



Whistleblower Policy

1. Overview

This Policy is generally intended to encourage Employees to report Misconduct in good faith, without having to fear that their voluntary action may have adverse consequences in the future. It is a key element for safeguarding the Bank's integrity & transparency and one of the tools for combating practices that might damage its activities and reputation.

- a) **Scope and applicability:** This Whistleblower Policy (the "Policy") applies to Employees (as defined hereunder) of City Bank PLC ("City Bank/ Bank"), and the Service Providers (as defined hereunder) thereof. Any incident amounting to Misconduct involving Employees of the Bank, and Service Providers thereof will be covered under this Policy.
- b) **Effective date:** This policy is effective immediately from the date of approval of the Board of Directors of City Bank and shall be effective until it is revoked expressly.

2. Definition

In this Policy, unless there is something vindictive/malicious to the subject or context:

- a) **Employees** means permanent employees, contractual employees, Interns etc. of the Bank.
- b) **Service Provider** means consultants, contractors and other service providers under contract with City Bank.
- c) **Misconduct** as defined in the Disciplinary Policy, as amended from time to time, of the Bank, including but not limited to:
 - Willful disobedience or insubordination whether alone or in combination with others to any lawful or reasonable order of a superior;
 - Theft, misappropriation, fraud, dishonesty in connection with the business or property of the Bank;
 - Taking or giving bribe in connection with own or any other employee's employment under the Bank;
 - Habitual absence without leave or absence for more than 10 (ten) days at a time without obtaining leave;
 - Habitual late attendance;
 - Habitual breach of any law or rule or regulation applicable to the Bank;
 - Disorderliness, riot, arson, vandalism, act of physical assault in the Bank's establishment;
 - Habitual negligence in work;
 - Habitual breach of any rule relating to employment, including discipline or conduct;
 - Altering, forging, wrongfully changing, damaging or causing loss to Bank's official records.
 - Breach and/or negligence of any policy/process/guideline of the bank, such as Code of Conduct (CoC), Social Media Policy, Prevention of Sexual Harassment (POSH) Policy etc.
 - any action that is or could be harmful for the reputation of City Bank at the reasonable judgment of Whistleblower

If any City Bank employee becomes aware of any of the aforementioned misconduct/incident, sexual harassment or Gender-Based Violence and Harassment (GBVH), as defined or to be defined, and as may be amended from time to time under the Bank's Prevention of Sexual Harassment (POSH) Policy, or if an affected employee reports such an incident to any of the MANCOM/EMC Member or Senior Member of any Division, they must promptly report it to the Appropriate Authority under this Policy.

- d) **Appropriate Authority** – City Bank Employees are encouraged to whistle-blow by emailing at whistle@citybankplc.com (where only Head of HR and Head of ICC shall have access) or directly to Head of HR or Managing Director and CEO and hence, the appropriate authority

for them shall be Head of HR, Head of ICC, Managing Director & CEO. In spite of the Appropriate Authority, employees can also whistle-blow as per provision no 3(b) of this policy as outlined herein below. On the other hand, Service Providers of City Bank will Whistle-blow emailing at whistle@citybankplc.com only.

- e) **Whistle-blower or Whistleblower** means a person who discloses information about alleged Misconduct that may/ had/ has occurred in the past or at present.
- f) **Whistleblowing** (Whistle-blow/ Whistle-blows/ Whistle-blown- as the case may be) means any Whistleblower, for fulfilling the purpose of this Policy, will be considered that an employee is Whistleblowing, if—
 - The employee believes on reasonable ground that the information relating to Misconduct is true; or
 - The employee may not have concrete reasonable ground to believe the truth of the information, but believes that the information may be true and is of sufficient significance to justify its disclosure so that its truth may be investigated.

3. Reporting Obligations

- a) Employees are encouraged to whistle-blow to the Appropriate Authority as defined in this policy.
- b) Employees can also whistle-blow to any of the MANCOM/EMC Member or Senior Member of any Division. In cases where resolution can be done internally, the MANCOM/EMC Member or Senior Member of any Division can resolve the matter in exercise of their authority and inform the Appropriate Authority under this policy accordingly. In cases where escalation is deemed necessary, including POSH cases, the MANCOM/EMC Member or Senior Member of any Division will be under obligation to inform the Appropriate Authority for the next course of action.
- c) If an employee Whistle-blows, the employee shall assist the audit inquiry team, official investigation, and/or investigation by police or any other law enforcing agency to find the authenticity of that information as appropriate, provided that, no Whistleblower can be forced to assist in such an inquiry which may jeopardize life or physical security or can be affected in other ways.
- d) No one may use their position to prevent others from exercising their rights or complying with their obligations under this Policy.
- e) If any risk of legal proceeding is identified from any Whistleblowing event by Appropriate Authority, it shall be referred to the Legal Division of the bank and Legal Division shall take appropriate legal measures to protect the Bank's interest.

4. Reporting Procedure

- a) An incident involving Misconduct under this Policy can be Whistle-blown either verbally or in writing to the Appropriate Authority. In case of verbal disclosure/ Whistleblowing, upon assessing the gravity of the incidence, the Appropriate Authority may require a written submission of statement from the Whistleblower which the Whistleblower shall oblige and comply.
- b) If the use of the above reporting procedures is not appropriate considering the circumstances or nature of the incidents (for instance, if there is a conflict of interest or a risk of reprisals, the intended recipient of the report is personally implicated in the incidents to be reported, or the Appropriate Authority initially alerted fails to take appropriate action), the Employee/ Whistle-blower shall verbally/ orally Whistle-blow directly to the Managing Director & CEO of City Bank.

