



## VISION

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The 'vision' of an organization is the desired future where it wants to see itself. The Vision is always stretching and farfetched. It sets the tone for the organization and given a common direction to the people as to where it wants to be.

At CBL, we have reengineered our vision to define a path towards our envisioned future. Our Vision is as stated below:

### **“THE FINANCIAL SUPERMARKET WITH A WINNING CULTURE OFFERING ENJOYABLE EXPERIENCES”**

## MISSION

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The Mission of an organization defines the specific focuses by achieving which we move towards our Vision. The new Missions of CBL are as follows

- Offer wide array of products and services that differentiate and excite all customer segments.
- Be the “Employer of choice” by offering an environment where people excel and leaders are created.
- Continuously challenge processes and platforms to enhance effectiveness and efficiency.
- Promote innovation and automation with a view to guaranteeing and enhancing excellence in service.
- Ensure respect for community, good governance and compliance in everything we do.

## VALUES

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The Values of CBL defines the expected behavior of the employees to be able to collectively achieve the Mission and the Vision of the bank.

1. RESULT DRIVEN
2. ENGAGED & INSPIRED
3. ACCOUNTABLE AND TRANSPARENT
4. COURAGEOUS & RESPECTFUL
5. CUSTOMER DELIGHT

**What is Codes of Conduct?**

The Codes of Conduct (CoC) is a governing document which sets out the standard of expectations of The City Bank Limited (CBL) from its employees. It describes how to behave and maintain professional and ethical relationship with customers, suppliers, colleagues and the community in general which CBL serves. Everybody associated with CBL is responsible to adhere to this CoC which is built on CBL's basic values and sets the tone for the Policies of this Bank.

This CoC does not describe, prejudice or derogate any or all of the laws which we are subject to, nor does it cover every ethical issue; and in those circumstances all applicable laws, CBL policies and practices, principles of natural justice, shall always apply.

CBL and its employees will comply with all applicable laws of the land, regulatory requirement and CBL CoC as well as the policies and processes. In the event of any conflict between CoC and/or any laws or principles of natural justice, the laws and the principles of natural justice shall prevail whereas in the event of any conflict between CoC and any other CBL policies and practices, CoC shall prevail without prejudice and derogating the basic principles and values of the Bank.

As CBL employee, it is our duty to read and follow this CoC. Line managers will be responsible to make sure that everyone is aware of and complies with this CoC. Failure to comply with this CoC or CBL policies and processes shall amount to misconduct depending on the severity and may lead to disciplinary action. Decisions for disciplinary action can vary depending on the severity of the failure and the employee's service record. For the purpose of following this CoC, it is expected that it is taken seriously and respected by all employees.

**1. Corporate Conduct**

Every employee shall deal fairly with the CBL's customers, suppliers, competitors and colleagues. None should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of facts or any other unfair or unlawful practice. CBL employees are responsible for knowing and complying with the requirements applicable to their work activities, including those described in this CoC and those described in CBL policies, processes, manuals, standards and regulatory instructions. CBL employees are expected to use all of the available resources, and good judgment, to guide their actions and decisions.

One should not violate laws, regulations, policies, standards, or processes in any case; even if he or she thinks doing so would lower costs, increase revenues, or benefit a customer.

**2. Conflict of Interests**

CBL employee will not be involved in any affairs which may create conflict between personal interest of the employee and interest of CBL. Service to CBL shall never be subordinated to personal gain or advantage. Employees of CBL must not use CBL property, information or their position for personal gain.

Conflicts of interest could involve, but not limited to – customers, suppliers, contractors, existing or prospective employees, competitors or outside business activities, immediate family members. If employee has any doubt about a certain situation, s/he should contact supervisor to seek advice.

**3. Combat Money Laundering & Terrorist Financing**

CBL strongly opposes all forms of money laundering and shall take steps to prevent its financial transactions by others to launder money. Employees responsible for opening accounts are required to fill in "Know Your Customer" (KYC) form and Transaction Profile at the time of opening an account and review the accounts periodically as per regulatory rules. Any account or transaction suspected of being used for money laundering should be reported both internally and to Bangladesh Bank as per CBL guidelines.

City Bank aims at combating any sort of money laundering and terrorist financing activity. Employees are strictly prohibited to engage, collaborate, support etc. in such kind of activity, either directly or indirectly.

**4. Corruption and Bribery**

CBL employees shall never offer/accept illegal or inappropriate gifts or other remuneration (neither monetary nor any other form) in order to achieve business or personal advantages for themselves or others.

