



Effective May, 2011

## A Letter from Rupert Murdoch



Rupert Murdoch

Dear Colleagues:

For more than a half century, News Corporation has shaped global media by ensuring the public's needs are met and that our offerings are of the highest caliber. Today, hundreds of millions of people around the world trust us for the best quality and choice in news, sports and entertainment.

This public trust is our Company's most valuable asset: one earned every day through our scrupulous adherence to the principles of integrity and fair dealing.

We have revised this Standards of Business Conduct to make it easier to read and use, and to clearly outline what we should all expect of ourselves as colleagues. Each of us has the power to influence the way our Company is viewed, simply through the judgments and decisions we each make in the course of an ordinary day.

It's an important responsibility and I'm honored to share it with you.

A handwritten signature in black ink, appearing to read "Rupert Murdoch". The signature is stylized and cursive.

**Rupert Murdoch**  
Chairman and Chief Executive Officer  
News Corporation

# Table of Contents

## Introduction

Why do we have the Standards of Business Conduct?	1
How do we build and maintain trust?	2
Who must follow these Standards?	4
What are our responsibilities as employees?	5-6
How should I seek guidance or report concerns?	7
Can I make an anonymous report?	7
What happens when a potential Standards violation is reported?	8
Should I be concerned about retaliation?	8
What are the consequences for violations?	11
Can the Standards be waived?	11

## Trust in the Workplace – Our Commitment to Our Employees

Equal Opportunity	15
Non-Discrimination	15
Harassment	15
Health and Safety	16
Accommodations for Individuals with Disabilities	16
Drug-Free Workplace	16
Data Privacy	16
Crisis Management	16
On Site Security	16

## Trust in Our Employees – Our Commitment to Our Stockholders

Integrity and Transparency of Conduct	19
■ Bribes and Kickbacks	19
■ Self-dealing	19
■ Truthful Statements to the Company	19
■ Misleading Others into Thinking We Represent the Company	19

Avoiding Conflicts of Interest	20-23
■ Gifts, Entertainment and Hospitality	21
■ Associations with Other Companies or Organizations; Competing with the Company	22-23
Improper Benefit	24
Safeguarding Company Reputation and Property	27
Safeguarding Company Information	28-29

## Trust in the Free Market – Our Commitment to the Public

Truthful and Complete Financial Information	31
Maintaining Credibility	32
■ Media and Analyst Inquiries	32
■ False Advertising	32
■ Safeguarding Others' Confidential Information	32
■ Obtaining Competitive Information	32
Responsibilities of Senior Executives	33
Insider Trading	34-35
Fair Competition and Antitrust	37

## The Integrity of the Law – Our Commitment to the Global Community

Good Citizenship	38
■ Corporate Social Responsibilities	38
■ Avoiding Corruption and Bribery	40
■ Avoiding Corruption and Bribery of Government Officials	41-42
■ Financial Transactions To Watch Out For	43
Sanctions Laws and Anti-Boycott Laws	45
Engaging In Political Activities and Lobbying	46

<b>Conclusion</b>	49
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# Why do we have the Standards of Business Conduct?

People around the globe turn to us for information and entertainment, giving us their valuable time in large part because they trust us. They trust our dedication to the core values of our entire business: free inquiry, free speech and free expression.

In order to help keep that trust, we have to conduct our business with integrity. The News Corporation Standards of Business Conduct (“SBC” or “Standards”) set forth the general principles that underlie the culture of trust that is at the heart of News Corporation (“News Corporation”) and its majority-owned business units (“News Corporation companies” or “business units” or, generally and collectively, “the Company”). While it is impossible to formulate rules to govern every possible situation, these Standards seek to assist us in continuing to avoid misconduct and the appearance of misconduct. If you are uncertain about how to behave in a particular situation, please approach a manager in Human Resources or a lawyer in the Legal Department about what to do.

# How do we Build and Maintain Trust?

Trust is built on commitment. The Company is committed to our employees and our stockholders. We also recognize our commitments to free markets and to the global community, especially the public that consumes our content. These commitments form the foundation for these Standards.

## **TRUST IN THE WORKPLACE – OUR COMMITMENT TO OUR EMPLOYEES**

We treat each other fairly and with respect, establishing a high trust environment where people can do their best work.

## **TRUST IN THE INTEGRITY OF OUR EMPLOYEES – OUR COMMITMENT TO OUR STOCKHOLDERS**

Each of us employed at News Corporation companies acts in the best interests of the Company, and we don't do anything that would bring the Company into disrepute.

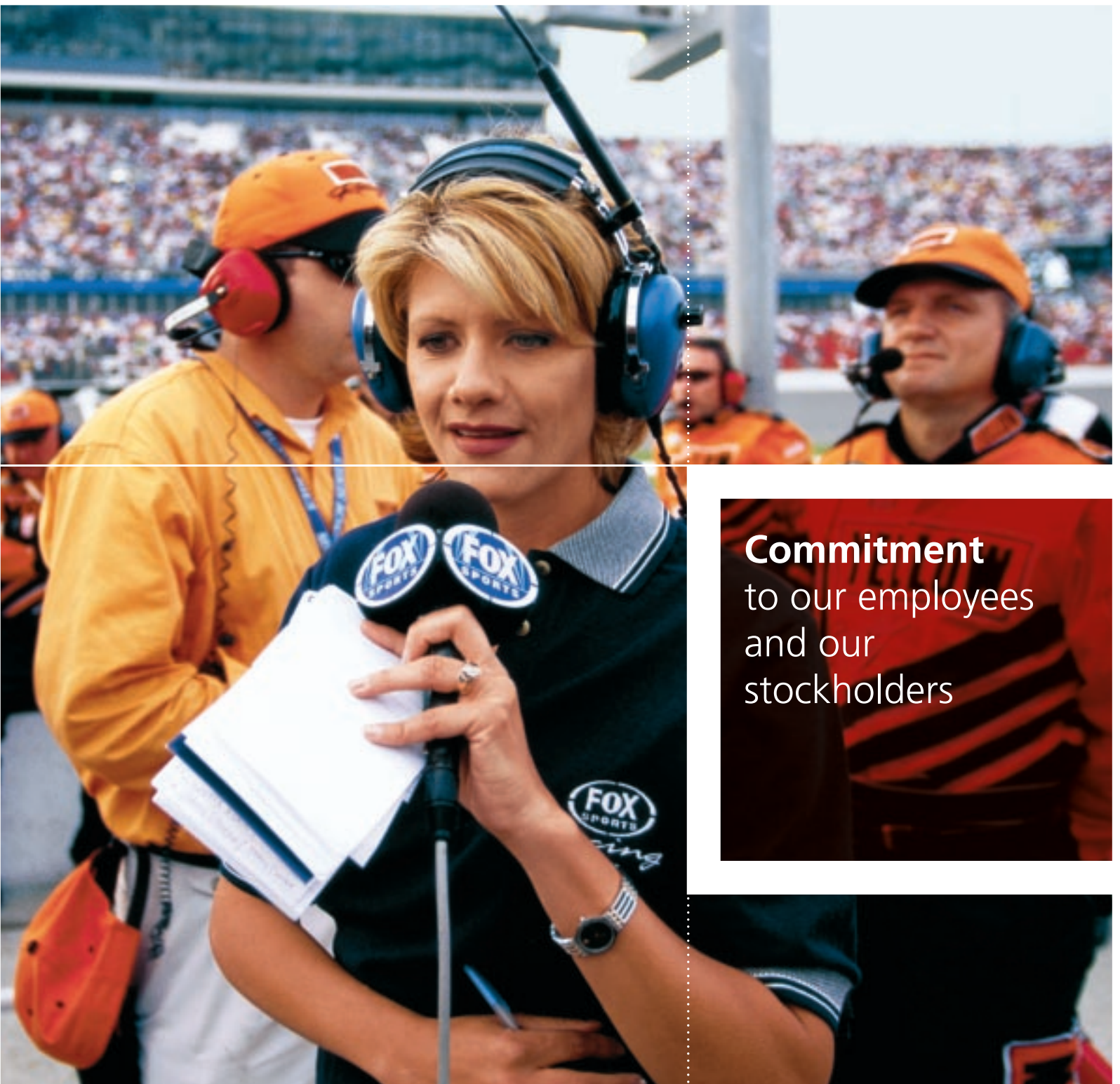
## **TRUST IN OUR BUSINESS ETHICS – OUR COMMITMENT TO THE FREE MARKET**

We uphold rigorous accuracy and honesty in our financial records and in our dealings with business partners, competitors and suppliers.

