

Exhibit D

Section 8 of the EEO Public File Reports dated December 1, 2010 – November 30, 2011 and December 1, 2011 – November 30, 2012 listing all the supplemental recruitment measures done by WSBK.

Section 8 of the EEO Public File Reports dated December 1, 2010 – November 30, 2011

Supplemental Recruitment Measures.

(a) Job Fairs.

Description of Supplemental Recruitment Measure:	Date:	Personnel Involved: (Position)
1. NAACP Professional & Executive Diversity Job Fair- Radison Hotel Boston, MA - WBZ & WSBK Hosted this Event	3/15/11	Human Resources – WBZ Boston. Jill Teichmann

(b) Internship Program/General Outreach Efforts

Description of Supplemental Recruitment Measure:	Date:	Personnel Involved: (Position)
1. Station Internship program. For college students only; college credit given. Highest participation in spring, but year-round availability. Managed by Jill Teichmann, but intern may work in any department.	On-going	Internship Coordinator Jill Teichmann
2. Emma Bowen Foundation Intern. The Foundation is committed to creating career opportunities in the media industry for minority youth through a program that focuses on scholastic achievement, direct work experience and professional development.	On-going	Ro Dooley-Webster

(c) Participation in Events:

Description of Supplemental Recruitment Measure:	Date:	Personnel Involved: (Position)
1. John Verrilli lectured to Professor Frank Schorr's Communications class at Boston University regarding Journalism, media, new media, and business communications.	12/2/2010	John Verrilli, News Director

2. News Editor Stephanie Inniss Spoke to a Journalism class at Northeastern University	3/18/11	Stephanie Inniss, Editor
3. WBZ-TV Anchor David Wade Read and talked about his career to the students of The Boston Partners in Education	5/16/11	David Wade, Morning Anchor
4. WBZ-TV I-Team Reporter, Kathy Curran Lectured at Regis College regarding Crisis Communications to the Managing the Media graduate class	6/8/11	Kathy Curran, I-Team Reporter
5. WBZ-TV News Anchor/Reporter Diana Perez was a guest speaker and lecturer at Harvard University for the "Get Konnected" Diversity Career Lecture Series	9/27/11	Diane Perez, Anchor / Reporter
6. WBZ-TV New Anchor Lisa Hughes lectured at The Reynolds Center for Teaching, Learning and Creativity. Lisa spoke to educators at RC of T which is an organization dedicated to supporting cerative educators and researching more innovative ways to reach all learners.	10/19/11	Lisa Hughes, Anchor
7. WBZ-TV News Anchor Lisa Hughes Lectured at The Women Entrepreneurs at Babson College on Nov. 17th.	11/17/11	Lisa Hughes, Anchor

(d) Training Management Personnel

Description of Supplemental Recruitment Measure:	Date: (EEO Training Provided)	Personnel Involved: (Position)
1. Business Conduct Statement. All station employees were given a CBS Corporate Business Conduct Statement that outlines policies and rules that apply to Station employees. The signing of the Employee and Directors Certificate is required by all full-time employees.	On-Going	All Station personnel.
2. Data Protection Essentials. Information security failures, including data breaches in which personal information is improperly released, all too often result from a misstep that takes only seconds- and might not even be noticed until the damage is done.. The actions required to prevent such losses often only take a moment as well. We can all do out part to keep personal and confidential information secure by taking a moment to do the little things. Data Protection Essentials is designed to provide awareness training on the ever-changing Global landscape of privacy and information security.	On-Going	All Station personnel.
3. Sexual Harassment – Today’s workplace offers a look at the destructive effects of harassment in the workplace and outlines behavior conducive to a harassment-free work environment in compliance with federal law and relevant state laws.	On-Going	All Station personnel.

<p>4. Global Anti-Bribery – Anti-bribery laws have a broad reach, affecting business around the globe. Paying foreign public officials to win or influence business decisions is illegal in many countries. Employees who engage in international public sector business need to be able to recognize situations that may put both themselves and their company at risk for violating anti-bribery laws.</p>	<p>On-Going</p>	<p>All Station personnel.</p>
<p>5. UK Bribery Act – The Bribery Act 2010 overhauls the United Kingdom’s anti-corruption laws and brings with it wide-ranging implications for any company that carries on business in the UK. The goal of the training is to ensure that learners understand not only that bribery is illegal, but also what exactly constitutes bribery</p>	<p>On-Going</p>	<p>All Station personnel.</p>

Section 8 of the EEO Public File Reports dated December 1, 2011 – November 30, 2012

Supplemental Recruitment Measures.

(a) Job Fairs.

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1. NAACP Professional & Executive Diversity Job Fair- Radison Hotel Boston, MA - WBZ & WSBK Hosted this Event	5/7/12	Human Resources – WBZ Boston. Jill Teichmann

(b) Internship Program/General Outreach Efforts

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1. Station Internship program. For college students only; college credit given. Highest participation in spring, but year-round availability. Managed by Jill Teichmann, but intern may work in any department.	On-going	Internship Coordinator Jill Teichmann
2. Emma Bowen Foundation Intern. The Foundation is committed to creating career opportunities in the media industry for minority youth through a program that focuses on scholastic achievement, direct work experience and professional development.	On-going	Ro Dooley-Webster

(c) Participation in Events:

