



2020 ANNUAL MEETING OF STOCKHOLDERS

MAY 18, 2020

RULES OF CONDUCT

Welcome to the 2020 Annual Meeting of Stockholders of ViacomCBS Inc. We would like to conduct a fair and informative Annual Meeting. Please observe the following rules of conduct:

1. The Annual Meeting will proceed as set forth in the Agenda posted on the meeting website.
2. In accordance with ViacomCBS's governing documents, the only business matters to be conducted at the Annual Meeting are the matters set forth in the Notice of Annual Meeting of Stockholders and Proxy Statement dated April 3, 2020.
3. Only stockholders of record of our Class A Common Stock as of March 23, 2020, or their duly authorized proxy holders, may vote at the meeting. Stockholders who have already voted do not need to vote again unless they wish to change their vote.
4. Only stockholders of record of our Class A Common Stock as of March 23, 2020 may submit questions at the Annual Meeting on the meeting website. Both Class A stockholders and Class B stockholders had an opportunity to submit questions in advance of the Annual Meeting.
5. During the business portion of the meeting, please limit your questions to the items being voted on. General questions will be addressed after the business portion of the meeting concludes, as set forth in the Agenda. If multiple questions are submitted on the same topic, they will be summarized and answered collectively. We will answer as many questions as time allows.
6. Please make sure your questions are:
 - relevant to the business of the Company or the conduct of its operations;
 - germane to the item of business under discussion, as applicable;
 - not related to pending or threatened litigation; and
 - related to stockholder interests generally and not to your own personal or business interests or grievances.
7. In the event of technical malfunction or other significant problem that disrupts the Annual Meeting, ViacomCBS's Executive Vice President, General Counsel and Secretary may adjourn, recess or expedite the proceedings, or take such other action that she deems appropriate under the circumstances.
8. Any recording of the Annual Meeting is prohibited.

If you have technical difficulty during the Annual Meeting, please call 1-800-586-1548 (toll free) or +1 303-562-9288 (international). Technicians will be available to assist you.

Thank you for your cooperation and for joining ViacomCBS's 2020 Annual Meeting of Stockholders.