1. New Anti-Corruption Laws in South America
Corruption in the world

Source: Transparency International – Corruption Perception Index 2017

Country-Specific Anti-Corruption Compliance Guidelines in Latin America

- **Mexico**
  - National Anti-Corruption System
  - Integrity Policies (2017)

- **Argentina**
  - Law 27.401
  - Integrity Programs (2018)

- **Chile**
  - Law 20392
  - Prevention Models (2009)

- **Colombia**
  - Law 1778
  - Anti-Corruption Compliance Guidelines (2016)

- **Peru**
  - Law 30424
  - Prevention Model Elements (2018)

- **Brazil**
  - Decree 8.420/2015
  - Integrity Program Guidance for Private Companies (2015)

Global Anti-Corruption Compliance Timeline: Emergence of Latin American compliance standards

- FCPA (Dec. 1977)
- Caremark Decision (Sept. 1996)
- Expansion of FCPA (DD3 Liability) (Nov. 1998)
- OAS Convention (Mar. 1997)
- Sarbanes Oxley Act (Jul. 2002)
- UN Convention Against Corruption (Dec. 2005)
- Stone v. Ritter Decision (Nov. 2006)
- Siemens Settlement (Dec. 2008)
- DOJ FCPA Unit (Nov. 2009)
- OECD Guidelines (Feb. 2010)
- UK Bribery Act (Apr. 2010)
- SEC Whistleblower Bounty Program (Jul. 2010)
- FBI International Corruption Squads (Mar. 2015)
- Brazil Integrity Program Guidance for Private Companies (Sept. 2015)
- Yates Memo (Sept. 2015)
- DOJ Compliance Counsel (Nov. 2015)
- DOJ FCPA Unit Size Increased 50% (Jan. 2016)
- FCPA Compliance Program Guidance (Mar. 2017)
- Amendments to FCPA (Change of mens rea) (Aug. 1988)
- OECD Anti-Bribery Convention (Feb. 1999)
Convergence of Anti-Corruption Compliance Standards in the Americas

<table>
<thead>
<tr>
<th></th>
<th>Brazil</th>
<th>Panama</th>
<th>Argentina</th>
<th>Mexico</th>
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<tr>
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<td>Anti-Corruption Training for Employees/Agents</td>
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<td>Internal Reporting Mechanisms</td>
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<td>Consequences for Violations</td>
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Emerging Differences in Anti-Corruption Compliance Standards in the Americas

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<th></th>
<th>Brazil</th>
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<th>Argentina</th>
<th>Mexico</th>
<th>Colombia</th>
<th>Peru</th>
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<tr>
<td>Specific M&amp;A policy</td>
<td></td>
<td></td>
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<td>Regular Updates of Compliance Programs</td>
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<tr>
<td>Due Diligence for Hiring</td>
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<tr>
<td>Incorporation of Compliance into Promotion</td>
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<td>X</td>
<td>X</td>
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<td>X</td>
</tr>
</tbody>
</table>

1.1 Brazil
Key features
- Covers not only corruption
- Harsh sanctions
- Strict liability
- Joint liability
- Successor liability
- Liability for acts of third parties
- Credit for compliance program and cooperation

<table>
<thead>
<tr>
<th>Administrative</th>
<th>Judicial</th>
</tr>
</thead>
<tbody>
<tr>
<td>&gt; Fine of 0.1% to 20% of the gross revenue of the previous year</td>
<td></td>
</tr>
<tr>
<td>&gt; Rs 6,000 to Rs 60,000,000 (if not possible to use gross revenue criteria)</td>
<td></td>
</tr>
<tr>
<td>&gt; Fines shall never be lower than the advantage obtained</td>
<td></td>
</tr>
<tr>
<td>&gt; Publication of the condemnatory decision</td>
<td></td>
</tr>
<tr>
<td>&gt; Prohibition to receive incentives and public financing from 1 to 5 years</td>
<td></td>
</tr>
<tr>
<td>&gt; Seizure and confiscation of assets and gains</td>
<td></td>
</tr>
<tr>
<td>&gt; Partial suspension or interdiction of its activities</td>
<td></td>
</tr>
<tr>
<td>&gt; Compulsory dissolution of the legal entity</td>
<td></td>
</tr>
</tbody>
</table>