Description of Supplemental Recruitment Measure:	Date:	Personnel Involved: (Position)
1. Paula Ebben gave the keynote at The Worcester's Women's Conference at the DCU Center presented by The Worcester Chamber of Commerce. Paula spoke about her career in journalism.	6/8/12	Paula Ebben, WBZ-TV News Anchor
2. Jim Armstrong gave the keynote address at the New England Scholastic Press Association's 64 th annual conference at Boston University's College of Communication for students and teachers all over New England. Jim spoke about the challenges professionals encounter in the process of covering the news – both breaking news and long term stories.	5/4/12	Jim Armstrong, WBZ-TV News Reporter

3. Steve Burton spoke at the Lawrence Academy addressing 100 high school students on Discrimination in Sports: past, present and future. Also, the challenges for minorities in the sports media.	4/24/12	Steve Burton, WBZ-TV Sports Anchor
4. Lisa Hughes spoke to youngsters from Dorchester's Kilmer Lower school presented by Read Boston. Lisa spoke about the importance of reading, writing and how she uses "reading and writing as an anchor everyday." Then she ended it by reading The Lorax by Dr. Seuss to the class.	3/8/12	Lisa Hughes, WBZ-TV News Anchor
5. Steve Burton addressed 120 High School students at the "Blue Hills School to Career Partnership" about career Development and careers in the Media Industry	2/14/12	Steve Burton, WBZ-TV Sports Anchor
6. Diana Perez spoke to media representatives and non-profit organizations staff regarding best strategies for media/non-profit/PSA messaging in media	1/25/12	Diana Perez, WBZ-TV Anchor/Reporter
7. Ed Piette was a speaker at the annual "Presidents Day Celebration of Service" at the Cradles to Crayons presented by The Boston Business Journal. Presidents talked about their industry and expertise as well as commitment to public service.	1/16/12	Ed Piette, President & General Manager

(d) Training Management Personnel

Description of Supplemental Recruitment Measure:	Date: (EEO Training Provided)	Personnel Involved: (Position)
1. Business Conduct Statement. All station employees were given a CBS Corporate Business Conduct Statement that outlines policies and rules that apply to Station employees. The signing of the Employee and Directors Certificate is required by all full-time employees.	On-Going	All Station personnel.
2. Data Protection Essentials. Information security failures, including data breaches in which personal information is improperly released, all too often result from a misstep that takes only seconds- and might not even be noticed until the damage is done.. The actions required to prevent such losses often only take a moment as well. We can all do our part to keep personal and confidential information secure by taking a moment to do the little things. Data Protection Essentials is designed to provide awareness training on the ever-changing Global landscape of privacy and information security.	On-Going	All Station personnel.
3. Sexual Harassment – Today's workforce offers a look at the destructive effects of harassment in the workplace and outlines behavior conducive to a harassment-free work environment in compliance with federal law and relevant state laws.	On-Going	All Station personnel.
4. Global Anti-Bribery – Anti-bribery laws have a broad reach, affecting business around the globe. Paying foreign public officials to win or influence business decisions is illegal in many countries. Employees who engage in international public sector business need to be able to recognize situations that may put both themselves and their	On-Going	All Station personnel.

company at risk for violating anti-bribery laws.		
5. UK Bribery Act – The Bribery Act 2010 overhauls the United Kingdom’s anti-corruption laws and brings with it wide-ranging implications for any company that carries on business in the UK. The goal of the training is to ensure that learners understand not only that bribery is illegal, but also what exactly constitutes bribery	On-Going	All Station personnel.

Exhibit E

Pending and Resolved Complaints of Discrimination on the Basis of Race, Color, Religion, National Origin or Sex against WSBK

<i>Date Commenced</i>	<i>Forum & Case Number</i>	<i>Complainant/ Plaintiff</i>	<i>Nature of Claim</i>	<i>Status</i>
9/21/98	EEOC No. 16C983397 MCAD No. 98132905	David Leung	Leung alleged that he was subject to a hostile work environment and denied promotions on account of his age and national origin.	Rec'd in LAW 9/15/00 (from Paramount) following the initial dismissal. The matter was under appeal to the MCAD, and the appeal was denied 12/00. Closed.

Exhibit F

December 28, 2010, February 7, 2012 and February 25, 2013 Memos from Leslie Moonves to all CBS Corporation employees regarding CBS EEO Policy; 2010 CBS Corporation Business Conduct Statement, page 9, 2012 CBS Corporation Business Conduct Statement, page 10

December 28, 2010 Memo from Leslie Moonves to all CBS Corporation employees regarding CBS EEO Policy

From: Administrator CBS Msg
Sent: Tuesday, December 28, 2010 11:04 AM
Subject: CBS EEO Policy

From: Leslie Moonves
To: ALL CBS CORPORATION EMPLOYEES
Date: December 28, 2010

Re: CBS EEO Policy

As we close out 2010 and prepare for 2011, we are enjoying success across every division of CBS. I believe these successes are a direct result of the quality and diversity of the people who manage and run our businesses. As I've always said, our employees are our most valuable assets.

We work very hard at CBS to create an inclusive atmosphere that helps us retain and recruit the very best people. Our efforts in creating a competitive, diverse workforce have distinguished us as a leader in all of our different fields, and have helped attract the brightest, most talented minds who have kept us at the top. This is not something that happens by accident. It is the result of a concerted effort to hold everyone at CBS accountable to remain vigilant in keeping those standards high. We want to continue to improve on how we recruit, nurture, develop and sustain our employee ranks, and to keep our focus on making CBS an environment that is reflective of the audiences we serve day in and out. The reason we are successful is that our employees know CBS is a place where they can grow and prosper. To reinforce this understanding, we must constantly strive to have a positive workplace environment, and that requires supporting and enforcing a personnel policy which ensures equal opportunities for all.

