



## **Mergers and Acquisitions Committee Charter**

### **PURPOSE**

The primary purpose of the Mergers and Acquisitions Committee (the "Committee") of the Board of Directors (the "Board") of Zynga Inc. (the "Company") shall be to (i) analyze, make recommendations to the full Board with respect to, and (subject to the limitations set forth in this charter) approve potential opportunities for strategic business combinations, acquisitions, mergers, dispositions, divestitures and similar strategic transactions involving the Company (collectively, "Strategic Transactions"), (ii) facilitate consistency in the presentation of the Company and its positions to potential acquirors, strategic partners or other similar third parties, (iii) ensure fairness of process with respect to any proposed Strategic Transaction involving the Company and (iv) expedite and facilitate the process of reviewing, negotiating and/or consummating a potential Strategic Transaction involving the Company.

### **COMPOSITION**

The Committee shall consist of at least three members of the Board. The members of the Committee and the Committee chairperson shall be appointed by and serve at the discretion of the Board. Vacancies occurring on the Committee shall be filled by the Board.

### **AUTHORITY AND RESPONSIBILITIES**

The Committee shall have access to and shall communicate with the Board, committee chairpersons, members of senior management and independent professional advisors to the Board and its various committees, as applicable. The Committee shall have access to all books, records, facilities and personnel of the Company as deemed necessary or appropriate by any member of the Committee to discharge his or her responsibilities. The Committee shall have the authority to obtain, at the expense of the Company, advice and assistance from internal or external legal, accounting or other advisors and consultants. The Committee shall also have authority to pay, at the expense of the Company, ordinary administrative expenses, including expenditures for external resources, that, as determined by the Committee, are necessary or appropriate in carrying out its duties. The Committee shall have authority to require that any of the Company's personnel, counsel, accountants or investment bankers, or any other consultant or advisor to the Company, attend any meeting of the Committee or meet with any member of the Committee or any of its special, outside legal, accounting or other, advisors or consultants.

The Committee shall have the authority to approve on behalf of the Board any Strategic Transaction that involves the payment of total consideration, including cash, stock and assumption of indebtedness, of less than \$50,000,000. The Committee, with the approval of one Additional Board Member (defined below), shall have the authority to approve on behalf of the Board any Strategic Transaction that involves the payment of total consideration, including cash, stock and assumption of indebtedness, of less than \$100,000,000. An "Additional Board Member" means a non-management member of the Board that does not serve on the Committee.

The Committee shall not have the authority to approve (a) a Strategic Transaction in which any director or officer of the Company or any subsidiary of the Company has any material interest or (b) a Strategic Transaction in which any employee or affiliate of the Company or any subsidiary of the Company has any material interest of which the Board or the Committee is aware. In all cases, the dollar thresholds set forth above include all amounts potentially paid or received pursuant to escrow, earnout or similar arrangements. For purposes of determining whether the limits set forth in this paragraph have been met, the fair market value of any securities shall be determined by the Committee in its sole discretion.

For any Strategic Transaction that the Committee is not authorized to approve, and for any other Strategic Transaction that the Committee sees fit, the Committee shall consider the Strategic Transaction, present its findings, conclusions and appropriate summaries to the Board, and make a recommendation to the Board.

The Committee shall take any other action, as the Committee determines to be necessary or appropriate, to carry out the duties and responsibilities of the Committee as set forth herein.

The operation of the Committee shall be subject to the Bylaws of the Company as in effect from time to time and Section 141 of the Delaware General Corporation Law. The approval of this charter shall be construed as a delegation of authority to the Committee with respect to the responsibilities set forth herein.

### **MEETINGS AND MINUTES**

The Committee shall hold such regular or special meetings, as its members deem necessary or appropriate. Minutes of each meeting of the Committee shall be prepared and distributed to each director of the Company and the Secretary of the Company promptly after each meeting. The Committee shall report to the Board from time to time and whenever requested to do so by the Board.