



Product Committee Charter

ZYNGA INC. CHARTER OF THE PRODUCT COMMITTEE OF THE BOARD OF DIRECTORS

December 7, 2016

PURPOSE

The Product Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Zynga Inc. (the “**Company**”) serves as a committee of the Board to assist the Board and management of the Company in ensuring long-term value creation by providing insight, advice and counsel with respect to matters of innovation, product development and strategic planning.

MEMBERSHIP

The Committee shall consist of at least two 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

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 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

Meetings of the Committee will be held from time to time as determined by the Board and/or the members of the Committee. The Committee may request any officer or employee of the Company to attend a meeting of the Committee or to meet with any consultant to the Committee. The Committee may form and delegate authority to subcommittees when determined by the Committee to be necessary or appropriate.

MINUTES

The Committee will maintain written minutes of its meetings, which will be distributed to the Board at its next meeting following any meeting of the Committee and filed in the Company’s minute books along with the minutes of the meetings of the Board.

REVIEW

The Committee shall periodically review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.