

CONCILIATION AGREEMENT

Between

**THE U. S. DEPARTMENT OF LABOR
OFFICE OF FEDERAL CONTRACT COMPLIANCE PROGRAMS**

and

GETTY IMAGES (SEATTLE), INC.

PART I: PRELIMINARY STATEMENT

The Office of Federal Contract Compliance Programs ("OFCCP") commenced a compliance evaluation of Getty Images (Seattle), Inc.'s (Getty Images) establishment located at 605 – 5th Avenue S, Suite 400, Seattle, WA 98104 on October 22, 2012 and found that Getty Images was not in compliance with the Executive Order 11246, as amended ("E.O. 11246"), and its implementing regulations at 41 C.F.R. Section(s) 60-1 and 60-3. OFCCP notified Getty Images of the initial violation found and the corrective action required in a Notice of Violations issued on June 25, 2014. In the interest of resolving the violation without engaging in further legal proceedings and in exchange for the good and valuable consideration described in this document, OFCCP and Getty Images enter this Conciliation Agreement and agree to all the terms stated below.

PART II: GENERAL TERMS AND CONDITIONS

1. In exchange for Getty Images' fulfillment of all obligations in Parts III and IV of the Agreement, OFCCP agrees not to institute administrative or judicial enforcement proceedings under E.O. 11246 based on the violation described in more detail in Part III below. However, OFCCP has the right to initiate legal proceedings to enforce the Agreement itself or to correct and obtain relief for the violation described in Part III if Getty Images violates this Agreement. Nothing in this Agreement precludes OFCCP from initiating enforcement proceedings based on future compliance evaluations or complaint investigations.
2. Getty Images agrees that OFCCP may review its compliance with this Agreement. As part of such review, OFCCP may require written reports, inspect the premises, interview witnesses, and examine and copy documents. Getty Images will permit access to its premises during normal business hours for these purposes and will provide OFCCP with all reports and documents requested.

3. Getty Images understands that nothing in this Agreement relieves Getty Images of its obligation to fully comply with the requirements of E.O. 11246, Section 503 of the Rehabilitation Act of 1973, as amended, 29 U.S.C. § 793 ("Section 503"), the Vietnam Era Veterans' Readjustment Assistance Act of 1974, as amended, 38 U.S.C. § 4212 ("VEVRAA"), their implementing regulations, and/or other applicable equal employment laws.
4. Getty Images promises not to harass, intimidate, threaten, discriminate, or otherwise retaliate against any individual because the individual: benefits from this Agreement, files a complaint or participates in any investigation or proceeding under E.O. 11246, Section 503, and/or VEVRAA, or engages in any activity listed at 41 C.F.R. § 60-1.32(a).
5. The parties understand the terms of this Agreement and enter into it voluntarily.
6. This document and its attachments contain the complete and final understanding of the parties with respect to the matters referenced herein. This Agreement contains all terms by which the parties are bound and it supersedes all prior written or oral negotiations and agreements. There will be no modifications or amendments to this Agreement unless they are in writing, signed by all parties.
7. If one or more provisions of this Agreement are rendered unlawful or unenforceable, the remaining provisions will remain in full force and effect.
8. This Agreement becomes effective on the day it is signed by the Regional Director of the Pacific Region (the "Effective Date") unless the Director of OFCCP indicates otherwise within 45 calendar days of the date the Regional Director signs the Agreement.
9. This Agreement will expire sixty (60) days after Getty Images submits the final progress report required in Part IV-1.(D), below, unless OFCCP notifies Getty Images in writing prior to the expiration date that Getty Images has not fulfilled all of its obligations under the Agreement, in which case, the Agreement is automatically extended until the date that OFCCP determines Getty Images has met all of its obligations under the Agreement.
10. If Getty Images violates this Agreement,
 - A. The procedures set forth at 41 C.F.R. § 60-1.34 will govern:
 - 1) If OFCCP believes that Getty Images violated any term of the Agreement while it was in effect, OFCCP will send Getty Images a written notice stating the alleged violations and summarizing any supporting evidence.
 - 2) Getty Images will have 15 days from receipt of such notice to demonstrate in writing that it has not violated the Agreement, unless such a delay would result in irreparable injury to the employment rights of affected employees or applicants.