## **TRUST IN THE LAW – OUR COMMITMENT TO THE GLOBAL COMMUNITY**

We comply with all applicable laws in the countries in which we do business, and practice good citizenship.





**Commitment**  
to our employees  
and our  
stockholders

## Who must follow these Standards?

All directors, officers and employees of News Corporation companies must act according to the principles set forth in these Standards. We also expect everyone working on our behalf, including consultants, agents, suppliers and business partners, to adhere to our ethical standards. We may never ask a third party to perform any act that would violate these Standards.

It is the **responsibility** of every employee to read and understand the SBC





## What are our responsibilities as employees?

- **Read and understand the News Corporation SBC.** It is the responsibility of every employee to read and understand the SBC. It is possible that the SBC may be updated from time to time to reflect changes in the law. Please check the online version of the SBC on the News Corporation website **www.newscorp.com** regularly for updates. In the event that the online version contradicts the hard-copy version, the online SBC takes precedence.
- **Read and understand the SBC of your particular business unit, if it has one.** Some business units have their own Standards. In addition to the News Corporation Standards, you must similarly read and understand your own business unit Standards, and raise any questions you may have about them. When one set of standards is more restrictive than the other with respect to a particular issue, the stricter set governs your conduct, so it is necessary to be familiar with both.
- **Learn the details of policies applicable to your job.** In addition to the SBC, both News Corporation and your business unit have other policies that apply to various aspects of your job. Some examples are News Corporation policies dealing with Insider Trading, Anti-Bribery and Anti-Corruption, Electronic Communications and Records Management, among others, as well as those policies specific to your particular business unit. Be sure you learn and understand the provisions of those other policies and abide by them. All such policies are available either from your Human Resources department or on the intranet site for your business unit.
- **If you have any questions regarding anything in the Standards or the policies,** it is your obligation as an employee to raise those questions promptly with a manager in Human Resources or an attorney in the Legal Department. Being a company with worldwide operations brings with it many challenges and opportunities. As one possible example, there may be a conflict between the applicable laws of two or more countries in which we do business, or between the Standards or Company policy and local law. In these situations, it is very important to raise any issues you may find so that we can resolve the problem correctly.



**Read and understand** the policies applicable to your job and business unit

Always report the matter to the **appropriate** persons within the Company



- Promptly raise any concerns about any actual or potential violations of policies with the appropriate people within the Company. People are often reluctant to expose the wrong-doing or potential wrong-doing of others, due to loyalty, fear, or other reasons. It is understandable that no one wants to be the one who “tells.” But we owe a duty to the Company, our stockholders, and our colleagues to make sure that our businesses are conducted in accordance with the highest ethical standards. If we fail or delay to address a concern, matters may become worse, including for the wrong-doer.
- Cooperate with compliance investigations. Some reports of potential violations will lead to investigation by the Company. It is our duty to cooperate with any Company compliance investigation to the fullest extent, and to always tell the complete truth to those investigating the problem.

## How should I seek guidance or report concerns?

You can approach a manager in Human Resources or an attorney in the Legal Department, either in your own business unit or at News Corporation itself. (Throughout these Standards, references to Human Resources or the Legal Department mean either the business unit's own departments or News Corporation's departments, as appropriate for a particular situation.) As an additional resource, each business unit also has a Compliance Business Leader who oversees compliance for his or her respective business.

You can also use the Alertline, which allows you to report concerns either through a dedicated, domestic/international toll-free telephone number available 24 hours a day, 365 days a year, or through a secure website. Translation services are available through Alertline.

**The Alertline telephone number is 866-480-6129.<sup>1</sup>**

**The Alertline website is at <https://www.compliance-helpline.com/welcomepagenewscorp.jsp>**

In addition, there may be certain circumstances when an employee or anyone with a compliance concern believes that they cannot communicate that concern through regular channels. In such a situation, that person may communicate directly with the Lead Director of News Corporation's Board, by addressing a letter to the attention of Lead Director, at News Corporation, 1211 Avenue of the Americas, New York, New York 10036.

## Can I make an anonymous report?

Alertline allows you to remain anonymous, but keep in mind that anonymity may make it more difficult to investigate any allegation. If you do choose to share your identity, we will keep it confidential to the extent possible.



<sup>1</sup> Callers outside the United States must first access the AT&T network before dialing the toll-free number. To obtain your country's AT&T international access code, go to [http://www.business.att.com/bt/international\\_dialing.jsp](http://www.business.att.com/bt/international_dialing.jsp)

## What happens when a potential Standards violation is reported?

The Company will gather and review the facts and recommend any necessary corrective action. The Company will also give feedback, if appropriate and if possible, to the person raising the concern.

Please remember that if you become aware of a potential violation of these Standards, do not investigate it yourself. By conducting your own investigation, you may unwittingly compromise evidence or confidentiality, or infringe employment, privacy or other laws, and possibly make matters worse. Rather, always report the matter to the appropriate persons within your business unit or at News Corporation.

## Should I be concerned about retaliation?

**News Corporation absolutely prohibits retaliation.** If you make an honest complaint in good faith, even if you are mistaken as to what you are complaining about, you will not be subject to retaliation by the Company. Should any individuals attempt to retaliate against you, they will be subject to disciplinary action and you will be protected.

News Corporation  
absolutely **prohibits**  
**retaliation**



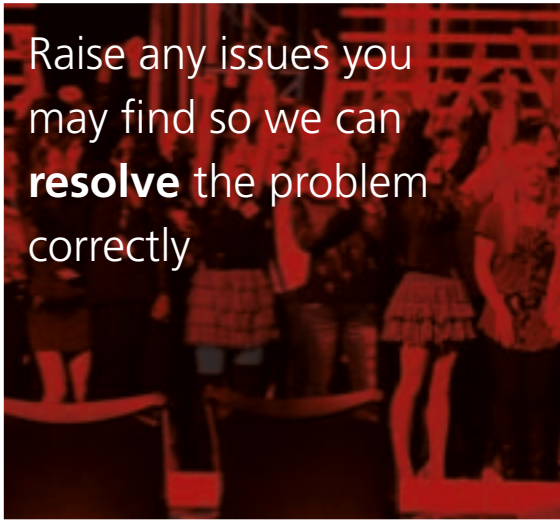




We have a duty to make sure that our businesses are conducted in accordance with **the highest ethical standards**

**NFL**  
ON  
**FOX**





Raise any issues you may find so we can **resolve** the problem correctly



## What are the consequences for violations?

The consequences for violating a policy will vary widely with the circumstances, and can include verbal reprimand, written reprimand, reassignment or demotion, suspension with or without pay, and/or termination, as deemed appropriate. The Company will determine, in its sole and absolute discretion, what the appropriate consequences will be for such a violation.

