

**ZYNGA INC.**  
**EXECUTIVE OFFICER AND NON-EMPLOYEE DIRECTOR**  
**STOCK OWNERSHIP GUIDELINES**

The Compensation Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Zynga Inc. (the “*Company*”) has determined that to further align the long-term interests of the Company’s stockholders and its senior executives and non-employee directors, it is in the best interest of the Company to require its senior executives and non-employee directors to maintain significant direct ownership in the Company’s common stock. As a result of such determination, the Committee has adopted this Executive Officer and Non-Employee Director Stock Ownership Policy (the “*Ownership Policy*”) to provide for an appropriate level of equity ownership.

**Executive Officer  
Stock Ownership  
Guidelines:**

Each executive officer of the Company (defined for purposes of these guidelines as each Section 16 Officer and/or member of “CStaff”) is required, within five years following his or her date of hire or promotion (or, if later, the Effective Date of this Ownership Policy), to own shares of the Company’s common stock (as determined in accordance with the section entitled “*Shares Included in Ownership Calculation*” below) having an aggregate value at least equal to:

- CEO – Six (6) times the annual base salary
- All others – Three (3) times the annual base salary

**Non-Employee  
Director Stock  
Ownership  
Guidelines:**

Each Non-Employee Director is required, within five years following his or her first election to the Board (or, if later, the Effective Date of this Ownership Policy), to own shares of the Company’s common stock (as determined in accordance with the section entitled “*Shares Included in Ownership Calculation*” below) having an aggregate value at least equal to three (3) times the amount of the annual Board retainer that we then pay such director for regular service on the Board.

Non-Employee Directors are subject to these guidelines for as long as they continue to serve on the Board.

**Determination  
Date:**

For purposes of determining compliance with the share ownership guidelines, the aggregate value of the shares required to be owned for each applicable year shall be determined as of January 2nd of such year (or if such date is not a trading date, the next trading date) (the “*Determination Date*”) based on the average closing price of the Company’s Class A Common Stock as reported on the NASDAQ Global Select Market for the fiscal year ended immediately prior to such Determination Date. For purposes of determining compliance for the fiscal year ending December 31, 2012, the aggregate value of the shares owned is calculated based on the price per share at which shares of the Company’s Class A Common Stock are first sold to the public in the Company’s initial public offering, as specified in the final prospectus for that initial public offering (i.e., \$10.00 per share).

**Shares Included in Ownership Calculation:**

Only shares of Class A Common Stock (or shares convertible into Class A Common Stock) that are owned in the following forms will be considered in determining whether an individual's stock ownership requirement 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 grantor trust for the benefit of the individual or his or her immediate family members residing in the same household;
- 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.

For purposes of this Ownership Policy, unvested restricted stock or restricted stock units and unvested stock options will not be considered when determining an individual's stock ownership. Vested but unexercised stock options will be treated as equivalent to one-half (0.5) share.

**Hardship Exceptions:**

There may be rare instances in which compliance with this Ownership Policy would place a severe hardship on an individual or would prevent an individual from complying with a court order, such as in the case of a divorce settlement. In these instances, the Committee will evaluate whether exceptions from this Ownership Policy should be made. If an exception is granted in whole or in part, the Compensation Committee will, in consultation with the individual, develop an alternative stock ownership plan that reflects both the intention of this Ownership Policy and the individual's particular circumstances. Any such granted exception and alternative stock ownership plan shall be deemed to be consistent with this Ownership Policy and shall not be deemed a waiver.

**Failure to Meet Ownership Requirement:**

Failure to meet or show sustained progress toward meeting the ownership requirements set forth in this Ownership Policy may result in a reduction in future long term incentive grants and/or the requirement to retain all stock obtained through the vesting or exercise of equity grants.

**Amendment:**

The Committee may amend this Ownership Policy at any time and from time to time in their sole discretion.

**Effective Date of Ownership Policy:**

January 1, 2012