



**BE IT RESOLVED:** Shareholders request that Facebook’s Board of Directors nominate for the next Board election at least one candidate who:

- has a high level of human and/or civil rights expertise and experience and is widely recognized as such, as reasonably determined by Facebook’s Board, and
- will qualify as an independent director within the meaning of the listing standards of the New York Stock Exchange.

**WHEREAS:** Shareholders believe Facebook requires expert, board level oversight of civil and human rights issues to assess risk and develop strategy to avoid causing or contributing to widespread violations of human or civil rights, such as supporting genocide, hate campaigns, or violence.

Shareholders are concerned Facebook’s content governance has proven ad hoc, ineffectual, and poses risk to shareholder value. Civil rights advocates have criticized Facebook for failing to address hate speech that targets groups based on race and gender.

Color of Change president Rashad Robinson has criticized Mark Zuckerberg for “doubling down on a business model that...fundamentally lacks an understanding of how civil rights, voter suppression, and racism actually function in this country.”

The Christchurch terrorist attack in New Zealand, livestreamed on Facebook, led to a global call to limit the spread of extremist content. Yet despite Facebook’s subsequent ban of white nationalist content, that content has been shared 4.5 million times on the platform since March 2019.

In Myanmar, where violence against the Rohingya “bears the hallmarks of genocide,” a human rights report, commissioned by Facebook, showed the company “created an enabling environment for the ongoing endorsement and proliferation of human rights abuse in Myanmar.” “The report concludes that, prior to this year, we weren’t doing enough to help prevent our platform from being used to foment division and incite offline violence. We agree that we can and should do more,” said Alex Warofka, a Facebook product policy manager.

In October 2019, over 40 organizations including the Leadership Conference on Civil and Human Rights and Color of Change, urged Mark Zuckerberg to consider the “protection



of civil rights as a fundamental obligation as serious as any other goal of the company.” Recommendations include diversifying the Board of Directors to include civil rights expertise:

“We write today because our trust in the company is sorely broken. Despite years of dialogue and a partially complete civil rights audit, Facebook continues to act with reckless disregard for civil rights... Thus, despite grand promises on many fronts, we are left with no guarantee that Facebook can prevent any new product or policy from threatening civil and human rights.”

As fiduciaries, our Board is responsible for stewardship of business performance and long term strategic planning, in light of risk factors like widespread violations of human and civil rights. Ranking Digital Rights reported: “While it [Facebook] published a clear commitment to respect and protect human rights to freedom of expression and privacy, it disclosed little about its due diligence efforts aimed at ensuring that its business operations and practices actually protect these rights in practice.”