

Warner Music Group Corp.



warner | music | group

Code of Conduct

July 2009

KH 24966-1

Contents

1	Our Values	1
2	Leadership Message	2
3	Our Code of Conduct	3
3.1	Acknowledgement	3
4	Seeking Advice and Reporting Concerns	4
4.1	Where to Seek Help	4
5	Our Content	7
6	Our Responsibilities	8
6.1	Your Responsibilities	8
6.2	Management Responsibilities	8
6.3	Enforcement	9
7	Our People	10
7.1	Equal Employment Opportunity	10
7.2	Harassment-Free Work Environment	10
7.3	Health and Safety	12
7.4	Drug-Free Work Environment	12
7.5	Alcohol Abuse	12
7.6	Employee Privacy	12
7.7	Consumer Privacy	13
7.8	Theft of Company Property	13
7.9	Weapons and Workplace Violence	13
8	Our Company and Shareholders	14
8.1	Accurate Financial Reporting	14
8.2	Securities Trading	14
8.3	Proprietary and Confidential Information	15
8.4	Safeguarding of Company Assets	17
8.5	Electronic Communications	17
8.6	Freelance Activities	18
8.7	Social Media and Personal Blogs	18
8.8	Copyright Infringement	18
8.9	Records Management	18

9	Our Marketplace and Industry	19
9.1	Conflicts of Interest	19
9.2	Gifts and Entertainment	20
9.3	Sales, Marketing and Promotions	21
9.4	Fair Competition and Antitrust Laws	21
9.5	Contracts and Procurement	22
9.6	Doing Business with Governments	22
9.7	Doing Business Internationally	22
10	Public and Community	23
10.1	Media and Public Relations	23
10.2	Political and Public Activity	24
10.3	Responding to Regulatory Investigations	25
10.4	Environmental Responsibility	25
11	Available Resources	26
11.1	Contacts	26
11.2	Reference Materials Online	26
12	Acknowledgement Form	27
13	<i>Compliance Helpline Numbers</i>	28

1 **Our Values**

The core values of Warner Music Group Corp. (“WMG”) form the basis of our corporate culture and inform every aspect of our business globally.

Creativity and Innovation: We emphasize creativity and the freedom of artistic expression, and we are committed to pursuing the most innovative and inventive ways to connect more people with the music they love.

Entrepreneurial Leadership: Our entrepreneurial spirit drives our success and growth. We are committed to taking bold risks, finding new approaches to old challenges and executing quickly on smart ideas.

Integrity: We adhere to the highest professional and ethical standards in everything we do, whether transacting business, interacting with our artists, colleagues or suppliers, or being a good corporate citizen.

Competitiveness: We aim to be the best in the business and have a clear understanding of what it means to win. We firmly believe in our ability to successfully compete and to create lasting value for our investors, employees, customers and artists.

Collaboration: We focus our competitive spirit on the marketplace, not in the workplace. We focus on maintaining a collaborative work environment where people listen to and learn from each other, even when they disagree.

Diversity: As a leading global music company, we are committed to diversity in the workplace.

Community: We strive to be a force for positive change in the communities where we live and work.

2 Leadership Message

Dear Colleague:

Warner Music Group Corp. (“WMG”) takes pride in being a global leader in the music industry and is dedicated to meeting the highest standards of creativity and integrity in every aspect of our business.

Our ability to deliver lasting value for our investors, employees, customers and artists depends upon our adherence to WMG’s core values, which are the foundation of our business and the driving force behind our corporate culture, professional conduct and day-to-day business practices. They guide our business decisions and are the means by which we build our careers and evaluate and reward every member of the WMG family.

It is the responsibility of all WMG employees worldwide to follow these principles and to display the highest standards of professionalism in everything they do in the workplace. This requires a genuine commitment from each and every one of us at every level of WMG.

Employees faced with business or personal situations that are not covered in the WMG Code of Conduct are expected to exercise good judgment and to act ethically in their decision-making. They are also expected to follow all laws and regulations that impact our business. Any questions about these values or our Code of Conduct can always be directed to WMG’s Compliance Officer.

Only by working together to uphold these values can we maintain a productive work environment and a reputation for quality, leadership, integrity and trust.

Sincerely,

Edgar Bronfman, Jr.
Chairman and Chief Executive Officer

3 Our Code of Conduct

This Code of Conduct (the “Code”) is intended to provide all WMG employees with a basic understanding of the standards of conduct that apply to our business. This document is also a guide that can be used in our day-to-day activities, informing us of our responsibilities as well as the resources available to assist us in living up to WMG’s standards.

This Code cannot anticipate every situation that you may encounter. Because some ethical issues may arise that are not explicitly covered within the Code, each individual employee has the responsibility to exercise good judgment and to seek guidance when appropriate.

Frequently asked questions are found throughout the Code to illustrate how our standards may be applied in the workplace

The Code is available in the U.S. on our external Internet site (www.wmg.com). It can also be accessed via our Intranet site (<http://bside.wmg.com>). Any changes, waivers or exceptions to the Code must be approved in writing by the WMG Compliance Officer, who may be required to seek approval from the Board of Directors and disclose such waivers publicly.

3.1 Acknowledgement

You are required to acknowledge that you have received and read the Code. WMG may ask you to re-submit this acknowledgment on an annual basis or whenever the Code is significantly updated.

Frequently Asked Questions

1) Why does WMG have a Code?

WMG is committed to high standards of ethics and integrity in all of our businesses. The Code is a guide to help our employees understand WMG’s standards of conduct and our employees’ role in upholding these standards.

2) To whom does the WMG Code apply?

The Code applies to all directors, officers and employees of WMG worldwide, regardless of title or tenure. These standards apply to you even if you do not acknowledge the Code, subject to applicable local law. Moreover, we will encourage all those who conduct business with WMG (e.g., vendors, consultants and business partners), and anyone on the WMG payroll to conduct themselves in a manner consistent with the Code.

