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WhatsApp

Forward Looking Statements

This presentation may be deemed to contain forward-looking statements, which are subject to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, including the expected completion of the acquisition and the time frame in which this will occur. Statements regarding future events are based on the parties' current expectations and are necessarily subject to associated risks related to, among other things, regulatory approval of the proposed acquisition or that other conditions to the closing of the deal may not be satisfied, the occurrence of any event, change or other circumstances that could give rise to the termination of the definitive agreement, and general economic conditions. Therefore, actual results may differ materially and adversely from those expressed in any forward-looking statements. The forward-looking statements included herein are made only as of the date hereof, and neither party undertakes an obligation to revise or update any forward-looking statements for any reason.



Transaction Summary

Terms

- \$16 billion purchase price
 - 184 million shares (~\$12 billion¹)
 - \$4 billion cash
- 46 million RSUs (~\$3 billion¹)
- Jan Koum to join Facebook board

Timing considerations

- Expect to close transaction in 2014
- Subject to regulatory approvals

Funding considerations

- WhatsApp shareholders and employees will own 7.9% of Facebook inclusive of RSUs²
- Cash consideration to be funded from cash balance of \$11.5 billion as of 12/31/13

(1) Based on the average closing price of the six trading days preceding February 18, 2014 of \$65.2650 per share

(2) As of February 17, 2014 Facebook had 2.552B Class A and B shares outstanding plus ~139M million dilutive securities consisting primarily of unvested RSUs



WhatsApp Key Statistics



>450M Monthly Active Users, ~70% Active On a Given Day
Growing by >1M Registered Users Per Day



WhatsApp Messaging Volume Approaching Entire Global
SMS Telecom Volume (19B Sent & 34B Received per Day)



>600M Photos Uploaded Per Day



>200M Voice Messages Sent Per Day



>100M Video Messages Sent Per Day



>100% Year Over Year Growth for All of the Above



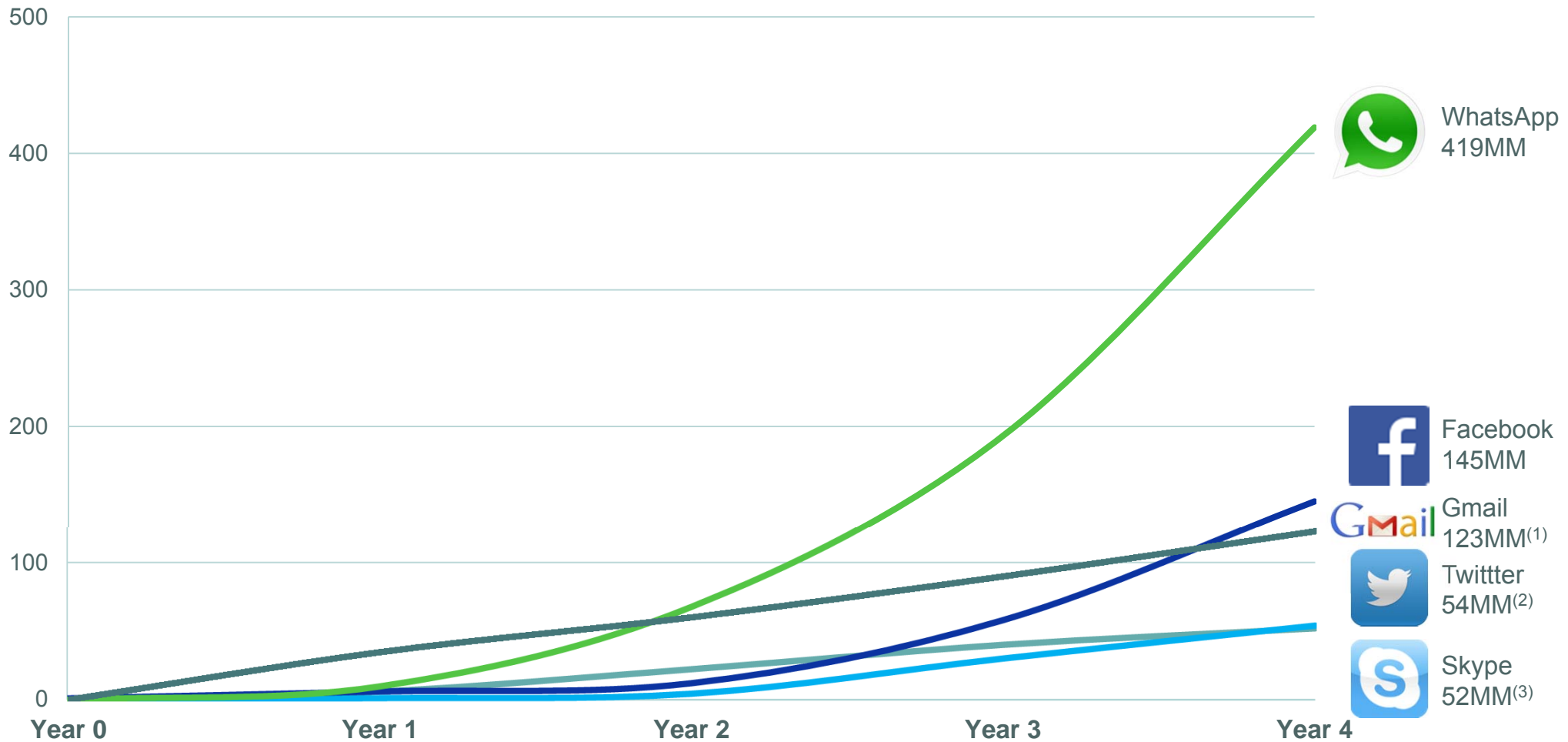
WhatsApp

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WhatsApp Extraordinary Growth in Users

First Four Years Growth after Launch

Monthly Active User Accounts of Selected Services that are 4+Years Old, in Millions



Source: (1) comScore Media Metrix
(2) comScore Media Metrix, news, and company filings
(3) News and company filings in addition to estimates derived from these sources

