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January 30, 2024

VIA ONLINE SHAREHOLDER PROPOSAL FORM

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

**Re: Paramount Global
Stockholder Proposal from the National Center for Public Policy Research
Securities Exchange Act of 1934 – Rule 14a-8**

Ladies and Gentlemen:

On behalf of Paramount Global, a Delaware corporation (the “Company”), we are filing this letter pursuant to Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), to notify the Securities and Exchange Commission (the “Commission”) of the Company’s intention to exclude the shareholder proposal described below (the “Proposal”) from the Company’s proxy statement and form of proxy (together, the “2024 Proxy Materials”) to be distributed to the Company’s stockholders in connection with its 2024 annual meeting of stockholders (the “2024 Annual Meeting”). The Company respectfully requests confirmation that the staff of the Division of Corporation Finance of the Commission (the “Staff”) will not recommend to the Commission that enforcement action be taken if the Company excludes the Proposal from the 2024 Proxy Materials.

Pursuant to Rule 14a-8(j), we have filed this letter and the related correspondence from the Proponent (defined below) with the Commission not less than 80 days before the Company intends to file the 2024 Proxy Materials with the Commission. A copy of this letter and its attachments are being concurrently sent to the Proponent, informing the Proponent of the Company’s intention to exclude the Proposal from the 2024 Proxy Materials.

Rule 14a-8(k) and Staff Legal Bulletin No. 14D (Nov. 7, 2008) provide that shareholder proponents are required to send companies a copy of any correspondence that the shareholder proponent elects to submit to the Commission or the Staff. Accordingly, we are taking this opportunity to remind the Proponent that if the Proponent submits correspondence to the Commission or the Staff with respect to the Proposal, a copy of that correspondence should concurrently be furnished to the undersigned.

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THE PROPOSAL

On November 16, 2023, the Company received the Proposal dated November 14, 2023 from the National Center for Public Policy Research (the “Proponent”) for inclusion in the 2024 Proxy Materials. The Proposal states as follows:

“Whereas: Charitable contributions should enhance the image of our Company in the eyes of the public. Increased disclosure of these contributions would serve to create greater goodwill for our Company. It would also allow the public to better voice its opinions on our corporate giving strategy. Inevitably, some organizations might be viewed more favorably than others. This could be useful in guiding our Company’s philanthropic decision making in the future. Corporate giving should ultimately enhance shareholder value in line with the Company’s fiduciary duty.

Resolved: Shareholders request the Company list the recipients of corporate charitable contributions of \$5,000 or more on the Company’s website, along with the amount contributed and any material limitations or monitoring of the contributions.”

A copy of this Proposal and the supporting statement (the “Supporting Statement”), as well as related correspondence with the Proponent, is attached to this letter as Exhibit A.

BASES FOR EXCLUSION OF THE PROPOSAL

As discussed more fully below, the Company believes that it may properly exclude the Proposal from its 2024 Proxy Materials pursuant to Rule 14a-8(i)(7) and Rule 14a-8(i)(10), because (1) the Proposal relates to the Company’s ordinary business operations and (2) the Proposal has already been substantially implemented.

ANALYSIS

A. Background on the Ordinary Business Standard Under Rule 14a-8(i)(7)

Rule 14a-8(i)(7) permits a company to exclude a shareholder proposal if it “deals with a matter relating to the company’s ordinary business operations.” According to the Commission, the term “ordinary business” in this context “is rooted in the corporate law concept providing management with flexibility in directing certain core matters involving the company’s business and operations,” and the determination as to whether a proposal deals with a matter relating to a company’s ordinary business operations is made on a case-by-case basis. *See* Exchange Act Release No. 34-40018 (May 21, 1998) (the “1998 Release”).

The 1998 Release also provides that “the policy underlying the ordinary business exclusion rests on two central considerations. The first relates to the subject matter of the proposal. Certain tasks are so fundamental to management’s ability to run a company on a day-to-day basis that they could not, as a practical matter, be subject to direct shareholder oversight.” *Id.* The second consideration “relates to the degree to which the proposal seeks to ‘micro-manage’ the company by probing too deeply into matters of a complex nature upon which shareholders, as a group, would not be in a position to make an informed judgment.” *Id.*

(1) The Proposal May be Excluded Pursuant to Rule 14a-8(i)(7) Because the Proposal Deals with Matters Relating to the Company’s Ordinary Business Operations.

In accordance with the policy considerations underlying the ordinary business exclusion, the Staff has consistently permitted exclusion under Rule 14a-8(i)(7) of shareholder proposals, like the Proposal, that focus on contributions to specific organizations or types of organizations. For example, in *The Walt Disney Co.* (Nov. 20, 2014), the Staff permitted exclusion under Rule 14a-8(i)(7) of a proposal requesting the company “preserve the policy of acknowledging the Boy Scouts of America as a charitable organization to receive matching contributions” as relating to the ordinary business matter of “charitable contributions to a specific organization.” *See also*, e.g., *PG&E Corp.* (Feb. 4, 2015) (permitting exclusion under Rule 14a-8(i)(7) of a proposal requesting the company form a committee to “solicit feedback on the effect of anti-traditional family political and charitable contributions” as relating to the ordinary business matter of “contributions to specific types of organizations”); *PepsiCo* (Feb. 24, 2010) (permitting exclusion under Rule 14a-8(i)(7) of a proposal to prohibit support of organizations that reject or support homosexuality, noting that the proposal related to “charitable contributions directed to specific types of organizations”); *Target Corp.* (Mar. 31, 2010) (concurring in exclusion of a proposal requesting a report on charitable donations and a feasibility study of policy changes, “including minimizing donations to charities that fund animal experiments,” on the basis that it related to the company’s ordinary business operations in that it concerned “charitable contributions directed to specific types of organizations”); *Starbucks Corp.* (Dec. 16, 2009) (concurring in exclusion of a proposal nearly identical to the proposal at issue in *Target Corp.*); *Wachovia Corp.* (Jan. 25, 2005) (permitting exclusion under Rule 14a-8(i)(7) of a proposal recommending that the board disallow the payment of corporate funds to Planned Parenthood and any other organizations involved in providing abortion services as relating to the company’s “ordinary business operations (i.e., contributions to specific types of organizations)”).