## Can the Standards be waived?

There may be circumstances where a waiver of a specific provision of these Standards may be necessary or appropriate. A waiver for an employee can only be granted with the permission of the News Corporation Group General Counsel. A waiver for directors and executive officers can only be granted by permission of the News Corporation Board of Directors. Accordingly, if a situation arises in which a waiver of any kind may be required, please bring it to the attention of News Corporation's Group General Counsel so that the issue can be appropriately addressed and resolved.



The **consequences** for violating a policy will vary widely with the circumstances

# Trust in the Workplace – Our Commitment to Our Employees

We are committed to fostering a high trust work environment for our employees, which is the kind of environment where people do their best work. Unlawful harassment, discrimination and threats to health and safety all undermine our high trust environment, and make it harder for people to excel. Therefore, it is our policy to provide a safe work environment, free of unlawful harassment, intimidation and discrimination.

All the guidelines regarding our workplace extend beyond the physical premises of News Corporation companies to include anyone conducting Company business or representing the Company, wherever they may be, as well as attendance at Company-sponsored events.





**Commitment to a high trust work environment**







Commitment  
to equality  
of **opportunity**



**Equal Opportunity:** We maintain a strong policy of equal opportunity for all of our employees and applicants for employment, and are committed to complying with all of our obligations under applicable laws.

**Non-Discrimination:** We make all employment related decisions (hiring, promotion, compensation, etc.) without unlawful regard to a person's race, color, religion, age, nationality, gender, sexual orientation, pregnancy, disability, military or veteran's status, marital status or any other characteristic prohibited from consideration by the laws of the countries, states and cities in which we do business.

**Harassment-Free:** We endeavor to ensure that the workplace is free of bullying and unlawful harassment, whether that harassment is sexual in nature, or is based on an employee's sex, race, religion or any other characteristic protected by applicable law. It is our policy to investigate promptly and thoroughly any employee complaint of discrimination or harassment, and to take remedial measures, if the Company determines that there has been a violation of the Company's policy against such conduct.

**As Employees:** We understand that if we witness or experience harassment or discrimination, we have an affirmative obligation to report such conduct to a manager in Human Resources or an attorney in the Legal Department.

**What is harassment?** Harassment can take many forms. Harassing conduct may include, but is not limited to, offensive jokes, slurs, epithets or name calling, physical assaults or threats, intimidation, ridicule or mockery, insults or put-downs, offensive objects or pictures, and interference with work performance. Sexual harassment can include unwelcome sexual advances, requests for sexual favors, and other verbal or physical conduct of a sexual nature when (1) submission to such conduct is made either explicitly or implicitly a term or condition of an individual's employment, (2) submission to or rejection of such conduct by an individual is used as the basis for employment decisions affecting such individual, or (3) such conduct has the purpose or effect of unreasonably interfering with an individual's work performance or creating an intimidating, hostile or offensive working environment.



**Health and Safety:** We observe all applicable health, safety, environmental and labor laws, and strive for a safe and healthy work environment.

**Accommodations for Individuals with Disabilities:**

We make reasonable accommodations for qualified individuals with disabilities in accordance with the applicable laws.

**Drug-Free Workplace:** We maintain a workplace free of alcohol abuse and the use of illegal drugs.

**Data Privacy:** We respect the privacy rights of employees in how the Company handles personal data, consistent with the Electronic Communications Policy applicable to your business unit.

**Crisis Management:** We work to prepare appropriate crisis management plans, and participate in any emergency drills and planning that our business units may institute.

**On Site Security:** We follow the procedures established at each Company site for access and security.

We have an obligation to report **harassment** or **discrimination**



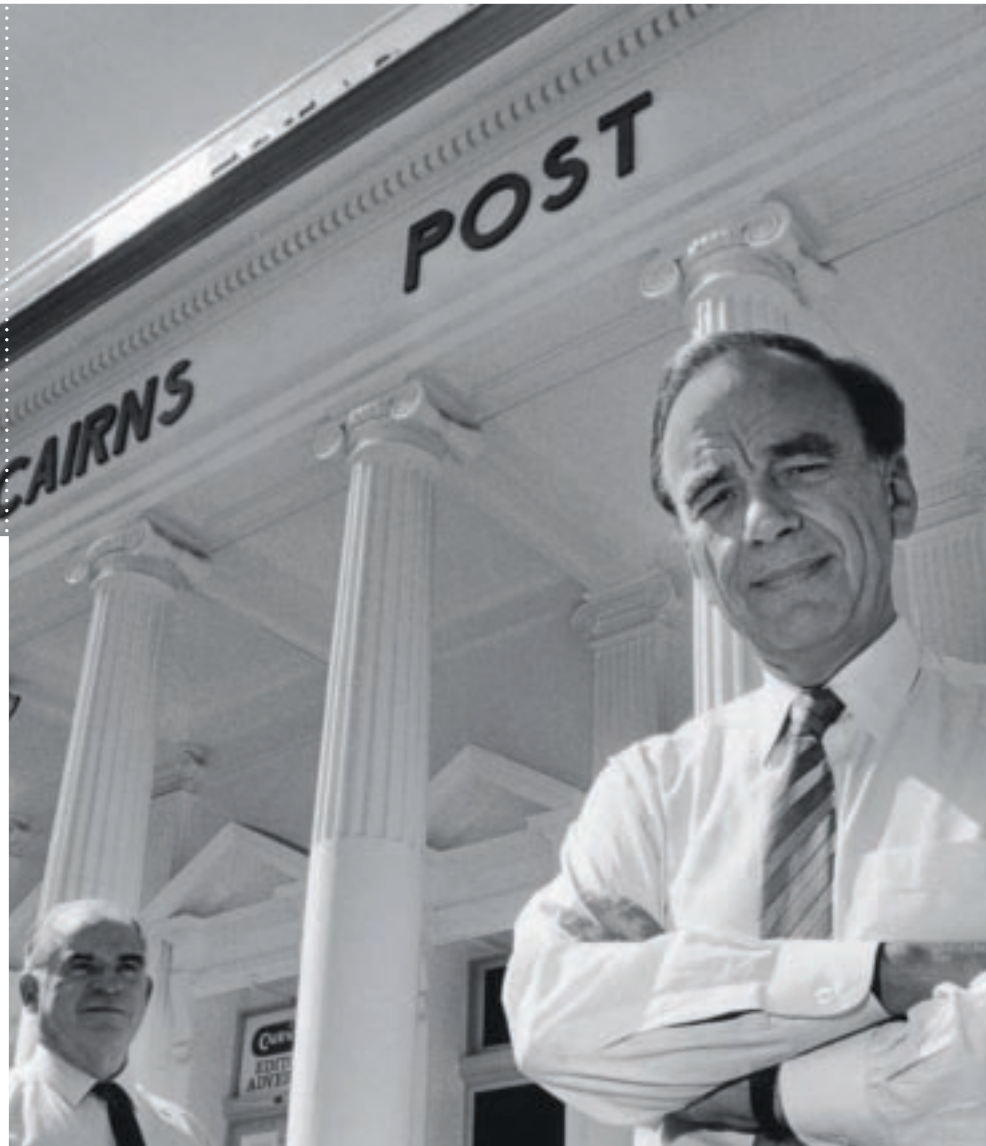
We strive for  
a **safe & healthy**  
working  
environment







**Commitment** to  
the best business  
interests of our  
Company



# Trust in Our Employees – Our Commitment to Our Stockholders

A conflict of interest arises when personal interests or divided loyalties interfere with our ability to make sound, objective business decisions on behalf of the Company. We are committed to a work force that is clearly and obviously motivated by the best business interests of our Company.

