Committee in its assessment of your request. You can download the form [here](#).

Some specific potential conflicts of interest to be mindful of are as follows:

- **Outside Business and Consulting Engagements**

Facebook Personnel must obtain approval from the Conflicts Committee ([conflicts@fb.com](mailto:conflicts@fb.com)) prior to (1) beginning any employment, business, or consulting relationship with another company that is a current or potential competitor of Facebook or that otherwise has a business relationship with Facebook, or (2) accepting any teaching engagements with an educational institution, establishment, or other organization. In addition, you should avoid conducting Facebook business with members of your family or others with whom you have a significant personal or financial relationship without the prior approval of the Conflicts Committee.

- **Serving on Boards and Investing in Other Companies**

We encourage Facebook Personnel to be active in industry and civic associations. However, Facebook Personnel who serve on boards of directors or advisory boards of any entity or organization are required, prior to acceptance, to obtain approval from the Conflicts Committee.

Any passive investment of not more than two percent (2%) of the total outstanding shares of a publicly traded company is permitted without Facebook approval, provided that the investment is not so large financially (either in absolute dollars or percentage of your total investment portfolio) that it creates the appearance of a conflict of interest. However, any investment in more than two percent (2%) of a public company or any investment in a private company that is a current or potential competitor of Facebook or that has a business relationship with Facebook requires prior approval from the Conflicts Committee. Facebook reserves the right to review and revisit any prior investment approvals in order to avoid an actual or apparent conflict of interest. Facebook may periodically conduct an inquiry of Facebook Personnel in order to determine the status and circumstances of Board memberships or investments, and Facebook Personnel are responsible for continually monitoring and reporting any change in circumstances that might give rise to an actual or apparent conflict of interest.

- **Gifts & Entertainment**

Giving or receiving gifts or entertainment to or from a current or future client or business partner can potentially create a conflict of interest, especially if the value of the item is significant. Accepting or providing gifts (such as company-branded swag or simple gift baskets) is generally fine if the market value of the item is less than US\$200. Additionally, accepting or providing certain business entertainment (such as an invitation to attend a local cultural or sporting event, or a celebratory meal with a business partner) can be appropriate, provided that the entertainment or meal is reasonable and customary and in the furtherance of a business relationship; the cost is not excessive; and it won't inappropriately bias future decision-making about working with the partner or create an appearance of impropriety. Providing ad credits or running ads for others using ad credits may also be a form of gift and is appropriate if given in a manner consistent with our ads



credits policies and procedures available on the wiki here. You should never give or receive cash, cash equivalents (such as gift cards), loans, or any item that obligates you to provide something in return, and you should not actively solicit gifts or entertainment from a current or potential client or business partner.

While you cannot give anything of value to a government official to get or keep business or gain an improper advantage, you may provide modest gifts, meals, and entertainment to government officials where there is a legitimate purpose and the thing of value is not being provided in exchange for any action or inaction by the official. For guidance on these and other interactions with government officials, please review the Facebook Anti-Corruption Policy available on the wiki here.

If you plan to expense any gift or entertainment to be provided to a client or business partner, please review the Global Travel & Expense Policy on here.

Before accepting any gift or entertainment, please read the Gifts & Entertainment Guidelines on the wiki here.

- **Corporate Opportunities**

Facebook Personnel may not exploit or take advantage of business opportunities that are discovered through the use of Facebook's property, information, or position for personal gain unless the opportunity is disclosed fully in writing to the company and Facebook declines to pursue such opportunity.

- **Potentially Conflicting Relationships**

Facebook does not prohibit dating among Facebook Personnel, nor does it prohibit relatives from working together within, for or on behalf of the company. However, if a potentially conflicting relationship, romantic or otherwise, involves two employees in a direct reporting relationship, in the same chain of command, or otherwise creates an actual or apparent conflict of interest, the employees must disclose the relationship to Human Resources. While both employees have a responsibility to disclose any such potential conflict, if you are a manager, your failure to properly disclose may result in more serious discipline. Upon learning of any potential conflict, Facebook may reassign at least one of the individuals to a different position or role within the company. In any event, where your significant other, relative, or any other potentially conflicted person is within your chain of command, you must recuse yourself from any decision-making concerning the person's compensation, promotion, discipline or termination and must refrain from participating in his/her performance review.