Further, the Staff has permitted exclusion under Rule 14a-8(i)(7) of shareholder proposals that relate to contributions where the proposal itself is facially neutral, but the supporting statement appears to be directed at a particular organization or type of organization – and specifically, contributions related to allegedly highly divisive political and social causes. For example, in *McDonald’s Corporation* (Mar. 26, 2021)*, a proposal by the Proponent requested a wide-ranging report listing and analyzing charitable contributions made or committed during the prior year, including identifying organizational and individual recipients of donations in excess of \$500, and the supporting statement noted that “[n]eed for reporting has now grown acute,” as the political and social events that triggered recent corporate charitable contributions are “highly divisive.” McDonald’s argued that while the language used in the proposal’s resolution was facially neutral, when read together with the supporting statement and accompanying footnotes, the proposal was specifically concerned with the perceived reputational risks associated with the company’s contributions to organizations related to the Black Lives Matter (“BLM”) movement. In *Netflix Inc.* (Apr. 9, 2021)*, the Staff permitted exclusion of a similar proposal by the Proponent whose supporting statement also referenced “highly divisive” political and social events, with the accompanying footnotes containing links to articles discussing recent racial and social justice protests and the company’s contributions to causes associated with said protests.

See also AT&T Inc. (Jan. 15, 2021)* (permitting exclusion under Rule 14a-8(i)(7) of a proposal requesting a report listing and analyzing charitable contributions where the supporting statement referred to “highly divisive” charitable commitments, with the accompanying footnotes focusing on BLM, as relating to the company’s ordinary business matters); *Facebook, Inc.* (Mar. 26, 2021)* (permitting exclusion under Rule 14a-8(i)(7) of a proposal requesting a report listing and analyzing charitable contributions where the supporting statement referred to “highly divisive” charitable commitments, including contributions to specific organizations that supported particular racial justice movements including BLM, as relating to the company’s ordinary business matters); *The Walt Disney Co.* (Dec. 23, 2020) (permitting exclusion under Rule 14a-8(i)(7) of a proposal requesting a report listing and analyzing charitable contributions where the supporting statement referred to “highly divisive” charitable commitments, including the NAACP and unspecified organizations that support social justice, as relating to the company’s ordinary business matters); *JPMorgan Chase & Co.* (Feb. 28, 2018) (permitting exclusion under Rule 14a-8(i)(7) of a proposal requesting an annual report concerning the company’s charitable contributions where the supporting statement referenced contributions to specific organizations as relating to “contributions to specific types of organizations”); *Starbucks Corp.* (Jan. 4, 2018) (permitting exclusion under Rule 14a-8(i)(7) of a proposal requesting an annual report concerning the company’s charitable contributions where the supporting statement referred to certain organizations as “problematic,” as relating to “contributions to specific types of organizations”).

In this instance, the Proposal and the Supporting Statement, when read together, focus primarily on the Company’s contributions to a specific type of organization—namely, organizations that support LGBTQ+ causes. References to LGBTQ+ causes are not limited to the Supporting Statement’s footnotes, with the text of the Supporting Statement discussing one particular LGBTQ+ organization as well as controversies related to other companies’ public involvement with LGBTQ+ causes. The Supporting Statement notes that the Company is listed as an “advocate” on the website of the Gay, Lesbian & Straight Education Network (“GLSEN”). It goes on to say that “[w]hat is clear is that GLSEN is highly controversial. It advocates for concealing a student’s preferred gender identity from parents, providing sexually explicit books to minors, and integrating gender ideology at all levels of curriculum in public schools.” The Proponent not only identifies a particular organization, but explicitly lays out, in its own words, several alleged goals of the organization that it perceives to be “highly controversial.” The Proponent has demonstrated that it intends the Proposal to function as a shareholder referendum on a specific type of organization, and, more granularly, on the appropriateness of the Company’s association with certain alleged goals of such an organization. The Proponent’s true interest is in using the Proposal as a tool to identify charitable recipients that the Proponent believes advance specific and controversial goals associated with LGBTQ+ causes — and not simply seeking a list of the Company’s charitable contributions. The Supporting Statement makes this clear, with its references to backlash faced by Anheuser-Busch, Target Corporation and The Walt Disney Company due to the companies’ public involvement with issues related to LGBTQ+ causes, declaring that “recent events have demonstrated that company bottom-lines,

* Citations marked with an asterisk indicate Staff decisions issued without a letter.

and therefore value to shareholders, decrease when companies engage in overtly political and divisive partnerships.”

