

# ZYNGA INC.

## CORPORATE GOVERNANCE GUIDELINES

Amended on February 26, 2019

The Nominating and Corporate Governance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Zynga Inc. (the “*Company*”) has established, and the Board has approved, the following guidelines (“*Governance Guidelines*”) for the conduct and operation of the Board.

### 1. BOARD COMPOSITION AND SELECTION

#### 1.1 Size of the Board

The number of directors shall be established by the Board in accordance with the bylaws of the Company (the “*Bylaws*”). The Board periodically reviews the appropriate size of the Board, which may vary to accommodate the availability of suitable candidates and the needs of the Company.

#### 1.2 Independence of Directors

It is the policy of the Company that the Board be composed of not less than a majority of independent directors, subject to any exceptions permitted by the applicable Nasdaq Stock Market listing standards (the “*Listing Standards*”). In determining independence, the Committee and/or the Board will consider the definition of independence set forth in the Listing Standards, as well as other factors that will contribute to effective oversight and decision-making by the Board.

#### 1.3 Board Leadership

The Board periodically reviews its leadership structure to evaluate whether the structure in place remains appropriate for the Company. When the position of Chairman is determined to be held by a non-independent director, the independent directors shall designate a Lead Independent Director with the following responsibilities:

- Serve as liaison between the Chair, the CEO and the independent directors and in so doing, strive to develop a high performing Board.
- Preside at all meetings of the independent directors and at any Board meeting when the Chairman and the Chief Executive Officer (CEO) are not present, including executive sessions of the independent directors.
- Provide feedback from the executive sessions of the directors to the CEO and to the Chairman.

- Review and approve, with the Chairman and the CEO, the Annual Board Agenda and agenda items for individual Board and Board Committee meetings, advise on the sufficiency of time for discussion of agenda items including executive sessions with authority to add agenda items and also ensure that topics and information deemed appropriate by the independent directors are included in the Board discussions.
- Request input and feedback from Board members for the immediately prior and upcoming Board meetings, along with feedback on the content and format of discussions and advise the Chairman and the CEO.
- Advise the Chairman and the CEO as to the quality, quantity and timeliness of information sent to the Board and of any additional information requested by the Board members to be included in the materials supplied to the Board.
- In addition to such persons authorized by the Company's Bylaws to call meetings of the Board, have the authority to call meetings exclusively of the independent directors.
- Coordinate periodic Board input and review of management's strategic plan for the Company.
- Together with the Nominating and Corporate Governance Committee, guide the annual board self-assessment and provide feedback to individual directors as appropriate.
- Guide, with the Compensation Committee, the Board's consideration of both the Chair's and the CEO's annual performance objectives, evaluations and compensation, and together with the Compensation Committee Chair, deliver performance feedback to both.
- Guide, in a manner aligned with the Compensation Committee efforts, the CEO succession planning process.
- Provide input to the Nominating and Corporate Governance Committee as to Board nominees, including participation in interviews of Board candidates, and the recommendation of their nomination to the full Board.
- When deemed appropriate by the Lead Independent Director, make recommendations to the Board or to the independent directors concerning the retention of outside advisor/consultants reporting to the Board or to the independent directors on Board-related issues.
- When the Board wishes to communicate directly with shareholders, engage (or oversee the board's process for engaging) with those shareholders.
- Perform other duties and responsibilities as the other independent directors may choose.

#### **1.4 Management Directors**

The Company's Chief Executive Officer currently serves on the Board. The Committee anticipates that other members of the Company's management whose experience and role at the Company are expected to assist the Board in fulfilling its responsibilities may serve on the Board as appropriate.

#### **1.5 Selection of Directors**

The Board will be responsible for nominating members for election to the Board by the Company's stockholders at the annual meeting of stockholders. The Board is also responsible for filling vacancies on the Board that may occur between annual meetings of stockholders. The Committee is responsible for identifying, reviewing, evaluating and recommending to the Board candidates to serve as directors of the Company, in accordance with its charter and consistent with the criteria set by the Board in Section 1.6 below.

