

EXHIBIT A

CORPORATE GOVERNANCE REFORMS

Within one hundred and fifty (150) days after final approval of the Settlement, the Board shall adopt resolutions and amend its Corporate Governance Guidelines and appropriate committee charters and/or policies, as applicable, to ensure adherence to the following Reforms, to be maintained for a period of no less than four (4) years (the “Compliance Period”).

The Company may amend or eliminate any one or more of the corporate governance reforms described herein during the Complaint Period if the Board determines in a good faith exercise of its business judgment that a policy, procedure, control, or agreement term is not in the Company’s best interest or conflicts with any provision of any applicable law, including without limitation, the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, or any rules or regulations promulgated thereunder. Any changes deemed material to the Company by the Company that are made pursuant to the above shall be reported on an annual basis either in the Company’s SEC Form 10-K or SEC Form 14(a) Proxy Statement.

A. Board of Directors

1. Appointment of New Independent Directors

- a) Size of the Board; Independent Expert for Identifying New Independent Director Candidates: The Board is currently comprised of ten (10) directors, eight (8) of whom are independent under the applicable stock exchange requirements (such directors, “Independent Directors”). If the Company determines to add additional Independent Directors, the Company’s Nominating and Governance Committee shall engage a search firm to assist it in identifying and nominating new Independent Director candidates for the Board, where appropriate.
- b) California Corporations Code Compliance: On or before the statutory date of compliance, the Company shall be in compliance with California Corporations Code §§ 2115.5 and 301.3, which require that a certain minimum number of women sit on public companies’ boards.
- c) Procedure for Identifying New Independent Directors: Candidates for the Board shall be identified pursuant to the Company’s Corporate Governance Guidelines in effect from time to time. The Company’s Corporate Governance Guidelines shall be amended to expand the list of factors that the Company’s Nominating and Governance Committee and Board may consider when identifying Board candidates to include additional criteria such as: (i) a general understanding of sales and marketing, finance or other disciplines relevant to the success of a large publicly traded company; (ii) understanding of the Company’s business and technology; (iii) educational and professional background; and (iv) personal accomplishment.

2. Enhanced Board Independence

The Company shall revise its Corporate Governance Guidelines and/or Nominating and Governance Committee Charter to state that the “independence” criteria that the Nominating and Governance Committee and the Board may consider when identifying independent directors are to be equally or more restrictive than the requirements of the securities exchange on which the Company’s securities are listed and applicable laws and regulations.

The Company shall also adopt stock ownership guidelines for members of the Board (equal to at least two (2) times his or her annual cash retainer in the prior year, to be achieved within 24 months of later of (A) the Effective Date of the Settlement or (B) the Director’s appointment to the Board).

3. Board Diversity

The Company and the Board’s Nominating and Corporate Governance Committee shall consider underrepresented populations when seeking candidates for nomination to the Board and the Company’s Corporate Governance Guidelines shall be revised to expressly state the Company’s commitment to including women and individuals from minority groups in Board candidate pools.

4. Meetings in Executive Sessions

The Company’s Corporate Governance Guidelines shall be revised to require that the Independent Directors meet in executive session at each regularly scheduled meeting of the Board and that the minutes of all such meetings be maintained. The Independent Directors shall have the power to call for reporting from any business unit at the executive session, including, without limitation, from audit and compliance segments.

5. Director Training and Continuing Education

The Company shall revise its Corporate Governance Guidelines to require the implementation of a formal continuing education program that requires, at a minimum, the following:

- a) Each new director shall attend an orientation program provided by the Company or a nationally recognized corporate director education provider; and
- b) The Company shall sponsor presentations to the Board at least annually on corporate governance issues and best-in-class practices and will encourage all directors, absent extenuating circumstances, to participate in such ongoing education programs either in person or by video conference or other type of remote connection.

The Company shall cover reasonable expenses incurred in connection with the foregoing training.