- c) In the event of any incident to be reported against any persons holding post of Deputy Managing Director or Additional Managing Director, Whistleblower may report the matter either to Head of HR or to Managing Director & CEO directly. In case the allegation is against Managing Director & CEO, the matter needs to be reported to Head of HR, who shall take the matter further to the Board of Directors for decision/action.
- d) In case of Whistle-blowing to the Appropriate Authority, whether verbally or in writing, such whistle is encouraged to be blown within 30 (thirty) days of the incident noticed by the whistle-blower.
- e) The Policy does not require Employees to escalate incidents related to their job role, remuneration or responsibility related activity. Any issues related to the roles and responsibilities of the staff member are to be discussed with line manager and/or Human Resources Division.

5. Inquiry by Appropriate Authority

- a) If any Whistleblower Whistle-blows to the Appropriate Authority, the Appropriate Authority and/ or its representative shall take initiative to inquire into the matter.
- b) If any information related to Misconduct is disclosed or sent to the Appropriate Authority, such authority can inquire into the matters by itself or through any other competent authority (e.g. Grievance Committee, etc.).
- c) While conducting inquiry under sub-clause (b), the Appropriate Authority can collect, if necessary, relevant information and data from the Whistleblower.
- d) During or after the inquiry, if is found that -
 - i. the real occurrence or allegation is of trivial nature, vindictive/malicious and baseless;
 - or
 - ii. there is no reasonable ground or element to conduct inquiry or carry out disciplinary procedures— then the competent authority shall stop the proceedings undertaken at once.
- e) If the Appropriate Authority finds out during or after the inquiry that there is sufficient evidence of Misconduct in the Whistleblowing event, it shall take appropriate measures pursuant to Disciplinary Policy of City Bank or take any other measure as instructed by MD & CEO/ Board of Directors of City Bank (as appropriate).
- f) If the matter is inquired by any other competent authority under sub-clause (b), such authority shall send its report to the Appropriate Authority and the Appropriate Authority shall take a decision as per sub clause (d) or (e) hereinabove.

6. Protection for Whistleblower

- a) Any employee who Whistle-blows to the Appropriate Authority without any malicious intent and in compliance with the provisions of this Policy, shall be protected against any acts of retaliation.
- b) The protection of a Whistleblower shall be guaranteed firstly by maintaining absolute confidentiality in regards to the identity. This means that their name will not be revealed, unless the Whistleblower formally authorizes the disclosure of own identity or is required by law, particularly if it is essential to ensure that the right of the persons implicated to be given a fair hearing is upheld. In such a case, City Bank shall be required to notify the Whistleblower before revealing identity.
- c) Notwithstanding anything contained hereinabove, if it is proved that, the Whistleblower intentionally disclosed false and baseless information then the Appropriate Authority can reveal the identity of the Whistleblower and for disclosing false and baseless information

and it can take appropriate actions against the employee pursuant to Disciplinary Policy of City Bank.

- d) Any form of retaliation undertaken by an employee against any person for Whistleblowing is prohibited and considered to be a breach of the Employee Code of Conduct triggering disciplinary actions pursuant to Disciplinary Policy of City Bank.
- e) Where Employees consider that they have been the victim of retaliation for Whistleblowing or have good reason to believe or fear that they are exposed to a risk of retaliation as a result of Whistleblowing, they can complain directly to Grievance Committee of City Bank and request for adoption of necessary protective measures.
- f) Bank is committed to prioritizing the aggrieved/affected employees' rights, safety, and well-being, ensuring they are treated with compassion, dignity and respect, regardless of their background or circumstances.
- g) Bank will ensure the physical safety and mental well-being of the aggrieved/affected employee(s) with the highest priority.
- h) Bank will also take measures to prevent further harm by providing necessary support in its own discretion or as may be requested by the aggrieved/affected employee(s).

7. Rights of Persons Implicated

- a) Any Employee implicated by alleged Misconduct through Whistleblowing shall be notified of the allegations made against them in due course by the Appropriate Authority or its representative, provided that, such notification does not impede the investigation process.
- b) In any event, findings referring to an employee specifically by name may not be made upon the completion of the above-mentioned procedure, unless that person has had the opportunity to put forward their comments in keeping with the principle of respect for the right to be given a fair hearing, as detailed in the Disciplinary Policy of City Bank.

8. Communication of this Policy to the Stakeholders

A copy of this policy shall be published in the Bank's intranet (<http://click.thecitybank.com/>) for the information of all the employees as well as in the webpage (<https://www.citybankplc.com>) for benefit and information of employees and service providers of City Bank.

9. Amendment & Exception

Any exception to this policy shall require approval from Managing Director & CEO of City Bank. Changes or amendments can be brought to this policy from time to time. The amendments are needed to be approved by Managing Director & CEO of City Bank on the basis of the recommendation from the Head of HR, Head of ICC and Chief Legal Officer of City Bank. In case any substantial/ significant changes are needed to be brought to this policy then the amendment shall be placed to Board of Directors of City Bank for approval.

Version	Date	Author(s)/ Function	Approved by	Nature of Changes
1.0	April, 2013	ICC	Board	As per memo
2.0	July, 2022	HR	Board	As per memo
3.0	April, 2025	HR	Board	As per memo