If you have a personal or financial relationship with any service providers to Facebook, such as vendors, suppliers or contingent workers, for which you have work-related responsibilities (e.g. where you are the Facebook assignment manager, participating in vendor selection, determining the terms of a contract or assignment, etc.) you must disclose that relationship to [conflicts@fb.com](mailto:conflicts@fb.com) and recuse yourself from any decision-making regarding that service provider.

In addition, Facebook's Board of Directors may from time to time adopt separate policies with



respect to directors' conflicts of interest in order to address the particular circumstances arising from their role as members of the board. Any such policy will supersede the conflicts of interest guidelines above to the extent applicable.

### **3. HARRASSMENT**

Facebook does not tolerate unlawful harassment or any mistreatment by or of workers (including individual contributors, managers, and contingent workers), guests, clients, or agency partners in the workplace or in a work-related situation on the basis of sex, race, color, nationality, ethnic or national origin, ancestry, citizenship, religion (or belief, where applicable), age, physical or mental disability, medical condition, sexual orientation, veteran status, marital status, genetic information or characteristics (or those of a family member), or any other category protected under applicable federal, state or local law. If you suspect harassment, discrimination, or retaliation (as described in our Harassment Policy) has occurred, you are encouraged, and managers are required, to promptly provide a written or oral complaint to an HR Business Partner (HRBP), Employment Law ([employmentlaw@fb.com](mailto:employmentlaw@fb.com)), or to our Whistleblower Hotline, available through the wiki here. Please refer to our full Harassment Policy here.

### **4. COMMUNICATIONS**

You should take care to ensure that all business records and communications (including email, texts, Facebook Messages, and instant messages) are clear and accurate. Please remember that your business communications may be shared or become public through litigation, government investigation, or publication in the media. Potential risks from inaccurate or misleading statements include claims of false advertising, misrepresentation, breach of contract, securities fraud, unfair disclosure, and antitrust violations.

You must consult with the Communications Department and your department director before making formal statements or providing information about Facebook, our products, or our business and fellow Facebook Personnel to journalists, bloggers and industry analysts through any public forum (such as a tradeshow or conference or your Facebook profile). Please refer to our Public Speaking Policy on the wiki here.

You may not give an endorsement or other statement on behalf of Facebook or personal endorsement that identifies your affiliation with Facebook, except when approved by the Communications Department or Legal Department. In addition, you may not discuss Facebook's business, including financial condition, business or financial performance, products, or business prospects with financial analysts or actual or potential investors without the prior approval of the Investor Relations Department. All requests for a representative of Facebook to participate in a financial conference (including speaking on a panel, or attending a dinner or any event that targets the financial community) must be referred to Investor Relations for review and managing. If any such analysts or investors contact you please refer such inquiries to [investor@fb.com](mailto:investor@fb.com) or contact our Investor Relations team.

### **5. PUBLIC DISCLOSURES**

Facebook is committed to the transparency and integrity of our publicly-filed financial reports and other communications. Our principal executive officer, principal financial officer, principal accounting officer and people who perform similar functions are deemed our "senior financial officers" and are responsible for ensuring that the disclosure in Facebook's periodic reports is full, fair, accurate, timely, and



understandable.

## **6. FINANCIAL INTEGRITY AND RESPONSIBILITY**

Facebook Personnel are expected to act responsibly and exercise sound judgment with respect to matters involving company finances. If, in the course of your duties, you spend money, enter into contracts, or maintain financial records on behalf of Facebook, with respect to such duties you must keep accurate and complete records, submit accurate and complete reports as required, comply with Facebook's system of internal controls, and ensure compliance with applicable legal and regulatory requirements. Please refer to the Global Travel and Expense Policy for additional guidance here.