#### **1.6 Board Membership Criteria**

The Committee and/or the Board will determine the appropriate characteristics, skills and experience for the Board as a whole and for its individual members. The Board considers recommendations for nominees from the Committee. In selecting candidates and existing directors for service on the Board, the minimum general criteria set forth below will be considered and specific additional criteria may be added with respect to specific searches. An acceptable candidate may not fully satisfy all of the criteria, but is expected to satisfy nearly all of them. The Committee believes that candidates for director should have certain minimum qualifications, including having the highest professional and personal ethics and values, consistent with our Code of Business Conduct and Ethics (as may be amended from time to time). They should have broad experience and demonstrated excellence in his or her field. They should possess relevant expertise upon which to be able to offer advice and guidance to management and be committed to enhancing stockholder value. They should have sufficient time to devote to the affairs of the Company and to carry out their duties. They should have the ability to exercise sound business judgment and to provide insight and practical wisdom based on experience. Their service on other boards of public companies should be limited to a number that permits them, given their individual circumstances, to perform responsibly all director duties. The Committee retains the right to modify these qualifications from time to time. Each director must represent the interests of all stockholders.

Candidates for director nominees are reviewed in the context of the current composition of the Board, the operating requirements of the Company and the long-term interests of stockholders. In conducting this assessment, the Committee considers diversity, age, skills, and such other factors as it deems appropriate given the current needs of the Board and the Company, to maintain a balance of knowledge, experience and capability. In the case of incumbent directors whose terms of office are set to expire, the Board reviews such directors' overall service to the Company during their term, including the number of meetings attended, level of participation, quality of performance, and any other relationships and transactions that might impair such directors' independence. In the case of new director candidates, the Board also determines whether the nominee must be independent for purposes of the Listing Standards.

## 1.7 Changes in Board Member Criteria

The Committee and the Company wish to maintain a Board composed of members who can productively contribute to the success of the Company. From time to time, the Committee may change the criteria for Board membership to maximize the opportunity to achieve this success. When this occurs, existing members will be evaluated according to the new criteria. A director who no longer meets the complete criteria for board membership may be asked to adjust his or her committee assignments or resign from the Board.

## 1.8 Policy on Majority Voting for Directors

In accordance with the Bylaws, a nominee in an uncontested election of directors must receive a majority of votes cast in order to be elected to the Board. If an incumbent director fails to receive the required vote for election in an uncontested election, then such director will, promptly following certification of the stockholder vote, offer his or her resignation to the Board for consideration in accordance with the following procedures. All of these procedures must be completed within 90 days following certification of the stockholder vote.

The Board, through its Qualified Independent Directors (as defined below), will evaluate the best interest of the Company and its stockholders and will decide the action to be taken with respect to such offered resignation. Such action may include, without limitation: (1) accepting the resignation; (2) accepting the resignation effective as of a future date not later than 180 days following certification of the stockholder vote; (3) rejecting the resignation but addressing what the Qualified Independent Directors believe to be the underlying cause of the votes against the director; (4) rejecting the resignation but resolving that the director will not be nominated in the future for election; or (5) rejecting the resignation. Prior to making a decision, the Qualified Independent Directors may afford the affected director an opportunity to provide any information or statement that he or she deems relevant.

For purposes of this Section 1.8, “*Qualified Independent Directors*” means all directors who are (1) independent directors (as defined in accordance with the Listing Standards); and (2) not required to offer their resignation in connection with an election in accordance with this Section 1.8. If there are fewer than three independent directors then serving on the Board who are not required to offer their resignations in accordance with this Section 1.8, then “*Qualified Independent Directors*” means all of the independent directors, with each independent director who is required to offer his or her resignation in accordance with this Section 1.8 recusing himself or herself from the deliberations and voting only with respect to his or her individual offer to resign.

