



FACEBOOK, INC.

STOCK OWNERSHIP GUIDELINES

(ADOPTED SEPTEMBER 6, 2018)

Facebook, Inc. (the “*Company*”) believes that in order to further align the interests of the Company’s “executive officers” (within the meaning of Rule 3b-7 of the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”)) (“*Executive Officers*”) and the non-employee members of the Company’s Board of Directors (the “*Board*,” and such non-employee members, “*directors*”) with those of its stockholders, its Executive Officers and directors should have a financial stake in the Company. These stock ownership guidelines (the “*Guidelines*”) are effective as of September 6, 2018 (the “*Effective Date*”). Such Executive Officers and directors are required to own the following minimum number of shares:

- Executive Officers: shares with a value equivalent to four million dollars (\$4,000,000); or
- Directors: shares with a value equivalent to five hundred thousand dollars (\$500,000).

Notwithstanding the foregoing, it is acknowledged that Mark Zuckerberg currently has stock ownership significantly in excess of the above-enumerated minimum ownership thresholds. Accordingly, if Mr. Zuckerberg’s stock holdings, including holdings by affiliated entities, were in the future to fall below 1% of the Company’s total outstanding capital stock, the Compensation & Governance Committee of the Board (the “*Committee*”) will reassess appropriate stock ownership requirements applicable to Mr. Zuckerberg in his capacity as an Executive Officer.

The minimum number of shares required to be held by an Executive Officer or director is referred to herein as such Executive Officer’s or director’s “*Target Ownership*.” Each Executive Officer and director is required to acquire and thereafter maintain his or her Target Ownership within five years of becoming an Executive Officer or director (or, if later, five years following the Effective Date). In determining compliance with the Guidelines, the Committee may also evaluate whether exceptions to the Guidelines should be made for a particular Executive Officer or director who would incur a hardship by complying with the Guidelines, including, but not limited to, allowing Executive Officers and directors additional time to regain compliance and/or suspending ownership requirements in the event of significant declines in the Company’s stock price.

Only shares of the Company’s Class A Common Stock (“*Class A Common Stock*”) (or shares convertible into Class A Common Stock) that are beneficially owned (as defined under Rule 13d-3 of the Exchange Act) by an individual in the following forms will be considered in determining whether an individual’s Target Ownership has been met:

- Shares owned directly by the individual or his or her immediate family members residing in the same household;
- Shares held in a trust for the benefit of the individual or his or her immediate family members residing in the same household; and



- Shares owned by a partnership, limited liability company or other entity to the extent of the individual's interest therein (or the interest therein of his or her immediate family members residing in the same household), but only if the individual has or shares power to vote or dispose of the shares.

In addition, vested and unexercised "in-the-money" stock options, vested performance stock units or restricted stock units, shares acquired through the Company's 2012 Equity Incentive Plan or other equity-based compensation plans, and shares owned in a 401(k) account, will be considered in determining whether an individual's Target Ownership has been met. For purposes of these Guidelines, unvested restricted stock, restricted stock units and performance stock units and unvested stock options will not be considered when determining whether an individual's Target Ownership has been met.

The Committee reserves the right to modify or amend the Guidelines at any time.