UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the quarterly period ended June 30, 2026
or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the transition period from to
Commission File Number: 001-35551



Meta Platforms, Inc.

(Exact name of registrant as specified in its charter)

Delaware	**20-1665019**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification Number)**

1 Meta Way, Menlo Park, California 94025
(Address of principal executive offices and Zip Code)

(650) 543-4800
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbol(s)	Name of each exchange on which registered
Class A Common Stock, $0.000006 par value	META	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 (Exchange Act) during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☒	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☐
		Emerging growth company	☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

Indicate the number of shares outstanding of each of the issuer's classes of Common Stock, as of the latest practicable date.

Class	**Number of Shares Outstanding**
Class A Common Stock $0.000006 par value	2,205,128,509 shares outstanding as of July 24, 2026
Class B Common Stock $0.000006 par value	342,377,716 shares outstanding as of July 24, 2026

Meta Platforms, Inc.

Form 10-Q
For the Quarterly Period Ended June 30, 2026

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NOTE ABOUT FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains forward-looking statements. All statements contained in this Quarterly Report on Form 10-Q other than statements of historical fact, including statements regarding our future results of operations and financial position, our business strategy and plans, and our objectives for future operations, are forward-looking statements. The words "believe," "may," "will," "estimate," "continue," "anticipate," "intend," "expect," and similar expressions are intended to identify forward-looking statements. We have based these forward-looking statements largely on our current expectations and projections about future events and trends that we believe may affect our financial condition, results of operations, business strategy, short-term and long-term business operations and objectives, and financial needs. These forward-looking statements are subject to a number of risks, uncertainties and assumptions, including those described in Part II, Item 1A, "Risk Factors" in this Quarterly Report on Form 10-Q. Moreover, we operate in a very competitive and rapidly changing environment. New risks emerge from time to time. It is not possible for our management to predict all risks, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements we may make. In light of these risks, uncertainties and assumptions, the future events and trends discussed in this Quarterly Report on Form 10-Q may not occur and actual results could differ materially and adversely from those anticipated or implied in the forward-looking statements.

We undertake no obligation to revise or publicly release the results of any revision to these forward-looking statements, except as required by law. Given these risks and uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements.

Unless expressly indicated or the context requires otherwise, the terms "Meta," "company," "we," "us," and "our" in this document refer to Meta Platforms, Inc., a Delaware corporation, and, where appropriate, its subsidiaries. The term "Family" refers to our Facebook, Instagram, Messenger, and WhatsApp products. For references to accessing Meta's products on the "web" or via a "website," such terms refer to accessing such products on personal computers. For references to accessing Meta's products on "mobile," such term refers to accessing such products via a mobile application or via a mobile-optimized version of our websites such as m.facebook.com, whether on a mobile phone or tablet.

LIMITATIONS OF KEY METRICS AND OTHER DATA

Family Metrics

The numbers for our key metrics are calculated using internal company data based on the activity of user accounts. We report our estimates of the numbers of our daily active people (DAP) and average revenue per person (ARPP) (collectively, our "Family metrics") based on the activity of users who visited at least one of Facebook, Instagram, Messenger, and WhatsApp (collectively, our "Family" of products) during the applicable period of measurement.

While these numbers are based on what we believe to be reasonable estimates of our user base for the applicable period of measurement, there are inherent challenges in measuring usage of our products across large online and mobile populations around the world. The methodologies used to measure these metrics require significant judgment and are also susceptible to algorithm or other technical errors. In addition, we are continually seeking to improve our estimates of our user base, and such estimates may change due to improvements or changes in our methodology. We regularly review our processes for calculating these metrics, and from time to time we discover inaccuracies in our metrics or make adjustments to improve their accuracy, which can result in adjustments to our historical metrics. Our ability to recalculate our historical metrics may be impacted by data limitations or other factors that require us to apply different methodologies for such adjustments. We generally do not intend to update previously disclosed Family metrics for any such inaccuracies or adjustments that are within the error margins disclosed below.

In addition, our Family metrics estimates will differ from estimates published by third parties due to differences in methodology or other factors such as data limitations or other challenges in measuring large online and mobile populations. For example, our methodologies include measurements of our user base that have in some instances exceeded estimates of addressable online and mobile populations that are based on data published by third parties.

Many people in our community have user accounts on more than one of our products, and some people have multiple user accounts within an individual product. Accordingly, for our Family metrics, we do not seek to count the total number of user accounts across our products because we believe that would not reflect the actual size of our community. Rather, our Family metrics represent our estimates of the number of unique people using at least one of Facebook, Instagram, Messenger, and WhatsApp. We do not require people to use a common identifier or link their accounts to use multiple products in our Family, and therefore must seek to attribute multiple user accounts within and across products to individual people. To calculate these metrics, we rely upon complex techniques, algorithms and machine learning models that seek to count the individual people behind user accounts, including by matching multiple user accounts within an individual product and across multiple products when we believe they are attributable to a single person, and counting such group of accounts as one person. These techniques and models require significant judgment, are subject to data and other limitations discussed below, and inherently are subject to statistical variances and uncertainties. We estimate the potential error in our Family metrics primarily based on user survey data as described further below, which itself is subject to error as well. While we expect the error margin for our Family metrics to vary from period to period, we estimate that such margin generally will be approximately 3% of our worldwide DAP. At our scale, it is very difficult to attribute multiple user accounts within and across products to individual people, and it is possible that the actual numbers of unique people using our products may vary significantly from our estimates, potentially beyond our estimated error margins. As a result, it is also possible that our Family metrics may indicate changes or trends in user numbers that do not match actual changes or trends.

To calculate our estimates of DAP, we currently use a series of machine learning models that are developed based on internal reviews of limited samples of user accounts and calibrated against user survey data. We apply significant judgment in designing these models and calculating these estimates. For example, to match user accounts within individual products and across multiple products, we use data signals such as similar device information, IP addresses, and user names. We also calibrate our models against data from periodic user surveys of varying sizes and frequency across our products, which survey questions are based on monthly usage, and which are inherently subject to error. From time to time, the results of such surveys may be impacted by product changes or other factors, and we may update such survey questions. The timing and results of such user surveys have in the past contributed, and may in the future contribute, to changes in our reported Family metrics from period to period. In addition, our data limitations may affect our understanding of certain details of our business and increase the risk of error for our Family metrics estimates. Our techniques and models rely on a variety of data signals from different products, and we rely on more limited data signals for some products compared to others. For example, as a result of limited visibility into encrypted products, we have fewer data signals from WhatsApp user accounts and primarily

rely on phone numbers and device information to match WhatsApp user accounts with accounts on our other products. Any loss of access to data signals we use in our process for calculating Family metrics, whether as a result of our own product decisions, actions by third-party browser or mobile platforms, regulatory or legislative requirements, or other factors, also may impact the stability or accuracy of our reported Family metrics, as well as our ability to report these metrics at all. Our estimates of Family metrics also may change as our methodologies evolve, including through the application of new data signals or technologies, product changes, or other improvements in our user surveys, algorithms, or machine learning that may improve our ability to match accounts within and across our products or otherwise evaluate the broad population of our users. In addition, such evolution may allow us to identify previously undetected violating accounts (as defined below).

We regularly evaluate our Family metrics to estimate the percentage of our DAP consisting solely of "violating" accounts. We define "violating" accounts as accounts which we believe are intended to be used for purposes that violate our terms of service, including bots and spam. Our violating accounts estimation is based on an internal review of a limited sample of accounts, and we apply significant judgment in making this determination. For example, we look for account information and behaviors associated with Facebook and Instagram accounts that appear to be inauthentic to the reviewers, but we have less visibility into WhatsApp user activity due to encryption. In addition, if we believe an individual person has one or more violating accounts, we do not include such person in our violating accounts estimation as long as we believe they have one active account that does not constitute a violating account. In the fourth quarter of 2025, we made certain updates to the methodology we use for this estimation, including to incorporate updated data signals as a result of improvements in our ability to identify activity we believe to be violating our policies, as well as to focus on the most recent account activity when determining whether to include a person in our violating accounts estimation. Accordingly, in the fourth quarter of 2025, we estimated that less than 5% of our worldwide DAP consisted solely of violating accounts. We believe the increase compared to our prior estimation was a result of the methodology update described above. From time to time, we disable certain user accounts, make product changes, or take other actions to reduce the number of violating accounts among our users, which may also reduce our DAP estimates in a particular period. We intend to continue to disclose our estimates of the percentage of our DAP consisting solely of violating accounts on an annual basis in our Annual Report on Form 10-K. Violating accounts are very difficult to measure at our scale, and it is possible that the actual number of violating accounts may vary significantly from our estimates.

User Geography

Our estimates for revenue by user location, as well as year-over-year percentage changes in ad impressions delivered and the average price per ad by user location, are also affected by data limitations and other challenges in measuring user geography. Our data regarding the geographic location of our users is estimated based on a number of factors, such as the user's IP address and self-disclosed location. These factors may not always accurately reflect the user's actual location. For example, a user may appear to be accessing our products from the location of the proxy server that the user connects to rather than from the user's actual location. The methodologies used to measure our metrics are also susceptible to algorithm or other technical errors.

PART I—FINANCIAL INFORMATION

Item 1. Financial Statements

META PLATFORMS, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(In millions, except number of shares and par value)
(Unaudited)

	June 30, 2026	December 31, 2025
Assets		
Current assets:		
Cash and cash equivalents	$ 15,462	$ 35,873
Marketable securities	74,798	45,719
Accounts receivable, net	21,752	19,769
Prepaid expenses and other current assets	13,463	7,361
Total current assets	125,475	108,722
Non-marketable equity investments	30,157	27,524
Property and equipment, net	225,724	176,400
Operating lease right-of-use assets	23,985	20,404
Goodwill	23,406	24,534
Other assets	21,209	8,437
Total assets	$ 449,956	$ 366,021
Liabilities and stockholders' equity		
Current liabilities:		
Accounts payable	$ 15,889	$ 8,894
Operating lease liabilities, current	2,425	2,213
Accrued expenses and other current liabilities	38,065	30,729
Total current liabilities	56,379	41,836
Operating lease liabilities, non-current	26,229	22,940
Long-term debt	83,664	58,744
Long-term income taxes	18,326	21,005
Other liabilities	4,137	4,253
Total liabilities	188,735	148,778
Commitments and contingencies		
Stockholders' equity:		
Common stock and additional paid-in capital, $0.000006 par value; 5,000 million Class A shares authorized, 2,206 million and 2,187 million shares issued and outstanding, as of June 30, 2026 and December 31, 2025, respectively; 4,141 million Class B shares authorized, 342 million and 343 million shares issued and outstanding, as of June 30, 2026 and December 31, 2025, respectively	103,981	95,793
Accumulated other comprehensive income (loss)	(603)	271
Retained earnings	157,843	121,179
Total stockholders' equity	261,221	217,243
Total liabilities and stockholders' equity	$ 449,956	$ 366,021

See Accompanying Notes to Condensed Consolidated Financial Statements.

META PLATFORMS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(In millions, except per share amounts)
(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
Revenue	$ 60,801	$ 47,516	$ 117,111	$ 89,830
Costs and expenses:				
Cost of revenue	11,330	8,491	21,549	16,063
Research and development	21,656	12,942	39,354	25,092
Marketing and sales	3,431	2,979	6,339	5,735
General and administrative	5,609	2,663	8,222	4,943
Total costs and expenses	42,026	27,075	75,464	51,833
Income from operations	18,775	20,441	41,647	37,997
Interest and other income (expense), net	(19)	93	(1,139)	919
Income before income taxes	18,756	20,534	40,508	38,916
Provision (benefit) for income taxes	2,908	2,197	(2,113)	3,935
Net income	$ 15,848	$ 18,337	$ 42,621	$ 34,981
Earnings per share:				
Basic	$ 6.23	$ 7.28	$ 16.79	$ 13.87
Diluted	$ 6.18	$ 7.14	$ 16.62	$ 13.56
Weighted-average shares used to compute earnings per share:				
Basic	2,543	2,518	2,538	2,522
Diluted	2,566	2,570	2,565	2,580

See Accompanying Notes to Condensed Consolidated Financial Statements.

META PLATFORMS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(In millions)
(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
Net income	$ 15,848	$ 18,337	$ 42,621	$ 34,981
Other comprehensive income (loss):				
Change in foreign currency translation adjustment, net of tax	(131)	1,866	(523)	2,760
Change in unrealized gain (loss) on available-for-sale investments and other, net of tax	(169)	228	(351)	566
Comprehensive income	$ 15,548	$ 20,431	$ 41,747	$ 38,307

See Accompanying Notes to Condensed Consolidated Financial Statements.

META PLATFORMS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(In millions, except per share amounts)
(Unaudited)

	Three Months Ended June 30, 2026					Three Months Ended June 30, 2025				
	Class A and Class B Common Stock and Additional Paid-In Capital		Accumulated Other Comprehensive Loss	Retained Earnings	Total Stockholders' Equity	Class A and Class B Common Stock and Additional Paid-In Capital		Accumulated Other Comprehensive Income (Loss)	Retained Earnings	Total Stockholders' Equity
	Shares	Amount				Shares	Amount			
Balances at beginning of period	2,538	$ 99,337	$ (303)	$ 144,647	$ 243,681	2,523	$ 85,568	$ (1,865)	$ 101,326	$ 185,029
Net income	—	—	—	15,848	15,848	—	—	—	18,337	18,337
Other comprehensive income (loss)	—	—	(300)	—	(300)	—	—	2,094	—	2,094
Issuance of common stock	16	—	—	—	—	15	—	—	—	—
Shares withheld related to net share settlement	(6)	(3,014)	—	(1,267)	(4,281)	(5)	(1,906)	—	(2,204)	(4,110)
Share-based compensation	—	7,658	—	—	7,658	—	4,834	—	—	4,834
Share repurchases	—	—	—	—	—	(17)	—	—	(9,762)	(9,762)
Dividends and dividend equivalents declared ($0.525 per share)	—	—	—	(1,385)	(1,385)	—	—	—	(1,349)	(1,349)
Other	—	—	—	—	—	—	—	—	(3)	(3)
Balances at end of period	2,548	$ 103,981	$ (603)	$ 157,843	$ 261,221	2,516	$ 88,496	$ 229	$ 106,345	$ 195,070

	Six Months Ended June 30, 2026					Six Months Ended June 30, 2025				
	Class A and Class B Common Stock and Additional Paid-In Capital		Accumulated Other Comprehensive Income (Loss)	Retained Earnings	Total Stockholders' Equity	Class A and Class B Common Stock and Additional Paid-In Capital		Accumulated Other Comprehensive Income (Loss)	Retained Earnings	Total Stockholders' Equity
	Shares	Amount				Shares	Amount			
Balances at beginning of period	2,530	$ 95,793	$ 271	$ 121,179	$ 217,243	2,534	$ 83,228	$ (3,097)	$ 102,506	$ 182,637
Net income	—	—	—	42,621	42,621	—	—	—	34,981	34,981
Other comprehensive income (loss)	—	—	(874)	—	(874)	—	—	3,326	—	3,326
Issuance of common stock	32	—	—	—	—	31	—	—	—	—
Shares withheld related to net share settlement	(14)	(5,502)	—	(3,202)	(8,704)	(13)	(3,713)	—	(5,280)	(8,993)
Share-based compensation	—	13,690	—	—	13,690	—	8,981	—	—	8,981
Share repurchases	—	—	—	—	—	(36)	—	—	(23,159)	(23,159)
Dividends and dividend equivalents declared ($1.05 per share)	—	—	—	(2,755)	(2,755)	—	—	—	(2,691)	(2,691)
Other	—	—	—	—	—	—	—	—	(12)	(12)
Balances at end of period	2,548	$ 103,981	$ (603)	$ 157,843	$ 261,221	2,516	$ 88,496	$ 229	$ 106,345	$ 195,070

See Accompanying Notes to Condensed Consolidated Financial Statements.

META PLATFORMS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(In millions)
(Unaudited)

	Six Months Ended June 30,	
	2026	**2025**
Cash flows from operating activities		
Net income	$ 42,621	$ 34,981
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	12,355	8,242
Share-based compensation	13,690	8,981
Deferred income taxes	1,568	(2,163)
Unrealized loss on equity investments	1,185	320
Other	(73)	(376)
Changes in assets and liabilities:		
Accounts receivable	(2,273)	1,466
Prepaid expenses and other current assets	(3,230)	686
Other assets	(2,535)	(242)
Accounts payable	(354)	(574)
Accrued expenses and other current liabilities	5,662	(3,338)
Other liabilities	(4,528)	1,604
Net cash provided by operating activities	64,088	49,587
Cash flows from investing activities		
Purchases of property and equipment	(49,113)	(29,479)
Purchases of marketable securities	(75,592)	(19,509)
Sales and maturities of marketable securities	44,036	19,057
Purchases of non-marketable equity investments	(1,670)	(15,214)
Payments for held-for-sale assets	(674)	(775)
Acquisitions of businesses and intangible assets	(474)	(62)
Other investing activities	156	14
Net cash used in investing activities	(83,331)	(45,968)
Cash flows from financing activities		
Taxes paid related to net share settlement of equity awards	(8,704)	(8,993)
Repurchases of Class A common stock	—	(22,921)
Payments for dividends and dividend equivalents	(2,699)	(2,656)
Proceeds from issuance of long-term debt, net	24,910	—
Principal payments on finance leases	(1,805)	(1,225)
Other financing activities	(2,288)	323
Net cash provided by (used in) financing activities	9,414	(35,472)
Effect of exchange rate changes on cash, cash equivalents, restricted cash, and restricted cash equivalents	—	243
Net decrease in cash, cash equivalents, restricted cash, and restricted cash equivalents	(9,829)	(31,610)
Cash, cash equivalents, restricted cash, and restricted cash equivalents at beginning of the period	39,100	45,438
Cash, cash equivalents, restricted cash, and restricted cash equivalents at end of the period	$ 29,271	$ 13,828

See Accompanying Notes to Condensed Consolidated Financial Statements.

META PLATFORMS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(In millions)
(Unaudited)

	Six Months Ended June 30,	
	2026	**2025**
Reconciliation of cash, cash equivalents, restricted cash, and restricted cash equivalents to the condensed consolidated balance sheets		
Cash and cash equivalents	$ 15,462	$ 12,005
Restricted cash and restricted cash equivalents, included in prepaid expenses and other current assets	702	161
Restricted cash and restricted cash equivalents, included in other assets	13,107	1,662
Total cash, cash equivalents, restricted cash, and restricted cash equivalents	$ 29,271	$ 13,828
Supplemental cash flow data		
Cash paid for income taxes, net	$ 1,999	$ 5,544
Cash paid for interest, net of amounts capitalized	$ 1,097	$ 478
Non-cash investing and financing activities:		
Property and equipment in accounts payable and accrued expenses and other current liabilities	$ 19,502	$ 10,618
Acquisition of businesses and intangible assets in accounts payable, accrued expenses and other current liabilities, and other liabilities	$ 2,172	$ 132
Non-marketable equity investments in accrued expenses and other current liabilities	$ —	$ 651
Repurchases of Class A common stock in accrued expenses and other current liabilities	$ —	$ 131

See Accompanying Notes to Condensed Consolidated Financial Statements.

META PLATFORMS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 1. Summary of Significant Accounting Policies

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States (GAAP) and applicable rules and regulations of the Securities and Exchange Commission regarding interim financial reporting. Certain information and note disclosures normally included in the financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to such rules and regulations. As such, the information included in this quarterly report on Form 10-Q should be read in conjunction with the consolidated financial statements and accompanying notes included in our Annual Report on Form 10-K for the year ended December 31, 2025.

The condensed consolidated balance sheet as of December 31, 2025 included herein was derived from the audited financial statements as of that date, but does not include all disclosures including notes required by GAAP.

The condensed consolidated financial statements include the accounts of Meta Platforms, Inc. and its subsidiaries where we have controlling financial interests. All intercompany balances and transactions have been eliminated.

The accompanying condensed consolidated financial statements reflect all normal recurring adjustments that are necessary to present fairly the results for the interim periods presented. Interim results are not necessarily indicative of the results for the full year.

Use of Estimates

Preparation of condensed consolidated financial statements in conformity with GAAP requires the use of estimates and judgments that affect the reported amounts in the condensed consolidated financial statements and accompanying notes. These estimates form the basis for judgments we make about the carrying values of our assets and liabilities, which are not readily apparent from other sources. We base our estimates and judgments on historical information and on various other assumptions that we believe are reasonable under the circumstances. GAAP requires us to make estimates and judgments in several areas, including, but not limited to, those related to loss contingencies, income taxes, valuation of non-marketable equity investments, valuation of long-lived assets and their associated estimated useful lives, revenue recognition, valuation of goodwill, credit losses of available-for-sale debt securities, accounts receivable, and fair value of financial instruments and leases. These estimates are based on management's knowledge about current events, interpretation of regulations, and expectations about actions we may undertake in the future. Actual results could differ materially from those estimates.

Significant Accounting Policies

There have been no material changes to our significant accounting policies from our Annual Report on Form 10-K for the year ended December 31, 2025.

Accounting Pronouncements Not Yet Adopted

In May 2026, the FASB issued Accounting Standards Update (ASU) No. 2026-02, *Environmental Credits and Environmental Credit Obligations (Topic 818)*. This standard establishes guidance for the recognition, measurement and disclosure of environmental credits and environmental credit obligations. The guidance will be effective for the annual periods beginning the year ending December 31, 2028 and interim periods within those annual periods. Early adoption is permitted. Upon adoption, the guidance is required to be applied on a retrospective basis. We are evaluating the effect that this guidance will have on our consolidated financial statements and related disclosures.

Note 2. Revenue

Revenue disaggregated by revenue source and by segment consists of the following (in millions):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
Advertising	$ 59,363	$ 46,563	$ 114,387	$ 87,955
Other revenue	1,007	583	1,891	1,093
Family of Apps	60,370	47,146	116,278	89,048
Reality Labs	431	370	833	782
Total revenue	$ 60,801	$ 47,516	$ 117,111	$ 89,830

Revenue disaggregated by geography, based on the addresses of our customers, consists of the following (in millions):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
United States and Canada	$ 23,863	$ 18,454	$ 45,129	$ 35,323
Europe (1)	14,009	11,128	27,249	20,749
Asia-Pacific	16,073	12,858	31,518	24,097
Rest of World (1)	6,856	5,076	13,215	9,661
Total revenue	$ 60,801	$ 47,516	$ 117,111	$ 89,830

(1) Europe includes Russia and Turkey. Rest of World includes Africa, Latin America, and the Middle East.

Deferred revenue was $1.16 billion and $1.08 billion as of June 30, 2026 and December 31, 2025, respectively. Our deferred revenue mostly relates to advertising prepayments and credits, as well as software updates and upgrades associated with Reality Labs hardware sales, the substantial majority of which are expected to be realized in less than a year.

Note 3. Earnings per Share

The holders of our Class A and Class B common stock (together, "common stock") have identical liquidation and dividend rights but different voting rights. Accordingly, we present the earnings per share (EPS) for Class A and Class B common stock together.

Basic EPS is computed by dividing net income by the weighted-average number of shares of our common stock outstanding. Diluted EPS is computed by dividing net income by the weighted-average number of fully diluted common stock outstanding and assumes the conversion of our Class B common stock to Class A common stock.

For the three and six months ended June 30, 2026, approximately 60 million and 47 million shares, respectively, were excluded from the diluted EPS calculation as including them would have an anti-dilutive effect. For both the three and six months ended June 30, 2025, shares with an anti-dilutive effect were approximately 1 million.

The numerators and denominators of the basic and diluted EPS computations for our common stock are calculated as follows (in millions, except per share amounts):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
Basic EPS:				
Numerator				
Distributed earnings	$ 1,353	$ 1,327	$ 2,699	$ 2,656
Undistributed earnings	14,495	17,010	39,922	32,325
Net income	$ 15,848	$ 18,337	$ 42,621	$ 34,981
Denominator				
Shares used in computation of basic EPS [1]	2,543	2,518	2,538	2,522
Basic EPS	$ 6.23	$ 7.28	$ 16.79	$ 13.87
Diluted EPS:				
Numerator				
Net income for diluted EPS	$ 15,848	$ 18,337	$ 42,621	$ 34,981
Denominator				
Shares used in computation of basic EPS [1]	2,543	2,518	2,538	2,522
Effect of dilutive shares	23	52	27	58
Shares used in computation of diluted EPS	2,566	2,570	2,565	2,580
Diluted EPS	$ 6.18	$ 7.14	$ 16.62	$ 13.56

(1) Includes 2,201 million and 2,175 million shares of Class A common stock and 342 million and 343 million shares of Class B common stock, for the three months ended June 30, 2026 and 2025, respectively; and 2,196 million and 2,179 million shares of Class A common stock and 342 million and 343 million shares of Class B common stock, for the six months ended June 30, 2026 and 2025, respectively.

EPS for Class B common stock is not presented separately as under the two-class method Class A and Class B EPS is not meaningfully different.

Note 4. Financial Instruments

Fair Value Measurements

Our cash equivalents, marketable securities, and restricted cash equivalents are classified within Level 1 or Level 2 of the fair value hierarchy because their fair values are derived from quoted market prices or alternative pricing sources and models utilizing market observable inputs. Certain other assets are classified within Level 3 because factors used to develop the estimated fair value are unobservable inputs that are not supported by market activity.

The following tables summarize our assets measured at fair value on a recurring basis and the classification by level of input within the fair value hierarchy (in millions):

		Fair Value Measurement at Reporting Date Using		
	June 30, 2026	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Cash equivalents:				
Money market funds	$ 5,223	$ 5,223	$ —	$ —
U.S. government securities	2,077	2,077	—	—
Time deposits	350	—	350	—
Corporate debt securities	4,483	—	4,483	—
Total cash equivalents	12,133	7,300	4,833	—
Marketable securities:				
U.S. government securities	41,724	41,724	—	—
U.S. government agency securities	940	940	—	—
Corporate debt securities	28,591	—	28,591	—
Marketable equity securities	3,543	3,543	—	—
Total marketable securities	74,798	46,207	28,591	—
Restricted cash equivalents	13,554	13,554	—	—
Other assets	114	—	—	114
Total	$ 100,599	$ 67,061	$ 33,424	$ 114

	December 31, 2025	Fair Value Measurement at Reporting Date Using: Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Cash equivalents:				
Money market funds	$ 27,928	$ 27,928	$ —	$ —
U.S. government securities	1,623	1,623	—	—
Time deposits	328	—	328	—
Corporate debt securities	1,603	—	1,603	—
Total cash equivalents	31,482	29,551	1,931	—
Marketable securities:				
U.S. government securities	21,483	21,483	—	—
U.S. government agency securities	767	767	—	—
Corporate debt securities	17,477	—	17,477	—
Marketable equity securities	5,992	5,992	—	—
Total marketable securities	45,719	28,242	17,477	—
Restricted cash equivalents	2,539	2,539	—	—
Other assets	106	—	—	106
Total	$ 79,846	$ 60,332	$ 19,408	$ 106

Restricted Cash Equivalents

As of June 30, 2026, our restricted cash equivalents of $13.55 billion include $10.80 billion of money market funds related to escrow requirements under certain multi-year infrastructure purchase agreements. These funds are restricted from general corporate use and are expected to be released between 2028 and 2030 upon satisfying the underlying purchase obligations. Based on the expected timing of the release of these restrictions, substantially all of our restricted cash equivalents were classified within other assets on our condensed consolidated balance sheets. See Note 9 — Commitments and Contingencies for additional information.

Marketable Debt Securities

The following tables summarize our available-for-sale marketable debt securities with unrealized losses as of June 30, 2026 and December 31, 2025, aggregated by major security type and the length of time that individual securities have been in a continuous loss position (in millions):

	June 30, 2026					
	Less than 12 months		12 months or greater		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
U.S. government securities	$ 38,575	$ (107)	$ 212	$ (3)	$ 38,787	$ (110)
U.S. government agency securities	407	(3)	25	—	432	(3)
Corporate debt securities	12,413	(45)	574	(5)	12,987	(50)
Total	$ 51,395	$ (155)	$ 811	$ (8)	$ 52,206	$ (163)

	December 31, 2025					
	Less than 12 months		12 months or greater		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
U.S. government securities	$ 1,491	$ (2)	$ 1,570	$ (18)	$ 3,061	$ (20)
U.S. government agency securities	17	—	25	—	42	—
Corporate debt securities	1,213	(1)	1,534	(20)	2,747	(21)
Total	$ 2,721	$ (3)	$ 3,129	$ (38)	$ 5,850	$ (41)

As of June 30, 2026 and December 31, 2025, the gross unrealized gains on our marketable debt securities were not material and $300 million, respectively, and the allowance for credit losses were not material for both periods.

The following table classifies our marketable debt securities by contractual maturities (in millions):

	June 30, 2026
Due within one year	$ 44,551
Due after one year to five years	26,704
Total	$ 71,255

Marketable Equity Securities

The net unrealized losses on our marketable equity securities were $733 million and $511 million for the three months ended June 30, 2026 and 2025, respectively; and $2.30 billion and $374 million for the six months ended June 30, 2026 and 2025, respectively. These losses are recorded within interest and other income (expense), net on our condensed consolidated statements of income.

Note 5. Non-Marketable Equity Investments

Our non-marketable equity investments are in privately-held companies without readily determinable fair values. The following table summarizes our non-marketable equity investments under measurement alternative and equity method (in millions):

	June 30, 2026	December 31, 2025
Initial cost	$ 20,816	$ 20,271
Cumulative upward adjustments	559	429
Cumulative impairment/downward adjustments	(624)	(624)
Non-marketable equity investments under measurement alternative	20,751	20,076
Non-marketable equity investments under equity method	9,406	7,448
Total carrying value of non-marketable equity investments	$ 30,157	$ 27,524

Non-Marketable Equity Investments Under Equity Method

Our non-marketable equity method investments include an arrangement, entered into in October 2025, to co-develop a data center campus in Louisiana (the Venture), in which we hold a 20% membership interest. This Venture provides strategic optionality and flexibility, which we expect will enable us to effectively meet future infrastructure capacity needs as AI markets and technologies develop. The parties have committed to fund their respective pro rata share of approximately $27 billion in total estimated development costs.

Our lease agreements with the Venture, which cover the right to use properties on the data center campus, will commence in 2029 and have an aggregate initial lease commitment of approximately $12.31 billion. Each leased property has an initial four-year lease term and options to renew for a total lease period of up to 20 years. In addition, we have provided residual value guarantees (RVG) with an aggregate threshold of approximately $28 billion that decreases over time. If we decide to terminate or not renew a lease, and if certain other conditions are met, our maximum RVG payment would equal

any shortfall between the fair value at that time and the RVG threshold for that property. RVG payments are not probable, and therefore no liability has been recorded to date.

Significant judgment is required to identify the activities that most significantly impact the Venture's economic performance based upon the purpose and design of the entity. This judgment included, but was not limited to, considering future conditions that may impact the fair value of the Venture's long-lived assets (including expectations of payments under the RVG) or the Venture's ability to generate cash flows. On the basis of analyses performed, decisions pertaining to remarketing the data center campus, including but not limited to, negotiations with future lease tenants and individual property sales, were determined to have the most significant impact on the Venture's economic performance. As we do not have the power to direct the activities that most significantly impact the Venture's economic performance, we are not the primary beneficiary and, therefore, do not consolidate the variable interest entity (VIE). Our ongoing involvement with the VIE includes providing construction management, administrative and property management services to the Venture.

As of June 30, 2026 and December 31, 2025, the carrying value of our equity investment included within non-marketable equity investments on our condensed consolidated balance sheets was $2.92 billion and $1.83 billion, respectively, and our maximum exposure to loss related to the Venture was $46.03 billion and $45.95 billion, respectively, consisting of the carrying value of our equity investment, the lease commitments, our estimated future funding commitments, and the maximum RVG threshold.

In addition, we have other types of unconsolidated VIEs of which we are not the primary beneficiary. As of June 30, 2026 and December 31, 2025, our maximum exposure to loss in these VIEs was $6.41 billion and $5.58 billion, respectively, which represents the carrying value of our investments, including our share of net earnings from the equity method investees.

Note 6. Property and Equipment

Property and equipment, net consists of the following (in millions):

	June 30, 2026	December 31, 2025
Land	$ 3,667	$ 3,687
Servers and network assets	119,683	98,040
Buildings	61,037	55,568
Leasehold improvements	8,464	8,346
Equipment and other	10,209	9,377
Finance lease right-of-use assets	9,467	8,187
Construction in progress [1]	80,345	50,521
Property and equipment, gross	292,872	233,726
Less: Accumulated depreciation	(67,148)	(57,326)
Property and equipment, net	$ 225,724	$ 176,400

(1) Construction in progress includes costs mostly related to construction of data centers, servers and network infrastructure.

Depreciation expense on property and equipment was $6.00 billion and $4.28 billion for the three months ended June 30, 2026 and 2025, respectively, and $11.67 billion and $8.12 billion for the six months ended June 30, 2026 and 2025, respectively. Within property and equipment, our servers and network assets depreciation expense was $4.62 billion and $3.12 billion for the three months ended June 30, 2026 and 2025, respectively, and $9.01 billion and $5.74 billion for the six months ended June 30, 2026 and 2025, respectively.

Held-for-sale Assets

In March 2026, we approved a plan to dispose of certain data center assets with a carrying value of $1.48 billion, consisting mostly of construction in progress and land. We expect to dispose of these assets in the third quarter of 2026 through a contribution to a third party for the purpose of co-developing data centers in El Paso, Texas. As of June 30, 2026, total held-for-sale assets, net, were $2.03 billion, included within prepaid expenses and other current assets on our condensed consolidated balance sheets. See Note 13 — Subsequent Event for additional information.

Note 7. Acquisitions and Goodwill

The following table presents the changes in the carrying amount of goodwill by reportable segment for the six months ended June 30, 2026 (in millions):

	Family of Apps	Reality Labs	Total
December 31, 2025	$ 23,028	$ 1,506	$ 24,534
Acquisitions	41	—	41
Reclassified to held-for-sale	(1,266)	—	(1,266)
Adjustments	96	1	97
June 30, 2026	$ 21,899	$ 1,507	$ 23,406

During the second quarter of 2026, we reclassified $1.27 billion of goodwill to held-for-sale within prepaid expenses and other current assets on our condensed consolidated balance sheets. No impairment loss was recognized upon reclassification.

Note 8. Long-term Debt

In May 2026, we issued an aggregate of $25.00 billion of fixed-rate senior unsecured notes in six series. The following table summarizes our fixed-senior unsecured notes (the Notes) and the carrying amount of our long-term debt (in millions, except percentages):

	Maturity	Stated Interest Rate	Effective Interest Rate	June 30, 2026	December 31, 2025
August 2022 Notes	2027 - 2062	3.50% - 4.65%	3.63% - 4.71%	$ 10,000	$ 10,000
May 2023 Notes	2028 - 2063	4.60% - 5.75%	4.68% - 5.79%	8,500	8,500
August 2024 Notes	2029 - 2064	4.30% - 5.55%	4.42% - 5.60%	10,500	10,500
November 2025 Notes	2030 - 2065	4.20% - 5.75%	4.27% - 5.77%	30,000	30,000
May 2026 Notes	2031 - 2066	4.55% - 6.45%	4.60% - 6.48%	25,000	—
Total face amount of long-term debt				84,000	59,000
Unamortized discount and issuance costs, net				(336)	(256)
Long-term debt				$ 83,664	$ 58,744

Each series of the Notes ranks equally with each other. Interest on the Notes is payable semi-annually in arrears. We may redeem the Notes at any time, in whole or in part, at specified redemption prices. We are not subject to any financial covenants under the Notes. Interest expense, net of capitalized interest, recognized on the Notes was $754 million and $1.29 billion for the three and six months ended June 30, 2026, respectively, and $232 million and $463 million for the three and six months ended June 30, 2025, respectively.

The total estimated fair value of our outstanding Notes was $79.75 billion and $57.22 billion as of June 30, 2026 and December 31, 2025, respectively. The fair value was determined based on the quoted prices at the end of the reporting periods and categorized as Level 2 in the fair value hierarchy.

As of June 30, 2026, future principal payments for the Notes, by year, are as follows (in millions):

Remainder of 2026	$	—
2027		2,750
2028		1,500
2029		1,000
2030		5,000
Thereafter		73,750
Total	$	84,000

Note 9. Commitments and Contingencies

Leases and Contractual Commitments

In addition to the lease liabilities that are included on our balance sheet, we have operating and finance leases that have not yet commenced as of June 30, 2026. These lease obligations were approximately $278.99 billion, consisting of data centers, colocations, and certain network infrastructure, which will commence during the remainder of 2026 through 2036 with lease terms ranging from greater than one year to 30 years. In July 2026, we entered into additional data center leases with lease obligations of approximately $68 billion, which are expected to commence in 2027 and 2028, with lease terms of 18 to 20 years.

As of June 30, 2026, we had $349.31 billion of non-cancelable contractual commitments, comprising both short-term and long-term arrangements. These commitments mostly relate to third-party cloud capacity arrangements and investments in servers and network infrastructure, data centers, and consumer hardware products in Reality Labs, with approximately $53.52 billion and $81.65 billion due in 2026 and 2027, respectively. In addition, as of June 30, 2026, we have contingent obligations to purchase up to $14.72 billion of cloud capacity over a five-year period, which may be reduced if the cloud service provider is able to sell such capacity to other customers. For agreements with variable terms, we do not estimate the total obligation beyond minimum quantities and/or pricing, as of the reporting date.