The Proposal leaves no doubt as to which “overtly political and divisive partnerships” the Proponent is seeking to address. The Proponent’s goal with the Proposal is to direct the Company’s charitable contributions away from LGBTQ+ causes, and the information that it seeks from the Company through its neutrally-worded Proposal is intended to be used to mount arguments to limit or cease the Company’s charitable contributions to LGBTQ+ causes in particular.

The Company makes charitable contributions to hundreds of organizations each year. Decisions regarding the types of causes and initiatives and the specific organizations that are supported are important ones for the Company. Corporate social responsibility is an important part of the Company’s culture, which the Company and its employees express in a number of different ways. Decisions regarding the charitable organizations and initiatives that are supported are complex and based on a range of factors that require management, with input from a variety of stakeholders, to align charitable activities with several goals, including promoting projects that align with the Company’s business strategy, meeting the needs of the communities in which the Company operates, and selecting among competing projects in the context of limited resources.

The Proposal when read together with the Supporting Statement reveals a clear intention to pressure the Company into limiting or ceasing charitable giving to LGBTQ+ organizations because the Proponent is of the view that such charitable giving creates unreasonable risks for the Company. The Proposal therefore relates directly to the well-recognized ordinary business matter of deciding which organizations a company should be able to support. The Proponent’s attempt to subject such decisions to shareholder oversight counts as inappropriate interference in the Company’s ordinary business matters.

Accordingly, consistent with the precedent discussed above, the Proposal attempts to limit the specific types of organizations that the Company contributes to, namely those with a particular focus on LGBTQ+ causes, and therefore may be excluded from the 2024 Proxy Materials pursuant to Rule 14a-8(i)(7) as relating to the ordinary business operations of the Company.

(2) The Proposal May be Excluded Pursuant to Rule 14a-8(i)(7) Because It Seeks to Micromanage the Company.

The Proposal may also be excluded in reliance on Rule 14a-8(i)(7) on the basis that it seeks to micromanage the Company's management with respect to how it publicizes its charitable contributions. In particular, the Proposal requests that the Company list every charitable contribution made by the Company of \$5,000 or greater, along with the amount contributed and any material limitations on or monitoring of the contributions. In Staff Legal Bulletin No. 14L (Nov. 3, 2021) ("SLB 14L"), the Staff clarified that in evaluating companies' micromanagement arguments, it will "focus on the level of granularity sought in the proposal and whether and to what extent it inappropriately limits discretion of the board or management." The Staff further noted that this approach is "consistent with the Commission's views on the ordinary business exclusion, which is designed to preserve management's discretion on ordinary business matters but not prevent shareholders from providing high-level direction on large strategic corporate matters."

Here, the Proposal would require granular information about the Company's charitable giving and would inappropriately limit the Company's discretion in choosing the form and substance of its charitable giving disclosure. More specifically, the Proposal would require the Company to assess its various charitable contributions, which are made in multiple forms not limited to cash, to identify contributions in excess of \$5,000 (which is a relatively low amount relative to the usual size of the Company's contributions), along with the specific amounts and any material limitations or monitoring associated with each such contribution. In 2023, the Company made over \$15 million in total charitable contributions in several forms and in varying amounts, including cash grants to community and non-profit organizations, in-kind donations of public service announcement time and employee matching donations. The Proposal also dictates exactly how the Company should report on the recipients of donations by requiring a specific \$5,000 threshold and by requiring the recipients be listed on the Company's website. The Company reports its total annual charitable contributions in its annual ESG report, which is publicly available on its website, in a manner consistent with its public relations and broader corporate social responsibility strategy. The Company chooses to highlight certain organizations and programs in these reports, rather than listing every contribution and its amount above a certain threshold, which would be administratively burdensome. Based on preliminary data, the Company made more than 770 contributions, approximately 70% of which equaled or exceeded \$5,000 in amount, to more than 550 qualifying non-profit organizations in 2023. For this reason, requiring the Company to list the specific recipients who received over \$5,000 in contributions along with the amounts of the contribution is not only burdensome and impractical, but deprives the Company's management of the flexibility to consider and address the complex matters of the Company's charitable giving strategy, charitable contributions and public relations activities.

Further, as demonstrated above, the Proposal when read together with the Supporting Statement seeks to limit the specific types of organizations to which the Company contributes, focusing in particular on organizations associated with LGBTQ+ causes. In this respect, the Proposal seeks to dictate not only the form and substance of the disclosure of the Company's charitable contributions, but also the ultimate recipients of its charitable contributions.

Since the publication of SLB 14L, the Staff has concurred that proposals, like the Proposal, that probe too deeply into matters of a complex nature by seeking disclosure of

intricate details around internal company policies and practices attempt to micromanage the company and therefore may be excluded in reliance on Rule 14a-8(i)(7). *See, e.g., Verizon Communications Inc.* (Mar. 17, 2022) (concurring in exclusion of a proposal requesting that the company publish annually the written and oral content of diversity, inclusion, equity or related employee-training materials offered to the Company’s employees on the basis that the proposal “micromanages the company by probing too deeply into matters of a complex nature by seeking disclosure of intricate details regarding the company’s employment and training practices”); *American Express Co.* (Mar. 11, 2022) (same); and *Deere & Co.* (Jan. 3, 2022) (same).