You have heard this from me before, and you've heard it from your HR representative or manager, but it bears repeating: It is the policy at CBS to ensure equal employment opportunity without discrimination or harassment on the basis of race, color, national origin, religion, sex, age, disability, alienage or citizenship status, marital status, creed, genetic information, height or weight, sexual orientation, veteran's status, gender identity or gender expression or any other characteristic protected by law.

We do not judge anyone on anything other than their ability and performance. We've made it clear: We will not tolerate discrimination or sexual harassment at CBS Corporation or at any of our related businesses. I hold each manager at every location responsible for treating employees in a fair, objective manner, and for supporting the Company's Affirmative Action and EEO policies and practices.

Attached is the CBS Non-Discrimination and Anti-Harassment Policy. This policy underscores an unrelenting commitment to provide all of our employees with a work environment free of discrimination and harassment. The overall responsibility for enforcing this policy falls to Tony Ambrosio, Executive Vice President, Human Resources and Administration; however, each

manager and each employee shares the mandate of supporting and contributing to the ongoing enforcement of these important principles.

Questions regarding these policies should be discussed with your manager. If you need additional help, please contact the following individuals, depending upon your business unit:

- | | | |
|--------------------------------------|------------------|----------------|
| • Corporate | Linda Kalarchian | (212) 975-4491 |
| • Interactive | Deb Casados | (415) 344-2555 |
| • Broadcast and Cable Networks | Ray Gutierrez | (212) 708-1469 |
| • Outdoor | Tom Wisz | (602) 246-9569 |
| • Radio | Mark Zulli | (212) 649-9612 |
| • Publishing | Carolyn Connolly | (212) 698-1202 |
| • Distribution, TV Studios and Films | Cassie Thomas | (310) 264-3330 |
| • Television Stations | Robin Bona | (212) 975-5088 |

CBS NON-DISCRIMINATION AND ANTI-HARASSMENT POLICY

CBS is committed to a work environment in which all individuals are treated with respect and dignity. Each individual has the right to work in a professional atmosphere that promotes equal employment opportunities and prohibits discriminatory practices, including harassment. Therefore, CBS expects that all relationships among persons in the workplace will be business-like and free of bias, prejudice and harassment.

Equal Employment Opportunity

It is the policy of CBS to ensure equal employment opportunity without discrimination or harassment on the basis of race, color, national origin, religion, sex, age, disability, alienage or citizenship status, marital status, creed, genetic information, height or weight, sexual orientation, veteran's status, gender identity or gender expression or any other characteristic protected by law. CBS prohibits and will not tolerate any such discrimination or harassment.

Although the Executive Vice President, Human Resources has the overall responsibility for the implementation of this policy, it is the responsibility of every CBS employee with responsibilities in areas (1) through (4), below, to assist in the furtherance of this policy. This includes:

- (1) Recruiting, hiring, training and promoting in all job classifications without regard to race, color, national origin, religion, sex, age, disability, alienage or citizenship status, marital status, creed, genetic information, height or weight, sexual orientation, veteran's status, gender identity or gender expression or any other characteristic protected by law.
- (2) Basing decisions on employment so as to further the principle of equal employment opportunity.
- (3) Insuring that promotion decisions are in accordance with principles of equal employment opportunity by imposing only valid requirements for promotional opportunities.
- (4) Insuring that all personnel actions and practices are administered in a fair, equal and consistent manner.

Definitions of Harassment

- a. Sexual harassment constitutes discrimination and is illegal under federal, state and local laws. For the purposes of this policy, sexual harassment is defined, as in the Equal Employment Opportunity Commission Guidelines, as unwelcome sexual advances, requests for sexual favors and other verbal or physical conduct of a sexual nature when, for example: (i) submission to such conduct is made either explicitly or implicitly a term or condition of an individual's employment; (ii) submission to or rejection of such conduct by an individual is used as the basis for employment decisions affecting such individual; or (iii) such conduct has the purpose or effect of unreasonably interfering with an individual's work performance or creating an intimidating, hostile or offensive working environment.

Sexual harassment may include a range of subtle and not so subtle behaviors and may involve individuals of the same or different gender. Depending on the circumstances, these behaviors may include, but are not limited to: unwanted sexual advances or activity or requests for sexual favors; sexual jokes and innuendo; verbal abuse of a sexual nature; commentary about an individual's body, sexual prowess or sexual deficiencies; leering, catcalls or touching; insulting or obscene comments or gestures; display or circulation in the workplace of sexually suggestive objects or pictures (including through e-mail); and other physical, verbal or visual conduct of a sexual nature. Sex-based harassment — that is, harassment not involving sexual activity or language (e.g., male manager yells only at female employees and not males) — may also constitute discrimination if it is severe or pervasive and directed at employees because of their sex.

- b. Harassment on the basis of any other protected characteristic is also strictly prohibited. Under this policy, harassment is verbal or physical conduct that denigrates or shows hostility or aversion toward an individual because of his/her race, color, religion, national origin, sex, age, disability, alienage or citizenship status, marital status, creed, genetic information, height or weight, sexual orientation, veteran's status, gender identity or gender expression or any other characteristic protected by law or that of his/her relatives, friends or associates, and that: (i) has the purpose or effect of creating an intimidating, hostile or offensive work environment; (ii) has the purpose or effect of unreasonably interfering with an individual's work performance; or (iii) otherwise adversely affects an individual's employment opportunities.

Harassing conduct includes, but is not limited to: epithets, slurs or negative stereotyping; threatening, intimidating or hostile acts; denigrating jokes and display or circulation in the workplace of written or graphic material that denigrates or shows hostility or aversion toward an individual or group (including through e-mail).

