



Standards of Business Conduct

Dear Fellow Disney Team Member:

Throughout the years, our guests, audiences, consumers and shareholders have come to depend on us for quality, creativity, innovation and integrity.

People trust us because of our commitment to them and to the standards to which we hold ourselves. We alone are responsible for upholding our excellence and our integrity. This means acting responsibly in all our professional relationships, in a manner consistent with the high standards we set for our business conduct.

Upholding legal standards of conduct, while mandatory for every Cast Member and employee, is not enough. We are also responsible for maintaining ethical standards. These standards govern how we treat everyone with whom we have contact. These are standards of integrity... honesty... trust... respect... fair play... and teamwork. In short, these are the standards we want Disney to continue to uphold in the years to come. Your Company believes that its behavior as a business should reflect the commitment to the values set forth in these “Standards of Business Conduct.”

The Standards in this booklet explain both our legal and ethical standards. Please read them. Be familiar with them. Act on them. And don’t be afraid to speak up when you have a concern or a question. Talk to your supervisor, your respective Human Resources representative, or call the Corporate Legal Department, or the Guideline at (800) 699-4870.

Our Standards of Business Conduct are here to guide our behavior and to help us live up to the highest expectations of excellence that are “Disney.” As we continue to create Disney magic, I hope your actions show your pride in yourself, those you work with, and the Company.

A handwritten signature in black ink, appearing to read 'R. A. Iger', with a stylized, cursive script.

Robert A. Iger

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I. Ethical Standards

A. Responsibility to Guests and Customers

Our guests and customers expect and deserve the best.

Quality

The Walt Disney Company and its subsidiary and affiliated companies (collectively the “Company”) are recognized around the world as providers of high-quality entertainment of all kinds, including films, television shows, attractions, consumer products, stores and resorts.

It is the responsibility of all Cast Members and employees who come in contact with our guests and customers to be courteous, to be knowledgeable about our products and services, and to help our guests and customers enjoy the highest quality experience we can provide. Further, all Cast Members and employees who create the products and services that we sell must always strive to do the best they can to create things we are proud to identify with the Company.

Guest Safety

The health, safety and welfare of our guests and customers are of paramount importance to the Company. These cannot be sacrificed to financial goals, inattention or anything else. We are committed to designing, building, operating and maintaining attractions, products and facilities that meet the high standards we have set for ourselves. All of us share the responsibility for making guests feel safe and secure.

B. Responsibility to Cast Members and Employees

Our Cast Members and employees are the cornerstone of our magic.

The Company and its management are committed to treating all Cast Members and employees with fairness, dignity and respect. We strive to provide our Cast Members and employees with a challenging, exciting and fulfilling environment.

Professional Development

We are committed to having our Cast Members and employees develop and advance professionally in a manner consistent with their abilities. Although

difficult decisions may arise in hiring, evaluating performance, promoting, disciplining or terminating Cast Members and employees, the Company expects such responsibilities to be carried out with fairness, discretion and respect for privacy, as well as compassion for the individuals involved.

Safety

The Company is committed to providing a safe working environment for all its Cast Members and employees.

Diversity

We seek to be multicultural, tapping the unique talents and potential of every member of our diverse work force. Our goals are to:

- Attract and sustain a work force that reflects our guests and customers, business partners, shareholders, labor markets and communities in which we do business; and
- Maintain a workplace that reflects open opportunity, where everyone is advantaged by their potential and no one is disadvantaged by their belonging to a particular group.

We are committed to these goals for their own sake, but we also believe that diversity is the best way to develop superior products and services.

Teamwork and Communications

We are committed to providing open, free and effective channels of communication among Cast Members and employees, and between Cast Members, employees and the Company's management. Not only does open communications foster teamwork and facilitate a healthy working environment, but such free and open channels, both within departments and divisions, as well as between divisions, promote synergy and enable the Company as a whole to realize greater potential than the sum of its individual businesses.

Respect for the Individual

We are committed to providing a work environment in which all Cast Members and employees are afforded the respect that they deserve, free of any discrimination or harassment. No discrimination on the basis of race, religion, color, sex, sexual orientation, national origin, age, marital status, covered veteran status, disability, pregnancy, or any other basis prohibited by applicable law will be allowed. Further, the Company expects Cast Members and

employees to treat each other with the same dignity and respect that they expect from the Company.

C. Responsibility to the Company and Shareholders

Our Company's reputation is a heritage that we must safeguard.

It is our goal to provide a reasonable return to our shareholders, and to increase the value of their investment. At the same time, we must be sure to protect the business and reputation of our Company, so that the Company can and will continue to live up to the expectations of shareholders, guests, customers, Cast Members and employees. Honest and ethical behavior in all matters relating to the business of the Company contributes significantly to achieving these goals.

Conflicts of Interest

Our business is built on public trust and confidence, and the expectation of our guests and customers that they can depend on our products and services. To ensure that we deliver our very best, we require the full and undivided dedication and efforts of all of our Cast Members and employees. Moreover, every Cast Member and employee must avoid conflicts of interest or the appearance of conflicts of interest in the performance of his or her job. Conflicts of interest or the appearance of such conflicts could also damage the Company's good name.

Generally, a conflict of interest occurs when an individual's private interest or those of his or her immediate family interferes in any way — or even appears to interfere — with the interests of the Company. A conflict of interest may also arise when a Cast Member or employee, or a member of his or her immediate family, receives improper personal benefits as a result of his or her position in the Company. Examples of conflicts of interest are set forth in the following paragraphs.

Doing Business, or Influencing Business Relationships, with Family Members and Affiliates; and Other Conflicts

The first set of rules deal with situations in which Cast Members or employees might wish to do business with either family members or companies in which they or their family has an interest. Cast Members or employees may not, without the approval of the Company, conduct business on behalf of the

Company with a member of their *immediate family*,¹ or with any business organization in which they, or (to their knowledge) any member of their *immediate family*, has a direct or indirect financial interest.