## Ensuring Integrity and Transparency of Conduct

- We never give or take kickbacks or bribes. For further information, please see the section on Avoiding Corruption and Bribery at page 40.
- We refrain at all times from self-dealing, such as steering company business to where we or our family members will benefit improperly.
- We are truthful in all statements submitted to the Company.
- We do not conduct non-company business in such a manner as to mislead others into believing that we are representing the Company.





Appropriate,  
**reasonable** gifts  
& hospitality

## Avoiding Conflicts of Interest: Gifts, Entertainment and Hospitality

Business gifts and entertainment are often necessary and appropriate, and instrumental in cementing good relationships with our business partners. But we can never allow gifts and hospitality to place us in a situation where our objective judgment or compliance with the law might be questioned.

- We do not provide or accept gifts or hospitality unless they are clearly appropriate in the context of a reasonable business relationship.
- We never solicit gifts or hospitality.
- An employee should refuse or return any gift, even a minor one, that appears to be given with an expectation of reward or influence. We should be particularly aware of the cultural significance of particular gifts in the many countries in which we do business.

Gifts should always be of reasonable value, since gifts of substantial value are more likely to be perceived as creating an improper obligation. Gifts in the form of cash or cash equivalents will usually be subject to increased scrutiny. Indeed, your particular business unit may have a policy that restricts or forbids cash or cash equivalent gifts, so please make yourself aware of any additional gift policies that may apply to you. With a private (non-governmental) party, we must consider the following: (1) whether the gift conforms to accepted, legitimate business practice, or alternatively, is of purely nominal value; and (2) whether public disclosure of the gift would result in embarrassment to you or the Company. Your business unit may have additional policies regarding gifts and hospitality, including limits on their monetary value. Be sure to consult any such additional policies that may apply.

**Gifts to Government Officials:** Particular care should be taken with gifts or hospitality to or from government or public officials, whether foreign or domestic, elected or appointed. (Please see the definition of government official at page 41 of these Standards.) Always remember that gifts and hospitality that are perfectly acceptable among private parties can be completely forbidden when the other party is a government or public official. Even minor gifts to such persons can be highly problematic. If the public official involved is a non-U.S. official, you must consult with the Legal Department in advance of any such potential gift-giving or hospitality. If the public official is a U.S. official, you must consult with the Government Relations Office of News Corporation. (For further information, please see the section on Avoiding Corruption and Bribery of Government Officials at page 41. For information on political contributions, please see the section on Engaging in Political Activities and Lobbying at page 46.)

## Avoiding Conflicts of Interest: Associations with Other Companies or Organizations; Competition with the Company

We do not allow associations with any other companies or organizations to interfere with our work, or with our ability to exercise our best judgment on behalf of News Corporation companies. We also avoid the appearance of a conflict of interest in all of our activities. If you have any doubts or concerns about an association you may have, consult the Legal Department.

We avoid **conflicts of interest** in all our associations



**Working for Competitors:** An employee may not serve as a director, consultant, agent or employee of any enterprise that seeks to compete with any News Corporation company.

**Working for Business Partners:** An employee may not serve as a director, consultant, agent or employee of any enterprise that seeks to conduct business with the Company, except with the written consent of the News Corporation Group General Counsel.

**Working a Second Job:** Having a second job is not necessarily prohibited, but it must not interfere or conflict with your regular duties, or undermine your working effectiveness. Before taking on additional employment outside of your News Corporation duties, you must consult the policy of your business unit, if there is one. If your business unit does not have a policy on additional outside employment, then you must have the consent of your supervisor.

**Board Service:** We encourage all employees to cultivate active engagement with their communities. But in order to avoid possible conflicts or legal issues, service as a director on the board of any other company or organization, including non-profits, must receive the prior consent of the General Counsel of your business unit.



**Ownership Interests:** We must disclose, and may be prohibited from retaining, any ownership interest in an enterprise which conducts or seeks to conduct business with, or which competes with, any News Corporation company. Disclosure should be made to the General Counsel of your business unit.

**Exception:** An interest in the form of publicly traded securities does not have to be disclosed, so long as the interest does not exceed 1% of the entity's outstanding shares.



## Refraining From Improper Benefit

Keep in mind that you must not only refrain from improperly benefiting from your position or access, you must also guard against family or household members receiving improper advantages. News Corporation employees are responsible for making sure that those close to them do not inappropriately benefit from the employee's position or access.

### **Diversion of Company Opportunity:**

An employee may not divert an opportunity or potential opportunity for the Company for his or her own benefit, or for the benefit of a member of his or her family or household.

**Financial Institutions:** Participating in dealings between the Company and financial institutions requires particular care on the part of employees. Any employee who is involved in any way in the relationship between the Company and a financial institution must be sure not to improperly benefit from that relationship because of his or her position at the Company. If you are unsure about a particular benefit being offered, you should either refrain from accepting the benefit or discuss the matter with the Legal Department.

If you are unsure,  
**discuss the matter**  
with the Legal  
Department





Integrity and  
**transparency**  
of conduct





We **protect**  
the Company's  
reputation and  
assets



## Safeguarding Company Reputation and Property

**Avoiding Risk to Reputation:** The Company's reputation is one of our most valuable assets. Therefore, we are always careful to be sure that we don't do anything that would harm that reputation, or that would otherwise bring the Company into disrepute.

**Personal Gain:** We do not improperly use Company property, information or position for personal gain.

**Protection of Company Assets:** We protect Company assets from theft, carelessness, waste and misuse, and we respect the property rights of others.

**Electronic Communications:** We comply with the Electronic Communications Policy applicable to our business unit with regard to the appropriate use of Company systems and employees' proper conduct of online activity.

**Intellectual Property:** If an employee sees or suspects that Company intellectual property has been infringed upon by an unauthorized party, he or she should report the matter to the Legal Department immediately.



**Intellectual property** is a Company asset like any other, and as our Company is largely built on content, it is one of our most important assets. Intellectual property can include copyrights, trademarks, patents and trade secrets. It is vital to protect our intellectual property, and to take care never to infringe on the intellectual property rights of others. We do not promote, abet, endorse or otherwise condone piracy of intellectual property.



Examples of Confidential Information can include information about significant business transactions, confidential personnel information, sales and earnings figures, acquisitions or mergers, strategic business plans, major contracts, commencement of significant litigation, the sale of an associated company, or new projects contemplated by any News Corporation company.

## Safeguarding Company Information

**Confidentiality:** We strictly maintain the confidentiality of Company information, taking care not to divulge it even to family and friends, and sharing such information only with other employees with a legitimate need to know, unless otherwise properly directed by management. Since accidental disclosure can be just as damaging to the Company as intentional disclosure, we take every precaution not to discuss confidential matters in public places, and to keep careful possession of confidential documents. The obligation to maintain the confidentiality of Company information continues even after an employee has left the Company, whether or not that employee has signed a non-disclosure agreement.