3) Who oversees the Code?

Adherence to the Code is everyone’s responsibility, and is monitored by the management of WMG, its operating companies and the WMG board of directors.

4 Seeking Advice and Reporting Concerns

Sections seven through 10 of the Code (“Our People,” “Our Company and Shareholders,” “Our Marketplace and Industry” and “Public and Community”) describe particular WMG standards. Because not all situations are clearly “right” or “wrong,” you should not hesitate to seek advice when you are unsure about an appropriate course of action. This would include, for instance, situations when:

- Applicable policies seem difficult to interpret under the circumstances;
- The relevant laws or standards are complex;
- You have limited experience dealing with the subject matter;
- You find yourself in a “gray area” and need guidance.

All WMG directors, officers and employees should report potential or suspected violations of this Code (See Section 4.1 below.) This includes instances where you suspect the following parties are – or are about to be – engaged in misconduct:

- Executives, managers or employees
- Members of the Board of Directors
- Vendors
- Consultants
- Business partners

4.1 Where to Seek Help

Depending upon the type of assistance you seek, there are several avenues for you to choose from:

- *Your Manager, Human Resources Representative or Business Unit Head.* Your manager is usually a good place to start, because he or she is likely to be familiar with the issue at hand. Additionally, because many of your questions may be answered by your Human Resources representative, typically this individual, or a business unit head acting in this capacity, should be your second point of contact
- *WMG Compliance Officer.* If you are uncomfortable discussing the issue with your manager or Human Resources representative, or if they are unable to provide you with the answers you seek, you may contact the WMG Compliance Officer:

WMG Compliance Officer
Warner Music Group
75 Rockefeller Plaza
New York, NY 10019
(212) 275-4780
Facsimile: (212) 405-5297
E-mail: conduct@wmg.com

- **Compliance Helpline.** WMG has established the *Compliance Helpline*, a confidential toll-free helpline (in the United States – 1-800-620-5549, International – see Appendix A for numbers) that you can use to seek guidance or report potential violations of the Code. The *Compliance Helpline* is available to all WMG employees 24 hours a day, 7 days a week and 365 days a year. When you call the *Compliance Helpline*:
 - You may raise your concern anonymously if you wish (where permitted by law).
 - We will investigate your concern in a timely manner and ensure that you receive an appropriate response.
 - We will keep your concern confidential to the extent allowable by law, and ensure that you are not retaliated against for raising a legitimate, good faith concern.

Frequently Asked Questions

1) Of the individuals who are available to help with a concern, which one should I call first?

If you have a question or concern, you should first try to resolve the issue by speaking with your manager, a Human Resources representative or your business unit head. Typically, if these individuals are unable to assist you, they will be able to direct you to other WMG resources who can. Of course, if you are uncomfortable raising a concern with your manager or Human Resources representative, or if doing so would be impractical under the circumstances, you can always call the *Compliance Helpline* or the WMG Compliance Officer.

2) When should I report a violation of the Code?

Any time you believe that a violation of the Code may have occurred or is about to occur, you should inform your manager, Human Resources representative or business unit head. You can also call the *Compliance Helpline* or the WMG Compliance Officer.

3) What if I want to report a violation of WMG standards anonymously?

You may report a violation of WMG standards anonymously through the *Compliance Helpline* (where permitted by local law). Please note that unless you provide sufficient information and detail about your concern, WMG may be limited in its ability to respond. However, it is up to you whether you wish to remain anonymous. Regardless of whether you choose to identify yourself or remain anonymous, WMG will provide an opportunity for you to be generally informed regarding the general status or resolution of your issue, as appropriate or permitted by law.

4) What happens when I call the *Compliance Helpline*?

The following occurs when a call is placed to the *Compliance Helpline*:

- The call will be fielded by a trained professional from an outside firm skilled in identifying key issues associated with the matter you identify.

- The professional will ensure that the issue you raise gets an appropriate and timely response.
- You will be provided with a case number that allows you to call the *Compliance Helpline* after a specified period of time to get an updated status of the issue.

Please note that the *Compliance Helpline* has operators capable of speaking a variety of languages. For more information as to the appropriate number to dial, please see Appendix A.

5) What happens after I report a violation of the Code?

Your report will be promptly investigated under the direction of the WMG Compliance Officer. If your allegation is substantiated, corrective action will be taken. Allegations of a serious nature, including those related to fraudulent financial reporting or misappropriation of assets, will be disclosed promptly to the Board of Directors or the appropriate committee of the Board.

In most cases, the identity of the employee reporting the violation can be kept confidential. However, there may be times when WMG is required to reveal that information in order to be fair to the parties involved. WMG maintains a strict non-retaliation policy. See, for example, our Whistleblower Procedures. If you feel someone has taken any action against you as a result of raising an issue in good faith, you should immediately contact one of the resources above.

It is every employee's responsibility to cooperate fully with any investigation. If you are contacted by a member of the Compliance Office or Human Resources regarding an investigation, you should respond to any questions openly and candidly. WMG's non-retaliation policy applies to anyone cooperating with an investigation. If you feel someone has taken any action against you as a result of cooperating with an investigation, you should immediately contact one of the resources above.

