



ANTI-BRIBERY & CORRUPTION POLICY

I. Overview

Paramount Global strictly prohibits bribery in any form in connection with any of our businesses. At Paramount we never offer promise or give anything of value to a government official (or anyone else) in order to secure an improper business advantage. Further, we never use agents or 3rd parties to make improper payments on our behalf. It is our policy to comply with the letter and the spirit of anti-corruption laws in the United States and all other jurisdictions in which we do business. This Anti-Bribery & Corruption Policy demonstrates and reflects our commitment to the highest prevailing international anti-corruption standards. The obligation to comply with local, national and international laws and regulations applicable to its business, including anti-corruption laws, is also contained in [Paramount's Global Business Conduct Statement](#).

This Policy is applicable to Paramount Global, its direct and indirect subsidiaries, and affiliates worldwide (collectively, "Paramount"). It is the responsibility of each and every of our directors, officers, and employees, and any third party acting on our behalf or for our benefit, to understand the Global Business Conduct Statement and this Anti-Bribery & Corruption Policy. You are expected to become familiar with and comply with this Policy, to participate in training, and to communicate the values underlying this policy in your interactions with colleagues and third parties. Where specific conduct may be permitted under this Policy but is prohibited by local law, we must comply with local law.

If employees have any doubts or questions as to whether their conduct is permissible under governing law or this Policy, they should contact Paramount's Compliance team at GlobalCompliance@Paramount.com or OPENLINE, Paramount's helpline, at [OPENLINE.Paramount.com](https://www.paramount.com/openline), or via the 24-hour Hotline, by telephone at 1-855-833-5027 (in the US only, but toll-free international numbers are available on the website), to make inquiries for guidance or to report a violation of Company policy.

II. Applicable Law

As a corporation domiciled in the United States, Paramount is subject to the United States Foreign Corrupt Practices Act (the "FCPA"). Similarly, the UK Bribery Act 2010 applies to Paramount's operations in the UK, and both statutes operate broadly to penalize corrupt activities that occur around the world. In addition, laws implementing the OECD Convention Against Corruption and the United Nations Convention Against Corruption govern the conduct of Paramount employees in various jurisdictions. All of these laws prohibit bribery of "Government Officials." The UK Bribery Act, and various laws in many jurisdictions in which we do business (including certain U.S. states) also criminalize bribery of private persons.

III. Summary of Key Terms in the Anti-Bribery & Corruption Policy

A. Public Bribery – Prohibition of Bribery of Government Officials

Paramount strictly prohibits its officers, directors, employees and agents from offering, promising to pay, or authorizing the payment or giving of anything of value to a Government Official, directly or indirectly, with the intention of influencing him/her in his/her capacity as a Government Official to help us obtain or retain business or obtain or retain a business advantage. This Policy prohibits an offer or promise of a bribe, even if the Government Official rejects the offer, and even if a proposed or actual bribe fails to result in the desired outcome. These prohibitions apply to any payments or gifts on Paramount’s behalf, regardless of whether they involve the use of corporate resources.

1. What Can Count as a Bribe? Potentially “Anything of Value”

Under our Policy, the term “anything of value” is broadly defined to include both financial and non-financial advantages. Things of value include cash and cash equivalents (e.g., gift cards, vouchers, discounts) as well as other items of value, for example, gifts, entertainment, favors, tickets to events, services, tuition, loans and loan guarantees, the use of property or equipment, job offers, internships, transportation, and the payment of expenses or debts. Importantly, there is no “small payment” exception for payments made with an intention to bribe, and this Policy also prohibits “speed,” “grease” or facilitation payments (which are discussed in more detail below).

It is permissible, in relation to Paramount business with a Government Official, to incur *bona fide* and reasonable expenses in connection with the legitimate promotion or demonstration of our services and products or to build corporate goodwill under certain limited circumstances. Such permitted expenses are discussed more fully below.

2. Who is a “Government Official”?

The term Government Official is broadly defined to include any individual who holds an executive, legislative, administrative, or judicial position of any kind, whether appointed or elected; who exercises a public function; or who is an official, employee or agent of a public international organization. Government Official also includes a political party, any official of a political party, and any holder of (or candidate for) a political office or position. In addition, and importantly, under our Policy, Government Official includes any executive, officer, agent, or employee of a government-owned or government-controlled business (such as a state-owned media company, a state-owned bank or utility, a sovereign wealth fund, a municipal hospital, a state-owned airline, or a public university), no matter what the individual’s title or seniority is.