Individuals and Conduct Covered

These policies apply to all applicants and employees, and prohibit harassment, discrimination and retaliation whether engaged in by fellow employees, by a supervisor or manager or by someone not directly connected to CBS (*e.g.*, an outside vendor, consultant or customer).

Conduct prohibited by these policies is unacceptable in the workplace and in any work-related setting outside the workplace, such as during business trips, business meetings and business-related social events.

Any employee who engages in such harassment by any means, including in person and/or through the use of E-mail, voicemail, telephone, audio or video devices and/or computer or hard-copy documents, will be subject to discipline, up to and including termination.

Retaliation Is Prohibited

CBS prohibits retaliation against any individual who reports discrimination or harassment or participates in an investigation of such reports. Retaliation against an individual for reporting harassment or discrimination or for participating in an investigation of a claim of harassment or discrimination is a serious violation of this policy and, like harassment or discrimination itself, will be subject to disciplinary action.

COMPLAINT PROCEDURE

Reporting an Incident of Harassment, Discrimination or Retaliation

CBS strongly urges the reporting of all incidents of discrimination, harassment or retaliation, regardless of the offender's identity or position. Individuals who believe they have experienced conduct that they believe is contrary to CBS's policy or who have concerns about such matters should report their complaints to their immediate supervisor, their Department Head, their Station Manager, their Station's designated Ombudsperson, the CBS Human Resources Department, or the CBS Executive Vice President of Human Resources *before* the conduct becomes severe or pervasive. Individuals should not feel obligated to file their complaints with their immediate supervisor first before bringing the matter to the attention of one of the other CBS designated representatives identified above. Early reporting and intervention have proven to be the most effective method of resolving actual or perceived incidents of harassment. Therefore, while no fixed reporting period has been established, CBS strongly urges the prompt reporting of complaints or concerns so that rapid and constructive action can be taken. CBS will make every effort to stop alleged

harassment before it becomes severe or pervasive, but can only do so with the cooperation of its staff/employees.

The availability of this complaint procedure does not preclude individuals who believe they are being subjected to harassing conduct from promptly advising the offender that his or her behavior is unwelcome and requesting that it be discontinued.

The Investigation

Any reported allegations of harassment, discrimination or retaliation will be investigated promptly, thoroughly and impartially. The investigation may include individual interviews with the parties involved and, where necessary, with individuals who may have observed the alleged conduct or may have other relevant knowledge. Each complainant will receive a written response following the completion of the investigation which will state whether corrective action was taken. In the usual course CBS will endeavor to complete investigations within two weeks. Where the circumstances are more complicated, CBS will endeavor to complete the investigation within forty-five days and will notify the complainant if they are unable to do so.

Confidentiality will be maintained throughout the investigatory process to the extent consistent with adequate investigation and appropriate corrective action.

Responsive Action

Misconduct constituting harassment, discrimination or retaliation will be dealt with promptly and appropriately. Responsive action may include, for example, training, referral to counseling, monitoring of the offender and/or disciplinary action such as warning, reprimand, withholding of a promotion or pay increase, reduction of wages, demotion, reassignment, temporary suspension without pay or termination, as CBS believes appropriate under the circumstances.

* * * *

Individuals who have questions or concerns about these policies should talk with a member of the Human Resources Department.

Finally, these policies should not, and may not, be used as a basis for excluding or separating individuals of a particular gender, or any other protected characteristic, from participating in business or work-related social activities or discussions in order to avoid allegations of harassment. The law and the policies of CBS prohibit disparate treatment on the basis of sex or any other protected characteristic, with regard to terms, conditions, privileges and perquisites of employment. The prohibitions against harassment, discrimination and retaliation are intended to complement and further these policies, not to form the basis of an exception to them.

December 2010

February 7, 2012 Memo from Leslie Moonves to all CBS Corporation employees regarding CBS EEO Policy

From: Leslie Moonves
To: ALL CBS CORPORATION EMPLOYEES
Date: February 7, 2012

Re: CBS EEO Policy

Now that 2012 is off to a great start, I would like to take the time to reflect upon the terrific progress that CBS continues to demonstrate across every division and at every level of our company. I've always said our employees are our most valuable assets. And our success is the direct result of the quality and diversity of the people who manage and run our businesses.

We work very hard at CBS to create an inclusive atmosphere that helps us recruit and retain the very best. Our efforts at producing a competitive, diverse workforce have helped us attract the brightest, most talented minds – people who are responsible for keeping us at the top and helping to distinguish us as a leader in all our fields. We are successful because our employees know CBS is a place where they can grow and prosper. This does not happen by accident. This is the result of a concerted effort to hold everyone at CBS accountable and to remain vigilant in keeping those standards high. We must constantly strive for a positive workplace environment, one that ensures equal opportunities for all. We want to continue to improve upon the recruitment, nurturing and development of our employees and to keep our focus on making CBS a company that is reflective of the audiences we serve day in and out.

You have heard me say this before, just as you've heard it from your HR representative or manager, but it bears repeating: Our policy is to ensure equal employment opportunity without discrimination or harassment on the basis of race, color, national origin, religion, sex, age, disability, alienage or citizenship status, marital status, creed, genetic information, height or weight, sexual orientation, veteran's status, gender identity or gender expression, or any other characteristic protected by law.

We do not judge anyone on anything other than their ability and performance. We've made it clear: We will not tolerate discrimination or sexual harassment at CBS Corporation or at any of our related businesses. I hold each manager at every location responsible for treating employees in a fair, objective manner and for supporting the Company's Affirmative Action and EEO policies and practices.