5 Our Content

WMG believes that the creative work of recording artists, songwriters and other musical artists has an important place in the social and cultural fabric of daily life, and we are committed to offering that work to the public. WMG appreciates that creative works can sometimes be controversial, and WMG recognizes that we have a duty to carefully consider what content we distribute and present to the public. WMG seeks to protect artists' freedom of expression, while also carefully considering the social impact of the content that WMG offers. WMG takes these issues very seriously. Balancing these considerations is a complex and ongoing challenge, and WMG's efforts to strike this balance include the following:

- Offering "labeled" audio and video products, where appropriate, so as to alert the public – and especially, but not exclusively, parents and guardians of children and young people – to explicit content;
- Offering edited versions of our products, where appropriate – including to our broadcast partners – so as to broaden the choices available to consumers;
- Carefully considering any potentially offensive content, including content regarding matters of race, national or ethnic origin, religion, age, gender, sexual orientation, or physical or mental disability;
- Carefully considering the societal context, cultural value and artistic merit of the creative work, as well as the reputation, background, personal history and intent of the artist, and how the work relates to, and compares with, other works; and
- Raising any concerns with artists to ensure that they have carefully considered all potential issues.

6 Our Responsibilities

6.1 Your Responsibilities

As a WMG employee, you are responsible for:

- Becoming familiar with, and upholding the standards contained in the Code, as well as other legal, professional, and ethical standards that apply to your job.
- Seeking help or advice when you are unsure of the proper course of action.
- Raising concerns or potential violations of the law or of the Code to WMG's management, Compliance Officer, HR or the Helpline.
- Completing any requirements of the Compliance and Ethics program, which may include education programs or surveys, in a timely manner.

Frequently Asked Questions

What do I need to do to keep up to date on the standards, laws and regulations that apply to me as a WMG employee?

You should begin by reading this document. Subsequently, you should attend any required training that has been assigned to you. Finally, you should pay particular attention to company bulletins as these may contain important information about new policies and recent developments in our business.

6.2 Management Responsibilities

All employees with management or supervisory roles have additional responsibilities that include:

- Ensuring that WMG resources are available to help our employees seek advice or report misconduct;
- Establishing clear goals that are achievable without violating WMG's standards of conduct;
- Setting a positive example by conducting our business with honesty and integrity;
- Enforcing WMG standards consistently and fairly;
- Remaining accountable for their personal conduct and the conduct of those they supervise.

Frequently Asked Questions

What should I do if I believe that my managers or colleagues are not living up to WMG's standards?

You should call the *Compliance Helpline* or contact the WMG Compliance Officer to discuss the specific nature of your concern. WMG is committed to addressing all issues that arise or are reported by WMG employees.

6.3 Enforcement

The standards addressed in the Code and its related policies are very serious matters. Individuals found to be in violation of WMG's standards may be subject to disciplinary action, up to and including termination.

Violating or compromising these standards may result in substantial legal fines, sanctions, or harm to your or WMG's reputation. In addition, certain violations may expose you to personal liability, which could result in criminal prosecution.

We never want to see any of our employees placed in this position, and WMG has established resources to help assist you in achieving compliance with the Code at all times.

7 Our People

WMG is committed to creating a safe and secure work environment that is free of discrimination and harassment.

7.1 Equal Employment Opportunity

WMG is an equal opportunity employer. All of our employment decisions (e.g., recruiting, hiring, training, promoting, compensating and terminating) will be made in accordance with applicable laws and regulations. Moreover, we will apply our employment decisions without regard to race, religion, national origin, color, sex, age, marital status, sexual orientation, disability, veteran status or any other category protected by the laws of the applicable country or local government.

7.2 Harassment-Free Work Environment

WMG is committed to creating and maintaining a work environment that is governed by mutual respect and tolerance. We will not tolerate behavior that can be construed as harassment in violation of this policy, whether it is directed at a WMG employee or a third party with whom we do business. We also extend these prohibitions to our applicants, agents, suppliers, customers, vendors, consultants, contractors and other business partners. If you are aware of an incident that you believe may constitute harassment, it is your responsibility to report it immediately.

By way of example, forms of harassment prohibited by this policy may include, but are not limited to, unwelcome physical, verbal, and nonverbal behavior based on a personal characteristic protected by law that unreasonably interferes with an employee's work performance or in any way contributes to an intimidating, hostile or offensive work environment.

Frequently Asked Questions

1) One possible type of harassment is sexual harassment. What are some examples of sexual harassment?

Some examples of unwelcome behavior that may constitute sexual harassment prohibited by this policy include, but are not limited to:

- Unwelcome sexual advances or touching of a sexual nature;
- Requests for sexual favors as a condition of receiving or retaining employment opportunities such as hiring, promotion and salary increases;
- Jokes, activities or conduct creating an intimidating, hostile or offensive work environment; or
- Displaying or sending written, graphic, electronic or verbal communications that contain sexual, derogatory or obscene content.

By accepting employment in a creative workplace, WMG employees agree to work with products or potential products they may consider to be objectionable. Please note that sending and receiving product-related communications in the ordinary course of business is permissible.

2) Are both men and women protected from sexual harassment?

Yes. WMG will seek to protect both women and men from sexual harassment, whether committed by a person of the same or opposite sex.

3) What are some other forms of harassment?

This policy is not restricted to sexual or gender-based harassment. This policy also prohibits verbal or physical conduct that degrades or shows hostility or aversion toward an individual because of his or her race, color, national origin, religion, age, mental or physical disability, marital status, sexual orientation, military status or any other characteristic protected by law, which:

- has the purpose or effect of creating an intimidating, hostile, or offensive work environment;
- has the purpose or effect of unreasonably interfering with an individual's work performance; or
- otherwise adversely affects an individual's employment opportunities.

Harassing conduct prohibited by this policy includes, but is not limited to, the following: epithets; slurs; negative stereotyping; threatening, intimidating or hostile acts; and written, graphic, electronic or verbal material visible or circulated in the workplace that ridicules or shows hostility or aversion to an individual or a group based on a personal characteristic protected by law.

4) What should I do if I witness what I think is harassment?