- 3) If Getty Images is unable to demonstrate that it has not violated the Agreement, or if OFCCP alleges irreparable injury, enforcement proceedings may be initiated immediately without issuing a show cause notice or proceeding through any other requirement.
- 4) OFCCP may seek enforcement of this Agreement itself and is not required to present proof of any underlying violations resolved by this Agreement.

B. Getty Images may be subject to the sanctions set forth in Section 209 of the Executive Order and/or other appropriate relief for violation of this Agreement.

11. This Agreement does not constitute an admission by Getty Images of any violation of E.O. 11246, Section 503, VEVRAA, or other laws, nor has there been an adjudicated finding that Getty Images violated any laws.
12. Nothing herein is intended to relieve Getty Images from the obligation to comply with the requirements of E.O. 11246, Section 503, VEVRAA, and their implementing regulations, or any other equal employment statute or executive order or its implementing regulations. In addition, this CA in no way limits the applicability of the revised regulations implementing Section 503 of the Rehabilitation Act of 1973, as amended (78 Fed. Reg. 58682) (Sep. 24, 2013, also online at <http://www.ecfr.gov>) and the Vietnam Era Veterans Readjustment Assistance Act of 1974, as amended (78 Fed. Reg. 58614) (Sep. 24, 2013, also online at <http://www.ecfr.gov>), which became effective on March 24, 2014.

PART III: SPECIFIC VIOLATION AND REMEDIES

COMPENSATION DISCRIMINATION (FEMALES)

A. STATEMENT OF VIOLATION.

Getty Images failed to ensure that its employees were compensated without regard to their gender, as required by 41 CFR 60-1.4(a) (1). OFCCP found that bonuses also were not distributed equally to female employees in the [REDACTED] EX 7C as compared to similarly situated males. Additionally, a female in [REDACTED] position was not provided back pay when her salary was adjusted.

B. OFCCP'S SPECIFIC FINDINGS.

OFCCP's cohort analysis of compensation practices for the [REDACTED] EX 7C position reveal a compensation practice which takes into account factors which [REDACTED] EX 7C (C) Getty Images identified as influencing pay and revealing that a female in the [REDACTED] EX 7C [REDACTED] EX 7C earned less in annual salary than her male counterpart, which required the company to adjust her salary, and entitled her to be paid back pay.

Management was queried about the application of the bonus and compensation practice.

Management did not provide a legitimate business necessity and recognized that the practice resulted in gender disparity and was flawed.

C. REMEDY FOR AFFECTED CLASS

Getty Images agrees to revise its compensation practices and take steps to ensure that the application of its compensation system does not treat employees differently based on their gender and provides an equal opportunity to all of its employees, irrespective of gender. This applies to all aspects of compensation, including, but not limited to, initial salary at the time of hire, subsequent pay increases, and bonuses. In order to resolve this violation, Getty Images agrees to the following:

- 1) **Notice.** Upon forty-five (45) calendar days of the Effective Date of this Agreement, Getty Images must notify the female class member listed in Attachment A of the terms of this Agreement by mailing via certified mail the: Notice to Affected Class (Attachment B, "Female Notice"), Information Verification Form (Attachment C, "Female Verification"), and a postage paid return envelope. Getty Images will notify OFCCP if her letter is returned as undeliverable three (3) days after the response deadline. In addition, within five (5) days after expiration of the response deadline set out in the Female Notice Form, Getty Images will provide OFCCP written and/or e-mail notification that the Notification was received or hand delivered to the female class member. Getty Images agrees to mail, by U.S. First Class mail, and a second Female Notice that is hand delivered if necessary.

