

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ Please see attachment.

Blank lined area for providing Internal Revenue Code section(s) and subsection(s).

18 Can any resulting loss be recognized? ▶ Please see attachment.

Blank lined area for providing information regarding resulting loss recognition.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ Please see attachment.

Blank lined area for providing other information necessary to implement the adjustment.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature ▶ /s/ Richard M. Jones Date ▶ December 16, 2019

Print your name ▶ Richard M. Jones Title ▶ EVP and General Tax Counsel

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Firm's name ▶	Firm's EIN ▶		Phone no.	
Firm's address ▶				

ViacomCBS Inc.

EIN: 04-2949533

Attachment to Form 8937

Item 10 – CUSIP Number

VIACA 92556H 107

VIAC 92556H 206

Tax Basis Information Required Under Section 6045B of the Internal Revenue Code

PART II: ORGANIZATIONAL ACTION

CONSULT YOUR TAX ADVISOR

The information contained herein is being provided pursuant to the requirements of Section 6045B of the Internal Revenue Code of 1986, as amended (the “Code”), and includes a general summary regarding the application of certain U.S. federal income tax laws and regulations relating to the effects of the Merger (as defined below) on the tax basis of shares of common stock of CBS Corporation (“CBS”) received in the Merger in exchange for shares of common stock of Viacom Inc. (“Viacom”). The information contained herein does not constitute tax advice and does not purport to be complete or to describe the consequences that may apply to particular categories of stockholders. ViacomCBS Inc. (“ViacomCBS”) does not provide tax advice to its stockholders. The example provided below is illustrative and is being provided pursuant to Section 6045B of the Code and as a convenience to stockholders and their tax advisors when determining their specific tax positions under their own specific facts. You are urged to consult your own tax advisor regarding the particular consequences of the Merger to you, including the applicability and effect of all U.S. federal, state and local and foreign tax laws. We urge you to read the final prospectus, filed by CBS with the Securities and Exchange Commission on October 25, 2019 (the “Prospectus”), particularly the discussion beginning on page 252 under the heading “Material U.S. Federal Income Tax Consequences”. You may access the Prospectus at ViacomCBS’ website at www.viacbs.com or at www.sec.gov.

Item 14 – Description of organizational action

Pursuant to the terms and conditions of the Agreement and Plan of Merger entered into by and between CBS and Viacom, dated as of August 13, 2019, on December 4, 2019 Viacom was merged with and into CBS with CBS as the surviving entity (the “Merger”). Also on December 4, 2019 CBS was renamed ViacomCBS Inc.

Pursuant to the Merger Agreement, each holder of Viacom Class A common stock (“Viacom Class A Stock”) was entitled to receive 0.59625 shares of CBS Class A common stock (“CBS Class A Stock”) for each share of Viacom Class A Stock held immediately prior to the effective time of the Merger and each holder of Viacom Class B common stock (“Viacom Class B Stock”

and together with Viacom Class A Stock, “Viacom Common Stock”) was entitled to receive 0.59625 shares of CBS Class B common stock (“CBS Class B Stock” and together with CBS Class A Stock, “CBS Common Stock”) for each share of Viacom Class B Stock held immediately prior to the effective time of the Merger; provided that if the aggregate number of shares of CBS Class A Stock or CBS Class B Stock that a Viacom stockholder was entitled to receive included a fraction of a share of CBS Class A Stock and/or CBS Class B Stock, cash was paid in lieu of any such fractional share. Upon closing the Merger, Viacom ceased to exist and the shares of Viacom Common Stock, which traded under the symbols VIA.A and VIA, ceased trading on, and were delisted from, the NASDAQ stock exchange.

Item 15 – Description of the quantitative effect of the organization action on the basis of the security in the hands of the U.S. taxpayer as an adjustment per share or as a percentage of old stock basis

The Merger was intended to qualify, and ViacomCBS will report the Merger, as a “reorganization” under section 368(a) of the Code. Assuming the Merger so qualifies, no gain or loss will be recognized by Viacom stockholders upon receipt of CBS Common Stock in exchange for Viacom Common Stock, except that Viacom stockholders will recognize gain or loss with respect to cash received in lieu of fractional shares of CBS Common Stock.

For U.S. federal income tax purposes, there was no change or adjustment to the tax basis of CBS Class A Stock and CBS Class B Stock held by CBS stockholders prior to the merger.