In connection with escrow requirements under certain multi-year infrastructure purchase agreements, $10.80 billion of money market funds was reclassified as restricted cash equivalents as of June 30, 2026. These funds are restricted from general corporate use and are expected to be released between 2028 and 2030 upon satisfying the underlying purchase obligations. See Note 4 — Financial Instruments for additional information regarding restricted cash equivalents.

As part of the normal course of business, we have entered into agreements ranging from nine to 25 years to purchase clean and renewable energy that do not specify a fixed or minimum volume commitment. The ultimate spend under these agreements may vary and will be based on actual volume purchased.

Legal and Related Matters

With respect to the cases, actions, and inquiries described below, we evaluate the associated developments on a regular basis and accrue a liability when we believe a loss is probable and the amount can be reasonably estimated. In addition, we believe there is a reasonable possibility that we may incur a loss in some of these matters. Unless otherwise noted, with respect to the matters described below that do not include an estimate of the amount of loss or range of possible loss, such losses or range of possible losses either cannot be estimated or are not individually material, but we believe there is a reasonable possibility that they may be material in the aggregate.

We are also party to various other legal proceedings, claims, and regulatory, tax or government inquiries and investigations that arise in the ordinary course of business. Additionally, we are required to comply with various legal and regulatory obligations around the world. The requirements for complying with these obligations may be uncertain and subject to interpretation and enforcement by regulatory and other authorities, and any failure or perceived failure to comply with such obligations could eventually lead to asserted legal or regulatory action. With respect to these other legal proceedings, claims, regulatory, tax, or government inquiries and investigations, and other matters, asserted and unasserted, we evaluate the associated developments on a regular basis and accrue a liability when we believe a loss is probable and the amount can be reasonably estimated. In addition, we believe there is a reasonable possibility that we may incur a loss in some of these other

matters. We believe that the amount of losses or any estimable range of possible losses with respect to these other matters will not, either individually or in the aggregate, have a material adverse effect on our business and condensed consolidated financial statements.

The ultimate outcome of the legal and related matters described in this section, such as whether the likelihood of loss is remote, reasonably possible, or probable, or if and when the reasonably possible range of loss is estimable, is inherently uncertain. Therefore, if one or more of these matters were resolved against us for amounts in excess of management's estimates of loss, our results of operations and financial condition, including in a particular reporting period in which any such outcome becomes probable and estimable, could be materially adversely affected.

For information regarding income tax contingencies, see Note 11 — Income Taxes.

Privacy and Related Matters

Beginning on March 20, 2018, multiple putative class actions were filed in state and federal courts in the United States and elsewhere against us and certain of our directors and officers alleging various causes of action in connection with our platform and user data practices as well as the misuse of certain data by a developer that shared such data with third parties in violation of our terms and policies, and seeking unspecified damages and injunctive relief. With respect to the putative class actions alleging fraud and violations of consumer protection, privacy, and other laws in connection with the same matters, several of the cases brought on behalf of consumers in the United States were consolidated in the U.S. District Court for the Northern District of California (*In re Facebook, Inc., Consumer Privacy User Profile Litigation*). On December 22, 2022, the parties entered into a settlement agreement to resolve the lawsuit, which provided for a payment of $725 million by us and became final on May 14, 2025. In addition, our platform and user data practices, as well as the events surrounding the misuse of certain data by a developer, became the subject of U.S. Federal Trade Commission (FTC), state attorneys general, and other government inquiries in the United States, Europe, and other jurisdictions. We entered into a settlement and modified consent order to resolve the FTC inquiry, which took effect in April 2020. Among other matters, our settlement with the FTC required us to pay a penalty of $5.0 billion which was paid in April 2020 upon the effectiveness of the modified consent order. In addition, in December 2025, we entered into a settlement agreement with California to resolve its lawsuit alleging violations of consumer protection laws, which was approved by the court in California in March 2026. Certain other state attorneys general inquiries and litigation and certain government inquiries in other jurisdictions remain ongoing. On June 1, 2023, the court presiding over the lawsuit filed by the District of Columbia granted our motion for summary judgment, resolving the case in our favor. On June 29, 2023, the District of Columbia filed a notice of appeal. The appeal was heard on January 30, 2025 and on July 31, 2025, the District of Columbia Court of Appeals reversed the decision on procedural grounds and remanded the matter to the lower court. Trial in the New Mexico Attorney General's case, which has expanded to include various claims related to content moderation issues, is scheduled to begin on September 8, 2026. The New Mexico Attorney General has indicated that they intend to seek up to $62.85 billion in penalties in this case.

On May 3, 2023, the FTC filed a public administrative proceeding (*In the Matter of Facebook, Inc.*) seeking substantial changes to the modified consent order, which took effect in April 2020 after its entry by the U.S. District Court for the District of Columbia. The changes sought by the FTC are set forth in a proposed order and include, among others, a prohibition on our use of minors' data for any commercial purposes, changes to the composition of our board of directors, and significant limitations on our ability to modify and launch new products. On May 31, 2023, we filed a motion before the U.S. District Court for the District of Columbia seeking to enjoin the FTC from further pursuing its agency process to modify the modified consent order. On November 27, 2023, the district court denied our motion, and we then appealed to the U.S. Court of Appeals for the District of Columbia Circuit (*U.S. v. Facebook, Inc.*) and sought to stay the FTC proceeding pending resolution of the appeal. Our motion for a stay pending appeal was denied in March 2024. After the underlying appeal was briefed and oral argument was held on November 5, 2024, the U.S. Court of Appeals for the District of Columbia Circuit issued its decision on May 16, 2025, reversing the district court's denial of our motion on jurisdictional grounds, and directed the district court to consider the merits of our arguments. On July 10, 2025, the case was remanded to the district court to consider our claims in light of the Court of Appeals' determination that the district court retains jurisdiction over the entirety of the consent order. On December 23, 2025, the district court ordered a schedule for supplemental briefing in light of the Court of Appeals decision, and briefing was completed in May 2026.

On November 29, 2023, we separately filed a complaint, also in the U.S. District Court for the District of Columbia (*Meta Platforms, Inc. v. FTC*), asserting constitutional challenges to the structure of the FTC, and seeking to preliminarily enjoin the FTC proceeding during the pendency of the litigation. On December 13, 2023, the FTC filed an opposition to our motion for preliminary injunction and a motion to dismiss the complaint. On March 14, 2024, the district court denied our

motion to preliminarily enjoin the FTC proceeding during the pendency of the litigation, and also denied the FTC's motion to dismiss our complaint without prejudice, pending the U.S. Supreme Court's decision in *SEC v. Jarkesy* (*Jarkesy*). Our motion for a stay of the FTC proceeding pending appeal was denied in March 2024. Both the district court action and the appeal were stayed pending the Supreme Court's decision in *Jarkesy*. Following the Supreme Court's ruling in *Jarkesy* on June 27, 2024, the government filed a renewed motion to dismiss, which was fully briefed as of October 18, 2024. On June 29, 2025, the district court granted our request for a stay in light of the Court of Appeals' May 16, 2025 decision in the jurisdictional case. On June 9, 2026, the district court continued the stay and ordered the parties to file a status update due the earlier of 30 days after a decision in the jurisdictional case, or September 8, 2026.

On April 1, 2024, we filed our response to the FTC's Order to Show Cause, arguing, among other things, that the Order to Show Cause proceeding was legally improper. Per FTC orders, we completed briefing on threshold legal issues on July 18, 2024, and the FTC held oral argument before the Commissioners on those issues on November 12, 2024. On January 10, 2025, the Commission issued a decision on certain threshold legal issues, including that the Commission has statutory authority to modify consent orders. The Commission stated that its decision is subject to Meta's jurisdictional challenges then pending before the U.S. Court of Appeals for the District of Columbia Circuit in *U.S. v. Facebook, Inc.*, and that the nature and scope of any further administrative proceedings would be addressed at a later date. On July 30, 2025, the Commission issued an order staying the Order to Show Cause proceeding pending final resolution of the two judicial cases we filed challenging the proceeding. Through the administrative process, the FTC could amend the order to impose the additional requirements set forth in the proposed order. We should have the opportunity to appeal an FTC decision modifying the order and could request the appellate court to stay the enforcement of the modifications to the order while the appeal is pending. It is unclear whether the appeal or the request for a stay would be successful.

We also notify the Irish Data Protection Commission (IDPC), our lead European Union privacy regulator under the General Data Protection Regulation (GDPR), of certain other personal data breaches and privacy issues, issue similar notifications to European regulators under other laws (such as UK GDPR and Member State implementations of the ePrivacy Directive), and are subject to inquiries and investigations by the IDPC and other European regulators regarding various aspects of our regulatory compliance. For example, the IDPC is continuing to assess the compliance of our "subscription for no ads" consent model with requirements under the GDPR. In addition, on May 12, 2023, the IDPC issued a Final Decision concluding that Meta Platforms Ireland's reliance on Standard Contractual Clauses in respect of certain transfers of European Economic Area (EEA) Facebook user data was not in compliance with the GDPR. The IDPC issued an administrative fine of EUR €1.2 billion as well as corrective orders, which is described further in "Legal Proceedings" contained in Part II, Item 1 of this Quarterly Report on Form 10-Q. The interpretation of the GDPR is still evolving, including through decisions of the Court of Justice of the European Union, and draft decisions in investigations by the IDPC are subject to review by other European privacy regulators as part of the GDPR's cooperation and consistency mechanisms, which may lead to significant changes in the final outcome of such investigations. As a result, the interpretation and enforcement of the GDPR, as well as the imposition and amount of penalties for non-compliance, are subject to significant uncertainty. Although we are vigorously defending our regulatory compliance, we have accrued significant amounts for loss contingencies related to these inquiries and investigations in Europe, and we believe there is a reasonable possibility that additional accruals for losses related to these matters could be material individually or in the aggregate. In addition, we are subject to individual and class actions in Europe relating to matters that are or have been the subject of regulatory investigations.

Beginning on June 7, 2021, multiple putative class actions were filed against us alleging that we improperly received individuals' information from third-party websites or apps via our business tools in violation of our terms and various state and federal laws and seeking unspecified damages and injunctive relief (for example, *In re Meta Pixel Healthcare Litigation; In re Meta Pixel Tax Filing Cases; Frasco v. Flo Health, Inc.; Doe v. Hey Favor, Inc. et al.; Doe v. GoodRx Holdings, Inc. et al.* in the U.S. District Court for the Northern District of California; and *Rickwalder, et al. v. Meta Platforms, Inc.* in the Santa Clara County Superior Court). These cases are in different stages, but several of our motions to dismiss have been denied in whole or in part, while certain others have been granted in whole or in part. In *Rickwalder*, the Superior Court denied plaintiffs' motion for class certification and the plaintiffs have appealed that decision. In *Meta Pixel Tax Filing Cases*, on March 30, 2026, the U.S. District Court for the Northern District of California denied plaintiffs' motion for class certification. In *Flo Health*, on August 1, 2025, a jury returned a verdict on liability in favor of the plaintiffs and on behalf of a California subclass on the sole claim remaining against Meta under Section 632 of the California Invasion of Privacy Act. Plaintiffs are seeking $5,000 in statutory damages per class member and have asserted that there are up to approximately 1.25 million class members. The amount of potential damages is uncertain at this time. In addition, we are subject to individual and class actions in Europe and Canada, as well as regulatory investigations in the United States, Europe, and elsewhere, relating to similar matters with regard to our business tools.

Competition

We are subject to various litigation and government inquiries and investigations, formal or informal, by competition authorities in the United States, Europe, and other jurisdictions. Such investigations, inquiries, and lawsuits concern, among other things, our business practices in the areas of social networking or social media services, digital advertising, and/or mobile or online applications, as well as our acquisitions. For example, in 2019 we became the subject of antitrust investigations by the FTC and U.S. Department of Justice. On December 9, 2020, the FTC filed a complaint (*FTC v. Meta Platforms, Inc.*) against us in the U.S. District Court for the District of Columbia alleging that we engaged in anticompetitive conduct and unfair methods of competition in violation of Section 5 of the Federal Trade Commission Act and Section 2 of the Sherman Act, including by acquiring Instagram in 2012 and WhatsApp in 2014 and by maintaining conditions on access to our platform. The FTC sought a permanent injunction against our company's alleged violations of the antitrust laws, and other equitable relief, including divestiture or reconstruction of Instagram and WhatsApp. On June 28, 2021, the court granted our motion to dismiss the complaint filed by the FTC with leave to amend. On August 19, 2021, the FTC filed an amended complaint, and on October 4, 2021, we filed a motion to dismiss this amended complaint. On January 11, 2022, the court denied our motion to dismiss the FTC's amended complaint. On April 5, 2024, we filed our motion for summary judgment and the FTC filed its opposition and its own motion for partial summary judgment on May 24, 2024. On November 13, 2024, the court granted in part and denied in part both our and the FTC's motions for summary judgment. Trial began on April 14, 2025 and concluded on May 27, 2025. On November 18, 2025, the court granted judgment in our favor. On January 20, 2026, the FTC filed a notice of appeal of that ruling. Multiple putative class actions have also been filed in state and federal courts in the United States and in the United Kingdom against us alleging violations of antitrust laws and other causes of action in connection with these acquisitions and/or other alleged anticompetitive conduct, and seeking damages and injunctive relief. Several of the cases brought on behalf of certain advertisers and users in the United States were consolidated in the U.S. District Court for the Northern District of California (*Klein et al., v. Meta Platforms, Inc.*). On December 30, 2024, we filed our motion for summary judgment in the putative class action brought on behalf of certain advertisers, which is pending with the court. On January 24, 2025, the court denied plaintiffs' motion for class certification in the action brought on behalf of users, permitting it to proceed only on an individual basis as to the named plaintiffs. On September 29, 2025, in the user action, the court granted our motion, entering judgment in our favor. On October 27, 2025, plaintiffs in the user action filed a notice of appeal.

On February 11, 2022, a putative class action was filed against us in the UK Competition Appeals Tribunal (CAT) under the UK collective proceedings regime (*Lovdahl-Gormsen v. Meta Platforms, Inc. et al.*). On October 6, 2023, following the denial of class certification, the class representative submitted an amended claim alleging abuse of dominance relating to aspects of our data processing practices and seeking damages. The CAT certified the amended claim on February 15, 2024. Trial is scheduled to begin in October 2028.

We are also subject to litigation in Europe brought by news and media companies alleging anticompetitive conduct in relation to aspects of our historic data processing practices. For example, on December 1, 2023, 87 news media companies filed a joint action against us in Spain in relation to our legal basis under the GDPR for behavioral advertising, alleging unfair competition and abuse of dominance (*Asociacion de Medios de Informacion (AMI) v. Meta Ireland*). On November 19, 2025, the court issued judgment against us, finding that AMI had failed to establish abuse of dominance but upholding its case on unfair competition and awarding damages of approximately EUR €542 million. We have appealed the decision. In addition, on October 24, 2024, ten radio and television publishers commenced a separate claim against us in Spain on the same basis (*Union de Televisiones Comerciales Asociadas (UTECA) v. Meta Ireland*). Trial is scheduled for October 2026. In addition, on April 29, 2025, a similar unfair competition claim was filed against us by 67 media companies in France, with an additional 34 plaintiffs intervening subsequently (*Amaury et al. v. Meta Platforms Ireland Limited*). Trial is expected to take place in 2027.

In December 2022, the European Commission issued a Statement of Objections alleging that we tie Facebook Marketplace to Facebook and use data in a manner that infringes European Union competition rules. On November 18, 2024, the European Commission issued a decision that Meta infringed Article 102 on the Treaty of the Functioning of the European Union in relation to certain alleged business practices relating to Facebook Marketplace and imposed a fine of approximately EUR €798 million. We appealed the European Commission's decision on January 28, 2025.

In March 2024, the European Commission opened an investigation into the compliance of our "subscription for no ads" consent model with requirements under Article 5(2) of the Digital Markets Act (DMA). The European Commission issued preliminary findings on July 1, 2024 reflecting its preliminary view that our model does not comply with such requirements. In April 2025, the European Commission issued a final decision that our "subscription for no ads" model does

not comply with such requirements and imposed a fine of EUR €200 million. Based on feedback from the European Commission in connection with the DMA, we launched less personalized ads (LPA) in November 2024 and made significant modifications to LPA since the European Commission issued its final decision. We appealed the European Commission's decision on July 4, 2025, but further modifications to our model may be imposed during the appeal process, which could result in a materially worse user experience for European users and a significant impact to our European business and revenue.

In December 2025, the European Commission opened an antitrust investigation into our policy of not allowing general purpose AI providers to use the WhatsApp Business API to provide chatbot services, a use which was not a permitted use under our terms of service. While its investigation remains ongoing, in June 2026, the European Commission imposed an interim measure requiring WhatsApp to offer access to the API for free for such general purpose AI providers. We intend to appeal that interim measure. There are similar competition investigations in Africa, Brazil, and Turkey.

Securities and Other Actions

Beginning on March 20, 2018, multiple putative class actions and derivative actions were filed in state and federal courts in the United States and elsewhere against us and certain of our directors and officers alleging violations of securities laws, breach of fiduciary duties, and other causes of action in connection with our platform and user data practices as well as the misuse of certain data by a developer that shared such data with third parties in violation of our terms and policies, and seeking unspecified damages and injunctive relief. Beginning on July 27, 2018, two putative class actions were filed in federal court in the United States against us and certain of our directors and officers alleging violations of securities laws in connection with the disclosure of our earnings results for the second quarter of 2018 and seeking unspecified damages. These two actions subsequently were transferred and consolidated in the U.S. District Court for the Northern District of California (*In Re Facebook, Inc. Securities Litigation*) with the putative securities class action described above relating to our platform and user data practices. In a series of orders in 2019 and 2020, the district court granted our motions to dismiss the plaintiffs' claims. On January 17, 2022, the plaintiffs filed a notice of appeal of the order dismissing their case, and on October 18, 2023, the U.S. Court of Appeals for the Ninth Circuit issued its decision affirming in part and reversing in part the district court's order dismissing the plaintiffs' case. We filed a petition for writ of certiorari on March 4, 2024 with the U.S. Supreme Court, seeking review of the Ninth Circuit's order. The Supreme Court granted in part our petition for writ of certiorari on June 10, 2024, and following oral argument issued an order on November 22, 2024 dismissing the grant of certiorari as improvidently granted. On January 24, 2025, the U.S. Court of Appeals for the Ninth Circuit returned the case to the district court. On July 1, 2025, the plaintiffs filed a fourth amended complaint. On September 2, 2025, we filed a motion to dismiss the fourth amended complaint. On February 27, 2026, the district court granted in part and denied in part our motion to dismiss the fourth amended complaint.

We are also subject to other government inquiries and investigations relating to our business activities and disclosure practices. For example, beginning in September 2021, we became subject to government investigations and requests relating to a former employee's allegations and release of internal company documents concerning, among other things, our algorithms, advertising and user metrics, and content enforcement practices, as well as misinformation and other undesirable activity on our platform, and user well-being. We have since received additional requests relating to these and other topics. Beginning on October 27, 2021, multiple putative class actions and derivative actions were filed in the U.S. District Court for the Northern District of California against us and certain of our directors and officers alleging violations of securities laws, breach of fiduciary duties, and other causes of action in connection with the same matters, and seeking unspecified damages (*In re Meta Platforms, Inc., Securities Litigation*). On September 30, 2024, the court dismissed certain claims with leave to amend, but determined certain claims regarding content enforcement practices and user well-being could proceed against us and certain of our current and former directors and officers. On February 13, 2026, the plaintiffs filed a second amended complaint asserting the same and similar claims regarding content enforcement practices and user well-being, as well as additional claims regarding encryption and age verification practices and previously dismissed claims regarding our algorithms. On March 30, 2026, we filed a motion to dismiss the second amended complaint.

Youth-Related Actions

Beginning in January 2022, we became subject to litigation and other proceedings that were filed in various federal and state courts in the United States as well as other jurisdictions alleging that Facebook and Instagram cause "social media addiction" in users, with most proceedings focused on those under 18 years old, resulting in various mental health and other harms. Putative class actions have been filed in the United States, Brazil, Canada, Europe, and elsewhere on behalf of users in those jurisdictions, and numerous school districts, municipalities, and tribal nations have filed public nuisance claims in the

United States and/or Canada based on similar allegations. On October 6, 2022, the U.S. federal cases were centralized in the U.S. District Court for the Northern District of California (*In re Social Media Adolescent Addiction Product Liability Personal Injury Litigation*). Beginning in March 2023, U.S. states and territories began filing lawsuits on these topics in various federal and state courts. These additional lawsuits include allegations regarding violations of the Children's Online Privacy Protection Act (COPPA), child sexual abuse material and other child safety concerns, as well as violations of state consumer protection laws, unfair business practices, public nuisance, and products liability, with proceedings focused on our alleged business practices (including the use of end-to-end encryption) and harms to users under 18 years old. Certain of the lawsuits described above have since expanded to include various other claims relating to our services, including with respect to age verification, AI and AI chatbots, deceptive advertising, illicit or illegal activity with respect to drugs, fraud, and firearms, and privacy-related matters, among others. These lawsuits seek damages, disgorgement, and/or civil penalties and injunctive relief, and include cases filed by various state attorneys general in *In re Social Media Adolescent Addiction Product Liability Personal Injury Litigation* in the U.S. District Court for the Northern District of California, as well as various state courts around the country. Trial in the first of the personal injury cases began on January 27, 2026 in *Judicial Council Coordination Proceeding No. 5255* pending in Los Angeles County California Superior Court. On March 25, 2026, a jury returned a verdict in the first bellwether trial and awarded $6 million in compensatory and punitive damages between us and YouTube, allocated 70% to us and 30% to YouTube. We have filed a notice of appeal. The second user bellwether trial was scheduled to begin on July 27, 2026. The plaintiff moved to dismiss the case and vacate the trial date, which the court has granted. The next two user bellwether trials are scheduled to begin on October 28, 2026. Trial in the first of the state attorneys general cases began on February 2, 2026 in the First Judicial District Court of New Mexico, in a case brought by the New Mexico Attorney General. On March 24, 2026, a jury returned a verdict against us and ordered that we pay a civil penalty of $375 million. A bench trial on the New Mexico Attorney General's public nuisance claim and request for injunctive relief was held in May 2026. Following that trial, the New Mexico Attorney General is seeking $953 million in abatement costs and a broad set of injunctive terms, which include requests for extensive changes to the manner in which we provide our services in New Mexico. The court has not yet issued a decision. Trials in other state attorneys general cases are currently scheduled or expected to be scheduled in the second half of 2026 or in 2027. Trial in the Tennessee Attorney General's case began on July 20, 2026. In the multidistrict litigation (*In re Social Media Adolescent Addiction Product Liability Personal Injury Litigation*), trial is scheduled to begin on August 12, 2026, for the first trial for the state attorneys general that have filed state and federal claims. This trial relates to claims asserted by four states and a federal claim for disgorgement asserted by all 29 state attorneys general who have sued in the multidistrict litigation. In the multidistrict litigation (*In re Social Media Adolescent Addiction Product Liability Personal Injury Litigation*), we entered into a settlement to resolve the first school district bellwether case in May 2026. The next school district bellwether case is scheduled for trial in February 2027. Across the cases described above, the damages, disgorgement, or penalties that plaintiffs have indicated they could seek range widely in amount, including in certain cases up to more than a trillion dollars. Plaintiffs in these matters are also seeking varied injunctive relief, including in some cases extensive changes to our business practices or the manner in which we provide our services and third-party oversight. In addition, beginning in November 2024, counsel for over two hundred thousand individual claimants have sent mass arbitration demands relating to "social media addiction" and related harms allegedly caused by Instagram.

We are also subject to government investigations and requests from multiple regulators in various jurisdictions globally concerning the use of our products and services, compliance with applicable laws, and the alleged mental and physical health and safety and privacy impacts on users, particularly younger users, as well as the accuracy of our statements about youth and parental features. On May 16, 2024, the European Commission opened formal proceedings assessing our compliance with certain requirements under Articles 28, 34, and 35 of the Digital Services Act (DSA), including the way in which we identified, assessed, and mitigated against certain systemic risks to minors and other vulnerable users that may stem from the design and functioning of Instagram and Facebook. On April 29, 2026 and July 10, 2026, respectively, the Commission issued preliminary findings with respect to some of these topics, reflecting its preliminary view that users under 13 years of age are present on Facebook and Instagram and that both platforms present potentially addictive design features, calling into question our compliance with the obligations to diligently assess systemic risks, effectively mitigate such risks, and to overall ensure a high level of protection of minors. We have an opportunity to respond to the preliminary findings, and would also have an opportunity to appeal a final decision by the Commission.

Other Actions

Beginning on August 15, 2018, multiple putative class actions were filed against us alleging that we inflated our estimates of the potential audience size for advertisements, resulting in artificially increased demand and higher prices. The cases were consolidated in the U.S. District Court for the Northern District of California (*DZ Reserve v. Facebook, Inc.*) and seek unspecified damages and injunctive relief. In a series of rulings in 2019, 2021, and 2022, the court dismissed certain of

the plaintiffs' claims, but permitted their fraud and unfair competition claims to proceed. On March 29, 2022, the court granted the plaintiffs' motion for class certification. On March 21, 2024, the U.S. Court of Appeals for the Ninth Circuit affirmed in part and reversed in part the order granting class certification. On May 3, 2024, we filed a petition for panel rehearing and rehearing en banc, which was denied by the Ninth Circuit. We filed a petition for a writ of certiorari with the U.S. Supreme Court on October 2, 2024, which was denied. We then moved to compel arbitration, which the district court denied. We appealed the denial of our motion to compel arbitration to the Ninth Circuit on December 3, 2025. The matter is stayed in district court pending resolution of our appeal.

Beginning on July 7, 2023, multiple cases, including putative class actions, were filed against us in the United States and elsewhere, alleging that we improperly acquired, distributed, and used various copyrighted materials and/or other types of data to train our artificial intelligence models and seeking unspecified damages and injunctive relief. In the United States, statutory damages for copyright liability are calculated on a per work basis, which may result in substantial damages, particularly given the large volumes of data required to train AI models. The cases in the United States, which were filed in the U.S. District Court for the Northern District of California (*Kadrey, et al. v. Meta Platforms, Inc., Chabon, et al. v. Meta Platforms, Inc.* and *Farnsworth v. Meta Platforms, Inc.*) and U.S. District Court for the Southern District of New York (*Huckabee, et al. v. Meta Platforms, Inc. et al.*, which was subsequently transferred to the U.S. District Court for the Northern District of California), have been consolidated into *Kadrey, et al. v. Meta Platforms, Inc*. Motions for summary judgment were heard in this case on May 1, 2025, including on the issue of the applicability of the fair use defense to use of copyrighted books for generative AI model training. On June 25, 2025, the court granted our motion for summary judgment on fair use as to the named plaintiffs in the case. The parties will proceed to brief the remaining claims of copyright infringement and contributory infringement related to alleged distribution of books to third parties during the downloading process. The court is scheduled to hear summary judgment motions on February 25, 2027. Beginning in November 2025, additional cases with similar claims were filed against us in the U.S. District Court for the Northern District of California and the Southern District of New York (*Entrepreneur Media v. Meta Platforms, Inc., Carreyrou et al. v. Meta Platforms, Inc., TED Entertainment, Inc. v. Meta Platforms, Inc.*, *Chicken Soup for the Soul LLC v. Meta Platforms, Inc., Beaulier v. Meta Platforms, Inc., Cognella, Inc. v. Meta Platforms, Inc., Elsevier Inc. et al. v. Meta Platforms, Inc. et al., Hobbs et al. v. Meta Platforms, Inc. et al.,* and *Sullivan v. Meta Platforms, Inc. et al.*). The court is scheduled to hear summary judgment motions in *Entrepreneur Media*, *Carreyrou*, *Chicken Soup*, and *Cognella* on February 25, 2027. Trial is scheduled in *Entrepreneur Media* for May 24, 2027.

On April 30, 2024, the European Commission opened formal proceedings against us to assess Facebook and Instagram's compliance with certain requirements under Articles 14, 16, 17, 20, 24, 25, 34, 35, and 40 of the DSA, regarding a range of topics including elections, content reporting and appeals, third-party access to data, political content recommendations, potential deceptive advertising and disinformation, including the way in which we identified, assessed, and mitigated against certain systemic risks on Instagram and Facebook. The Commission issued preliminary findings with respect to some of these topics on October 24, 2025 reflecting its preliminary view that we have infringed DSA obligations related to notice and action mechanisms for illegal content reporting, content moderation decision appeals, and data access for researchers. We have an opportunity to respond to the preliminary findings, and would also have an opportunity to appeal a final decision by the Commission.

We are also responding to other litigation and government inquiries and investigations in the United States and other parts of the world relating to advertising and other content on our platform and our alleged role in causing or contributing to various societal harms, including illegal activity with respect to drugs, fraud, deceptive activity or advertising, financial scams, unlawful discrimination, and other harms potentially impacting large numbers of people. We have received, and continue to receive, additional requests relating to these and other topics including in connection with ongoing inquiries and investigations.

In addition, we are subject to litigation and other proceedings involving law enforcement and other regulatory agencies, including in particular in Brazil, Russia, and other countries in Europe, in order to ascertain the precise scope of our legal obligations to comply with the requests of those agencies, including our obligation to disclose user information in particular circumstances. A number of such instances have resulted in the assessment of fines and penalties against us. We believe we have multiple legal grounds to satisfy these requests or prevail against associated fines and penalties, and we intend to vigorously defend such fines and penalties.

Note 10. Stockholders' Equity

Capital Return Program

Share Repurchase

Our board of directors has authorized a share repurchase program of our Class A common stock, which commenced in January 2017 and does not have an expiration date. We did not repurchase any shares of Class A common stock during the six months ended June 30, 2026. As of both December 31, 2025 and June 30, 2026, $25.03 billion remained available and authorized for repurchases under this program.

Dividend

We paid quarterly dividends and dividend equivalents of $0.525 per share of common stock, totaling $1.17 billion and $1.14 billion for Class A common stock, respectively, and $180 million for Class B common stock, during the three months ended June 30, 2026 and 2025; and $2.34 billion and $2.29 billion for Class A common stock, respectively, and $360 million for Class B common stock, during the six months ended June 30, 2026 and 2025.

Share-based Compensation

Effective January 1, 2026, pursuant to the automatic increase provision under our 2025 Equity Incentive Plan (2025 Plan), our board of directors approved an increase of 55 million shares of Class A common stock reserved for issuance. As of June 30, 2026, there were 436 million shares of our Class A common stock reserved for future issuance under our 2025 Plan.

Restricted Stock Units

The following table summarizes our share-based compensation expense, which consists of the restricted stock unit (RSU) expense, by line item in our condensed consolidated statements of income (in millions):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
Cost of revenue	$ 339	$ 278	$ 612	$ 549
Research and development	6,760	4,080	12,092	7,507
Marketing and sales	245	234	455	470
General and administrative	257	242	467	455
Total	$ 7,601	$ 4,834	$ 13,626	$ 8,981

The following table summarizes the activities for our unvested RSUs for the six months ended June 30, 2026:

	Number of Shares	Weighted-Average Grant Date Fair Value Per Share
	(in thousands)	
Unvested at December 31, 2025	115,552	$ 500.68
Granted	78,904	$ 598.76
Vested	(31,798)	$ 407.66
Forfeited	(16,194)	$ 533.48
Unvested at June 30, 2026	146,464	$ 570.09

The fair value as of the respective vesting dates of RSUs that vested during the three months ended June 30, 2026 and 2025 was $9.90 billion and $9.81 billion, respectively, and $20.00 billion and $21.34 billion, during the six months ended June 30, 2026 and 2025, respectively. The income tax benefit recognized related to awards vested during the three months ended June 30, 2026 and 2025 was $2.21 billion and $2.02 billion, respectively, and $4.44 billion and $4.38 billion during the six months ended June 30, 2026 and 2025, respectively.

As of June 30, 2026, unrecognized share-based compensation expense for RSU awards was $79.79 billion, which is expected to be recognized over a weighted-average period of approximately three years based on vesting under the award service conditions.

Stock Options

In the six months ended June 30, 2026, we issued nonstatutory stock options to purchase an aggregate of 20 million shares of our Class A common stock under the 2025 Plan to certain of our executives and employees. These options have a weighted-average exercise price of $2,788 per share and a weighted-average remaining contractual term of approximately five years as of June 30, 2026. Stock options become vested and exercisable at such times and under such service and market conditions as determined by our compensation, nominating & governance committee or its equity subcommittee, as appropriate. As of June 30, 2026, unrecognized share-based compensation expense related to these stock options was $471 million, which is expected to be recognized over a weighted-average period of approximately four years.

Note 11. Income Taxes

Our tax provision for interim periods is determined using an estimated annual effective tax rate, adjusted for discrete items arising in that quarter, including excess tax benefits or shortfall tax expenses from share-based compensation and changes in unrecognized tax benefits. In each quarter, we update the estimated annual effective tax rate and make a year-to-date adjustment to the provision. The estimated annual effective tax rate is subject to significant volatility due to several factors, including our ability to accurately predict the proportion of our income (loss) before provision for income taxes in multiple jurisdictions, the effects of tax law changes, and the U.S. tax benefits from foreign-derived deduction eligible income.

Our gross unrecognized tax benefits were $18.74 billion and $16.45 billion as of June 30, 2026 and December 31, 2025, respectively. These unrecognized tax benefits are primarily related to the uncertainties with our research tax credits and transfer pricing with our foreign subsidiaries, which include licensing of intellectual property, providing services and other transactions. If the gross unrecognized tax benefits as of June 30, 2026 were realized in a future period, this would result in a tax benefit of $12.73 billion within our provision for income taxes at such time. The amount of interest and penalties accrued was $2.97 billion and $2.60 billion as of June 30, 2026 and December 31, 2025, respectively. We expect to continue to accrue unrecognized tax benefits for certain recurring tax positions.

Our effective tax rate for the six months ended June 30, 2026 was (5)%, compared to the U.S. federal statutory rate of 21%. The rate was lower than the statutory rate primarily due to a discrete income tax benefit of $8.03 billion recognized in the first quarter of 2026 in connection with U.S. Corporate Alternative Minimum Tax (CAMT) transitional relief provided under Treasury Notice 2026-7, tax effects from share-based compensation, research tax credits, and U.S. tax benefits from foreign-derived deduction eligible income. The impact of the CAMT regime limits the full benefit of foreign-derived deduction eligible income and excess tax benefits from share-based compensation in 2026. The income tax benefit of $8.03 billion partially offsets the $15.93 billion discrete charge recognized in the third quarter of 2025 upon enactment of the One Big Beautiful Bill Act.

Facebook, Inc. v. Comm'r of Internal Revenue

In July 2016, we received a Statutory Notice of Deficiency ("2010 Notice") from the Internal Revenue Service (IRS) related to transfer pricing with our foreign subsidiaries in conjunction with the examination of the 2010 tax year. While the Notice applies only to the 2010 tax year, the IRS stated that it will also apply its position for tax years subsequent to 2010 and has done so in years covered by the second Notice described below. We did not agree with the position of the IRS and filed a petition in the Tax Court challenging the Notice (*Facebook, Inc. v. Comm'r of Internal Revenue* (2010 tax year)). On January 15, 2020, the IRS' amendment to answer was filed stating that it planned to assert at trial an adjustment that is higher than the adjustment stated in the Notice. The first session of the trial was completed in March 2020 and the final trial session was completed in August 2022.

In March 2018, we received a second Notice ("2011-2013 Notice") from the IRS in conjunction with the examination of our 2011 through 2013 tax years. The IRS applied its position from the 2010 tax year to each of these years and also proposed new adjustments related to other transfer pricing with our foreign subsidiaries and certain tax credits that we claimed. We do not agree with the positions of the IRS in the second Notice and have filed a petition in the Tax Court challenging the second Notice (*Facebook, Inc. v. Comm'r of Internal Revenue* (2011-2013 tax years)).

On May 22, 2025, the Tax Court issued its opinion in *Facebook, Inc. v. Comm'r of Internal Revenue* (2010 tax year). The Tax Court opinion provided a value of $7.79 billion for the intellectual property transferred to our international subsidiary, which is $1.48 billion higher than we reported. We estimated the net tax effects based on the revised value, and our provision for income taxes increased due to the remeasurement of unrecognized tax benefits. The Tax Court will review tax estimates submitted by both parties and determine the tax due in its forthcoming Tax Court decision. We will reassess any remeasurement of unrecognized tax benefits in the period in which the Tax Court decision is entered. At that time, we and the IRS will each have the option to file an appeal to the Ninth Circuit U.S. Court of Appeals.

In September 2025, we received a Statutory Notice of Deficiency ("2017-2019 Notice") from the IRS, asserting an additional $15.89 billion in tax, plus interest and penalties for our 2017 through 2019 tax years. This 2017-2019 Notice primarily relates to transfer pricing with our foreign subsidiaries and other international tax adjustments. The largest issue in the 2017-2019 Notice relates to the same underlying transfer pricing transaction that we litigated in the 2010 tax year trial and for which we received a Tax Court opinion in May 2025. The IRS' proposed adjustments do not represent a final determination and do not reflect offsets, including reduction in tax we would owe under the mandatory transition tax on accumulated foreign earnings, global intangible low-taxed income tax, and foreign-derived intangible income deduction from the 2017 Tax Cuts and Jobs Act. We do not agree with the IRS' position and filed a petition with the Tax Court in December 2025 to challenge the 2017-2019 Notice. As of June 30, 2026, we believe our accrual for unrecognized tax benefits is adequate.