In reaching their decision, the Qualified Independent Directors will consider all factors that they deem to be relevant, including but not limited to: (1) any stated reasons why stockholders voted against such director; (2) the extent to which the against votes exceed the votes for the election of the director and whether the against votes represent a majority of the Company’s outstanding shares of common stock; (3) any alternatives for curing the underlying cause of the against votes; (4) the director’s tenure; (5) the director’s qualifications; (6) the director’s past and expected future contributions to the Company and the Board; (7) the overall composition of the Board, including whether accepting the resignation would cause the Company to fail, or potentially to fail, to comply with any applicable law, Listing Standards or the rules and regulations of the

Securities and Exchange Commission (the “SEC”); and (8) whether such director’s continued service on the Board for a specified period of time is appropriate in light of current or anticipated events involving the Company.

Following the Board’s determination, the Company will, within four business days, disclose publicly in a document furnished or filed with the SEC the Board’s decision as to whether to accept the resignation offer. The disclosure must also include a description of the process by which the decision was reached, including, if applicable, the reason or reasons for rejecting the offered resignation.

Except as permitted by this Section 1.8, a director who is required to offer his or her resignation in accordance with this Section 1.8 must not be present during the deliberations or voting as to whether to accept his or her resignation or, except as otherwise provided in the third paragraph of this Section 1.8, a resignation offered by any other director in accordance with this Section 1.8.

All nominees in an uncontested election of directors will, by virtue of their being nominated, be deemed to have agreed to abide by this Section 1.8, and must offer to resign and resign if requested to do so in accordance with this Section 1.8. From time to time, the Board may elect to have directors and proposed nominees for election as director provide appropriate written confirmation of their understanding and compliance with this Section 1.8.

#### **1.9 Term Limits**

The Committee does not believe it should limit the number of terms for which an individual may serve as a director. Directors who have served on the Board for an extended period of time are able to provide continuity and valuable insight into the Company, its operations and prospects based on their experience with, and understanding of, the Company’s history, policies and objectives. The Committee believes that, as an alternative to term limits, it can ensure that the Board continues to evolve and adopt new ideas and viewpoints through the director nomination process described in these Governance Guidelines.

#### **1.10 Limits on Board Memberships**

Directors should advise the Chair and the Chair of the Committee in advance of accepting an invitation to serve on the board or committee of another company. The Committee recognizes that a director’s ability to fulfill his or her responsibilities as a member of the Board can be impaired if he or she serves on a large number of other boards or board committees. Service on boards and board committees of other companies should be consistent with the Company’s conflict-of-interest policies.

#### **1.11 Retirement Age**

The Board does not believe that a fixed retirement age for directors is appropriate.

#### **1.12 Directors Who Change Their Job Responsibility**

A director who retires from his or her present employment or who materially changes his or her position should notify the Board and the Committee. The Committee does not believe any director who retires from his or her present employment, or who materially changes his or her position, should necessarily leave the Board; however, there should be an opportunity for the Board, through the Committee, to review the continued appropriateness of Board membership under these circumstances.

## **2. ROLE OF THE BOARD OF DIRECTORS**

The Board is selected by the stockholders to provide oversight of, and strategic guidance to, senior management and its operation of the business of the Company. The core responsibility of a Board member is to fulfill his or her fiduciary duties of care and loyalty and otherwise to exercise his or her business judgment in the best interests of the Company and its stockholders. Service on the Board requires significant time and attention on the part of directors. More specifically, the Board has responsibilities to review, approve and monitor fundamental financial and business strategies and major corporate actions, assess major risks facing the Company and consider ways to address those risks, select, assess performance of and oversee management and determine its composition and oversee the establishment and maintenance of processes and conditions to maintain the integrity of the Company. Directors must participate in Board meetings, review relevant materials, serve on committees and prepare for meetings and discussions with management. Directors are expected to maintain an attitude of constructive involvement and oversight; they are expected to ask relevant, incisive and probing questions and require honest and accurate answers. Directors must act with integrity and are expected to demonstrate a commitment to the company, its values and its business and to long-term stockholder value. Directors are expected to attend the Company's annual meeting of stockholders, either in person or telephonically.