If you believe you have witnessed harassment or have been subjected to harassment in violation of this policy, you should report the incident immediately to any one of the following:

- *Your Manager, Human Resources Representative or Business Unit Head.*
- *WMG Compliance Officer.*

WMG Compliance Officer
Warner Music Group
75 Rockefeller Plaza
New York, NY 10019
(212) 275-4780
Facsimile: (212) 405-5297
E-mail: conduct@wmg.com

- *Compliance Helpline.* In the United States – 1-800-620-5549. International – see Appendix A for numbers.

You are also encouraged to let the person who carried out the harassment know that his or her behavior is unwelcome and that it be stopped immediately. If for any reason you are uncomfortable with doing this, or, if after speaking with the individual the offensive behavior does not stop, you should report the incident to one of the resources above.

5) What will WMG do in response to a report of perceived harassment?

Every report of perceived harassment will be fully investigated and corrective action will be taken where appropriate. Violation of this policy will result in disciplinary action, up to and including termination. All complaints will be kept confidential to the extent reasonably possible, but confidentiality cannot be guaranteed. WMG will not allow any form of retaliation against individuals who report unwelcome conduct to management in good faith or who cooperate in the investigation of such reports in accordance with this policy.

7.3 Health and Safety

WMG is committed to providing our employees with a safe working environment. As such, we ask you to comply with all applicable health and safety rules, taking appropriate measures to ensure your physical safety and that of your colleagues. Please also make yourself familiar with any injury and illness prevention programs that WMG may have in effect.

7.4 Drug-Free Work Environment

WMG is committed to maintaining a drug-free work environment. You cannot use, sell, attempt to use or sell, purchase, or be under the influence of any illegal drug on WMG premises or while performing WMG business on or off the premises. If you feel you or a colleague may need help with a substance abuse problem, we encourage you to contact the appropriate Human Resources representative. In addition, many WMG companies in the U.S. have an employee assistance program available.

7.5 Alcohol Abuse

WMG does not permit abuse of alcohol on company premises, or while representing WMG in a business capacity. In addition, conducting company business while intoxicated or arriving at the office in an intoxicated state will not be tolerated.

7.6 Employee Privacy

WMG employees who have access to confidential employee information relating to health, government identification numbers, dependents, background or credit checks and performance appraisals must safeguard such information by: protecting it from misuse by third parties, limiting access to such information to those who need access to perform assigned job duties, collecting, using, and transporting it only to perform assigned job duties; disclosing such information only when it is lawful and authorized, and properly disposing of such information.

Employees should not search for or retrieve items from another employee's workspace without prior approval of that employee or management. Similarly, you should not use WMG

communication or information systems to obtain access to information directed to or created by others without the prior approval of management, unless such access is part of your job function and responsibilities at WMG. While WMG has no interest in accessing employees' private information in the normal course, WMG reserves the right to access all information (including employees' private information) on any of its systems (computers, phones, portable devices, voicemail) and in any of its premises, as permitted by local law.

7.7 Consumer Privacy

The privacy of end users of our websites, interactive products and services is important to us. We are committed to using the personal information of end users only in ways that have been disclosed to them in our posted privacy policy. We also adhere to all legal requirements regarding the protection of personal information. Personal information includes email addresses, names, credit card information and other personally identifiable data.

Frequently Asked Questions

Where can I find a copy of WMG's privacy policy?

The use of personal information collected from end users online is governed by the privacy policy posted on the applicable website. Our standard WMG privacy policy is available at: <http://www.wmg.com/privacy/wmg>.

7.8 Theft of Company Property

Stealing from the company in any form is strictly prohibited. This includes the removal of WMG property from company facilities, the taking of WMG property for personal use, and taking documents and other information obtained in the course of conducting company business for personal use. In addition, fraudulent T&E reporting or violations of T&E policies are subject to disciplinary action.

7.9 Weapons and Workplace Violence

No employee may bring firearms, explosives, incendiary devices or any other weapons into the workplace – or any work-related setting – regardless of whether or not employees are licensed to carry such weapons unless specifically authorized in writing by the company. Similarly, WMG will not tolerate any level of violence in the workplace or in any work-related setting. Violations of this policy must be referred to the Compliance Department immediately. Threats or assaults that require urgent attention should be reported to the police immediately.

8 Our Company and Shareholders

WMG is committed to accurately recording our financial results, protecting our company assets and ensuring the security of our information systems.

8.1 Accurate Financial Reporting

Those who have financial reporting responsibilities must ensure financial reporting information is full, fair, accurate, timely and understandable. Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional interests are required at all times. Please refer to the WMG Whistleblower Procedures if you have a concern about accurate financial reporting.

8.2 Securities Trading

Securities laws prohibit the buying or selling of securities while in the possession of material, non-public information, and this is commonly known as “insider trading.” Material information is further defined as any non-public information that a reasonable investor would consider important in making a decision to purchase or sell securities. WMG employees must never act upon, or disclose to other parties, material non-public information. Please refer to the WMG Securities Trading Policy for more information.

Frequently Asked Questions

1) Does the securities trading policy apply to me?

If you work for any WMG operating company, our securities trading policy applies to you. Please contact your manager, Human Resources representative, or call the *Compliance Helpline* if you have any questions about this policy.

2) What are some examples of “material information” as they pertain to the securities trading policy?

Examples of information that would be regarded as “material” include, but are not limited to:

- Projections of future earnings or losses;
- News of a proposed or pending merger, acquisition or tender offer;
- Changes in dividend policies or the declaration of a stock split or the offering of additional securities;
- Changes in management;
- Significant new deals or other new developments impacting the business;
- Impending bankruptcy or financial liquidity problems;
- Internal financial information;
- The gain or loss of a major contract or major artist relationship;
- Major litigation;

- Significant actions by regulatory bodies.