Note 12. Segment Information

We report our financial results for our two reportable segments: Family of Apps (FoA) and Reality Labs (RL). FoA includes Facebook, Instagram, Messenger, WhatsApp, and other services. RL includes our virtual and augmented reality related consumer hardware, software, and content. Our operating segments are the same as our reportable segments.

The following table sets forth our segment information of revenue, expenses, and income (loss) from operations (in millions):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
Family of Apps:				
Revenue	$ 60,370	$ 47,146	$ 116,278	$ 89,048
Employee compensation [1]	(14,571)	(9,336)	(26,650)	(18,366)
Other costs and expenses [2]	(22,405)	(12,839)	(39,334)	(23,946)
Income from operations	$ 23,394	$ 24,971	$ 50,294	$ 46,736
Reality Labs:				
Revenue	$ 431	$ 370	$ 833	$ 782
Employee compensation [1]	(2,468)	(2,523)	(5,013)	(5,301)
Other costs and expenses [3]	(2,582)	(2,377)	(4,467)	(4,220)
Loss from operations	$ (4,619)	$ (4,530)	$ (8,647)	$ (8,739)
Total:				
Revenue	$ 60,801	$ 47,516	$ 117,111	$ 89,830
Employee compensation [1]	(17,039)	(11,859)	(31,663)	(23,667)
Other costs and expenses [2][3]	(24,987)	(15,216)	(43,801)	(28,166)
Income from operations	$ 18,775	$ 20,441	$ 41,647	$ 37,997

(1) Employee compensation includes employee payroll, share-based compensation, bonus, and employee benefits for medical care, retirement, insurances, and other expenses. Employee compensation for the three months ended June 30, 2026 also includes $1.18 billion of severance expenses related to the May 2026 headcount reduction of approximately 8,000 employees which impacted both FoA and RL segments.
(2) Includes costs and expenses in FoA segment for infrastructure, professional services, partner arrangements, marketing, facilities, legal-related costs, and other expenses.
(3) Includes costs and expenses in RL segment for inventory, professional services, marketing, infrastructure, facilities, and other expenses.

Note 13. Subsequent Event

In July 2026, we entered into an exclusivity agreement to co-develop a data center campus in El Paso, Texas, through a venture in which we would hold a 20% membership interest. The transaction is subject to the execution of definitive agreements and customary closing conditions.

Upon closing, expected in the third quarter of 2026, we estimate that we will contribute approximately $2.3 billion of held-for-sale assets, net of liabilities, consisting mostly of construction in progress and land, and receive a one-time distribution of approximately $1 billion. We will enter into lease agreements for the use of properties to be developed on the data center campus. We will also provide residual value guarantees with a maximum aggregate exposure of approximately $13 billion.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

You should read the following discussion of our financial condition and results of operations in conjunction with our condensed consolidated financial statements and the related notes included elsewhere in this Quarterly Report on Form 10-Q and with our audited consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2025, as filed with the Securities and Exchange Commission. In addition to our historical condensed consolidated financial information, the following discussion contains forward-looking statements that reflect our plans, estimates, and beliefs. Our actual results could differ materially from those discussed in the forward-looking statements. Factors that could cause or contribute to these differences include those discussed below and elsewhere in this Quarterly Report on Form 10-Q, particularly in Part II, Item 1A, "Risk Factors." For a discussion of limitations in the measurement of our Family metrics, see the section entitled "Limitations of Key Metrics and Other Data" in this Quarterly Report on Form 10-Q.

To supplement our condensed consolidated financial statements, which are prepared and presented in accordance with generally accepted accounting principles in the United States (GAAP), we present revenue on a constant currency basis, which is a non-GAAP financial measure. Revenue on a constant currency basis is presented in the section entitled "—Revenue—Foreign Exchange Impact on Revenue." To calculate revenue on a constant currency basis, we translated revenue for the three and six months ended June 30, 2026 using the prior year's monthly exchange rates for our settlement or billing currencies other than the U.S. dollar.

This non-GAAP financial measure is not intended to be considered in isolation or as a substitute for, or superior to, financial information prepared and presented in accordance with GAAP. This measure may be different from non-GAAP financial measures used by other companies, limiting its usefulness for comparison purposes. Moreover, presentation of revenue on a constant currency basis is provided for year-over-year comparison purposes, and investors should be cautioned that the effect of changing foreign currency exchange rates has an actual effect on our operating results. We believe this non-GAAP financial measure provides investors with useful supplemental information about the financial performance of our business, enables comparison of financial results between periods where certain items may vary independent of business performance, and allows for greater transparency with respect to key metrics used by management in operating our business.

Executive Overview of Second Quarter Results

Our mission is to build the future of human connection and the technology that makes it possible.

Our financial results and key Family metrics for the second quarter of 2026 are set forth below. Total revenue for the second quarter of 2026 was $60.80 billion, an increase of 28% compared to the second quarter of 2025, due to an increase in advertising revenue. Revenue on a constant currency basis would have increased 27% compared to the second quarter of 2025. Ad impressions delivered across our Family of Apps in the second quarter of 2026 increased 14% year-over-year, and our average price per ad in the second quarter of 2026 increased 12% year-over-year.

Income from operations for the second quarter of 2026 was $18.78 billion, a decrease of $1.67 billion, or 8%, compared to the second quarter of 2025, driven by higher costs and expenses. The increase in costs and expenses was primarily due to increases in employee compensation, including severance expenses; infrastructure expenses related to our data centers, technical infrastructure, and third-party cloud services; legal-related costs; and third-party AI token costs.

Consolidated and Segment Results

We report our financial results for our two reportable segments: Family of Apps (FoA) and Reality Labs (RL). FoA includes Facebook, Instagram, Messenger, WhatsApp, and other services. RL includes our virtual and augmented reality related consumer hardware, software, and content.

	Family of Apps			Reality Labs			Total		
	Three Months Ended June 30,			Three Months Ended June 30,			Three Months Ended June 30,		
	2026	2025	% change	2026	2025	% change	2026	2025	% change
	(in millions, except percentages)								
Revenue	$ 60,370	$ 47,146	28%	$ 431	$ 370	16%	$ 60,801	$ 47,516	28%
Costs and expenses	36,976	22,175	67%	5,050	4,900	3%	42,026	27,075	55%
Income (loss) from operations	$ 23,394	$ 24,971	(6)%	$ (4,619)	$ (4,530)	(2)%	$ 18,775	$ 20,441	(8)%
Operating margin	*39 %*	*53 %*		*(1,072) %*	*(1,224) %*		*31 %*	*43 %*	

- Net income was $15.85 billion, with diluted earnings per share (EPS) of $6.18 for the three months ended June 30, 2026.
- Capital expenditures, including principal payments on finance leases, were $31.08 billion for the three months ended June 30, 2026.
- Dividend and dividend equivalent payments were $1.35 billion for the three months ended June 30, 2026.
- Cash, cash equivalents, and marketable securities were $90.26 billion as of June 30, 2026.
- Long-term debt was $83.66 billion as of June 30, 2026.
- Effective tax rate was 16% for the three months ended June 30, 2026.
- Headcount was 75,472 as of June 30, 2026, a decrease of 1% year-over-year. Our reported headcount includes approximately 8,000 employees impacted by the May 2026 headcount reduction, the majority of whom will no longer be reflected in our headcount by the end of the third quarter of 2026.

Family of Apps Metrics

- Family daily active people (DAP) was 3.60 billion on average for June 2026, an increase of 3% year-over-year.
- Ad impressions delivered across our Family of Apps in the second quarter of 2026 increased by 14% year-over-year.
- Average price per ad in the second quarter of 2026 increased by 12% year-over-year.

Developments in Advertising

Substantially all of our revenue is currently generated from advertising on Facebook and Instagram. We rely on targeting and measurement tools that incorporate data signals from user activity on websites and services that we do not control, as well as signals generated within our products, in order to deliver relevant and effective ads to our users. Our advertising revenue has been, and we expect will continue to be, adversely affected by reduced marketer spending as a result of limitations on our ad targeting and measurement tools arising from changes to the regulatory environment and third-party mobile operating systems and browsers.

In particular, legislative and regulatory developments such as the General Data Protection Regulation, including its evolving interpretation through decisions of the Court of Justice of the European Union, ePrivacy Directive, European Digital Services Act, Digital Markets Act, and U.S. state privacy laws have impacted our ability to use data signals in our ad products, and an increasing number of laws have been introduced limiting or prohibiting the provision of our services to younger users. We expect these and other developments will have further impact in the future. As a result, we have implemented, and we will continue to implement, whether voluntarily or otherwise, changes to our products and user data practices, which reduce our ability to effectively target and measure ads and may negatively impact our advertising revenue and user engagement. For example, in response to regulatory developments in Europe, we announced our plans to change the legal basis for behavioral advertising on Facebook and Instagram in the European Union, European Economic Area, and Switzerland from "legitimate interests" to "consent," and began offering users in the region a "subscription for no ads" alternative. We subsequently began offering users in the region who elect to continue using our services free-of-charge,

supported by ads, an option to see less personalized ads, which are less relevant and effective than our premium ad offerings. We are engaging with regulators on our consent model. In addition, mobile operating system and browser providers, such as Apple and Google, have implemented product changes and/or announced plans to limit the ability of websites and application developers to collect and use these signals to target and measure advertising. For example, in 2021, Apple made certain changes to its products and data use policies in connection with changes to its iOS operating system that reduce our and other iOS developers' ability to target and measure advertising, which has negatively impacted, and we expect will continue to negatively impact, the size of the budgets marketers are willing to commit to us and other advertising platforms.

To mitigate these developments, we are continually working to evolve our advertising systems to improve the performance of our ad products. We are developing privacy enhancing technologies to deliver relevant ads and measurement capabilities while reducing the amount of personal information we process, including by relying more on anonymized or aggregated third-party data. In addition, we are developing tools that enable marketers to share their data into our systems, as well as ad products that generate more valuable signals within our apps. More broadly, we also continue to innovate our advertising tools to help marketers prepare campaigns and connect with consumers, including developing growing formats such as Reels ads and our business messaging ad products. Across all of these efforts, we are making significant investments in artificial intelligence (AI), including generative AI, to improve our delivery, targeting, and measurement capabilities. Further, we are focused on driving onsite conversions in our business messaging ad products by developing new features and scaling existing features.

We are also engaging with others across our industry to explore the possibility of new open standards for the private and secure processing of data for advertising purposes. We believe our ongoing improvements to ad targeting and measurement are continuing to drive improved results for advertisers. However, we expect that some of these efforts will be long-term initiatives, and that the legislative, regulatory and platform developments described above will continue to adversely impact our advertising revenue for the foreseeable future.

In addition, we maintain advertising policies to protect the security and integrity of our platform and comply with global content, security, and integrity obligations. Our ongoing efforts to enhance enforcement against ads and marketers which violate our advertising policies adversely affect our revenue, and we expect that the continued enhancement of such efforts will have an impact on our revenue in the future, which may be material.

Other Business and Macroeconomic Conditions

Other global and regional business, macroeconomic, and geopolitical conditions also have had, and we believe will continue to have, an impact on our user growth and engagement and advertising revenue. In particular, we believe advertising budgets have been pressured from time to time by factors such as inflation, economic policies and international trade, high interest rates, and related market uncertainty, which has led to reduced marketer spending. We are currently subject to increased business, macroeconomic, and geopolitical uncertainty, including as a result of the conflict in the Middle East and volatility around international trade, which has impacted and could continue to impact our financial results.

In addition, competitive products and services have reduced some users' engagement with our products and services. We are investing in Reels and in AI initiatives across our products, including our AI-powered discovery engine to recommend relevant content, which we have already seen results in improved user engagement and monetization of our products. However, we continue to face competition from other products and services within certain demographics, in particular younger users. In addition, while Reels is growing in usage, it monetizes at a lower rate than our Feed and Stories products and we expect it will continue to monetize at a lower rate for the foreseeable future. We also have seen fluctuations and declines in the size of our active user base in one or more regions from time to time due to geopolitical conditions, which have adversely affected our user growth and engagement. These trends have adversely affected our advertising revenue and we expect will continue to adversely affect our advertising revenue in the foreseeable future.

Although we regularly evaluate a variety of sources to understand trends in our advertising revenue, we do not have perfect visibility into the factors driving advertiser spending decisions and our assessments involve complex judgments about what is driving advertising decisions across a large and diversified advertiser base across the globe. Trends impacting advertising spend are also dynamic and interrelated. As a result, it is difficult to identify with precision which advertiser spending decisions are attributable to which trends, and we are unable to quantify the exact impact that each trend had on our advertising revenue during the periods presented.

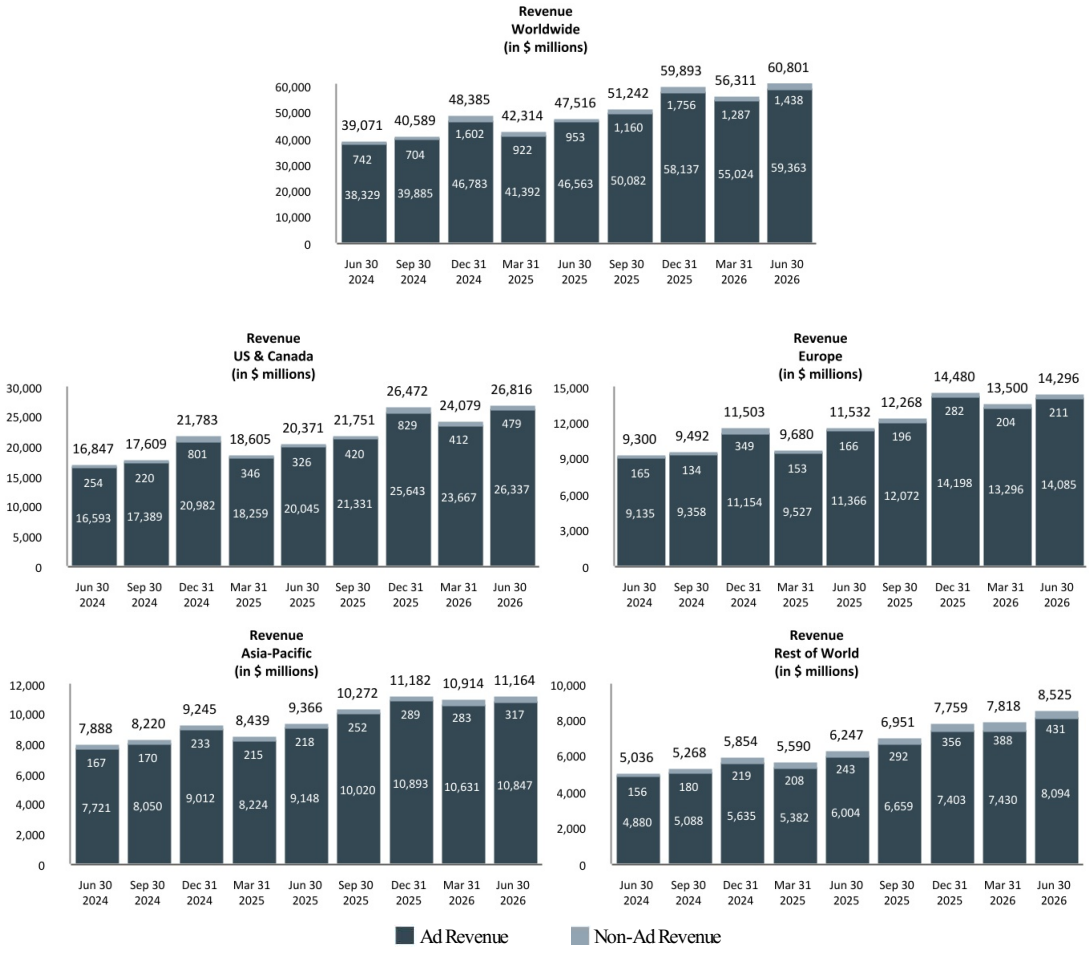
Investment Philosophy

We remain focused on operating efficiently while investing in significant opportunities. In the six months ended June 30, 2026, 87% of our total costs and expenses were recognized in FoA and 13% were recognized in RL. Our FoA investments include expenses relating to headcount, data centers, and technical infrastructure as part of our efforts to develop our apps and our advertising services. These efforts include significant investments in AI initiatives, including generative AI and superintelligence, to, among other things, recommend relevant content across our products, enhance our advertising tools, develop new products, and develop new features for existing products. In particular, we have significantly increased our infrastructure investments in connection with our AI initiatives, including third-party cloud capacity arrangements and investments in servers, data centers, and network infrastructure, and expect our investments to continue to increase. Further, as we continue to make significant investments, we also continue to evaluate our workforce and other needs across our business to optimize for our business and strategic priorities.

We are also making significant investments in our RL efforts, including developing virtual and augmented reality devices, software for social platforms, neural interfaces, and other foundational technologies. Our RL investments include expenses relating to technology development across these efforts. Many of our RL investments are directed toward long-term, cutting-edge research and development for products that may only be fully realized in the next decade. During the six months ended June 30, 2026, our RL segment reduced our overall operating profit by approximately $8.65 billion, and we expect our full-year 2026 RL operating losses to remain similar to 2025.

Trends in Our Revenue by User Geography

We calculate our revenue by user geography based on our estimate of the geography in which ad impressions are delivered, virtual and digital goods are purchased, or consumer hardware products are shipped. The geography of our users affects our revenue and financial results. Our revenue in regions such as United States & Canada and Europe is relatively higher primarily due to the size and maturity of those online and mobile advertising markets, and ad impression growth is primarily in geographies that monetize at lower rates, such as Asia-Pacific. In the second quarter of 2026, revenue increased by 32% in United States & Canada, 24% in Europe, 19% in Asia-Pacific, and 36% in Rest of World, in each case relative to the same period in 2025.



Note: Non-advertising revenue includes RL revenue generated from the delivery of consumer hardware products and FoA Other revenue, which consists of revenue from paid messaging from WhatsApp, subscriptions, and revenue from various other sources.

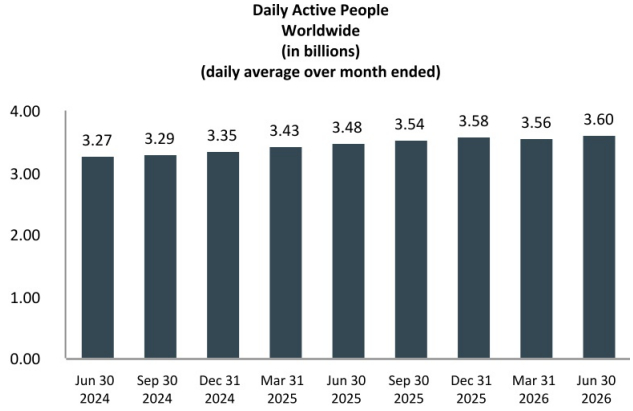
Our revenue by user geography in the charts above is geographically apportioned based on our estimation of the geographic location of our users when they perform a revenue-generating activity. This allocation differs from our revenue disaggregated by geography disclosure in Note 2 — Revenue in our condensed consolidated financial statements included in Part I, Item 1, "Financial Statements" where revenue is geographically apportioned based on the addresses of our customers.

Trends in Our Family Metrics

The numbers for our key Family metrics, our DAP and average revenue per person (ARPP), do not include users on our other products unless they would otherwise qualify as DAP based on their other activities on our Family products.

Trends in the number of people in our community affect our revenue and financial results by influencing the number of ads we are able to show, the value of our ads to marketers, as well as our expenses and capital expenditures. Substantially all of our daily active people (as defined below) access our Family products on mobile devices.

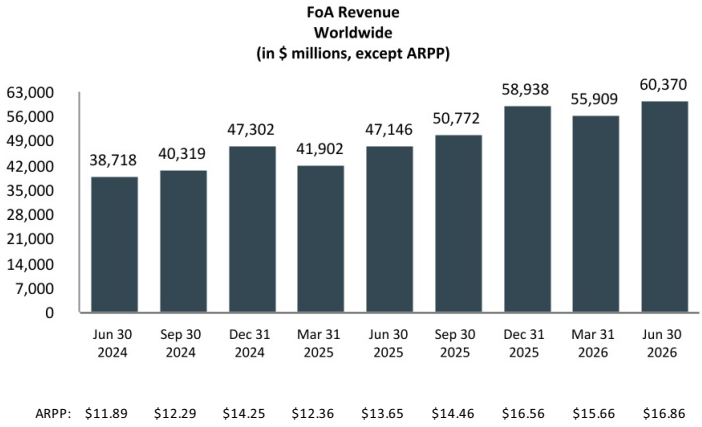
- ***Daily Active People (DAP).*** We define a daily active person as a registered and logged-in user of Facebook, Instagram, Messenger, and/or WhatsApp (collectively, our "Family" of products) who visited at least one of these Family products through a mobile device application or using a web or mobile browser on a given day. We do not require people to use a common identifier or link their accounts to use multiple products in our Family, and therefore must seek to attribute multiple user accounts within and across products to individual people. Our calculations of DAP rely upon complex techniques, algorithms, and machine learning models that seek to estimate the underlying number of unique people using one or more of these products, including by matching user accounts within an individual product and across multiple products when we believe they are attributable to a single person, and counting such group of accounts as one person. As these techniques and models require significant judgment, are developed based on internal reviews of limited samples of user accounts, and are calibrated against user survey data, there is necessarily some margin of error in our estimates. We view DAP as a measure of engagement across our products. For additional information, see the section entitled "Limitations of Key Metrics and Other Data" in this Quarterly Report on Form 10-Q.



Note: We report the numbers of DAP as specific amounts, but these numbers are estimates of the numbers of unique people using our products and are subject to statistical variances and errors. While we expect the error margin for these estimates to vary from period to period, we estimate that such margin generally will be approximately 3% of our worldwide DAP. At our scale, it is very difficult to attribute multiple user accounts within and across products to individual people, and it is possible that the actual numbers of unique people using our products may vary significantly from our estimates, potentially beyond our estimated error margins. For additional information, see the section entitled "Limitations of Key Metrics and Other Data" in this Quarterly Report on Form 10-Q. The slight decline in DAP in the first quarter of 2026 was driven by internet disruptions in Iran (which were largely restored in the second quarter of 2026), as well as a restriction on access to WhatsApp in Russia.

Worldwide DAP increased 3% to 3.60 billion on average during June 2026 from 3.48 billion during June 2025.

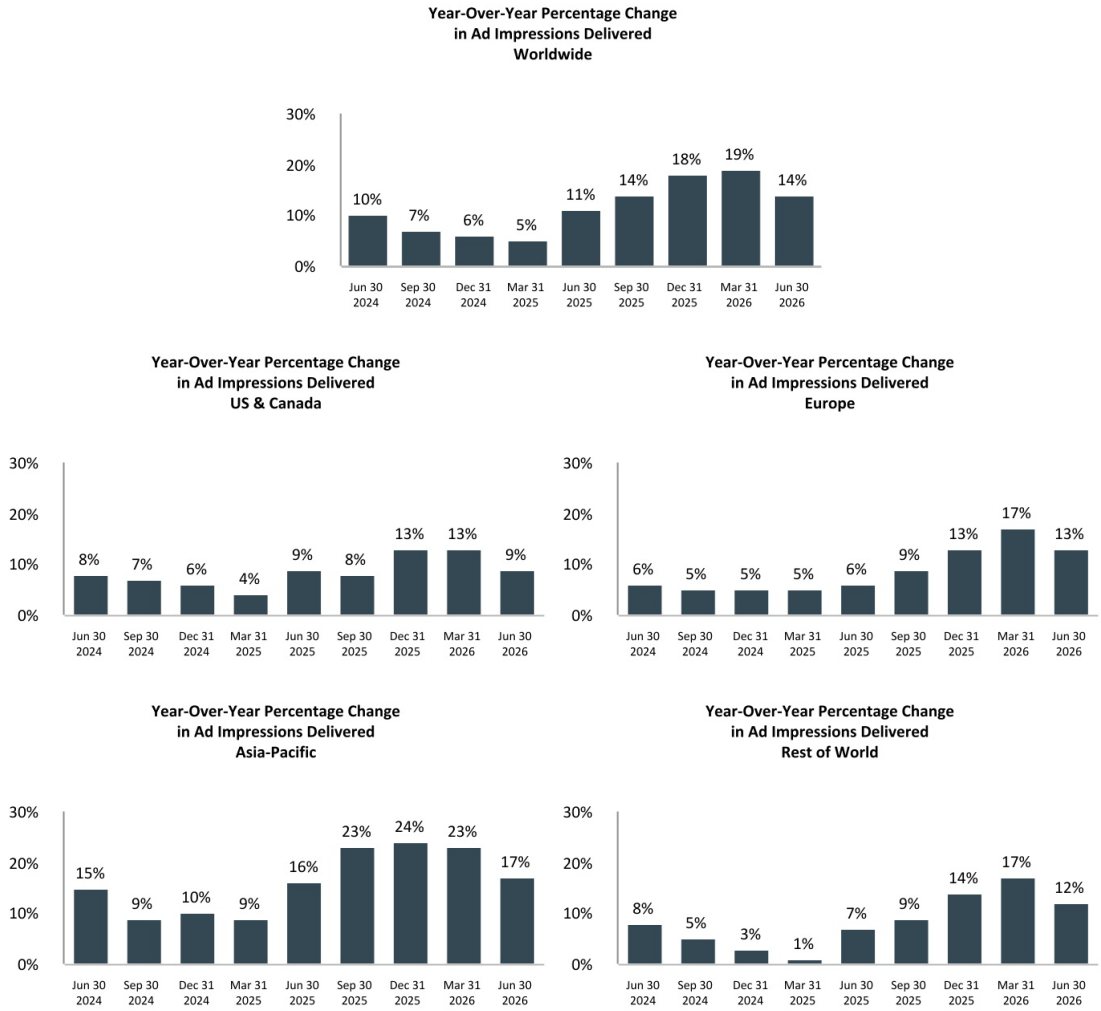
- ***Average Revenue Per Person (ARPP).*** Our Family of Apps (FoA) revenue represents the substantial majority of our total revenue. We define ARPP as our FoA revenue during a given quarter, divided by the average of the number of DAP at the beginning and end of the quarter.



During the second quarter of 2026, worldwide ARPP was $16.86, an increase of 24% from the second quarter of 2025.

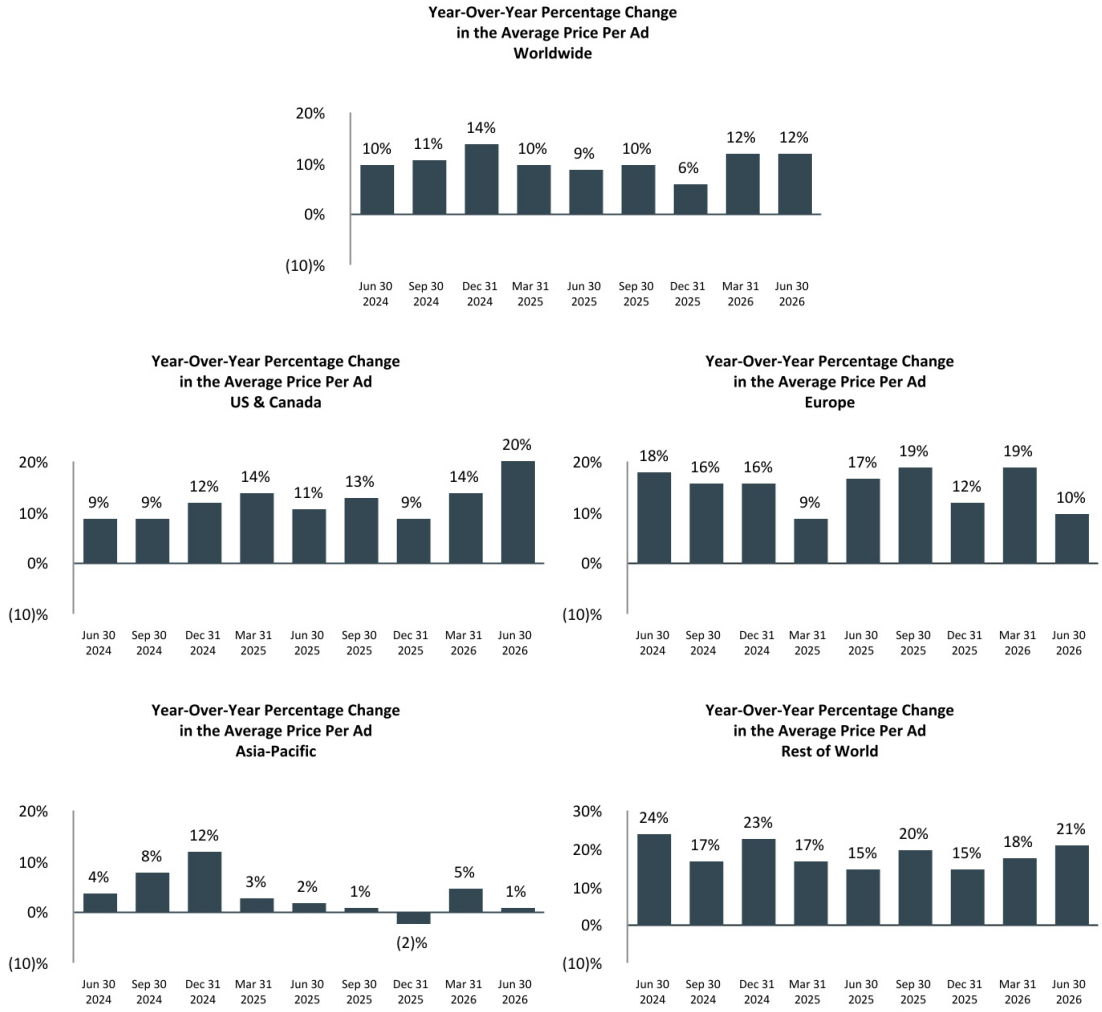
Trends in Our Ad Impressions and Average Price Per Ad

- ***Ad Impressions.*** Our advertising revenue is generated by displaying ad products on Facebook, Instagram, Messenger, and third-party mobile applications. Impressions are considered delivered when an ad is displayed to a user.



Note: Our ad impressions growth by user geography in the charts above is geographically apportioned based on our estimation of the geographic location of our users when an ad impression is delivered.

- ***Average Price Per Ad.*** We calculate average price per ad as total advertising revenue divided by the number of ads delivered.



Note: Our average price per ad growth by user geography in the charts above is geographically apportioned based on our estimation of the geographic location of our users when an ad impression is delivered.

Components of Results of Operations

Revenue

Family of Apps (FoA)

Advertising. We generate substantially all of our revenue from advertising. Our advertising revenue is generated by displaying ad products on Facebook, Instagram, Messenger, and third-party mobile applications. Marketers pay for ad products either directly or through their relationships with advertising agencies or resellers, based on the number of impressions delivered or the number of actions, such as clicks, taken by users.

We recognize revenue from the display of impression-based ads in the contracted period in which the impressions are delivered. Impressions are considered delivered when an ad is displayed to a user. We recognize revenue from the delivery of action-based ads in the period in which a user takes the action the marketer contracted for. The number of ads we show is subject to methodological changes as we continue to evolve our ads business and the structure of our ads products. In particular, the ads we show may vary by product (for example, our video and Reels products are not currently monetized at the same rate as our Feed or Stories products), and from time to time we increase or decrease the number or frequency of ads we show as part of our product and monetization strategies. We calculate average price per ad as total advertising revenue divided by the number of ads delivered, representing the average price paid per ad by a marketer regardless of their desired objective such as impression or action. For advertising revenue arrangements where we are not the principal, we recognize revenue on a net basis.

Other revenue. Other revenue consists of revenue from paid messaging from WhatsApp, subscriptions, and revenue from various other sources.

Reality Labs (RL)

RL revenue is generated from the delivery of consumer hardware products, such as Meta Quest and AI glasses, and related software and content.

Cost of Revenue and Operating Expenses

Cost of revenue. Our cost of revenue consists of expenses associated with the delivery and distribution of our products. These mainly include infrastructure expenses related to the operation of our data centers and technical infrastructure, such as depreciation expense from servers, network infrastructure and buildings, employee compensation which includes payroll, share-based compensation and benefits for employees on our operations teams, energy and bandwidth costs, as well as third-party cloud costs. Cost of revenue also consists of processing fees and traffic acquisition costs, which include credit card and other fees related to processing customer transactions; RL inventory costs, which consist of cost of products sold and estimated losses on non-cancelable contractual commitments; and content and creator costs, which include payments to content creators from whom we license content for distribution, as well as incentive payments made to creators based on engagement.

Research and development. Research and development expenses consist mostly of employee compensation, which includes payroll, share-based compensation and benefits for our employees on our engineering and technical teams who are responsible for developing new technologies and products. Research and development expenses also include infrastructure expenses related to our data centers, technical infrastructure, and third-party cloud services; RL technology development costs; and facilities-related costs.

Marketing and sales. Marketing and sales expenses consist mostly of employee compensation which includes payroll, share-based compensation and benefits for our employees engaged in sales, sales support, marketing, business development, and customer service functions; professional services to support our community and product operations; and marketing and promotional expenses.

General and administrative. General and administrative expenses consist primarily of employee compensation which includes payroll, share-based compensation and benefits for certain of our executives as well as our legal, finance, human resources, corporate communications and policy, and other administrative employees; legal-related costs, which include

estimated fines, settlements, or other losses in connection with legal and related matters, as well as other legal fees; other taxes, such as digital services taxes and other non-income-based tax levies; and professional services.

Results of Operations

The following table sets forth our condensed consolidated statements of income data (in millions):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
Revenue	$ 60,801	$ 47,516	$ 117,111	$ 89,830
Costs and expenses:				
Cost of revenue	11,330	8,491	21,549	16,063
Research and development	21,656	12,942	39,354	25,092
Marketing and sales	3,431	2,979	6,339	5,735
General and administrative	5,609	2,663	8,222	4,943
Total costs and expenses	42,026	27,075	75,464	51,833
Income from operations	18,775	20,441	41,647	37,997
Interest and other income (expense), net	(19)	93	(1,139)	919
Income before income taxes	18,756	20,534	40,508	38,916
Provision (benefit) for income taxes	2,908	2,197	(2,113)	3,935
Net income	$ 15,848	$ 18,337	$ 42,621	$ 34,981

The following table sets forth our condensed consolidated statements of income data (as a percentage of revenue)[(1)]:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
Revenue	100 %	100 %	100 %	100 %
Costs and expenses:				
Cost of revenue	19	18	18	18
Research and development	36	27	34	28
Marketing and sales	6	6	5	6
General and administrative	9	6	7	6
Total costs and expenses	69	57	64	58
Income from operations	31	43	36	42
Interest and other income (expense), net	—	—	(1)	1
Income before income taxes	31	43	35	43
Provision (benefit) for income taxes	5	5	(2)	4
Net income	26 %	39 %	36 %	39 %

(1) Percentages have been rounded for presentation purposes and may differ from unrounded results.

Revenue

The following table sets forth our revenue by source and by segment:

	Three Months Ended June 30,			Six Months Ended June 30,		
	2026	2025	% change	2026	2025	% change
	(in millions, except percentages)					
Advertising	$ 59,363	$ 46,563	27 %	$ 114,387	$ 87,955	30 %
Other revenue	1,007	583	73 %	1,891	1,093	73 %
Family of Apps	60,370	47,146	28 %	116,278	89,048	31 %
Reality Labs	431	370	16 %	833	782	7 %
Total revenue	$ 60,801	$ 47,516	28 %	$ 117,111	$ 89,830	30 %

Family of Apps

FoA revenue in the three and six months ended June 30, 2026 increased $13.22 billion, or 28%, and $27.23 billion, or 31%, respectively, compared to the same periods in 2025. The increases were almost entirely driven by advertising revenue.

Advertising

Advertising revenue in the three and six months ended June 30, 2026 increased $12.80 billion, or 27%, and $26.43 billion, or 30%, respectively, compared to the same periods in 2025, due to increases in ad impressions delivered and average price per ad. During the three and six months ended June 30, 2026, ad impressions delivered increased by 14% and 16%, respectively, year-over-year, as compared with increases of 11% and 8%, respectively, in the same periods in 2025. Ad impressions delivered during the three and six months ended June 30, 2026 grew in all regions, especially in Asia-Pacific, which was driven by increases in users and their engagement as well as the frequency of ads shown on our products. During the three and six months ended June 30, 2026, the average price per ad increased by 12% in both periods, year-over-year, as compared with increases of 9% and 10%, respectively, in the same periods in 2025. The increases in average price per ad in the three and six months ended June 30, 2026 were driven by an increase in advertising demand, which we believe is mostly due to ongoing improvements to our ad performance from our ad targeting and measurement tools, and a favorable foreign currency exchange impact. These increases were partially offset by a higher number of ad impressions delivered, especially in geographies and in products, such as Reels, that monetize at lower rates. Other factors are discussed in the section entitled "—Executive Overview of Second Quarter Results." In addition, the online commerce vertical was the largest contributor to the increase in advertising revenue in the three and six months ended June 30, 2026 compared to the same periods in 2025. We anticipate that future advertising revenue will be driven by a combination of price and ad impressions delivered.