## **3. DIRECTOR ORIENTATION AND EDUCATION**

The Committee may implement an orientation process for directors that includes background material on the Company's policies and procedures, meetings with senior management and visits to Company facilities. The Company may, from time to time, offer continuing education programs to assist the directors in maintaining the level of expertise to perform his or her duties as a director.

## **4. DIRECTOR COMPENSATION**

The form and amount of director compensation for Board and committee service for non-management directors shall be periodically reviewed and determined by the Compensation Committee of the Board in accordance with applicable legal and regulatory guidelines. The amount of compensation for non-management directors and committee members should be consistent with market practices of similarly situated companies. In determining compensation, the Compensation Committee of the Board will consider the impact on the director's independence and objectivity.

## **5. COMPANY MEETINGS**

Directors are invited and strongly encouraged to attend the Company's annual shareholder meeting.

## **6. BOARD MEETINGS**

### **6.1 Number of Meetings**

The Board is expected to have at least four regular meetings each year.

### **6.2 Attendance**

Board members are expected to attend all meetings of the Board and committees on which they serve.

### **6.3 Preparation and Commitment**

The Company will provide directors with appropriate preparatory materials in advance of a meeting, but in any event not later than two days prior to the meeting, except in unusual circumstances. Directors are expected to rigorously prepare for, attend and participate in all Board and committee meetings. Each director is expected to ensure that other existing and planned future commitments do not materially interfere with the member's service as director.

### **6.4 Agenda**

The Chair will establish a schedule of subjects to be discussed during the year (to the extent this can be foreseen) and an agenda for each Board meeting, subject to the role of any Lead Independent Director set forth in Section 1.3. Each Board member is encouraged to suggest the inclusion of items on the agenda at any time. Each Board member is free to raise at any Board meeting subjects that are not on the agenda for that meeting.

### **6.5 Executive Session**

The independent directors of the Board will meet periodically in executive session but no less than two times per year or such greater number as required by the Listing Standards. Executive session discussions may include such topics raised by any director as the independent directors determine. The directors generally shall not take formal action at these sessions, but may make recommendations for consideration by the full Board. Executive sessions will be chaired by the Lead Independent Director.

### **6.6 Committee Reports**

At each regular Board meeting, each committee that held a meeting subsequent to the last Board meeting and prior to the current Board meeting will present a brief summary of its committee meeting to the Board, including the principal subjects discussed and the conclusions and actions of the committee. In general, the Chair of the appropriate committee will present such report.

## 7. BOARD COMMITTEES

### 7.1 Number of Committees; Independence of Members

The committee structure of the Board will consist of at least (a) an Audit Committee, (b) a Compensation Committee and (c) a Nominating and Corporate Governance Committee. The Board may form, merge or dissolve committees as it deems appropriate from time to time. The Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee shall be composed entirely of independent directors, except to the extent allowed under the Listing Standards.

### 7.2 Committee Functions

**Audit Committee.** The Audit Committee oversees the Company's corporate accounting and financial reporting processes, systems of internal control over financial reporting and audits of financial statements, and the quality and integrity of the Company's financial statements and reports, the qualifications, independence and performance of the registered public accounting firm or firms engaged as the Company's independent outside auditors for the purpose of preparing or issuing an audit report or performing audit services, and the performance of the Company's internal audit function, if applicable. The Audit Committee also confers with management and the independent auditors regarding the effectiveness of internal controls over financial reporting; establishes procedures, as required under applicable law, for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and the confidential and anonymous submission by employees of concerns regarding questionable accounting or auditing matters and provides oversight assistance in connection with the Company's legal and regulatory compliance.