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If you have questions regarding these policies, discuss them with your manager. If you need additional help, please contact the individual identified below as responsible for the business unit you work in:

Corporate	Linda Kalarchian	(212) 975-4491
Interactive	Jeff Ryan	(415) 344-1376
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Equal Employment Opportunity

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Although the Executive Vice President, Human Resources has the overall responsibility for the implementation of this policy, every CBS employee is expected to assist in the furtherance of this policy with responsibilities including:

- (1) Recruiting, hiring, training and promoting in all job classifications without regard to race, color, national origin, religion, sex, age, disability, alienage or citizenship status, marital status, creed, genetic information, height or weight, sexual orientation, veteran's status, gender identity or gender expression or any other characteristic protected by law.
- (2) Basing decisions on employment so as to further the principle of equal employment opportunity.
- (3) Insuring that promotion decisions are in accordance with principles of equal employment opportunity by imposing only valid requirements for promotional opportunities.
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Sexual harassment may include a range of subtle and not so subtle behaviors and may involve individuals of the same or different gender. Depending on the circumstances, these behaviors may include, but are not limited to: unwanted sexual advances or activity or requests for sexual favors; sexual jokes and innuendo; verbal abuse of a sexual nature; commentary about an individual's body, sexual prowess or sexual deficiencies; leering, catcalls or touching; insulting or obscene comments or gestures; display or circulation in the workplace of sexually suggestive objects or pictures (including through e-mail); and other physical, verbal or visual conduct of a sexual nature. Sex-based harassment — that is, harassment not involving sexual activity or language (e.g., male manager yells only at female employees and not males) — may also constitute discrimination if it is severe or pervasive and directed at employees because of their sex.

- b. Harassment on the basis of any other protected characteristic is also strictly prohibited. Under this policy, harassment is verbal or physical conduct that denigrates or shows hostility or aversion toward an individual because of his/her race, color, religion, national origin, sex, age, disability, alienage or citizenship status, marital status, creed, genetic information, height or weight, sexual orientation, veteran's status, gender identity or gender expression or any other characteristic protected by law or that of his/her relatives, friends or associates, and that: (a) has the purpose or effect of creating an intimidating, hostile or offensive work environment; (b) has the purpose or effect of unreasonably interfering with an individual's work performance; or (c) otherwise adversely affects an individual's employment opportunities.

Harassing conduct includes, but is not limited to: epithets, slurs or negative stereotyping; threatening, intimidating or hostile acts; denigrating jokes and display or circulation in the workplace of written or graphic material that denigrates or shows hostility or aversion toward an individual or group (including through e-mail).

Individuals and Conduct Covered

These policies apply to all applicants and employees, and prohibit harassment, discrimination and retaliation whether engaged in by fellow employees, by a supervisor or manager or by someone not directly connected to CBS (e.g., an outside vendor, consultant or customer).

Conduct prohibited by these policies is unacceptable in the workplace and in any work-related setting outside the workplace, such as during business trips, business meetings and business-related social events.

Any employee who engages in such harassment by any means, including in person and/or through the use of e-mail, voicemail, telephone, audio or video devices and/or computer or hard-copy documents, will be subject to discipline, up to and including termination.

Retaliation Is Prohibited

CBS prohibits retaliation against any individual who reports discrimination or harassment or participates in an investigation of such reports. Retaliation against an individual for reporting harassment or discrimination or for participating in an investigation of a claim of harassment or discrimination is a serious violation of this policy and, like harassment or discrimination itself, will be subject to disciplinary action.

COMPLAINT PROCEDURE

Reporting an Incident of Harassment, Discrimination or Retaliation

CBS strongly urges the reporting of all incidents of discrimination, harassment or retaliation, regardless of the offender's identity or position. Individuals who believe they have experienced conduct that they believe is contrary to CBS's policy or who have concerns about such matters should report their complaints to their immediate supervisor, their department head, any senior manager of the business unit, their local Human Resources representative, the CBS OpenLine which is the compliance telephone line at 1-877-CBS-0888 or 1-212-975-9913 (e-mail: CBSOpenline@cbs.com), the CBS Human Resources Department, or the CBS Executive Vice President of Human Resources *before* the conduct becomes severe or pervasive. Individuals should not feel obligated to file their complaints with their immediate supervisor first before bringing the matter to the attention of one of the other CBS designated representatives identified above. Early reporting and intervention have proven to be the most effective method of resolving actual or perceived incidents of harassment. Therefore, while no fixed reporting period has been established, CBS strongly urges the prompt reporting of complaints or concerns so that rapid and constructive action can be

taken. CBS will make every effort to stop alleged harassment before it becomes severe or pervasive, but can only do so with the cooperation of its staff/employees.

The availability of this complaint procedure does not preclude individuals who believe they are being subjected to harassing conduct from promptly advising the offender that his or her behavior is unwelcome and requesting that it be discontinued.

The Investigation

Any reported allegations of harassment, discrimination or retaliation will be investigated promptly, thoroughly and impartially. The investigation may include individual interviews with the parties involved and, where necessary, with individuals who may have observed the alleged conduct or may have other relevant knowledge. Each complainant will receive a written response following the completion of the investigation which will state whether corrective action was taken. In the usual course CBS will endeavor to complete investigations within two weeks. Where the circumstances are more complicated, CBS will endeavor to complete the investigation within forty-five days and will notify the complainant if they are unable to do so.

Confidentiality will be maintained throughout the investigatory process to the extent consistent with adequate investigation and appropriate corrective action.

