

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Susan Li and Katherine R. Kelly, and each of them, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments to this Annual Report on Form 10-K, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming that all said attorneys-in-fact and agents, or any of them or their or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this Annual Report on Form 10-K has been signed by the following persons on behalf of the Registrant and in the capacities and on the dates indicated:

Signature	Title	Date
<u>/s/ Mark Zuckerberg</u> Mark Zuckerberg	Board Chair and Chief Executive Officer (Principal Executive Officer)	<u>February 1, 2024</u>
<u>/s/ Susan Li</u> Susan Li	Chief Financial Officer (Principal Financial Officer)	<u>February 1, 2024</u>
<u>/s/ Aaron Anderson</u> Aaron Anderson	Chief Accounting Officer (Principal Accounting Officer)	<u>February 1, 2024</u>
<u>/s/ Peggy Alford</u> Peggy Alford	Director	<u>February 1, 2024</u>
<u>/s/ Marc L. Andreessen</u> Marc L. Andreessen	Director	<u>February 1, 2024</u>
<u>/s/ Andrew W. Houston</u> Andrew W. Houston	Director	<u>February 1, 2024</u>
<u>/s/ Nancy Killefer</u> Nancy Killefer	Director	<u>February 1, 2024</u>
<u>/s/ Robert M. Kimmitt</u> Robert M. Kimmitt	Director	<u>February 1, 2024</u>
<u>/s/ Sheryl K. Sandberg</u> Sheryl K. Sandberg	Director	<u>February 1, 2024</u>
<u>/s/ Tracey T. Travis</u> Tracey T. Travis	Director	<u>February 1, 2024</u>
<u>/s/ Tony Xu</u> Tony Xu	Director	<u>February 1, 2024</u>

DESCRIPTION OF CAPITAL STOCK

The following description of capital stock of Meta Platforms, Inc. (the “company,” “we,” “us” and “our”) summarizes certain provisions of our amended and restated certificate of incorporation and our amended and restated bylaws. The description is intended as a summary, and is qualified in its entirety by reference to our amended and restated certificate of incorporation and our amended and restated bylaws, copies of which have been filed as exhibits to this Annual Report on Form 10-K.

Our authorized capital stock consists of 9,241,000,000 shares, consisting of: (i) 5,000,000,000 shares of Class A common stock, \$0.000006 par value per share; (ii) 4,141,000,000 shares of Class B common stock, \$0.000006 par value per share; and (iii) 100,000,000 shares of preferred stock, \$0.000006 par value per share.

Common Stock***Dividend Rights***

Subject to preferences that may apply to shares of preferred stock outstanding at the time, the holders of outstanding shares of our common stock are entitled to receive dividends out of funds legally available if our board of directors, in its discretion, determines to issue dividends and only then at the times and in the amounts that our board of directors may determine.

Voting Rights

The holders of our Class B common stock are entitled to ten votes per share, and holders of our Class A common stock are entitled to one vote per share. The holders of our Class A common stock and Class B common stock vote together as a single class, unless otherwise required by law. Delaware law could require either holders of our Class A common stock or our Class B common stock to vote separately as a single class in the following circumstances:

- if we were to seek to amend our amended and restated certificate of incorporation to increase the authorized number of shares of a class of stock, or to increase or decrease the par value of a class of stock, then that class would be required to vote separately to approve the proposed amendment; and
- if we were to seek to amend our amended and restated certificate of incorporation in a manner that alters or changes the powers, preferences or special rights of a class of stock in a manner that affected its holders adversely, then that class would be required to vote separately to approve the proposed amendment.

Stockholders do not have the ability to cumulate votes for the election of directors. Our amended and restated certificate of incorporation and amended and restated bylaws provide for a classified board of directors consisting of three classes of approximately equal size, each serving staggered three-year terms, when the outstanding shares of our Class B common stock represent less than a majority of the combined voting power of common stock. Our directors will be assigned by the then-current board of directors to a class when the outstanding shares of our Class B common stock represent less than a majority of the combined voting power of common stock.

No Preemptive or Similar Rights

Our common stock is not entitled to preemptive rights and is not subject to conversion, redemption or sinking fund provisions.