**5. Concealment, Embezzlement, Misappropriation or any kind of Forgery**

Each CBL employee will be responsible for maintaining accurate and complete records of all transactions as per standard procedure. Any sort of concealment, embezzlement or misappropriation or any other unauthorized action which exposes or may expose CBL to financial, reputational and/or any other losses will not be tolerated.

All representations made by CBL employees shall prima facie be assumed to be true, genuine, authentic and error free. CBL employees shall not misrepresent the facts or omit material information and ensure that all CBL records, disclosures, and communications are full, fair, accurate, timely and understandable. One shall not hide, alter, falsify, or disguise the true nature of any transaction nor forge endorsements, approvals or authorize signatures for any payment.

**6. Internal Control and Financial Reporting**

CBL has internal control policies and processes involving all areas of operation. CBL employees should be familiar with and operate within those established norms and internal control requirements. Any monetary transaction done with CBL suppliers, customers or other stakeholders should be recorded and done under CBL's established rules and in a transparent manner.

CBL aims at maintaining the highest standards in preparation, reporting and disclosure of accounting and financial information to the regulators and to the public. No information that is false, incomplete or misleading to the internal employees, public, customers or shareholders, shall be collated or published.

All accounting records shall be compiled accurately, within the appropriate accounting standards. All books, records and accounts should conform to generally accepted and applicable accounting principles and to all applicable laws and regulations.

**7. Limitation of authority**

Employees are required to work within designated authorities or conveyed limits. Transactions or acts done in excess of limit or authority shall be considered as a violation of this CoC and shall be treated as ultra vires and CBL shall not be liable for any such ultra vires action. In the event CBL suffers any loss or injury due to such ultra vires actions, the respective employee shall be personally liable for all such loss and injury.

Power of Attorney (PoA) holders and Authorized Signatories (AS) shall remain extra cautious while using their authorities assigned by the Bank. Employee agrees to indemnify and hold the Bank harmless from and against any ultra vires action.

**8. Use of CBL property**

Employees are required to safeguard all resources of CBL and ensure their appropriate and efficient use for legitimate business purposes. Each CBL employee is responsible for the proper acquisition, use, maintenance, and disposal of CBL assets (e.g., materials, equipment, tools, tangible and intangible properties, information, and funds) and services. Theft, negligence and damage of the assets that have a negative impact on CBL's business, shall be considered as a violation of this CoC and depending on the gravity, may call for disciplinary action as per policy of CBL.

CBL's property may be used for personal purposes only if agreed by management in connection with the employment. If required, CBL management reserves the right to search any and all CBL property.

**9. Confidentiality/Disclosure of information**

Employees shall have access to various confidential information relating to business of CBL, its customers, stakeholders etc. CBL being a banking company and dealing with accountholders personal information, is under

statutory as well as contractual obligation to maintain strict confidentiality of its information. Every CBL employee must maintain strict confidentiality of information entrusted to him/her by CBL and CBL customers; except when disclosure is properly authorized or legally mandated. Unauthorized use or release of confidential information during or after employment with CBL is both violation of statutory obligation as well as breach of contractual obligations and the damages caused thereby shall be irreparable.

Confidential information with respect to CBL customers, prospective customers, suppliers, shareholders, employees and prospective employees acquired in the course of employment, is to be used solely for official purposes and never to be discussed with or divulged to unauthorized people. The need for confidentiality extends to everyone, including family, friends and acquaintances.

**10. Adherence to Bank Companies Act, Bangladesh Bank Policies, Order, Circulars, Rules, Regulations and Guidelines, SEC regulations, Insider Trading and Price Sensitive Disclosure**

CBL employees shall not act in any manner which may cause violation of the Bank Companies Act, 1991, Securities and Exchange Ordinance, 1969, Bangladesh Bank and Securities Exchange Commission's Policies, Order, Circulars, Rules, Regulations and Guidelines and/or any other laws applicable to CBL and shall be responsible to keep themselves updated at all times regarding any change/amendment of such ordinance/laws. CBL employees must be alert so that they don't engage themselves in insider trading (if applicable) and must be careful about price sensitive disclosure which may affect stock price.

**11. Compliance with CoC and Policies of CBL**

In the course of duties, CBL employees must be aware of and adhere to all prevailing CBL policies, processes, practices, standards, relevant legislations and regulatory requirements applicable to CBL and its employees. Each employee will be responsible to keep him/herself updated at all times on possible changes of the aforesaid mandatory norms and processes.