Also included as a Government Official under our Policy is any person who is acting in an official capacity for the entities described above, including a private consultant or agent who also holds a position with, or acts on behalf of, a government or with a public international organization, or with an enterprise owned or controlled by a government.

Additional caution should be applied with respect to persons who are known or suspected to be family members of Government Officials or with respect to companies who are controlled by family members of Government Officials, so as to avoid a situation in which these persons serve as a conduit for an illegal payment to a Government Official.

Thus, for purposes of this Anti-Bribery & Corruption Policy, Government Official is defined to include those on the following (non-exhaustive) list:

- **Government officials (from local permit officers to members of the legislature and executive officers – this can include small town municipal officials, such as people working in a small-town mayor’s office or personnel in a Parks Department);**
- **Employees of a consulate or embassy that issues work permits or visas**
- **Government employees (e.g., police or military officers or departmental representatives);**
- **Members of a ruling royal family;**
- **Officials of a political party;**
- **Candidates for political office;**
- **Private advisors or consultants acting in an official capacity to a government ministry or department;**
- **Officers or employees of a government-owned television network (e.g., the BBC), cable operator, licensor, bank or commercial enterprise;**
- **Officers or employees of the United Nations, the World Bank, the Red Cross, or other public international organizations; or**
- **Family members, including spouses, domestic partners, children, parents, and siblings of any of the above.**

3. What is an “Improper Advantage”?

Giving, offering or agreeing to give a Government Official a thing of value in order to obtain an improper advantage may arise in varied settings. Bribery concerns don’t only arise while trying to win a contract or business from the government. Our Policy prohibits payments to secure any business advantage, including payments to obtain government action that grants us an advantage in business with private parties. For example, it is prohibited to provide an improper payment or benefit to a Government Official:

- **To influence whether a government contract is awarded;**
- **To avoid or reduce a payment owed to the government, such as a tax or fine, or to influence the government to abstain from some sort of investigation or enforcement;**
- **To obtain confidential information about business opportunities, bids, or the activities of competitors;**
- **To obtain a permit or license (such as permission to film or to transport equipment across borders), other than covering appropriate application fees;**
- **To obtain exemption from government controls or regulations of any kind;**
- **To affect whether regulatory provisions apply; or**
- **To obtain any other kind of preferential treatment by a Government Official that would otherwise not be available absent the thing of value being offered.**

B. What are “Facilitation Payments”?

Paramount does not permit employees or anyone acting on our behalf to pay so-called “facilitation payments.” Facilitation payments may be broadly described as a form of bribery where the payment is (i) relatively low in amount, (ii) paid to a low-level government official, and (iii) intended to expedite or secure a routine, nondiscretionary government action that Paramount is legally entitled to (e.g. routine processing of government papers such as a visa or expediting goods through

customs). While such “facilitation payments” are currently permitted under the FCPA, these payments are illegal under the UK Bribery Act and under the law of many other jurisdictions in which we do business. Consequently, it is possible that Paramount could face liability if any of its employees or agents were to contravene those laws, no matter how small the payment is. It is therefore the policy of Paramount to prohibit facilitation payments.

C. Solicitation, Extortion, and Ensuring Individual Health & Safety

It doesn't matter if a payment is requested, demanded or extorted by a Government Official, or if a Government Official threatens adverse action against the Company unless a payment is made. We do not permit any improper payments to Government Officials, even if it means that Paramount will not win new business or retain existing business or will face delays or higher costs of doing business.

However, Paramount recognizes that there may be circumstances when a payment is urgently necessary to protect human safety; therefore, this Policy provides an exception for payments that are made to protect an individual's health and safety where a threat of personal harm exists. Any such payment must be immediately reported to a Paramount Compliance Officer and must be accurately recorded in our books and records to reflect the amount and purpose of the payment. If at all possible, contact should be made with a Paramount Compliance Officer before such a payment is made. If prior consultation is not practicable, the fact of payment, the amount, and the circumstances should be reported as soon as possible thereafter.