## **7. CONFIDENTIAL INFORMATION**

Facebook's confidential business information is a valuable asset that everyone must protect. Facebook Personnel are required to use confidential information of Facebook for business purposes only and must always keep such information in strict confidence. This responsibility extends to confidential information of third parties that we have received under non-disclosure agreements. Confidential information includes, without limitation, proprietary data, trade secrets and know-how such as software and product designs, product plans, inventions, laboratory notebooks, processes, designs, drawings, engineering, customer lists, employee data (other than your own), financial information, budgets, pricing, business plans, or other business information.

Your obligations to maintain the confidentiality of this information means that you may not share any such information outside of Facebook unless Facebook has appropriate non-disclosure agreements in place. For help in establishing such an agreement, if you have questions about provisions of a non-disclosure agreement already in place, or if you have questions about whether certain information can be disclosed, please contact the Legal Department. Facebook personnel should also refrain from sharing confidential information internally beyond those persons who legitimately need to know it for purposes of their job. We have an open and transparent culture, and this is not intended to stifle the ongoing conversation and sharing that has facilitated so much of our success. Rather, you should use your judgment to share what is appropriate inside the company in furtherance of your and others' jobs. Please always keep in mind that improper use or disclosure of confidential business information could seriously damage Facebook's reputation with users, business partners and the community, expose us to liability, and cause harm to our business.

In addition, you are not to bring with you to Facebook, or use or disclose to any person associated with Facebook, any confidential or proprietary information belonging to any former employer or other person or entity to which you owe an obligation of confidentiality under any agreement or otherwise. Facebook does not need and will not use such information, and we will assist you in any way possible to preserve and protect the confidentiality of proprietary information belonging to third parties.

Note that this code is not intended to restrict an employee's legal right to discuss the terms and conditions of his/her employment.

## **8. PROTECTION OF USER DATA**



In your role at Facebook, you may have access to information systems or tools that enable you to view certain information on Facebook sites relating to users (including your coworkers, as well as registered and non-registered individuals), which is not available to the public. These tools are important and necessary to enable you to perform your work effectively. However, it is of the utmost importance that all Facebook Personnel treat this data access with extreme sensitivity and caution. Facebook's brand and the trust users put in us depend on your good judgment and discretion when using tools that allow you to view user information that would otherwise not be visible to you on the sites. Please read the User Data Access Policy, available on the wiki here, which governs your use of and access to user data as an employee of Facebook.

## **9. PROTECTION AND USE OF FACEBOOK ASSETS**

Facebook provides Facebook Personnel with a wide range of valuable assets to help you perform your work on behalf of Facebook at the highest level. These assets include computer equipment, mobile devices, communications platforms and equipment, software, office and electronic equipment, and facilities. Facebook Personnel are expected to treat these assets with care and use them with the interests of the business in mind. This means that assets should be well maintained and not subject to unreasonable use. If something you are using is damaged, please see that it gets fixed. In addition, you should use your judgment in using company assets for personal matters. Facebook's assets are property of the company and provided for business use. While we recognize that personal use occurs, it should not be excessive and should not interfere with performance of your business duties. For more information, please see the Electronic Communications Guidelines on the wiki here.

## **10. COMPLIANCE WITH LAWS**

Facebook Personnel are expected to act within the bounds of applicable laws, rules and regulations of the countries where we do business. The application of these and other laws can be complex and fact-dependent. If you have any questions about the applicability of interpretation of any law, rule or regulation, you should contact the Legal Department.

- **Anti-Corruption**

Without limitation, Facebook Personnel must fully comply with all anti-corruption laws of the countries in which we do business, including the U.S. Foreign Corrupt Practices Act (FCPA), which applies globally. For more information please reference our Anti-Corruption Policy on the wiki here.

- **International Trade**

Facebook Personnel must also comply with all applicable international trade laws and regulations. These laws and regulations apply to the import and export of goods and technical data to and from the U.S. and other countries, transactions or dealings with sanctioned countries and restricted parties, and anti-boycott requests. For more information, please reference our Global Trade Compliance Policy on the wiki here.

- **Lobbying and Campaign Finance**

Facebook Personnel must also comply with applicable lobbying and campaign finance laws. These



laws vary across jurisdictions and apply generally when Facebook makes political contributions or engages on policy issues with government entities, elected officials, and candidates for public office. For more information and guidance on how to comply with these laws, please reference our Political Activities and Lobbying Policy on the wiki here.