Because similar concerns arise when the proposed transaction involves comparable family ties to an immediate supervisor, similar rules apply: A *Supervisor* with actual knowledge may not, without the approval of the Company, allow *Supervised Cast Members or employees* to conduct business on behalf of the Company with a member of the *Supervisor's immediate family*, or with any business organization in which the *Supervisor*, or (to the *Supervisor's* knowledge) any member of the *Supervisor's immediate family*, has a direct or indirect financial interest.

A somewhat different test applies if Cast Members or employees are not actually doing business themselves but are in a position to influence or affect the Company's business relationships with other business organizations. In that instance, Cast Members or employees may not, without the approval of the Company, seek to influence the Company's decision to enter into, continue, or terminate a business relationship with any business organization in which they, or any member of their *immediate family*, have a direct or indirect *material financial interest*.

Cast Members or employees in a position to influence or affect the Company's business relationships with any business organization that does business, or seeks to do business, with the Company must disclose to Corporate Management Audit any direct or indirect *material financial interest* that they,

¹ For purposes of this section the following definitions apply:

"*Immediate family*" members mean a spouse, parents, children, siblings and mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law, as well as persons (other than household employees) who permanently reside in a person's home.

A "*material financial interest*" means any remunerated relationship or arrangement (e.g., as an agent, representative, employee, promoter, consultant or "finder") with a business organization, or any ownership interest (of stock, partnership interests, etc.) in excess of 5% in a publicly traded entity; or, in the case of a non-public entity, having a fair market value in excess of \$25,000, unless such interest is demonstrably not material.

A "*Supervisor*" is a Cast Member or employee who directly supervises any other person.

A "*Supervised Cast Member or employee*" is a Cast Member or employee who is supervised directly by a Supervisor.

or any member of their *immediate family*, have or acquire with such business organization.

Similarly, Cast Members or employees who have knowledge that a Cast Member or employee they indirectly supervise is doing business, or intending to do business, with a member of that indirect supervisor's *immediate family*, or with any business organization in which they, or (to their knowledge) any member of their *immediate family*, have a direct or indirect financial interest, must disclose the relevant information to Corporate Management Audit.

A Cast Member or employee shall not engage in any type of self-employment or employment by another to an extent that such employment interferes in any way with the performance of the Cast Member's or employee's services to the Company. No Cast Member or employee shall compete with the Company, render services to, or have a *material financial interest* in, a competitor of the Company.

Any Cast Member or employee with questions about a potential conflict of interest should contact the Management Audit Department or the Guideline.

Use of Corporate Information, Opportunities, and Assets

Cast Members and employees may not use confidential Company information for their personal benefit or the benefit of others. Such information includes, but is not limited to: inside information used to trade in stock of the Company or of other companies; information about significant real estate transactions; confidential personnel information; confidential information regarding guests, customers, vendors and contractors; and other confidential information such as sales and earnings figures, acquisitions or mergers, strategic business plans, major contracts, stock splits, commencement of significant litigation, the sale of an associated company, or new projects or motion pictures contemplated by the Company. Moreover, opportunities that are discovered through the use of corporate property, information, or through one's position at the Company may not be used for personal gain. If in doubt as to whether information is confidential or may be shared with others inside or outside the Company, please consult your manager, business unit head, or the Corporate Legal Department for clarification prior to sharing such information.

Company assets are property of the Company. Everyone must protect the assets of the Company and ensure that they are used appropriately and

efficiently. Theft, carelessness and waste reduce the Company's profitability. Company assets should only be used for legitimate Company business.

Intellectual Property and Proprietary Information

Cast Members and employees may have important information that is confidential (e.g. business plans and forecasts, costs, unannounced projects, etc.). Outside parties could easily benefit from such information and may attempt by various means to obtain it. Every Cast Member and employee is obliged to maintain the confidentiality of information entrusted to them by the Company. Accordingly, except as specifically authorized by management, no one shall disclose any Company proprietary information to any outside party. Unintentional disclosure of proprietary information may be just as damaging as intentional disclosure. Therefore, each individual should exercise care not to discuss confidential issues in public areas or in casual conversation. Examples of how confidential information may be unintentionally disclosed include, but are not limited to: conversations on cellular telephones; inadvertent transmission to incorrect fax numbers; or transmission of information via the Internet, where submissions may not be secure and may potentially be viewed by others. Furthermore, the Company expects Cast Members and employees to maintain the secrecy of the Company's trade secrets and proprietary information, even if they leave the Company.

When appropriate, the Company protects its proprietary information and secures legal protection through trademarks, patents and copyrights. In the same way, the Company expects its Cast Members and employees to honor the copyrights, trademarks, patents and proprietary information of others. Examples of information which may be protected include, but are not limited to, the following: written materials, audio and video products, and computer software.

We believe our best ideas develop from the internal interaction of our Cast Members and employees. Such ideas may include, but are not limited to: creative suggestions, artwork, designs, theme park attraction concepts, game proposals, scripts, treatments, manuscripts, and songs, in whatever form. Therefore, Cast Members and employees should politely reject the submission of unsolicited ideas, as defined in Company policy, from external sources except as may be in accordance with Company policy. Further, to avoid any potential misunderstanding regarding the source of Cast Member or employee

original ideas, any recipient of an unsolicited idea from outside the Company must stop reading or listening to the information being submitted, immediately forward the material to the Corporate Legal Department, and not review or retain such information, or make notes or forward such ideas to other Cast Members or employees. Adherence to this policy helps to protect the Company against unwarranted claims that an idea reviewed by the Company, or left unreviewed in Company files, is the true source of a creative proposal or property developed by the Company. Furthermore, to avoid any claim that the Company used a third party's confidential information, Cast Members and employees must contact the Corporate Legal Department for proper guidance before participating in any meeting or conversation with anyone not affiliated with the Company during which confidential information of such person or entity may be disclosed

Accurate Reporting

Each individual shall report and record all information, and complete Company documents, accurately and honestly. These include, for example, time cards, reimbursable business expense requests, invoices, payroll records, safety records, business records and performance evaluations.