D. Private Bribery: Prohibition of Bribery in the Private Sector

Although neither the FCPA nor the OECD Convention addresses the issue of private bribery – i.e., bribes involving non-Government Officials – private sector bribery is also prohibited under our Global Business Conduct Statement and this Anti-Bribery & Corruption Policy. Private corruption also constitutes a criminal offense under the UK Bribery Act, the laws of some states in the U.S., and the laws of several countries in which the Company does business.

This Policy prohibits bribery of, or by, private individuals. Paramount and its officers, directors, employees, and third party agents are prohibited from offering, promising, authorizing, or giving anything of value to a private person, directly or indirectly, with the intention of inducing a person improperly to perform a particular function or activity (such as his or her work) or to reward a person for having improperly performed a particular function or activity (*e.g.*, failing to follow his or her employer's protocol in awarding a private contract). This Policy prohibits an offer or promise of a bribe, even if the private person rejects the offer, or even if a proposed or actual offer fails to result in the desired outcome. Likewise, this Policy prohibits individual employees and agents of Paramount from requesting or receiving anything of value from a third party in exchange for providing such third party with an improper benefit or undue advantage.

It is permissible, in relation to our business with private persons and employees of non-governmental businesses, to incur *bona fide* and reasonable expenses in connection with the legitimate promotion or demonstration of our services and products or to build corporate goodwill. Such permitted expenses are discussed more fully below.

E. Conflicts of Interest and Kickbacks

Conflicts of interest arise when an individual's personal interests or relationships interfere (could be interpreted by another person as interfering) with Paramount's best interests. It is a duty of all employees to at all times act in Paramount's' best interests in connection with their duties as Paramount's employees. You are required to familiarize yourself with [Paramount's Policy on Conflicts of Interest](#), as set forth in the Global Business Conduct Statement.

A conflict of interest can develop into a bribery problem when an employee requests, agrees to receive, or receives anything of value (whether financial or otherwise) in a manner that interferes with the employee’s judgment in performing his or her functions on Paramount’s behalf. Our policy strictly prohibits employees and agents from receiving bribes, kickbacks, or any improper benefits.

F. Books, Records and Accounting

Paramount is required to maintain its books and accounting records in a manner that accurately reflects, in reasonable detail, all transactions in which the Company is involved and all payments made by us or on our behalf. These record-keeping requirements apply to all payments, not merely those that would be material for financial reporting purposes.

Officers, directors, employees, and third parties are prohibited from manipulating books or records in an effort to mask transactions, either by misattributing or characterizing them in some vague way or by omitting them from the Company’s books or records entirely. Accordingly, no undisclosed or unrecorded accounts may be maintained for any purpose.

Paramount is also required to devise and maintain internal controls to safeguard against the improper use or accounting of its assets. Such internal accounting controls must be sufficient to provide reasonable assurances that transactions are executed with proper authorizations and are recorded in a manner that permits preparation of financial statements in conformity with generally accepted accounting principles.

All business units within Paramount should have in place internal controls and procedures that fit these criteria and enhance compliance with this Anti-Bribery & Corruption Policy. Additionally, the internal controls framework should provide for business and finance personnel to review transactions and expense/payment requests for warning signs that signal an inadequate commercial basis or possible corruption risks.

Any attempt to circumvent or violate these controls not only violates our policy but also violates the law and may result in criminal and civil sanctions. While it is impossible to specify every practice that would be inconsistent with this general mandate, examples include:

- **Establishing undisclosed or unrecorded funds or an “off-the-books” account for any purpose;**
- **Creating a reserve of unallocated funds to utilize for any improper purpose (such as, *e.g.*, to smooth earnings);**
- **Making a false or artificial statement or entry in the Paramount’s books and records (*e.g.*, describing a facilitation payment to a customs official as a “miscellaneous expense” or “service fee”);**
- **Intentionally failing to book an expense;**
- **Intentionally attempting to hide or deliberately misattribute an entry in the wrong account or under the wrong code;**
- **Intentionally including or omitting, or inflating or reducing the amount of an accrual or provision in contravention of accounting principles;**
- **Misidentifying parties paid or the ultimate beneficiaries of payments;**
or
- **Falsifying expense reports, invoices, or petty cash documentation in any way.**

All Paramount employees, partners and representatives are expected to comply with all Paramount financial and accounting controls as applicable and to cooperate with any Paramount audit.