**12. Competition**

CBL wants fair and open competition in the market place. Under no circumstances shall an employee should cause or be part of any breach of general or special competition regulations, such as: illegal cooperation on pricing, illegal market sharing or any other behavior that is in breach of relevant laws.

**13. Gifts and Business Courtesies**

Accepting or giving a gift in a business setting can create a sense of obligation or the appearance of obligation. You, or a member of your immediate family, may not accept a gift from a contractor, vendor, consultant or similar business contact doing business with or seeking to do business with CBL. It is an offence to solicit, demand or accept for the benefit of an employee, anything of value from anyone in return for any business, service or confidential information, either before or after a transaction is discussed or completed. It is not uncommon for bankers to have social or family ties with some of those with whom they do business. Things of value exchanged between employees and family or social friends are not covered by this CoC if they are exchanged not in connection with a bank business.

Whenever any situation arises with regard to matters concerning things of value, CBL employee must make full disclosure to supervisor officially to get the decision. Supervisor may consult with Management, if necessary.

**14. Intellectual Property**

If an employee is involved with CBL's intellectual property such as trademarks, copyright, designs, know-how, methodology, concepts and ideas; he/she should be responsible to protect and administer it in the interest of CBL. An employee shall not use intellectual property of CBL without valid authority and for any purpose other than CBL's designated purposes.

**15. Personal Data Protection**

Processing of personal data (external and internal) of CBL should be subject to care and awareness, which is required according to law and regulations for information that might be sensitive. This is regardless whether the



data refer to customers, suppliers, employees or others. Processing of personal data should be to what is needed for operational purposes, efficient customer care, relevant commercial activities and administration of human resources. Information shall not be used for any purpose other than the purpose for which it is assigned or given or shared by CBL.

**16. Interaction with CBL Customers, regulatory authorities & stakeholders**

CBL employees shall deal regulatory authorities and law enforcing agencies with prompt responsiveness, open and cooperative manner. Employee may consult with line managers whenever necessary. It is also the responsibility of all employees who interact with CBL customers to be courteous, to be knowledgeable about CBL products and not to mislead the customer. CBL employees must act with integrity and professionalism and be scrupulous in proper use of CBL information, funds, equipment and facilities; exercise fairness, equity, proper courtesy, consideration and sensitivity in dealing with customers, employees and other stakeholders; and avoid real or apparent conflict of interests. Please refer to Customer Relationship Program (CRP) Manual to know in detail how to deal with customers.

**17. Harassment, discrimination and inappropriate behaviors**

CBL is committed to maintain a work environment that respects individual differences. Discrimination or harassment, direct or indirect, with regard to gender, colour, race, marital or birth status, religion, sexual orientation, age, disability, language, legitimate opinions, social and ethnic origin, will not be tolerated. CBL strongly discourages all discriminatory practices and shall do its utmost to promote equality in all employment practices.

CBL does not tolerate degrading treatments towards any CBL customer, supplier or employee, such as mental or sexual harassment or discriminatory gestures, language or physical contact that is sexual, coercive, threatening, abusive or exploitative.

Inappropriate use of company property/tools including, but not limited to, viewing or displaying sexually oriented or discriminating material, websites, sms, posters, or emails; directly or indirectly interfering with the CBL's operation of computer systems or email will be considered as inappropriate behavior. Your PC/Laptop, email or internet access must not be used to read, store or send pornographic, offensive, illegal information, chain emails or hacking activities.

**18. Transaction with customers, suppliers and colleagues**

CBL Employees are discouraged from borrowing or lending any loan from and to any customer or supplier or other employees of CBL either in monetary form or by any other means.

Employee shall be accountable for any reported issue/dispute/complaint/conflict of interest regarding his/her transaction either within or outside the bank during employment with the Bank. Employee salary account must not be used for unlawful and unethical transactions/purposes. Bank shall hold the right to monitor employee salary account and report anomalies.

**19. Interaction with Press and Media on behalf of CBL**

Press release interviews and other form of communication relating to CBL matters with press and media are to be done and given only by authorized person of CBL or with prior written approval of the Management of CBL. CBL employees receiving requests for information from reporters or other press and media representatives should refer the matter to the Chief Communication Officer (CCO). Any information given to Press and Media without due authority of the Management of CBL or in personal capacity shall neither bind CBL nor be treated as information of CBL and the employee shall be liable for any loss or consequences suffered by CBL thereof.

All information from CBL shall be reliable and correct, and maintain high professional and ethical standards. All of those who, through their work, deal with information are responsible for meeting these standards.