Similar to these proposals, publication of a list of all recipients of \$5,000 or more in charitable donations by the Company along with the specific donation amounts and any material limitations on or monitoring of the donations would probe too deeply into matters of a complex nature by seeking disclosure of intricate details about the Company’s policies and practices. The Company’s charitable giving consists of numerous types and forms of donations. Under the Proposal, all of these types of charitable donations of \$5,000 or more would be disclosable on the Company’s website, requiring the Company to disclose intricate and granular details about its charitable practices. This disclosure is not the type of “large strategic corporate matters” the Staff has stated shareholders should be able to provide “high-level direction on”; rather, it is an attempt to micromanage how the Company publicizes its charitable contributions.

For the reasons set out above, and consistent with the precedent discussed above, the Proposal may be excluded in reliance on Rule 14-8(i)(7) because the Proposal seeks to micromanage the Company with regard to its charitable giving and disclosures of the same.

B. Background on the Substantial Implementation Standard under Rule 14a-8(i)(10)

Rule 14a-8(i)(10) permits the omission of a shareholder proposal if the company has already substantially implemented the proposal. The Commission adopted the “substantially implemented” standard in 1983 after determining that the “previous formalistic application” of the rule defeated its purpose, which is to “avoid the possibility of shareholders having to consider matters which already have been favorably acted upon by the management.” *See* Exchange Act Release No. 34-20091 (Aug. 16, 1983) (the “1983 Release”) and Exchange Act Release No. 34-12598 (July 7, 1976). Accordingly, the actions requested by a proposal need not be “fully effected” provided that they have been “substantially implemented” by the company. *See* 1983 Release.

(1) The Proposal May be Excluded Pursuant to Rule 14a-8(i)(10) Because the Proposal Has Been Substantially Implemented by the Company.

Applying the above standard, the Staff has consistently permitted exclusion of a proposal under Rule 14a-8(i)(10) when it has determined that the company’s policies, practices and procedures or public disclosures compare favorably with the guidelines of the proposal. *See, e.g., JPMorgan Chase & Co.* (Mar. 9, 2021)*; *AbbVie Inc.* (Mar. 2, 2021)*; *Devon Energy Corp.* (Apr. 1, 2020)*; *Johnson & Johnson* (Jan. 31, 2020)*; *Pfizer Inc.* (Jan. 31, 2020)*; *The Allstate Corp.* (Mar. 15, 2019); *Johnson & Johnson* (Feb. 6, 2019); *United Cont’l Holdings, Inc.* (Apr. 13, 2018); *eBay Inc.* (Mar. 29, 2018); *Kewaunee Scientific Corp.* (May 31, 2017); *Wal-Mart*

Stores, Inc. (Mar. 16, 2017); *Dominion Resources, Inc.* (Feb. 9, 2016); *Ryder System, Inc.* (Feb. 11, 2015).

In addition, the Staff has permitted exclusion under Rule 14a-8(i)(10) where a company has addressed the underlying concerns and satisfied the essential objectives of the proposal, even if the proposal had not been implemented exactly as proposed by the proponent. For example, in *Pfizer Inc.* (Dec. 20, 2019), the Staff permitted exclusion of a proposal requesting disclosure of Pfizer's charitable giving standards and rationale for charitable contributions, including listing the recipients of donations on its website. In arguing that the proposal had been substantially implemented, Pfizer referred to its website, where the company had included disclosure relating to many of its charitable contributions, including its standards and rationale for charitable contributions and lists of donation recipients and amounts. Pfizer also referred to several published quarterly reports disclosing its grants, charitable contributions and other funding to U.S. medical, scientific, patient and civic organizations. *See also PG&E Corp.* (Mar. 10, 2010) (permitting exclusion on substantial implementation grounds of a proposal requesting a report on the company's standards for choosing the organizations to which it makes charitable contributions and the "business rationale and purpose for each" of the charitable contributions, where PG&E had a website describing its policies and guidelines for determining the types of grants it makes); *The Boeing Co.* (Feb. 3, 2016) (permitting exclusion on substantial implementation grounds of a proposal requesting a report on, among other matters, the intended purpose of each charitable contribution by the company, where Boeing disclosed the intended purpose of its charitable giving but did not disclose each contribution made by the company); *MGM Resorts Int'l* (Feb. 28, 2012) (permitting exclusion on substantial implementation grounds of a proposal requesting a report on the company's sustainability policies and performance, including multiple objective statistical indicators, where the company published an annual sustainability report); *Exelon Corp.* (Feb. 26, 2010) (permitting exclusion on substantial implementation grounds of a proposal requesting a report disclosing policies and procedures for political contributions and monetary and nonmonetary political contributions where the company had adopted corporate political contributions guidelines).

The Company has substantially implemented the Proposal. The recital explains that the Proposal's request for disclosure is based on the view that "[c]haritable contributions should enhance the image of our Company in the eyes of the public," and "[i]ncreased disclosure of these contributions would serve to create greater goodwill for our Company." Therefore, the Proposal's essential objective is disclosure and publicization of the Company's charitable giving so as to enhance the Company's reputation, create goodwill for the Company and promote the Company's interests. As further explained below, the Company already discloses and publicizes its charitable giving in detail in various reports and through other initiatives, including on its website.