Other revenue

FoA other revenue in the three and six months ended June 30, 2026 increased $424 million, or 73%, and $798 million, or 73%, respectively, compared to the same periods in 2025. The increases were primarily driven by paid messaging from WhatsApp and subscriptions.

Reality Labs

RL revenue in the three and six months ended June 30, 2026 increased $61 million, or 16%, and $51 million, or 7%, respectively, compared to the same periods in 2025. The increases were driven by higher sales of AI glasses, partially offset by lower Meta Quest sales.

Foreign Exchange Impact on Revenue

Changes in foreign exchange rates had a favorable impact on our revenue in the three and six months ended June 30, 2026 compared to the same periods in 2025. To calculate revenue on a constant currency basis, we translated revenue using the prior year's monthly exchange rates for our settlement or billing currencies other than the U.S. dollar. Using these constant rates, for the three months ended June 30, 2026, our total revenue and advertising revenue would have been

$60.12 billion and $58.67 billion, which were $685 million and $693 million lower than actual total revenue and advertising revenue, respectively. Using these constant rates, for the six months ended June 30, 2026, our total revenue and advertising revenue would have been $114.68 billion and $111.96 billion, each $2.43 billion lower than actual total revenue and advertising revenue, respectively.

Cost of revenue

	Three Months Ended June 30,			Six Months Ended June 30,		
	2026	2025	% change	2026	2025	% change
	(in millions, except percentages)					
Cost of revenue	$ 11,330	$ 8,491	33 %	$ 21,549	$ 16,063	34 %
Percentage of revenue	19 %	18 %		18 %	18 %	

Cost of revenue in the three and six months ended June 30, 2026 increased $2.84 billion, or 33%, and $5.49 billion, or 34%, respectively, compared to the same periods in 2025. The increases were primarily due to higher infrastructure expenses related to our data centers, technical infrastructure, and third-party cloud services.

Research and development

	Three Months Ended June 30,			Six Months Ended June 30,		
	2026	2025	% change	2026	2025	% change
	(in millions, except percentages)					
Research and development	$ 21,656	$ 12,942	67 %	$ 39,354	$ 25,092	57 %
Percentage of revenue	36 %	27 %		34 %	28 %	

Research and development expenses in the three and six months ended June 30, 2026 increased $8.71 billion, or 67%, and $14.26 billion, or 57%, respectively, compared to the same periods in 2025. The increases were primarily due to higher employee compensation, infrastructure expenses related to our data centers, technical infrastructure, and third-party cloud services, and third-party AI token costs.

The higher employee compensation was mainly from increases in share-based compensation expense and severance expenses during the three and six months ended June 30, 2026.

Marketing and sales

	Three Months Ended June 30,			Six Months Ended June 30,		
	2026	2025	% change	2026	2025	% change
	(in millions, except percentages)					
Marketing and sales	$ 3,431	$ 2,979	15 %	$ 6,339	$ 5,735	11 %
Percentage of revenue	6 %	6 %		5 %	6 %	

Marketing and sales expenses in the three and six months ended June 30, 2026 increased $452 million, or 15%, and $604 million, or 11%, respectively, compared to the same periods in 2025. The increases were primarily due to higher third-party AI token costs and severance expenses.

General and administrative

	Three Months Ended June 30,			Six Months Ended June 30,		
	2026	2025	% change	2026	2025	% change
	(in millions, except percentages)					
General and administrative	$ 5,609	$ 2,663	111 %	$ 8,222	$ 4,943	66 %
Percentage of revenue	9 %	6 %		7 %	6 %	

General and administrative expenses in the three and six months ended June 30, 2026 increased $2.95 billion, or 111%, and $3.28 billion, or 66%, respectively, compared to the same periods in 2025. The increases were primarily due to $2.40 billion of charges related to legal proceedings in the three months ended June 30, 2026.

See Note 9 — Commitments and Contingencies in the notes to the condensed consolidated financial statements included in Part I, Item 1, of this Quarterly Report on Form 10-Q for additional information regarding legal-related costs.

Segment profitability

The following table sets forth income (loss) from operations by segment:

	Three Months Ended June 30,			Six Months Ended June 30,		
	2026	2025	% change	2026	2025	% change
	(in millions, except percentages)					
Family of Apps	$ 23,394	$ 24,971	(6) %	$ 50,294	$ 46,736	8 %
Reality Labs	(4,619)	(4,530)	(2) %	(8,647)	(8,739)	1 %
Total income from operations	$ 18,775	$ 20,441	(8) %	$ 41,647	$ 37,997	10 %

Family of Apps

FoA income from operations in the three months ended June 30, 2026 decreased $1.58 billion, or 6%, compared to the same period in 2025, driven by higher FoA costs and expenses partially offset by an increase in revenue. The increase in costs and expenses was primarily due to increases in employee compensation, including severance expenses; infrastructure expenses related to our data centers, technical infrastructure, and third-party cloud services; legal-related costs; and third-party AI token costs.

FoA income from operations in the six months ended June 30, 2026 increased $3.56 billion, or 8%, compared to the same period in 2025. The increase in FoA income from operations was driven by higher advertising revenue which was offset by an increase in costs and expenses. The increase in costs and expenses was primarily due to increases in employee compensation, including severance expenses; infrastructure expenses related to our data centers, technical infrastructure, and third-party cloud services; legal-related costs; and third-party AI token costs.

Reality Labs

RL loss from operations in the three months ended June 30, 2026 increased $89 million, or 2%, compared to the same period in 2025, driven by higher RL costs and expenses partially offset by an increase in revenue.

RL loss from operations in the six months ended June 30, 2026 decreased $92 million, or 1%, compared to the same period in 2025, driven by an increase in revenue and lower RL costs and expenses.

See Note 12 — Segment Information in the notes to the condensed consolidated financial statements included in Part I, Item 1, of this Quarterly Report on Form 10-Q for additional information regarding segment employee compensation.

Interest and other income (expense), net

	Three Months Ended June 30,			Six Months Ended June 30,		
	2026	2025	% change	2026	2025	% change
	(in millions, except percentages)					
Interest income	$ 859	$ 481	79 %	$ 1,603	$ 1,139	41 %
Interest expense	(783)	(241)	(225)%	(1,345)	(481)	(180)%
Foreign currency exchange gain (loss), net	(123)	196	(163)%	(349)	427	(182)%
Gain (loss) on equity investments and other, net	28	(343)	108 %	(1,048)	(166)	NM
Interest and other income (expense), net	$ (19)	$ 93	(120)%	$ (1,139)	$ 919	(224)%

NM — not meaningful

- *Interest expense* in the three and six months ended June 30, 2026, increased $542 million, or 225%, and $864 million, or 180%, respectively, compared to the same periods in 2025, due to higher long-term debt balances.
- *Loss on equity investments, net* recognized in the six months ended June 30, 2026 was driven by unrealized losses on our marketable equity investments, partially offset by unrealized gains on our non-marketable equity investments.

See Note 4 — Financial Instruments and Note 5 — Non-Marketable Equity Investments in the notes to the condensed consolidated financial statements included in Part I, Item 1, of this Quarterly Report on Form 10-Q for additional information regarding unrealized losses on our marketable equity securities and unrealized gains on our non-marketable equity investments, respectively.

Provision for income taxes

	Three Months Ended June 30,			Six Months Ended June 30,		
	2026	2025	% change	2026	2025	% change
	(in millions, except percentages)					
Provision (benefit) for income taxes	$ 2,908	$ 2,197	32 %	$ (2,113)	$ 3,935	(154)%
Effective tax rate	16 %	11 %		(5) %	10 %	

Our provision for income taxes in the three months ended June 30, 2026 increased $711 million, or 32%, compared to the same period in 2025, primarily due to an increase in the effective tax rate. Our effective tax rate increased in the three months ended June 30, 2026 compared to the same period in 2025, primarily due to certain tax benefits such as U.S. tax benefits from foreign-derived deduction eligible income and excess tax benefits from share-based compensation being limited by the Corporate Alternative Minimum Tax (CAMT) regime in 2026.

Our provision for income taxes in the six months ended June 30, 2026 decreased $6.05 billion, or 154%, compared to the same period in 2025, primarily due to the income tax benefit from U.S. Treasury Notice 2026-7, which provided relief from the CAMT related to the expensing of previously capitalized U.S. research and development costs.

Effective Tax Rate Items. Our effective tax rate in the future will depend upon the proportion between the following items and income before provision for income taxes: the effects of changes in tax law, changes in valuation allowance due to the effects of CAMT, U.S. tax benefits from foreign-derived deduction eligible income, tax effects from share-based compensation, research tax credit, tax effects from capital losses not expected to be utilized, settlement of tax contingency items, and tax effects of changes in our business.

A number of countries have enacted legislation to implement the Organization for Economic Cooperation and Development's (OECD) 15% global minimum tax regime. In January 2026, the OECD introduced new guidance, including a "Side-by-Side Safe Harbor," allowing U.S. headquartered companies to remain subject to only U.S. global minimum taxes (specifically, CAMT) while exempting them from Pillar Two. We do not expect these changes to have a material impact on our consolidated financial statements for 2026. We continue to evaluate the impacts of proposed and enacted legislation with

respect to the global minimum tax regime in the jurisdictions in which we operate. As additional jurisdictions enact legislation, transitional relief expires, and other provisions of the global minimum tax legislation become effective, our effective tax rate and cash tax payments could increase in future years.

Absent any changes to our tax landscape, we expect our effective tax rate for the remaining quarters of 2026 to be between 15-17%.

See Note 11 — Income Taxes in the notes to the condensed consolidated financial statements included in Part I, Item 1, of this Quarterly Report on Form 10-Q for additional information regarding income tax contingencies.

Liquidity and Capital Resources

Our principal sources of liquidity are our cash, cash equivalents, marketable securities, and cash generated from operations. Cash, cash equivalents, and marketable securities are comprised of cash on deposit with banks, time deposits, money market funds, U.S. government and agency securities, investment grade corporate debt securities, and marketable equity securities. As part of our cash management strategy, we concentrate cash deposits with large financial institutions and our investment holdings are in diversified highly rated securities.

Cash, cash equivalents, and marketable securities were $90.26 billion as of June 30, 2026, an increase of $8.67 billion from December 31, 2025. The increase was due to $64.09 billion of cash generated from operations and $24.91 billion of net proceeds from the issuance of fixed-rate senior unsecured notes (the Notes) in May 2026. These increases were partially offset by $50.92 billion of capital expenditures, which includes purchases of property and equipment and principal payments on finance leases; $8.70 billion of taxes paid related to net share settlement of employee restricted stock unit (RSU) awards; $2.70 billion of payments of dividends and dividend equivalents; and $2.29 billion of cash used in other financing activities.

In addition, during the six months ended June 30, 2026, $10.80 billion of unrestricted money market funds was reclassified as restricted cash equivalents in connection with escrow requirements under certain multi-year infrastructure purchase agreements. These funds are restricted from general corporate use and are expected to be released between 2028 and 2030 upon satisfying the underlying purchase obligations. See Note 4 — Financial Instruments in the notes to the condensed consolidated financial statements included in Part I, Item 1, of this Quarterly Report on Form 10-Q for additional information.

The following table presents our cash flows (in millions):

	Six Months Ended June 30,	
	2026	2025
Net cash provided by operating activities	$ 64,088	$ 49,587
Net cash used in investing activities	$ (83,331)	$ (45,968)
Net cash provided by (used in) financing activities	$ 9,414	$ (35,472)

Cash Provided by Operating Activities

Cash provided by operating activities during the six months ended June 30, 2026 mostly consisted of $42.62 billion net income adjusted for certain non-cash items, such as $13.69 billion of share-based compensation expense and $12.35 billion of depreciation and amortization expense. The increase in cash flows from operating activities during the six months ended June 30, 2026, compared to the same period in 2025, was due primarily to an increase in cash collections from our customers driven by higher revenue, and a decrease in cash tax payments, partially offset by higher operational spending.

Cash Used in Investing Activities

Cash used in investing activities during the six months ended June 30, 2026 mostly consisted of $49.11 billion of purchases of property and equipment as we continued to invest in servers, data centers, and network infrastructure, and $31.56 billion of net purchases of marketable securities. The increase in cash used in investing activities during the six months ended June 30, 2026, compared to the same period in 2025, was mostly due to increases in net purchases of marketable securities and property and equipment, partially offset by a decrease in non-marketable equity investments.

We anticipate making capital expenditures of approximately $130 billion to $145 billion in 2026 to support our AI efforts and core business.

Cash Provided by Financing Activities

Cash provided by financing activities during the six months ended June 30, 2026 mainly consisted of $24.91 billion net proceeds from the issuance of the Notes in May 2026, partially offset by $8.70 billion of taxes paid related to net share settlement of RSUs, and $2.70 billion of payments of dividends and dividend equivalents. The increase in cash provided by financing activities during the six months ended June 30, 2026, compared to the same period in 2025, was mostly due to net proceeds from the May 2026 Notes and the absence of share repurchases in the current period.

Material Cash Requirements

We currently anticipate that our available funds and cash flow from operations and financing activities will be sufficient to meet our operational cash needs and fund our cash commitments for investing and financing activities, including investments in infrastructure and AI initiatives, as well as any return of capital to stockholders over the next 12 months and thereafter for the foreseeable future. We have increased investments in infrastructure and AI initiatives and expect to continue to do so. From time to time we may also seek to raise additional capital through debt, equity, or other financing arrangements. We continuously evaluate our liquidity and capital resources, including our access to external capital, to ensure we can finance our future capital requirements.

Leases and Contractual Commitments

In addition to the lease liabilities included in our condensed consolidated balance sheets, we have operating and finance leases that have not yet commenced as of June 30, 2026. These lease obligations were approximately $278.99 billion, consisting of data centers, colocations, and certain network infrastructure, which will commence during the remainder of 2026 through 2036 with lease terms ranging from greater than one year to 30 years. In July 2026, we entered into additional data center leases with lease obligations of approximately $68 billion, which are expected to commence in 2027 and 2028, with lease terms of 18 to 20 years.

As of June 30, 2026, we had $349.31 billion of non-cancelable contractual commitments, comprising both short-term and long-term arrangements. These commitments mostly relate to third-party cloud capacity arrangements and investments in servers and network infrastructure, data centers, and consumer hardware products in Reality Labs, with approximately $53.52 billion and $81.65 billion due in 2026 and 2027, respectively. In addition, as of June 30, 2026, we have contingent obligations to purchase up to $14.72 billion of cloud capacity over a five-year period, which may be reduced if the cloud service provider is able to sell such capacity to other customers. For agreements with variable terms, we do not estimate the total obligation beyond minimum quantities and/or pricing, as of the reporting date.

In connection with escrow requirements under certain multi-year infrastructure purchase agreements, $10.80 billion of money market funds was reclassified as restricted cash equivalents as of June 30, 2026. These funds are restricted from general corporate use and are expected to be released between 2028 and 2030 upon satisfying the underlying purchase obligations.

Long-term Debt

As of June 30, 2026, we had $84.00 billion aggregate principal amount of Notes outstanding, which mature from 2027 through 2066. Short-term and long-term future interest payments obligations as of June 30, 2026 were $4.40 billion and $84.98 billion, respectively.

Capital Return Program

Share Repurchase

Our board of directors has authorized a share repurchase program of our Class A common stock, which commenced in January 2017 and does not have an expiration date. We did not repurchase any shares of Class A common stock during the six months ended June 30, 2026. As of June 30, 2026, $25.03 billion remained available and authorized for repurchases. Our share repurchase program may be suspended, delayed, discontinued, or accelerated at any time.

Dividend

Total dividends and dividend equivalents paid were $2.70 billion during the six months ended June 30, 2026. Subject to legally available funds and future declaration by our board of directors, we currently intend to continue to pay a quarterly cash dividend and dividend equivalents on our outstanding common stock.

Taxes

Cash paid for income taxes was $2.00 billion during the six months ended June 30, 2026. Our long-term income tax liabilities include $11.19 billion related to deferred tax liabilities and $7.14 billion related to uncertain tax positions as of June 30, 2026. Due to the uncertainty in the timing of the resolution of our uncertain tax positions, we are unable to make a reasonably reliable estimate of the timing of payments.

Loss Contingencies

We are involved in legal proceedings, claims, and regulatory, tax or government inquiries and investigations. Significant judgment is required to determine both probability and the estimated amount of loss. Such matters are inherently unpredictable and subject to significant uncertainties, some of which are beyond our control. Should any of these estimates and assumptions change or prove to be incorrect, it could have a material impact on our results of operations, financial position, and cash flows.

See Note 4 — Financial Instruments, Note 5 — Non-Marketable Equity Investments, Note 8 — Long-term Debt, Note 9 — Commitments and Contingencies, Note 10 — Stockholders' Equity, and Note 11 — Income Taxes in the notes to the condensed consolidated financial statements included in Part I, Item 1, and "Legal Proceedings" contained in Part II, Item 1, of this Quarterly Report on Form 10-Q for additional information.

Critical Accounting Estimates

Our condensed consolidated financial statements are prepared in accordance with GAAP. The preparation of these condensed consolidated financial statements requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, costs and expenses, and related disclosures. On an ongoing basis, we evaluate our accounting estimates based on historical experience and on various other assumptions that we believe are reasonable under the circumstances. The actual impact on our financial performance could differ from these estimates under different assumptions or conditions. Refer to "Critical Accounting Estimates" contained in Part II, Item 7 of our Annual Report on Form 10-K for the year ended December 31, 2025 for a complete discussion of our critical accounting estimates. There have been no material changes to our critical accounting estimates since our Annual Report on Form 10-K for the year ended December 31, 2025.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

There have been no material changes to our market risk exposures during the six months ended June 30, 2026. For quantitative and qualitative disclosures about market risk, refer to Part II, Item 7A, Quantitative and Qualitative Disclosures About Market Risk, from our Annual Report on Form 10-K for the year ended December 31, 2025.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our chief executive officer (CEO) and chief financial officer (CFO), has evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a- 15(e) and 15d- 15(e) under the Securities Exchange Act of 1934, as amended (Exchange Act)), as of the end of the period covered by this Quarterly Report on Form 10-Q. Based on such evaluation, our CEO and CFO have concluded that as of June 30, 2026, our disclosure controls and procedures are designed at a reasonable assurance level and are effective to provide reasonable assurance that information we are required to disclose in reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission, and that such information is accumulated and communicated to our management, including our CEO and CFO, as appropriate, to allow timely decisions regarding required disclosure.

Changes in Internal Control

There were no changes in our internal control over financial reporting identified in management's evaluation pursuant to Rules 13a-15(d) or 15d-15(d) of the Exchange Act during the period covered by this Quarterly Report on Form 10-Q that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Limitations on Effectiveness of Controls and Procedures

In designing and evaluating the disclosure controls and procedures and internal control over financial reporting, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures and internal control over financial reporting must reflect the fact that there are resource constraints and that management is required to apply judgment in evaluating the benefits of possible controls and procedures relative to their costs.

PART II—OTHER INFORMATION

Item 1. Legal Proceedings

As a multinational company with a complex and evolving business, we are, and expect to continue to be, subject to numerous claims, litigation, regulatory, tax, and government inquiries and investigations, and other legal proceedings in jurisdictions around the world. Although we believe many of these matters are without merit and are vigorously defending them, we may not be successful. Any litigation to which we are a party may be resolved adversely or we may be subject to an unfavorable judgment that may not be reversed upon appeal. We may also decide to settle litigation, disputes, or other legal proceedings in some instances on terms that are unfavorable to us. In addition, we may become subject to orders or consent decrees imposed by government or regulatory authorities. Any such developments could cause us to incur substantial costs, expose us to civil and criminal liability (including liability for our personnel) or penalties (including substantial monetary remedies), interrupt or require us to change our business practices in a manner materially adverse to our business (including changes to our products and services or user data practices), result in negative publicity and reputational harm, divert resources and the time and attention of management from our business, or subject us to other structural or behavioral remedies that adversely affect our business. We have experienced such outcomes to varying degrees in the past, and we expect to continue to face a challenging litigation and regulatory environment, including in light of complex and evolving laws and regulations, as well as the scale of our business and the size of our user and advertiser base.

Over the last several years, the number and potential significance of the litigation and investigations involving the company have increased, and there can be no assurance that this trend will not continue. For example, we are facing numerous cases in the United States in which plaintiffs are attempting to avoid or limit the application of Section 230 of the Communications Decency Act to their claims and certain of those matters have survived motions to dismiss, including through the use of products liability and/or breach of contract theories. Outside of the United States, courts are also limiting the application of intermediary liability protections in certain claims. In addition, we are subject to relatively new regulatory regimes outside of the United States, including the Digital Services Act, Digital Markets Act, EU AI Act and similar statutes in non-EU countries such as the UK Digital Markets, Competition and Consumer Act, and new fining guidelines under existing regulatory regimes like the General Data Protection Regulation (GDPR). We are facing inquiries and investigations regarding various aspects of our regulatory compliance, as well as private litigation in Europe, including class and mass actions, claiming damages (including for loss of control of data without other damage) and/or injunctions in respect of alleged failings to comply with such regulatory requirements. We are also responding to litigation and government investigations related to our alleged role in causing or contributing to various societal harms, including mental and physical health and safety impacts on users, particularly younger users, child and adult sexual exploitation, illegal activity with respect to drugs, fraud, unlawful discrimination, and other harms potentially impacting large numbers of people. This is in addition to significant tax, competition and antitrust, stockholder, commercial, consumer, intellectual property, and privacy litigation and investigations. Furthermore, as the number of our users and amount of our revenue have grown, our potential exposure to substantial damages awards and fines has increased, including through class action litigations and other legal proceedings under statutory regimes permitting penalties or damages on a per-violation basis or based on a percentage of global revenue. The maximum aggregate monetary damages or penalties sought across our various legal proceedings could amount to an aggregate of up to hundreds of billions of dollars and, as a result, could be material to the financial condition of the company.

In some instances, particularly with novel legal and factual claims, new regulatory regimes or statutes that have not previously been enforced, or where the nature or type of enforcement pursued against us is novel, it can be very difficult to assess the likelihood or extent of potential liabilities, including the nature and extent of injunctive or other non-monetary relief and the applicability and amount of any potential forfeitures, disgorgement, fines or penalties.

We have identified below certain significant matters, some of which may be material. There can be no assurance that additional material losses or limitations on our activities will not result from claims that have not yet been asserted or are not yet determined to be material.

Privacy and Related Matters

Beginning on March 20, 2018, multiple putative class actions were filed in state and federal courts in the United States and elsewhere against us and certain of our directors and officers alleging various causes of action in connection with our platform and user data practices as well as the misuse of certain data by a developer that shared such data with third parties in violation of our terms and policies, and seeking unspecified damages and injunctive relief. With respect to the putative class actions alleging fraud and violations of consumer protection, privacy, and other laws in connection with the same matters,

several of the cases brought on behalf of consumers in the United States were consolidated in the U.S. District Court for the Northern District of California (*In re Facebook, Inc., Consumer Privacy User Profile Litigation*). On December 22, 2022, the parties entered into a settlement agreement to resolve the lawsuit, which provided for a payment of $725 million by us and became final on May 14, 2025. In addition, our platform and user data practices, as well as the events surrounding the misuse of certain data by a developer, became the subject of U.S. Federal Trade Commission (FTC), state attorneys general, and other government inquiries in the United States, Europe, and other jurisdictions. We entered into a settlement and modified consent order to resolve the FTC inquiry, which took effect in April 2020 and required us to pay a penalty of $5.0 billion and to significantly enhance our practices and processes for privacy compliance and oversight. In addition, in December 2025, we entered into a settlement agreement with California to resolve its lawsuit alleging violations of consumer protection laws, which was approved by the court in California in March 2026. Certain other state attorneys general inquiries and litigation and certain government inquiries in other jurisdictions remain ongoing and could subject us to additional substantial fines and costs, require us to change our business practices, divert resources and the attention of management from our business, or adversely affect our business. On June 1, 2023, the court presiding over the lawsuit filed by the District of Columbia granted our motion for summary judgment, resolving the case in our favor. On June 29, 2023, the District of Columbia filed a notice of appeal. The appeal was heard on January 30, 2025 and on July 31, 2025, the District of Columbia Court of Appeals reversed the decision on procedural grounds and remanded the matter to the lower court. Trial in the New Mexico Attorney General's case, which has expanded to include various claims related to content moderation issues, is scheduled to begin on September 8, 2026. The New Mexico Attorney General has indicated that they intend to seek up to $62.85 billion in penalties in this case.

On May 3, 2023, the FTC filed a public administrative proceeding (*In the Matter of Facebook, Inc.*) seeking substantial changes to the modified consent order, which took effect in April 2020 after its entry by the U.S. District Court for the District of Columbia. The changes sought by the FTC are set forth in a proposed order and include, among others, a prohibition on our use of minors' data for any commercial purposes, changes to the composition of our board of directors, and significant limitations on our ability to modify and launch new products. On May 31, 2023, we filed a motion before the U.S. District Court for the District of Columbia seeking to enjoin the FTC from further pursuing its agency process to modify the modified consent order. On November 27, 2023, the district court denied our motion, and we then appealed to the U.S. Court of Appeals for the District of Columbia Circuit (*U.S. v. Facebook, Inc.*) and sought to stay the FTC proceeding pending resolution of the appeal. Our motion for a stay pending appeal was denied in March 2024. After the underlying appeal was briefed and oral argument was held on November 5, 2024, the U.S. Court of Appeals for the District of Columbia Circuit issued its decision on May 16, 2025, reversing the district court's denial of our motion on jurisdictional grounds, and directed the district court to consider the merits of our arguments. On July 10, 2025, the case was remanded to the district court to consider our claims in light of the Court of Appeals' determination that the district court retains jurisdiction over the entirety of the consent order. On December 23, 2025, the district court ordered a schedule for supplemental briefing in light of the Court of Appeals decision, and briefing was completed in May 2026.

On November 29, 2023, we separately filed a complaint, also in the U.S. District Court for the District of Columbia (*Meta Platforms, Inc. v. FTC*), asserting constitutional challenges to the structure of the FTC, and seeking to preliminarily enjoin the FTC proceeding during the pendency of the litigation. On December 13, 2023, the FTC filed an opposition to our motion for preliminary injunction and a motion to dismiss the complaint. On March 14, 2024, the district court denied our motion to preliminarily enjoin the FTC proceeding during the pendency of the litigation, and also denied the FTC's motion to dismiss our complaint without prejudice, pending the U.S. Supreme Court's decision in *SEC v. Jarkesy* (*Jarkesy*). Our motion for a stay of the FTC proceeding pending appeal was denied in March 2024. Both the district court action and the appeal were stayed pending the Supreme Court's decision in *Jarkesy*. Following the Supreme Court's ruling in *Jarkesy* on June 27, 2024, the government filed a renewed motion to dismiss, which was fully briefed as of October 18, 2024. On June 29, 2025, the district court granted our request for a stay in light of the Court of Appeals' May 16, 2025 decision in the jurisdictional case. On June 9, 2026, the district court continued the stay and ordered the parties to file a status update due the earlier of 30 days after a decision in the jurisdictional case, or September 8, 2026.

On April 1, 2024, we filed our response to the FTC's Order to Show Cause, arguing, among other things, that the Order to Show Cause proceeding was legally improper. Per FTC orders, we completed briefing on threshold legal issues on July 18, 2024, and the FTC held oral argument before the Commissioners on those issues on November 12, 2024. On January 10, 2025, the Commission issued a decision on certain threshold legal issues, including that the Commission has statutory authority to modify consent orders. The Commission stated that its decision is subject to Meta's jurisdictional challenges then pending before the U.S. Court of Appeals for the District of Columbia Circuit in *U.S. v. Facebook, Inc.*, and that the nature and scope of any further administrative proceedings would be addressed at a later date. On July 30, 2025, the Commission issued an order staying the Order to Show Cause proceeding pending final resolution of the two judicial cases we filed

challenging the proceeding. Through the administrative process, the FTC could amend the order to impose the additional requirements set forth in the proposed order. We should have the opportunity to appeal an FTC decision modifying the order and could request the appellate court to stay the enforcement of the modifications to the order while the appeal is pending. It is unclear whether the appeal or the request for a stay would be successful.

We also notify the Irish Data Protection Commission (IDPC), our lead European Union privacy regulator under the GDPR, of certain other personal data breaches and privacy issues, issue similar notifications to European regulators under other laws (such as UK GDPR and Member State implementations of the ePrivacy Directive), and are subject to inquiries and investigations by the IDPC and other European regulators regarding various aspects of our regulatory compliance. For example, the IDPC is continuing to assess the compliance of our "subscription for no ads" consent model with requirements under the GDPR. In addition, on May 12, 2023, the IDPC issued a Final Decision concluding that Meta Platforms Ireland's reliance on Standard Contractual Clauses in respect of certain transfers of European Economic Area (EEA) Facebook user data was not in compliance with the GDPR. The IDPC issued an administrative fine of EUR €1.2 billion as well as corrective orders requiring Meta Platforms Ireland to suspend the relevant transfers and to bring its processing operations into compliance with Chapter V GDPR by ceasing the unlawful processing, including storage, of such data in the United States. We are appealing this Final Decision and it is currently subject to a stay from the Irish High Court. We have also implemented steps to comply with the above corrective orders and are pending the IDPC's confirmation that these address the corrective orders. For additional information, see Part II, Item 1A, "Risk Factors—Our business is subject to complex and evolving U.S. and foreign laws and regulations regarding privacy, data use, data combination, data protection, content, AI, competition, youth, safety, consumer protection, advertising, e-commerce, and other matters" in this Quarterly Report on Form 10-Q. Any such inquiries or investigations (including the IDPC proceedings) could subject us to substantial fines and costs, require us to change our business practices, divert resources and the attention of management from our business, lead to additional claims from users, or adversely affect our business. In addition, we are subject to individual and class actions in Europe relating to matters that are or have been the subject of regulatory investigations.

Beginning on June 7, 2021, multiple putative class actions were filed against us alleging that we improperly received individuals' information from third-party websites or apps via our business tools in violation of our terms and various state and federal laws and seeking unspecified damages and injunctive relief (for example, *In re Meta Pixel Healthcare Litigation; In re Meta Pixel Tax Filing Cases; Frasco v. Flo Health, Inc.; Doe v. Hey Favor, Inc. et al.; Doe v. GoodRx Holdings, Inc. et al.* in the U.S. District Court for the Northern District of California; and *Rickwalder, et al. v. Meta Platforms, Inc.* in the Santa Clara County Superior Court). These cases are in different stages, but several of our motions to dismiss have been denied in whole or in part, while certain others have been granted in whole or in part. In *Rickwalder*, the Superior Court denied plaintiffs' motion for class certification and the plaintiffs have appealed that decision. In *Meta Pixel Tax Filing Cases*, on March 30, 2026, the U.S. District Court for the Northern District of California denied plaintiffs' motion for class certification. In *Flo Health*, on August 1, 2025, a jury returned a verdict on liability in favor of the plaintiffs and on behalf of a California subclass on the sole claim remaining against Meta under Section 632 of the California Invasion of Privacy Act. Plaintiffs are seeking $5,000 in statutory damages per class member and have asserted that there are up to approximately 1.25 million class members. The amount of potential damages is uncertain at this time. In addition, we are subject to individual and class actions in Europe and Canada, as well as regulatory investigations in the United States, Europe, and elsewhere, relating to similar matters with regard to our business tools.

Competition

We are subject to various litigation and government inquiries and investigations, formal or informal, by competition authorities in the United States, Europe, and other jurisdictions. Such investigations, inquiries, and lawsuits concern, among other things, our business practices in the areas of social networking or social media services, digital advertising, and/or mobile or online applications, as well as our acquisitions. For example, in 2019 we became the subject of antitrust investigations by the FTC and U.S. Department of Justice. On December 9, 2020, the FTC filed a complaint (*FTC v. Meta Platforms, Inc.*) against us in the U.S. District Court for the District of Columbia alleging that we engaged in anticompetitive conduct and unfair methods of competition in violation of Section 5 of the Federal Trade Commission Act and Section 2 of the Sherman Act, including by acquiring Instagram in 2012 and WhatsApp in 2014 and by maintaining conditions on access to our platform. The FTC sought a permanent injunction against our company's alleged violations of the antitrust laws, and other equitable relief, including divestiture or reconstruction of Instagram and WhatsApp. On June 28, 2021, the court granted our motion to dismiss the complaint filed by the FTC with leave to amend. On August 19, 2021, the FTC filed an amended complaint, and on October 4, 2021, we filed a motion to dismiss this amended complaint. On January 11, 2022, the court denied our motion to dismiss the FTC's amended complaint. On April 5, 2024, we filed our motion for summary judgment and the FTC filed its opposition and its own motion for partial summary judgment on May 24, 2024. On November

13, 2024, the court granted in part and denied in part both our and the FTC's motions for summary judgment. Trial began on April 14, 2025 and concluded on May 27, 2025. On November 18, 2025, the court granted judgment in our favor. On January 20, 2026, the FTC filed a notice of appeal of that ruling. Multiple putative class actions have also been filed in state and federal courts in the United States and in the United Kingdom against us alleging violations of antitrust laws and other causes of action in connection with these acquisitions and/or other alleged anticompetitive conduct, and seeking damages and injunctive relief. Several of the cases brought on behalf of certain advertisers and users in the United States were consolidated in the U.S. District Court for the Northern District of California (*Klein et al., v. Meta Platforms, Inc.*). On December 30, 2024, we filed our motion for summary judgment in the putative class action brought on behalf of certain advertisers, which is pending with the court. On January 24, 2025, the court denied plaintiffs' motion for class certification in the action brought on behalf of users, permitting it to proceed only on an individual basis as to the named plaintiffs. On September 29, 2025, in the user action, the court granted our motion, entering judgment in our favor. On October 27, 2025, plaintiffs in the user action filed a notice of appeal.

On February 11, 2022, a putative class action was filed against us in the UK Competition Appeals Tribunal (CAT) under the UK collective proceedings regime (*Lovdahl-Gormsen v. Meta Platforms, Inc. et al.*). On October 6, 2023, following the denial of class certification, the class representative submitted an amended claim alleging abuse of dominance relating to aspects of our data processing practices and seeking damages. The CAT certified the amended claim on February 15, 2024. Trial is scheduled to begin in October 2028.

We are also subject to litigation in Europe brought by news and media companies alleging anticompetitive conduct in relation to aspects of our historic data processing practices. For example, on December 1, 2023, 87 news media companies filed a joint action against us in Spain in relation to our legal basis under the GDPR for behavioral advertising, alleging unfair competition and abuse of dominance (*Asociacion de Medios de Informacion (AMI) v. Meta Ireland*). On November 19, 2025, the court issued judgment against us, finding that AMI had failed to establish abuse of dominance but upholding its case on unfair competition and awarding damages of approximately EUR €542 million. We have appealed the decision. In addition, on October 24, 2024, ten radio and television publishers commenced a separate claim against us in Spain on the same basis (*Union de Televisiones Comerciales Asociadas (UTECA) v. Meta Ireland*). Trial is scheduled for October 2026. In addition, on April 29, 2025, a similar unfair competition claim was filed against us by 67 media companies in France, with an additional 34 plaintiffs intervening subsequently (*Amaury et al. v. Meta Platforms Ireland Limited*). Trial is expected to take place in 2027.

In December 2022, the European Commission issued a Statement of Objections alleging that we tie Facebook Marketplace to Facebook and use data in a manner that infringes European Union competition rules. On November 18, 2024, the European Commission issued a decision that Meta infringed Article 102 on the Treaty of the Functioning of the European Union in relation to certain alleged business practices relating to Facebook Marketplace and imposed a fine of approximately EUR €798 million. We appealed the European Commission's decision on January 28, 2025.

In March 2024, the European Commission opened an investigation into the compliance of our "subscription for no ads" consent model with requirements under Article 5(2) of the Digital Markets Act (DMA). The European Commission issued preliminary findings on July 1, 2024 reflecting its preliminary view that our model does not comply with such requirements. In April 2025, the European Commission issued a final decision that our "subscription for no ads" model does not comply with such requirements and imposed a fine of EUR €200 million. Based on feedback from the European Commission in connection with the DMA, we launched less personalized ads (LPA) in November 2024 and made significant modifications to LPA since the European Commission issued its final decision. We appealed the European Commission's decision on July 4, 2025, but further modifications to our model may be imposed during the appeal process, which could result in a materially worse user experience for European users and a significant impact to our European business and revenue.

In December 2025, the European Commission opened an antitrust investigation into our policy of not allowing general purpose AI providers to use the WhatsApp Business API to provide chatbot services, a use which was not a permitted use under our terms of service. While its investigation remains ongoing, in June 2026, the European Commission imposed an interim measure requiring WhatsApp to offer access to the API for free for such general purpose AI providers. We intend to appeal that interim measure. There are similar competition investigations in Africa, Brazil, and Turkey.

The result of such litigation, investigations or inquiries could subject us to substantial monetary remedies and costs, interrupt or require us to change our business practices, divert resources and the attention of management from our business, or subject us to other structural or behavioral remedies that adversely affect our business.