- **Competition**

Facebook is committed to competing in a fair and vigorous manner, in compliance with all applicable antitrust and competition laws. Antitrust laws protect consumers by prohibiting anticompetitive conduct that can restrict free competition. In accordance with these laws and regulations, Facebook Personnel must never agree, either directly or indirectly, with competitors: (1) to set prices or other terms related to our products; (2) to allocate customers, advertisers, territories, or product markets; or (3) not to deal with a particular company (called a "group boycott"). Further, some conduct may be considered unfair or illegal in certain circumstances, including:

- Sharing competitively sensitive information with competitors;
- Leveraging market power to gain an unfair competitive advantage;
- Requiring a purchaser to resell a product at or above a particular price;
- Entering into agreements with suppliers or customers that impose exclusivity obligations; and
- Requiring customers to purchase one product to get access to another product (also called "tying").

If you have questions in these areas, please contact the Legal Department for advice.

- **Insider Trading**

Under the federal securities laws, it is generally illegal to trade in Facebook securities while in the possession of material non-public information about the company. It is also generally illegal to provide material non-public information about Facebook to others who then trade on the basis of that information. Please refer to our Insider Trading Policy here and direct all inquiries regarding the policy to [trading@fb.com](mailto:trading@fb.com).

- **Environmental Health and Safety**

Facebook is committed to complying with environmental, health and safety (EHS) laws and regulations in the workplace and in the communities where we operate. Our EHS programs are designed to protect the environment, maintain a secure workplace, and provide Facebook Personnel with the necessary resources to comply with EHS laws and Facebook's values and standards. Please refer to our Global EHS page on the wiki here for more information.

## **11. REPORTING VIOLATIONS**

If you learn about or suspect a violation of this code, another Facebook policy, or any law, you shall promptly report it to your manager, another manager, Human Resources, Internal Audit, or the Legal Department. If you are uncomfortable making such a report, you may do so anonymously if permitted by



applicable law. For more information on reporting violations, please see Facebook's Whistleblower and Complaint Policy on the wiki [here](#).

In cases in which an individual reports a suspected violation of policy or law in good faith and is not engaged in the questionable conduct, Facebook will attempt to keep its discussions and actions confidential to the greatest extent possible and in compliance with applicable laws and regulations governing privacy. Facebook will not retaliate against anyone making a good-faith report of a potential violation. Facebook will investigate any report of a violation. You must cooperate fully with any investigation, but should not investigate independently, as alleged violations may involve complex legal issues, and you may risk compromising the integrity of a formal investigation.

Conduct that violates the law or company policies is grounds for prompt disciplinary or remedial action. In addition, your failure to report a known violation of law or company policy by someone else may result in disciplinary action for employees and/or termination of employment/your relationship with Facebook. Discipline for a violation of Facebook policies or applicable law may range from a warning up to and including summary termination of employment/your relationship with Facebook (in accordance with applicable law). Where laws have been violated, we will cooperate fully with the appropriate authorities.

## **12. POLICY PROHIBITING RETALIATION**

It is against Facebook policy (and may be unlawful) for any Facebook Personnel to retaliate against any person for reporting what he or she believed in good faith to be a violation of this code, expressing an intent to report what he or she believed in good faith to be a violation of this code, assisting other Facebook Personnel to report a violation of this code, or participating in any investigation pursuant to this code.

## **13. AMENDMENT AND WAIVERS**

Any amendment or waiver of any provision this code must be approved by the Compensation & Governance Committee of Facebook's Board of Directors or, if appropriate, the Audit Committee, and promptly disclosed as may be required pursuant to applicable laws and regulations. Notwithstanding the foregoing, Facebook's General Counsel may grant waivers under this code for Facebook employees other than executive officers or senior financial officers. Any waiver or modification of this code for a senior financial officer will be promptly disclosed to stockholders as required by applicable law or the rules of the stock exchange on which Facebook's common stock is listed for trading.