The Company's website contains and makes available to the Company's stockholders and other stakeholders information relating to the Company's objectives and philosophy related to charitable giving, including through its annual ESG Report. The Company's website contains details regarding various initiatives including employee matching programs, academic

scholarships, volunteer opportunities and community partnerships, which often involve monetary support and in-kind donations. The information on the website makes clear that the Company is focused on leveraging charitable giving as one of many elements used to deepen the connection among its employees, audiences and community. The Company's existing disclosures on its website provide a clear indication of the importance of charitable giving and the types of causes and initiatives that the Company supports. All of this responds to the essential objective of the Proposal of providing stakeholders with clarity regarding the Company's objectives and philosophy regarding charitable giving.

In light of the foregoing, the Company has satisfied the essential objective of the Proposal. Accordingly, the Proposal has been substantially implemented and may be excluded under Rule 14a-8(i)(10).

CONCLUSION

Based on the foregoing, the Company believes that the Proposal may be omitted from the 2024 Proxy Materials. Accordingly, we respectfully request that the Staff indicate that it will not recommend enforcement action to the Commission if the Company excludes the Proposal from the 2024 Proxy Materials.

If you have any questions regarding this request, please contact the undersigned at (416) 360-2961 or ryan.robski@shearman.com or Lona Nallengara at (212) 848-8414 or lona.nallengara@shearman.com. Thank you for your consideration.

Very truly yours,



Ryan Robski

cc: Scott Shepard, *National Center for Public Policy Research*
Christa A. D'Alimonte, *Paramount Global*
Heidi Naunton, *Paramount Global*
Jay Larry, *Paramount Global*
Lona Nallengara, *Shearman & Sterling LLP*

EXHIBIT A



November 14, 2023

Via FedEx to

Attention: Christa A. D'Alimonte
Executive Vice President, General Counsel and Secretary
Paramount Global
1515 Broadway
New York, NY 10036

Dear Sir/Madam,

I hereby submit the enclosed shareholder proposal ("Proposal") for inclusion in the Paramount Global (the "Company") proxy statement to be circulated to Company shareholders in conjunction with the next annual meeting of shareholders. The Proposal is submitted under Rule 14(a)-8 (Proposals of Security Holders) of the United States Securities and Exchange Commission's proxy regulations.

I submit the Proposal as the Director of the Free Enterprise Project of the National Center for Public Policy Research, which has continuously owned Company stock with a value exceeding \$2,000 for at least 3 years prior to and including the date of this Proposal and which intends to hold these shares through the date of the Company's 2024 annual meeting of shareholders. A proof of ownership letter is forthcoming.

Pursuant to interpretations of Rule 14(a)-8 by the Securities & Exchange Commission staff, I initially propose as a time for a telephone conference to discuss this proposal December 6, 2023 or December 7, 2023 from 1-4 p.m. eastern. If that proves inconvenient, I hope you will suggest some other times to talk. Please feel free to contact me at [REDACTED] so that we can determine the mode and method of that discussion.

Copies of correspondence or a request for a "no-action" letter should be sent to me at the National Center for Public Policy Research, 2005 Massachusetts Ave. NW, Washington, DC 20036 and emailed to [REDACTED]

Sincerely,

A handwritten signature in black ink, appearing to read "Scott Shepard", with a long horizontal flourish extending to the right.

Scott Shepard
FEP Director

Enclosures: Shareholder Proposal

Charitable Giving Reporting

Whereas: Charitable contributions should enhance the image of our Company in the eyes of the public. Increased disclosure of these contributions would serve to create greater goodwill for our Company. It would also allow the public to better voice its opinions on our corporate giving strategy. Inevitably, some organizations might be viewed more favorably than others. This could be useful in guiding our Company's philanthropic decision making in the future. Corporate giving should ultimately enhance shareholder value in line with the Company's fiduciary duty.

Resolved: Shareholders request the Company list the recipients of corporate charitable contributions of \$5,000 or more on the Company's website, along with the amount contributed and any material limitations or monitoring of the contributions.

Supporting Statement: Current disclosure is insufficient to allow shareholders to evaluate the proper use of corporate assets by outside organizations and how those assets should be used, especially for controversial issues.

For instance, according to the Company's "Giving Back" report, "\$26.5M total cash grants [was] given out by ViacomCBS in 2020[.]"¹ While it notes that this total includes a "\$5M commitment to NAACP Legal Defense Fund, Equal Justice Initiative, National Bail Out, The Bail Project, Community Coalition and others," it fails to provide further details about these "other" donations.²

Paramount's report goes on to tout its collaboration with "non-profits, community organizations, academic institutions and our peers," but there is a lack of clarity as to the groups with which the Company is collaborating, the issues involved, and how much financial support the Company may be providing.

Given the divisive nature of some of the organizations with which Paramount collaborates, it's critical that the Company is fully transparent regarding its financial contributions.

For instance, both Paramount - and Nickelodeon, its children's network - are listed as an "advocate" on GLSEN's website.³ It is unclear what this means in terms of the Company's financial support of this organization.

¹ <https://www.paramount.com/sites/g/files/dxjhpe226/files/2021-08/ViacomCBS-Social-Impact-Review.pdf>

² <https://www.paramount.com/sites/g/files/dxjhpe226/files/2021-08/ViacomCBS-Social-Impact-Review.pdf>

³ <https://www.glsen.org/take-action/corporate-partners>

What is clear is that GLSEN is highly controversial. It advocates for concealing a student's preferred gender identity from parents, providing sexually explicit books to minors, and integrating gender ideology at all levels of curriculum in public schools.⁴

Supporting such activities create reputational and legal risk, are outside of the Company's fiduciary remit, and may negatively impact shareholder value.