1.2 Argentina

Key features
- Similar to Brazil’s Clean Companies Act in many aspects
- Covers not only corruption
- Harsh sanctions
- Specific compliance requirements
- Sanctions can be exempt if the company: i) self-reports; ii) has a compliance program before the facts; and iii) returns the undue benefit
### FCPA x Argentine’s Law 27,401 x Brazil Clean Companies Act

<table>
<thead>
<tr>
<th>Bribery of foreign officials</th>
<th>Criminal and Civil</th>
<th>Criminal, Civil and Administrative</th>
<th>Civil and Administrative</th>
</tr>
</thead>
<tbody>
<tr>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
</tr>
<tr>
<td>Escalation for bribe victims</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
</tr>
<tr>
<td>Bribery of local officials</td>
<td>No, but can be treated as under the FCPA and UKBA</td>
<td>Yes</td>
<td>No</td>
</tr>
<tr>
<td>Non-compensation</td>
<td>Only if planned on criminal or money laundering regulations</td>
<td>Yes</td>
<td>No</td>
</tr>
<tr>
<td>Other prohibited acts</td>
<td>No, but can be treated as under the FCPA and UKBA</td>
<td>Yes</td>
<td>No</td>
</tr>
<tr>
<td>Corporations convicted</td>
<td>No, but can be treated as under the FCPA and UKBA</td>
<td>Yes</td>
<td>No</td>
</tr>
<tr>
<td>Other corporate crimes</td>
<td>Yes</td>
<td>Yes, but more limited than the FCPA</td>
<td>No</td>
</tr>
<tr>
<td>Corporate fines</td>
<td>Yes</td>
<td>Yes</td>
<td>No</td>
</tr>
<tr>
<td>Corporate strict liability</td>
<td>No, under the accounting provisions</td>
<td>Yes</td>
<td>Yes</td>
</tr>
<tr>
<td>Credit for compliance programs</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes (amount determined according to Decree 8.420/2015)</td>
</tr>
<tr>
<td>Credit for self-disclosure</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes (pending approval of Presidential Decree 703/2015)</td>
</tr>
</tbody>
</table>

### 1.3 Colombia

Colombia’s Law 1778 (2016) ("Transnational Bribery Act")

- Creates corporate administrative liability for foreign bribery.
- Establishes credit for companies with adequate anti-corruption compliance programs.
- Applies to Colombian companies, including the Colombian subsidiaries of non-Colombian companies registered to do business in the country.
- Companies can be sanctioned with monetary penalties up to approximately US$5 million and debarment from contracting with the Colombian government for up to twenty years.
- Individuals can face criminal liability, including between 9 and 15 years imprisonment and considerable fines.
- Same level of penalties for domestic bribery, but only after a criminal conviction against a legal representative or director of the company has already been secured.
Colombia’s Law 1778 (2016) (“Transnational Bribery Act”)
- Enforcement agency is Superintendencia de Sociedades.
- More than 10 companies currently under investigation.
- One company fined $1.8M for bribes in Ecuador; another company fined $50,000 for failure to cooperate and case referred to local prosecutors.
- Companies can reduce or avoid penalties when they self-report.
- To be eligible to receive no penalty, companies must meet two conditions (if these conditions are not met, penalties can still be mitigated up to 50% when offenses are disclosed after their performance):
  1. They must come forward before Supersociiedades initiates its own investigation;
  2. They must come forward before the contract at issue in the bribery has been performed.