**Compensation Committee.** The Compensation Committee reviews and approves the overall compensation strategy and policies for the Company. The Compensation Committee reviews and approves corporate performance goals and objectives relevant to the compensation of the Company's executive officers and other senior management; determines and approves the compensation and other terms of employment of the Company's Chief Executive Officer; reviews and approves the compensation and other terms of employment of the other executive officers; is responsible for the selection, appointment, compensation and oversight of the work of compensation consultants and other advisors and may select such consultants or advisors only after assessing their independence in accordance with the Listing Standards; reviews and discusses with management any conflicts of interest raised by the work of a compensation consultant or advisor retained by the Compensation Committee or management and how such conflict is being addressed, and prepares any necessary disclosure in the Company's annual proxy statement in accordance with applicable SEC rules and regulations; reviews the Company's practices and policies of employee compensation as they relate to risk management and risk-taking incentives; reviews and considers the results of any advisory vote on executive compensation; provides recommendations to the Board on compensation-related proposals to be considered at the Company's annual meeting, including the frequency of advisory votes on executive compensation; and administers the Company's stock option and purchase plans, pension and profit sharing plans, stock bonus plans, deferred compensation plans and other similar programs.



Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee oversees the Company's corporate governance functions; makes recommendations to the Board regarding corporate governance issues; identifies and evaluates candidates to serve as directors of the Company-consistent with the criteria approved by the Board and review and evaluate the performance of the Board; serves as a focal point for communication between director candidates, non-committee directors and the Company's management; recommends to the Board for selection candidates to the Board or, to serve as nominees for director for the annual meeting of stockholders; makes other recommendations to the Board regarding affairs relating to the directors of the Company; and periodically reviews Company policies to determine adherence to the Company's Code of Conduct.

### **7.3 Committee Charters**

All standing committees will operate pursuant to a written charter, which sets forth the responsibilities of the committee and procedures that the committee will follow. Unless otherwise directed by the Board, new committees formed by the Board will develop a written charter delineating its responsibilities. The charters of all committees will be subject to periodic review and assessment by each committee and each committee shall recommend any proposed charter changes to the Board.

### **7.4 Board Committee Membership**

The Committee, after due consideration of the interests, independence and experience of the individual directors and the independence and experience requirements set forth in the Listing Standards, the rules and regulations of the Securities and Exchange Commission and applicable law, recommends to the Board annually the chairmanship and membership of each committee.

### **7.5 Committee Meetings and Agenda**

The committee Chair, in consultation with committee members, will determine the frequency and length of the meetings of the committee, consistent with any requirements set forth in the committee's charter. The Chair of each committee, in consultation with the appropriate members of the committee and management, will develop the committee's agenda.

## **8. BOARD ACCESS TO MANAGEMENT; USE OF OUTSIDE ADVISORS**

Board members have complete and open access to the Company's management. It is assumed that Board members will use judgment to ensure that this contact is not distracting to the operations of the Company or to management's duties and responsibilities and that such contact, to the extent reasonably practical or appropriate, will be coordinated with the Chief Executive Officer. Written communications to management should, whenever appropriate, be copied to the Chief Executive Officer.

The Board and each committee shall have the power to hire, at the expense of the Company, independent legal, financial or other advisors as they may deem necessary, without consulting or obtaining the approval of any officer of the Company in advance.

**9. CHIEF EXECUTIVE OFFICER EVALUATION; SUCCESSION PLANNING**

The Board or the Compensation Committee, including any Lead Independent Director, shall conduct an annual review of the Chief Executive Officer's performance. The evaluation should be based on objective criteria including performance of the business, accomplishment of long-term strategic objectives and the development of management. The evaluation will be used by the Compensation Committee and Board in the course of its deliberations when considering the compensation of the Chief Executive Officer.

The Compensation Committee shall periodically review and discuss the Company's succession plans for executive officer positions.

**10. BOARD ASSESSMENT**

The Committee may periodically review, discuss and assess the performance of the Board, including Board committees, seeking input from the full Board and others as deemed appropriate. The Committee may also consider and assess the independence of directors. The results of these evaluations should be provided to the Board for further discussion as appropriate.

**11. REVIEW OF GOVERNANCE GUIDELINES**

The Committee will periodically, and at least annually, review and assess the adequacy of these Governance Guidelines and advise the Board of any changes.