Indeed, recent events have demonstrated that company bottom-lines, and therefore value to shareholders, decrease when companies engage in overtly political and divisive partnerships. Following Bud Light's similar embrace of partisanship, its revenue fell \$395 million in North America when compared to the same time a year ago.⁵ This is roughly 10 percent of its revenue in the months following its leap into contentious politics.⁶ Target's market cap fell over \$15 billion amid backlash for similar actions.⁷ And Disney stock fell 44 percent in 2022 – its worst performance in nearly 50 years – amid its decision to pursue extreme partisan agendas.⁸

⁴ <https://www.glsen.org/activity/model-local-education-agency-policy-on-transgender-nonbinary-students#d>; <https://www.foxnews.com/media/target-partners-org-pushing-kids-genders-secretly-changed-schools-without-parental-consent>

⁵ <https://www.cnn.com/2023/08/03/business/anheuser-busch-revenue-bud-light-intl-hnk/index.html>;

⁶ <https://www.theguardian.com/business/2023/aug/03/bud-light-revenue-sales-anheuser-busch>

⁷ <https://www.foxbusiness.com/media/target-market-cap-losses-hit-15-7-billion-share-near-52-week-low-amid-woke-backlash>; <https://nypost.com/2023/05/23/target-to-remove-some-lgbtq-merchandise-after-facing-customer-backlash/?dicbo=v2-x4CMNWo>

⁸ <https://www.washingtonexaminer.com/policy/economy/disney-has-lost-50-billion-in-value-since-war-with-florida-began>; <https://www.hollywoodreporter.com/business/business-news/disney-stock-2022-1235289239/>; <https://markets.businessinsider.com/news/stocks/disney-stock-price-decline-bob-iger-pandemic-inflation-recession-streaming-2022-12>; <https://www.foxnews.com/media/disneys-decline-shows-woke-focus-alienating-fans-wsj-column>

From: Larry, Jay N [REDACTED]
Sent: Wednesday, November 29, 2023 11:53 AM
To: [REDACTED]@nationalcenter.org
Cc: D'Alimonte, Christa; Groce, Caryn; Naunton, Heidi
Subject: Paramount Global Response to NCPFR Shareholder Proposal
Attachments: Paramount Global 11-29-2023 Notice of Deficiency.pdf

Good morning Mr. Shepard,

With regard to the shareholder proposal we received from you on November 16th on behalf of the National Center for Public Policy Research for inclusion in Paramount Global's 2024 proxy materials, please see the attached notice of certain deficiencies in the proposal.

Please confirm your receipt of the attached deficiency notice.

Thank you,
Jay Larry



JAY LARRY
Corporate Counsel and Asst. Secretary



[paramount.com](https://www.paramount.com)





Paramount

Jay Larry
Corporate Counsel and Assistant Secretary
Paramount Global
1515 Broadway
New York, NY 10036

November 29, 2023

VIA EMAIL

Scott Shepard
National Center for Public Policy Research
2005 Massachusetts Ave. NW
Washington, DC 20036
[REDACTED]

Re: Notice of Deficiency Relating to Stockholder Proposal

Dear Mr. Shepard:

On November 16, 2023, Paramount Global (the “Company”) received the stockholder proposal you submitted on behalf of the National Center for Public Policy Research (the “Proponent”) for consideration at the Company’s 2024 Annual Meeting of Stockholders (the “Proposal”). Based on the date the Company received the Proposal via FedEx, the Company has determined that the date of submission was November 16, 2023 (the “Submission Date”).

The purpose of this letter is to notify you, pursuant to the requirements of Regulation 14A of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), that the above referenced submission of the Proposal fails to satisfy certain procedural requirements specified under Rule 14a-8(b) under the Exchange Act. Rule 14a-8(b) provides that, as of the Submission Date, a stockholder proponent must have continuously held:

- At least \$2,000 in market value of the company’s securities entitled to vote on the proposal for at least three years; or
- At least \$15,000 in market value of the company’s securities entitled to vote on the proposal for at least two years; or
- At least \$25,000 in market value of the company’s securities entitled to vote on the proposal for at least one year.

The cover letter accompanying the Proposal indicated that the Rule 14a-8 requirements, including continuous ownership of the required stock value, will be met. To date, the Company has not received proof that the Proponent has satisfied Rule 14a-8’s ownership requirements as of the Submission Date. The Company’s stock records do not indicate that the Proponent is the record owner of any Company shares. To remedy this defect, the Proponent must provide sufficient proof of its eligibility by submitting either:

- (1) A written statement from the “record” holder of the Proponent’s securities (usually a broker or a bank) verifying that, as of the Submission Date, the Proponent continuously held at least \$2,000, \$15,000 or \$25,000 in market value of the Company’s securities entitled to vote on the Proposal for at least three years, two years or one year, respectively. As addressed by the staff of the Securities and Exchange Commission (“SEC”) in Staff Legal Bulletins



14F and 14G, please note that if the Proponent's securities are held by a bank, broker or other securities intermediary that is a Depository Trust Company ("DTC") participant or an affiliate thereof, proof of ownership from either that DTC participant or its affiliate will satisfy this requirement. Alternatively, if the Proponent's securities are held by a bank, broker or other securities intermediary that is not a DTC participant or an affiliate of a DTC participant, proof of ownership must be provided by both (1) the bank, broker or other securities intermediary and (2) the DTC participant (or an affiliate thereof) that can verify the holdings of the bank, broker or other securities intermediary; or

- (2) If the Proponent has filed with the SEC a Schedule 13D, Schedule 13G, Form 3, Form 4 or Form 5, or amendments to those documents or updated forms, demonstrating that it continuously held at least \$2,000, \$15,000 or \$25,000 in market value of the Company's securities entitled to vote on the Proposal for at least three years, two years or one year, respectively, a copy of the schedule and/or form, and any subsequent amendments, reporting a change in the ownership level and a written statement that the Proponent continuously held the requisite number of Company securities for the requisite period.