IV. Showcasing Our Goods & Services (i.e. - Gifts, Travel, Entertainment & Hospitality)

Under this Policy, it is permissible to incur certain expenses for Government Officials or private persons that are directly and legitimately related to the promotion, demonstration, or explanation of Paramount's services and products, such as sponsorship of events, educational programs, or other productions, or tours of the Company's events or properties. However, any such expenses must be in compliance with our policy, as set forth in the applicable [Gift & Entertainment Policy](#).

In all interactions – both in the public and private sector – hospitality and promotional expenses may not be used to exert or procure improper influence. Thus, even reasonable expenses are prohibited if they are for the purpose of, or have the appearance of, improperly influencing a business or regulatory decision, or if they are made to reward a person for failing to properly perform a particular function or duty.

Further, a benefit (even if considered reasonable under this Policy) may not be conveyed if the recipient is not permitted to accept it; for example, because the recipient's employer's policy forbids it or it is prohibited under local law or regulation.

All promotional expenses must be fully documented, supported by original receipts, properly approved, and submitted in accordance with the following procedures, and any other Paramount procedures governing expense authorization and approvals.

A. Meals, Gifts, and Entertainment for Government Officials

Meals, entertainment, and gifts are considered "things of value" under this Policy and may never be provided to a Government Official for the purpose of influencing a Government Official to obtain or retain business or to secure a business advantage. Lavish meals, extravagant entertainment, or cash gifts are *never* appropriate.

Generally, any business courtesy, gift or payment to any federal, state or foreign government or political party official, employee, candidate or agent – whether made directly or through an intermediary – must be first approved by the Government Relations team. In the case of gifts, payments or entertainment to government officials *outside* the United States, those gifts must *also* be approved in advance by a Company Compliance Officer. Furthermore, *before* inviting any Government Official to a Paramount tentpole event, employees are required to complete and submit this [Authorization Form for Inviting A Government Official to a Tentpole Event](#) and send it to GlobalCompliance@Paramount.com for approval.

Gifts to a Government Official (beyond sharing a sample – of nominal value – of an branded item or trinket that showcases Paramount's *branded* products or services, such as a tote bag or shirt with a corporate or show logo on it) should never be offered without first consulting with a representative from the Legal or Compliance team.

Expenses for Government Officials will only be approved when:

- (a) The meal or entertainment occurs in connection with substantive business meetings, occurs in the same general location as such meetings, is close in time to the business meeting, and is attended by appropriate Paramount representatives;
- (b) The value of the meal or entertainment expenses is consistent with the appropriate [Paramount Gift and Entertainment Policy](#) ;

- (c) The entertainment or meals are permitted under applicable U.S. and local written laws, as well as any rules or regulations of the recipient's employer; and
- (d) The expenses are properly recorded and approved in accordance with Paramount policies.

When gifts are given, they should only be given as a goodwill gesture, and gifts may never be provided for the purpose of obtaining or retaining business or *any* improper advantage. Cash or cash equivalent gifts (e.g., gift cards) are never permitted. Any items provided to a Government Official should meet the following conditions:

- (a) The item is of *nominal value* (as defined in the Paramount's Travel and Expense Policy) and preferably should bear the Paramount or subsidiary company or show's logo;
- (b) The gift is customary and reasonable under the circumstances;
- (c) Written approval is obtained from the Office of Global Compliance; The Office of Government Relations;
- (d) The gift is permitted under applicable U.S., U.K., and local written laws, as well as any rules or regulations of the recipient's employer; and
- (e) The expenses involved are properly recorded and approved in accordance with Paramount policies. (See the relevant Paramount [Travel and Entertainment Policy](#) and [Authorization & Approval Policy](#))

Gifts to a Government Official that do not meet all of the foregoing criteria must be reviewed and approved in advance by a Company Compliance Officer.

B. Travel for Government Officials

At times, Paramount may be requested to pay the travel and lodging expenses of a Government Official in connection with trips to meet with Paramount representatives, or attend events sponsored by Paramount. *Before* booking travel for *any* Government Official, employees wishing to extend an invitation are required to complete and submit the [Authorization Form for Inviting A Government Official to a Tentpole Event](#) and send it to GlobalCompliance@Paramount.com for approval.

Reimbursements of such expenses of a Government Official require the prior written approval of the Paramount Compliance Office.

