

# CODE OF ETHICS

FOR CITY NATIONAL CORPORATION (TICKER SYMBOL: CYN)

FOR SENIOR FINANCIAL OFFICERS

## **GENERAL PHILOSOPHY**

The honesty, integrity and sound judgement of the City National Corporation and City National Bank (collectively the "Corporation") Senior Financial Officers is fundamental to our reputation and success. While all directors, officers and employees are at all times required to adhere to the Corporation's Code of Conduct, the professional and ethical conduct of the Senior Financial Officers is essential to the proper functioning and success of City National.

## **APPLICABILITY**

This Code of Ethics shall apply to the Corporation's Senior Financial Officers. "Senior Financial Officers" shall include the principal executive officer, the principal financial officer, the assistant chief financial officer, the principal accounting officer, and controller, or persons performing similar functions, including the Corporation's Chief Executive Officer, Chief Financial Officer, Chief Accounting Officer, Controller, and Assistant Chief Financial Officer. In the event of the change of an officer's title or designation as a principal officer, or the addition of an officer to the foregoing definition, any officer performing a similar function shall be included within the scope of this Code.

## **STANDARDS OF CONDUCT**

To the best of their knowledge and ability, the senior financial officers shall:

- act with honesty and integrity, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- provide full, fair, accurate, timely, and understandable disclosure in reports and documents that the Corporation files with, or submits to, the Securities and Exchange Commission ("SEC") and in other public communications made by the Corporation;
- comply with applicable governmental laws, rules and regulations;
- promote the prompt internal reporting of violations of this Code of Ethics to the chair of the Audit Committee of the board of directors and to the appropriate person or persons identified in the Corporation's Code of Conduct;
- respect the confidentiality of information acquired in the course of employment;
- maintain the skills necessary and relevant to the Corporation's needs;
- refrain from any inappropriate or undue influence of any kind in all dealings with independent auditors, and avoid any actual or apparent conflicts with analysts;
- promote, as appropriate, contact by colleagues of the Corporation with the appropriate persons under the Corporation's Special Procedures for Complaints regarding any colleague concerns regarding questionable activity relating to accounting, accounting controls, internal controls, disclosure

controls or auditing matters, and other related business conduct, including contact with the Chair of the Audit Committee of the Board of Directors, without fear of retaliation; and

- proactively promote ethical and honest behavior within the Corporation and its consolidated subsidiaries.

All Senior Financial Officers are expected to adhere to both the Corporation's Code of Conduct and this Code of Ethics. Any violation of this Code of Ethics will be subject to appropriate discipline, up to and including dismissal from the Corporation and prosecution under the law.

The Board of Directors shall have sole and absolute discretionary authority to approve any deviation or waiver from this Code of Ethics for Senior Financial Officers. Any change in or waiver from and the grounds for such change or waiver of this Code of Ethics for Senior Financial Officers shall be promptly disclosed through either a filing with the SEC on Form 8-K, or as otherwise determined appropriate, or required by law or regulation.