For U.S. federal income tax purposes, the aggregate tax basis of the CBS Class A Stock received by Viacom stockholders will be the same as the aggregate adjusted tax basis of the Viacom Class A Stock those stockholders exchanged in the Merger and the aggregate tax basis of the CBS Class B Stock received by Viacom stockholders will be the same as the aggregate adjusted tax basis of the Viacom Class B Stock those stockholders exchanged in the Merger. Former Viacom stockholders must allocate the adjusted tax basis of their Viacom Class A Stock and/or Viacom Class B Stock, as applicable, across the total (reduced) number of the stockholders' new CBS Class A Stock and/or CBS Class B Stock, as applicable, received in the Merger. The actual tax basis will differ with respect to each separate former Viacom stockholder and, additionally, tax basis may differ with regard to separate and distinct blocks of shares owned by any former Viacom stockholder. If a Viacom stockholder received cash in lieu of a fractional share of CBS Common Stock, a portion of the tax basis must be allocated to the fractional share and such fractional share will be deemed to be received by the Viacom stockholder and then redeemed by CBS for cash. The holding period of any shares of CBS Common Stock received by Viacom stockholders in the Merger generally will include the holding period of the shares of Viacom Common Stock exchanged for such shares of CBS Common Stock.

Item 16 – Description of the calculation of the change in basis and the data that supports the calculation

The following is an example of how the previously-described approach to basis determination would be applied:

Calculations:

- Step 1: Calculate the Tax Basis in Viacom Common Stock. If you acquired your Viacom Common Stock after January 1, 2006, your tax basis generally will be equal to the amount you paid for your Viacom Class A Stock and/or Viacom Class B Stock, as applicable, including commissions. If you received distributions from Viacom in the past that were classified as return of capital, you should reduce your cost basis accordingly, but not below zero. If you acquired your Viacom Common Stock prior to January 1, 2006, the basis of your Viacom Common Stock will be affected by the spin-off transaction, effective January 1, 2006, in which Viacom and CBS became separately traded companies (the “Spin-off”), and may also be affected by certain other corporate transaction in which Viacom engaged. Please consult your tax advisor.
- Step 2: Calculate the Total Tax Basis in CBS Common Stock. Your total tax basis in the CBS Class A Stock and/or CBS Class B Stock, as applicable, received in the Merger (including any fractional share) equals the tax basis in your Viacom Class A Stock and/or Viacom Class B Stock, as applicable (as determined in Step 1).
- Step 3: Calculate the Taxable Gain or Loss Recognized with Respect to any Fractional Shares. Your gain or loss on the receipt of cash in lieu of any fractional CBS Common Stock equals (1) the cash you received in exchange for the fractional share, minus (2) your tax basis in the fractional share (determined based on the calculation in Step 2).
- Step 4: Calculate the Total Tax Basis in Remaining CBS Common Shares. Your total tax basis in the remaining CBS Class A Stock and/or CBS Class B Stock, as applicable, equals (1) your tax basis in the CBS Class A Stock and/or CBS Class B Stock, as applicable, received in the Merger (including any fractional share) (as determined in Step 3), minus (2) your tax basis in the fractional share (as determined for purposes of Step 3).

If you owned multiple blocks of Viacom Class A Stock and/or Viacom Class B Stock purchased at different share prices, you should consult your tax advisor regarding your tax basis in the CBS Common Stock received in exchange for each such block.

Assumptions for Example:

THE FOLLOWING EXAMPLE UTILIZES THE CALCULATIONS DESCRIBED ABOVE AND IS FOR ILLUSTRATIVE PURPOSES ONLY. In the example, it is assumed that you owned 300 shares of Viacom Class A Stock and 200 shares of Viacom Class B Stock at the time of the Merger. It is also assumed that the amount of cash received in lieu of CBS Common Stock was \$43.71 per share, which was the volume weighted averages of the trading prices of CBS

Class A Stock on the New York Stock Exchange on the five (5) consecutive Trading Days ending on (and including) the Trading Day that is two (2) Trading Days prior to the date of the Effective Time as provided by the Merger Agreement. It is further assumed that your tax basis in each share of Viacom Common Stock was \$10.