Securities and Other Actions

Beginning on March 20, 2018, multiple putative class actions and derivative actions were filed in state and federal courts in the United States and elsewhere against us and certain of our directors and officers alleging violations of securities laws, breach of fiduciary duties, and other causes of action in connection with our platform and user data practices as well as the misuse of certain data by a developer that shared such data with third parties in violation of our terms and policies, and seeking unspecified damages and injunctive relief. Beginning on July 27, 2018, two putative class actions were filed in federal court in the United States against us and certain of our directors and officers alleging violations of securities laws in connection with the disclosure of our earnings results for the second quarter of 2018 and seeking unspecified damages. These two actions subsequently were transferred and consolidated in the U.S. District Court for the Northern District of California (*In Re Facebook, Inc. Securities Litigation*) with the putative securities class action described above relating to our platform and user data practices. In a series of orders in 2019 and 2020, the district court granted our motions to dismiss the plaintiffs' claims. On January 17, 2022, the plaintiffs filed a notice of appeal of the order dismissing their case, and on October 18, 2023, the U.S. Court of Appeals for the Ninth Circuit issued its decision affirming in part and reversing in part the district court's order dismissing the plaintiffs' case. We filed a petition for writ of certiorari on March 4, 2024 with the U.S. Supreme Court, seeking review of the Ninth Circuit's order. The Supreme Court granted in part our petition for writ of certiorari on June 10, 2024, and following oral argument issued an order on November 22, 2024 dismissing the grant of certiorari as improvidently granted. On January 24, 2025, the U.S. Court of Appeals for the Ninth Circuit returned the case to the district court. On July 1, 2025, the plaintiffs filed a fourth amended complaint. On September 2, 2025, we filed a motion to dismiss the fourth amended complaint. On February 27, 2026, the district court granted in part and denied in part our motion to dismiss the fourth amended complaint.

We are also subject to other government inquiries and investigations relating to our business activities and disclosure practices. For example, beginning in September 2021, we became subject to government investigations and requests relating to a former employee's allegations and release of internal company documents concerning, among other things, our algorithms, advertising and user metrics, and content enforcement practices, as well as misinformation and other undesirable activity on our platform, and user well-being. We have since received additional requests relating to these and other topics. Beginning on October 27, 2021, multiple putative class actions and derivative actions were filed in the U.S. District Court for the Northern District of California against us and certain of our directors and officers alleging violations of securities laws, breach of fiduciary duties, and other causes of action in connection with the same matters, and seeking unspecified damages (*In re Meta Platforms, Inc., Securities Litigation*). On September 30, 2024, the court dismissed certain claims with leave to amend, but determined certain claims regarding content enforcement practices and user well-being could proceed against us and certain of our current and former directors and officers. On February 13, 2026, the plaintiffs filed a second amended complaint asserting the same and similar claims regarding content enforcement practices and user well-being, as well as additional claims regarding encryption and age verification practices and previously dismissed claims regarding our algorithms. On March 30, 2026, we filed a motion to dismiss the second amended complaint.

Youth-Related Actions

Beginning in January 2022, we became subject to litigation and other proceedings that were filed in various federal and state courts in the United States as well as other jurisdictions alleging that Facebook and Instagram cause "social media addiction" in users, with most proceedings focused on those under 18 years old, resulting in various mental health and other harms. Putative class actions have been filed in the United States, Brazil, Canada, Europe, and elsewhere on behalf of users in those jurisdictions, and numerous school districts, municipalities, and tribal nations have filed public nuisance claims in the United States and/or Canada based on similar allegations. On October 6, 2022, the U.S. federal cases were centralized in the U.S. District Court for the Northern District of California (*In re Social Media Adolescent Addiction Product Liability Personal Injury Litigation*). Beginning in March 2023, U.S. states and territories began filing lawsuits on these topics in various federal and state courts. These additional lawsuits include allegations regarding violations of the Children's Online Privacy Protection Act (COPPA), child sexual abuse material and other child safety concerns, as well as violations of state consumer protection laws, unfair business practices, public nuisance, and products liability, with proceedings focused on our alleged business practices (including the use of end-to-end encryption) and harms to users under 18 years old. Certain of the lawsuits described above have since expanded to include various other claims relating to our services, including with respect to age verification, AI and AI chatbots, deceptive advertising, illicit or illegal activity with respect to drugs, fraud, and firearms, and privacy-related matters, among others. These lawsuits seek damages, disgorgement, and/or civil penalties and injunctive relief, and include cases filed by various state attorneys general in *In re Social Media Adolescent Addiction Product Liability Personal Injury Litigation* in the U.S. District Court for the Northern District of California, as well as

various state courts around the country. Trial in the first of the personal injury cases began on January 27, 2026 in *Judicial Council Coordination Proceeding No. 5255* pending in Los Angeles County California Superior Court. On March 25, 2026, a jury returned a verdict in the first bellwether trial and awarded $6 million in compensatory and punitive damages between us and YouTube, allocated 70% to us and 30% to YouTube. We have filed a notice of appeal. The second user bellwether trial was scheduled to begin on July 27, 2026. The plaintiff moved to dismiss the case and vacate the trial date, which the court has granted. The next two user bellwether trials are scheduled to begin on October 28, 2026. Trial in the first of the state attorneys general cases began on February 2, 2026 in the First Judicial District Court of New Mexico, in a case brought by the New Mexico Attorney General. On March 24, 2026, a jury returned a verdict against us and ordered that we pay a civil penalty of $375 million. A bench trial on the New Mexico Attorney General's public nuisance claim and request for injunctive relief was held in May 2026. Following that trial, the New Mexico Attorney General is seeking $953 million in abatement costs and a broad set of injunctive terms, which include requests for extensive changes to the manner in which we provide our services in New Mexico. The court has not yet issued a decision. Trials in other state attorneys general cases are currently scheduled or expected to be scheduled in the second half of 2026 or in 2027. Trial in the Tennessee Attorney General's case began on July 20, 2026. In the multidistrict litigation (*In re Social Media Adolescent Addiction Product Liability Personal Injury Litigation*), trial is scheduled to begin on August 12, 2026, for the first trial for the state attorneys general that have filed state and federal claims. This trial relates to claims asserted by four states and a federal claim for disgorgement asserted by all 29 state attorneys general who have sued in the multidistrict litigation. In the multidistrict litigation (*In re Social Media Adolescent Addiction Product Liability Personal Injury Litigation*), we entered into a settlement to resolve the first school district bellwether case in May 2026. The next school district bellwether case is scheduled for trial in February 2027. Across the cases described above, the damages, disgorgement, or penalties that plaintiffs have indicated they could seek range widely in amount, including in certain cases up to more than a trillion dollars. Plaintiffs in these matters are also seeking varied injunctive relief, including in some cases extensive changes to our business practices or the manner in which we provide our services and third-party oversight. In addition, beginning in November 2024, counsel for over two hundred thousand individual claimants have sent mass arbitration demands relating to "social media addiction" and related harms allegedly caused by Instagram.

We are also subject to government investigations and requests from multiple regulators in various jurisdictions globally concerning the use of our products and services, compliance with applicable laws, and the alleged mental and physical health and safety and privacy impacts on users, particularly younger users, as well as the accuracy of our statements about youth and parental features. On May 16, 2024, the European Commission opened formal proceedings assessing our compliance with certain requirements under Articles 28, 34, and 35 of the Digital Services Act (DSA), including the way in which we identified, assessed, and mitigated against certain systemic risks to minors and other vulnerable users that may stem from the design and functioning of Instagram and Facebook. On April 29, 2026 and July 10, 2026, respectively, the Commission issued preliminary findings with respect to some of these topics, reflecting its preliminary view that users under 13 years of age are present on Facebook and Instagram and that both platforms present potentially addictive design features, calling into question our compliance with the obligations to diligently assess systemic risks, effectively mitigate such risks, and to overall ensure a high level of protection of minors. We have an opportunity to respond to the preliminary findings, and would also have an opportunity to appeal a final decision by the Commission.

Other Actions

Beginning on August 15, 2018, multiple putative class actions were filed against us alleging that we inflated our estimates of the potential audience size for advertisements, resulting in artificially increased demand and higher prices. The cases were consolidated in the U.S. District Court for the Northern District of California (*DZ Reserve v. Facebook, Inc.*) and seek unspecified damages and injunctive relief. In a series of rulings in 2019, 2021, and 2022, the court dismissed certain of the plaintiffs' claims, but permitted their fraud and unfair competition claims to proceed. On March 29, 2022, the court granted the plaintiffs' motion for class certification. On March 21, 2024, the U.S. Court of Appeals for the Ninth Circuit affirmed in part and reversed in part the order granting class certification. On May 3, 2024, we filed a petition for panel rehearing and rehearing en banc, which was denied by the Ninth Circuit. We filed a petition for a writ of certiorari with the U.S. Supreme Court on October 2, 2024, which was denied. We then moved to compel arbitration, which the district court denied. We appealed the denial of our motion to compel arbitration to the Ninth Circuit on December 3, 2025. The matter is stayed in district court pending resolution of our appeal.

Beginning on July 7, 2023, multiple cases, including putative class actions, were filed against us in the United States and elsewhere, alleging that we improperly acquired, distributed, and used various copyrighted materials and/or other types of data to train our artificial intelligence models and seeking unspecified damages and injunctive relief. In the United States, statutory damages for copyright liability are calculated on a per work basis, which may result in substantial damages,

particularly given the large volumes of data required to train AI models. The cases in the United States, which were filed in the U.S. District Court for the Northern District of California (*Kadrey, et al. v. Meta Platforms, Inc., Chabon, et al. v. Meta Platforms, Inc. and Farnsworth v. Meta Platforms, Inc.*) and U.S. District Court for the Southern District of New York (*Huckabee, et al. v. Meta Platforms, Inc. et al.*, which was subsequently transferred to the U.S. District Court for the Northern District of California), have been consolidated into *Kadrey, et al. v. Meta Platforms, Inc*. Motions for summary judgment were heard in this case on May 1, 2025, including on the issue of the applicability of the fair use defense to use of copyrighted books for generative AI model training. On June 25, 2025, the court granted our motion for summary judgment on fair use as to the named plaintiffs in the case. The parties will proceed to brief the remaining claims of copyright infringement and contributory infringement related to alleged distribution of books to third parties during the downloading process. The court is scheduled to hear summary judgment motions on February 25, 2027. Beginning in November 2025, additional cases with similar claims were filed against us in the U.S. District Court for the Northern District of California and the Southern District of New York (*Entrepreneur Media v. Meta Platforms, Inc., Carreyrou et al. v. Meta Platforms, Inc., TED Entertainment, Inc. v. Meta Platforms, Inc.*, *Chicken Soup for the Soul LLC v. Meta Platforms, Inc., Beaulier v. Meta Platforms, Inc., Cognella, Inc. v. Meta Platforms, Inc., Elsevier Inc. et al. v. Meta Platforms, Inc. et al., Hobbs et al. v. Meta Platforms, Inc. et al.,* and *Sullivan v. Meta Platforms, Inc. et al.*). The court is scheduled to hear summary judgment motions in *Entrepreneur Media, Carreyrou*, *Chicken Soup*, and *Cognella* on February 25, 2027. Trial is scheduled in *Entrepreneur Media* for May 24, 2027.

On April 30, 2024, the European Commission opened formal proceedings against us to assess Facebook and Instagram's compliance with certain requirements under Articles 14, 16, 17, 20, 24, 25, 34, 35, and 40 of the DSA, regarding a range of topics including elections, content reporting and appeals, third-party access to data, political content recommendations, potential deceptive advertising and disinformation, including the way in which we identified, assessed, and mitigated against certain systemic risks on Instagram and Facebook. The Commission issued preliminary findings with respect to some of these topics on October 24, 2025 reflecting its preliminary view that we have infringed DSA obligations related to notice and action mechanisms for illegal content reporting, content moderation decision appeals, and data access for researchers. We have an opportunity to respond to the preliminary findings, and would also have an opportunity to appeal a final decision by the Commission.

We are also responding to other litigation and government inquiries and investigations in the United States and other parts of the world relating to advertising and other content on our platform and our alleged role in causing or contributing to various societal harms, including illegal activity with respect to drugs, fraud, deceptive activity or advertising, financial scams, unlawful discrimination, and other harms potentially impacting large numbers of people. We have received, and continue to receive, additional requests relating to these and other topics including in connection with ongoing inquiries and investigations.

In addition, we are subject to litigation and other proceedings involving law enforcement and other regulatory agencies, including in particular in Brazil, Russia, and other countries in Europe, in order to ascertain the precise scope of our legal obligations to comply with the requests of those agencies, including our obligation to disclose user information in particular circumstances. A number of such instances have resulted in the assessment of fines and penalties against us. We believe we have multiple legal grounds to satisfy these requests or prevail against associated fines and penalties, and we intend to vigorously defend such fines and penalties.

We are also party to various other legal proceedings, claims, and regulatory, tax or government inquiries and investigations that arise in the ordinary course of business, and we expect to be subject to additional legal proceedings and disputes in the future.

Item 1A. Risk Factors

Certain factors may have a material adverse effect on our business, financial condition, and results of operations. You should consider carefully the risks and uncertainties described below, in addition to other information contained in this Quarterly Report on Form 10-Q, including our condensed consolidated financial statements and related notes. The risks and uncertainties described below are not the only ones we face. Additional risks and uncertainties that we are unaware of, or that we currently believe are not material, may also become important factors that adversely affect our business. If any of the following risks actually occurs, our business, financial condition, results of operations, and future prospects could be materially and adversely affected. In that event, the trading price of our Class A common stock could decline, and you could lose part or all of your investment.

Summary Risk Factors

Our business is subject to a number of risks, including risks that may prevent us from achieving our business objectives or may adversely affect our business, financial condition, results of operations, cash flows, and prospects. These risks are discussed more fully below and include, but are not limited to, risks related to:

Risks Related to Our Product Offerings

- our ability to add and retain users and maintain levels of user engagement with our products;
- the loss of, or reduction in spending by, our marketers;
- reduced availability of data signals used by our ad targeting and measurement tools;
- ineffective operation with mobile operating systems or changes in our relationships with mobile operating system partners;
- failure of our new products, or changes to our existing products, to attract or retain users or generate revenue;

Risks Related to Our Business Operations and Financial Results

- our ability to compete effectively;
- fluctuations in our financial results;
- unfavorable media coverage and other risks affecting our ability to maintain and enhance our brands;
- our ability to build, maintain, and scale our technical infrastructure, and risks associated with disruptions in our service, catastrophic events, and crises;
- operating our business in multiple countries around the world;
- litigation, including class action lawsuits;
- acquisitions and our ability to successfully integrate our acquisitions;

Risks Related to Government Regulation and Enforcement

- government restrictions on access to Facebook or our other products, or other actions that impair our ability to sell or deliver advertising, in their countries;
- complex and evolving U.S. and foreign privacy, data use, data combination, data protection, content and content moderation, competition, youth, safety, consumer protection, advertising, and other laws and regulations, including the General Data Protection Regulation (GDPR), Digital Markets Act (DMA), Digital Services Act (DSA), UK Online Safety Act (OSA), Artificial Intelligence Act (EU AI Act), and the UK Digital Markets, Competition and Consumer Act (DMCC);
- the impact of government investigations, enforcement actions, and settlements, including litigation and investigations by privacy, consumer protection, and competition authorities, among others;

- our ability to comply with regulatory and legislative privacy requirements, including our consent order with the Federal Trade Commission (FTC);

Risks Related to Data, Security, Platform Integrity, and Intellectual Property

- the occurrence of security breaches, improper access to or disclosure of our data or user data, and other cyber incidents, as well as intentional misuse of our services and other undesirable activity on our platform;
- our ability to obtain, maintain, protect, and enforce our intellectual property rights; and

Risks Related to Ownership of Our Class A Common Stock

- limitations on the ability of holders of our Class A Common Stock to influence corporate matters due to the dual class structure of our common stock and the control of a majority of the voting power of our outstanding capital stock by our founder, Chairman, and Chief Executive Officer (CEO).

Risks Related to Our Product Offerings

If we fail to retain existing users or add new users, or if our users decrease their level of engagement with our products, our revenue, financial results, and business may be significantly harmed.

The size of our active user base and our users' level of engagement across our products are critical to our success. Our financial performance has been and will continue to be significantly determined by our success in adding, retaining, and engaging active users of our products that deliver ad impressions, particularly for Facebook and Instagram. We have experienced, and expect to continue to experience, fluctuations and declines in the size of our active user base in one or more markets from time to time, particularly in markets where we have achieved higher penetration rates. User growth and engagement are also impacted by a number of other factors, including competitive products and services, such as TikTok, that have reduced some users' engagement with our products and services, as well as global and regional business, macroeconomic, and geopolitical conditions. For example, in the first quarter of 2026, we experienced a slight decline on a quarter-over-quarter basis in the total number of Family daily active people that was driven by internet disruptions in Iran, as well as a restriction on access to WhatsApp in Russia. Any future declines in the size of our active user base may adversely impact our ability to deliver ad impressions and, in turn, our financial performance.

If people do not perceive our products to be useful, reliable, and trustworthy, we may not be able to attract or retain users or otherwise maintain or increase the frequency and duration of their engagement. A number of other social networking companies that achieved early popularity have since seen their active user bases or levels of engagement decline, in some cases precipitously. There is no guarantee that we will not experience a similar erosion of our active user base or engagement levels. Our user engagement patterns have changed over time, and user engagement can be difficult to measure, particularly as we and our competitors introduce new and different products and services. Any number of factors can negatively affect user retention, growth, and engagement, including if:

- users increasingly engage with other competitive products or services;
- we fail to introduce new features, products, or services that users find engaging or if we introduce new products or services, or make changes to existing products and services, that are not favorably received;
- users feel that their experience is diminished as a result of the decisions we make with respect to the frequency, prominence, format, size, and quality of ads that we display;
- users have difficulty installing, updating, or otherwise accessing our products on mobile devices as a result of actions by us or third parties that we rely on to distribute our products and deliver our services;
- user behavior on any of our products changes, including decreases in the quality and frequency of content shared on our products and services;
- we are unable to continue to develop products for mobile devices that users find engaging, that work with a variety of mobile operating systems and networks, and that achieve a high level of market acceptance;
- there are decreases in user sentiment due to questions about the quality or usefulness of our products or our user data practices, concerns about the nature of content made available on our products, or concerns related to privacy, safety, security, well-being, or other factors;

- we are unable to manage and prioritize information to ensure users are presented with content that is appropriate, interesting, useful, and relevant to them;
- we are unable to obtain or attract engaging third-party content;
- we are unable to successfully maintain or grow usage of and engagement with applications that integrate with our products;
- users adopt new technologies where our products may be displaced in favor of other products or services, or may not be featured or otherwise available;
- there are changes mandated by legislation, government and regulatory authorities, or litigation that adversely affect our products or users;
- we are unable to offer a number of our most significant products and services, including Facebook and Instagram, in Europe, or are otherwise limited in our business operations, as a result of European courts invalidating the EU-U.S. DPF or regulators, courts, or legislative bodies determining that the legal bases we rely upon to transfer user data from the European Union to the United States are invalid;
- there is decreased engagement with our products, decreased efficiency of our advertising products, or failure to accept our terms of service, as part of changes that we have implemented or may implement in the future, whether voluntarily, in connection with the GDPR, the European Union's ePrivacy Directive, the DMA, the DSA, the DMCC, U.S. state privacy laws, youth social media laws, or other laws, regulations, or regulatory actions, or otherwise;
- technical or other problems prevent us from delivering our products in a rapid and reliable manner or otherwise affect the user experience, such as security breaches or failure to prevent or limit spam or otherwise objectionable content, or users feel their experience is diminished as a result of our efforts to protect the security and integrity of our platform;
- we adopt terms, policies, or procedures related to areas such as sharing, content, user data, or advertising, or we take, or fail to take, actions to enforce our policies, that result in our removal of users from our platform or are perceived negatively by our users or the general public, including as a result of decisions or recommendations from the independent Oversight Board regarding content on our platform;
- we elect to focus our product decisions on longer-term initiatives that do not prioritize near-term user growth and engagement (for example, we have announced plans to focus product decisions on optimizing the young adult experience in the long term);
- we make changes in our user account login or registration processes or changes in how we promote different products and services across our family of products;
- initiatives designed to attract and retain users and engagement, including the use of evolving technologies such as artificial intelligence, are unsuccessful or discontinued, whether as a result of actions by us, our competitors, or other third parties, or otherwise;
- third-party initiatives that may enable greater use of our products, including low-cost or discounted data plans, are scaled back or discontinued, or the pricing of data plans otherwise increases;
- there is decreased engagement with our products as a result of taxes imposed on the use of social media or other mobile applications in certain countries, internet shutdowns, or other actions by governments that affect the accessibility of our products in their countries (for example, beginning in 2022, our user growth and engagement were adversely affected by the war in Ukraine and service restrictions imposed by the Russian government);
- we fail to provide adequate customer service to users, marketers, developers, or other partners;
- we, developers whose products are integrated with our products, or other partners and companies in our industry are the subject of adverse media reports or other negative publicity, including as a result of our or their user data practices; or

- our current or future products, such as our development tools and application programming interfaces that enable developers to build, grow, and monetize applications, reduce user activity on our products by making it easier for our users to interact and share on third-party applications.

From time to time, certain of these factors have negatively affected user retention, growth, and engagement to varying degrees. If we are unable to maintain or increase our user base and user engagement, particularly for our significant revenue-generating products like Facebook and Instagram, our revenue and financial results may be adversely affected. Any significant decrease in user retention, growth, or engagement could render our products less attractive to users, marketers, and developers, which is likely to have a material and adverse impact on our ability to deliver ad impressions and, accordingly, our revenue, business, financial condition, and results of operations. As the size of our active user base fluctuates in one or more markets from time to time, we will become increasingly dependent on our ability to maintain or increase levels of user engagement and monetization in order to grow revenue.

We generate substantially all of our revenue from advertising. The loss of marketers, or reduction in spending by marketers, could seriously harm our business.

Substantially all of our revenue is currently generated from marketers advertising on Facebook and Instagram. As is common in the industry, our marketers do not have long-term advertising commitments with us. Many of our marketers spend only a relatively small portion of their overall advertising budget with us. Marketers will not continue to do business with us, or they will reduce the budgets they are willing to commit to us, if we do not deliver ads in an effective manner, if they do not believe that their investment in advertising with us will generate a competitive return relative to other alternatives, or if they are not satisfied for any other reason. We have implemented, and we will continue to implement, changes to our user data practices. Some of these changes reduce our ability to effectively target ads, which has to some extent adversely affected, and will continue to adversely affect, our advertising business. If we are unable to provide marketers with a suitable return on investment, the demand for our ads may not increase, or may decline, in which case our revenue and financial results may be harmed.

Our advertising revenue can also be adversely affected by a number of other factors, including:

- decreases in user engagement, including time spent on our products;
- our inability to continue to increase user access to and engagement with our products;
- product changes or inventory management decisions we may make that change the size, format, frequency, or relative prominence of ads displayed on our products or of other unpaid content shared by marketers on our products;
- our inability to maintain or increase marketer demand, the pricing of our ads, or both;
- our inability to maintain or increase the quantity or quality of ads shown to users;
- changes to the content or application of third-party policies that limit our ability to deliver, target, or measure the effectiveness of advertising, including changes by mobile operating system and browser providers such as Apple and Google;
- adverse litigation, government actions, or legislative, regulatory, or other legal developments relating to advertising, including developments that may impact certain advertisers' ability to advertise on our platform or our ability to deliver, target, or measure the effectiveness of advertising;
- user behavior or product changes that may reduce traffic to features or products that we monetize at a higher rate, such as our Feed and Stories products, including as a result of increased usage of our Reels or other video or messaging products;
- reductions of advertising due to our efforts to implement or enforce advertising policies that protect the security and integrity of our platform or that we believe are needed to comply with global content, security, or integrity obligations;
- the availability, accuracy, utility, and security of analytics and measurement solutions offered by us or third parties that demonstrate the value of our ads to marketers, or our ability to further improve such tools;

- loss of advertising market share to our competitors, including if prices to purchase our ads increase or if competitors offer lower priced, more integrated, or otherwise more effective products;
- limitations on our ability to offer a number of our most significant products and services, including Facebook and Instagram, in Europe as a result of European courts invalidating the EU-U.S. DPF or regulators, courts, or legislative bodies determining that the legal bases we rely upon to transfer user data from the European Union to the United States are invalid;
- limitations on our ability to deliver ads to users under the age of 18 and, in some cases, to continue to offer certain products or services to certain cohorts of users, whether voluntarily, as a result of new laws, regulations, or government actions in the United States and other jurisdictions, or otherwise;
- changes in our marketing and sales or other operations that we are required to or elect to make as a result of risks related to complying with laws or regulatory requirements or other government actions;
- decisions by marketers to reduce their advertising as a result of announcements by us or adverse media reports or other negative publicity involving us, our user data practices, our advertising metrics or tools, content on our products, our interpretation, implementation, or enforcement of policies relating to content on our products (including as a result of decisions or recommendations from the independent Oversight Board), developers with applications that are integrated with our products, or other companies in our industry;
- reductions of advertising by marketers due to illegal, illicit, or otherwise objectionable content made available on our products by third parties, questions about our user data practices or the security of our platform, concerns about brand safety or potential legal liability, or uncertainty regarding regulatory developments or their own legal and compliance obligations, including with respect to artificial intelligence;
- the effectiveness of our ad targeting or degree to which users consent to, opt out of, or reduce the use of data for ads, including as a result of product changes and controls that we have implemented or may implement in the future in connection with the GDPR, ePrivacy Directive, DMA, DMCC, U.S. state privacy laws, and other laws, regulations, regulatory actions, or litigation, or otherwise, that impact our ability to use data for advertising purposes (for example, in response to regulatory developments in Europe, we began offering our users a "subscription for no ads" alternative in the European Union, European Economic Area, and Switzerland, and subsequently in November 2024 provided users in those regions who elect to continue receiving our services free-of-charge, supported by ads, an option to see less personalized ads);
- the degree to which users cease or reduce the number of times they engage with our ads;
- changes in the way advertising on mobile devices or on personal computers is measured or priced;
- the success of technologies designed to block the display of ads or ad measurement tools;
- changes in the composition of our marketer base or our inability to maintain or grow our marketer base; and
- the impact of macroeconomic and geopolitical conditions, whether in the advertising industry in general, or among specific types of marketers or within particular geographies, which in turn can have broader effects in other regions (for example, our advertising business has been adversely affected by the war in Ukraine and service restrictions imposed by the Russian government, as well as conflicts in the Middle East, and advertiser spending also is subject to adverse effects from the implementation of tariffs or other existing or future trade policies by the United States, China, and other governments).

From time to time, certain of these factors have adversely affected our advertising revenue to varying degrees. The occurrence of any of these or other factors in the future, including our enforcement efforts, could result in a reduction in marketer spend or demand for our ads, which may reduce the prices we receive for our ads, could cause marketers to stop advertising with us altogether, or could otherwise negatively affect our revenue and financial results, and could be material.

Our ad targeting and measurement tools incorporate data signals from user activity on websites and services that we do not control, as well as signals generated within our products, and changes to the regulatory environment, third-party mobile operating systems and browsers, and our own products have impacted, and we expect will continue to impact, the availability of such signals, which will adversely affect our advertising revenue.

Our ad targeting and measurement tools rely on data signals from user activity on websites and services that we do not control, as well as signals generated within our products, in order to deliver relevant and effective ads to our users, and any changes in our ability to use such signals will adversely affect our business. For example, legislative and regulatory developments, such as the GDPR, ePrivacy Directive, DMA, and U.S. state privacy laws, have impacted, and we expect will continue to impact, our ability to use such signals in our ad products. In particular, we have seen increases in the number of users opting to control certain types of ad targeting in Europe following product changes implemented in connection with our GDPR and ePrivacy Directive compliance, and we have introduced product changes that limit data signal use for users in certain U.S. states following adoption of state privacy laws. A number of U.S. state privacy laws have introduced additional rights for users and could result in restrictions on our use of signals from third-party apps and websites through certain browser- and device-based universal opt-out mechanisms. Judicial and regulatory guidance, decisions, or enforcement actions, or new legislation in these or other jurisdictions may require us to make additional changes to our products in the future that further reduce our ability to use these signals, which has occurred in the past. For example, in response to regulatory developments in Europe, we announced plans to change the legal basis for behavioral advertising on Facebook and Instagram in the European Union, European Economic Area, and Switzerland from "legitimate interests" to "consent," and in November 2023 we began offering users in the region a "subscription for no ads" alternative. We are engaging with regulators on our consent model, including regarding compliance with requirements under the GDPR, DMA, and EU consumer laws. For example, in March 2024, the European Commission opened formal proceedings regarding the compliance of our "subscription for no ads" model with requirements under the DMA, and it issued preliminary findings in July 2024. In addition, the European Data Protection Board has published an opinion on the operation of such models under GDPR and European consumer protection organizations have raised concerns regarding our compliance with consumer protection laws. In response to these developments, in November 2024, we began offering users in the European Union, European Economic Area, and Switzerland who elect to continue using our services free-of-charge, supported by ads, an option to see less personalized ads (LPA), which are less relevant and effective than our premium ad offerings. In April 2025, the European Commission issued a final decision that our "subscription for no ads" model does not comply with such requirements. We made significant modifications to LPA since the European Commission issued its final decision. We have appealed the European Commission's decision but further modifications to our model may be imposed during the appeal process, which could result in a materially worse user experience for European users and a significant impact to our European business and revenue.

In addition, mobile operating system and browser providers, such as Apple and Google, have implemented product changes and/or announced plans to limit the ability of websites and application developers to collect and use these signals to target and measure advertising. For example, in 2021, Apple made certain changes to its products and data use policies in connection with changes to its iOS operating system that reduce our and other iOS developers' ability to target and measure advertising, which has negatively impacted, and we expect will continue to negatively impact, the size of the budgets marketers are willing to commit to us and other advertising platforms. In addition, we have implemented, and may continue to implement, product changes that give users the ability to limit our use of such data signals to improve ads and other experiences on our products and services, including changes implemented in connection with the GDPR, ePrivacy Directive, DMA, and other regulatory frameworks.

These developments have limited our ability to target and measure the effectiveness of ads on our platform and negatively impacted our advertising revenue. For example, our advertising revenue has been negatively impacted by marketer reaction to targeting and measurement challenges associated with iOS changes beginning in 2021. If we are unable to mitigate these developments as they take further effect in the future, our targeting and measurement capabilities will be materially and adversely affected, which would in turn significantly impact our advertising revenue.

Our user growth, engagement, and monetization on mobile devices depend upon effective operation with mobile operating systems, networks, technologies, products, and standards that we do not control.

The substantial majority of our revenue is generated from advertising on mobile devices. There is no guarantee that popular mobile devices will continue to feature our products, or that mobile device users will continue to use our products rather than competing products. We are dependent on the interoperability of our products with popular mobile operating systems, networks, technologies, products, and standards that we do not control, such as the Android and iOS operating

systems and mobile browsers. Changes, bugs, or technical issues in such systems, or changes in our relationships with mobile operating system partners, handset manufacturers, browser developers, or mobile carriers, or in the content or application of their terms of service or policies (which they have made in the past and continue to seek to implement) that degrade our products' functionality, reduce or eliminate our ability to update or distribute our products, give preferential treatment to competitive products, limit our ability to deliver, target, or measure the effectiveness of ads, or charge fees related to the distribution of our products or our delivery of ads have adversely affected, and could in the future adversely affect, the usage of our products and monetization on mobile devices. For example, Apple previously released an update to its Safari browser that limits the use of third-party cookies, which reduces our ability to provide the most relevant ads to our users and impacts monetization, and also released changes to iOS that limit our ability to target and measure ads effectively, while expanding their own advertising business. In addition, Google previously proposed phasing out third-party cookies in its Chrome browser. We expect that any similar changes to Apple's, Google's, or other browser or mobile platforms will further limit our ability to target and measure the effectiveness of ads and impact monetization. Additionally, in order to deliver high quality mobile products, it is important that our products work well with a range of mobile technologies, products, systems, networks, and standards that we do not control, and that we have good relationships with handset manufacturers, mobile carriers, and browser developers. We may not be successful in maintaining or developing relationships with key participants in the mobile ecosystem or in developing products that operate effectively with these technologies, products, systems, networks, or standards. In the event that it is more difficult for our users to access and use our products on their mobile devices, or if our users choose not to access or use our products on their mobile devices or use mobile products that do not offer access to our products, our user growth and user engagement could be harmed. From time to time, we may also take actions regarding the distribution of our products or the operation of our business based on what we believe to be in our long-term best interests. Such actions may adversely affect our users and our relationships with the operators of mobile operating systems, handset manufacturers, mobile carriers, browser developers, other business partners, or advertisers, and there is no assurance that these actions will result in the anticipated long-term benefits. In the event that our users are adversely affected by these actions or if our relationships with such third parties deteriorate, our user growth, engagement, and monetization could be adversely affected and our business could be harmed. We have experienced challenges in operating with mobile operating systems, networks, technologies, products, and standards that we do not control, and any such occurrences in the future may negatively impact our user growth, engagement, and monetization on mobile devices, which may in turn materially and adversely affect our business and financial results.

Our new products and changes to existing products could fail to attract or retain users or generate revenue and profits, or otherwise adversely affect our business.

Our ability to retain, increase, and engage our user base and to increase our revenue depends heavily on our ability to continue to evolve our existing products and to create successful new products, both independently and in conjunction with developers or other third parties. We may introduce significant changes to our existing products or acquire or introduce new and unproven products, including using technologies with which we have little or no prior development or operating experience. For example, we have relatively limited experience with consumer hardware products and virtual and augmented reality technology, which may adversely affect our ability to successfully develop and market these evolving products and technologies. We are also making significant investments in artificial intelligence (AI) initiatives across our business. For example, we have previously launched, and continue to launch, new AI features on our products, including support for new modalities, conversational AIs, AI profiles, stickers, photos, videos, and editing tools. We continue to incur substantial costs, and we may not be successful in generating profits, in connection with these efforts.

In addition, we have invested, and expect to continue to invest, significant resources in growing our messaging products to support increasing usage of such products. We have historically monetized messaging in only a limited fashion, and we may not be successful in our efforts to generate meaningful revenue or profits from messaging over the long term. In addition, our efforts to implement default end-to-end encryption have been subject to governmental and regulatory scrutiny in multiple jurisdictions. For example, the Nevada Attorney General is seeking to enjoin our offering of default end-to-end encryption on Messenger for all Nevada residents under the age of 18.

If our new products or changes to existing products fail to engage users, marketers, or developers, or if our business plans are unsuccessful, we may fail to attract or retain users or to generate sufficient revenue, operating margin, or other value to justify our investments, and our business may be adversely affected.

We may not be successful in our artificial intelligence initiatives, which could adversely affect our business, reputation, or financial results.

We have made significant investments in AI initiatives, including generative AI and superintelligence, to, among other things, recommend relevant content across our products, enhance our advertising tools, develop new products, and develop new features for existing products, and expect to continue to increase these investments. In particular, we have significantly increased our infrastructure investments in connection with our AI initiatives, and expect our investments to continue to increase. If our investments are not successful longer-term, our business and financial performance could be harmed.

There are significant risks involved in developing and deploying AI and there can be no assurance that the usage of AI will enhance our products or services or be beneficial to our business, including our efficiency or profitability. For example, our AI-related efforts, particularly those related to generative AI and superintelligence, subject us to risks related to harmful or illegal content, accuracy, misinformation and deepfakes (including related to elections), bias, discrimination, toxicity, consumer protection, products liability, intellectual property infringement or misappropriation, model extraction or theft, defamation, data privacy, cybersecurity, and sanctions and export controls, among others. It is also uncertain how various laws related to online services, intermediary liability, and other issues will apply to content generated by AI. In addition, we are subject to the risks of new or enhanced governmental or regulatory scrutiny and enforcement, litigation, or other legal liability, ethical concerns, negative consumer perceptions as to automation and AI, activities that threaten people's safety or well-being on- or offline, including with respect to younger users, or other societal harms or complications that could adversely affect our business, reputation, or financial results. For example, we have been the subject of media and government scrutiny relating to AI and AI chatbots, including inquiries and investigations by the FTC, members of Congress and state attorneys general.

As a result of the complexity and rapid development of AI, it is also the subject of evolving review and investigation by various governmental and regulatory agencies in jurisdictions around the world, which are applying, or are considering applying, platform moderation, intellectual property, products liability, cybersecurity, export controls, consumer protection, and data protection laws to AI and/or are considering or have enacted general legal frameworks on AI (such as the EU AI Act and various U.S. state AI laws). We may not always be able to anticipate how courts and regulators will apply existing laws to AI, predict how new legal frameworks will develop to address AI, or otherwise respond to these frameworks as they are still rapidly evolving. We may also have to expend resources to adapt to new legal frameworks, and adjust our offerings in certain jurisdictions if the legal frameworks on AI are not consistent across jurisdictions.