Trading on inside information can have severe consequences. The United States Securities and Exchange Commission and similar agencies are authorized to bring a civil lawsuit against anyone who trades on inside information (or who provides another person with inside information) and also against WMG. Insider trading is also a crime subject to criminal penalties, including jail terms.

3) When am I allowed to buy or sell WMG stock?

You must first wait for material information to be fully disclosed to the public. Full public disclosure generally means a widely distributed press release or any other method or combination of methods designed to effect broad, non-exclusionary distribution of the information to the public, after which there has been sufficient time for the information to be absorbed into the market. If you are unsure whether information is material or has been released to the public, call the Legal Department to confirm before trading. In addition, you must confirm that any trade is compliant with WMG's other securities trading policies and applicable trading laws, such as any pre-clearance requirements or black out periods.

4) What if I learn of material non-public information of other companies we work with?

The same prohibition against insider trading applies to material non-public information obtained relating to other companies.

5) Can I pass along material non-public information to a family member or friend?

No. You are not permitted to give this information to others, and, under certain local law, you can be held liable for insider trading should this information be used to trade stock or other equities.

8.3 Proprietary and Confidential Information

You should be on guard to protect WMG's confidential information. Such information may include artist agreements, pricing structures and competitive strategy. Confidential information should only be shared internally on a need-to-know basis. You should not seek to personally benefit from, or divulge to a competitor or outside party any of our confidential information.

Be especially vigilant about any inquiries by members of the financial press, investment analysts or others in the financial community. You should refer all such inquiries to your local Corporate Communications group. Please refer to the WMG Regulation FD: Policy Regarding Communications with Analysts, Security Holders and Others for more information about these inquiries.

Please also remember that we must protect the confidential information of our vendors, consultants, and business partners. Such information is never to be disclosed except with the

approval of WMG's Legal Department. Respecting the privacy of music consumers is a paramount concern. This includes respect for and strict observance of the privacy policy relating to our Internet sites.

You must maintain the confidentiality of information entrusted to you by WMG or its business partners or about which you learn, except when disclosure is authorized or legally mandated. Employees who possess or have access to confidential information or trade secrets must:

- Not use the information for their own benefit or the benefit of persons inside or outside of WMG;
- Carefully guard against disclosure of that information to people outside WMG. For example, you should not discuss such matters with family members or business or social acquaintances or in places where the information may be overheard, such as taxis, public transportation, elevators or restaurants;
- Not disclose confidential information to another WMG employee unless the employee needs the information to carry out business responsibilities.

Confidentiality Agreements are commonly used when WMG needs to disclose confidential information to business partners or others. A Confidentiality Agreement puts the person or company receiving confidential information on notice that confidentiality of such information must be maintained. If, in doing business with persons not employed by WMG, you foresee that you may need to disclose confidential information, you should call the Compliance Department and discuss the utility of entering into a Confidentiality Agreement.

During the course of your employment you may also obtain information about the personal, financial and other affairs of the WMG's officers, directors, employees, artists or agents and you must maintain the confidentiality of that information. Without the prior written approval of the WMG, you will not:

- write, be the source of or contribute to any articles, stories, books, screenplays or any other communication or publicity of any kind (written or otherwise) or deliver lectures in any way regarding or concerning confidential information of WMG, or
- grant any interviews regarding or concerning confidential information of WMG during or at any time after the termination of your employment.

Your obligation to treat information as confidential does not end when you leave WMG. Upon the termination of your employment, you must return everything that belongs to WMG, including all documents and other materials containing WMG and business partners' confidential information. You must not disclose confidential information to a new employer or to others after ceasing to be a WMG employee.

You may not disclose your previous employer's confidential information to the Company. Of course, you may use general skills and knowledge acquired during your previous employment.

8.4 Safeguarding of Company Assets

WMG's most important assets are its artists, copyrights and employees. We expect each employee to treat each with proper respect and care. Copyrights are the core of our business and it is crucial that we ensure their proper protection and preservation. In particular, pre-release materials must be safeguarded and distributed only to properly authorized individuals.

Additionally, we have physical assets including computer and office equipment which must be used responsibly and protected against misuse, damage or theft. Of special concern are our electronic information facilities, including computer and telecommunications networks. These assets are critical to our daily operations, and we expect each employee to remain vigilant against their misuse. You should protect the security of our communications and computer systems from computer viruses and hackers by exercising caution when downloading files, and by safeguarding your network password. If you backup the data you create in the course of fulfilling your duties to the company, those data should be kept on network equipment that can only be accessed with a secure password key.

8.5 Electronic Communications

Employees must ensure that e-mail and the Internet are used responsibly. Reasonable personal use of WMG's electronic communication system is permitted but WMG reserves the right to monitor how its computers are being used and to review information contained in these systems, including all e-mail sent and received on the WMG system.

E-mail and the Internet may never be used for illegal or unethical purposes or for any activity which may compromise or harm our company. The use of unauthorized peer-to-peer networks is one example of such activity. Obscene and discriminatory material may never be transmitted, retrieved or stored. Please also note that all files downloaded from the Internet are subject to the limitation of copyright laws and WMG policy.

You should not use WMG resources in a way that may be disruptive or offensive to others or unlawful. At all times when sending e-mail or transmitting any other message or file, you should not transmit comments, language, images or other files that you would be embarrassed to have read by any person. Remember that your "private" e-mail messages are easily forwarded to a wide audience. In addition, do not use these resources in a wasteful manner. Unnecessarily transmitting messages and other files wastes not only computer resources, but also the time and effort of each employee having to sort and read through his or her own email.

Use of computer and communication resources must be consistent with all other WMG policies, including those relating to harassment, privacy, copyright, trademark, trade secret and other intellectual property considerations.

Frequently Asked Questions

Can I send personal e-mail when I am in the office?