D. Responsibility to Other Businesses

Our business associates are an essential part of our team.

We expect Cast Members and employees to compete aggressively, but fairly, in each of the markets in which we operate, and to sell the Company's products and services on their quality and merit. Cast Members and employees shall not disparage competitors, mislead customers, or collect inappropriate information about competitors, customers or vendors in a manner that violates the Company's policies.² Every Cast Member and employee should deal fairly with the Company's customers suppliers and competitors. While following the policies of the Company, we should treat other companies and their representatives as we would expect to be treated.

Certain methods of collecting information about competitors and those with whom we do business are clearly illegal (including theft, blackmail,

²Collecting information for newsgathering purposes is governed by other policies that are set forth in other documents. The standards in this section relate to collecting information about competitors and businesses for purposes other than newsgathering.

wiretapping, bribery, trespassing, industrial espionage or receipt of stolen property). Other methods of collecting information, however, while perhaps not unlawful, are nonetheless prohibited by the Company because they are improper and wrong. They include, but are not limited to:

- Misrepresenting facts, employee identity or Company affiliation; and
- Asking or inducing others to disclose confidential information of a current or previous employer without the consent, knowledge or acquiescence of the employer.

While there may be standard industry practices for gathering of competitive information in some countries, employees must verify that these practices are within acceptable Company policy, if the practices appear to include any of the methods listed above.

Since no listing can be all-inclusive, anyone who receives or is offered confidential information about competitors, customers or vendors under questionable circumstances must seek guidance from his or her manager or business unit head, and the Corporate Legal Department.

We seek to foster business based on synergy, which requires the free exchange of information throughout the Company. However, Cast Members and employees who have access to confidential information disclosed to them by a business, customer or vendor should not disclose such information to others outside the Company, or even within the Company, if it would violate any confidentiality agreement between this Company and the outside party. Cast Members and employees must seek approval from appropriate management before entering into a contract or arrangement that would preclude the free exchange of information within this Company, and should accept confidential information from another company on such a basis only after appropriate written agreements have been approved by the Corporate Legal Department.

Customers and Licensees

Cast Members and employees dealing with our customers or licensees should: acquaint themselves with each customer's or licensee's policies and standards applicable to the Company's relationship. In addition, Cast Members and employees should: acquaint customers and licensees with the Company's terms and conditions governing their purchase, sale or agreement; sell Company products and services based only upon the quality and merit of those products and services; never recommend products or services that are not appropriate to

customer needs; and never misrepresent the characteristics or capabilities of the products or services we offer.

Giving Gifts

Since we sell on the basis of quality, we do not want to undermine the judgment of others through gift-giving. Accordingly, no Cast Member or employee may give anyone a gift if it appears to be, or could be considered to be, an improper inducement to do business with the Company. This means that a gift should not be excessive under the circumstances, should not be offered if the nature or amount of the gift would violate the Company policies of the recipient, should not seek to bring about an act that is contrary to the interest of this Company or of the company by which the other individual is employed, should not be given in exchange for an act or service which is normally provided for free, and should not be given when the actual purpose or use of the gift is different from that which is reported or stated to others.

Vendors

Ethical considerations are extremely important in selecting, and in the Company's relationship with, suppliers, vendors, contractors, and consultants ("vendors"). Cast Members and employees who purchase products and services for the Company are obligated to consider primarily the Company's interests first and to buy without prejudice, seeking to obtain the maximum value for dollars spent. In addition, all Cast Members and employees are obligated to treat all vendors fairly, honestly and courteously, providing a prompt response to all who call on a legitimate business mission. No one should take unfair advantage of any vendor through manipulation, concealment, abuse of privileged information, misrepresentation of any material facts, or any other unfair practice.

Purchasing personnel have a responsibility to treat vendors fairly, to avoid unfair buying tactics or vendor favoritism, and to deliver all solicited and unsolicited vendor samples to the Company for proper disposal.

Acceptance of Gifts

In any one calendar year no Cast Member or employee may, without the approval of the Company, accept more than one gift — the fair market value of which may not exceed US\$75 — from any one person or entity that is doing, or seeking to do, business with, or is a competitor of, the Company. A "gift" is

anything of value, and includes all tangible items, such as jewelry or art; and intangible items such as discounts, services, special privileges, advantages, benefits, rights not available to the general public, vacations, trips, use of vacation homes, paid admission to sporting events or special events, golf outings, vendor familiarization trips and use of recreational facilities, loans or other favors. In no event may any gift in the form of marketable securities or cash be accepted (other than customary circumstances such as weddings or funerals, in which case the \$75 limit applies).³

Gifts in excess of \$75 are subject to an “ordinary course of business” test. Gifts which, based on a good faith assessment by the recipient, have an aggregate fair market value of less than \$500, and which the recipient in good faith believes to be in the ordinary course of business, may be accepted from any party in any one calendar year without any notice to the Management Audit department. A gift will be considered to be in the ordinary course of business if: (a) it is of a type that is customary, considering the job duties, job title, and seniority of the person to whom the gift is offered, and (b) accepting the gift would provide a business advantage to the Company by enhancing its business relationship with the gift-giver. By way of example, a tangible item such as a watch will almost never be in the ordinary course of business, while intangible benefits, such as admission to a sporting event or an invitation to a golf outing, may be. Meals in the ordinary course of business are not subject to the \$500 limitation.

If a party provides any Cast Member or employee with any gifts in the ordinary course of business, the fair aggregate market value of which exceeds, or may exceed, \$500 during any calendar year, he or she may either refuse or accept the gift. If the gift is accepted, within 15 days of its acceptance the recipient must notify Management Audit, which will confirm whether the gift was, in fact, within the ordinary course of business. If Management Audit determines that the gift was not in the ordinary course of business, the recipient must pay to the Company — or make a charitable donation through the Company equal to — the amount by which the fair market value of the gift exceeds \$500.