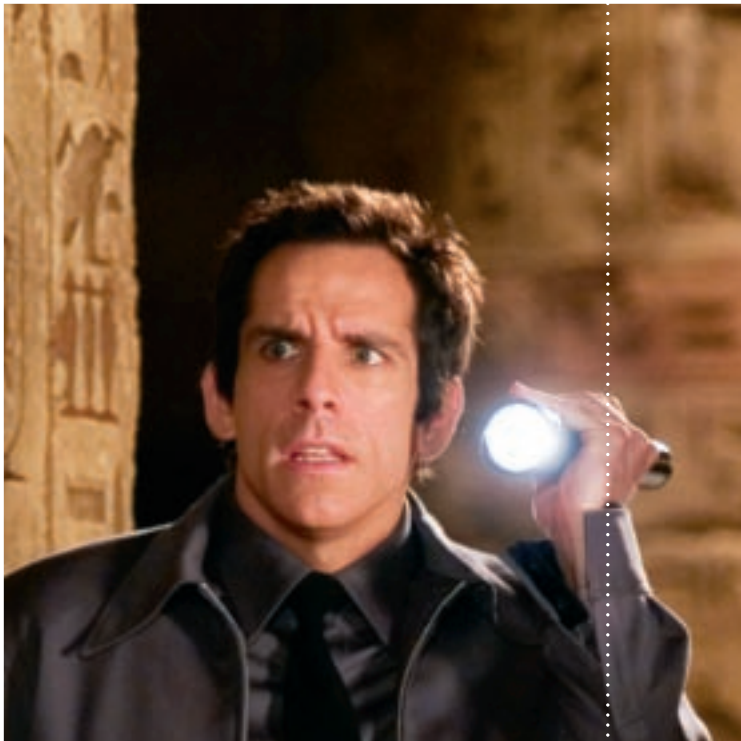
- We always maintain the security of the Company's information systems.
- Always follow the version of the **News Corporation and Affiliated Companies' Electronic Communications Policy** applicable to the country in which you work, concerning the use of the internet, email and social networking sites.



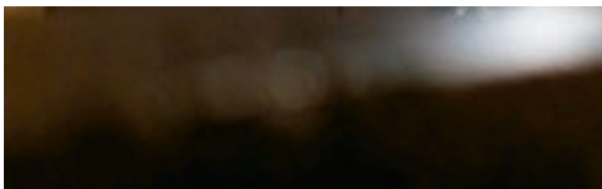
**Document Retention:** Be sure to read and follow the instructions contained in any litigation or document hold notice or preservation order that a member of the Legal Department circulates regarding a potential lawsuit, legal dispute or investigation. If no hold notice is in effect, then be sure to properly and diligently maintain and dispose of records in accordance with the records management policy that applies to your business unit. News Corporation has a **Records Management Policy** and accompanying **Records Retention Schedule** that applies to some business units; some other business units have their own policies. If you have any questions about what policy applies to your business unit, or about document retention generally, speak to your manager.

**Discussion of Legal Matters:** Speaking about Company legal matters to others, even to family members or fellow employees, may jeopardize the attorney-client privilege, possibly resulting in the loss of the Company's right to keep communications with its attorneys confidential from adversaries. This is a very serious breach, and should be avoided under all circumstances. Therefore, if a Company attorney, whether employed by the Company or by an outside law firm, discusses any Company legal matter with you, you may not speak to anyone about the matters that were discussed without the prior approval of the attorneys who are handling the matter. Indeed, generally speaking, if you have information that may be relevant to a Company legal matter, you should not discuss the information with others, even if you do not consider the information confidential. Aside from the privilege issues, repeating information to others can easily create confusion and turn otherwise-uninvolved people into witnesses.

Keep Company  
matters  
confidential



Our **credibility**  
is at the core of  
our **success**



# Trust in the Free Market – Our Commitment to the Public

The marketplace of ideas is where News Corporation and its business units thrive. That's also true of our participation in the business world generally, where we protect our reputation for honesty, transparency and fair competition. Our credibility is at the core of our success.

## Providing Truthful and Complete Information in Financial Records

- We maintain accurate and complete financial records, and make full, fair, accurate, timely and understandable disclosure in reports and documents that we file with government regulatory bodies or otherwise make publicly available.
- We each take responsibility for recording clear, accurate and complete information on any and all Company records we produce.
- We immediately bring to the attention of a manager in Human Resources or an attorney in the Legal Department any suspected fraud or financial irregularity.





HarperCollins

Irregular accounting or financial practices may be a sign that something even more serious is wrong. Please see the list of examples on page 43, in the section on Avoiding Bribery and Corruption.

## Maintaining Credibility

**Media and Analyst Inquiries:** We refer all media and analyst inquiries to the appropriate people within the Company for response. Unless you are explicitly authorized by your business unit to respond to such inquiries, refer all media inquiries to either Corporate Affairs and Communications at News Corporation, or to the person your business unit has designated to respond to the media. All financial analyst inquiries must be referred to the Investor Relations team at News Corporation.

- We do not make deliberately false or misleading statements about our businesses, or about other companies.
- We safeguard the confidential information provided to us by business partners and others with whom we do business.
- We obtain competitive information legally. We do not obtain information about competitors through theft, blackmail, wiretapping, trespassing or other methods prohibited by law.

Refer all media and analyst inquiries to the **appropriate** people

## Responsibilities of Senior Executives

The Chief Executive Officer and the Company's senior financial officers – defined as the principal financial officer and the principal accounting officer or controller or persons performing similar functions – have heightened responsibilities under the law. They must ensure that information reported in our public communications and reports filed with the SEC are full, fair, accurate, timely and understandable. For further information, please consult the **Code of Ethics for the Chief Executive Officer and Senior Financial Officers**, found on the News Corporation website, [www.newscorp.com](http://www.newscorp.com), and incorporated by reference into these Standards.



Our public communications and reports are **full, fair, accurate, timely** and **understandable**

**What Is Inside Information?** Inside information is material, non-public information. Information is material if it would influence a reasonable person to buy or sell stock. Information should be considered non-public until a reasonable time (typically two whole business days) after it has been disseminated to the public through press releases, newspaper stories, annual reports, or other similar means.

## Avoiding Insider Trading

We do not engage in insider trading, defined as buying or selling securities while in possession of material, nonpublic information relating to the company whose securities are being traded. This prohibition applies to trading in the securities of not just News Corporation, but of any company.

- We know and adhere to the **News Corporation Insider Trading and Confidentiality Policy**.
- Certain executives and other employees are considered by law, or are designated by the Company, as “insiders” during particular time periods, and thus are subject to enhanced restrictions, as set forth in the Insider Trading Policy. But any other employee who comes into possession of inside information about News Corporation or another company must also refrain from trading in that company’s securities until the information has been made public. If an employee has any doubt about whether or not certain information is non-public or material, he or she should refrain from trading or communicating the information, and consult the Legal Department. If an employee is not certain whether it is permissible to trade in a stock, the employee should contact the Legal Department for advice before making any trades.



**Stock Tipping:** We do not engage in stock “tipping,” defined as revealing material, non-public information about a company to another person, who then trades in the securities of that company while in possession of that information.

#### **Insider Trading by Family and Household**

**Members:** These insider trading restrictions apply to our family members and others living in our households. Employees are expected to be responsible for the compliance of the people living with them, or who are closely related to them.

**Restrictions on trading in News Corporation securities and derivative securities.** News Corporation employees, together with members of their immediate families and households, are forbidden from engaging in certain short term or speculative transactions in News Corporation stock. Such transactions may easily be interpreted in a bad light, especially in hindsight.

- **No short sales.** Employees may not engage in the sale of Company securities not owned by the seller, or if owned, not delivered to the purchaser within 20 days after the sale.

- **No investments in derivatives of the Company’s securities,** including options, warrants, stock appreciation rights and similar rights. This restriction does not apply to holding or exercising stock options, restricted stock units or other derivative securities granted under News Corporation’s equity compensation plans.