This letter will constitute the Company's notice to you under Rule 14a-8 that the Proponent must submit sufficient proof of its ownership of the requisite number of Company securities during the applicable time period preceding and including the Submission Date. Rule 14a-8(f) requires that any response to this letter be postmarked or transmitted electronically no later than 14 calendar days from the date you receive this letter. Please send any response to me by email at [REDACTED]. Please note that the SEC Staff has advised that you are responsible for confirming receipt of any correspondence you receive from the Company in connection with the Proposal. The failure to correct the deficiencies within this timeframe will provide the Company with a basis to exclude the Proposal from the Company's proxy materials for its 2024 Annual Meeting of Shareholders.

If you have any questions with respect to the foregoing, please contact me at the above noted email address.

Regards,

A handwritten signature in cursive script that reads "Jay Larry".

Jay Larry

Cc: Christa D'Alimonte

From: Stefan Padfield [REDACTED]
Sent: Thursday, November 30, 2023 12:57 PM
To: Larry, Jay N
Cc: D'Alimonte, Christa; Groce, Caryn; Naunton, Heidi; Scott Shepard
Subject: Re: Paramount Global Response to NCPPr Shareholder Proposal
Attachments: NCPPr Paramount Global Proof of Ownership Ltr 11.20.23.pdf

External Email

Please find attached our proof of ownership. Please confirm receipt.

Regards,
Stefan

Stefan J. Padfield, JD
Associate
Free Enterprise Project
<https://nationalcenter.org/ncppr/staff/stefan-padfield/>

November 20, 2023

National Center for Public Policy Research Inc
2005 Massachusetts Avenue NW
Washington DC 20036-1030

RE: Verification of Assets for Account Number ending in PII

To Whom It May Concern:

In connection with your recent request regarding the verification of certain information about your investment account relationship with Wells Fargo Clearing Services, LLC ("Wells Fargo Advisors"), we are providing this letter as confirmation that:

i (i) You maintain a Brokerage Cash Service account with Wells Fargo Advisors, number ending in PII, established on 08/04/2023.

(ii) As of November 20, 2023, the National Center for Public Policy Research holds, and has held continuously since November 13, 2020, more than \$2,000 of Paramount Global common stock.

This letter is provided for informational purposes and does not represent future Account value, if this said Account will remain with Wells Fargo Advisors in the future, any purposes not mentioned in this letter, or the creditworthiness of the person(s) referenced within. Wells Fargo Advisors will have no liability with any party's reliance on this letter or the information within. This report is not the official record of your account. However, it has been prepared to assist you with your investment planning and is for informational purposes only. Your Wells Fargo Advisors Client Statement is the official record of your account. Therefore, if there are any discrepancies between this report and your Client Statement, you should rely on the Client Statement and call your local Sales Location Manager with any questions. Cost data and acquisition dates provided by you are not verified by Wells Fargo Advisors. Transactions requiring tax consideration should be reviewed carefully with your accountant or tax advisor. Unless otherwise indicated, market prices/values are the most recent closing prices available at the time of this report and are subject to change. Prices may not reflect the value at which securities could be sold. Past performance does not guarantee future results.

Sincerely,



David A. Bos
Senior Vice President - Investments
Branch Manager - Private Client Group

Investment and Insurance Products are:

- Not Insured by the FDIC or Any Federal Government Agency
- Not a Deposit or Other Obligation of, or Guaranteed by, the Bank or Any Bank Affiliate
- Subject to Investment Risks, Including Possible Loss of the Principal Amount Invested

Investment products and services are offered through Wells Fargo Advisors, a trade name used by Wells Fargo Clearing Services, LLC, Member SIPC, a registered broker-dealer and non-bank affiliate of Wells Fargo & Company.

From: Larry, Jay N [REDACTED]
Sent: Friday, December 1, 2023 2:38 PM
To: Scott Shepard; Stefan Padfield
Cc: D'Alimonte, Christa; Groce, Caryn; Naunton, Heidi
Subject: RE: Paramount Global Response to NCPDR Shareholder Proposal
Attachments: 12-1-23 Paramount Global Second Deficiency Notice.pdf

Messrs. Shepard and Padfield,

With regard to the broker letter from Wells Fargo Advisors we received on November 30th, please see the attached notice of certain deficiencies.

Please confirm your receipt of the attached deficiency notice.