1.4 Mexico

Mexico National Anti-Corruption System (2016)
Bolsters liability:
- For public officials: Establishes suspension, dismissal, and economic sanctions for “serious administrative offenses,” including bribery, embezzlement, misuse of public resources, and collusion.
- For individuals: Mexican and non-Mexican individuals will be liable for “serious administrative offenses,” such as bribery, collusion in public bid procedures, influence peddling, wrongful use of public resources, and wrongful recruitment of ex-public servants.
- For companies: Corporate entities will be liable for “serious administrative offenses,” including bribery, collusion in public bid procedures, influence peddling, wrongful use of public resources, and wrongful recruitment of ex-public servants; includes acts of third parties.
- Company Sanctions: Up to twice the amount of the benefit or, if no monetary benefit, up to approximately US$6 million; debarment of up to ten years from public contracting; suspension of activities up to three years; or, dissolution.
Mexico National Anti-Corruption System (2016)

- **Compliance**: Provides mitigation for companies with compliance programs in place, with some unique features.
- **Leniency**: Individuals and companies can reduce penalties when self-reporting conduct and cooperating with authorities.

Implements structural changes:
- Coordination of anti-corruption and other controls bodies at all levels of Mexican government: federal, state, municipal.
- Gives federal government audit authority over federal funds allocated to the states.
- Creates an expectation that states will establish their own anti-corruption systems and anti-corruption prosecutors, and has monitoring mechanisms in place to highlight when they fail to do so.

1.5 Chile

Key Features-Domestic Bribery (Private to Public)

- Any person who offers or agrees to offer an economic benefit to a public official who performs any of the abovementioned actions is also punished under criminal law
- Definition of public official-anyone who holds “position or public duty” including “state dependent” Broad Application
- Penalties-dissolution of company; profit disgorgement and forfeiture of assets
- GTE limitation
Key Features - Foreign Public Officials

- Offense to “offer, promise or give” for purposes of “obtaining or retaining business or unfair advantage”
- Definition of public official: (a) holds a parliamentary, administrative or judicial position; (b) performs public duties or functions for a foreign state, in a public entity or a state-owned company; or (c) is an official or agent of a public international organization
- Penalties: 5 years jail or one or 2X the benefit
- GTE limitation
- Facilitation Payments exempted but “would likely be considered domestic bribery”

Compliance Programs

- Value of a compliance program written into statute “may serve to eliminate or mitigate criminal liability”
- Absence of compliance program seen as crime
- Risk Assessment;
- Policies, procedures and control to allow execution of task “in a manner which prevents perpetration of crimes”
- Identification by management and audit procedures of “financial resources that allow the entity to prevent their use in crimes”
- Discipline, incentive and internal reporting to prevent crime

1.6 Peru
Key Features—Definition of Bribery

Distinguishes between passive bribery and active bribery.

- Passive bribery is the act of requesting, accepting or receiving donations, promises or any type of advantages performed by a public official, to carry out or omit an act in violation of his or her obligations, or without violating his obligations. This constitutes a crime that will be sanctioned with imprisonment, as well as disqualification from future public service.

- Active bribery is the act of offering, giving or promising to a public official a donation, promise, benefit or advantage, to persuade him or her to perform or omit acts in violation of his or her obligations, or without violating them.

Source: Baker & McKenzie Global Compliance News

Key Features—Foreign Public Officials

- Definition of public official: (a) holds an office; (b) works for government; (c) is an official or agent of a public international organization; (d) military official or police; (e) one who has contractual relationship with government; or (f) who performs functions in name of state.

- Exemption for GTE

Source: Baker & McKenzie Global Compliance News

Key Features—Penalties

- For Companies:
  a) 2 to 6 times benefit obtained or expected
  b) Business license suspension
  c) Business license revocation

- For Individuals:
  - Penalties: 5 years jail or one or 2X the benefit
  a) For Private Citizens: Up to 8 years imprisonment
  b) For Public Officials: up to 15 years imprisonment

Source: Baker & McKenzie Global Compliance News
Compliance Programs

- It must also include, at a minimum, the following elements (with an exception for small enterprises):
  - A person (or body) in charge of prevention, appointed by the highest administrative body of the legal entity and able to exercise this function autonomously;
  - Identification, evaluation, and mitigation of risks related to the offenses covered by this law;
  - Reporting procedures;
  - Dissemination and periodic training; and
  - Continuous evaluation and monitoring of the prevention model.

