
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934**

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Section 240.14a-12

ViacomCBS Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

***** Exercise Your *Right* to Vote *****
**Important Notice Regarding the Availability of Proxy Materials for the
Stockholder Meeting to Be Held on May 18, 2020.**

VIACOMCBS INC.

VIACOMCBS

1515 BROADWAY
NEW YORK, NY 10036

Meeting Information

Meeting Type: Annual Meeting
For holders as of: March 23, 2020
Date: May 18, 2020 **Time:** 9:00 A.M., Eastern Daylight Time
Location: ViacomCBS's Corporate Headquarters
1515 Broadway
New York, New York 10036

You are receiving this communication because you hold shares in the company named above.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

As part of our precautions regarding COVID-19, we are planning for the possibility that the Annual Meeting may be held solely by means of remote communication for the health and safety of our stockholders, directors and employees. If we choose to conduct a virtual meeting, we will publicly announce by press release (posted on www.viacbs.com (Investors) and filed with the SEC), as soon as practicable before the meeting, details on how you can participate by live audio webcast and remotely vote your shares.

See the reverse side of this notice to obtain proxy materials and voting instructions.

— **Before You Vote** —
How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

NOTICE OF ANNUAL MEETING AND PROXY STATEMENT FORM 10-K LETTER TO STOCKHOLDERS

How to View Online:

Have the information that is printed in the box marked by the arrow → [XXXX XXXX XXXX XXXX] (located on the following page) and visit: www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) BY INTERNET: www.proxyvote.com
- 2) BY TELEPHONE: 1-800-579-1639
- 3) BY E-MAIL*: sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow → [XXXX XXXX XXXX XXXX] (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 4, 2020 to facilitate timely delivery.

— **How To Vote** —

Please Choose One of the Following Voting Methods

Vote By Internet: To vote now by Internet, go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow → [XXXX XXXX XXXX XXXX] (located on the following page) available and follow the instructions.

Vote By Phone: You can vote by phone by requesting a paper copy of the materials, which will include a proxy card that will provide instructions to vote these shares by proxy via phone.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Vote In Person: To vote shares in person, and for instructions related to attendance at the Annual Meeting, please see the Notice of Annual Meeting and Proxy Statement.

Voting Items

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" ALL LISTED DIRECTOR NOMINEES.

1. The election of 13 directors:

Nominees:

- 1a. Robert M. Bakish
- 1b. Candace K. Beinecke
- 1c. Barbara M. Byrne
- 1d. Brian Goldner
- 1e. Linda M. Griego
- 1f. Robert N. Klieger
- 1g. Judith A. McHale
- 1h. Ronald L. Nelson
- 1i. Charles E. Phillips, Jr.
- 1j. Shari E. Redstone
- 1k. Susan Schuman
- 1l. Nicole Seligman
- 1m. Frederick O. Terrell

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" MATTERS 2 AND 3.

- 2. Ratification of the appointment of PricewaterhouseCoopers LLP to serve as the Company's independent registered public accounting firm for fiscal year 2020.
- 3. Advisory vote to approve the Company's named executive officer compensation.

D00313-P37507-P37508

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**Important Notice Regarding the Availability of Materials for the
Annual Meeting of Stockholders to be held on May 18, 2020.**

VIACOMCBS INC.

VIACOMCBS

1515 BROADWAY
NEW YORK, NY 10036

Meeting Information

Meeting Type: Annual Meeting of Stockholders
For holders as of: March 23, 2020
Date: May 18, 2020 **Time:** 9:00 a.m., EDT
Location: ViacomCBS's Corporate Headquarters
1515 Broadway
New York, New York 10036

You are receiving this communication because you hold shares of ViacomCBS Inc. non-voting Class B common stock. **THIS NOTICE WILL ENABLE YOU TO ACCESS VIACOMCBS INC. PROXY MATERIALS FOR INFORMATIONAL PURPOSES ONLY.** This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. The Notice of 2020 Annual Meeting of Stockholders and Proxy Statement, Fiscal Year 2019 Annual Report on Form 10-K and Stockholder Letter are available at www.proxyvote.com. You may also request a paper copy of these materials (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials.

As part of our precautions regarding COVID-19, we are planning for the possibility that the Annual Meeting may be held solely by means of remote communication for the health and safety of our stockholders, directors and employees. If we choose to conduct a virtual meeting, we will publicly announce by press release (posted on www.viacbs.com (Investors) and filed with the SEC), as soon as practicable before the meeting, details on how you can join by live audio webcast.

See the reverse side for instructions on how to access materials.

— How to Access the Materials —

Materials Available to VIEW or RECEIVE:

1. NOTICE OF 2020 ANNUAL MEETING OF STOCKHOLDERS AND PROXY STATEMENT
2. FISCAL YEAR 2019 ANNUAL REPORT ON FORM 10-K
3. STOCKHOLDER LETTER

How to View Online:

Visit: www.proxyvote.com. Have the information that is printed in the box marked by the arrow → XXXX XXXX XXXX XXXX (located on the following page).

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