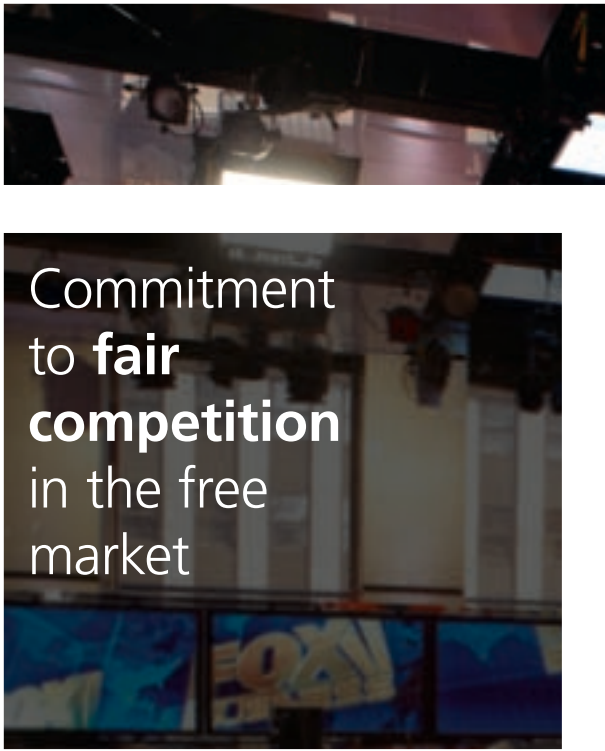
- **No margin purchases.** Employees are prohibited from purchasing Company securities “on margin,” which means with money borrowed from a brokerage firm, bank or other entity (other than in connection with “cashless” exercises of stock options under the Company’s equity compensation plans).

There is more information on these restrictions in the **News Corporation Insider Trading and Confidentiality Policy**. If you have any questions, please consult the Legal Department before trading in News Corporation securities.

The prohibition on insider trading applies to stock of **all** Companies



Commitment  
to **fair**  
**competition**  
in the free  
market



## Engaging In Fair Competition

We engage in fair competition in the free market, obeying all applicable antitrust and competition laws in the countries in which we do business. These laws generally forbid any understanding or agreement, written or verbal, implicit or explicit, between competitors to engage in conduct that restrains competition.

### **Employees do not:**

- (1) discuss or agree with competitors on anything pertaining to the division or allocation of markets, customers or territories;
  - (2) discuss or agree with competitors on the fixing or coordination of prices, expenditures or material terms;
  - (3) discuss or agree with competitors or customers on the exclusion of other competitors from the market, or, absent review and approval by the Legal Department, agree on refusals to deal with customers or competitors.
- Be aware that exclusive dealing arrangements, bundling of goods and services, and price discounting may create competition law issues under certain circumstances. Any such contemplated practices must be reviewed in advance by the appropriate attorney in the Legal Department.

**Antitrust and competition laws can be very complex, vary from one jurisdiction to another, and often carry severe penalties, including prison sentences for the individuals involved. In particular, if you have marketing, sales or purchasing responsibilities, have contact with competitors, or are involved in the mergers, sales or acquisitions of businesses, you should be familiar with the antitrust and competition laws that apply to your work, and raise any potential issues with the Legal Department.**

- Be aware of potential antitrust concerns that may arise in conversations with competitors, particularly at trade association meetings or industry events, which are often highly scrutinized. If a competitor raises any of the above topics, you must withdraw immediately from the conversation and contact the Legal Department to report the conversation.

# The Integrity of the Law – Our Commitment to the Global Community

One of the primary foundations of good business and free markets is the rule of law. Compliance with the law is crucial to the reputation of News Corporation and its business units, and to our ability to conduct our business all around the world.

## Good Citizenship

- We take our corporate social responsibilities seriously. Specifically in the context of our business, which is news, information and entertainment, we are always and everywhere dedicated to advancing our core values of free inquiry, free speech and free expression for all people.
- As a Company, we are at all times truthful and accurate when dealing with government entities or officials. If you are contacted by any governmental entity or authority, immediately refer them to the Legal Department and inform your supervisor.
- We adhere to all applicable trade, labor and other laws in the countries in which we do business.
- We comply with the environmental laws of the countries in which we do business, and in all circumstances strive to abide by non-wasteful, non-polluting practices.



We are always and everywhere dedicated **to advancing our core values** of free inquiry, free speech and free expression for all people





## Avoiding Corruption and Bribery

- We know and abide by the **News Corporation Global Anti-Bribery and Anti-Corruption Policy**.
- We don't offer, give, solicit or accept bribes or kickbacks, either in cash or in the form of any other thing or service of value.

**Bribes and Kickbacks.** A bribe is something of value that is given in an attempt to improperly influence business actions or decisions, or to acquire improper advantage. A kickback is the return of a portion of a sum already paid or due to be paid, as a reward for favorable business arrangements.

**Consultants and Other Third Parties:** We require that consultants, agents and other third parties acting on behalf of News Corporation companies adhere to the basic principles contained in our anti-corruption policy. To the extent possible, we insert legal language into their contracts binding them to avoid bribery and corruption.

- We ensure that all payments to third parties are recorded accurately and documented appropriately.

## Avoiding Corruption and Bribery of Government Officials

- We follow all applicable laws in all the countries in which we do business, including all those governing conduct regarding government officials, foreign or domestic, elected or appointed, such as laws dealing with lobbying, gifts, contributions and bribery.

**Under the Foreign Corrupt Practices Act**, a government official can be: (i) any officer or employee of a government or any department, agency or instrumentality of a government, or of a public international organization such as the United Nations or the World Bank; (ii) any person acting in an official capacity for or on behalf of a government or government department, agency or instrumentality, or for or on behalf of a public international organization; (iii) any political party official or any candidate for political office; (iv) employees of companies owned or controlled by governments; (v) civil servants, administrative and judicial officers, and members of the military, royal family and legislative bodies. Keep in mind that what constitutes a government or public official will vary widely from one country to the next. In some countries, government officials may include reporters working for state-owned media, doctors working for a national health service, or pilots working for a national airline. If you have any doubts as to whether someone is or is not a government official, contact the Legal Department.

- **Foreign Corrupt Practices Act:** The Foreign Corrupt Practices Act (FCPA) is a U.S. law that forbids bribery of foreign (meaning non-U.S.) government officials, whether elected or appointed, even if the bribe takes place outside the United States. Because News Corporation is a U.S. corporation, the FCPA may apply to all Company employees everywhere in the world, regardless of their nationality or where they reside or do business.
- Many countries now have or are adopting laws similar to the FCPA, forbidding bribery of officials in countries other than their own, and asserting the jurisdiction to punish corruption crimes beyond their own borders. In addition, virtually every country in the world has laws forbidding the bribery of its own government officials. We comply with all such laws wherever they are applicable to us.
- When it comes to bribery, some countries are obviously riskier environments than others, due to local corruption. However, countries that are considered low risks for corruption are often more vigilant in investigating and prosecuting what they view as corruption-related activity. Wherever you are, always be careful to follow the law, and always be aware of how your actions may appear to others.

**Illicit business activities anywhere in the world can potentially entangle you and the Company in overlapping sets of anti-corruption laws. Some companies have been punished in more than one country at a time for the same set of corruption crimes.**



The News Corporation Global Anti-Bribery and Anti-Corruption Policy, which applies to all our business units around the world, contains important information in addition to what is set forth in these Standards. Please be sure you read the policy itself in order to be sure you are in compliance.

### **Giving Anything of Value to Government**

**Officials:** We do not give anything of value, even if nominal, to a non-U.S. government official without first consulting with the Legal Department. In the case of a U.S. official, we must first consult the News Corporation Government Relations Office in Washington D.C. Remember, business practices that are acceptable in a commercial context, such as the giving of gifts and hospitality, may be completely forbidden when the individual involved is a government or political party official.

### **Transacting Business With A Government**

**Official:** We consult with the Legal Department before we transact business with any government official.

**Third Party Due Diligence:** We are careful to avoid situations where a third party who is performing services for the Company, as a consultant, agent or in any other capacity, may bribe or attempt to bribe a government or public official. The Company, and possibly its employees, can be held liable for the actions of these third parties. Therefore, we screen third parties if possible, and we consult with the Legal Department before we hire any third party to perform work for us that may involve making a payment to, or otherwise transacting business with, a government official.