### US - Chile – Peru Anti-Corruption Laws

<table>
<thead>
<tr>
<th></th>
<th>US FCPA</th>
<th>Chilean Criminal Code, Articles 248 to 251</th>
<th>Peruvian Criminal Code – Legislative Decree N° 635. Articles 393 to 398</th>
</tr>
</thead>
<tbody>
<tr>
<td>Enforcement Authority</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
</tr>
<tr>
<td>History of foreign officials</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
</tr>
<tr>
<td>History of local officials</td>
<td>No</td>
<td>Yes</td>
<td>Yes</td>
</tr>
<tr>
<td>False entry to prove</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
</tr>
<tr>
<td>Banking and Records</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
</tr>
<tr>
<td>Other prohibited acts</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
</tr>
<tr>
<td>Credit for compliance programs</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
</tr>
<tr>
<td>Credit for self-disclosure / cooperation</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
</tr>
</tbody>
</table>

#### Bribery of foreign officials
- Yes
- Yes
- Yes

#### Bribery of local officials
- No
- Yes
- Yes

#### Extraterritorial reach
- Yes
- Yes, but not as broad as under the FCPA
- Yes, but not as broad as under the FCPA

#### Books and Records
- Yes
- Yes
- Yes

#### Other prohibited acts
- No
- Yes
- Yes

### Fines and Penalties

#### Anti-bribery violation: up to US$ 2 million per violation
- (Accounting violation: up to US$ 25 million per violation. Twice the benefit obtained or sought)

#### Corporate dissolution, profit disgorgement, forfeiture and payment of 1 to 2 times the undue benefit obtained.
- 2 to 6 times benefit obtained or expected. Corporate dissolution or termination. Up to 10 years of imprisonment; 15 years for government officials accepting bribes.

#### Credit for compliance programs
- Yes
- Yes
- (ISO 37001 is "recommended"

#### Credit for self-disclosure / cooperation
- Yes
- Yes

### 2. Tropicalizing Your Compliance Program
2.1. Key differences between North American / US compliance program and one in Latin America

<table>
<thead>
<tr>
<th>Training</th>
<th>M&amp;A Due Diligence</th>
</tr>
</thead>
<tbody>
<tr>
<td>- Adapt training materials to the local culture</td>
<td>- Local resistance to M&amp;A Due Diligence</td>
</tr>
<tr>
<td>- Refer to locals laws and enforcement</td>
<td>- Key issues to probe (tax, licenses and permits, public procurement, political contributions)</td>
</tr>
<tr>
<td>- Refer to FCPA cases from the region</td>
<td>- Check local public databases</td>
</tr>
<tr>
<td>- Include real-life scenarios</td>
<td>- Importance of past legal cases, public procurement records, and tax documents</td>
</tr>
<tr>
<td>- Do not overdo slides</td>
<td></td>
</tr>
<tr>
<td>- Use local language</td>
<td></td>
</tr>
</tbody>
</table>

- Document hold notice may trigger massive data deletion
- Local laws cover not only corruption
- Local databases to be used for background checks
- Compliance contractual provisions may not work
- Expectations of local authorities
Compliance tips for foreign companies doing business in Latin America...

- Include specific local due diligence components to evaluate risk associated with procurement violations
  - CEIS (Brazil) database / court records / other local databases

- Revisit compliance contractual provisions
  - Address not only anti-corruption
  - Include obligation to self-disclose certain things (e.g., appeals in tenders, subpoenas)
  - Enhance audit rights

- Conduct special training on public procurement laws
  - Employees from companies are often not properly trained or familiarized with the limitations of acceptable conduct at different stages of the process

Brazil's Guidance on Evaluation of Compliance Programs

- Profile report
- Conformity report
- Evaluation Spreadsheet

Published in September 2018

Brazil's Guidance on Evaluation of Compliance Programs

- Seek to provide consistency for evaluations at the Executive Federal Level
- Fines cannot be exempted
- Around 140 questions to address
- Program should exist prior to the conduct
- \( [\text{Organizational Integrity Culture} (1.8\%) \times \text{Compliance Policies and Procedures} (1.5\%)] + \text{Response to the Wrongful Act} (1.3\%) \)
- Need to address aspects related to public procurement
- Criticism to policies and procedures not adapted to Brazil (e.g., possibility of facilitation payments)
- Hotline needs to be available to third parties
Brazil's Guidance on Evaluation of Compliance Programs – Some Controversial Aspects...