The Company recognizes that it may not be easy or, in certain circumstances, culturally appropriate, to refuse or return a gift given out of genuine generosity,

³As to receipt of any opportunity from a financial institution with which the Company does business, see “Dealing with Financial Institutions” on page 11.

so the Company has provided alternatives with respect to gifts that do not comply with this policy. Therefore, with respect to gifts not in the ordinary course of business, a Cast Member or employee may: 1) return the gift with a letter stating that it is against Company policy to accept such gifts; 2) give the gift to the Company, so that the gift can be either donated to a charity or otherwise disposed of; or 3) keep the gift and make a charitable donation, through the Company, for the amount by which the fair market value of the gift exceeds \$75. (In the case of options 2 and 3, or if none of the listed options seems appropriate for specific circumstances, Cast Members or employees should contact the Management Audit Department.) In any event, this gift policy is not intended to prohibit reasonable gifts from those who have a genuine personal relationship with the recipient wholly apart from any business relationship.

Dealing with Financial Institutions

Any Cast Member or employee who participates in a meaningful way in decisions about establishing or managing a relationship between the Company and any financial institution must avoid personally entering into any transaction with, or the receipt of any benefit or opportunity from, such financial institution (or any intermediary for such an institution) that is not generally available to other customers or clients of the institution who have similar personal business relations with the institution (e.g., checking or asset management or a mortgage). As an example, access made available by a financial institution to initial public offerings of equity in public companies may create an immediate and special benefit to the recipient, and should be evaluated with extreme care. If not generally available to other customers of the financial institution, then participation in such an initial public offering is prohibited.

The same standard applies in cases where such transactions are entered into by, or special benefits or opportunities are offered to, any member of such an employee's or Cast Member's *immediate family*,⁴ or any business or

⁴For the purpose of this section, the following definitions apply:

A "*material financial interest*" means any ownership interest (of stock, partnership interests, etc.) in excess of 5% in a publicly traded entity, or, in the case of a non-public entity, having a fair market value in excess of \$25,000, unless such interest is demonstrably not material.

"*Immediate family*" members means a spouse, parents, children and siblings, as well as persons (other than household employees) who permanently reside in a person's home.

organization in which the employee or Cast Member or any such immediate family member has a *material financial interest*.

Bids, Sole Sources, and Negotiated Bids

In general, those purchasing for the Company should solicit competitive bids in an effort to establish the worth of products and services in the marketplace and to secure the best price, quality and service in a given period. Occasionally, due to the unique nature of certain products and services, only one source may exist. In such instances, negotiation must ensure a fair and reasonable price for the quality specified and the time frame required.

Minority Vendor Purchases

Minority business enterprises shall have the maximum opportunity to participate in procurement activities. Minority enterprises should be evaluated fairly and in accordance with their qualifications. We are committed to having our suppliers reflect the same diversity that we seek in our work force.

Multiple Relationships

In the course of business, Cast Members and employees may deal with companies or individuals who have multiple relationships with the Company. Other companies may have simultaneous relationships with us as customers, vendors, competitors, licensees, distributors or partners. Although Cast Members and employees will most likely encounter only one relationship at a time, they should be aware of the possibility of multiple relationships, and avoid any potential conflicts or the appearance of improper conduct. Cast Members and employees should also treat employees of the other company in accordance with the Company guidelines established for the particular relationship. It is particularly important to be aware whenever a company you are dealing with is also a competitor, in order to avoid improper discussion of pricing, terms and conditions, costs, business plans and other Company confidential information.

E. Responsibility to Communities

The communities in which we operate, nationally and internationally, deserve our time, energy, participation and creativity.

Government Officials

The Company, its Cast Members and employees, may deal with government officials in the course of the Company's business. It is important that the

responsible Cast Members and employees be thoroughly familiar with, and comply with, laws and regulations applicable to dealing with government officials. Cast Members and employees should be aware that business practices which are acceptable in a commercial environment (e.g., meals, transportation or entertainment) may not be acceptable when dealing with government officials. Cast Members and employees should follow Company guidelines in their relationships with government officials, and should direct questions about particular situations to the Corporate Legal Department.

Political Activity

All Cast Members and employees are encouraged to participate as private citizens in government and the political process, unless such participation is either prohibited by other policies of the Company, or would give rise to an improper appearance of partiality. In any event, no personal contributions to any political cause, party, candidate or charity should be represented as coming from the Company.

Communities

Good relations with communities in which the Company resides and conducts business are essential. We are dedicated to delivering quality products and services, and to cooperating with community leaders and members for the benefit of local communities. The Company encourages all Cast Members and employees to participate in local activities that address needs of the communities in which they reside and work.

We are likewise committed to the protection of the environment and the conservation of natural resources. In addition to complying with all applicable laws ourselves, we expect the companies and contractors with whom we deal to do the same.

International

As we expand our operations abroad, we encounter new challenges as a result of cultural differences and sometimes unfamiliar business practices. While we are bound by U.S. laws and regulations as well as Company policy, we must recognize that in many cases we are introducing our culture and methods of conducting business into different environments. When conducting business in other countries, it is imperative that we be especially sensitive to foreign legal

requirements and cultural differences, and present our own culture as sensitively as possible.

The Company must be careful not to enter knowingly into relationships that, directly or indirectly, expose Cast Members and employees to undue health and safety risks, or that use child, prison or forced labor, or other similarly exploitative practices. The Company, its Cast Members and employees, should never act illegally to secure or conduct business. The Company will adhere to all applicable legal requirements, both foreign and those of the United States, such as the Foreign Corrupt Practices Act, antiboycott laws and export laws, the details of which are outlined in Section II, “Legal Standards,” of this Standards of Business Conduct booklet. The Company is also responsible to meet product safety standards and to comply with import regulations, as outlined in Company policy. In addition, the Company has established separate Codes of Conduct which set forth certain obligations of Company licensees and manufacturers of Company merchandise.