Responsive Action

Misconduct constituting harassment, discrimination or retaliation will be dealt with promptly and appropriately. Responsive action may include, for example, training, referral to counseling, monitoring of the offender and/or disciplinary action such as warning, reprimand, withholding of a promotion or pay increase, reduction of wages, demotion, reassignment, temporary suspension without pay or termination, as CBS believes appropriate under the circumstances.

* * * *

Individuals who have questions or concerns about these policies should talk with their local Human Resources representative or a member of the CBS Human Resources Department.

Finally, these policies should not, and may not, be used as a basis for excluding or separating individuals of a particular gender, or any other protected characteristic, from participating in business or work-related social activities or discussions in order to avoid allegations of harassment. The law and the policies of CBS prohibit disparate treatment on the basis of sex or any other protected characteristic, with regard to terms, conditions, privileges and perquisites of employment. The prohibitions against harassment, discrimination and retaliation are intended to complement and further these policies, not to form the basis of an exception to them.

February 2012

February 25, 2013 Memo from Leslie Moonves to all CBS Corporation employees regarding CBS EEO Policy

Capozzi, Anthony

From: A Message from Leslie Moonves
Sent: Monday, February 25, 2013 11:54 AM
Subject: CBS EEO Policy
Attachments: CBS Non-Discrimination and Anti-Harassment Policy 2013.doc



From: Leslie Moonves
To: ALL CBS CORPORATION EMPLOYEES
Date: February 25, 2013

Re: CBS EEO Policy

The CBS Corporation is off to a terrific start in 2013, and I'm pleased to see that each division is poised to build even further on the growth and success we've enjoyed in recent years. I recognize that the high level of performance we are enjoying throughout the company is a function of the contribution you make each day to help distinguish CBS Corporation as an industry leader. I've always said that our people are our greatest assets, and I'm very proud of the fact that, collectively, we continue to ensure that CBS enjoys the benefit of having a diverse workforce and an inclusive place to work.

Our focus on people as our greatest asset is the very sentiment that guides many of our principles at CBS Corporation. We are determined to not only recruit the best and brightest but make sure we've cast as wide a net as possible to ensure we include candidates from all backgrounds. A competitive, diverse work force helps us attract the very best, who in turn help keep us on top.

CBS is a true meritocracy where any employee can grow and prosper, providing they observe and respect the standards we have set for ourselves. Maintaining a positive, inclusive workplace is important to any business looking to succeed. We have made many strides in this respect but we must remain vigilant in making our company a place that ensures equal opportunity for all, and which constantly recruits, nurtures and develops new talent, no matter their background.

It's as simple as that. Our policy is to ensure equal employment opportunity without discrimination or harassment on the basis of race, color, national origin, religion, sex, age, disability, alienage or citizenship status, marital status, creed, genetic information, height or weight, sexual orientation, veteran's status, gender identity or gender expression, or any other characteristic protected by law.

We do not judge anyone on anything other than their ability and performance, and we will not tolerate discrimination or sexual harassment at CBS Corporation or at any of our related businesses. The overall responsibility for enforcing this policy falls on Tony Ambrosio, Executive Vice President, Human Resources and Administration. I hold each manager at every location responsible for treating employees in a fair, objective manner and for supporting the Company's Affirmative Action and EEO policies and practices.

Attached is the CBS Non-Discrimination and Anti-Harassment Policy, which underscores our commitment to provide all employees with a work environment free of discrimination and harassment. If you have questions regarding these policies, discuss them with your manager. If you need additional help, please contact the individual identified below as responsible for the business unit you work in:

Broadcast and Cable Networks	Ray Gutierrez	(212) 708-1469
Corporate	Linda Kalarchian	(212) 975-4491
Distribution, TV Studios and Films	Cassie Thomas	(310) 264-3330
Interactive	Jeff Ryan	(415) 344-1376
Outdoor	Tom Wisz	(602) 246-9569
Publishing	Carolyn Connolly	(212) 698-1202
Radio	Mark Zulli	(212) 649-9612
Television Stations	Robin Bona	(212) 975-5088

CBS NON-DISCRIMINATION AND ANTI-HARASSMENT POLICY

CBS is committed to a work environment in which all individuals are treated with respect and dignity. Each individual has the right to work in a professional atmosphere that promotes equal employment opportunities and prohibits discriminatory practices, including harassment. Therefore, CBS expects that all relationships among persons in the workplace will be business-like and free of bias, prejudice and harassment.

Equal Employment Opportunity

It is the policy of CBS to ensure equal employment opportunity without discrimination or harassment on the basis of race, color, national origin, religion, sex, age, disability, alienage or citizenship status, marital status, creed, genetic information, height or weight, sexual orientation, veteran's status, gender identity or gender expression or any other characteristic protected by law. CBS prohibits and will not tolerate any such discrimination or harassment.

Although the Executive Vice President, Human Resources has the overall responsibility for the implementation of this policy, every CBS employee is expected to assist in the furtherance of this policy with responsibilities including:

- (1) Recruiting, hiring, training and promoting in all job classifications without regard to race, color, national origin, religion, sex, age, disability, alienage or citizenship status, marital status, creed, genetic information, height or weight, sexual orientation, veteran's status, gender identity or gender expression or any other characteristic protected by law.
- (2) Basing decisions on employment so as to further the principle of equal employment opportunity.
- (3) Insuring that promotion decisions are in accordance with principles of equal employment opportunity by imposing only valid requirements for promotional opportunities.
- (4) Ensuring that all personnel actions and practices are administered in a fair, equal and consistent manner.