Reimbursement is generally acceptable where the expenses relate to reasonable and *bona fide* travel, accommodation, and meal expenses in connection with a contract between Paramount and the government, or the promotion or demonstration of Paramount capabilities, including travel related to participation in or attendance at Paramount -sponsored promotional events or educational programs. Wherever possible, Paramount should arrange to directly reimburse expenses to the governmental entity rather than reimburse the Government Official personally.

In *no case* should reimbursements be made:

- By cash payment directly to a Government Official;
- For expenses relating to family members or other persons accompanying a Government Official;
- For expenses relating to destinations that are not directly related to the Paramount's promotional activities or its facilities, products, or services; or
- For travel expenses in excess of those that would likely be incurred by Paramount employees of equivalent status as the Government

Official if such employees were to travel to the same destination.

C. Private Hospitality

There are also rules about hospitality for entertaining business relationships who are not government officials or do not work for government entities. In the private sector, hospitality may never be provided if the purpose is to influence improperly a person in the performance of his or her duties or to reward improper performance of his or her duties. Reasonable, proportionate hospitality made in good faith in interactions with private persons and entities is permitted in connection with the promotion or demonstration of Paramount capabilities or for the development of corporate goodwill or for legitimate business purposes such as to establish and maintain business relationships.

Meal and related entertainment expenses for private persons may be incurred pursuant to generally applicable expense or authorization policies or procedures only if all of the following conditions are met:

- (a) The meal or entertainment is attended by appropriate Paramount representatives;
- (b) the value of the meal or entertainment expense is consistent with the applicable Paramount [Travel and Entertainment Policy](#);
- (c) the entertainment or meals are permitted under applicable laws, as well as any rules or regulations of the recipient's employer; and
- (d) the expenses are properly recorded and approved in accordance with Company policies.

However, if any of the above conditions are not met, then such meals or entertainment must be approved in advance by a Company lawyer or Compliance Officer.

Paramount sponsors a number of promotional and educational events. You must take particular care in inviting a business person to these events if there is a business decision expected or pending with the person's employer that could benefit Paramount. If you have any questions regarding the appropriateness of extending an invitation to a promotional or educational event, you should contact the Chief Compliance Officer.

V. Political Contributions

No Paramount funds, assets, services, or facilities shall be contributed to any foreign politician, candidate for political office, political party without the prior written approval of Paramount's EVP of Public Policy & Government Relations *and* the Chief Compliance Officer, whether or not the written laws of the relevant country allow such payments. A "political contribution" includes not only monetary contributions, but also payments for fundraising dinners or other material support.

All of the following criteria must be met before Paramount may make a political contribution to a politician, candidate for political office, political party, or political action committee in a foreign country:

- (a) **Compliance with Local Law:** The EVP of Public Policy & Government Relations *and* the Chief Compliance Officer must be consulted and must provide confirmation that such a payment is legal under the applicable foreign country's law.
- (b) **Pre-Approval:** Paramount's EVP of Public Policy & Government Relations and the Chief Compliance Officer must approve any political

contribution *before* any payment is made. The request for approval must be written and include information sufficient to prove that the political contribution is *bona fide*.

- (c) **Record Retention:** All documents pertaining to the contribution, including documents described in paragraphs (a) and (b), should be forwarded to the Accounting Department, a member of the Public Policy & Government Relations Team *and* the Chief Compliance Officer for Paramount's compliance files within seven (7) days of the date of the contribution.

VI. Charitable Donations

Charitable donations may not be used as a means to conceal a bribe. Even *bona fide* donations could be construed as an attempt to influence a Government Official or another person. Accordingly, donations to charities must not be made in an effort to obtain or retain business or a business advantage for with a Government Official or any private person or company. To ensure that Paramount's contributions are consistent with this Policy and with Paramount's overall interests and principles, all contributions must be approved in advance by the Corporate Social Responsibility Team. In any event where a Government Official requests or suggests a donation be made to a specific charity or has a known personal involvement or relationship with a charity then a Compliance Officer must also approve before the contribution can be made. The following procedures must be observed before making a donation of Paramount funds, assets, services, or facilities to a charitable entity, which are in addition to, not in lieu of, any other applicable expense or authorization policy or procedure:

- (a) **Written Notice to the Corporate Social Responsibility Team:** A written notice describing the charity, the identity of the party requesting the donation, the names of persons contacted at the charity, the amount of the proposed contribution and any supporting documentation should be submitted. The Corporate Social Responsibility Team must first determine that the contribution fully complies with local law before any donation is made.
- (b) In cases where a Government Official requests the donation be made to a specific charity, a Paramount Compliance Officer must also be included in the Written Notice and must also provide approval
- (c) **Background Check:** Appropriate due diligence must be performed to ensure that the recipient of the donation is a *bona fide* and legitimate charitable organization.
- (d) **Record Retention:** All documents relating to the donation, including documents described in paragraphs (a) and (b), should be forwarded to the Compliance Team and Corporate Social Responsibility Team for Paramount's files.

