



**ORANGE**  
— **& CO.**

**Section E**  
**Ethics, Compliance & Legal Protocols**

Code of Conduct Protocol

Confidentiality & Non-Disclosure Protocol

Conflict of Interest & Anti-Bribery Protocol

## D-01. Code of Conduct Protocol

To define the ethical principles, behavioral expectations, and professional values that guide every Orange & Co. boutique employee. The Code ensures that all staff uphold the brand's reputation for elegance, integrity, and excellence in every action and interaction.

**Scope:** Applies to all Orange & Co. employees — **Customer Advisors, Boutique Supervisors, Boutique Managers, and Support Personnel.** It applies both **inside and outside** the workplace whenever an employee represents the brand.

### 1) Guiding Principles

1. **Integrity:** Always act honestly, ethically, and in the best interest of the company and its customers.
2. **Respect:** Treat every colleague, customer, and supplier with dignity and courtesy.
3. **Confidentiality:** Protect all company, customer, and colleague information from unauthorized disclosure.
4. **Professionalism:** Demonstrate refinement, discipline, and self-control in every situation.
5. **Excellence:** Strive for the highest standards of quality, service, and personal conduct at all times.

### 2) Core Behavioral Standards

- |    |                         |
|----|-------------------------|
| 1. | Customer Relations      |
| 2. | Teamwork                |
| 3. | Integrity & Honesty     |
| 4. | Confidentiality         |
| 5. | Appearance & Grooming   |
| 6. | Use of Company Property |
| 7. | Digital Conduct         |
| 8. | Conflict of Interest    |
| 9. | Health & Safety         |

Area	Expected Conduct	Not Permitted
Customer Relations	Welcome and assist customers warmly, honestly, and attentively.	Rude tone, arguments, ignoring customers, or pressuring sales.
Teamwork	Support and respect colleagues, share responsibility, and communicate openly.	Gossip, discrimination, or creating division.
Integrity & Honesty	Record all transactions accurately; report any irregularity immediately.	Manipulating sales, hiding errors, or taking personal advantage.
Confidentiality	Keep customer, company, and supplier information private.	Sharing data, screenshots, or private info externally.
Appearance & Grooming	Maintain neat, modest, and brand-consistent look per D-32.	Untidy uniform, strong perfume, or unapproved accessories.
Use of Company Property	Handle all equipment, products, and cash with care and accountability.	Personal use of stock, unapproved samples, or equipment damage.
Digital Conduct	Use internal systems and devices responsibly.	Viewing inappropriate content, personal social media during shift.
Conflict of Interest	Declare any outside activity that may conflict with company interests.	Working with competitors, receiving gifts from suppliers.
Health & Safety	Follow all hygiene and emergency procedures.	Reckless acts that risk safety or cleanliness.

### 3) Ethical Principles

#### 3.1 Integrity in Service

- Always represent the brand truthfully — no false claims, exaggerations, or misleading information.
- Never accept or request personal tips or incentives from customers.
- Report any gift or favor offered by suppliers or partners to the Boutique Manager immediately.

### 3.2 Responsibility in Communication

- Use brand-approved language and tone (per D-33 Communication Protocol).
- Avoid gossip, rumor-spreading, or personal conflicts through company channels.
- Refrain from posting or commenting about Orange & Co. business on personal social media.

### 3.3 Respect & Inclusion

- Value cultural, religious, and personal diversity.
- No harassment, bullying, or intimidation of any kind.
- Support a harmonious, inclusive environment for all.

### 3.4 Accountability

- Each employee is personally responsible for:
  - Their actions and performance.
  - Protecting company assets and image.
  - Reporting violations immediately.

## 4) Use of Company Assets

Employees must:

- Use boutique equipment, cash drawers, devices, and supplies only for business purposes.
- Handle POS, tablets, or displays with care and cleanliness.
- Not remove stock, testers, or promotional items without written approval.
- Ensure that all physical and digital assets remain within boutique premises unless authorized.