Further, we face significant competition from other companies that are developing their own AI features and technologies, including competition from AI features and technologies that may be similar or superior to our technologies or more cost-effective to develop and deploy, or that otherwise achieve more timely or successful market acceptance. Given the long history of development in the AI sector, other parties may have (or in the future may obtain) patents or other proprietary rights that would prevent, limit, or interfere with our ability to make, use, or sell our own AI features. Our AI initiatives also depend on our access to data to effectively train our models, which is subject to risks related to the availability or costs of data, regulatory or other legal developments, or other factors, as well as our ability to attract and retain specialized personnel in a limited and competitive talent market. Further, our ability to continue to develop and effectively deploy AI technologies is dependent on access to specific third-party equipment, technology, and other technical and physical infrastructure, such as processing hardware, network capacity, models, computing power, and related energy requirements, as to which we cannot control the availability or pricing, especially in a highly competitive environment.

We are also developing AI technology that we make available via open source, commercial, and non-commercial license agreements to third-parties that can use this technology for use in their own products and services. We may not have insight into, or control over, the practices of third parties who may utilize such AI technologies. As such, we cannot guarantee that third parties will not use such AI technologies for improper purposes, including through the dissemination of illegal, inaccurate, defamatory or harmful content, intellectual property infringement or misappropriation, furthering bias or discrimination, cybersecurity attacks including spear phishing attacks, data privacy violations, other societal harms, including activities that threaten people's safety or well-being on- or offline, or to develop competing technologies. While we may mitigate certain risks associated with the improper use of our AI models through both technical measures and the inclusion of contractual restrictions on third-party use in any agreement between us and any third party, we cannot guarantee that such measures will be effective. Such improper use by any third party could adversely affect our business, reputation, or financial results or subject us to legal liability.

It is not possible to predict all of the risks related to the use of AI. Changes in laws, rules, directives, and regulations or other regulatory developments regarding the use of AI, including restrictions around the collection and use of data or the release of frontier AI models, may adversely affect our ability to develop, deploy, release to the public, or use AI or subject us to legal liability. In addition, AI may not develop in accordance with our expectations, and market acceptance of features, products, or services we build is uncertain. We regularly evaluate our product roadmaps and make significant changes as our understanding of the technological challenges and market landscape of AI, as well as our product ideas and designs, continue to evolve. As a result of these or other factors, our AI strategy and investments may not be successful in the foreseeable future, or at all, which could adversely affect our business, reputation, or financial results.

We make product and investment decisions that may not prioritize short-term financial results and may not produce the long-term benefits that we expect.

We frequently make product and investment decisions that may not prioritize short-term financial results if we believe that the decisions are consistent with our mission and benefit the aggregate user experience and will thereby improve our financial performance over the long term. For example, we have implemented, and we will continue to implement, changes to our user data practices. Some of these changes reduce our ability to effectively target ads, which has to some extent adversely affected, and will continue to adversely affect, our advertising business. For example, our "Your Activity from Other Businesses" tool enables users to place limits on our use of information about their interactions with advertisers' apps and websites, which reduces our ability to deliver the most relevant and effective ads to our users. Similarly, from time to time we update our Feed display and ranking algorithms or other product features to improve the user experience, and these changes have had, and may in the future have, the effect of reducing time spent and some measures of user engagement with our products, which could adversely affect our financial results. From time to time, we also change the size, frequency, or relative prominence of ads as part of our product and monetization strategies. In addition, we have made, and we expect to continue to make, other changes to our products which may adversely affect the distribution of content of publishers, marketers, and developers, and could reduce their incentive to invest in their efforts on our products. We also may introduce new features or other changes to existing products, or introduce new stand-alone products, that attract users away from properties, formats, or use cases where we have more proven means of monetization, such as our Feed products. In addition, as we focus on growing users and engagement across our family of products, from time to time these efforts have reduced, and may in the future reduce, engagement with one or more products and services in favor of other products or services that we monetize less successfully or that are not growing as quickly. For example, we plan to continue to promote Reels, which we expect will continue to monetize at a lower rate than our Feed and Stories products for the foreseeable future. These decisions may adversely affect our business and results of operations and may not produce the long-term benefits that we expect.

We may not be successful in our Reality Labs strategy and investments, which could adversely affect our business, reputation, or financial results.

We believe the metaverse, an embodied internet where people have immersive experiences beyond two-dimensional screens, is the next evolution in social technology. In 2021, we announced a shift in our business and product strategy to focus on helping to bring the metaverse to life, and we are directing our efforts toward innovations in AI, wearables, and devices to help build next-generation interfaces. We expect this will be a complex, evolving, and long-term initiative that will involve the development of new and emerging technologies, continued investment in infrastructure as well as privacy, safety, and security efforts, and collaboration with other companies, developers, partners, and other participants. However, the metaverse may not develop in accordance with our expectations, and market acceptance of features, products, or services we build is uncertain. We regularly evaluate our product roadmaps and make significant changes as our understanding of the technological challenges and market landscape and our product ideas and designs evolve. In addition, we have relatively limited experience with consumer hardware products and virtual and augmented reality technology, which may enable other companies to compete more effectively than us. We may be unsuccessful in our research and product development efforts, including if we are unable to develop relationships with key participants in the metaverse or develop products that operate effectively with metaverse technologies, products, systems, networks, or standards. For example, some of our consumer hardware products depend on the ability to operate with third-party mobile platforms and these platforms do not necessarily provide our products with the same levels of interoperability that they provide to their own competing products. In addition, our Reality Labs efforts may also divert resources and management attention from other areas of our business. We expect to continue to make significant investments in virtual and augmented reality and other technologies to support these efforts, and our ability to support these efforts is dependent on generating sufficient profits from other areas of our business. In addition, as our Reality Labs efforts evolve, we may be subject to a variety of existing or new laws and regulations in the United States and international jurisdictions, including in the areas of privacy, safety, AI, competition, content regulation, medical devices, tariffs, export controls, consumer protection, and e-commerce, which may delay or impede the development of our products and services, increase our operating costs, require significant management time and attention, or otherwise harm our business.

As a result of these or other factors, our Reality Labs strategy and investments may not be successful in the foreseeable future, or at all, which could adversely affect our business, reputation, or financial results.

If we are not able to maintain and enhance our brands, our ability to maintain or expand our base of users, marketers, and developers may be impaired, and our business and financial results may be harmed.

We believe that our brands have significantly contributed to the success of our business. We also believe that maintaining and enhancing our brands is critical to maintaining and expanding our base of users, marketers, and developers. Many of our new users are referred by existing users. Maintaining and enhancing our brands will depend largely on our ability to continue to provide useful, reliable, trustworthy, and innovative products, which we may not do successfully. We may introduce new products, terms of service, or policies that users do not like, which may negatively affect our brands. Additionally, the actions of our developers or advertisers may affect our brands if users do not have a positive experience using third-party applications integrated with our products or interacting with parties that advertise through our products. We will also continue to experience media, legislative, or regulatory scrutiny of our actions or decisions regarding user privacy, data use, encryption, content, product design, algorithms, advertising, competition, generative AI, superintelligence, younger users, and other issues, including actions or decisions in connection with elections or geopolitical events, which has adversely affected, and may in the future adversely affect, our reputation and brands. For example, in January 2025, we announced certain changes to our content policies and enforcement efforts to further free expression on our platform and mitigate over-enforcement of certain of our content policies. Beginning in September 2021, we became the subject of media, legislative, and regulatory scrutiny as a result of a former employee's allegations and release of internal company documents relating to, among other things, our algorithms, advertising and user metrics, and content enforcement practices, as well as misinformation and other undesirable activity on our platform, and user well-being. In addition, in March 2018, we announced developments regarding the misuse of certain data by a developer that shared such data with third parties in violation of our terms and policies. We also may fail to respond expeditiously or appropriately to the sharing of content on our services, or to practices by advertisers or developers, that are illegal, illicit, or in violation of our policies, or fail to otherwise enforce our policies, address objectionable content or practices on our services, or address other user concerns, which has occurred in the past and which could erode confidence in our brands.

Our brands may also be negatively affected by the actions of users that are deemed to be hostile or inappropriate to other users, by the actions of users acting under false or inauthentic identities, by the use of our products or services to disseminate information that is deemed to be misleading (or intended to manipulate opinions), by perceived or actual efforts by governments to obtain access to user information for security-related purposes or to censor certain content on our platform, by the use of our products or services for illicit or objectionable ends, including, for example, any such actions around geopolitical events or elections in the United States and around the world, by decisions or recommendations regarding content on our platform from the independent Oversight Board, by research or media reports concerning the perceived or actual impacts of our products or services on user well-being, by our decisions regarding whether to enforce against content or suspend or disable participation on our platform by persons who violate our community standards or terms of service, or by any negative sentiment associated with our management.

Maintaining and enhancing our brands will require us to make substantial investments and these investments may not be successful. Certain of our actions, such as the foregoing matter regarding developer misuse of data and concerns around our handling of political speech, hate speech, and other content, advertising, and deceptive activity on our platform, as well as user well-being issues, have eroded confidence in our brands and may continue to do so in the future. If we fail to successfully promote and maintain our brands or if we incur excessive expenses in this effort, our business and financial results may be adversely affected.

We may not be able to continue to successfully maintain or grow engaging third-party content on our platform or usage of and engagement with applications that integrate with our products.

We have made and are continuing to make investments to enable creators to contribute engaging third-party content to our platform and developers to build, grow, and monetize applications that integrate with our products. From time to time we make product changes and offer tools to promote creative content on our platform, but we may not be successful in obtaining or attracting engaging third-party content. In addition, existing and prospective developers may not be successful in building, growing, or monetizing applications that create and maintain user engagement. Developers may also choose to build on other platforms, including platforms controlled by third parties, rather than building products that integrate with our products. We are continuously seeking to balance the distribution objectives of our developers with our desire to provide an optimal user experience, and we may not be successful in achieving a balance that continues to attract and retain such developers. For example, from time to time, we have taken actions to reduce the volume of communications from these developers to users

on our products with the objective of enhancing the user experience, and such actions have reduced distribution from, user engagement with, and our monetization opportunities from, applications integrated with our products. In addition, as part of our efforts related to privacy, safety, and security, we conduct investigations and audits of platform applications from time to time, and we also have announced several product changes that restrict developer access to certain user data. In some instances, these actions, as well as other actions to enforce our policies applicable to developers, have adversely affected, or will adversely affect, our relationships with developers. If we are not successful in our efforts to maintain or grow engaging third-party content on our platform or the number of developers that choose to build products that integrate with our products, or if we are unable to continue to build and maintain good relations with such developers, our user growth and user engagement and our financial results may be adversely affected.

Risks Related to Our Business Operations and Financial Results

Our business is highly competitive. Competition presents an ongoing threat to the success of our business.

We compete with companies providing connection, sharing, discovery, and communication products and services to users online, as well as companies that sell advertising to businesses looking to reach consumers and/or develop tools and systems for managing and optimizing advertising campaigns. We face significant competition in every aspect of our business, including, but not limited to, companies that facilitate the ability of users to create, share, communicate, and discover content and information online or enable marketers to reach their existing or prospective audiences. We compete to attract, engage, and retain people who use our products, to attract and retain businesses that use our free or paid business and advertising services, and to attract and retain developers who build compelling applications that integrate with our products. We also compete with companies in the development and application of AI, particularly with respect to the development of frontier AI models, as well as the development and delivery of consumer hardware and augmented and virtual reality products and services. We also expect to face additional competition as we introduce or acquire new products, as our existing products evolve, or as other companies introduce new products and services, including as part of efforts to innovate through the development and application of AI and other new technologies, as well as efforts to develop the metaverse.

Some of our current and potential competitors may have greater resources, experience, or stronger competitive positions in certain product segments, geographic regions, or user demographics than we do. For example, some of our competitors may be domiciled in different countries and subject to political, legal, and regulatory regimes that enable them to compete more effectively than us. These factors may allow our competitors to respond more effectively than us to new or emerging technologies and changes in market conditions. We believe that some users, particularly younger users, are aware of and actively engaging with other products and services similar to, or as a substitute for, our products and services, and we believe that some users have reduced their use of and engagement with our products and services in favor of these other products and services. In addition, from time to time we make updates to our products and services to improve the user experience (including to help provide users with safe, positive, age-appropriate experiences), and these changes have had, and may in the future have, the effect of reducing time spent and some measures of user engagement with our products and services. In the event that users increasingly engage with other products and services, we may experience a decline in use and engagement in key user demographics or more broadly, in which case our business would likely be harmed.

Our competitors may develop products, features, or services that are similar to ours or that achieve greater acceptance, may undertake more far-reaching and successful product development efforts or marketing campaigns, or may adopt more aggressive pricing policies. Some competitors may gain a competitive advantage against us in areas where we operate, including: by making acquisitions; by limiting our ability to deliver, target, or measure the effectiveness of ads; by imposing fees or other charges related to our applications or our delivery of ads; by making access to our products more difficult or impossible; by making it more difficult to communicate with our users; by limiting the ability of our devices or products to interoperate with their popular platforms or products; or by integrating competing platforms, applications, or features into products they control such as mobile device operating systems, search engines, browsers, or e-commerce platforms. For example, each of Apple and Google have integrated competitive products with iOS and Android, respectively. In addition, Apple has released changes to iOS that limit our ability, and the ability of others in the digital advertising industry, to target and measure ads effectively. As a result, our competitors may, and in some cases will, acquire and engage users or generate advertising or other revenue at the expense of our own efforts, which would negatively affect our business and financial results. In addition, from time to time, we may take actions in response to competitive threats, but we cannot assure you that these actions will be successful or that they will not negatively affect our business and financial results.

We believe that our ability to compete effectively depends upon many factors both within and beyond our control, including:

- the popularity, usefulness, ease of use, performance, and reliability of our products compared to our competitors' products;
- the size and composition of our user base;
- the engagement of users with our products and competing products;
- our ability to attract and retain businesses who use our free or paid business and advertising services;
- the timing and market acceptance of products, including developments and enhancements to our or our competitors' products;
- our safety and security efforts and our ability to protect user data and to provide users with control over their data;
- our ability to distribute our products to new and existing users;
- our ability to monetize our products;
- the frequency, size, format, quality, and relative prominence of the ads displayed by us or our competitors;
- customer service and support efforts;
- marketing and selling efforts, including our ability to measure the effectiveness of our ads and to provide marketers with a compelling return on their investments;
- our ability to establish and maintain developers' interest in building applications that integrate with our products;
- our ability to establish and maintain creator and publisher interest in integrating their content with our products;
- changes mandated by legislation, regulatory authorities, or litigation, some of which may have a disproportionate effect on us;
- acquisitions or consolidation within our industry, which may result in more formidable competitors;
- our ability to attract, retain, and motivate talented employees, particularly specialized technical personnel including software engineers, designers, and product managers;
- our ability to cost-effectively manage our operations; and
- our reputation and brand strength relative to those of our competitors.

If we are not able to compete effectively, our user base, level of user engagement, and ability to deliver ad impressions may decrease, we may become less attractive to developers and marketers, and our revenue and results of operations may be materially and adversely affected.

Our financial results will fluctuate from quarter to quarter and are difficult to predict.

Our quarterly financial results have fluctuated in the past and will fluctuate in the future. Additionally, we have a limited operating history with the current scale of our business, which makes it difficult to forecast our future results. As a result, you should not rely upon our past quarterly financial results as indicators of future performance. You should take into account the risks and uncertainties frequently encountered by companies in rapidly evolving markets. Our financial results in any given quarter can be influenced by numerous factors, many of which we are unable to predict or are outside of our control, including:

- our ability to maintain and grow our user base and user engagement, particularly for our products that deliver ad impressions;

- our ability to attract and retain marketers in a particular period;
- our ability to recognize revenue or collect payments from marketers or advertising agencies or resellers in a particular period;
- fluctuations in spending by our marketers due to seasonality, such as historically strong spending in the fourth quarter of each year, episodic regional or global events, or other factors;
- the frequency, prominence, size, format, and quality of ads shown to users;
- the enforcement of our advertising policies, including the removal of ads and marketers from our platform;
- the success of technologies designed to block the display of ads;
- changes to the content or application of third-party policies that limit our ability to deliver, target, or measure the effectiveness of advertising, including changes by mobile operating system and browser providers such as Apple and Google;
- the pricing of our ads and other products;
- the diversification and growth of revenue sources beyond advertising on Facebook and Instagram;
- our ability to generate revenue from Payments, or the sale of our consumer hardware products or other products we may introduce in the future;
- changes to existing products or services or the development and introduction of new products or services by us or our competitors;
- user behavior or product changes that may reduce traffic to features or products that we successfully monetize;
- increases in marketing, sales, and other operating expenses, as well as capital expenditures, that we will incur to grow and expand our business and to remain competitive, including costs related to our data centers and technical infrastructure as well as other costs relating to our AI initiatives;
- costs related to our privacy, safety, security, and content and advertising review and enforcement efforts, including as a result of implementing changes to our practices, whether voluntarily, in connection with laws, regulations, regulatory actions, or decisions or recommendations from the independent Oversight Board, or otherwise;
- costs and expenses related to the development, manufacturing, and delivery of our consumer hardware products;
- our ability to maintain gross margins and operating margins;
- costs related to acquisitions or other strategic transactions, including costs associated with amortization and additional investments to develop acquired technologies;
- charges associated with impairment or abandonment of any assets on our balance sheet, including as a result of changes to our real property lease arrangements and data center and infrastructure assets;
- our ability to obtain equipment, components, and labor for our data centers and other technical infrastructure in a timely and cost-effective manner;
- system failures or outages or government blocking that prevent us from serving ads for any period of time;
- breaches of security or privacy, and the costs associated with any such breaches and remediation;
- changes in the manner in which we distribute our products or inaccessibility of our products due to third-party actions;
- fees paid to third parties for content or the distribution of our products;
- refunds or other concessions provided to advertisers;

- share-based compensation expense, including acquisition-related expense;
- adverse litigation judgments, settlements, or other litigation-related costs;
- changes in the legislative or regulatory environment, including with respect to privacy, data protection, consumer protection, antitrust, content, or AI, or actions by governments or regulators, including fines, orders, or consent decrees;
- the overall tax rate for our business, which is affected by the mix of income we earn in the U.S. and in jurisdictions with different tax rates, the effects of share-based compensation, the effects of integrating intellectual property from acquisitions, the effects of changes in our business or structure, and the effects of discrete items such as legal and tax settlements and tax elections;
- the impact of changes in tax laws or judicial or regulatory interpretations of tax laws, which are recorded in the period such laws are enacted or interpretations are issued, and may significantly affect the effective tax rate of that period;
- tax obligations that may arise from resolutions of tax examinations, including the examination we are currently under by the Internal Revenue Service (IRS), that materially differ from the amounts we have anticipated;
- fluctuations in currency exchange rates and changes in the proportion of our revenue and expenses denominated in foreign currencies;
- trading activity in our share repurchase program;
- fluctuations in the market values of our investments in marketable securities, in the valuation of our non-marketable equity investments, and in interest rates;
- the incurrence of indebtedness or our ability to refinance existing indebtedness on acceptable terms;
- changes in U.S. generally accepted accounting principles; and
- changes in regional or global business, macroeconomic, or geopolitical conditions, which may impact the other factors described above.

Unfavorable media coverage negatively affects our business.

We receive a high degree of media coverage around the world. Our reputation has been, and could in the future be, adversely affected by unfavorable publicity regarding, for example, our privacy practices, advertising policies, product decisions, product quality, litigation or regulatory activity, government surveillance, the actions of our advertisers, the actions of our developers whose products are integrated with our products, the use of our products or services for illicit or objectionable ends, the substance or enforcement of our community standards, terms of service, or other policies, the actions of our users, the quality and integrity of content shared on our platform, the perceived or actual impacts of our products or services on user well-being, including for younger users, our management, or the actions of other companies that provide similar services to ours. For example, we have been the subject of significant media coverage involving concerns around our handling of political speech, hate speech, and other content, advertising, and deceptive activity on our platform, as well as user well-being issues, and we continue to receive negative publicity related to these topics. Beginning in September 2021, we became the subject of significant media coverage as a result of allegations and the release of internal company documents by a former employee. In addition, we have been, and may in the future be, subject to negative publicity in connection with our handling of misinformation and other illicit or objectionable use of our products or services, including in connection with geopolitical events and elections in the United States and around the world. We have also been, and expect to continue to be, subject to media coverage in connection with litigation matters. For example, juries have returned liability verdicts against us in two trials in our U.S. youth-related litigation matters, and additional bellwether trials are scheduled for 2026 and beyond. Any such negative publicity could have an adverse effect on the size, engagement, and loyalty of our user base and marketer demand for advertising on our products, which could result in decreased revenue and adversely affect our business and financial results, and we have experienced such adverse effects to varying degrees from time to time.

We are subject to the risk of catastrophic events and crises, which may have a significant adverse impact on our business and operations.

We are subject to the risk of public health crises such as pandemics, earthquakes, adverse weather conditions, other natural disasters, terrorism, geopolitical conflict, other physical security threats, power loss, cyber-attacks, and other catastrophic events and crises. For example, the COVID-19 pandemic previously significantly impacted our business and results of operations. In particular, the pandemic led to volatility in the demand for and pricing of our advertising services at various points throughout the pandemic, and we may experience similar effects in the future as a result of other catastrophic events. Such events also expose our business, operations, and workforce to a variety of other risks, including: volatility in the size of our user base and user engagement; delays in product development or releases, or reductions in manufacturing production and sales of consumer hardware, as a result of inventory shortages, supply chain or labor shortages; significant volatility and disruption of global financial markets, which could cause fluctuations in currency exchange rates or negatively impact our ability to access capital in the future; illnesses to key employees, or a significant portion of our workforce, which may result in inefficiencies, delays, and disruptions in our business; and increased volatility and uncertainty in the financial projections we use as the basis for estimates used in our financial statements. Any of these developments may adversely affect our business, harm our reputation, or result in legal or regulatory actions against us.

We incur significant expenses in operating our business, and some of our investments, particularly our investments in our artificial intelligence initiatives as well as Reality Labs, have the effect of reducing our cash flows, operating margin and profitability. If our investments are not successful longer-term, our business and financial performance will be harmed.

We incur significant expenses in operating our business, and we expect our expenses to continue to increase in the future as we continue to invest in new and unproven technologies, including AI and machine learning, as we broaden our user base, as users increase the amount and types of content they consume and the data they share with us, for example with respect to video, as we develop and implement new products, as we market new and existing products and promote our brands, as we continue to expand our technical infrastructure, and as we continue our efforts to focus on privacy, safety, security, and content and advertising review and enforcement. We have previously undertaken cost reduction measures in light of a more challenging operating environment, which may adversely affect these or other business initiatives, and some of these measures have involved, and may in the future involve, up-front charges and outlays of cash to reduce certain longer-term expenses. In addition, from time to time we are subject to settlements, judgments, fines, or other monetary penalties in connection with legal and regulatory developments that may be material to our business.

We have made significant investments in AI initiatives, including investments in infrastructure and headcount, including specialized technical personnel, to support our efforts to enhance our products, features, and advertising tools, as well as to develop and train our AI models, and expect to continue to increase these investments. We are also continuing to increase our investments in new platforms and technologies, including as part of our VR, Horizon, and wearables efforts. We have incurred significant indebtedness and other contractual commitments, including lease obligations, to finance these investments and expect to continue to incur additional obligations. Some of these investments have generated only limited revenue and reduced our cash flows, operating margin, and profitability, and we expect the adverse financial impact of such investments to continue for the foreseeable future. For example, our investments in Reality Labs reduced our 2025 overall operating profit by approximately $19.19 billion, and we expect our full-year 2026 Reality Labs operating losses to remain similar to 2025. If our investments are not successful longer-term, our business and financial performance will be harmed.

Our ability to support these investments is dependent on generating sufficient profits from other areas of our business. From time to time we may also seek to raise additional capital through debt, equity, or other financing arrangements to support our business operations, strategic initiatives, or other corporate purposes. Such financings may not be available on favorable terms or at all. The incurrence of additional debt also results in increased fixed obligations and interest expense, while the issuance of additional equity securities results in dilution to our stockholders. If we are unable to obtain adequate financing when needed, our ability to finance our business operations and initiatives could be adversely affected.

Our business is dependent on our ability to maintain and scale our technical infrastructure. Any significant disruption in our products and services or other adverse developments relating to our technical infrastructure could damage our reputation, result in a potential loss of users and engagement, and adversely affect our business and financial results.

Our reputation and ability to attract, retain, and serve our users is dependent upon the reliable performance of our products and services and our underlying technical infrastructure. We have experienced, and may in the future experience, interruptions in the availability or performance of our products and services from time to time. Our systems may not be

adequately designed or may not operate with the reliability and redundancy necessary to avoid performance delays or outages that could be harmful to our business. If our products or services are unavailable when users attempt to access them, or if they do not load as quickly as expected, users may not use our products or services as often in the future, or at all, and our ability to serve ads may be disrupted, any of which could adversely affect our business and financial performance. We have experienced such issues to varying degrees from time to time. In addition, our business may be subject to interruptions, delays, or failures resulting from earthquakes, adverse weather conditions, other natural disasters, power loss, terrorism, geopolitical conflict, other physical security threats, cyber-attacks, or other catastrophic events and crises. Global climate change could result in certain types of natural disasters occurring more frequently or with more intense effects. Any such events may result in users being subject to service disruptions or outages and we may not be able to recover our technical infrastructure and user data in a timely manner to restart or provide our services, which may adversely affect our financial results. We also have been, and may in the future be, subject to increased energy and/or other costs to maintain the availability or performance of our products and services in connection with any such events.

In addition, as the amount and types of information shared on our products continue to grow and evolve, as the usage patterns of our global community continue to evolve, and as our internal operational demands continue to grow, especially with the deployment of AI technologies, we will need an increasing amount of technical infrastructure, including network capacity, computing power, and related energy requirements, to continue to satisfy our needs. Although we are making significant investments in our technical infrastructure, it is possible that we may fail to effectively scale and grow our technical infrastructure to accommodate these increased demands or achieve our business objectives, which may adversely affect our user engagement and advertising revenue. Further, any technical infrastructure in excess of our actual needs may lead to impairment of assets on our balance sheet or otherwise adversely affect our financial condition.

A substantial portion of our technical infrastructure is provided by third parties. Any disruption or failure in the services we receive from these providers could harm our ability to handle existing or increased traffic and could significantly harm our business. Any financial or other difficulties these providers face may adversely affect our business, and we exercise little control over these providers, which increases our vulnerability to problems with the services they provide. We have experienced, and expect to continue to experience, various challenges with the supply chain related to supporting our technical infrastructure. As a result, we have adjusted, and may continue to adjust in the future, our procurement practices to adapt to the evolving landscape. We may not be able to secure sufficient components, equipment, or services from third parties to satisfy our needs, or we may be required to procure such components, equipment, or services on unfavorable terms. For example, we are party to a number of partnerships and other third-party arrangements relating to these initiatives, some of which include multi-year purchase commitments. As of June 30, 2026, we had $349.31 billion of non-cancelable contractual commitments, comprising both short-term and long-term arrangements, most of which are related to third-party cloud capacity arrangements and other investments in technical infrastructure, and we continue to enter into additional significant contractual arrangements.

Any of these developments may result in interruptions in the availability or performance of our products or services, require unfavorable changes to existing products or services, delay the introduction of future products or services, or otherwise adversely affect our business and financial results.

We have experienced, and could experience in the future, difficulties in building and operating key portions of our technical infrastructure.

We have designed and built our own data centers and key portions of our technical infrastructure through which we serve our products, and we plan to continue to significantly expand the size of our infrastructure primarily through data centers, subsea and terrestrial fiber optic cable systems, and other projects. The infrastructure expansion we are undertaking is complex and involves projects in multiple locations around the world, including in developing regions that expose us to increased risks relating to anti-corruption compliance, trade compliance, environmental, health, and safety compliance, and political challenges, among others. We have changed, suspended, and terminated certain of these projects as a result of various factors, and may continue to do so in the future. Additional unanticipated delays or disruptions in the completion of these projects, including due to the availability of components, power or network capacity, or any shortage of labor necessary in building portions of such projects, challenges in obtaining required government or regulatory approvals, or other geopolitical challenges or actions by governments, including trade disputes or other developments, may lead to increased project costs, operational inefficiencies, interruptions in the delivery or degradation of the quality or reliability of our products and services, or impairment of assets on our balance sheet. For example, in the United States, our industry has experienced shifting public sentiment toward data center development, as well as related legislative developments, particularly at the state and local levels. Any changes in law that increase taxes related to our data center operations could also increase our capital expenditures or operating costs. In addition, like others in our industry, we rely on certain third-party

equipment and components for our technical infrastructure that are manufactured by a small number of third parties, often with significant operations in a single region such as Asia. Any of the foregoing delays or disruptions, including actions by governments or geopolitical events such as international conflicts, tariffs, sanctions, export or import controls, and other measures that restrict international trade, could reduce or eliminate the ability of our suppliers, manufacturers, or other third-party providers to continue their operations to manufacture, or limit or eliminate our ability to purchase, key components of our technical infrastructure.

In addition, there may be issues related to this infrastructure that are not identified during the testing phases of design and implementation, which may only become evident after we have started to fully utilize the underlying equipment, that could further degrade the user experience or increase our costs. Further, much of our technical infrastructure is located outside the United States, and action by a foreign government, or our response to such government action, has resulted, and may result in the future, in the impairment of a portion of our technical infrastructure, which may interrupt the delivery or degrade the quality or reliability of our products and lead to a negative user experience or increase our costs. Any of these events could adversely affect our business, reputation, or financial results.

Real or perceived inaccuracies in our community and other metrics may harm our reputation and negatively affect our business.

The numbers for our key metrics, which include our daily active people (DAP) and average revenue per person (ARPP), are calculated using internal company data based on the activity of user accounts. While these numbers are based on what we believe to be reasonable estimates of our user base for the applicable period of measurement, there are inherent challenges in measuring usage of our products across large online and mobile populations around the world. The methodologies used to measure these metrics require significant judgment and are also susceptible to algorithm or other technical errors. In addition, we are continually seeking to improve our estimates of our user base, and such estimates may change due to improvements or changes in our methodology. We regularly review our processes for calculating these metrics, and from time to time we discover inaccuracies in our metrics or make adjustments to improve their accuracy, which can result in adjustments to our historical metrics. Our ability to recalculate our historical metrics may be impacted by data limitations or other factors that require us to apply different methodologies for such adjustments. We generally do not intend to update previously disclosed Family metrics for any such inaccuracies or adjustments that are within the error margins disclosed below.

In addition, our Family metrics estimates will differ from estimates published by third parties due to differences in methodology or other factors such as data limitations or other challenges in measuring large online and mobile populations. For example, our methodologies include measurements of our user base that have in some instances exceeded estimates of addressable online and mobile populations that are based on data published by third parties.

Many people in our community have user accounts on more than one of our products, and some people have multiple user accounts within an individual product. Accordingly, for our Family metrics, we do not seek to count the total number of user accounts across our products because we believe that would not reflect the actual size of our community. Rather, our Family metrics represent our estimates of the number of unique people using at least one of Facebook, Instagram, Messenger, and WhatsApp. We do not require people to use a common identifier or link their accounts to use multiple products in our Family, and therefore must seek to attribute multiple user accounts within and across products to individual people. To calculate these metrics, we rely upon complex techniques, algorithms and machine learning models that seek to count the individual people behind user accounts, including by matching multiple user accounts within an individual product and across multiple products when we believe they are attributable to a single person, and counting such group of accounts as one person. These techniques and models require significant judgment, are subject to data and other limitations discussed below, and inherently are subject to statistical variances and uncertainties. We estimate the potential error in our Family metrics primarily based on user survey data as described further below, which itself is subject to error as well. While we expect the error margin for our Family metrics to vary from period to period, we estimate that such margin generally will be approximately 3% of our worldwide DAP. At our scale, it is very difficult to attribute multiple user accounts within and across products to individual people, and it is possible that the actual numbers of unique people using our products may vary significantly from our estimates, potentially beyond our estimated error margins. As a result, it is also possible that our Family metrics may indicate changes or trends in user numbers that do not match actual changes or trends.

To calculate our estimates of DAP, we currently use a series of machine learning models that are developed based on internal reviews of limited samples of user accounts and calibrated against user survey data. We apply significant judgment in designing these models and calculating these estimates. For example, to match user accounts within individual products and

across multiple products, we use data signals such as similar device information, IP addresses, and user names. We also calibrate our models against data from periodic user surveys of varying sizes and frequency across our products, which survey questions are based on monthly usage, and which are inherently subject to error. From time to time, the results of such surveys may be impacted by product changes or other factors, and we may update such survey questions. The timing and results of such user surveys have in the past contributed, and may in the future contribute, to changes in our reported Family metrics from period to period. In addition, our data limitations may affect our understanding of certain details of our business and increase the risk of error for our Family metrics estimates. Our techniques and models rely on a variety of data signals from different products, and we rely on more limited data signals for some products compared to others. For example, as a result of limited visibility into encrypted products, we have fewer data signals from WhatsApp user accounts and primarily rely on phone numbers and device information to match WhatsApp user accounts with accounts on our other products. Any loss of access to data signals we use in our process for calculating Family metrics, whether as a result of our own product decisions, actions by third-party browser or mobile platforms, regulatory or legislative requirements, or other factors, also may impact the stability or accuracy of our reported Family metrics, as well as our ability to report these metrics at all. Our estimates of Family metrics also may change as our methodologies evolve, including through the application of new data signals or technologies, product changes, or other improvements in our user surveys, algorithms, or machine learning that may improve our ability to match accounts within and across our products or otherwise evaluate the broad population of our users. In addition, such evolution may allow us to identify previously undetected violating accounts (as defined below).

We regularly evaluate our Family metrics to estimate the percentage of our DAP consisting solely of "violating" accounts. We define "violating" accounts as accounts which we believe are intended to be used for purposes that violate our terms of service, including bots and spam. Our violating accounts estimation is based on an internal review of a limited sample of accounts, and we apply significant judgment in making this determination. For example, we look for account information and behaviors associated with Facebook and Instagram accounts that appear to be inauthentic to the reviewers, but we have less visibility into WhatsApp user activity due to encryption. In addition, if we believe an individual person has one or more violating accounts, we do not include such person in our violating accounts estimation as long as we believe they have one active account that does not constitute a violating account. In the fourth quarter of 2025, we made certain updates to the methodology we use for this estimation, including to incorporate updated data signals as a result of improvements in our ability to identify activity we believe to be violating our policies, as well as to focus on the most recent account activity when determining whether to include a person in our violating accounts estimation. Accordingly, in the fourth quarter of 2025, we estimated that less than 5% of our worldwide DAP consisted solely of violating accounts. We believe the increase compared to our prior estimation was a result of the methodology update described above. From time to time, we disable certain user accounts, make product changes, or take other actions to reduce the number of violating accounts among our users, which may also reduce our DAP estimates in a particular period. We intend to continue to disclose our estimates of the percentage of our DAP consisting solely of violating accounts on an annual basis in our Annual Report on Form 10-K. Violating accounts are very difficult to measure at our scale, and it is possible that the actual number of violating accounts may vary significantly from our estimates.

Other data limitations also may affect our understanding of certain details of our business. For example, while user-provided data indicates a decline in usage among younger users, this age data may be unreliable because a disproportionate number of our younger users register with an inaccurate age. Accordingly, our understanding of usage by age group may not be complete.

Our estimates for revenue by user location, as well as year-over-year percentage changes in ad impressions delivered and the average price per ad by user location, are also affected by data limitations and other challenges in measuring user geography. Our data regarding the geographic location of our users is estimated based on a number of factors, such as the user's IP address and self-disclosed location. These factors may not always accurately reflect the user's actual location. For example, a user may appear to be accessing our products from the location of the proxy server that the user connects to rather than from the user's actual location. The methodologies used to measure our metrics are also susceptible to algorithm or other technical errors.

In addition, from time to time we provide, or rely on, certain other metrics and estimates, including those relating to the reach and effectiveness of our ads. Many of our metrics involve the use of estimations and judgments, and our metrics and estimates are subject to software bugs, inconsistencies in our systems, and human error. Such metrics and estimates also change from time to time due to improvements or changes in our terminology or methodology, including as a result of loss of access to data signals we use in calculating such metrics and estimates. We have been, and may in the future be, subject to litigation as well as marketer, regulatory, and other inquiries regarding the accuracy of such metrics and estimates. Where marketers, developers, or investors do not perceive our metrics or estimates to be accurate, or where we discover material

inaccuracies in our metrics or estimates, we may be subject to liability, our reputation may be harmed, and marketers and developers may be less willing to allocate their budgets or resources to our products that deliver ad impressions, which could negatively affect our business and financial results.

We cannot assure you that we will effectively manage our scale.

The scale and complexity of our business have increased significantly over time. The scale of our business and breadth of our products create significant challenges for our management, operational, and financial resources, including managing multiple relationships with users, marketers, developers, and other third parties, and maintaining information technology systems and internal controls and procedures that support the scale and complexity of our business, including our AI initiatives. To effectively manage our scale, we must maintain, and continue to adapt, our operational, financial, and management processes and systems, manage our headcount and facilities, and effectively train and manage our personnel. Many of our personnel work remotely, which may lead to challenges in productivity and collaboration. In addition, from time to time, we implement organizational changes to pursue greater efficiency and realign our business and strategic priorities, including restructurings, employee layoffs, and measures to scale down our office facilities. These efforts also subject us to risks such as greater than anticipated costs, adverse effects on employee retention, and increased difficulty managing the scale and complexity of our business. For example, we could face delays or challenges with product development, enforcement of our policies, other business and strategic initiatives, or legal and regulatory compliance, as well as other disruptions to our operations. As our organization continues to evolve, and we are required to implement and adapt complex organizational management structures, we may find it difficult to maintain the benefits of our corporate culture, including our ability to quickly develop and launch new and innovative products. Any of these developments could negatively affect our business, reputation, or financial results.