VII. Relationships with Agents, Business Partners, and Other Third Parties

A. Agents

Paramount policy prohibits using an agent, consultant, subcontractor, intermediary, or any other third-party representative ("Agent") to pay or give a bribe. The actions of third parties present particular risks, because in certain circumstances Paramount and its employees can be held liable for misconduct – including bribes or other improper payments – by a third party (even if no Paramount employee had actual knowledge of the payment). Therefore, it's critically important to conduct due diligence and

implement appropriate controls when dealing with Agents to avoid Paramount taking on unacceptable risks. The level of due diligence and controls required depends on the type of Agent involved, the types of services they provide, the region they are operating in, and most importantly whether they could be interfacing with any government officials in their role. At a minimum, it will include the following:

1. Due Diligence

- (a) Prior to engaging any 3rd party that could be acting as a representative or Agent on behalf of Paramount, proper due diligence should be performed to ensure that the Agent is a *bona fide* and legitimate entity; is qualified to perform the services for which it will be retained; and maintains standards consistent with the ethical and reputational standards of the Company. The specific steps of the due diligence should be tailored to the particular risks of the situation and follow [Paramount Third Party Due Diligence Protocols](#). It should include public records research and confirmation of the Agent's qualifications and experience. In addition to public profile information, it may be appropriate to have the Agent respond to written questions regarding its structure, ownership, history, awareness of applicable Anti-bribery law, connections to Government Officials, and references.
- (b) Hiring Agents as "Introducers" in Foreign Markets: An *introducer agreement* or referrer agreement sets out the contractual basis upon which work opportunities or customers will be referred to Paramount (by an introducer familiar with a foreign market); with the introducer receiving remuneration (often a commission) for providing those business opportunities. In cases where Paramount employees are contemplating hiring an outside party to introduce Paramount to business opportunities or other relevant business parties, the Paramount internal employee championing the hire of this resource must *first* fill out the "[Business Sponsor Form for Introducer Agreements](#)" and receive approval from a Compliance Officer.
- (c) Record Retention: All documents relating to the due diligence must be preserved by the Legal team member assisting with the contract.

2. Written Contract

Agent contracts should be in writing and should describe the services to be performed, the basis for compensation of the Agent, the amounts to be paid, and other material terms and conditions of the representation. The Paramount Compliance Office, in consultation with outside counsel, has developed model provisions for such contractual arrangements and certifications including the Paramount Model Anti-corruption Provisions for Contracts with Third Parties ([Short- & Long-Form Antibribery Representation for Low, Medium & High-Risk Third Parties](#)), and the Paramount [Supplier Compliance Policy](#). Generally, the former is for third parties retained subject to negotiated contracts, and the latter can be provided to any and all business partners and representatives. These provisions require:

- A representation that the Agent will remain in compliance with all relevant anti-corruption laws, including the FCPA (Please see: [Individual Certification for Agents acting on Paramount's Behalf](#)). Depending on the level of anti-corruption risk, certain Agents will be required periodically to certify compliance with anti-corruption laws, and to notify the Company of any breaches of compliance with anti-corruption laws.
- A provision allowing the Company to terminate the contract if the

Company believes, in good faith, that the Agent has breached relevant anti-corruption laws or the FCPA.

- **A provision that requires the Agent to respond to reasonable requests for information from the Company regarding the work performed under the agreement and related expenditures by the Agent.**

Agreements with Agents who may interact with Government Officials must be reviewed and approved by the Legal Department of the business unit and approved by Compliance Officer. Notwithstanding these procedures, it should be kept in mind that a written agreement cannot by itself eliminate the possibility of prohibited conduct. Ongoing monitoring of compliance with the terms of the agreement and consistent enforcement, as well as general common sense and an attitude of awareness, is required when dealing with Agents. Remember that an employee of Paramount may be held personally accountable if an Agent acting under the employee's supervision engages in illegal behavior, even if the employee is not aware of the illegal conduct.