B. Committee Matters

1. Disclosure Committee

The Company shall revise the charter for its Disclosure Committee to provide that the mission of the Disclosure Committee will include establishing effective procedures and protocols at the Company relating to key metrics disclosures, to ensure that all of the Company's significant public statements, including, but not limited to, SEC filings, material press releases, and Company's significant statements to non-Company individuals at public or private meetings, are reviewed for accuracy, integrity, and completeness, and for reviewing with management its ongoing compliance with these protocols and procedures.

The Disclosure Committee shall, among other responsibilities:

- a) Design, adopt, implement and monitor appropriate procedures and policies to ensure accurate and timely collection of information for inclusion into the Company's quarterly earnings press releases and periodic and current SEC reports;
- b) Establish and review timelines relating to the preparation and filing of the Company's quarterly earnings press releases and periodic SEC reports, including policies and lines of communication to ensure that relevant Company personnel timely report to the Committee information potentially requiring disclosure, in coordination with other groups within the Company as appropriate;
- c) Review the Company's Exchange Act filings (including Forms 10-Q, Forms 10-K, Forms 8-K, and proxy statements), registration statements, or other information material to the Company's stockholders, correspondence to stockholders, and presentations to analysts and investors;
- d) Coordinate, as necessary, the review of the Company's quarterly earnings press releases and periodic and current SEC reports with the Company's Senior Officers, independent accountants, internal auditors (if any), outside legal counsel and the Audit Committee;
- e) A co-chair of the Disclosure Committee or co-chair's designee shall report periodically, but at least quarterly, to the Chief Financial Officer and the Chairman of the Audit Committee;
- f) Undertake any other duties or responsibilities as the CEO, CFO or the Audit Committee may, from time to time, prescribe; and
- g) At least annually review and assess the Company's non-financial metrics disclosed in its Exchange Act filings.

Further, in connection with subsection (g) above:

1. The Disclosure Committee shall review at least annually whether additional or alternative measures of user activity should be tracked and disclosed in order to fairly present, qualify, or contextualize the Company's business and operations.

2. The Disclosure Committee shall, at least annually, identify and evaluate significant trends or developments in the Company's user metrics that may have a material impact on the Company's future operational or financial performance.

The Disclosure Committee shall hold regular meetings prior to the preparation and filing of the Company's annual and quarterly financial statements, as well as ad-hoc meetings from time to time as directed by the CEO, CFO, the Audit Committee or as the Disclosure Committee otherwise deems appropriate. In no event shall the Disclosure Committee meet fewer than four times per calendar year.

2. Audit Committee

The Audit Committee Charter shall be revised and amended as follows:

- a) No member of the Audit Committee shall serve on the audit committee of more than two (2) other public company audit committees;
- b) At least two members of the Audit Committee must qualify as "audit committee financial experts," as defined under 17 C.F.R. § 229.407(d)(5);
- c) The Audit Committee shall oversee the work of the Disclosure Committee and the Chief Compliance Officer;
- d) The Audit Committee shall review with a co-chair of the Disclosure Committee the Company's quarterly earnings press releases, periodic and current SEC reports and earnings guidance; and
- e) The Audit Committee shall meet at least four (4) times annually, in connection with filings of quarterly and annual reports with the SEC and the annual audit.

Additionally, the Audit Committee's oversight responsibilities shall be augmented such that if the Company decides to report a previously unreported user metric in a Form 10-K or Form 10-Q filed with the SEC (or any document incorporated by reference therein), management shall discuss with the Audit Committee at the next available opportunity the metric, its definition, controls in place around it, and the purpose of its proposed disclosure.

C. Creation of Independent Chief Compliance Officer Position

The Board shall create the position of the Chief Compliance Officer, who shall work closely with the Audit Committee of the Board. The duties of the Chief Compliance Officer shall include, but not be limited to fostering a culture that integrates compliance and ethics into business processes and practices, and maintaining and monitoring a system for reporting and investigating

potential compliance and ethics concerns. The Chief Compliance Officer shall be primarily responsible for managing the Company's ethics and compliance program.