II. Legal Standards

In addition to the ethical standards which govern every Cast Member and employee, the law imposes more specific and limited obligations that everyone is required to obey. This section attempts to identify in summary form legal requirements that generally apply to all Cast Members and employees.

This listing is not intended to be complete; there may be other laws that apply to specific Cast Members or employees. If you have any questions on the laws identified here, or any other laws in connection with the Company’s business, please call the Guideline or the Corporate Legal Department.

A. Antitrust Laws

The Company, and each Cast Member and employee acting on its behalf, will comply with the antitrust laws of the United States and all other jurisdictions in which we conduct business. The United States, most U.S. states and many international jurisdictions have antitrust or competition laws applicable to our Company's business.

The Company will compete fully and fairly in each of the markets in which it operates.

The antitrust laws provide a framework for defining full and fair competition. Each Cast Member and employee must understand and operate within this framework at all times. Failure to do so could subject the Company and responsible Cast Members and employees to imprisonment, substantial criminal fines, and civil financial liability. If a question arises as to how the antitrust laws apply to a particular business situation or whether our existing business practices comply with the law, every Cast Member and employee has both the right and the responsibility to review the question by either calling the Guideline or the Corporate Legal Department.

The antitrust laws prohibit agreements that unreasonably restrain competition.

This prohibition includes agreements with anyone, including competitors, customers and suppliers, which unreasonably restrain trade. Such agreements can be reflected in tacit understandings, oral commitments, or written contracts; if they have the specified, adverse effect on competition, they are prohibited.

Certain types of agreements may be prohibited as a matter of law. No Cast Member or employee should ever enter into any such agreement or understanding. These are agreements to fix prices, agreements between or among competitors to refuse to deal with a customer or a supplier, to divide territories or customers, and arrangements that "tie" two products together so that one will not be sold without the other. Exclusive dealing arrangements and licensing arrangements that restrict the scope or terms of resale of the licensed products may also raise issues under the antitrust laws. The Corporate Legal Department must be consulted if there is any question about whether an agreement may fall into any of these categories.

The antitrust laws prohibit monopolization or the attempt to monopolize a market.

A monopoly is the power to control prices or to exclude competition. High market shares are often considered to be indicative of a monopoly. It is legal to attain or maintain monopoly power by virtue of a superior product or superior business skill. It is not legal, however, to eliminate competitors willfully or to use legally obtained monopoly power unfairly. The difference between vigorous competition, which is encouraged by the antitrust laws, and the wrongful acquisition or maintenance of a monopoly, which is prohibited, is often a matter of degree. The Company does not believe that it currently has monopoly power in any market in which it operates, but executives responsible for setting competitive policy should consult with the Corporate Legal Department whenever they operate in a market where it might be argued that the Company has, or could obtain, monopoly power.

A company can be guilty of attempting to monopolize a market even when it does not have monopoly power. One factor courts look to is whether a company prices its products below cost in an effort to drive out competitors. The way the courts examine cost changes from time to time and from court to court. If the Company's products are to be priced below their total cost (other than in a sale of obsolete merchandise), the facts should be discussed with the Corporate Legal Department.

The antitrust laws have rules governing charging different prices for the same product.

It is sometimes illegal to charge different prices to different customers for the same product. Whether such a practice is illegal depends on the specific facts and circumstances, including whether the customers are at different levels (wholesalers v. retailers), whether the costs to the Company are different (because of volume or other factors), whether the lower price is offered to meet competition, and whether the lower price adversely affects competition. These rules are technical and often difficult to apply. Whenever it is anticipated that different prices will be charged to different customers for the same product, the relevant facts and circumstances should be explained to the Corporate Legal Department so that it can advise on whether the pricing is consistent with current law.

B. Securities Laws

The Company, and each Cast Member and employee acting on its behalf, will comply with the securities laws of the United States.

The Company's stock is publicly traded. The members of the public who invest in its stock expect that the Company and its Cast Members and employees will comply with the laws that govern the purchase and sale of securities of publicly traded companies.

The securities laws require that material information disclosed to the market be accurate and complete.

"Material" information is generally any information that a reasonable investor would likely consider important in deciding whether to buy, sell or hold stock in the Company. Whether a statement is accurate and complete depends on both the content of the statement and the context in which it is made. Thus, a statement that contains correct information may still be inaccurate or incomplete because in context it is misleading. All public statements on behalf of the Company regarding information that might be material to the Company's stockholders must be accurate, complete, fair, and disclose the stated facts in a forthright, understandable manner.

All documents that the Company files with any governmental agency must be accurate, complete, fair, and timely. Any Cast Member or employee making a statement about the Company that is public, or likely to become public, or filing a document with a governmental agency, who has questions or concerns, should consult with the Corporate Legal Department.

The securities laws prohibit trading in stock or other securities on the basis of material information that has not been disclosed to the public.

No one may trade in stock or other securities on the basis of undisclosed material information. Undisclosed material information might include sales and earnings figures, information about major contracts, stock splits, acquisitions or mergers, significant transactions, the sale of an associated company, the commencement of significant litigation, or new projects contemplated by the Company. There is a limited exception for purchasing stock according to standing instructions that meet certain requirements. An example would be a purchase of stock through the employee Stock Purchase Plan. The Company is proud that many of its Cast Members and employees are also its stockholders through the employee Stock Purchase Plan. The Company

encourages its Cast Members and employees to continue to invest in its future by buying its stock. However, a Cast Member or employee may not purchase or sell the Company's stock, outside of the employee Stock Purchase Plan, when the Cast Member or employee has material information about the Company that has not been disclosed to the public. In addition, changes in a Cast Member's or employee's participation in the employee Stock Purchase Plan cannot be made while the Cast Member or employee enjoys or has undisclosed material information about the Company.

It is also illegal to provide material non-public information to persons outside the Company who could then use that information in deciding whether to buy or sell the Company's stock or securities. Cast Members and employees should not, without proper authority and confidentiality arrangements, give or release non-public information concerning the Company to anyone not employed by the Company.