Definitions of Harassment

- a. Sexual harassment constitutes discrimination and is illegal under federal, state and local laws. For the purposes of this policy, sexual harassment is defined, as in the Equal Employment Opportunity Commission Guidelines, as unwelcome sexual advances, requests for sexual favors and other verbal or physical conduct of a sexual nature when, for example: (a) submission to such conduct is made either explicitly or implicitly a term or condition of an individual's employment; (b) submission to or rejection of such conduct by an individual is used as the basis for employment decisions affecting such individual; or (c) such conduct has the purpose or effect of unreasonably interfering with an individual's work performance or creating an intimidating, hostile or offensive working environment.

Sexual harassment may include a range of subtle and not so subtle behaviors and may involve individuals of the same or different gender. Depending on the circumstances, these behaviors may include, but are not limited to: unwanted sexual advances or activity or requests for sexual favors; sexual jokes and innuendo; verbal abuse of a sexual nature; commentary about an individual's body, sexual prowess or sexual deficiencies; leering, catcalls or touching; insulting or obscene comments or gestures; display or circulation in the workplace of sexually suggestive objects or pictures (including through e-mail); and other physical, verbal or visual conduct of a sexual nature. Sex-based harassment — that is, harassment not involving sexual activity or language (*e.g.*, male manager yells only at female employees and not males) — may also

constitute discrimination if it is severe or pervasive and directed at employees because of their sex.

- b. Harassment on the basis of any other protected characteristic is also strictly prohibited. Under this policy, harassment is verbal or physical conduct that denigrates or shows hostility or aversion toward an individual because of his/her race, color, religion, national origin, sex, age, disability, alienage or citizenship status, marital status, creed, genetic information, height or weight, sexual orientation, veteran's status, gender identity or gender expression or any other characteristic protected by law or that of his/her relatives, friends or associates, and that: (a) has the purpose or effect of creating an intimidating, hostile or offensive work environment; b) has the purpose or effect of unreasonably interfering with an individual's work performance; or (c) otherwise adversely affects an individual's employment opportunities.

Harassing conduct includes, but is not limited to: epithets, slurs or negative stereotyping; threatening, intimidating or hostile acts; denigrating jokes and display or circulation in the workplace of written or graphic material that denigrates or shows hostility or aversion toward an individual or group (including through e-mail).

Individuals and Conduct Covered

These policies apply to all applicants and employees, and prohibit harassment, discrimination and retaliation whether engaged in by fellow employees, by a supervisor or manager or by someone not directly connected to CBS (*e.g.*, an outside vendor, consultant or customer).

Conduct prohibited by these policies is unacceptable in the workplace and in any work-related setting outside the workplace, such as during business trips, business meetings and business-related social events.

Any employee who engages in such harassment by any means, including in person and/or through the use of e-mail, voicemail, telephone, audio or video devices and/or computer or hard-copy documents, will be subject to discipline, up to and including termination.

Retaliation Is Prohibited

CBS prohibits retaliation against any individual who reports discrimination or harassment or participates in an investigation of such reports. Retaliation against an individual for reporting harassment or discrimination or for participating in an investigation of a claim of harassment or discrimination is a serious violation of this policy and, like harassment or discrimination itself, will be subject to disciplinary action.

COMPLAINT PROCEDURE

Reporting an Incident of Harassment, Discrimination or Retaliation

CBS strongly urges the reporting of all incidents of discrimination, harassment or retaliation, regardless of the offender's identity or position. Individuals who believe they have experienced conduct that they believe is contrary to CBS's policy or who have concerns about such matters should report their complaints to their immediate supervisor, their department head, any senior manager of the business unit, their local Human Resources representative, the CBS OpenLine which is the compliance telephone line at 1-877-CBS-0888 or 1-212-975-9913 (e-mail: CBSOpenline@cbs.com), the CBS Human Resources Department, or the CBS Executive Vice President of Human Resources *before* the conduct becomes severe or pervasive. Individuals should not feel obligated to file their complaints with their immediate supervisor first before bringing the matter to the attention of one of the other CBS designated representatives identified above. Early reporting and intervention have proven to be the most effective method of resolving

actual or perceived incidents of harassment. Therefore, while no fixed reporting period has been established, CBS strongly urges the prompt reporting of complaints or concerns so that rapid and constructive action can be taken. CBS will make every effort to stop alleged harassment before it becomes severe or pervasive, but can only do so with the cooperation of its staff/employees.

The availability of this complaint procedure does not preclude individuals who believe they are being subjected to harassing conduct from promptly advising the offender that his or her behavior is unwelcome and requesting that it be discontinued.

The Investigation

Any reported allegations of harassment, discrimination or retaliation will be investigated promptly, thoroughly and impartially. The investigation may include individual interviews with the parties involved and, where necessary, with individuals who may have observed the alleged conduct or may have other relevant knowledge. Each complainant will receive a written response following the completion of the investigation which will state whether corrective action was taken. In the usual course CBS will endeavor to complete investigations within two weeks. Where the circumstances are more complicated, CBS will endeavor to complete the investigation within forty-five days and will notify the complainant if they are unable to do so.

Confidentiality will be maintained throughout the investigatory process to the extent consistent with adequate investigation, appropriate corrective action and applicable law.

Responsive Action

Misconduct constituting harassment, discrimination or retaliation will be dealt with promptly and appropriately. Responsive action may include, for example, training, referral to counseling, monitoring of the offender and/or disciplinary action such as warning, reprimand, withholding of a promotion or pay increase, reduction of wages, demotion, reassignment, temporary suspension without pay or termination, as CBS believes appropriate under the circumstances.

