

CBS's SUPPLIER COMPLIANCE POLICY

CBS strives to maintain throughout its global operations a work environment that reflects the highest standards of business ethics and workplace behavior, and is committed to legal compliance and ethical business practices in all of its operations worldwide.¹ In the furtherance of these standards, CBS expects all of its suppliers to comply with all applicable laws and regulations in the places in which they do business, and to maintain the highest degree of ethics in every aspect of their business with CBS. CBS is firm in its resolve to do business only with those suppliers who share in its commitment to integrity.

CBS's suppliers should be familiar with CBS's Business Conduct Statement ("BCS") which can be found at www.cbscorporation.com. Hard copies of the BCS are available on demand. While suppliers should familiarize themselves with all of the BCS policies, they should be particularly aware that:

CBS expects strict **COMPLIANCE** with:

- All applicable anti-corruption and anti-bribery laws, including in all cases the United States Foreign Corrupt Practices Act, the Organization for Economic Cooperation and Development Convention on Combating Bribery of Foreign Public Officials in International Business Transactions and United States anti-boycott laws;
- All applicable laws regarding political contributions and payments;
- Maintaining accurate financial reporting systems and records relating to each supplier's dealings with CBS;
- All applicable laws prohibiting discrimination;
- All applicable laws, regulations and standards regarding government contracting;
- All applicable laws regarding privacy, data and information security;
- All applicable laws regarding imports and exports of technology; and
- All applicable laws, regulations and standards respecting fair and ethical employment practices including those relating to child and forced labor; wages; hours; overtime and benefits; and health, safety and the environment.

¹ CBS means CBS Corporation and all its businesses, divisions and subsidiaries, including, without limitation: CBS and The CW; Showtime and CSTV Networks; CBS Television Stations; CBS Paramount Network Television and CBS Television Distribution; CBS Radio; CBS Outdoor; Simon & Schuster; CBS Interactive; CBS Records; CBS Consumer Products; and CBS Home Entertainment. For a full list, please contact a CBS attorney.

CBS policy **PROHIBITS** all of the following conduct:

- Direct or indirect improper payments or offers of payment to any domestic or foreign government official or employee, as well as their representatives, agents or family members;
- The offering or giving of discounts, entertainment, meals, transportation, gifts or other favors or personal benefits to CBS employees, other than as expressly provided in the BCS;
- Anti-competitive business practices and non-adherence to applicable local and international antitrust laws;
- Use of CBS's name, assets (including, without limitation, intellectual property), facilities or services without written authorization or for any improper purpose;
- Disclosure of confidential and proprietary information to any third party (including, without limitation, the press) without prior written authorization;
- Discrimination in the work environment; and
- Acts of sexual, physical, mental or any other form of harassment, abuse or improper discrimination in the workplace and in any work-related setting outside the workplace, such as during business trips, business meetings and business-related social events.

CBS cooperates with law enforcement authorities in the proper execution of their responsibilities. CBS also collaborates with its suppliers on educational programs and other efforts to enhance legal compliance on the part of their industries.

If it is found that a supplier has committed one or more violations of this policy, CBS will take appropriate action. Such action may range from working with the supplier to ensure that steps are taken to address the violations and prevent their reoccurrence, to canceling the affected contract, terminating the relationship with such supplier, commencing legal action against such supplier or other actions as warranted.

For any questions regarding CBS's Supplier Compliance Policy, please contact a CBS Compliance Officer. The BCS identifies, and contains instructions on, the various means of communicating with CBS's Compliance Officers.

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