Thank you,
Jay Larry



Jay Larry
Corporate Counsel and Assistant Secretary
Paramount Global
1515 Broadway
New York, NY 10036

December 1, 2023

VIA EMAIL

Scott Shepard
National Center for Public Policy Research
2005 Massachusetts Ave. NW
Washington, DC 20036
[REDACTED]

Re: Second Notice of Deficiency Relating to Stockholder Proposal

Dear Mr. Shepard:

On November 30, 2023, we received from Mr. Stefan Padfield the letter dated November 20, 2023 from Wells Fargo Advisors (the "Broker Letter") indicating that the National Center for Public Policy Research (the "Proponent"), as of November 20, 2023, "...holds, and has held continuously since November 13, 2020, more than \$2,000 of Paramount Global common stock." The Broker Letter was sent in response to our letter to you dated November 29, 2023 (the "Response Letter"), which responded to the stockholder proposal dated November 14, 2023 (the "Proposal") that you submitted on behalf of the Proponent and that Paramount Global (the "Company") received on November 16, 2023 (the "Submission Date").

The Response Letter states, in relevant part:

"Rule 14a-8(b) provides that, as of the Submission Date, a stockholder proponent must have continuously held:

- At least \$2,000 in market value of the company's securities entitled to vote on the proposal for at least three years; or
- At least \$15,000 in market value of the company's securities entitled to vote on the proposal for at least two years; or
- At least \$25,000 in market value of the company's securities entitled to vote on the proposal for at least one year. ...

This letter will constitute the Company's notice to you under Rule 14a-8 that the Proponent must submit sufficient proof of its ownership of the requisite number of Company securities during the applicable time period preceding and including the Submission Date."



I am writing, as a courtesy, to notify you that the Broker Letter is insufficient to establish whether the Proponent satisfies the requirements of 14a-8(b)(1) because it refers only to the Proponent's ownership of the Company's "common stock," which includes both Class A voting and Class B non-voting shares, and does not provide proof that the Proponent owns a sufficient amount of the Company's Class A voting shares to satisfy any of the Ownership Requirements (as defined in the Response Letter). Therefore, the procedural deficiency described in the Response Letter has not been cured and must be remedied in order for the Proposal to be included in the Company's 2024 proxy statement.

You must indicate how many shares of the Company's Class A common stock, which is denoted by the ticker symbol "PARAA", the Proponent has owned in compliance with the Ownership Requirements prior to the Submission Date, and confirm the Proponent will continue to hold such shares through the date of the Company's 2024 annual meeting in accordance with Rule 14a-8(b) of the Exchange Act (as defined in the Response Letter).

As a reminder, pursuant to Rule 14a-8, you have 14 calendar days from the date you first received the Response Letter to provide this information in order to be eligible to submit a stockholder proposal.

If you have any questions with respect to the foregoing, please contact me at the above noted email address.

Regards,

A handwritten signature in black ink that reads "Jay Larry".

Jay Larry

Cc: Christa D'Alimonte
Stefan Padfield, National Center for Public Policy Research

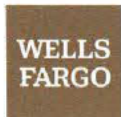
From: Stefan Padfield [REDACTED]
Sent: Thursday, December 7, 2023 3:42 PM
To: Larry, Jay N
Cc: D'Alimonte, Christa; Groce, Caryn; Naunton, Heidi
Subject: Re: Paramount Global Response to NCPPR Shareholder Proposal
Attachments: NCPPR Paramount Global.pdf

External Email

Please find attached an updated proof of ownership letter. Please confirm receipt.

Regards,
Stefan

Stefan J. Padfield, JD
Deputy Director
Free Enterprise Project
National Center for Public Policy Research
<https://nationalcenter.org/ncppr/staff/stefan-padfield/>



Advisors

1650 Tysons Boulevard
Suite 500
McLean, Virginia 22102



December 6, 2023

National Center for Public Policy Research Inc
2005 Massachusetts Avenue NW
Washington DC 20036-1030

RE: Verification of Assets for Account Number ending in PII

To Whom It May Concern:

In connection with your recent request regarding the verification of certain information about your investment account relationship with Wells Fargo Clearing Services, LLC ("Wells Fargo Advisors"), we are providing this letter as confirmation that:

(i) You maintain a Brokerage Cash Service account with Wells Fargo Advisors, number ending in PII.

(ii) As of December 6, 2023, the National Center for Public Policy Research holds, and has held continuously since November 13, 2020, more than \$2,000 of Paramount Global common stock ticker symbol PARAA. This continuous ownership was established as part of the cost-basis data that UBS transferred to us along with this and other NCPPR holdings. This information routinely transfers when assets are transferred.

This letter is provided for informational purposes and does not represent future Account value, if this said Account will remain with Wells Fargo Advisors in the future, any purposes not mentioned in this letter, or the creditworthiness of the person(s) referenced within. Wells Fargo Advisors will have no liability with any party's reliance on this letter or the information within. This report is not the official record of your account. However, it has been prepared to assist you with your investment planning and is for informational purposes only. Your Wells Fargo Advisors Client Statement is the official record of your account. Therefore, if there are any discrepancies between this report and your Client Statement, you should rely on the Client Statement and call your local Sales Location Manager with any questions. Cost data and acquisition dates provided by you are not verified by Wells Fargo Advisors. Transactions requiring tax consideration should be reviewed carefully with your accountant or tax advisor. Unless otherwise indicated, market prices/values are the most recent closing prices available at the time of this report and are subject to change. Prices may not reflect the value at which securities could be sold. Past performance does not guarantee future results.

Sincerely,

David A. Bos
Senior Vice President - Investments
Branch Manager – Private Client Group
Wells Fargo Advisors
1650 Tysons Blvd, Suite 500 | McLean, VA 22102



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