

## VIACOM'S SUPPLIER COMPLIANCE POLICY

Viacom 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.<sup>1</sup> In furtherance of these standards, Viacom 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 Viacom. Viacom is firm in its resolve to do business only with those suppliers who share in its commitment to integrity.

All of Viacom's suppliers should be familiar with Viacom's Business Conduct Statement ("BCS"). Suppliers operating or based outside of the United States should also be familiar with Viacom's International Practices Manual ("IPM"). Both the BCS and the IPM can be found at [www.viacom.com](http://www.viacom.com). Hard copies of both are also available upon request to Viacom's Compliance Officers (the BCS and the IPM identify, and contain instructions on the various means of communicating with, Viacom's Compliance Officers). All suppliers must maintain accurate financial reporting systems and records relating to each supplier's dealings with Viacom, and familiarize themselves with all of the BCS policies as well as, in some instances, the IPM policies. They should be particularly aware that Viacom expects strict **COMPLIANCE** with all applicable laws, regulations and standards regarding:

- Anti-corruption and anti-bribery, including for example, the United States Foreign Corrupt Practices Act and the Organization for Economic Cooperation and Development Convention on Combating Bribery of Foreign Public Officials in International Business Transactions;
- Political contributions and payments;
- Trade embargos and boycotts (particularly United States anti-boycott laws);
- Government contracting;
- Imports and exports generally, and on technology in particular; and
- Fair and ethical employment practices including those relating to improper discrimination, child and forced labor; wages; hours; overtime and benefits; and health, safety and the environment.

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<sup>1</sup> Viacom means Viacom Inc. and all its businesses, divisions and subsidiaries, including, without limitation: MTV Networks; BET: Black Entertainment Television; and, Paramount Pictures. For a full list, please contact Viacom.

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

- The offering or giving of direct or indirect, improper payments, gifts or other things of value, 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 Viacom 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 Viacom's name, assets (including, without limitation, intellectual property such as any Viacom trademarks or logo), 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;
- Improper discrimination in the work environment; and
- Acts of sexual, physical, mental or any other form of harassment, abuse or improper behavior in the workplace and in any work-related setting outside the workplace, such as during business trips, business meetings and business-related social events.

Viacom cooperates with law enforcement authorities in the proper execution of their responsibilities. Viacom 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, Viacom 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 the supplier, making disclosures to law enforcement or regulatory authorities and commencing legal action against the supplier or other actions as warranted.

For any questions regarding Viacom's Supplier Statement, please contact a Viacom Compliance Officer.