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Individuals who have questions or concerns about these policies should talk with their local Human Resources representative or a member of the CBS Human Resources Department.

Finally, these policies should not, and may not, be used as a basis for excluding or separating individuals of a particular gender, or any other protected characteristic, from participating in business or work-related social activities or discussions in order to avoid allegations of harassment. The law and the policies of CBS prohibit disparate treatment on the basis of sex or any other protected characteristic, with regard to terms, conditions, privileges and perquisites of employment. The prohibitions against harassment, discrimination and retaliation are intended to complement and further these policies, not to form the basis of an exception to them.

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- noncompliance with CBS's internal accounting controls (for example, not obtaining required approvals);
- misrepresentation to a senior officer or CBS's internal or external auditors or accountants regarding a matter contained in the financial records, financial reports, or audit reports of CBS;
- deviation from full and fair reporting of CBS's results of operations, financial condition, or cash flows; or
- improperly influencing, coercing, manipulating, or misleading any independent public or certified accountant engaged in the performance of an audit of CBS's financial statements.

You may not engage in any misleading or deceptive financial practice, whether or not it is listed here, and you are required to report any such practices if you become aware of them. Please refer to the Employee, Officer, and Director Reporting Procedures described in the section titled "Implementation of the CBS Business Conduct Statement" for procedures to report improper financial practices or financial misconduct matters that have come to your attention.

Improper Influence of Auditors

You may not take any action (whether or not listed as an example below), directly or indirectly, to coerce, manipulate, mislead, or influence any of our auditors, when you know, should know, or intend that your actions may render our financial statements misleading. For example, you may not influence an auditor to (i) issue a report on CBS's financial statements that is not warranted in the circumstances, (ii) refrain from performing audit, review, or other procedures, (iii) refrain from issuing a report or withdrawing an issued report, or (iv) refrain from communicating matters to CBS Corporation's Audit Committee.

As additional examples of prohibited conduct, you may not (i) offer money, gifts, financial incentives, future employment or contracts for non-audit services, (ii) provide inaccurate or misleading legal analysis or other information, (iii) threaten to cancel an auditor's existing engagements, (iv) seek to have an audit partner removed from the engagement, (v) engage in blackmail, or (vi) make physical or verbal threats.

V. EQUAL EMPLOYMENT OPPORTUNITY

CBS places a high value on providing equal employment opportunity and maintaining a diverse workforce. We work hard to comply with all applicable laws prohibiting discrimination and we strive to make our workforce reflect the rich diversity of our society and our customers. CBS recruits and hires without regard to race, color, sex, religion, national origin, ethnicity, age, marital status, sexual orientation, gender identity, gender expression, disability, veteran status, height, weight, genetic information, or any other basis prohibited by law. We strive to administer all personnel actions such as hiring, compensation, promotions, benefits, transfers, layoffs, company-sponsored training, education, tuition assistance, terminations, and social and recreational programs in a manner consistent with equal employment opportunity.

We expect all managers, directors, and supervisory personnel to make a personal commitment to practice and enforce the principles of our equal employment opportunity policy.

VI. HARASSMENT-FREE WORKPLACE ENVIRONMENT

CBS has a "zero tolerance" policy for sexual harassment or harassment based on race, color, sex, religion, national origin, ethnicity, age, marital status, sexual orientation, gender identity, gender expression, disability, veteran status, height, weight, genetic information, or any other basis proscribed by applicable law. Discriminatory treatment, including sexual harassment and harassment based on a person's race, age, or other protected status, is strictly prohibited.

Unlawful harassment may occur not only as a result of conduct by supervisors, but also due to conduct by directors and/or fellow employees, and, under some circumstances, conduct by customers, vendors, consultants, visitors, and independent contractors. Unlawful harassment can take place in the office or in work-related settings outside the workplace, such as during business trips, business meetings, and business-related social events. This Statement applies with equal force to conduct in all such settings.



- committing CBS assets for services, transactions, or liabilities if you do not have the appropriate level of approval, signatory, or execution authority;
- fraud or falsification in the preparation, evaluation, review, or audit of any financial statement of CBS or any document, records, or information which is or may be used in any financial statement of CBS (for example, concealing or falsifying data given to internal or external auditors or used internally in the reporting of revenues);
- fraud or misrepresentation in the preparation, recording, evaluation, review, or audit of an employee's expense report or any other financial document related to reimbursement of business related expenses;
- any practice that results in customers or clients being charged for services that were not provided or being charged an inflated price or more than agreed upon for a service;
- any practice which intentionally results in the inflation or exaggeration of reported sales or revenues;
- fraud in the recording and maintaining of financial records of CBS (for example, intentionally recording sales or expenses in the wrong period, capitalizing items that should be expensed, or recording personal expenses as business expenses);
- noncompliance with CBS's internal accounting controls (for example, not obtaining required approvals);
- misrepresentation to a senior officer or CBS's internal or external auditors or accountants regarding a matter contained in the financial records, financial reports, or audit reports of CBS;
- deviation from full and fair reporting of CBS's results of operations, financial condition, or cash flows; or
- improperly influencing, coercing, manipulating, or misleading any independent public or certified accountant engaged in the performance of an audit of CBS's financial statements.

You may not engage in any misleading or deceptive financial practice, whether or not it is listed here, and you are required to report any such practices if you become aware of them. Please refer to the Employee, Officer, and Director Reporting Procedures described in the section titled "Implementation of the CBS Business Conduct Statement" for procedures to report improper financial practices or financial misconduct matters that have come to your attention.

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