### **Avoiding the Appearance of Indirect Payments To Government Officials**

**Officials:** We are careful to avoid situations in which things of value are given to those close to a government official, if such conduct may be viewed as a means of circumventing the intention of anti-bribery laws. Giving things of value to an official's family members, or even making donations to a foundation or charity of his or her choice, may appear corrupt under certain circumstances. We never attempt to influence a government official by giving things of value to family members, or to entities he or she favors.

## Report any irregular financial transaction or practice

### Irregular Financial Transactions – What To Watch Out For

Beware of irregular accounting or financial practices. Naturally, accounting practices that are against the law or in violation of generally accepted accounting principles should be reported to management or to the Finance or Legal Department. One obvious example would be an “off-the-books” bank account not properly reflected in Company finances. But you should also be wary of, and report, any irregularity or unusual practice that appears to disguise or obscure either the source or the destination of any Company money, or that appears to evade the financial controls that the Company or a government authority has set in place. Such practices must be scrutinized closely to be sure they aren’t signs of more significant problems.

### Some examples of what to watch out for:

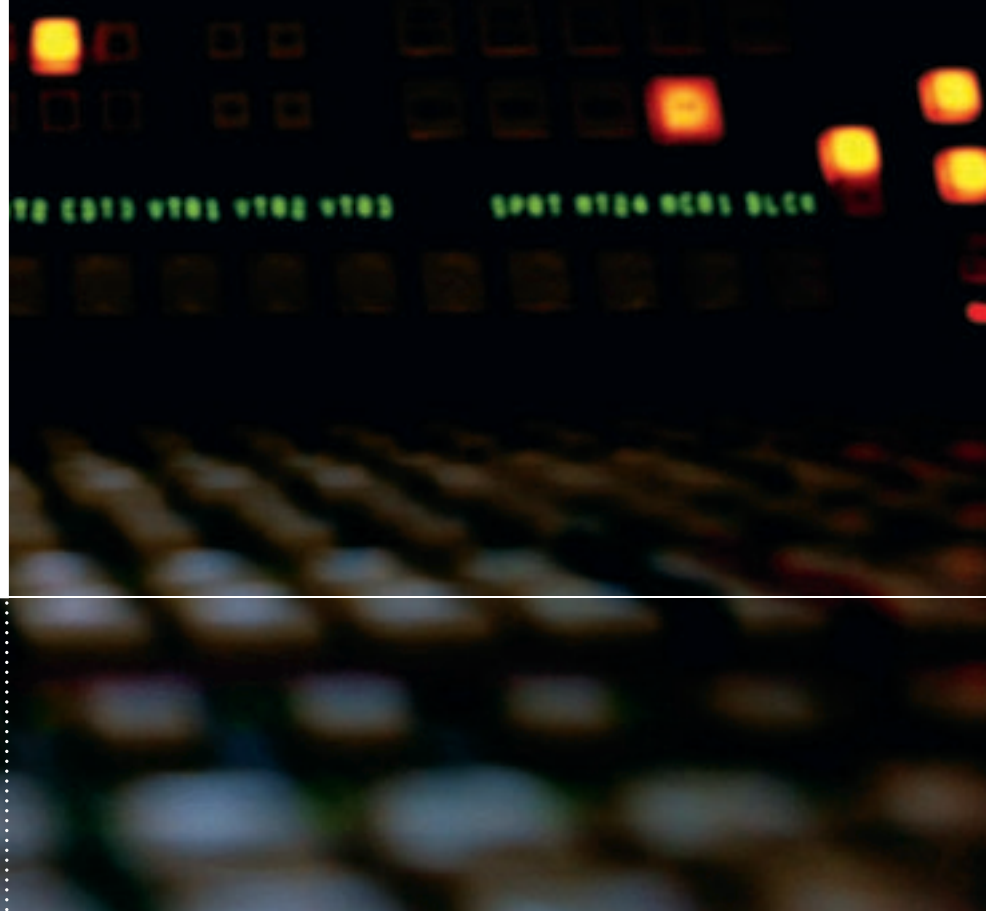
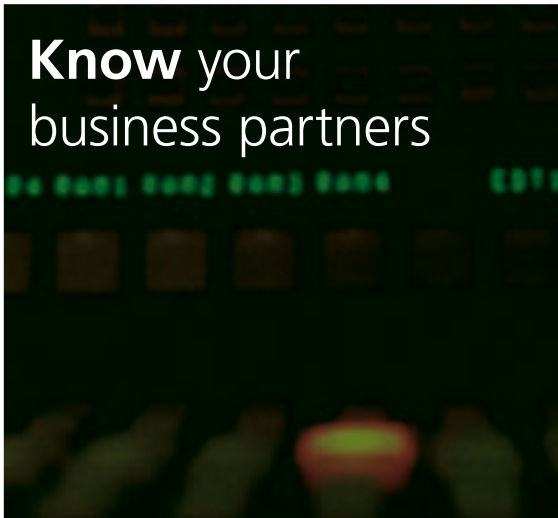
- large cash transactions, personal deliveries of cash, or cash payments in a context where a check or wire would ordinarily be expected;
- payments unsupported by appropriate documentation or receipts;
- payments sent to bank accounts located in a country other than where the account holder resides or where the service was rendered;
- payments sent to bank accounts held in the name of an unrelated third party;
- invoices that appear to be overstated or vague in description, to not accurately reflect the services rendered, or to contain misstatements of fact;
- payments that are out of proportion to services rendered;
- unusual “miscellaneous” payments or lack of expected itemization;
- employment of or payments made to persons close to government officials;
- commissions paid to persons close to government officials;
- donations to institutions an official is interested in supporting;
- unusual fees or surcharges.





alla gialla:  
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Si, buonasera  
è stata una giornata  
primaverile: e  
vediamo subito le

**Know** your  
business partners



## Complying with Sanctions Laws and Anti-Boycott Laws

Many countries, including the U.S., impose sanctions on business activities with certain countries, entities and persons. Supranational organizations, like the United Nations and the European Union, also impose sanctions on certain countries, entities and persons. These sanctions can take the form of prohibiting certain types of business activity, such as imports and exports of technology, financial transactions, and others. Some sanctions forbid all business activity with certain organizations and entities, such as terrorist groups, extremist political groups, or banks and other financial companies believed to have ties to terrorism. There are also entire countries that are under sanction, meaning that all business activity in or with that country is generally forbidden, sometimes with certain exceptions.

In the U.S., the various prohibited countries and Specially Designated Nationals (SDNs), which can be either individuals or entities, are listed by the Office of Foreign Assets Control (OFAC), a part of the United States Treasury Department. The UN, the EU and other countries maintain their own lists of prohibited nations, persons and organizations.

Please consult with the Legal Department if you are unsure about whether sanctions apply to the country, entity or person with which you are doing business.

- We comply with the various sanctions laws with respect to the countries in which we do business, in part by ensuring that the companies, organizations and individuals with whom we do business are not under sanction.
- News Corporation is a U.S. corporation. Therefore, every News Corporation company must comply with U.S. law forbidding participation by U.S. companies in any international boycott that is not sanctioned by the United States government.

**Violations of U.S. anti-boycott laws can be serious, and can involve both civil and criminal penalties. If you are invited to participate in a boycott that is not allowed under U.S. law, you must report the request to the Legal Department. Simply ignoring or even refusing the request may be insufficient to avoid liability under the anti-boycott laws, as the law may require that such attempts be reported.**

## Engaging In Political Activities and Lobbying

As an individual, you are welcome to engage in the political process in any way allowable by law, including but not limited to donating money to the candidates of your choice and volunteering on campaigns. And you are of course always free to contact your elected representatives for any personal reason you wish. But it should always be clear to outside observers that these are your personal actions and not actions taken on behalf of the Company.