In addition, Cast Members and employees are prohibited from buying or selling another corporation's securities while they are in possession of material non-public information about that other corporation gained in the course of their work at the Company. In this context, the material non-public information might include the fact that the Company is considering buying property or materials from a corporation or entering into some other business relationship that might be material to that other corporation's operations.

Members of senior management, including those Cast Members and employees whose positions or functions are likely to make them aware from time to time of material, non-public information regarding the Company, should consult "The Walt Disney Company and Associated Companies Insider Trading Compliance Program" for further guidance.

The securities laws have rules governing the sale of stock or securities by the Company and the investment by the Company in other corporations.

The laws governing investment by the Company in other corporations are complex, and the consequences of breaching these laws can be serious. Executives responsible for stock offerings, stock options, joint ventures, investment partnerships or the acquisition of securities in other corporations by the Company or on the Company's behalf should seek advice from the Corporate Legal Department.

C. Relationships with Local, State and Federal Officials

The Company, and each Cast Member and employee acting on its behalf, will make no improper payments to government officials.

The Company, its Cast Members and employees, sometimes deal with government officials in the course of the Company's business. This happens in situations as diverse as a health inspection at one of our restaurants or a zoning review for a park expansion. All interaction with government officials while on Company business should be professional. Any payment of cash, property or services that is, or could be interpreted to be, a bribe, kickback, or improper gift is strictly prohibited. Equally prohibited are promises of influence or favors in return for favorable government action. For instance, Cast Members and employees should never offer employment to friends or family members of a government official in the hope of obtaining favorable government action.

Cast Members and employees are free to exercise the right to make personal political contributions within legal limits, unless such a contribution is either prohibited by other policies of the Company, or would give rise to an improper appearance of partiality. Generally, no contribution may be made with the expectation of favorable government treatment in return. In any event, all contributions, whether made by an individual, political action committee, or the Company, are subject to complex rules governing, among other things, their amount, and manner in which, they may be made. Any questions about compliance should be directed to the Corporate Legal Department. In addition, any political activity or contribution by a Cast Member or employee which might appear to constitute an endorsement or contribution by the Company shall be discussed first with the Corporate Legal Department.

The Company will cooperate with government investigations.

The Company takes seriously any investigation or review of the Company or its business practices by any government official. The Corporate Legal Department must be notified of any request for information from any government official or agency before any information is furnished and before there is any agreement or understanding to furnish such information. The Company is committed to cooperating with government inquiries, but in order to assure this is done properly, the Corporate Legal Department must be advised at the outset. Under no circumstance should any Cast Member or employee mislead a government official. Nor may a Cast Member or employee destroy, discard, tamper with, conceal, or make a false entry on any documents

which are relevant to any government investigation or which is reasonably likely to be requested for inspection by a government official.

D. Foreign Corrupt Practices Act and Related Matters

The Company, and each Cast Member and employee acting on its behalf, will comply with the Foreign Corrupt Practices Act.

The Foreign Corrupt Practices Act generally makes it unlawful to give anything of value to foreign government officials, foreign political parties, party officials, or candidates for public office for the purposes of obtaining, or retaining, business for the Company, or directing business to the Company or anyone else. This prohibition also applies to payments that agents, representatives, or business partners to whom the Company pays commissions or other fees might make for purposes of obtaining or retaining business for the Company, or directing business to anyone else on the Company's behalf. It is now and always has been the Company's strict policy not to make any payment that violates the Foreign Corrupt Practices Act and to take steps to ensure that our agents, representatives, and foreign business partners not do anything that would put us in jeopardy of violating that Act. Because of the broad reach of this statute and its harsh criminal penalties, each Cast Member and employee contemplating any transaction that might even appear to be covered should consult with the Corporate Legal Department. If such transaction is approved, the transaction must be accurately reported on the Company's books and records.

The Company, and each Cast Member and employee acting on its behalf, will comply with the antiboycott laws.

United States law prohibits certain forms of compliance with foreign boycotts against other foreign countries. United States law also requires that any request to comply with such foreign boycotts be reported. The Corporate Legal Department should be consulted in the event that a request for compliance with a foreign boycott, including any request to supply boycott-related information, is received.

The Company, and each Cast Member and employee acting on its behalf, will comply with all United States restrictions on doing business with certain foreign countries and other organizations.

United States law places restrictions on doing business with certain foreign countries, such as (at the time of publishing) Burma (Myanmar), Cuba, Iran, Iraq, Libya and North Korea, and with certain organizations that support

terrorism. Any proposal to do business with or relating to such countries must be reviewed by the Corporate Legal Department.

The Company, and each Cast Member and employee acting on its behalf, will comply with all export controls.

United States law requires that all exports of goods or confidential business technology or technical data be made in conformity with certain requirements. Before any export is made, the Corporate Legal Department should be consulted to determine which, if any, export control requirements apply.

The Company and each Cast Member and employee acting on its behalf, will comply with all trade laws and customs compliance programs.

All Cast Members and employees involved in the movement of goods or technology across international borders are responsible to know and perform their duties in accordance with the trade laws and regulations of the country(ies) in which the Company is doing business. This includes, but is not limited to, import/export laws, taxes and duties, counter-trade laws, regulations and any supply chain security programs in which the Company participates (e.g., Customs-Trade Partnership Against Terrorism). Cast Members and employees with any questions concerning whether the Company is in compliance should report their concerns to the Corporate Legal Department.

E. Tax Laws

The Company, and each Cast Member and employee acting on its behalf, will comply with the laws of all taxing authorities.

The Company's operations are subject to various federal and state taxes. Failure to comply with these laws may subject the Company to criminal prosecution. It is the intent of the Company to fully comply with such laws. Cast Members and employees responsible for the Company's compliance should be fully familiar with the requirements of the law. Cast Members and employees with any question concerning whether the Company is in compliance should report their concern to the Guideline or to the Corporate Legal Department.

F. Cash-Related Reporting Requirements

The Company, and each Cast Member and employee acting on its behalf, will comply with cash and monetary instrument transaction reporting requirements.