We have significant international operations, which subject us to increased business, economic, and legal risks that could affect our financial results.

We have significant international operations. We currently make our Family products available in a total of more than 100 different languages, and we have offices or data centers in approximately 40 different countries. We may enter new international regions where we have limited or no experience in marketing, selling, and deploying our products. Our products are generally available globally, but some or all of our products or functionality may not be available in certain regions due to legal and regulatory complexities. For example, several of our products are not generally available in China. We also outsource certain operational functions to third parties globally. If we fail to deploy, manage, or oversee our international operations successfully, our business may suffer. In addition, we are subject to a variety of risks inherent in doing business internationally, including:

- political, social, or economic instability;
- risks related to legal, regulatory, and other government scrutiny applicable to U.S. companies with sales and operations in foreign jurisdictions, including with respect to privacy, tax, law enforcement, content, trade compliance, supply chain, competition, consumer protection, intellectual property, environmental, health and safety, accessibility, licensing, and infrastructure matters;
- potential damage to our brand and reputation due to compliance with local laws, including potential censorship or requirements to provide user information to local authorities;
- enhanced difficulty in reviewing content on our platform and enforcing our community standards, terms of service, and other policies across different languages and countries;
- fluctuations in currency exchange rates and compliance with currency controls;
- foreign exchange controls and tax and other regulations and orders that might prevent us from repatriating cash earned in countries outside the United States or otherwise limit our ability to move cash freely, and impede our ability to invest such cash efficiently;
- higher levels of credit risk and payment fraud;
- enhanced difficulties of integrating any foreign acquisitions;
- burdens of complying with a variety of foreign laws, including laws related to taxation, content removal, content moderation, data localization, data protection, competition, e-commerce and payments, and regulatory

oversight;

- reduced protection for intellectual property rights in some countries;
- difficulties in staffing, managing, and overseeing global operations and the increased travel, infrastructure, and legal compliance costs associated with multiple international locations, including difficulties arising from personnel working remotely;
- compliance with statutory equity requirements and management of tax consequences; and
- geopolitical events affecting us, our marketers or our industry, including trade disputes, armed conflicts, and pandemics.

In addition, we must manage the potential conflicts between locally accepted business practices in any given jurisdiction and our obligations to comply with laws and regulations, including anti-corruption laws or regulations applicable to us, such as the U.S. Foreign Corrupt Practices Act and the U.K. Bribery Act 2010. We also must manage our obligations to comply with laws and regulations related to import and export controls, trade restrictions, and sanctions, including regulations established by the U.S. Office of Foreign Assets Control. Government agencies and authorities have a broad range of civil and criminal penalties they may seek to impose against companies for violations of anti-corruption laws or regulations, import and export controls, trade restrictions, sanctions, and other laws, rules, and regulations.

If we are unable to expand internationally and manage the complexity of our global operations successfully, our financial results could be adversely affected. We also may be required to or elect to cease or modify our operations or the offering of our products and services in certain regions, including as a result of the risks described above, which could adversely affect our business, user growth and engagement, and financial results.

We face design, manufacturing, and supply chain risks with respect to our consumer hardware products that, if not properly managed, could adversely impact our financial results.

We face a number of risks related to design, manufacturing, and supply chain management with respect to our consumer hardware products. For example, the consumer hardware products we sell from time to time have had, and in the future may have, quality issues resulting from the design or manufacture of the products, or from the software used in the products. Sometimes, these issues may be caused by components we purchase from other manufacturers or suppliers. Our brand and financial results could be adversely affected by any such quality issues, other failures to meet our customers' expectations, or findings of our consumer hardware products to be defective.

We rely on third parties to manufacture and manage the logistics of transporting and distributing our consumer hardware products, which subjects us to a number of risks. The manufacturing of our consumer hardware products depends on a small number of third parties, often with significant operations in a single region such as Asia. We have experienced, and may in the future experience, supply or labor shortages, strikes or other disruptions in logistics and the supply chain, which could result in shipping delays and negatively impact our operations, product development, and sales. We could be negatively affected if we are not able to engage third parties with the necessary capabilities or capacity on reasonable terms, or if those we engage with fail to meet their obligations (whether due to financial difficulties, manufacturing or supply constraints, or other reasons), or make adverse changes in the pricing or other material terms of such arrangements with them. The manufacturing, distribution, and sale of our consumer hardware products also may be negatively impacted by macroeconomic conditions, geopolitical challenges, trade disputes, or other actions by governments or non-state actors (including international conflicts, tariffs, sanctions, export controls, and other measures that restrict international trade) that subject us to supply shortages, increased costs, or supply chain or logistics disruptions.

We also require the suppliers and business partners of our consumer hardware products to comply with laws and certain company policies regarding sourcing practices and standards on labor, trade compliance, health and safety, the environment, and business ethics, but we do not control them or their practices and standards and have experienced violations of these requirements from time to time. If any supplier or business partner violates laws, fails to implement changes in accordance with newly enacted laws, or implements practices or standards regarded as unethical, corrupt, or non-compliant, we could experience supply chain disruptions, government action or fines, canceled orders, or damage to our reputation.

We face inventory risk with respect to our consumer hardware products.

We are exposed to inventory risks with respect to our consumer hardware products as a result of rapid changes in

product cycles and pricing, unsafe or defective merchandise, supply chain disruptions, changes in consumer demand and consumer spending patterns, changes in consumer tastes with respect to our consumer hardware products, higher tariffs that increase consumer prices, and other factors. The demand for our products can also change significantly between the time inventory or components are ordered and the date of sale. While we endeavor to accurately predict these trends and avoid overstocking or understocking consumer hardware products we may sell, from time to time we have experienced difficulties in accurately predicting and meeting the consumer demand for our products. In addition, when we begin selling or manufacturing a new consumer hardware product or enter new international regions, it may be difficult to establish vendor relationships, determine appropriate product or component selection, and accurately forecast demand. The acquisition of certain types of inventory or components may require significant lead-time and prepayment and they may not be returnable. Any one of the foregoing factors may adversely affect our operating results.

We are involved in numerous class action lawsuits and other litigation matters that are expensive and time consuming, and, if resolved adversely, could harm our business, financial condition, or results of operations.

We are involved in numerous lawsuits, including stockholder derivative lawsuits and putative class action lawsuits, many of which claim statutory damages and/or seek significant changes to our business operations, and we anticipate that we will continue to be a target for numerous lawsuits in the future. Because of the scale of our user, advertiser, and developer base, the plaintiffs in class action cases filed against us typically claim enormous monetary damages even if the alleged per-user or entity harm is small or non-existent. In addition, we have faced, currently face, and will continue to face additional class action and other lawsuits based on claims related to advertising, antitrust, privacy, security, biometrics, content, algorithms, copyright, user well-being, younger users, employment, contingent workers, activities on our platform, consumer protection, unfair and deceptive trade practices, or product performance or other claims related to the use of consumer hardware and software, including virtual reality technology and products, which are new and unproven. For example, we are currently the subject of multiple putative class action suits in connection with the disclosure of our earnings results for the second quarter of 2018; our acquisitions of Instagram and WhatsApp, as well as other alleged anticompetitive conduct; a former employee's allegations and release of internal company documents beginning in September 2021; and allegations that we inflated our estimates of the potential audience size for advertisements, resulting in artificially increased demand and higher prices. We are also the subject of multiple lawsuits related to our platform and user data practices, our alleged use of biometric technology, our alleged recommendation of and/or failure to remove harmful content, information from third-party websites or apps via our business tools, our alleged use of copyright-protected content, or data that we allegedly improperly scraped or acquired, to train our AI models, and allegations that Facebook and Instagram cause "social media addiction" in users and allegations of violations of the Children's Online Privacy Protection Act (COPPA). We have seen an increase in litigation and threatened claims related to the provision of our services to younger users, and expect to face similar litigation in the future, including as global youth-related regulation continues to evolve. The results of any such lawsuits and claims cannot be predicted with certainty, and any negative outcome from any such lawsuits could result in payments of substantial monetary damages or fines, or undesirable changes to our products or business practices, and accordingly our business, financial condition, or results of operations could be materially and adversely affected.

There can be no assurances that a favorable final outcome will be obtained in all our cases, and defending any lawsuit is costly and can impose a significant burden on management and employees. Any litigation to which we are a party may result in an onerous or unfavorable judgment that may not be reversed upon appeal or in payments of substantial monetary damages or fines, or we may decide to settle lawsuits on similarly unfavorable terms, which has occurred in the past and which could adversely affect our business, financial conditions, or results of operations.

We plan to continue to make acquisitions and pursue other strategic transactions, which could impact our financial condition or results of operations and may adversely affect the price of our common stock.

As part of our business strategy, we have made and intend to continue to make acquisitions to add specialized employees and complementary companies, products, or technologies, and from time to time may enter into other strategic transactions such as investments and joint ventures. We may not be able to find suitable acquisition candidates, and we may not be able to complete acquisitions or other strategic transactions on favorable terms, or at all, including as a result of regulatory challenges, or we may be subject to regulatory challenges after such transactions close. For example, we completed our divestiture of Giphy in 2023 following the United Kingdom Competition and Markets Authority's order directing us to divest Giphy post-acquisition. In addition, although we were able to successfully complete the acquisition after prevailing in federal court, the FTC sought to enjoin our proposed acquisition of Within Unlimited. In some cases, the costs of such acquisitions or other strategic transactions may be substantial, and there is no assurance that we will realize expected synergies and potential monetization opportunities for our acquisitions or a favorable return on investment for our strategic investments.

We may pay substantial amounts of cash or incur debt to pay for acquisitions or other strategic transactions, which has occurred in the past and could adversely affect our liquidity. The incurrence of indebtedness also results in increased fixed obligations and increased interest expense, and could also include covenants or other restrictions that would impede our ability to manage our operations. From time to time we may also issue equity securities to pay for acquisitions or other strategic transactions and we regularly grant restricted stock units to retain the employees of acquired companies, which could increase our expenses, adversely affect our financial results, and result in dilution to our stockholders. In addition, any acquisitions or other strategic transactions we announce could be viewed negatively by users, marketers, developers, or investors, which may adversely affect our business or the price of our Class A common stock.

We may also discover liabilities, deficiencies, or other claims associated with the companies or assets we acquire that were not identified in advance, which may result in significant unanticipated costs. The effectiveness of our due diligence review and our ability to evaluate the results of such due diligence are dependent upon the accuracy and completeness of statements and disclosures made or actions taken by the companies we acquire or their representatives, as well as the limited amount of time in which acquisitions are executed. In addition, we may fail to accurately forecast the financial impact of an acquisition or other strategic transaction, including tax and accounting charges. Acquisitions or other strategic transactions may also result in our recording of significant additional expenses to our results of operations and recording of substantial finite-lived intangible assets on our balance sheet upon closing. Any of these factors may adversely affect our financial condition or results of operations.

We may not be able to successfully integrate our acquisitions, and we incur significant costs to integrate and support the companies we acquire.

The integration of acquisitions requires significant time and resources, particularly with respect to companies that have significant operations or that develop products where we do not have prior experience, and we may not manage these processes successfully. We have made, and may in the future make, substantial investments of resources to support our acquisitions, which can result in significant ongoing operating expenses and the diversion of resources and management attention from other areas of our business. We cannot assure you that these investments will be successful. If we fail to successfully integrate the companies we acquire, we may not realize the benefits expected from the transaction and our business may be harmed.

We have had, and may in the future have, exposure to greater than anticipated tax liabilities.

Our tax obligations, including income and non-income taxes, are based in part on our corporate operating structure and intercompany arrangements, including the manner in which we operate our business, develop, value, manage, protect, and use our intellectual property, and the valuations of our intercompany transactions. The tax laws applicable to our business, including the laws of the United States and other jurisdictions, are subject to interpretation. Certain jurisdictions have applied novel or aggressive interpretations of their laws in an effort to raise additional tax revenue from companies such as Meta, and we may experience similar developments in the future. We are subject to regular review and audit by U.S. federal, state, and foreign tax authorities. Tax authorities may disagree with certain positions we have taken, including our methodologies for valuing developed technology or intercompany arrangements, and any adverse outcome of such a review or audit could increase our worldwide effective tax rate, increase the amount of non-income taxes imposed on our business, and harm our financial position, results of operations, and cash flows. For example, in 2016 and 2018, the IRS issued formal assessments relating to transfer pricing with our foreign subsidiaries in conjunction with the examination of the 2010 through 2013 tax years. Although we disagree with the IRS' position and are litigating this issue, the ultimate resolution is uncertain and, if resolved in a manner unfavorable to us, may adversely affect our financial results.

The determination of our worldwide provision for income taxes and other tax liabilities requires significant judgment by management, and there are many transactions where the ultimate tax determination is uncertain. Our provision for income taxes is determined by the manner in which we operate our business, and any changes to such operations or laws applicable to such operations may affect our effective tax rate. Although we believe that our provision for income taxes and estimates of our non-income tax liabilities are reasonable, the ultimate settlement may differ from the amounts recorded in our financial statements and may materially affect our financial results in the period or periods for which such determination is made.

Our future income tax rates could be volatile and difficult to predict due to changes in jurisdictional profit split, changes in the amount and recognition of deferred tax assets and liabilities, or by changes in tax laws, regulations, or accounting principles.

Changes in tax laws or tax rulings could materially affect our financial position, results of operations, and cash flows.

The tax regimes we are subject to or operate under, including income and non-income taxes, are unsettled and may be subject to significant change. Changes in tax laws or tax rulings, or changes in interpretations of existing laws, could materially affect our financial position, results of operations, and cash flows. For example, the One Big Beautiful Bill Act (OBBBA) enacted in July 2025 had a significant impact on our tax obligations and effective tax rate for the third quarter of 2025. The issuance of additional regulatory or accounting guidance related to the OBBBA or other executive or Congressional actions in the United States or globally could materially affect our tax obligations and significantly impact our effective tax rate in the period such guidance is issued or such actions take effect, and in future periods. In addition, many countries have recently proposed or recommended changes to existing tax laws or have enacted new laws that could significantly increase our tax obligations in many countries where we do business or require us to change the manner in which we operate our business.

Over the last several years, the Organization for Economic Cooperation and Development (OECD) has been working on a Base Erosion and Profit Shifting Project that, if implemented, would change various aspects of the existing framework under which our tax obligations are determined in many of the countries in which we do business. A number of countries have enacted legislation to implement the OECD's 15% global minimum tax regime. In January 2026, the OECD introduced new guidance, including a "Side-by-Side Safe Harbor," allowing U.S. headquartered companies to remain subject to only U.S. global minimum taxes (specifically, the Corporate Alternative Minimum Tax (CAMT)) while exempting them from Pillar Two. As additional jurisdictions enact legislation, transitional relief expires, and other provisions of the minimum tax legislation become effective, our effective tax rate and cash tax payments could increase in future years. Similarly, the European Commission and several countries have issued proposals that would apply to various aspects of the current international tax rules under which we are taxed. These proposals include changes to the existing rules to calculate income tax, as well as proposals to change or impose new types of non-income taxes, including taxes based on a percentage of revenue. For example, several jurisdictions have proposed or enacted taxes applicable to certain digital services, which include business activities on digital advertising and online marketplaces, and which apply to our business. In the absence of active OECD discussions, countries may continue imposing unilateral tax measures, such as digital services taxes, outside existing treaty frameworks. These measures may proliferate in the absence of bilateral or multilateral agreement.

The European Commission has conducted investigations in multiple countries focusing on whether local country tax rulings or tax legislation provides preferential tax treatment that violates European Union state aid rules and concluded that certain member states, including Ireland, have provided illegal state aid in certain cases. These investigations may result in changes to the tax treatment of our foreign operations.

In addition, ongoing volatility due to international trade may prompt foreign governments to expand regulatory authority or adopt new measures, increasing compliance risks, taxes, and operational complexities. Due to the large and expanding scale of our international business activities, many of these types of changes to the taxation of our activities described above could increase our worldwide effective tax rate, increase the amount of non-income taxes imposed on our business, and harm our financial position, results of operations, and cash flows. Such changes may also apply retroactively to our historical operations and result in taxes greater than the amounts estimated and recorded in our financial statements.

Given our levels of share-based compensation, our tax rate has in the past varied, and may in the future vary, significantly depending on our stock price.

The tax effects of the accounting for share-based compensation have in the past impacted, and may in the future impact, our effective tax rate, sometimes significantly, from period to period. In periods in which our stock price varies from the grant price of the share-based compensation vesting in that period, we will recognize excess tax benefits or shortfalls that may impact our effective tax rate. Following the enactment of OBBBA, excess tax benefits from share-based compensation may not be realizable as a result of the CAMT. In future periods in which our stock price varies in comparison to the grant price of the share-based compensation vesting in that period, our effective tax rate may be inversely impacted. The amount and value of share-based compensation issued relative to our earnings in a particular period will also affect the magnitude of the impact of share-based compensation on our effective tax rate. In future periods, the tax effects of share-based compensation are dependent on our stock price, which we do not control, the CAMT system, and future changes in tax laws.

If our goodwill or intangible assets become impaired, we may be required to record a significant charge to earnings.

We review our intangible assets for impairment when events or changes in circumstances indicate the carrying value may not be recoverable, such as a decline in stock price and market capitalization. We test goodwill for impairment at the reporting unit level at least annually. If such goodwill or intangible assets are deemed to be impaired, an impairment loss equal to the amount by which the carrying amount exceeds the fair value of the assets would be recognized. We may be required to record a significant charge in our financial statements during the period in which any impairment of our goodwill or intangible assets is determined, which would negatively affect our results of operations.

The loss of one or more of our key personnel, or our failure to attract and retain other highly qualified personnel in the future, could harm our business.

We currently depend on the continued services and performance of our key personnel, including Mark Zuckerberg. Mr. Zuckerberg and certain other members of management participate in various high-risk activities, such as combat sports, extreme sports, and recreational aviation, which carry the risk of serious injury and death. If Mr. Zuckerberg were to become unavailable for any reason, there could be a material adverse impact on our operations. The loss of other key personnel, including members of management as well as key engineering, product development, science, research, marketing, and sales personnel, could also disrupt our operations and have an adverse effect on our business.

In addition, we cannot guarantee we will continue to attract and retain the personnel we need to maintain our competitive position. In particular, we expect to continue to face significant challenges in hiring specialized technical personnel, particularly senior engineering and AI research talent, whether as a result of competition with other companies or other factors. As our company continues to evolve, the incentives to attract, retain, and motivate employees provided by our equity awards or by future arrangements may not be as effective as in the past. From time to time we issue significant equity to attract additional employees or to retain our existing employees, resulting in substantial additional share-based compensation expense and dilution to the ownership of our existing stockholders. Our ability to attract, retain, and motivate employees may also be adversely affected by stock price volatility. In addition, restrictive immigration policies or legal or regulatory developments relating to immigration may negatively affect our efforts to attract and hire new personnel as well as retain our existing personnel. If we do not succeed in attracting, hiring, and integrating excellent personnel, or retaining and motivating existing personnel, we may be unable to grow effectively or otherwise achieve our business objectives.

Our CEO has control over key decision making as a result of his control of a majority of the voting power of our outstanding capital stock.

Mark Zuckerberg, our founder, Chairman, and CEO, is able to exercise voting rights with respect to a majority of the voting power of our outstanding capital stock and therefore has the ability to control the outcome of all matters submitted to our stockholders for approval, including the election of directors and any merger, consolidation, or sale of all or substantially all of our assets. This concentrated control could delay, defer, or prevent a change of control, merger, consolidation, or sale of all or substantially all of our assets that our other stockholders support, or conversely this concentrated control could result in the consummation of such a transaction that our other stockholders do not support. This concentrated control could also discourage a potential investor from acquiring our Class A common stock, which has limited voting power relative to the Class B common stock, and might harm the trading price of our Class A common stock. In addition, Mr. Zuckerberg has the ability to control the management and major strategic investments of our company as a result of his position as our CEO and his ability to control the election or, in some cases, the replacement of our directors. In the event of his death, the shares of our capital stock that Mr. Zuckerberg owns will be transferred to the persons or entities that he has designated. As a board member and officer, Mr. Zuckerberg owes a fiduciary duty to our stockholders and must act in good faith in a manner he reasonably believes to be in the best interests of our stockholders. As a stockholder, even a controlling stockholder, Mr. Zuckerberg is entitled to vote his shares in his own interests, which may not always be in the interests of our stockholders generally.

We cannot guarantee that our share repurchase program will be fully consummated or that it will enhance long-term stockholder value. Share repurchases and dividend payments could also increase the volatility of the trading price of our stock and will diminish our cash reserves.

Although our board of directors has authorized a share repurchase program that does not have an expiration date, the program does not obligate us to repurchase any specific dollar amount or to acquire any specific number of shares of our Class A common stock. The specific timing and amount of any share repurchases, and the specific timing and amount of any dividend payments, will depend on prevailing share prices, general economic and market conditions, company performance,

and other considerations. We cannot guarantee that the repurchase program will be fully consummated or that it will enhance long-term stockholder value. The repurchase program and dividend payments could affect the trading price of our stock and increase volatility, and any announcement of a termination of this repurchase program or dividend payments may result in a decrease in the trading price of our stock. In addition, this repurchase program and dividend payments will diminish our cash reserves.

There can be no assurance that we will continue to declare cash dividends.

The payment of any cash dividends in the future is subject to continued capital availability, market conditions, applicable laws and agreements, and our board of directors continuing to determine that the declaration of dividends are in the best interests of our stockholders. The declaration and payment of any dividend may be discontinued or reduced at any time, and there can be no assurance that we will declare cash dividends in the future in any particular amounts, or at all.

Risks Related to Government Regulation and Enforcement

Actions by governments that restrict access to Facebook or our other products in their countries, censor or moderate content on our products in their countries, or otherwise impair our ability to sell or deliver advertising in their countries, could substantially harm our business and financial results.

Governments from time to time seek to censor or moderate content available on Facebook or our other products in their country, restrict access to our products from their country partially or entirely, or impose other restrictions that may affect the accessibility of our products in their country for an extended period of time or indefinitely. For example, user access to Facebook and certain of our other products has been or is currently restricted in whole or in part in China, Iran, and North Korea. In addition, government authorities in other countries may seek to restrict user access to our products if they consider us to be in violation of their laws or a threat to public safety or for other reasons, and certain of our products have been restricted by governments in other countries from time to time. For example, in 2020, Hong Kong adopted a National Security Law that provides authorities with the ability to obtain information, remove and block access to content, and suspend user services, and if we are found to be in violation of this law then the use of our products may be restricted. Hong Kong has passed additional national security legislation in 2024. In addition, if we are required to or elect to make changes to our marketing and sales or other operations in Hong Kong as a result of the National Security Law or other legislation, our revenue and business in the region will be adversely affected. In addition, in connection with the war in Ukraine in 2022, access to Facebook and Instagram was restricted in Russia and the services were then prohibited by the Russian government, which has adversely affected, and will likely continue to adversely affect, our revenue and business in the region.

It is also possible that government authorities could take action that impairs our ability to sell or deliver advertising, including in countries where access to our consumer-facing products may be blocked or restricted. For example, we generate meaningful revenue from a small number of resellers serving advertisers based in China, and it is possible that the Chinese, United States, or other government could take action that reduces or eliminates our China-based advertising revenue, whether as a result of the trade dispute with the United States, including any tariffs implemented by the United States or China, in response to content issues or information requests in Hong Kong or elsewhere, or for other reasons, or take other action against us, such as imposing taxes or other penalties, which could adversely affect our financial results.

Similarly, if we are found to be out of compliance with certain legal requirements for companies in Turkey, the Turkish government could take action to reduce or eliminate our Turkey-based advertising revenue or otherwise adversely impact access to our products. In the event that content shown on Facebook or our other products is subject to censorship, access to our products is restricted, in whole or in part, in one or more countries, we are required to or elect to make changes to our operations, or other restrictions are imposed on our products, or our competitors are able to successfully penetrate new geographic markets or capture a greater share of existing geographic markets that we cannot access or where we face other restrictions, our ability to retain or increase our user base, user engagement, or the level of advertising by marketers may be adversely affected, we may not be able to maintain or grow our revenue as anticipated, and our financial results could be adversely affected.

Our business is subject to complex and evolving U.S. and foreign laws and regulations regarding privacy, data use, data combination, data protection, content, AI, competition, youth, safety, consumer protection, advertising, e-commerce, and other matters. Many of these laws and regulations are subject to change and uncertain interpretation, and could result in claims, changes to our products and business practices, monetary penalties, increased cost of operations, or declines in user growth or engagement, or otherwise harm our business.

We are subject to a variety of laws and regulations in the United States and abroad that involve matters central to our business, including privacy, data use, data combination, data protection and personal information, the provision of our services to younger users, biometrics, encryption, rights of publicity, content, integrity, intellectual property, advertising, marketing, distribution, data security, data retention and deletion, data localization and storage, data disclosure, AI and machine learning, electronic contracts and other communications, competition, protection of minors, consumer protection, civil rights, accessibility, telecommunications, product liability, medical devices, e-commerce, taxation, economic or other trade controls including sanctions, export controls, anti-corruption and political law compliance, securities law compliance, and online payment services. The introduction of new products, expansion of our activities in certain jurisdictions, or other actions that we may take may subject us to additional laws, regulations, or other government scrutiny. In addition, these U.S. and foreign laws and regulations may impose different obligations from each other and create the potential for significant fines to be imposed or other consequences such as changes to our products or business practices.

These U.S. federal and state, EU, and other international laws and regulations, which in some cases can be enforced by private parties in addition to government entities, are constantly evolving and can be subject to significant change. As a result, the application, interpretation, and enforcement of these laws and regulations are often uncertain, particularly in the new and rapidly evolving industry in which we operate, and may be interpreted and applied inconsistently from jurisdiction to jurisdiction and inconsistently with our current policies and practices. For example, regulatory or legislative actions or litigation concerning the manner in which we display content to our users, moderate content, provide our services to younger users, or are able to use data in various ways, including for advertising, have in the past and could in the future adversely affect user growth and engagement, affect the manner in which we provide our services, or adversely affect our financial results, including by imposing significant fines that increasingly may be calculated based on global revenue.

We are also subject to evolving laws and regulations that dictate whether, how, and under what circumstances we can transfer, process or receive certain data that is critical to our operations, including data shared between countries or regions in which we operate and data shared among our products and services. For example, the bases upon which we have relied for data transfers from the European Union to the United States have been subjected to regulatory and judicial scrutiny. The Court of Justice of the European Union (CJEU) invalidated the Privacy Shield in 2020 and also considered the validity of Standard Contractual Clauses (SCCs) as a basis to transfer user data from the European Union to the United States following a challenge brought by the Irish Data Protection Commission (IDPC). Although the CJEU upheld the validity of SCCs in 2020, in May 2023, the IDPC issued a Final Decision concluding that Meta Platforms Ireland's reliance on SCCs in respect of certain transfers of European Economic Area (EEA) Facebook user data was not in compliance with the GDPR. The IDPC issued an administrative fine of EUR €1.2 billion as well as corrective orders requiring Meta Platforms Ireland to suspend the relevant transfers and to bring its processing operations into compliance with Chapter V GDPR by ceasing the unlawful processing, including storage, of such data in the United States. We are appealing this Final Decision and it is currently subject to a stay from the Irish High Court. We have also implemented steps to comply with the above corrective orders and are pending the IDPC's confirmation that these address the corrective orders. During the course of this matter, in 2022, the European Union and United States reached an agreement on a new EU-U.S. Data Privacy Framework (EU-U.S. DPF), which the European Commission deemed adequate in relation to U.S. data transfers in July 2023. The EU-U.S. DPF replaces two prior adequacy frameworks which were invalidated by the CJEU. A further invalidation of the EU-U.S. DPF by the CJEU could create considerable uncertainty and lead to us being unable to offer a number of our most significant products and services, including Facebook and Instagram, in Europe, which would materially and adversely affect our business, financial condition, and results of operations.

In addition, we have been managing investigations and lawsuits in India and other jurisdictions regarding the 2021 updates to WhatsApp's terms of service and privacy policy and its sharing of certain data with other Meta products and services, including a lawsuit currently pending before the Supreme Court of India and an order by the Competition Commission of India, which we are appealing. If we are unable to transfer data between and among countries and regions in which we operate, or if we are restricted from sharing data among our products and services, it could affect our ability to provide our services, the manner in which we provide our services or our ability to target ads, which could adversely affect our financial results.

We have been subject to other significant legislative and regulatory developments, which together with proposed or new legislation and regulations could significantly affect our business in the future. For example, we have implemented a number of product changes and controls as a result of requirements under the European General Data Protection Regulation (GDPR), and may implement additional changes in the future. The GDPR also requires submission of personal data breach notifications to our lead European Union privacy regulator, the IDPC, and includes significant penalties for non-compliance with the notification obligation as well as other requirements of the regulation. The interpretation of the GDPR is still evolving, including through decisions of the CJEU, and draft decisions in investigations by the IDPC are subject to review by other European privacy regulators as part of the GDPR's consistency mechanism, which may lead to significant changes in the final outcome of such investigations. We also face potential enforcement from European privacy regulators other than the IDPC, including where those regulators consider they must act urgently or where they believe their concerns relate only to data processing undertaken in their individual jurisdiction. As a result, the interpretation and enforcement of the GDPR, as well as the imposition and amount of penalties for non-compliance, are subject to significant uncertainty, and as it evolves, could potentially have a negative impact on our business and/or our operations. In addition, Brazil, the United Kingdom, and other countries have enacted similar data protection regulations imposing data privacy-related requirements on products and services offered to users in their respective jurisdictions. The California Consumer Privacy Act, as amended by the California Privacy Rights Act, also establishes certain transparency rules and creates certain data privacy rights for users, including limitations on our use of certain sensitive personal information and more ability for users to control the purposes for which their data is shared with third parties. Other states have proposed or enacted similar comprehensive privacy laws that afford users with similar data privacy rights and controls. These laws and regulations are evolving and subject to interpretation, and resulting limitations on our advertising services, or reductions of advertising by marketers, have to some extent adversely affected, and will continue to adversely affect, our advertising business. Some states have also proposed or enacted laws specifically focused on whether and how a company can moderate content on its services, and/or on the privacy rights and controls for users under 18 years old and their parents or guardians. Like comprehensive privacy laws, these laws are evolving and subject to interpretation, and may restrict our ability to offer certain products and services provided to all or certain cohorts of users in those states, adversely affecting our advertising business. In Europe, evolving interpretation of the ePrivacy Directive's requirements regarding the use of cookies and similar technologies may lead to regulators imposing specific measures in the future which could directly impact our use of such technologies. In addition, the ePrivacy Directive and national implementation laws impose additional limitations on the use of data across messaging products and include significant penalties for non-compliance. Changes to our products or business practices as a result of these or similar developments have adversely affected, and may in the future adversely affect, our advertising business. For example, in response to regulatory developments in Europe, we announced plans to change the legal basis for behavioral advertising on Facebook and Instagram in the European Union, European Economic Area, and Switzerland from "legitimate interests" to "consent," and in November 2023 we began offering users in the region a "subscription for no ads" alternative. We are engaging with regulators on our consent model, including regarding compliance with requirements under the GDPR, DMA, and EU consumer laws. For example, in March 2024, the European Commission opened formal proceedings regarding the compliance of our "subscription for no ads" model with requirements under the DMA, and it issued preliminary findings in July 2024. In addition, the European Data Protection Board has published an opinion on the operation of such models under GDPR and European consumer protection organizations have raised concerns regarding our compliance with consumer protection laws. In response to these developments, in November 2024, we began offering users in the European Union, European Economic Area, and Switzerland who elect to continue using our services free-of-charge, supported by ads, an option to see less personalized ads (LPA), which are less relevant and effective than our premium ad offerings. In April 2025, the European Commission issued a final decision that our "subscription for no ads" model does not comply with such requirements. We made significant modifications to LPA since the European Commission issued its final decision. We have appealed the European Commission's decision but further modifications to our model may be imposed during the appeal process, which could result in a materially worse user experience for European users and a significant impact to our European business and revenue. These or any similar developments in the future may negatively impact our user growth and engagement, revenue, and financial results.

Similarly, there are a number of legislative proposals or recently enacted laws in the European Union, the United States, at both the federal and state level, as well as other jurisdictions that could impose new obligations or limitations in areas affecting our business. For example, the DMA in the European Union imposes restrictions and requirements on companies like ours, including in areas such as the combination of data across services and product design. The DMA also includes significant penalties for non-compliance. The DMA has caused, and may in the future cause, us to incur significant compliance costs and make changes to our products or business practices. The requirements under the DMA will likely be subject to further interpretation and regulatory engagement. Pending or future proposals to modify competition laws in a number of jurisdictions could have similar effects. Further, the DSA, which started to apply to our business as of August 2023, imposes certain restrictions and requirements for our products and services, subjects us to increased compliance costs,

and includes significant penalties for non-compliance. In the UK, the OSA establishes similar types of obligations. The interpretation and enforcement of the DMA, DSA, and OSA, as well as the imposition and amount of penalties for non-compliance, are subject to significant uncertainty. In addition, some countries, such as the UK, India, and Turkey, are considering or have passed legislation implementing data protection requirements, new competition requirements, or requiring local storage and processing of data or similar requirements that could require substantial changes to our products, increase the cost and complexity of delivering our services, cause us to cease the offering of our products and services in certain countries, and/or result in fines or other penalties. We are also subject to new legislation or regulatory decisions that restrict our ability to collect and use information about minors or also limit our advertising services or our ability to offer products and services to minors in certain jurisdictions. For example, several U.S. states, including Arkansas, California, Colorado, Florida, Nebraska, New York, Texas, and Utah, among others, have passed laws restricting our ability to offer services to minors without parental consent or otherwise limiting the services that we can provide to minors. While enforcement of a number of these statutes (or parts of them) has been enjoined or stayed as a result of legal challenges to them, it is possible that the decisions to enjoin these statutes may be overturned, the injunctive orders may expire, and certain statutes are coming into effect that may not be subject to injunctions. Should enforcement of one or more of these statutes not be enjoined, we may not be able to comply with certain of these statutes by their respective effective dates. We are facing similar challenges in other jurisdictions, including Europe, Latin America, and Asia-Pacific. For example, various EU member states are currently considering a range of legislation from mandatory age verification requirements to banning minor access to social media services. In addition, recent legislation in Australia imposes a social media ban for users under 16 years old, requiring certain social media companies to take reasonable steps to ensure under 16 year olds do not hold user accounts, and an increasing number of other countries have passed or are considering youth social media bans. Our ability to comply with any such requirements may also be impacted by data limitations, limitations of age verification technologies, or other factors. As a result of legislative proposals, new laws, and evolving interpretation of existing laws in Europe, Asia-Pacific, Latin America, and other jurisdictions, we are also, and expect to continue to be, subject to new requirements relating to allegedly fraudulent or illegal activities by third parties on our platform, which could continue to cause us to incur significant compliance costs or make changes to our products or business practices, and could subject us to additional fines and penalties or liability for losses to users or other third parties in such transactions. In addition, the Province of British Columbia has considered, and may in the future consider, a bill that would permit the government to recover public health-related costs potentially associated with providing goods and services in British Columbia, including potentially social media services.

We are also subject to disclosure, reporting, and diligence requirements regarding our social and environmental risks and initiatives. There has been increased focus on these initiatives by many regulators, investors, and other stakeholders and any actual or perceived failure by us to comply with applicable federal, state, local or international laws and regulations could result in legal and regulatory proceedings against us and materially and adversely affect our business, financial condition, and results of operations.

These laws and regulations, as well as any associated claims, inquiries, or investigations or any government actions, have led to, and may in the future lead to, unfavorable outcomes including increased compliance costs, changes to our products, loss of revenue, delays or impediments in the development of new products, negative publicity and reputational harm, increased operating costs, diversion of management time and attention, and remedies that harm our business, including fines, damages, or orders that we modify or cease existing business practices.

We have been and remain subject to regulatory and other government investigations, enforcement actions, and settlements, and we expect to continue to be subject to such proceedings and other inquiries in the future, which could cause us to incur substantial costs or require us to change our business practices in a manner materially adverse to our business.