3. Payment Procedures

Generally, payments by Paramount to agents, partners and representatives are to be based on efforts expended and the nature and extent of the services rendered. The payment of up-front fees or compensation *in excess of local practice* are potentially "red flags" requiring additional due diligence and justification before the agreement will be approved. Payments may be made only by check or wire transfer with appropriate documentation. Payments in cash are strictly prohibited, except where otherwise required by law, or where impracticable in light of the nature of the work and payment, such as for very short-term, one-time engagements for production-related or other minor services. Payments generally should be made in the geographical region in which the services are rendered—the use of "off-shore" accounts should be avoided unless approved in advance by a Compliance Officer.

B. Business Partnerships and Co-Promotion Activities

From time to time, Paramount may partner with another entity ("Business Partner") to conduct business, for example, for the purpose of submitting a licensing application. Such combinations could present legal and reputational risks if the conduct of the Business Partner is inconsistent with our Policy or in violation of relevant anti-corruption laws. The Paramount employee (or team) that is seeking to do business with the Business Partner is required to notify the Legal Department of the business unit in advance so they can conduct the appropriate due diligence and consult Global Compliance (if warranted). Accordingly, Paramount should perform appropriate, risk-based diligence of potential Business Partners in such circumstances. In addition, where appropriate, Paramount should obtain a certification that:

- **The Business Partner will act in compliance with all relevant anti-corruption laws in connection with the proposed business; and**
- **If a project is secured, the Business Partner will periodically certify its compliance with relevant anti-corruption laws, and notify the Company of any breaches of relevant anti-corruption laws.**

C. Joint Ventures and Business Combinations

In considering and executing joint ventures and other business combinations, Paramount will conduct appropriate due diligence of the potential partner and ensure that there are appropriate legal protections in agreements with the partner. Because each transaction is likely to involve unique factors, the Chief Compliance Officer should be consulted early in the process regarding an appropriate due diligence work plan and appropriate representations, warranties, and covenants.

D. Use of Police and Military Personnel for Security Purposes

In certain circumstances, it may be appropriate to engage the local police or military personnel in foreign jurisdictions to provide security services, *e.g.*, for a video shoot location. The Company should only enter into such engagements if the following conditions are met:

- **Such retention of police or military personnel is lawful under the local written laws or regulations;**
- **The police or military personnel are to provide *bona fide* services and the compensation to be paid is for no more than fair market value;**
- **There is a formal retention agreement with the police force or military unit that specifies the compensation to be paid and contains anti-corruption representations and warranties;**
- **Payment is only ever made to a formal body or entity representing the police force, and *never* via payments to individual police officers; further, payment should be offered via check, wire transfer or money order (as cash payments are red flags)**
- **A Compliance Officer reviews and approves the retention agreement and determines prior to approval that the engagement is lawful under the local written laws, that the retained personnel are not in a position to confer any benefit upon Paramount apart from the security services being provided, and that the arrangement does not confer an improper benefit upon the retained personnel.**

VIII. Penalties for Violating This Policy Are Severe

Violation of the laws reflected in this Anti-Bribery & Corruption Policy may result in harsh penalties, including significant fines and potential imprisonment. This can include civil and criminal penalties for Paramount and the individual employees involved in the violation. Paramount's officers and directors could also be held liable for acts of Paramount employees and agents. The Company may also be precluded from doing business with government entities in the U.S., Europe, and elsewhere. Significantly, if a fine is imposed upon an individual convicted of violating the FCPA, among other laws, Paramount cannot reimburse the individual for any such fine or monetary penalty.

Employees who violate Paramount policies will be subject to disciplinary action, up to and including suspension without pay or termination, for:

- **Violating this Policy or any of the anti-corruption laws that undergird this Policy;**
- **Engaging in, facilitating, encouraging or permitting prohibited or unethical conduct;**
- **Falsifying Paramount's books and records;**
- **Failing to keep Paramount's books and records current and accurate;**
- **Destroying information that is subject to preservation or otherwise concealing or tampering with relevant evidence;**
- **Failing to follow compliance guidelines;**
- **Failing to detect and report violations of company policy or applicable law;**
- **Failing to cooperate fully and truthfully in an investigation;**

- Providing “bad faith” false reports of wrongdoing;
- Breaching confidentiality relative to an investigation; or
- Retaliating (or for supervisors, permitting retaliation) against someone who raises compliance concerns in good faith.