The Internal Revenue Code and some state statutes require businesses that receive more than US\$10,000 in cash or certain monetary instruments in a single transaction or related transactions to file reports with the IRS and the

state. These reports must be filed by the Company (a) whenever it receives more than US\$10,000 in cash or (b) upon receipt of a cashier's check, bank draft, traveler's check or money order with a face value of less than US\$10,000, if when combined with another monetary instrument and/or cash, the value of the transaction totals over US\$10,000. (For example, a transaction must be reported if you receive a US\$9,000 cashier's check and US\$2,000 in cash or traveler's checks. But you do not, however, need to report a transaction involving a single US\$11,000 cashier's check since, presumably, the issuing bank has already done so. In contrast, you must, of course, report any transaction involving over US\$10,000 in cash.) Severe criminal and civil penalties can be imposed against the Company and its Cast Members and employees for failure to file these reports or for structuring transactions to evade the requirements.

It is the policy of the Company to comply fully with all cash and monetary instrument reporting requirements and to file timely and accurate reports for all reportable transactions. Cast Members and employees are prohibited from providing any advice or help to customers on how to structure transactions to evade the reporting requirements. Any Cast Member or employee who has reason to believe that a transaction may be reportable or is being conducted to evade the requirements must notify his or her supervisor immediately and, if required, file a report. In addition, the Cast Member or employee must report the transaction to the Guideline or to the Corporate Legal Department.

The Company, and each Cast Member and Employee acting on its behalf, will comply with the laws regarding proceeds of illegal activity.

It is a crime under federal and some state money laundering statutes for any person to engage in commercial transactions with the proceeds of criminal activity knowing that the property involved is the proceeds of criminal activity, if the intent in so doing is to promote the criminal activity, conceal or disguise the source or ownership of the proceeds, avoid transaction reporting requirements or evade taxes. If a financial institution, such as a bank, loan company or travel agency is involved, and the transaction exceeds US\$10,000, it is not even necessary that the person have the intent to promote the criminal activity, conceal or disguise it, evade taxes or avoid a reporting requirement. These statutes are not limited to cash transactions. Transactions such as payments for hotel bills, airline tickets and retail purchases that involve personal checks, Company checks or wire transfers may be covered.

While it is often thought that such statutes are limited to drug money laundering, these statutes reach almost every crime that generates large amounts of money. Violations of these statutes are extremely serious and can subject a person to 20 years in prison and a fine of the greater of US\$500,000 or twice the amount of money involved in each transaction.

The Company does not want to be used by those engaged in criminal activity. Each Cast Member and employee is expected to be on the alert for activities indicative of drug trafficking, money laundering or other crimes. If a Cast Member or employee has reason to believe that a transaction involves criminal proceeds, or if the transaction otherwise appears suspicious, the Cast Member or employee must immediately notify his or her supervisor, or, alternatively, report the transaction to the Guideline or to the Corporate Legal Department.

G. Environmental Laws

The Company, and each Cast Member and employee acting on its behalf, will comply with all environmental laws.

The Company is committed to the protection of the environment and the conservation of natural resources. We will fully comply with environmental laws and regulations, including those relating to disposal of wastes. Any Cast Member or employee who is aware of a failure or potential failure to comply with environmental laws should call the Guideline or the Corporate Legal Department.

H. Food and Drug Laws

The Company, and each Cast Member and employee acting on its behalf, will comply with the food and drug laws.

The Company is recognized around the world as a provider of high-quality food products and merchandise. Every Cast Member and employee should be aware that it is illegal to distribute or manufacture any food, drug, device, or cosmetic that is adulterated or misbranded. Food, drugs and other products must be stored, prepared, and served in a sanitary and healthful condition. It is illegal to forge, counterfeit, simulate, or falsely represent that a product has been inspected or labeled as fit for use by a certifying agency if it has not. It is illegal to conceal the labeling of any product held for sale, particularly when such concealment results in a false representation. Therefore, no Cast Member or employee may sell any product which is improperly or incompletely labeled. For example, all milk products must carry an expiration date. It is illegal to

destroy or cover that date when selling the product to the public. Where inspection is required for particular products, such as certain poultry products or meat, no uninspected product should be purchased, or sold in any of our facilities. Any Cast Member or employee who encounters any situation in which he or she suspects that a product is unsafe, adulterated, mislabeled, or improperly inspected must act immediately to remedy the unsafe condition and bring it to the prompt attention of the appropriate supervisor. Of course, as previously set forth, all Cast Members and employees must cooperate fully with all federal and state inspectors who come to our facilities. Failure to permit inspection by them is itself punishable by criminal sanctions and fines.

I. Intellectual Property

The federal copyright laws have rules governing the use of books, movies, records, and other works.

The United States Copyright Act protects original “works of authorship fixed in any tangible medium of expression.” The owner of a copyright has the exclusive right to reproduce the work, to create derivative works, to distribute copies to the public, and to perform or display the work publicly. Any violation of a copyright owner’s exclusive right constitutes an infringement. A person who infringes a copyright willfully and for commercial advantage is subject to criminal as well as civil prosecution. Every Cast Member and employee acting on behalf of the Company must honor all copyrights held by other companies.

There are circumstances, however, where it is proper to reproduce portions of copyrighted work for purposes such as criticism, comment, news reporting, teaching and research. This is called “fair use” and does not constitute copyright infringement. Since copyright infringement issues are often highly technical, Cast Members and employees should consult with the Corporate Legal Department whenever there is any question as to permissible use.

The federal trademark laws prohibit the use of another company’s trademarks.

Trademarks are symbols (including words) companies use to identify their goods or services. For instance, DISNEYLAND is a registered trademark of the Company. Under United States law, a federally registered trademark provides the registrant with nationwide protection against another’s use. Any use of another party’s trademark that gives rise to a likelihood of confusion as to the source or sponsorship of a product or service constitutes “trademark infringement” and violates the law. It is also impermissible to duplicate the packaging of a rival firm in a way that deceives or is likely to confuse the

public. Every Cast Member and employee acting on behalf of the Company must honor all trademarks held by others.