- 2) **Monetary Settlement.** Getty Images agrees to distribute \$64,418.07 (\$59,779.79 in salary back pay, \$4,189.94 in 401k contributions, and \$448.35 in interest), less legal deductions required by law from back pay only (such as federal, state and/or local taxes and the Eligible Female Class Member's share of FICA taxes), to the Eligible Female Class Member identified in Attachment A. Getty Images already provided bonuses in the amount of \$25,000 to the female in the [REDACTED] EX 7C position and to the female in the [REDACTED] EX 7C position. A salary adjustment was also provided to the female in the [REDACTED] EX 7C position in the amount of \$41,280 on February 1, 2015. Getty Images will pay the Internal Revenue Service ("IRS") the employer's share of social security withholdings and will mail the Eligible Female Class Member an IRS W-2 Form reporting the portion of the payment representing back pay and an IRS Form 1099 for the portion of the payment representing interest. These IRS forms will be mailed at the end of the year. Getty Images will disburse the monetary settlement within five (5) calendar days after receiving Attachments B and C from the Eligible Female Class Member.

D. NON-MONETARY REMEDIES.

Getty Images will ensure that all employees are afforded equal employment opportunities. Getty Images agrees to continue or to implement the corrective actions detailed below.

- 1) Self-Monitoring/Auditing. Getty Images agrees to self-monitor its compensation programs for all jobs on an annual basis using the methods described in their Affirmative Action Plan.
- 2) Implement Improved Policies. Getty Images will develop and write new policies to eliminate all practices that had an adverse effect on the compensation of females.
- 3) Tracking. Getty Images will write and implement procedures to ensure that compensation decisions are tracked and evaluated for compliance with the Revised Compensation Policy.
- 4) Training. Within eight (8) weeks of the Effective Date of this Agreement, Getty Images must train all individuals involved in any way in determining compensation for ~~EX 7C~~ position on all new and revised policies, procedures, and programs developed under Part III – 1.D of this Agreement.

PART IV: REPORTS REQUIRED

1. Getty Images must submit the documents and reports described below to:

~~Leigh Jones, District Director~~ **QUANDA EVANS, ASSISTANT DISTRICT DIRECTOR**
U.S. Department of Labor
Office of Federal Contract Compliance Programs
Seattle District Office
300 Fifth Avenue, Suite 1100
Seattle, WA 98104

- A. Within sixty (60) calendar days of the Effective Date of this Agreement, Getty Images must submit a copy of the written Revised Compensation Policy described in Part III – 1.D. 2) of this Agreement.
- B. Within sixty (60) calendar days of the Effective Date of this Agreement, Getty Images must submit documentation that all managers, supervisors and other personnel involved in making compensation decisions for the Director, Tax Reporting, Senior job title have received training on all new and revised policies, procedures, and programs developed under Part III – 1.D. 3). The documentation

must include the dates of the training, the names and job titles of all attendees, an outline of the topics discussed in the training, and the name and job title of each person who conducted the training.

- C. Within the prescribed timeframes, Getty Images must submit all documents and information referenced in sections Part III, 1. C. 1) – 2) and 1. D. 1) through 4) of this Agreement.
- D. Getty Images agrees to submit progress reports in order for the OFCCP to monitor compliance with this Conciliation Agreement.

Report	Due Date	Period Covered
1	December 1, 2014	Effective Date through October 1, 2014

The progress report shall contain the following:

- 1) Documentation of monetary payments to the Eligible Female Class Member as specified in section Part III, 1.C.2). The documentation must include the check number, the amount of the check, and the date the check cleared the bank. Getty Images will provide OFCCP with a copy of the canceled check upon request;
- 2. Getty Images will retain all records and data pertinent to the violation resolved by this Agreement and/ or used to prepare required reports until this Agreement expires or as long as required by OFCCP's regulations, whichever date occurs later (or "whichever time period is longer").

PART V: SIGNATURES

This Conciliation Agreement is hereby executed by and between OFCCP and Getty Images.

