



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 furtherance of these standards, CBS expects all of its suppliers (“suppliers”) to comply with all applicable laws and regulations in the places in which they do business, to take strong measures to ensure that their suppliers do so as well, and to maintain the highest degree of ethics in every aspect of their business with CBS and others. CBS is firm in its resolve to do business only with those suppliers who share its commitment to integrity and ethical business practices.

Accordingly, 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 United Kingdom Bribery 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 fair trade including free competition, anti-trust laws, and intellectual property rights;
- 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, harassment and retaliation;
- All applicable laws regarding government contracting;
- All applicable laws regarding privacy, data and information security;
- Maintaining security and anti-piracy measures consistent with the highest level of security and generally maintained in the U.S. media industry to prevent theft, unauthorized copying or exploitation of CBS’ intellectual property;

¹ “CBS” means CBS Corporation and all its businesses, divisions and subsidiaries, including, without limitation: CBS Television Network, CBS Sports, CBS News and The CW; Showtime Networks, Smithsonian Networks and CBS Sports Network; CBS Television Stations; CBS Entertainment, CBS Television Distribution; CBS Radio; CBS Outdoor; CBS Television Studios; CBS Studios International; Simon & Schuster; CBS Interactive; CBS Films, CBS Records; CBS Consumer Products; EcoMedia and CBS Home Entertainment. For a full list, please contact a CBS attorney.

- All applicable laws regarding imports, exports and manufacturing, including those related to importation or exportation of technology, and responsible sourcing such as the Dodd-Frank conflicts minerals regulations, and regulations concerning the import or export of goods containing prohibited animal wildlife, plant product or by product;
- All applicable laws respecting fair and ethical employment practices including those relating to child and forced labor, immigration, wages, days of service, rest periods, hours, overtime, benefits, leaves, and occupational health and safety; and,
- All applicable laws regarding the environment.

CBS policy **PROHIBITS** all of the following conduct by its suppliers:

- 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;
- Actual or perceived unethical or compromising conduct in relationships, actions and communications, such as 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 CBS's Business Conduct Statement ("BCS") which can be found at www.cbscorporation.com. Printed copies of the BCS are available upon request;
- Anti-competitive business practices and non-adherence to applicable local and international antitrust laws;
- Use of CBS's name, assets (including, without limitation, its intellectual property), facilities or services without prior written authorization or for any improper purpose;
- Disclosure of CBS's confidential and proprietary information to any third party (including, without limitation, the press) without prior written authorization;
- Acts of sexual, physical, mental or any other form of harassment, retaliation, 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;
- Employing workers in breach of immigration laws, applicable minimum age of work laws or any other form of unlawful child labor;
- Employing workers by means of force, threats of force or physical restraint, or by means of actual or threatened abuse of law or legal process, or by any other means of scheme, plan or pattern intended to cause the person to believe that if that person did not perform such labor or service, that person or another person would suffer serious

harm or physical restraint; and,

- Behavior that violates import or export laws.

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 in their industries.

By contracting with CBS, each supplier is representing and certifying to CBS that it is in compliance with the Policy set forth above. Should any supplier discover that it is not in compliance with this Policy, it must promptly provide written disclosure to CBS.

CBS also reserves the right to survey or audit its suppliers with respect to CBS business. Such surveys or audits may be conducted by CBS or through an independent third party. Audits may entail on-site inspections (whether announced or unannounced), interviews of suppliers' employees or agents or examining third-party environmental certifications.² If it is found that a supplier has committed one or more violations of this Policy, CBS will take action as it determines is warranted. Such action may include working with the supplier to ensure that steps are taken to address the violations and prevent their recurrence, to canceling the affected contract, terminating the relationship with such supplier, or commencing legal action against such supplier.³

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' Compliance Officers.

² To the extent that the right to audit a supplier as set forth herein contradicts any existing agreement between CBS and a supplier, it is expressly understood that the language set forth in the existing agreement is controlling.

³ Nothing herein is intended to create an employment relationship with a supplier's employees or agents, to infringe upon the freedom of association rights of a supplier's employees or agents, or to create new or additional third party or supplier employee rights.