Yes. We realize that work and personal lives sometimes overlap. Nevertheless, always use your discretion about when it is appropriate to send personal e-mails. Whenever possible, use

an e-mail account that is not attached to the WMG name. Also, note that e-mails sent and received from WMG computers may be monitored.

Naturally, our electronic facilities must not be used for illegal activity, but please also be mindful that you should not use our systems and networks to solicit for your non-company business activity, or for religious, charitable or political causes.

8.6 Freelance Activities

Employees are permitted to pursue personal freelance projects on their own time, as long as such freelance work does not constitute a conflict of interest, does not interfere with performance of the employees duties, does not violate the terms of any employment agreement between the employee and the company and the freelance work is not conducted on company time or company equipment. At no time is it acceptable for a WMG employee to accept freelance work from another WMG department, company or subsidiary without prior written consent from the Compliance office.

8.7 Social Media and Personal Blogs

WMG recognizes that communicating through social media networks and personal blogs is a component of the interactive media environment we live and work in today. To help guide employees in the use of these tools within the context of their employment with WMG, the company has established this WMG Social Media and Personal Blog Policy. With regard to comments about WMG's business, products, artists, executives or fellow employees and the work they do, any WMG employee who maintains a personal blog, comments on the blogs of others, or who posts comments, updates, opinions and content through any social media network or other media outlet must adhere to this Policy. Further, the use of any trademark, design or logo owned by WMG or its related companies on a social media network or personal blog must be approved in advance in writing by the Corporate Communications Department and the WMG Legal Department.

8.8 Copyright Infringement

The illegal copying and distribution of recorded music (i.e., "piracy") is a serious issue within the music community and threatens our work at WMG. Therefore, downloading copyrighted music and/or burning CDs from unauthorized peer-to-peer networks are prohibited. If you have any questions about this or other copyright policies, contact your manager or the WMG Legal Department.

8.9 Records Management

There may be legal requirements which may make necessary the retention of company records and documents. This applies to e-mail messages, electronic and recorded data, as well as hard copies of our business documents. In addition to any applicable statutory record retention requirements, the existence of pending litigation, investigations or subpoenas may require that our records be retained longer than usual. Accordingly, WMG's Legal Department will provide guidance on issues as they arise and will instruct that certain categories of documents not be discarded until any pending matters are resolved.

9 Our Marketplace and Industry

WMG is committed to treating all parties with which it does business in a fair and equitable manner. In addition, we will comply with all laws, rules and regulations applicable to our marketplace.

9.1 Conflicts of Interest

In the course of our business, conflicts of interest can arise in a variety of circumstances. These may include many situations where you, a member of your household or a family member's personal interests may conflict with that of WMG. In all cases, it is your responsibility to avoid conflicts of interest, or even the appearance of a conflict of interest. Please note that you may be required to complete an annual conflict of interest questionnaire designed to help identify and therefore mitigate potential conflicts of interest.

In the event that you, a member of your household or a family member experience an actual or even potential conflict of interest, it is your responsibility to report this situation directly to the WMG Compliance Officer who will help you address this situation. Potential conflicts of interest include, but are not limited to:

- Investing significantly in WMG competitors, vendors, consultants or other business partners;
- Working for other companies, especially our competitors, vendors, consultants or business partners, while employed at WMG;
- Doing business on behalf of WMG with a competitor, vendor, consultant or business partner if you or a family member has a personal or financial interest or stake in the other company;
- Working with a member of your household or a family member, where the member of your household or family member is in a direct reporting relationship.
- Starting or participating in a business that is active in an area in which WMG is active, such as recorded music, artist management, touring etc.

Frequently Asked Questions

1) What are specific examples of conflicts of interest?

The following scenarios illustrate conflicts of interest that might occur at WMG, based on an action of a WMG employee or a member of an employee's immediate family or household:

- Engaging in the music business outside of WMG, including making contractual arrangements with artists;
- Investing in a competitor such as another music company, where the investment is not exempt (see Question #2 below);
- Investing in a vendor such as a supplier to WMG where the investment is not exempt (see Question #2 below);

- Investing in a company if you have access to the company’s material non-public information (See Section 7.2 – Securities Trading) based upon your work with WMG;
- Working with a member of your household or a family member on the same WMG project and reporting to him or her or vice-versa;
- Involvement in a competitive business or partnership by a member of your household or a family member;
- Serving as a director of another company without written approval of the WMG Compliance Officer or WMG Conflicts Committee.

Please note that you should always consult your manager or the WMG Compliance Officer when you are faced with a specific circumstance that may pose a conflict of interest.

2) What investments are “exempt” from conflict of interest requirements?

“Exempt investments” will not give rise to a conflict of interest and do not require any type of approval. They include:

- A portfolio investment (a group of stocks held through someone else such as deferred compensation account or another fund offered through WMG);
- Investments in mutual funds;
- Publicly-traded securities (which can be held in any amount, except for those involving competitors, vendors, consultants or business partners, which is limited to investments of not more than 2% of the issued and outstanding stock of the corporation. Amounts under that amount are not considered “significant”).

9.2 Gifts and Entertainment

We encourage you to use common sense and good judgment when you entertain or exchange occasional gifts as a way to encourage good business relationships. Please note that any such gifts or entertainment, whether given or received, should be customary and reasonable. Our policy is that WMG employees should not accept a gift or other item greater than USD\$100 or EUR100 (or equivalent) at any one time without pre-approval. No employee may accept more than USD\$500 or EUR500 (or equivalent) in gifts in total for the calendar year without pre-approval. Questions about this policy may be directed to the WMG Compliance Officer, and you should review any other WMG policy relating to gifts and entertainment for more specific guidance.

From time to time company employees may receive complimentary CDs, tickets, artist merchandise, or private access to artist or corporate events. These benefits should never be shared with or resold to any person outside of the company without prior approval of your immediate supervisor, nor should they be used as barter with other employees, colleagues, professional contacts and, if unused or unusable, should be returned to the executive or employee you received them from.