We receive formal and informal inquiries from government authorities and regulators regarding our compliance with laws and regulations, many of which are evolving and subject to interpretation. We are and expect to continue to be the subject of investigations, inquiries, data requests, requests for information, actions, and audits in the United States, Europe, and around the world, particularly in the areas of privacy, data use, data combination, and data protection, including with respect to processing of sensitive data, data from third parties, data for advertising purposes, data security, minors, data subject rights, safety, law enforcement, consumer protection, civil rights, content and content moderation, use of our platform for illegal, illicit, or otherwise objectionable activity, competition, consumer hardware and software, including virtual reality technology and products, AI, generative AI, and machine learning. In addition, we are currently, and may in the future be, subject to regulatory orders or consent decrees. For example, data protection, competition, content, and consumer protection authorities in the European Union, United States, and other jurisdictions have initiated actions, investigations, or

administrative orders seeking to restrict the ways in which we collect and use information, or impose sanctions, and other authorities may do the same. In addition, we have been and continue to be the subject of litigation and investigations related to the ways in which we collect and use information, including where advertisers are subject to additional regulation such as housing, employment, credit, and financial services. In addition, beginning in March 2018, we became subject to FTC, state attorneys general, and other government inquiries in the United States, Europe, and other jurisdictions in connection with our platform and user data practices as well as the misuse of certain data by a developer that shared such data with third parties in violation of our terms and policies. In July 2019, we entered into a settlement and modified consent order to resolve the FTC inquiry, which took effect in April 2020 and, among other things, required us to significantly enhance our practices and processes for privacy compliance and oversight. Certain state attorneys general inquiries and litigation, and certain government inquiries in other jurisdictions remain ongoing. The FTC also continues to monitor us and our compliance with the modified consent order and initiated an administrative proceeding against us, which we are challenging at the agency and in federal court, that alleges deficient compliance and violations of the Children's Online Privacy Protection Act (COPPA), the COPPA Rule, and Section 5 of the Federal Trade Commission Act and seeks changes to our business. If we are unsuccessful in our challenge to the FTC's action and the agency imposes its proposed order in its current form, we would be subject to significant limitations, including on our ability to launch new and modified products or use data of users under 18 years old. We also notify the IDPC, our lead European Union privacy regulator under the GDPR, and other regulators of certain other personal data breaches and privacy issues, issue similar notifications to European and other regulators under other laws (such as UK GDPR and Member State implementations of the ePrivacy Directive), and are subject to inquiries and investigations by the IDPC and other regulators regarding various aspects of our regulatory compliance. In addition, we are subject to inquiries and investigations by the European Commission regarding our compliance with various provisions of the DSA relating to the use of Facebook and Instagram, including matters related to elections, content reporting and appeals, third-party access to data, political content recommendations, potential deceptive advertising and disinformation, and minors and other vulnerable users. We have been, and may in the future be, subject to penalties, fines, and requirements to change our business practices as a result of such inquiries and investigations. In addition, in July 2024, we entered into a settlement to resolve a lawsuit by the state of Texas in connection with the "tag suggestions" feature and other uses of facial recognition technology.

We are also subject to various litigation and formal and informal inquiries and investigations by competition authorities in the United States, Europe, and other jurisdictions, which relate to many aspects of our business, including with respect to users and advertisers. Such inquiries, investigations, and lawsuits concern, among other things, our business practices in the areas of social networking or social media services, messaging services, digital advertising, and/or mobile or online applications, as well as our acquisitions. For example, beginning in 2019, we became the subject of antitrust inquiries and investigations by the FTC and the U.S. Department of Justice. Beginning in 2020, we became subject to a lawsuit by the FTC alleging that we violated antitrust laws, including by acquiring Instagram in 2012 and WhatsApp in 2014. The complaint seeks a permanent injunction against our company's alleged violations of the antitrust laws, and other equitable relief, including divestiture or reconstruction of Instagram and WhatsApp. In addition, in November 2024, the European Commission issued a fine as a result of its finding that we tied Facebook Marketplace to Facebook and use data in a manner that infringes European Union competition rules. We are also subject to other government inquiries and investigations relating to our business activities and disclosure practices. For example, beginning in September 2021, we became subject to government investigations and requests relating to allegations and the release of internal company documents by a former employee.

Orders issued by, or inquiries or enforcement actions initiated by, government or regulatory authorities could cause us to incur substantial costs, expose us to civil and criminal liability (including liability for our personnel) or penalties (including substantial monetary remedies), interrupt or require us to change our business practices in a manner materially adverse to our business (including changes to our products or user data practices), result in negative publicity and reputational harm, divert resources and the time and attention of management from our business, or subject us to other structural or behavioral remedies that adversely affect our business, and we have experienced some of these adverse effects to varying degrees from time to time.

Compliance with our FTC consent order, the GDPR, U.S. state privacy laws, youth social media laws, the ePrivacy Directive, the DMA, the DSA, the OSA, the EU AI Act, and other regulatory and legislative privacy requirements require significant operational resources and modifications to our business practices, and any compliance failures may have a material adverse effect on our business, reputation, and financial results.

We are engaged in ongoing privacy compliance and oversight efforts, including in connection with our modified consent order with the FTC, requirements of the GDPR and UK GDPR, and other current and anticipated regulatory and

legislative requirements around the world, such as U.S. state privacy laws, youth social media laws, the ePrivacy Directive, DMA, DSA, OSA, EU AI Act, the Korean Personal Information Protection Act, and the Indian Digital Personal Data Protection Act. In particular, we are maintaining a comprehensive privacy program in connection with the FTC consent order that includes substantial management and board of directors oversight, stringent operational requirements and reporting obligations, prohibitions against making misrepresentations relating to user data, a process to regularly certify our compliance with the privacy program to the FTC, and regular assessments of our privacy program by an independent third-party assessor, which has been and will continue to be challenging and costly to maintain and enhance. These compliance and oversight efforts are increasing demand on our systems and resources, and require significant new and ongoing investments, including investments in compliance processes, personnel, and technical infrastructure. We continually reallocate resources internally to assist with these efforts, and this has had, and will continue to have, an adverse impact on our other business initiatives. In addition, these efforts require substantial modifications to our business practices and make some practices such as product and ads development more difficult, time-consuming, and costly. As a result, we believe our ability to develop and launch new features, products, and services in a timely manner has been and will continue to be adversely affected. Further, our privacy compliance and oversight efforts have required, and we expect will continue to require, significant time and attention from our management and board of directors. The requirements of the FTC consent order and other privacy-related laws and regulations are complex and apply broadly to our business, and from time to time we notify relevant authorities of instances where we are not in full compliance with these requirements or otherwise discover privacy issues, and we expect to continue to do so as any such issues arise in the future. In addition, regulatory and legislative privacy requirements are constantly evolving and can be subject to significant change and uncertain interpretation. For example, we are subject to restrictions and requirements under the DMA, including in areas such as the combination of data across services and product design, which will likely be subject to further interpretation and regulatory engagement.

The FTC initiated an administrative proceeding against us alleging, among other things, deficient compliance with the FTC consent order and seeking substantial modifications to the requirements of the consent order, including a prohibition on our use of minors' data for any commercial purposes, changes to the composition of our board of directors, and significant limitations on our ability to modify and launch new products. We are challenging the FTC's administrative proceeding. If the challenge is unsuccessful and the FTC is able to impose the proposed order in its current form, it would limit our ability to provide certain features and services, engage in certain business practices, require us to further increase the time, resources, and costs we spend on compliance and oversight efforts, and would adversely affect our business and financial results.

If we are unable to successfully implement and comply with the mandates of the FTC consent order (including any future modifications to the order), GDPR and UK GDPR, U.S. state privacy laws, youth social media laws, ePrivacy Directive, DMA, DSA, EU AI Act, or other regulatory or legislative requirements, or if any relevant authority believes that we are in violation of the consent order or other applicable requirements, we may be subject to regulatory or governmental investigations or lawsuits, which may result in significant monetary fines or damages (including for loss of control of data without other damage), judgments, penalties, or other remedies, and we may also be required to make additional changes to our business practices. Any of these events could have a material adverse effect on our business, reputation, and financial results.

We may incur liability as a result of information retrieved from or transmitted over the internet or published using our products or as a result of claims related to our products, and legislation regulating content on our platform may require us to change our products or business practices and may adversely affect our business and financial results.

We have faced, currently face, and will continue to face claims and government and regulatory inquiries relating to information or content that is published or made available on our products, including claims, inquiries, and investigations relating to our policies, algorithms, and enforcement decisions with respect to such information or content. In particular, the nature of our business exposes us to claims and inquiries related to defamation, dissemination of misinformation or news hoaxes, deceptive and fraudulent advertising, sanctions, discrimination, harassment, intellectual property rights, rights of publicity and privacy, personal injury torts, laws regulating hate speech or other types of content, on- or offline safety and well-being (such as acts of violence, terrorism, improper promotion or distribution of pharmaceuticals and illicit drugs, human exploitation, child exploitation, illegal gaming, and other fraudulent or otherwise illegal activity), products liability, consumer protection, and breach of contract, among others. For example, over the last several years we have seen an increase in claims brought by or on behalf of younger users, including claims related to well-being issues based on allegedly harmful content that is shared on or recommended by our products. In addition, we have been subject to litigation alleging that our ad targeting and delivery practices constitute violations of anti-discrimination laws.

The potential risks relating to any of the foregoing types of claims are currently enhanced in certain jurisdictions

outside the United States where our protection from liability for third-party actions may be unclear or where we may be less protected under local laws than we are in the United States. For example, in April 2019, the European Union passed a directive (the European Copyright Directive) expanding online platform liability for copyright infringement and regulating certain uses of news content online, which the EU member states have since implemented into their national laws. In addition, the European Union revised the European Audiovisual Media Service Directive to apply to online video-sharing platforms, which member states are implementing. Additionally, in June 2025, the Brazilian Supreme Court partially invalidated the country's intermediary liability framework, which previously limited platform responsibility for third-party content. The new court-established liability framework requires platforms to remove unlawful content upon private notice and to implement adequate measures to prevent and remove illegal ads and content related to certain crimes under local law, resulting in civil liability in case of non-compliance. As a result, we anticipate making product and operational changes to our content reporting processes in Brazil and may face increased litigation and/or regulatory enforcement. In the United States, in 2023, the U.S. Supreme Court heard oral argument in a matter in which the scope of the protections available to online platforms under Section 230 of the Communications Decency Act (Section 230) was at issue, but it ultimately declined to address Section 230 in its decision. There also have been, and continue to be, various other litigation concerning, and state and federal legislative and executive efforts to remove or restrict, the scope of the protections under Section 230, as well as to impose new obligations on online platforms with respect to commerce listings, user access and content, including electoral-related and AI-generated content, counterfeit goods and copyright-infringing material, and our current protections from liability for third-party content in the United States could decrease or change. We could incur significant costs investigating and defending such claims and, if we are found liable, significant damages.

We could also face fines, orders restricting or blocking our services in particular geographies, or other judicial or government-imposed remedies as a result of content hosted on our services. For example, legislation in Germany and India has resulted, and may result in the future, in the imposition of fines or other penalties for failure to comply with certain content removal, law enforcement cooperation, and disclosure obligations. Numerous other countries in Europe, the Middle East, Asia-Pacific, and Latin America are considering or have implemented similar legislation imposing liability or potentially significant penalties, including fines, service throttling, or advertising bans, for failure to remove certain types of content or follow certain processes. For example, we have been subject to fines and may in the future be subject to other penalties in connection with social media legislation in Turkey, and we have been subject to fines and service blocking and prohibition in Russia. Content-related legislation also has required us, and may require us in the future, to change our products or business practices, increase our costs, or otherwise impact our operations or our ability to provide services in certain geographies. For example, the European Copyright Directive requires certain online services to obtain authorizations for copyrighted content or to implement measures to prevent the availability of that content, which may require us to make substantial investments in compliance processes. Member states' laws implementing the European Copyright Directive may also require online platforms to pay for content. In addition, our products and services are subject to restrictions and requirements, and we are subject to increased compliance costs, and potential fines or other penalties in the event of non-compliance, as a result of the Digital Services Act in the European Union, which started to apply to our business as of August 2023, and other content-related legislative developments such as the Online Safety and Media Regulation Act in Ireland and the Online Safety Act in the United Kingdom. Certain countries and U.S. states have also implemented or proposed legislation that may require us to pay publishers for certain news content shared on our products. For example, as a result of such legislation in Canada, we have ended the availability of news content for Canadian users on Facebook and Instagram. In the United States, changes to the protections available under Section 230 or the First Amendment to the U.S. Constitution or new state or federal content-related legislation or investigations may increase our costs or require significant changes to our products, business practices, or operations, which could adversely affect user growth and engagement.

Any of the foregoing events could adversely affect our business and financial results.

Payment-related activities may subject us to additional regulatory requirements, regulatory actions, and other risks that could be costly and difficult to comply with or that could harm our business.

Several of our products offer Payments functionality, including enabling our users to purchase tangible, virtual, and digital goods from merchants and developers that offer applications using our Payments infrastructure, send money to other users, and make donations to certain charitable organizations, among other activities. We are subject to a variety of laws and regulations in the United States, Europe, and elsewhere, including those governing anti-money laundering and counter-terrorist financing, money transmission, stored value, gift cards and other prepaid access instruments, electronic funds transfer, virtual currency, consumer protection, charitable fundraising, economic sanctions, and import and export restrictions. In addition, we could become subject to new consumer protection laws and regulations that may be adopted or amended, including those related to payments activity as well as sharing, collection, and use of payments-related data.

Depending on how our Payments products evolve, we may also be subject to other laws and regulations including those governing gambling, banking, and lending. In some jurisdictions, the application or interpretation of these laws and regulations is not clear. We have received certain payments licenses in the United States and other jurisdictions for our regulated Payments-related products and activities. These licenses increase flexibility in how our use of Payments may evolve, help mitigate regulatory uncertainty, and will generally require us to demonstrate compliance with many domestic and foreign laws in relation to our licensed Payments products and activities. Our efforts to comply with these laws and regulations could be costly and result in diversion of management time and attention and may still not guarantee compliance. In the event that we are found to be in violation of any such legal or regulatory requirements, we may be subject to monetary fines or other penalties such as a cease and desist order, or we may be required to make product changes, any of which could have an adverse effect on our business and financial results.

In addition, we are subject to a variety of additional risks as a result of Payments transactions, including: increased costs and diversion of management time and attention and other resources to address bad transactions or customer disputes; potential fraudulent or otherwise illegal activity by users, developers, employees, or third parties; restrictions on the investment of consumer funds used to transact Payments; and additional disclosure and reporting requirements. We have also launched payments functionality on certain of our applications and as part of our metaverse efforts, and may in the future undertake additional payments initiatives, which may subject us to many of the foregoing risks and additional licensing requirements.

Risks Related to Data, Security, Platform Integrity, and Intellectual Property

Security breaches, improper access to or disclosure of our data or user data, other hacking and phishing attacks on our systems, or other cyber incidents could harm our reputation and adversely affect our business.

Our industry is prone to cyber-attacks by parties seeking unauthorized access to our data or users' data or to disrupt our ability to provide service or otherwise harm us. Our products and services involve the collection, storage, processing, and transmission of a large amount of data. Any failure to prevent or mitigate security breaches and improper access to or disclosure of our data or user data, including personal information, content, or payment information from users, information from marketers, and other intellectual property or content on our systems, could result in the loss, modification, disclosure, destruction, or other misuse of such data, which could harm our business and reputation and diminish our competitive position. In addition, computer malware, viruses, social engineering (such as spear phishing attacks), scraping, and general hacking continue to be prevalent in our industry, have occurred on our systems, and will occur on our systems in the future. We also regularly encounter attempts to create false or undesirable user accounts, purchase ads, or take other actions on our platform for purposes such as spamming, spreading misinformation, or other illegal, illicit, or otherwise objectionable ends. As a result of our prominence, the size of our user base, the types and volume of personal data and content on our systems, and the evolving nature of our products and services (including our efforts involving new and emerging technologies), we believe that we are a particularly attractive target for such breaches and attacks, including from nation states and highly sophisticated, state-sponsored, or otherwise well-funded actors, and we experience heightened risk from time to time as a result of geopolitical events. Our efforts to address undesirable activity on our platform also increase the risk of retaliatory attacks. Such breaches and attacks may cause interruptions to the services we provide, degrade the user experience or otherwise adversely affect users, cause users or marketers to lose confidence and trust in our products, impair our internal systems or product development, or result in financial harm to us. Our efforts to protect our company data or the information we receive, and to prevent or disable undesirable activities on our platform, may also be unsuccessful due to software bugs, misconfigurations, vulnerabilities, single points of failure, or other technical malfunctions; employee, contractor, AI agent, or vendor error or malfeasance; social engineering or other cyber-attacks directed towards our personnel or their access; misuse of company data or systems by our personnel; defects or vulnerabilities in our vendors' information technology systems or offerings or third-party tools, applications, or services used by our personnel; government exploitation or surveillance; breaches of physical security of our facilities, technical infrastructure, or other equipment; or other threats that evolve. In addition, other parties may attempt to fraudulently or maliciously induce employees, contractors, vendors, AI agents, or users to disclose information in order to gain access to our data or systems, our users' data, or other services or systems. Our AI initiatives and other efforts to develop and launch new features, products, and services in a timely manner have introduced additional risks and vulnerabilities that are not fully mitigated. In particular, our efforts to develop and deploy AI models, internal and third-party AI tools, and other AI applications and agents expose us and users of AI agents to increased and novel risks and vulnerabilities, including prompt injection, circumvention of AI safety controls to generate harmful or otherwise unauthorized outputs, errors, agents acting beyond their intended scope, and other issues related to AI agents, as well as compromise of data, systems, or valuable intellectual property including source code, model weights, and other assets. There are similar emerging supply chain vulnerabilities across the industry. Cyber-attacks continue to evolve in sophistication

and volume, including as a result of threat actors exploiting the use of generative and agentic AI technologies, and inherently may be difficult to detect for long periods of time. In particular, rapid advances in AI technologies have enabled the discovery of security vulnerabilities at unprecedented speed and scale across the industry, which is expected to continue and may outpace our or other parties' abilities to remediate any such vulnerabilities. As a result, we are exposed to heightened risks of cyber-attacks or other security incidents. Although we have developed systems and processes that are designed to protect our data and user data, to reduce the risk of data loss or misuse, to disable undesirable accounts and activities on our platform, and to reduce the risk of or detect security breaches, such measures will not provide absolute security, and we cannot assure you that we will be able to react in a timely manner to any cyber-attacks or other security incidents, or that our remediation efforts will be successful. Our business and operations span numerous geographies around the world and involve thousands of employees, contractors, vendors, developers, partners, and other third parties, including AI and cloud services. At any given time, we face known and unknown cybersecurity risks and threats that are not fully mitigated, and we discover vulnerabilities in our products, systems, and security efforts.

In addition, some of our developers or other partners, such as those that help us measure the effectiveness of ads or conduct training of our AI models, may receive or store information provided by us or by our users and through mobile or web applications integrated with our products. We provide limited information to such third parties based on the scope of services provided to us. However, if these third parties or developers fail to adopt or adhere to adequate data security practices, or in the event of a breach of their networks, our data or our users' data may be improperly accessed, used, or disclosed.

We regularly experience such cyber-attacks and other security incidents of varying degrees, and we incur significant costs in protecting against or remediating such incidents. In addition, we are subject to a variety of laws and regulations in the United States and abroad relating to cybersecurity and data protection, including the GDPR and EU member state laws implementing the European Union's Network and Information Security Directive (NIS2) and the Department of Justice's Bulk Data Rule, as well as obligations under our modified consent order with the FTC. As a result, government authorities, affected users, or other parties could initiate legal or regulatory actions against us in connection with any actual or perceived security breaches, improper access to or disclosure of data, or other cybersecurity issues, which has occurred in the past and which could cause us to incur significant expense and liability or result in orders or consent decrees forcing us to modify our business practices. Such incidents or our efforts to remediate such incidents may also result in a decline in our active user base or engagement levels. Any of these events could have a material and adverse effect on our business, reputation, or financial results.

Intentional misuse of our services and user data and other undesirable activity by third parties on our platform could adversely affect our business.

We have experienced, and expect to continue to experience, intentional misuse of our services and user data by third parties, as well as other undesirable, illicit, or high-risk activity on our platform. We are making significant investments in privacy, safety, security, and content and advertising review efforts to combat these activities, including investigations and audits of platform applications, as well as other enforcement efforts. We have discovered and announced, and anticipate that we will continue to discover and announce, additional incidents of misuse of user data or other undesirable or illicit activity by third parties or malfeasant internal actors. We will not discover all such incidents or activity, whether as a result of our data or technical limitations, including our lack of visibility over our encrypted services, the scale of activity on our platform, the allocation of resources to other projects, or other factors, and we may be notified of such incidents or activity by the independent privacy assessor required under our modified consent order with the FTC, government authorities, the media, or other third parties.

Such incidents and activities include the use of user data or our systems in a manner inconsistent with our terms, contracts or policies, the existence of hacked, false or undesirable user accounts, election interference, improper advertising practices, activities that threaten people's safety or well-being on- or offline (such as acts of violence, terrorism, improper promotion or distribution of pharmaceuticals and illicit drugs, human exploitation, child exploitation, and illegal gaming), instances of spamming, surveillance, scraping, data harvesting, unsecured datasets, or spreading misinformation, or other fraudulent or otherwise illegal activity. From time to time we are unsuccessful in our efforts to enforce our policies or otherwise prevent or remediate any such incidents. We may also be subject to increased risk as a result of the use of AI technologies in connection with such incidents and activities, or changes to our content policies and enforcement efforts from time to time.

Consequences of any of the foregoing developments include negative effects on user trust and engagement, harm to our reputation and brands, changes to our business practices in a manner adverse to our business, and adverse effects on our business and financial results. Such developments have subjected, and may in the future subject, us to additional litigation and regulatory inquiries, which could subject us to monetary penalties and damages, divert management's time and attention, and lead to enhanced regulatory oversight.

Our products and internal systems rely on software and hardware that is highly technical, and any errors, bugs, or vulnerabilities in these systems, or failures to address or mitigate technical limitations in our systems, could adversely affect our business.

Our products and internal systems rely on software and hardware, including software and hardware developed or maintained internally and/or by third parties (including public cloud providers, AI technologies and services, open source software, and the operating systems and browsers which users rely on to run our applications and access our systems), that is highly technical and complex. In addition, our products and internal systems depend on the ability of such software and hardware to store, retrieve, process, and manage immense amounts of data. The software and hardware on which we rely has contained, and will in the future contain, errors, bugs, or vulnerabilities, and our systems are subject to certain technical limitations that may compromise our ability to meet our objectives. Some errors, bugs, or vulnerabilities inherently may be difficult to detect and may only be discovered after the code has been released for external or internal use. Rapid developments in AI continue to increase the risk that errors, bugs, or vulnerabilities in our products and systems may be discovered and exploited by third parties in a way that adversely impacts our products, systems, or data before we are able to identify and remediate those errors, bugs, or vulnerabilities. We also face risks from errors, bugs, or vulnerabilities introduced through the use of AI, including AI agents and AI-generated code, to develop or maintain software or systems and the use of AI within those software and systems. Errors, bugs, vulnerabilities, design defects, or technical limitations within our products and the software and hardware on which we rely, or human error or malfeasance in using such systems, have led to, and may in the future lead to, outcomes including a negative experience or other adverse effects for users and marketers who use our products, compromised ability of our products to perform in a manner consistent with our terms, contracts, or policies, delayed product introductions or enhancements, targeting, measurement, or billing errors, compromised ability to protect the data of our users and/or our intellectual property or other data or to address violating activity on our platform, or reductions in our ability to provide some or all of our services. For example, we make commitments to our users as to how their data will be collected, used, shared, and retained within and across our products, and our systems, and the software and hardware on which we rely, are subject to errors, bugs and technical limitations that may prevent us from fulfilling these commitments reliably. In addition, any errors, bugs, vulnerabilities, or defects in our systems or the software and hardware on which we rely, failures to properly address or mitigate the technical limitations in our systems, or associated degradations or interruptions of service or failures to fulfill our commitments to our users, have led to, and may in the future lead to, outcomes including damage to our reputation, loss of users, loss of marketers, loss of revenue, regulatory inquiries, litigation, or liability for fines, damages, or other remedies, any of which could adversely affect our business and financial results.

If we are unable to protect our intellectual property, the value of our brands and other intangible assets may be diminished, and our business may be adversely affected.

We rely and expect to continue to rely on a combination of confidentiality, assignment, and license agreements with our employees, consultants, and third parties with whom we have relationships, as well as trademark, copyright, patent, trade secret, and domain name protection laws, to protect our proprietary rights. In the United States and internationally, we have filed various applications for protection of certain aspects of our intellectual property, and we currently hold a significant number of registered trademarks and issued patents in multiple jurisdictions and have acquired patents and patent applications from third parties. Third parties may knowingly or unknowingly infringe our proprietary rights, third parties may challenge proprietary rights held by us, and pending and future trademark and patent applications may not be approved. In addition, effective intellectual property protection may not be available in every country in which we operate or intend to operate our business. In any or all of these cases, we may be required to expend significant time and expense in order to prevent infringement or to enforce our rights. Although we have generally taken measures to protect our proprietary rights, there can be no assurance that others will not offer products or concepts that are substantially similar to ours and compete with our business. In addition, we regularly contribute software source code under open source and other permissive licenses and have made other technology we developed available under such licenses, and we include open source software in our products. Additionally, our AI is trained on data sets that may include open source software and the outputs of our AI may be subject to open source license restrictions or obligations. As a result of our open source contributions and the use of open source in our products, we may license or be required to license or disclose code and/or innovations that turn out to be material to our business and may also be exposed to increased litigation risk. If the protection of our proprietary rights is inadequate to prevent unauthorized use or appropriation by third parties, the value of our brands and other intangible assets may be

diminished and competitors may be able to more effectively mimic our products, services, and methods of operations. Any of these events could have an adverse effect on our business and financial results.

We are currently, and expect to be in the future, party to patent, trademark, and copyright lawsuits and other intellectual property rights claims that are expensive and time consuming and, if resolved adversely, could have a significant impact on our business, financial condition, or results of operations.

Companies in the internet, technology, and media industries own large numbers of patents, copyrights, trademarks, and trade secrets, and frequently enter into litigation based on allegations of infringement, misappropriation, or other violations of intellectual property or other rights, including in novel areas such as those relating to AI training and AI outputs. In addition, various "non-practicing entities" that own patents and other intellectual property rights often attempt to aggressively assert their rights in order to extract value from technology companies. Furthermore, from time to time we may introduce or acquire new products, including in areas where we historically have not competed, or introduce new features for existing products, which could increase our exposure to intellectual property claims from competitors, non-practicing entities, and other rights holders.

From time to time, we receive notice from patent, copyright, and trademark holders and other parties alleging that certain of our products and services, trademarks, or user content, infringe their intellectual property rights or that certain employees may have misappropriated trade secrets from their former employers. We presently are involved in a number of intellectual property lawsuits, and as we face increasing competition and develop new products and services, we expect the number of intellectual property claims against us to grow. For example, we and other companies are, and expect to continue to be, the subject of litigation in the United States, Europe, Canada, and elsewhere alleging copyright infringement in connection with the acquisition, distribution, and use of copyrighted materials for AI training as well as potential reproduction of copyrighted materials in AI outputs, including cases addressing the applicability of the fair use defense in the United States. There can be no assurances that favorable final outcomes will be obtained in these cases. In addition, plaintiffs may seek, and we may become subject to, preliminary or provisional rulings in the course of any such litigation, including potential preliminary injunctions requiring us to change or cease some or all of our operations. We may decide to settle such lawsuits and disputes on terms that are unfavorable to us. Similarly, if any litigation to which we are a party is resolved adversely, we may be subject to an unfavorable judgment that may not be reversed upon appeal. The terms of such a settlement or judgment may require us to change or cease some or all of our operations or pay substantial amounts to the other parties, including statutory damages to large numbers of copyright holders. For certain jurisdictions, including the United States, statutory damages for copyright liability are calculated on a per work basis, which may result in substantial damages, particularly given the large volumes of data required to train AI models. In addition, we may have to seek a license to continue practices found to be in violation of a third party's rights, which may not be available on reasonable terms, or at all, and may significantly increase our operating costs and expenses. As a result, we may also be required to develop alternative non-infringing technology or practices, or branding or discontinue the practices or branding. The development of alternative non-infringing technology, branding or practices could require significant effort and expense, could result in less effective technology, branding or practices or otherwise negatively affect the user experience, or may not be feasible. We have experienced unfavorable outcomes in such disputes and litigation in the past, and our business, financial condition, and results of operations could be materially and adversely affected as a result of an unfavorable resolution of the disputes and litigation referred to above.

Risks Related to Ownership of Our Class A Common Stock

The trading price of our Class A common stock has been and will likely continue to be volatile.

The trading price of our Class A common stock has been, and is likely to continue to be, volatile. Since shares of our Class A common stock were sold in our initial public offering in May 2012 at a price of $38.00 per share, our stock price has ranged from $17.55 to $796.25 through June 30, 2026. In addition to the factors discussed in this Quarterly Report on Form 10-Q, the trading price of our Class A common stock has in the past fluctuated and may in the future fluctuate significantly in response to numerous factors, many of which are beyond our control, including:

- actual or anticipated fluctuations in our revenue and other operating results for either of our reportable segments;
- the financial projections we may provide to the public, any changes in these projections, or our failure to meet these projections;

- actions of securities analysts who initiate or maintain coverage of us, changes in financial estimates by any securities analysts who follow our company, or our failure to meet these estimates or the expectations of investors;
- additional shares of our stock being sold into the market by us, our existing stockholders, or in connection with acquisitions, or the anticipation of such sales;
- investor sentiment with respect to our competitors, our business partners, and our industry in general;
- announcements by us or our competitors of significant products or features, technical innovations, acquisitions, strategic partnerships, joint ventures, or capital commitments;
- announcements by us or estimates by third parties of actual or anticipated changes in the size of our user base, the level of user engagement, or the effectiveness of our ad products;
- changes in operating performance and stock market valuations of technology companies in our industry, including our developers and competitors;
- price and volume fluctuations in the overall stock market, including as a result of trends in the economy as a whole;
- the inclusion, exclusion, or deletion of our stock from any trading indices, such as the S&P 500 Index;
- media coverage of our business and financial performance;
- lawsuits threatened or filed against us, or developments in pending lawsuits;
- adverse government actions or legislative or regulatory developments relating to advertising, competition, content, privacy, or other matters, including interim or final rulings by tax, judicial, or regulatory bodies;
- trading activity in our share repurchase program; and
- other events or factors, including those resulting from war, incidents of terrorism, pandemics, and other disruptive external events, or responses to these events.

In addition, the stock markets have experienced extreme price and volume fluctuations that have affected and continue to affect the market prices of equity securities of many technology companies. We are currently subject to securities litigation in connection with our platform and user data practices and the misuse of certain data by a developer that shared such data with third parties in violation of our terms and policies; the disclosure of our earnings results for the second quarter of 2018; and a former employee's allegations and release of internal company documents beginning in September 2021. We may experience more such litigation following future periods of volatility. Any securities litigation could subject us to substantial costs, divert resources and the attention of management from our business, and adversely affect our business.

The dual class structure of our common stock has the effect of concentrating voting control with our CEO and certain other holders of our Class B common stock; this will limit or preclude your ability to influence corporate matters.

Our Class B common stock has ten votes per share and our Class A common stock has one vote per share. Holders of our Class B common stock, including our founder, Chairman, and CEO, together hold a majority of the combined voting power of our outstanding capital stock, and therefore are able to control the outcome of all matters submitted to our stockholders for approval so long as the shares of Class B common stock represent at least 9.1% of all outstanding shares of our Class A and Class B common stock. This concentrated control will limit or preclude your ability to influence corporate matters for the foreseeable future.

Transfers by holders of Class B common stock will generally result in those shares converting to Class A common stock, subject to limited exceptions, such as certain transfers effected for estate planning or charitable purposes. The conversion of Class B common stock to Class A common stock will have the effect, over time, of increasing the relative voting power of those holders of Class B common stock who retain their shares in the long term. If, for example, Mr. Zuckerberg retains a significant portion of his holdings of Class B common stock for an extended period of time, he could, in the future, continue to control a majority of the combined voting power of our outstanding capital stock.

Our status as a "controlled company" could make our Class A common stock less attractive to some investors or otherwise harm our stock price.

Because we qualify as a "controlled company" under the corporate governance rules for Nasdaq-listed companies, we are not required to have a majority of our board of directors be independent, nor are we required to have a compensation committee or an independent nominating function. In the future we could elect not to have a majority of our board of directors be independent or not to have a compensation committee or an independent nominating function. Accordingly, should the interests of our controlling stockholder differ from those of other stockholders, the other stockholders may not have the same protections afforded to stockholders of companies that are subject to all of the corporate governance rules for Nasdaq-listed companies. Our status as a controlled company could make our Class A common stock less attractive to some investors or otherwise harm our stock price.

Delaware law and provisions in our certificate of incorporation and bylaws could make a merger, tender offer, or proxy contest difficult, thereby depressing the trading price of our Class A common stock.

Our status as a Delaware corporation and the anti-takeover provisions of the Delaware General Corporation Law may discourage, delay, or prevent a change in control by prohibiting us from engaging in a business combination with an interested stockholder for a period of three years after the person becomes an interested stockholder, even if a change of control would be beneficial to our existing stockholders. In addition, our current certificate of incorporation and bylaws contain provisions that may make the acquisition of our company more difficult, including the following:

- until the first date on which the outstanding shares of our Class B common stock represent less than 35% of the combined voting power of our common stock, any transaction that would result in a change in control of our company requires the approval of a majority of our outstanding Class B common stock voting as a separate class;
- we currently have a dual class common stock structure, which provides Mr. Zuckerberg with the ability to control the outcome of matters requiring stockholder approval, even if he owns significantly less than a majority of the shares of our outstanding Class A and Class B common stock;
- when the outstanding shares of our Class B common stock represent less than a majority of the combined voting power of common stock, certain amendments to our certificate of incorporation or bylaws will require the approval of two-thirds of the combined vote of our then-outstanding shares of Class A and Class B common stock;
- when the outstanding shares of our Class B common stock represent less than a majority of the combined voting power of our common stock, vacancies on our board of directors will be able to be filled only by our board of directors and not by stockholders;
- when the outstanding shares of our Class B common stock represent less than a majority of the combined voting power of our common stock, our board of directors will be classified into three classes of directors with staggered three-year terms and directors will only be able to be removed from office for cause;
- when the outstanding shares of our Class B common stock represent less than a majority of the combined voting power of our common stock, our stockholders will only be able to take action at a meeting of stockholders and not by written consent;
- only our board chair, our chief executive officer, our president, or a majority of our board of directors are authorized to call a special meeting of stockholders;
- advance notice procedures apply for stockholders to nominate candidates for election as directors or to bring matters before an annual meeting of stockholders;
- our certificate of incorporation authorizes undesignated preferred stock, the terms of which may be established, and shares of which may be issued, without stockholder approval; and
- certain litigation against us can only be brought in Delaware.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

a) Sales of Unregistered Securities

None.

c) Issuer Purchases of Equity Securities

There was no share repurchase activity during the three months ended June 30, 2026.

Item 5. Other Information

Rule 10b5-1 Trading Plans

During the quarter ended June 30, 2026, the officers listed below adopted, modified, or terminated trading plans intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) under the Securities Exchange Act of 1934, as amended. References to "net shares received" below refer to net shares received by an officer after excluding any shares withheld by us to satisfy our income tax withholding and remittance obligations in connection with the net settlement of equity awards.

On May 19, 2026, Christopher K. Cox, our Chief Product Officer, entered into a trading plan that provides for the sale of an aggregate of up to 80,000 shares of our Class A common stock. The plan will terminate on July 30, 2027, subject to early termination for certain specified events set forth in the plan.

On May 29, 2026, Aaron Anderson, our Chief Accounting Officer, modified an existing trading plan (Original Trading Arrangement), which was adopted on February 6, 2026 and scheduled to terminate on January 14, 2028, subject to early termination for certain specified events set forth in the Original Trading Arrangement. The Original Trading Arrangement provided for the sale of up to all of the net shares received from two quarterly settlements of the restricted stock units underlying Mr. Anderson's outstanding equity awards and any future equity award grants that settle on such quarterly settlement dates. The modified trading arrangement (Modified Trading Arrangement) provides for the sale of such shares as well as up to an aggregate of 3,240 additional shares of our Class A common stock. The Modified Trading Arrangement will terminate on January 14, 2028, subject to early termination for certain specified events set forth in the Modified Trading Arrangement.

Item 6. Exhibits

Exhibit Number	Exhibit Description	Incorporated by Reference				Filed Herewith
		Form	File No.	Exhibit	Filing Date	
4.1	Fifth Supplemental Indenture, dated as of May 4, 2026, by and between Meta Platforms, Inc. and U.S. Bank Trust Company, National Association, as trustee.	8-K	001-35551	4.1	May 4, 2026	
31.1	Certification of Mark Zuckerberg, Chief Executive Officer, pursuant to Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.					X
31.2	Certification of Susan Li, Chief Financial Officer, pursuant to Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.					X
32.1#	Certification of Mark Zuckerberg, Chief Executive Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.					X
32.2#	Certification of Susan Li, Chief Financial Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.					X
101.INS	Inline XBRL Instance Document (the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document).					X
101.SCH	Inline XBRL Taxonomy Extension Schema Document.					X
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document.					X
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document.					X
101.LAB	Inline XBRL Taxonomy Extension Labels Linkbase Document.					X
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document.					X
104	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101).					X

This certification is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (Exchange Act), or otherwise subject to the liability of that section, nor shall it be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Quarterly Report on Form 10-Q to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Menlo Park, State of California, on this 29th day of July 2026.

META PLATFORMS, INC.

Date: July 29, 2026

/s/ SUSAN LI

Susan Li
Chief Financial Officer
(Principal Financial Officer)

Date: July 29, 2026

/s/ AARON ANDERSON

Aaron Anderson
Chief Accounting Officer
(Principal Accounting Officer)