## 5) Social Media & Public Conduct

- Employees must not post, comment, or share content that could harm the brand's image.
- Private opinions or debates must never reference Orange & Co. directly or indirectly.
- Any participation in media interviews, influencer features, or brand collaborations requires **HO Marketing** approval.
- Represent the brand with class — online and offline.

## 6) Anti-Harassment & Equality Commitment

Orange & Co. maintains **zero tolerance** toward:

- Harassment (verbal, physical, or digital)
- Discrimination (gender, age, appearance, religion, or social status)
- Retaliation against anyone who reports misconduct

Every employee has the right to work in a safe and respectful environment.

### Reporting Procedure

1. Report incident to **Boutique Manager** or directly to **HO HR** (confidential).
2. HR investigates within 24 hours.

3. Corrective or disciplinary measures implemented as per D-35.

## 7) Confidential Information & Data Protection

- All business and customer information is the company's property.
- Never share product prices, supplier data, or internal documents externally.
- Destroy printed sensitive documents securely after use.
- Protect POS passwords and Zoho credentials — never share with colleagues.

## 8) Gifts, Favors, and Personal Benefits

- Employees must not accept gifts, commissions, or favors that may influence decisions.
- Small symbolic gestures (e.g., thank-you chocolate) are acceptable if disclosed.
- Any offer beyond symbolic value must be declared in writing to the Boutique Manager or HR.

## 9) Violations & Consequences

Any violation of this Code will result in disciplinary action under **D-35 Disciplinary & Corrective Action Protocol**, up to and including termination.

Severity of action depends on:

- Nature of violation
- Intent and impact
- Past record of the employee

## 10) Reporting Misconduct

- Employees are **obligated** to report observed violations (theft, falsification, harassment, etc.) immediately.
- Reports can be made anonymously through HR email or sealed letter to management.
- Whistleblowers are protected from retaliation.

## 11) Employee Acknowledgment

All employees must:

1. Read and understand this Code of Conduct.
2. Sign the **Code of Conduct Acknowledgment Form** during onboarding.
3. Renew acknowledgment annually or when updated.

No employee may claim ignorance of the Code.

## D-02. Confidentiality & Non-Disclosure

### Protocol

To safeguard all confidential, financial, operational, and customer information belonging to Orange & Co., ensuring employees handle company data with absolute discretion and professionalism in line with the brand's trust-based values.

**Scope:** Applies to all Orange & Co. employees, including **Customer Advisors**, **Boutique Supervisors**, **Boutique Managers**, and any temporary or outsourced staff who access company, customer, or supplier information. Oversight by **Boutique Manager** and **HO HR + IT + Finance**.

#### 1) Guiding Principles

1. **Trust is Core:** Confidentiality is a cornerstone of luxury service and brand credibility.
2. **Need-to-Know Basis:** Information should only be accessed or shared when required for official duties.
3. **Protection:** All forms of data — spoken, written, digital, or visual — must be protected equally.
4. **Accountability:** Each employee is personally responsible for safeguarding information under their control.

#### 2) Definition of Confidential Information

Confidential information includes, but is not limited to:

- **Business Information:** pricing, profit margins, supplier contracts, purchase orders, or strategies.
- **Customer Information:** names, contacts, preferences, purchase history, or loyalty records.
- **Financial Information:** treasury data, cash handling reports, sales summaries, or budgets.
- **Employee Information:** salaries, attendance, disciplinary or performance files.
- **Brand Information:** visual concepts, designs, packaging, upcoming campaigns, or product assortments.
- **System Access:** Zoho Books, Inventory, POS, HR portals, passwords, or any credentials.

#### 3) Employee Obligations

Employees must:

1. **Not disclose** any confidential information to outsiders, including family, friends, or customers.
2. **Not discuss** sensitive matters in public or customer-facing areas.

3. **Use company data** only for legitimate work purposes.
4. **Keep passwords** private and change them when requested.
5. **Return or delete** any company data immediately upon resignation or transfer.
6. **Report** suspected data leaks or unauthorized access to the Boutique Manager and HO HR within 24 hours.