The Compliance Officer's primary responsibilities shall include:

- a) Managing and overseeing the Company's ethics and compliance programs already in place (including, but not limited to the compliance with the Code of Business Conduct & Ethics), implementing procedures for monitoring and evaluating the performance of those programs, and communicating with the Audit Committee regarding progress toward meeting the goals of those programs;
- b) Working with the Company's General Counsel to evaluate the adequacy of the Company's internal controls over compliance, and developing proposals for improving these controls;
- c) Reporting material risks relating to compliance issues to the Audit Committee;
- d) Overseeing employee training in risk assessment and compliance.

D. Employee Compliance Training

The Company shall mandate that all employees receive appropriate training concerning the Company's policies (including the Code of Business Conduct & Ethics and the Insider Trading Policy). Employee compliance training shall be supervised by the Chief Compliance Officer.

E. Insider Trading Policy

The Company shall amend as necessary its Insider Trading Policy to be administered by one or more Compliance Officers (which may include the General Counsel, the CFO and/or the newly created Chief Compliance Officer), which will provide for, at a minimum, the following:

- a) Prohibiting directors, senior executive officers, and other employees from (i) engaging in short sales; (ii) trading in publicly-traded options and other derivative securities with respect to the Company's securities (other than stock options, RSUs or other compensatory equity awards issued to such persons by the Company); and (iii) pledging Company securities as collateral for loans, except in conjunction with an approved 10b5-1 plan;
- b) Prohibiting the trading of Company securities by Section 16 officers during quarterly blackout periods, as well as special blackout periods as determined by a Compliance Officer, except pursuant to an approved 10b5-1 plan;
- c) Disciplinary action for noncompliance with the Insider Trading Policy, including termination of employment; and

- d) Robust 10b5-1 trading plan procedures and requirements consistent with market practices.

The Insider Trading Policy shall be subject to customary exceptions for certain transactions including, but not limited to, (i) receipt, vesting and exercise of stock options or RSUs, (ii) purchases from the Company's Employee Stock Purchase Plan; and (iii) inheritance or change in form of ownership.

The Insider Trading Policy shall outline the administrative tasks of Compliance Officers, which shall include, but not be limited to:

- a) In conjunction with the General Counsel or his/her delegate, conducting an annual review to ensure that the Insider Trading Policy is amended as necessary to remain up to date with insider trading laws and regulations; and
- b) Determining any blackout periods under the Insider Trading Policy.

The Insider Trading Policy shall outline procedures for the submission of complaints from Company employees regarding potential violations of the Insider Trading Policy. These procedures shall provide:

- a) That complaints made may be submitted confidentially via Twitter's Employee Helpline, (ethicshelpline.twitter.com) a service that is available globally 24/7/365 and can receive reports or questions via phone or intranet, including anonymously where permitted by law.
- b) One or more of the Compliance Officers or his/her/their delegates will review such complaints;
- c) Prompt action will be taken where appropriate;
- d) Compliance Officers may utilize outside legal counsel and other experts and advisors to investigate allegations of Insider Trading; and
- e) The Company will not take any inappropriate retaliatory action against any Company employee with respect to good faith reporting of complaints relating to or arising out of the Policy.

The Insider Trading Policy may be revised as necessary so that its terms and conditions will comply with all applicable laws, rules and regulations applicable to the Company and its directors, senior executive officers and other employees. The Insider Trading Policy will be made available to all employees via a link within the Code of Business Conduct & Ethics compliance training, as discussed above.

F. Compensation Policies

1. Compensation Committee

The Company's Compensation Committee Charter shall be amended to provide that where the Company identifies a significant risk that potentially affects executive compensation in a material way, the Compensation Committee shall assess whether and how to align executive compensation with the Company's long-term goals in light of the risk.

2. Clawback Policy

The Company shall maintain a Clawback Policy that permits the Company to require that any current or former officer of the Company who is (or was at the relevant time) subject to Section 16 of the Securities Exchange Act of 1934, as amended (collectively, the "Participants") repay certain cash-based incentive compensation or performance-based equity compensation to the Company if the Compensation Committee determines that a Participant's actions caused or partially caused the Company to restate all or a portion of its financial statements to correct an error that is material to any previously issued financial statement.