**20. Social Media Outlet/Network**

Social media outlets or networks (e.g., Facebook, Twitter, LinkedIn, personal websites, blogs etc.) are used by many to share insights, opinions, and information. Unless you are an officially designated CBL spokesperson, you are not authorized to speak on behalf of CBL through social media channels, regardless of whether you are using a CBL or personal device. In the course of your own personal use of these outlets, if you choose to post information related to CBL, you are personally accountable for what you post online.

**21. External Engagements**

CBL employees shall not engage in any trade or business or employment or activity, during his/her employment with CBL, without written consent from concerned divisional head subject to such engagement must not adversely affect employee's performance in CBL. CBL employees also shall not engage in any activity/affairs which may conflict, directly or indirectly, with the interest of CBL.

**22. Work Environment**

CBL employees should conduct themselves with the highest degree of integrity and professionalism in the workplace or any other location while on business and shall ensure that none of his/her action causes nuisance, disturbance and/or degrade the image, goodwill or reputation of others. Employees shall treat CBL customers, suppliers, his/her colleagues and others with due respect that you meet through his/her work.

Employees must not engage in any act or threat of violence against any customers, suppliers, colleagues and the community in general which CBL serves. Any disorderliness, riot, arson, breakage or inappropriate behavior in the workplace during the course of employment shall be treated as misconduct and subject to disciplinary action. CBL employee cannot, directly or indirectly, engage in any political activity during office hours, inside office premises or use the name of the Bank in any form. Installation of poster, banner, festoon or like communication materials in Bank premises without permission from Bank's appropriate authority is strictly prohibited.

**23. Ethical responsibility to the Bank**

The theory of social responsibility is built on a system of ethics, in which decisions and actions must be ethically validated before proceeding. Bank's goal is to do business ethically and to prevent improper business practices in the bank to sustain in the long term. Employees are expected to apply good judgment in absence of policy/procedure in a particular area. Line managers may be consulted if any confusion arises in this aspect. Employees shall keep in mind that improper business practices may expose the Bank to serious risks.

**24. Grievance**

In general, grievance is a wrong or hardship suffered, real or supposed, which forms legitimate grounds of complaint. Any employee who has grievance in respect of any matter and intends to seek redress thereof may submit his grievance to the management of the Bank in writing. Assessing the matter, the management reserves the right to take appropriate action.

**25. Personal Finance**

Employee shall manage personal finance in a disciplined manner. Bank management reserves the right to initiate appropriate action in case of employee bankruptcy and/or mismanagement of personal finance. Employee must indemnify and hold the Bank harmless from and against any credit facility availed from any bank and/or financial institution during employment with City Bank either as borrower or as guarantor.

**26. Infringement reporting**

Employees have a duty to observe this CoC and ensure that no breaches occur. Breaches require immediate attention and employees have a duty to promptly report known or suspected breaches of this CoC or any illegal activity to the Employee Relations under Human Resources.

A complaint or disclosure about an alleged breach of this CoC should be in writing and contain details about the date, time and nature of the alleged breach and include any available supporting material and/or grounds of suspicion. Anonymous reports must contain enough detailed information to permit CBL to investigate; CBL



authority will decide whether to act on any anonymous complaint based on the nature of the issue and the given details. To the extent permitted by law, CBL will take reasonable precautions to maintain the confidentiality of those individuals who report illegal activity or violations of this CoC and of those individuals involved in the alleged improper activity. Employees who report their own illegal acts or improper conduct, however, will have such self-reporting taken into account in determining the appropriate disciplinary action.

It is a violation of this CoC for employees not to report a willful violation or any illegal activity to the knowledge of the individual willfully with malafide intention. If you have a question about whether particular acts or conduct may be illegal or violate this CoC, you should contact your line manager or Employee Relations under Human Resources.

Management expressly promises that no individual will be discriminated against or suffer other reprisals for reporting in good faith violations or suspected violations, of this CoC, other relevant CBL policies and procedures.

**27. Interpretation of this CoC**

Any questions relating to this CoC should be addressed to Employee Relations under Human Resources.

**28. Changes or Waivers**

Any changes to or waivers of this CoC for CBL employees shall be proposed by HR and can only be approved by the Board of Directors and must be promptly disclosed.

**29. Confirmation**

I hereby confirm that I have read and understood CBL's CoC and agree to strictly comply with the same. I also affirm that this CoC may be revised from time to time by CBL, and I shall be obliged to keep myself updated on possible changes and comply with the changes accordingly.

Employee ID	
Name	
Signature	
Date	