#### 4) Acceptable & Unacceptable Practices

Category	Allowed	Prohibited
Customer Information	Using data to follow up on a confirmed order or feedback	Saving customer contacts on personal phone or sharing with others
Financial Reports	Reviewing boutique sales with Manager for reporting	Sharing screenshots or totals via WhatsApp or social media
Brand Materials	Accessing approved brand photos for training	Posting unreleased products or designs online
System Access	Using assigned login only during shift	Sharing credentials or logging in on unauthorized devices
Internal Documents	Sharing within HO upon request	Forwarding to personal email or printing without reason

#### 5) Communication of Confidential Information

When confidential data must be shared:

- Use **official company channels only** (Zoho, company email, secured drive).
- Mark all files clearly as “*Confidential – Orange & Co.*”
- Never transmit financial or customer information through personal accounts or public platforms.
- Boutique Supervisors ensure printed reports are collected and stored after use.

#### 6) Physical & Digital Data Protection

Area	Requirement
Documents	Keep in locked cabinet or Manager’s office. Dispose of via shredding or HR-approved destruction.
POS / Zoho Access	Auto-logout after shift. Never leave screens open unattended.
Devices	Tablets, laptops, and phones are company property; personal use prohibited during work hours.
Passwords	Must contain at least 8 characters with letters + numbers; updated every 90 days.
Cloud / Drives	Use only official Orange & Co. drive folders with access control.

## 7) Conversations & Behavior

- Avoid discussing any business topic in cafés, public areas, or elevators.
- Never mention customers or suppliers by name outside boutique operations.
- For team meetings, ensure private environment and minimize exposure of paperwork.
- HR and Managers must conduct confidential talks in closed offices or via secure call.

## 8) Handling Confidential Breaches

### Examples of Breach:

- Sending company documents to a personal email.
- Sharing product images before launch.
- Revealing customer data to external party.
- Discussing financial figures publicly.

### Response Procedure:

1. Report immediately to **Boutique Manager** or HR.
2. HR investigates and collects evidence.
3. Employee may be suspended pending review.
4. Disciplinary action applied as per **D-35 Disciplinary & Corrective Action Protocol**.
5. If intentional or causing loss, the company may pursue legal action.

## 9) Non-Disclosure Agreement (NDA)

- Every employee must sign the **Orange & Co. NDA Form** during onboarding.
- The NDA remains valid **during employment and for 2 years after** separation.
- Breach after leaving the company is legally enforceable.

## 10) Handling of External Requests

If approached by journalists, influencers, or suppliers for information:

- Do **not** respond directly.
- Refer all inquiries to **HO Marketing** or **HO Communications**.
- Say politely:

“I’m not authorized to discuss this, but I’ll connect you with our Head Office Communications Team.”

## 11) Confidential Disposal & Exit Process

Upon resignation, transfer, or contract end, employees must:

- Return all devices, reports, and keys.
- Delete all company files from personal drives or phones.
- Sign the **Data Return & Confidentiality Compliance Form** confirming no data retained.
- HR verifies completion before final clearance.



## 12) Training & Awareness

- All staff receive **Confidentiality Training** during onboarding and annual refreshers.
- HR issues reminders about safe data practices quarterly.
- Random compliance audits by HO IT and Finance.

## 13) Violations & Consequences

Severity	Example	Action
Minor	Unintentionally discussing internal matters in public	Verbal or written warning
Moderate	Sharing customer contact without consent	Formal warning + retraining
Severe	Leaking financial reports or photos of unreleased products	Immediate termination + legal review

## 14) End-of-Month Checklist (Supervisor / Manager)

- All reports and printed documents securely stored.
- System access logs reviewed; no unauthorized users.
- Staff reminded of confidentiality standards.
- Any data-related incidents reported to HO HR & IT.

## E-03. Conflict of Interest & Anti-Bribery

### Protocol

To prevent situations where personal interests, relationships, or external influence could compromise Orange & Co.'s impartiality, integrity, or brand reputation; and to prohibit any form of bribery, favoritism, or unethical advantage in all business dealings.

**Scope:** Applies to every Orange & Co. employee, manager, and representative—including boutique, warehouse, and head-office staff—who engages with customers, suppliers, partners, or government entities.