In the example, you would have been entitled to approximately 178.875 shares of CBS Class A Stock (300 shares of Viacom Class A Stock times the 0.59625 stock exchange ratio) and 119.25 shares of CBS Class B Stock (200 shares of Viacom Class B Stock times the 0.59625 stock exchange ratio). In exchange for the 0.875 fractional share of CBS Class A Stock and the 0.25 fractional share of CBS Class B Stock, you would have received a cash payment of \$49.17 (\$43.71 times 1.125 fractional shares), leaving you with 178 shares of CBS Class A Stock and 119 shares of CBS Class B Stock.

You should use your actual basis to complete the calculations as each shareholders' basis is different. Please consult your tax advisor.

Example

Step 1: Basis in Viacom Common Stock

Viacom Class A Stock	300 shares x \$10/share	\$3,000
Viacom Class B Stock	200 shares x \$10/share	\$2,000

Step 2 Total Basis in CBS Common Stock

Basis in Viacom Class A Stock	\$3,000
Basis in new CBS Class A Stock (178.875 shares)	\$3,000
<hr/>	
Basis in Viacom Class B Stock	\$2,000
Basis in new CBS Class B Stock (119.25 shares)	\$2,000

Step 3 Taxable Gain or Loss Recognized on Fractional Shares

Cash Paid in Lieu of CBS Class A Stock Fractional Share $0.875 \times \$43.71$	\$38.25
Less: Basis Attributable to Fractional Share $[(0.875/178.875) \times \$3,000]$	\$(14.68)
Taxable Gain on CBS Class A Stock Fractional Share	<hr/> \$23.57
Cash Paid in Lieu of CBS Class B Stock Fractional Share $0.25 \times \$43.71$	\$10.93
Less: Basis in new CBS Class A Stock (119.25 shares) $[(0.25 / 119.25) \times \$2,000]$	\$(4.19)
Taxable Gain on CBS Class A Stock Fractional Share	<hr/> \$6.74

Step 4: Total Basis in the Remaining CBS Common Stock

Basis in new CBS Class A Stock (178.875 shares)	\$3,000
Less: Basis Attributable to Fractional Share (From Step 3)	(\$14.68)
Basis in Remaining CBS Class A Stock (178 shares)	<u>\$2985.32</u>
Per Share Basis (\$2985.32/178 shares)	<u>\$16.77</u>

Basis in new CBS Class B Stock (119.25 shares)	\$2,000
Less: Basis Attributable to Fractional Share (From Step 3)	\$(4.19)
Basis in Remaining CBS Common Stock (119 shares)	<u>\$1995.81</u>
Per Share Basis (\$1995.81/119 shares)	<u>\$16.77</u>

In this example, you would report a total taxable gain of \$30.31 from the Merger, and you would have an aggregate tax basis of \$2985.32 in the 178 shares of CBS Class A Stock you received and an aggregate tax basis of \$1995.81 in the 119 shares of CBS Class B Stock you received.

Item 17 – List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based

The Merger between CBS and Viacom completed on December 4, 2019 qualifies as a reorganization within the meaning of Section 368(a) of the Code. In general, the income tax consequences to the former Viacom stockholders are determined under Sections 302, 354, 358, 1221 and 1223 of the Code.

Item 18 – Ability of any resulting loss to be recognized

Viacom stockholders generally will not recognize any gain or loss for U.S. federal income tax purposes by reason of the Merger, except with respect to cash received in lieu of a fractional share of CBS Common Stock. If a Viacom stockholder received cash in lieu of a fractional share of CBS Common Stock, such stockholder will be treated as having received the fractional share in the Merger and then as having such share redeemed by CBS for cash. These stockholders generally will recognize capital gain or loss with respect to such cash payment measured by the difference, if any, between the tax basis allocable to the fractional share and the amount of cash received. The gain or loss will generally be long term capital gain or loss, if, as of the effective date of the Merger, December 4, 2019 the Viacom stockholders' holding period for the Viacom Common Stock is longer than one year. With respect to these fractional shares, any gain or loss will be reportable in the year the cash is received. The deductibility of capital losses is subject to limitations.

Item 19 – Provide any other information necessary to implement the adjustment

The Merger and resulting stock exchange was effective on December 4, 2019. Accordingly, the reportable year for Viacom stockholders is the tax year which includes December 4, 2019. For calendar year taxpayers, the reportable tax year is 2019.