Frequently Asked Questions

1) When can I accept a gift?

Nominal gifts such as flowers, candy, T-shirts, or the like are acceptable as long as you do not ask for them and as long as they do not influence, or appear to influence, your ability to make fair and objective business decisions. Gifts of cash, or cash equivalents such as vouchers or gift certificates, are never acceptable. As a rule of thumb, if accepting a gift will make you feel obligated, do not accept it. When in doubt, always seek to consult your manager or the WMG Compliance Officer.

2) If I am invited to a business dinner, convention, or other gathering, is having my expenses for the function paid by others a prohibited gift?

Functions such as business dinners, drinks or other meetings in a social context are not considered gifts as long as a significant purpose of the meeting is business-related. But this can be a tricky area. If you are given tickets to a sporting event for your personal use, this should be considered a gift. If you attend such a function with our business partners, it would not ordinarily be a gift, unless this occurs with a frequency that suggests an invalid business purpose.

9.3 Sales, Marketing and Promotions

WMG's reputation depends on fair dealing and ethical conduct, and we will not tolerate treating our potential customers, vendors, consultants and other business partners unfairly. Our business practices must always be above reproach and fully compliant with all applicable laws, including laws regarding so-called "payola" practices.

9.4 Fair Competition and Antitrust Laws

The countries we operate in have very complex antitrust laws, which are laws designed to protect free trade and competition. You should be aware that if we act in ways that reduce free marketplace competition, we may be violating these laws. Of particular concern are communications or conversations with competitors. You should never make agreements or hold discussions with our competitors on the following issues:

- Pricing
- Markets and prospective customers
- Boycotts of other competitors, customers, or suppliers

In addition you should not make any agreements with our vendors, consultants or business partners that tie their purchase of one product to another, or with respect to their resale price of our products. If you are working on a potential merger, acquisition, joint venture or any other situation that causes you concern with regard to antitrust issues, you must consult with WMG's Legal Department, as the requirements and regulatory approvals in this area are complex and may vary from country to country.

Frequently Asked Questions

What type of agreements between WMG and its vendors, consultants, and business partners may violate antitrust and competition laws?

WMG negotiates many agreements with vendors, consultants and business partners. Two examples of agreements which raise significant concerns include:

- Fixing sale prices (agreeing with retailers or business partners to set a minimum price at which they will sell WMG products or services)
- “Tying” products (requiring a customer to purchase a product that it does not want in order to buy the product it does want)

9.5 Contracts and Procurement

WMG is committed to adhering to all the laws and regulations that apply to the procurement of goods or services, and will treat all parties with which we do business fairly. We expect all our employees to conduct themselves in an ethical manner when obtaining new business on behalf of WMG. All of our proposals and contracting arrangements should be based on price, quality, service, and our ability to meet our own needs, and those of our contracting party.

9.6 Doing Business with Governments

When conducting business with governments, WMG employees should be mindful of all laws and regulations concerning government bodies and their employees. We should be particularly sensitive to the Foreign Corrupt Practices Act (“FCPA”), a U.S. anti-bribery law which prohibits payments to or from foreign government officials in return for business or favorable treatment. The activity of all WMG employees, even those outside of the U.S., can expose us to legal liability based upon the FCPA. Please consult with WMG’s Legal Department if you have any questions about this law or any dealings with domestic or foreign governments and their employees.

9.7 Doing Business Internationally

There are many different laws and regulations that affect the way we conduct our business around the globe. For example, certain countries restrict imports and exports, or the flow of trade and goods in and out of their borders. Certain countries and the European Union may have laws that affect business dealings with companies inside specific countries. Such laws may take the form of boycotts or sanctions for doing business with specific nations. If you are uncertain as to the laws relating to business conducted in a foreign country, or how you should proceed, consult the WMG Compliance Officer or WMG’s Legal Department.

10 Public and Community

WMG is committed to good corporate citizenship, and we will observe all relevant laws and regulations while encouraging and expecting our employees to do the same.

10.1 Media and Public Relations

WMG will periodically issue press releases and make public disclosures about our financial situation. To ensure that all reports and press releases are accurate and consistent, employees must refer all inquiries from the media to the Corporate Communications group.

Only the Chief Executive Officer, Chief Financial Officer, and the department heads of Investor Relations and Corporate Communications are authorized to respond to requests for financial and other company reports. Any contact with bankers, securities analysts or other securities markets professionals, such as brokers, investment advisors and mutual fund managers, or to our security holders must be forwarded to Corporate Communications and communications with these people should be made only by specifically designated people with prior approval.

WMG interacts often with the financial, trade and general news media.

Given WMG's high profile in the media, it is vitally important that you strictly observe the following procedures:

Talking To The Media

Unless you are an officially designated spokesperson, you may not comment or provide documents or information to members of the news media regarding matters pertaining to WMG's or your company's business—or any other internal matter. This applies to all media contacts, regardless of whether information is provided "on the record," "off the record," unattributed, anonymous or "on background."

Rather than making any substantive response to a journalist's inquiry, you should immediately report the contact the Corporate Communications Department. It is also important to advise any outside consultants, law firms or other third parties working under your supervision that they are not authorized to comment on any WMG matter and that they should report any press inquiries to you or to the Corporate Communications Department.

You should also contact the Corporate Communications Department as soon as you become aware of any circumstances involving WMG that are likely to receive unusual attention from the news media, such as a lawsuit involving WMG or a highly controversial issue involving a WMG artist.

Dealing With The Media On Non-WMG Business

You should contact the Corporate Communications Department if you anticipate any contact with the news media on non-WMG business that could result in a reference to your relationship with WMG.