#### 1) Guiding Principles

Principle	Description
Integrity First	All decisions must serve Orange & Co.'s best interest—never personal gain.
Transparency	Disclose any relationship, gift, or circumstance that could influence judgment.
Zero Tolerance for Bribery	Offering, giving, requesting, or accepting bribes in any form is strictly prohibited.
Fair Competition	All suppliers, service providers, and partners are treated equally.
Accountability	Employees are responsible for reporting potential conflicts or unethical acts.

#### 2) Definition of Conflict of Interest

A **Conflict of Interest (COI)** arises when an employee's personal, financial, or family interest may affect—or appear to affect—their ability to perform duties objectively.

**Examples include:**

- Conducting business with a company owned by a family member.
- Favoring a supplier or customer due to friendship or gifts.
- Holding a side business that competes with Orange & Co.
- Using company information for personal benefit.
- Hiring or recommending relatives without disclosure.

#### 3) Employee Obligations

Employees must:

1. **Disclose** any real or potential conflict immediately using the *Conflict of Interest Declaration Form*.
2. **Avoid** any transaction where a personal benefit could arise.
3. **Refrain** from participating in decision-making where conflict exists.
4. **Obtain written approval** from HO HR / Finance before engaging in outside employment or vendor relations.
5. **Report** observed unethical behavior or favoritism to HO HR in confidence.

## 4) Gift & Hospitality Rules

Category	Policy	Action
Symbolic Gifts (e.g., promotional pen, chocolates < 50 LYD value)	Acceptable if occasional and declared to Manager	Declare within 24 hrs
Business Meals / Invitations	Allowed only for legitimate business; must be modest and pre-approved	Manager + HO Finance approval
Cash / Vouchers / Expensive Items	Never allowed under any circumstance	Decline politely; report immediately
Gifts to Customers	Only under approved marketing or VIP program	Must follow C-19 Sales & Discounts Protocol

All gifts above 50 LYD (or €10 equivalent) require written disclosure on the *Gift Declaration Form*.

## 5) Anti-Bribery Policy

### 5.1 Prohibited Acts

- Offering, promising, or giving money or favor to secure advantage.
- Accepting cash, goods, or personal benefits from suppliers, customers, or agencies.
- Requesting favors, discounts, or special treatment using company position.
- “Facilitation Payments” (small unofficial fees) to speed up a process—strictly forbidden.

### 5.2 Third-Party Dealings

- Suppliers, logistics partners, and contractors must comply with Orange & Co.’s ethical policy.
- Any suspicion of bribery or unethical practice must be reported immediately to **HO Legal & Compliance**.

## 6) Disclosure & Approval Process

Step	Action	Responsible
1	Employee identifies potential conflict or gift offer	Employee

2	Complete "Conflict / Gift Declaration Form"	Employee
3	Submit to Boutique Manager → HO HR	Manager
4	HO HR and Finance review and decide	HO HR / Finance
5	Decision logged and file retained in HR Records	HR Administrator

## 7) Reporting Suspected Violations

- Reports can be made confidentially by e-mail (hr@orangeandco.ly) or sealed letter.
- Whistleblowers are protected from retaliation.
- All investigations are handled discreetly by HO HR and Legal.

## 8) Consequences of Violation

Severity	Example	Action
Minor	Failure to disclose symbolic gift	Written warning + training
Moderate	Accepting non-cash gift > value limit	Final warning + deduction or suspension
Severe	Bribery, kickbacks, or fraudulent favoritism	Immediate termination + legal referral

## 9) Record Keeping & Audit

- All declarations, approvals, and reports are stored in **Zoho → Compliance Records → COI & Gifts**.
- HO Finance conducts semi-annual audits of gift and supplier relations.
- Boutique Managers must review staff declarations quarterly.

## 10) Training & Awareness

- Anti-Bribery and Ethics Training mandatory for all staff during onboarding and annual refreshers.
- Boutique Managers receive additional compliance training on supplier and vendor management.

## 11) End-of-Month Checklist (Boutique Manager)

- All staff reminded of gift and COI rules.
- New declarations (if any) submitted to HR.
- No unreported supplier offers or gifts.
- Supplier relationship review completed.