The federal patent laws prohibit the unauthorized use of patented inventions.

The United States patent laws protect inventions for new and useful processes, machines, and compositions of matter. The owner of a United States patent has the exclusive right to make, use and sell the patented invention. Any violation of a patent owner's exclusive right constitutes an infringement. Every Cast Member and employee acting on behalf of the Company must honor all patents held by others.

Cast Members and employees should assist the Company in protecting its copyrights, patents and trademarks.

The Company has an extensive and valuable collection of copyrights, patents and trademarks. Substantial effort and money is expended to protect this valuable property from infringement. Any Cast Member or employee who knows or suspects that someone has infringed a copyright, patent or a trademark of the Company should advise the Corporate Legal Department.

J. Relationships with Other Companies

The Company, and each Cast Member and employee acting on its behalf, will respect the trade secrets of other companies.

Many of the Company's activities involve technical innovation or creative advancements, especially in our theme parks and our animated features. The Company is proud of its leading position in these areas, and thus it is the Company's policy to develop its own technical and creative advancements — not to take them from competitors. Similarly, we require that Cast Members and employees maintain the secrecy of the Company's trade secrets and proprietary information even if they leave the Company. At the same time, Cast Members and employees coming to us from other employers are expected to continue to keep the other employer's secrets. While the Company is entitled to each Cast Member and employee's skills and creative energy while working here, we do not want secrets taken from previous employers.

No improper or unethical payments will be made by the Company, or by Cast Members or employees or agents of the Company acting on its behalf.

In dealing with customers, suppliers or agents working on the Company's behalf (such as lawyers or lobbyists), no Cast Member or employee of the Company shall give, receive (or promise or agree to either give or receive), any cash, property or service that is improper or unethical. Improper payments

include kickbacks or bribes paid to an employee of another company in order to secure some advantage for the Company, or receipt of kickbacks or bribes from an employee of another company in order to secure an advantage for that company. It is prohibited to give or receive payments which are improper.

Payments that are proper but which may be misinterpreted should be avoided and, in any event, can be made only after consulting with the Corporate Legal Department.

Maintenance of Documents

No Cast Member or employee may destroy, discard, tamper with, conceal, or make a false entry on any documents which are, or may reasonably be, relevant to any existing or threatened litigation or similar claim or proceeding.

K. Other Laws and Company Policies

Such laws as have been discussed in these Standards of Business Conduct are those that apply to situations you may confront with some frequency. Many other laws, criminal statutes, and governmental regulations also may apply to the Company's business. Cast Members and employees must comply with all applicable laws, whether or not they are mentioned in this Standards of Business Conduct booklet. Cast Members and employees must also act in accordance with the Company's policies. Cast Members and employees are not to take any action on the Company's behalf that would violate any law, criminal statute, or Company policy.

In addition, no Cast Member or employee may assist or conspire with anyone to commit a criminal act. Moreover, mere participation by a Cast Member or employee in meetings or conversations when illegal conduct is discussed or planned may result in criminal liability even though the Cast Member or employee does nothing else. Therefore, participation in such meetings or conversations must be avoided.

L. Accountability for Compliance with the Standards of Business Conduct

The standards referred to herein are mandatory and apply to all employees and Cast Members, who will be held accountable for compliance with the Standards. Failure to abide by applicable standards may lead to disciplinary action up to and including termination. Additional standards may apply to employees of specific business units or locations. Thus, for example, station

Comment [T1]:

and network programming and news personnel are subject to additional standards which are set forth in other documents.

M. Dealing with Improper or Illegal Behavior, and Suspected Violations of Law

Cast Members and employees are encouraged to talk to their supervisors or managers when in doubt about the appropriate or ethical course of action in a particular situation. Every Cast Member and employee must report any unethical, improper or illegal behavior, or any suspected criminal activity involving or relating to the Company. The Company also must be made aware of any complaints regarding accounting or auditing matters, as well as its internal controls. Thus, any Cast Member or employee who believes, suspects, or becomes aware of any complaint that anyone at the Company is acting unethically or is violating, or has violated, any law, governmental rule or regulation on behalf of the Company, must report this to the Guideline or to the Corporate Legal Department. The Company believes that it is most helpful when a Cast Member or employee making such a report identifies himself or herself; however, it is not required. While, in any event, the confidentiality of any person reporting unethical, improper or illegal activity will be protected to the extent possible under the circumstances, reports will also be accepted anonymously. Moreover, the Company strictly prohibits any form of retaliation against anyone who reports unethical, improper or illegal activity.

N. Waivers

Any waiver of any provision of these standards for Cast Members or employees must be approved by the Management Audit Department, and if required by law, publicly disclosed. Any waiver for executive officers of the Company may be made only by the Board of Directors or a committee of the Board, and must be promptly disclosed to the Company's shareholders as required by applicable law or securities exchange regulations.

The laws referred to herein are current as of the date of publication. Laws change often. For specific questions, call the Guideline or the Corporate Legal Department.

If you have any questions or concerns, please call:

Your Supervisor,

or

Your Human Resources representative,

or

The Corporate Legal Department
8228-1301 or (818) 560-1301

or

The Guideline (800) 699-4870

The Guideline is one way for employees, Cast Members, vendors, suppliers, customers, and others to report 1) questionable activities — including questionable accounting or auditing matters; 2) complaints regarding the Company's accounting, internal accounting controls or auditing matters; or 3) to ask for guidance on any work-related issues, or to make the Company aware of any suspected unethical or illegal conduct, or violation at the Company.

The Guideline may be called any time, day or night, as it is available 24 hours a day, 365 days a year. The Company strictly prohibits any form of retaliation against anyone who reports any suspected wrongful conduct to the Company or any governmental agency. Reports are accepted anonymously, and the confidentiality of all reports will be maintained to the extent possible.

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