8/18/14
Date
EX 7C
LIZANNE VAUGHN
Vice President, Corporate Counsel
Getty Images
605 - 5th Avenue S, Suite 400
Seattle, WA 98104

8/25/14
Date
EX 7C
Compliance Officer
Office of Federal Contract
Compliance Programs
Seattle District Office

8/25/14
Date
EX 7C
QUANDA EVANS
Assistant District Director
Office of Federal Contract
Compliance Programs
Seattle District Office
Seattle, WA

8/27/14
Date
EX 7C
LEIGH JONES JANE SUHR
District Director ACTING DEPUTY REGIONAL DIRECTOR
Office of Federal Contract
Compliance Programs
Seattle District Office
Seattle, WA

8-29-14
Date
JANETTE WIPPER
Regional Director
Office of Federal Contract
Compliance Programs
Pacific Region
San Francisco, CA

Attachment A
Female Class Member – Getty Images

NAME	EMPLOYEE ID #
EX 7C [REDACTED]	[REDACTED]

Attachment B

NOTICE TO AFFECTED CLASS

Dear [REDACTED] EX 7C

Getty Images and the Department of Labor's Office of Federal Contract Compliance Programs ("OFCCP") have entered into a Conciliation Agreement ("Agreement") to remedy the violation of Executive Order 11246 ("E.O. 11246") that OFCCP found during a compliance review of Getty Images' Seattle, WA facility. OFCCP's analysis of Getty Images' compensation practices showed that you are eligible for back pay, interest, and 401k matching funds. Getty Images has not admitted to any violation of E.O. 11246 and there has not been any adjudicated finding that Getty Images violated any laws. OFCCP and Getty Images entered into the Agreement to resolve the matter without resorting to further legal proceedings.

You have been identified as an individual who worked as [REDACTED] EX 7C Under this Agreement, you are eligible to receive a distribution of [REDACTED] less payroll deductions. Under the terms of this Agreement it may take up to two (2) months from the date of this letter before you receive your distribution. In order to be eligible for a payment, you must complete, sign, and return the enclosed Information Verification Form. This form should be mailed as soon as possible; it *must* be postmarked to the address below no later than thirty (30) days after the date this Notice was mailed out (postmarked) for you to be entitled to participate in this settlement:

*Lizanne Vaughn
Vice President, Corporate Counsel
Getty Images
605 - 5th Avenue S, Suite 400
Seattle, WA 98104*

You may use the enclosed postage-paid return envelope to return the completed and signed Information Verification Form.

If you have any questions you may call Lizanne Vaughn at Getty Images at (206) 925-5000, or OFCCP Compliance Office [REDACTED] EX 7C at (206) 504 [REDACTED] EX 7C your call will be returned as soon as possible.

**IF YOU FAIL TO COMPLETE AND RETURN THE ENCLOSED DOCUMENTS TO
GETTY IMAGES WITHIN 30 DAYS OF THE DATE THE ENVELOPE CONTAINING
THIS NOTICE WAS POSTMARKED, YOU WILL NOT BE ELIGIBLE TO RECEIVE A
PAYMENT.**

Sincerely,

Lizanne Vaughn
Vice President, Corporate Counsel
Getty Images

cc: **EX 7C** [REDACTED] Compliance Officer, US Department of Labor

Enclosures: Information Verification Form
Postage Paid Return Envelope

Attachment C

INFORMATION VERIFICATION FORM

You must complete this form in order to be eligible for the monetary payment and/or employment opportunities under the terms of the Conciliation Agreement ("Agreement") between Getty Images and the Department of Labor's Office of Federal Contract Compliance Programs. Please print legibly, except for the signature.

Name: _____

Address: _____

Telephone Number: Home _____ Cell _____ Work _____

Notify Getty Images at the address below if your address or phone number changes within the next twelve months.

Your Social Security Number (to be used for tax purposes only): _____ - _____ - _____

For purposes of this settlement, it is necessary to verify your gender.

Male Female

IF YOU FAIL TO COMPLETE AND RETURN THE ENCLOSED DOCUMENTS TO THE ADDRESS BELOW WITHIN 30 DAYS OF THE DATE THE ENVELOPE CONTAINING THIS NOTICE WAS POSTMARKED, YOU WILL NOT BE ELIGIBLE TO RECEIVE A PAYMENT.

*Lizanne Vaughn
Vice President, Corporate Counsel
Getty Images
605 - 5th Avenue S, Suite 400
Seattle, WA 98104*

I, _____, certify the above is true and correct.
(print name)

Signature

Date