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MINUTES OF A MEETING
OF THE BOARD OF DIRECTORS OF
FACEBOOK, INC.

DATE: February 14, 2014

TIME: 5:15 p.m., Pacific Time

PLACE: Via Teleconference

DIRECTORS PRESENT: Erskine Bowles
Susan Desmond-Hellmann
Donald E. Graham
Reed Hastings
Sheryl Sandberg
Mark Zuckerberg

DIRECTORS ABSENT: Marc Andreessen

Peter Thiel

OTHERS PRESENT: [REDACTED]
Colin Stretch
[REDACTED]

1. **Call to Order**

Mr. Zuckerberg, presiding as Chairman, called the meeting to order with all individuals listed above as present (except for Mr. Hastings) in attendance. Mr. Zuckerberg announced that a quorum of the Board of Directors (the “*Board*”) of Facebook, Inc. (the “*Company*”) was present, and that the meeting, having been duly noticed and convened (or notice waived), was ready to proceed with its business. Participants via teleconference indicated that they could hear and be heard clearly. [REDACTED] reviewed the agenda and acted as Secretary of the meeting.

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2. Project Cobalt

Mr. Zuckerberg provided the Board with an update regarding the current status of discussions regarding Project Cobalt, the potential acquisition of a company ("*Target*"), including potential valuation, timing and process.

Mr. Zuckerberg then left the meeting.

Ms. Sandberg reviewed the potential transaction structure with the Board, including the potential tax implications for the Company and Target, and reviewed the potential mix of stock versus cash consideration to be paid in the transaction. Questions were asked and discussion ensued.

██████████ then provided an update regarding the business of Target, including a discussion of monthly active users, user engagement and users by region. ██████████ also discussed potential valuation metrics, such as price per user. Questions were asked and discussion ensued.

Mr. Hastings then joined the meeting.

Mr. Stretch then discussed the strategic rationale for the proposed transaction, including Target's strong user base and high growth rate in phone-contacts-based, small group communication, an area that the Company has not historically been focused on, but which complements the Company's traditional friends-based sharing model. Ms. Sandberg indicated that the proposed transaction would also provide significant benefit to the Company by improving the Company's strategic position in relation to mobile operating systems. Ms. Sandberg emphasized that the high concentration of the mobile operating system market – with two providers serving the vast majority of smartphone users around the world – poses a significant strategic threat to the Company's business, and also observed that adding an additional, popular, complementary mobile application to Facebook's suite of offerings would make it more difficult for operating system providers to exclude the Company's mobile applications from mobile platforms. Finally, Mr. Stretch noted that if the transaction were to be

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consummated, the Company intended to prioritize Target's user growth and engagement over short-term monetization. Questions were asked and discussion ensued.

The Board members then indicated that they were supportive of continuing to pursue the proposed transaction at the valuation discussed and comfortable with the proposed timing and process for the transaction.

3. Adjournment

There being no further business to come before the Board, the meeting was adjourned.

Secretary of the Meeting

APPROVED:

Mark Zuckerberg
Chairman of the Meeting