Speeches And Presentations

Before accepting an invitation to make a speech or presentation or appear on a panel on behalf of WMG or your company, you should advise the Corporate Communications Department. When speaking in public or at industry forums, you should be careful to distinguish your personal views from those of WMG or your company. In any case, you may not make any comment that could reveal confidential information, or make any inappropriate or offensive remark that could be associated with WMG in any way.

Presentations must not include financial information about WMG, your business unit or their businesses unless such material is previously reviewed and approved by the Finance Department and the General Counsel of WMG and your company, as applicable.

Philanthropy

As a concerned and responsible corporate citizen, WMG is committed to supporting worthy organizations in its communities and industries. To help coordinate these efforts, you should obtain approval prior to accepting any invitation to be honored where WMG is expected to make a financial contribution.

You should also clear in advance all business-related charitable contributions, including in-kind donations of WMG's resources. You can obtain this clearance from the Corporate Communications Department (directors should obtain clearance from WMG's Corporate Secretary). Any and all contributions must be approved prior to committing any contributions.

Government Or Legal Communications

Employees should contact the Legal Department immediately if they receive an inquiry, call or correspondence (e.g., a subpoena) from any law enforcement or regulatory agency, or an attorney purporting to represent a concerned party to such an inquiry or otherwise regarding alleged violations of law or policies by individuals associated with WMG.

Frequently Asked Questions

What if I am contacted by a member of the media concerning a particular artist or even about WMG itself?

You must refer all media inquiries to your local Corporate Communications group or your business unit head.

10.2 Political and Public Activity

It is important that you make a clear distinction between those situations where you are acting in your private capacity and acting, or appearing to act, on behalf of WMG. For example, you may make a political contribution as a private citizen, but you may not use the WMG name when you are doing so. Moreover, you should not pressure or direct your colleagues to join you in your political or other public activities.

WMG resources or services should not be used to support your political activities, and any contributions from our company to any candidate for public office may only be made through our Political Action Committee (PAC) in the U.S. or only with the approval of WMG's Legal Department.

Frequently Asked Questions

Can I make my own contributions to a political candidate or organization? Can I volunteer to work on a political campaign?

You are free to contribute your money, time or other resources to a political candidate, organization or campaign without the approval of the WMG Legal Department as long as you use your own (and not WMG's) resources and do so on your own time

10.3 Responding to Regulatory Investigations

WMG will respond to government inquiries in a timely, complete and coordinated manner. Employees who are contacted by government representatives or other third parties inquiring about company matters, must immediately notify WMG's Legal Department. You should not attempt to respond to such queries on your own either verbally or in writing, but rather refer such requests to the WMG Legal Department. This is especially critical if the requests pertain to a summons, subpoena, or other document requiring a court appearance or response. Please also report to WMG's Legal Department any inquiries or requests from outside attorneys, even if litigation is not pending or threatened.

10.4 Environmental Responsibility

WMG is a recognized leader for its efforts to create an environmentally conscious company and encourages all employees to have an awareness of how their work impacts the environment and how they may best reduce that impact. In addition to reducing its consumption of natural resources used in the course of daily operations, WMG also seeks to reduce its impact on the environment through responsible product packaging and event planning, as well as a company-wide effort to reduce its carbon footprint. For a better understanding of WMG's environmental initiatives please see our WMGreen policy at <http://www.wmg.com/wmgreen>.

11 Available Resources

There are several resources available that can provide you with additional information on the matters addressed in the Code. Some of these are listed below.

11.1 Contacts

WMG Compliance Officer (conduct@wmg.com)	(212) 275-4780
WMG Corporate Communications	(212) 275-2244
WMG Conflicts Committee	(212) 275-4780
WMG Legal Department	(212) 275-2030
WMI Legal Department	+44 20 7368 2830
WMG Human Resources	(212) 275-1990
WMI Human Resources	+44 20 7368 2805
WMG Investor Relations	(212) 275-4790
Employee Assistance Program (U.S.)	(800) 833-8707

11.2 Reference Materials Online

Materials such as this Code and other policies referenced in this Code are available to employees at (<http://bside.wmg.com>). If you are unable to view these materials on B-Side, please contact your manager, Human Resources representative or business unit head.

12 Acknowledgement Form

I hereby acknowledge that I have read and received this Code of Conduct (Version 2.0, June 2009.)

Signed

Name (Print)

Title

Company Name

Date

13 *Compliance Helpline Numbers*

United States: 1-800-620-5549

Outside of the United States:

Country	Toll-free Number	Access Code (if applicable)
Argentina	0800-444-5606	
Australia	1-800-28-0020	
Austria	800-620-5549	0800-200-288
Belguim	0800-7-1894	
Brazil	0800-891-4153	
Chile	800-571357	
China North	10-800-711-0633	
China South	10-800-110-0576	
Czech Republic	800-142-499	
Denmark	80-886448	
Finland	800-620-5549	0 8001 10015
France	0800-90-2471	
Germany	0800-181-5193	
Greece	00-800-11-009-5605	
Hong Kong	800-93-3447	
Hungary	06-800-18044	
Indonesia	001-803-1-009-5606	
Ireland	1-800-55-8596	
Italy	800-788028	
Japan	00531-11-4725	
Korea	00798-1-1-009-5606	
Luxembourg	800-2-1032	
Malaysia	1-800-80-3431	
Mexico	001-800-620-5549	
Netherlands	0800-022-9156	
New Zealand	0800-449982	
Norway	800-15853	
Philippines	1-800-1-111-0080	
Poland	0-0-800-111-1604	
Portugal	800-8-11260	
Singapore	800-110-1518	
Spain	800-97-1021	
Sweden	020-797803	
Switzerland	0800-56-4639	
Taiwan	00801-10-4079	
Thailand	001-800-11-009-5606	
United Kingdom	0808-234-6703	