IX. Reporting Policy

Paramount will not permit retaliation against any person who, in good faith, reports a suspected violation of our Policy or applicable law. Any employee who suspects or becomes aware of any violation of applicable law, the Paramount Global Business Conduct Statement, or this Anti-Bribery & Corruption Policy must report the violation to the Legal Department with responsibility over the business unit, who will immediately advise the Global Compliance Team, who will initiate an appropriate internal investigation of the reported matter. Employees may also report violations using the 24-hour Hotline, by telephone at 1-855-833-5027 (in the US only), or at [OPENLINE.Paramount.com](https://openline.paramount.com).

X. Conclusion

The laws and regulations governing Paramount’s global business operations are complex and ever-changing. To prevent unnecessary risk to Paramount and to you personally, it is critical that you strictly follow the guidelines set forth in this Anti-Bribery & Corruption Policy. Remember, both you and Paramount could be subject to embarrassment, loss of reputation, your livelihood, liberty, money and severe civil and criminal penalties for violating any of the laws reflected in this Policy. This Anti-Bribery & Corruption Policy, the Paramount Global Business Conduct Statement, our General Counsel, Chief Compliance Officer, Company Lawyers, and the [Office of Global Compliance](#) all are available to help you recognize the relevant issues, refrain from prohibited conduct, and to provide guidance.

XI. Appendix A: Guide for Paramount Attorneys to Determine Appropriate Level of Due Diligence for Considered 3rd Parties

Level of Risk	Classification Criteria for 3 rd Parties	Associated Due Diligence Steps
High Risk	<ul style="list-style-type: none"> Third parties acting as representatives of Paramount (or acting on Paramount's behalf) that are also: (1) Operating in high risk jurisdictions (Possessing a Transparency International score lower than 50) and/or (2) Interfacing with government officials or employees of government-owned or affiliated entities 	<p>Include all procedures from the medium risk section below, <i>Plus:</i></p> <ul style="list-style-type: none"> Anti-corruption certification (<i>individual or company</i>), and In cases where the 3rd party will act in some sort of <i>introducer capacity</i> in high-risk regions to identify new business opportunities on our behalf, the Paramount employee who is their business sponsor must complete the Paramount Business Sponsor form <p>In cases of co-financing or investor arrangements in high risk jurisdictions, themepark development, or other situations that could pose significant FCPA or Sanctions risks, Compliance should be consulted to consider additional procedures (such as an independent detailed diligence report, anti-corruption training, a sponsor checklist or other procedures).</p>
Medium Risk	<ul style="list-style-type: none"> Third parties acting in a representative capacity <p>OR</p> <ul style="list-style-type: none"> Other Third parties that are not arm's-length/pure buy/sell arrangements such as where Paramount is more involved in the Third party's downstream activities 	<ul style="list-style-type: none"> Anti-corruption questionnaire A RiskCenter database search Basic internet searches by legal representative (Google) The inclusion of <i>long form</i> anti-corruption contract provisions;
Low Risk	<ul style="list-style-type: none"> Third parties that are <i>not</i> acting as a representative of Paramount and where the contemplated transaction is an arm's-length commercial arrangement. 	<ul style="list-style-type: none"> For contractual third parties, short form anti-corruption contract provisions should automatically be included in all agreements Basic Dow Jones search *conducted by staff in Cool Springs <p>* Note: If that BALA group's vendors pass through Cool Springs, no additional due-diligence steps required by Legal/BALA beyond escalation of potential red flags. If their vendors do not, (ex, CP) then BALA <i>should</i> conduct a Dow Jones search on that entity.</p>

XII. Appendix B: Training Resources for Attorneys on Conducting 3rd Party Due Diligence

For attorneys wanting to refamiliarize themselves with Paramount's protocols and expectations for conducting due diligence on 3rd party vendors, please consult the presentation entitled [3rd Party Due Diligence Protocols & Expectations for BALA](#) or contact Global Compliance with any questions at GlobalCompliance@Paramount.com.