**What is lobbying?** In general, News Corporation deems contacting a government official on behalf of the Company as constituting lobbying. The various laws covering permissible lobbying activities are highly complex, and vary from one jurisdiction to another, as the U.S. government, U.S. states and municipalities, and non-U.S. governments may all have lobbying laws. Since News Corporation is a registered lobbyist in the U.S. and in various American states, it is subject to even further restrictions in those locations. In addition to legal restrictions on lobbying, there are also legal restrictions on gifts to government officials and employees. Gifts can include such things as promotional items, meals, attendance at movie premieres and screenings, or at parties and publicity events. If you have any questions, consult the Legal Department or the News Corporation Government Relations Office about permissible activity.<sup>2</sup>

<sup>2</sup> For additional guidance on important restrictions when dealing with U.S. government officials, please refer to the memo entitled "Contact with Government Officials & the Government Relations Office," available from the News Corporation Government Relations Office in Washington D.C.

- Never convey the impression that you speak for News Corporation or any of its business units in any way when you engage in personal political activities.
- Observe all laws governing gifts to elected officials.

**Contributing Company Assets:** We do not donate any corporate money, services, products or facilities to any political party, candidate or political committee unless previously approved by News Corporation's Executive Vice President for Government Affairs, at the Government Relations Office in Washington D.C. Always keep in mind that "contribution" is defined broadly, and does not necessarily mean money. It may, under some circumstances, even include the use of Company email to solicit donations or support. Please see the **News Corporation Political Activities Policy** for more information.

**Seeking Public Office:** An employee who wishes to seek or accept elected or appointed public office while working at News Corporation or any of its companies must first seek the authorization of the News Corporation Group General Counsel.

**Lobbying:** Employees should not engage in lobbying activities on behalf of the Company with respect to any governmental entity in the United States – federal, state or local – without enlisting the prior involvement and approval of News Corporation's Government Relations Office in Washington D.C. Employees should not engage in lobbying activities on behalf of the Company with respect to any non-U.S. government without first enlisting the prior involvement and approval of the Legal Department.



Conducting  
yourself with  
**integrity**







These Standards  
**will help you**  
identify potential  
integrity issues

# Conclusion

The Company expects that every employee, at every level, will strive to conduct himself or herself with integrity. It is hoped that these Standards will help you identify potential integrity issues, and give you guidance on how to deal with such situations. Remember, if you are ever in the least bit uncertain of how to behave, please seek advice from either a manager in Human Resources or an attorney in the Legal Department.

# Index

## A

Accommodations for individuals with disabilities 16  
Accounting 32  
Agents 4, 40  
Alcohol abuse 16  
Alertline 7  
Analyst inquiries 32  
Anonymous reports 7  
Answering inquiries 32  
Antitrust compliance 37

## B

Board service 23  
Bribery, kickbacks and corruption 5, 19, 21, 40-42  
Brokers *See* Financial institutions  
Business gifts and entertainment 20  
Business ownership *See* Ownership interest  
Business partners 2, 4, 20, 23, 32  
Business units, News Corporation 1, 5, 16, 29, 31, 38, 46

## C

Citizenship 2, 38  
Company information 27-29  
Company Officers 4, 11, 33, 41  
Company reputation and property 27  
Competition  
    Antitrust compliance 37  
    Competing with the Company 22-23  
    Obtaining competitive information 32  
    Statements about other companies 32  
    Working for competitors 2  
Computer use. *See* Electronic communications  
Confidentiality 7, 28-29, 32  
Conflicts of interest 19, 20, 22, 23

Consultants 4, 40  
Copyrights 27  
Corruption, bribery and kickbacks 5, 19, 21, 40-42  
Crisis management 16

## D

Data privacy 16  
Directors, News Corporation 4, 11  
Disabilities 16  
Discrimination 12, 15-16  
Discussing legal matters 29  
Diversion of Company opportunity 24  
Documents and reports  
    Accuracy and completeness 31  
    Confidentiality 28  
    Inside information 34  
    Senior executive responsibilities 33  
    Retention 29  
Donations  
    Political 46  
    To foundations, charities and institutions 42-43  
Drug-free workplace 16

## E

Electronic communications 27-28  
Email 28, 46  
Environmental compliance 38  
Equal Opportunity 15

## F

Facilitation payments 42  
Fair competition 31, 37  
False advertising 32  
Family and household members 19, 24, 28, 29, 35, 42

Financial analyst inquiries 32  
Financial information and records 2, 31, 33, 42, 43  
Financial institutions 24  
Finding help 1, 5-8, 22, 48  
Foreign Corrupt Practices Act (FCPA) 41  
Fraud 31

## G

Getting answers 1, 5-8, 22, 48  
Gifts, entertainment and hospitality 20-21, 41-42, 46  
Global community, commitment to 2  
Good citizenship 38  
Government and public officials 21, 38, 41-43, 46

## H

Harassment 12, 15-16  
Health and safety 12, 16  
Honesty 2, 8, 19, 31, 38  
Hospitality 20-21, 42

## I

Improper benefit 24  
Inquiries 32  
Inside information and insider trading 5, 34-35  
Intellectual property 27  
International business 41, 45-46  
Internet 27-28  
Intimidation 12  
Investments  
    Avoiding insider trading 34  
    By family and household members 35  
    In News Corporation securities 35  
    Stock-tipping 35  
Irregular financial transactions 43

## J

Joining a board of directors 23

## K

Kickbacks, bribery and corruption 5, 19, 21, 40-42

## L

Labor law compliance 38  
Legal matters, discussing 29  
Lobbying 21, 46

## M

Material, non-public information 34-35  
Media and analyst inquiries 32  
Meetings and events 37  
Moonlighting *See* Second jobs

## N

Non-discrimination 15

## O

Officers 4, 11, 33, 41  
Online activity 24  
Outside employment 23  
Ownership interests 23

## P

Patents 27  
Payments 40, 42-43  
Personal gain 27  
Piracy, intellectual property 27  
Political activities, contributions and lobbying 21, 46  
Privacy 16  
Protecting company assets 27  
Public officials, 21, 38, 41-43, 46



# Index

## R

- Raising a concern 6-8, 22
- Records retention *See* Document retention
- Reporting a concern or violation 6-8, 43, 48
- Reports 31, 34
- Retaliation, prohibited 8
- Running for office *See* Seeking public office

## S

- Safeguarding Company information 28-29
- Safeguarding Company reputation and property 27
- Safety 12, 16
- Sanctions laws and anti-boycott laws 45
- Second jobs 23
- Security
  - Information systems 28
  - On-site 16
- Seeking public office 46
- Self-dealing 19
- Senior executive responsibilities 33
- Serving on outside boards 23
- Sexual harassment 15
- Social networking 28
- Social responsibilities 38
- Standards of Business Conduct
  - Purpose 1
  - Web updates 7
  - Who must comply 4, 5
- Stockbrokers. *See* Financial institutions
- Stockholders, responsibility to 2, 6, 19

## Stocks and securities

- Inside information and insider trading 34-35
- Ownership interests, disclosure 23
- Stock-tipping 35
- Suppliers 2, 4

## T

- Talking about legal matters 29
- Talking with competitors 37
- Third parties 4, 40, 42-43
- Trade law compliance 38
- Trade secrets 27
- Trademarks 27
- Truthful statements 6, 19, 31, 38

## V

- Violations
  - Consequences 11
  - Reporting 6-8, 43, 45, 48
- Volunteering
  - On political campaigns 46
  - Also see* Board service

## W

- Waivers 11
- Worldwide web *See* Electronic communications









 News Corporation