- Organizational structure should be available on the company's webpage
- Risk Assessment reports to be produced to demonstrate element of compliance program
- Need to publicize information about participation in public tenders and contracts signed with public administration
- “The legal entity self-reported to the competent authorities before the commencement of a sanctioning proceeding?”

2.2. Tailoring your compliance strategies for a Latin American audience

Considering Context:

Widespread Notions of Impunity

➢ More than three-quarters (77%) of Latin Americans believe their country’s anti-corruption laws are ineffective; about half (48%) say corruption is a significant obstacle to doing business.
➢ More than half (52%) believe they have lost business to corrupt competitors; of those, most (89%) say they did not report such misconduct to the authorities. 71% of those who did make reports say the government failed to investigate.

Source: Miller & Chevalier, 2016 Latin America Corruption Survey
Considering Context:

Companies increasingly adopting tools to mitigate third-party bribery risks
- Latin Americans indicating that their companies perform third-party due diligence increased by approximately 8% since the 2012 Survey (51% in 2012; 59% in 2016).
- The use of anti-corruption contract terms increased by 7% (59% in 2012; 66% in 2016).

Source: Miller & Chevalier, 2016 Latin America Corruption Survey

Considering Context:

Various anti-corruption compliance environments in the region

<table>
<thead>
<tr>
<th>Exceptional growth in compliance efforts</th>
<th>Growing compliance efforts</th>
<th>Less developed compliance efforts</th>
</tr>
</thead>
<tbody>
<tr>
<td>Brazil</td>
<td>Argentina</td>
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<td>Nicaragua</td>
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<td>Peru</td>
</tr>
<tr>
<td>Ecuador</td>
<td>Paraguay</td>
<td>Venezuela</td>
</tr>
</tbody>
</table>

* Statistics based on the 2016 Latin America Anti-Corruption Survey (Miller & Chevalier)

Targeting compliance controls:

**Common Corruption Risks in Latin America**

- Use of Third Party Intermediaries/Partners
- Public Procurement/Business with State-Owned Entities
- Police and Extortion
- Regulatory Risks
- Customs
- Gifts and Hospitality
- Family Owned Businesses and Acquisitions
- Charitable Donations and Local Communities
- Culture of Impunity
Considering culture:

- Best practices for compliance personnel
  - Establishing trust with business units.
  - Need for empowerment in the compliance role.
  - Emphasizing local laws.
  - Values-based compliance in addition to rules-based compliance.
  - Appealing to emotion.
  - Governance structures as critical.

2.3. Third Party Risks

Assessing and Managing 3rd Party Risks
Five Steps of Third Party Management

1. Business Justification
2. Questionnaire
3. Due Diligence and Evaluation
4. Contract Execution
5. Managing the Relationship

Source: The Compliance Handbook

The Basics

- Broad and clear statement of policy;
- Important to communicate message that business sponsors around the globe have to follow procedure;
- Explain tiers of review: standard, enhanced and focused;
- Provide forms and make available for entry ON-LINE (best way to ensure compliance); and
- Risk-based due diligence based on red flags and/or weighting formula

Mitigating 3rd Party Risk

- Use full 3rd party risk management cycle
  1. Business Justification
  2. Questionnaire
  3. Appropriate level due diligence
  4. Compliance terms and conditions in contract
  5. Management of relationship after contract execution
- Request business and customer references
- Culture, compliance and ethics interview
- Reasonableness of commission structure
- Clear contractual requirements for services that are monitored
- Compliance training

Source: The FCPA in Latin America
Determining Appropriate Due Diligence

Risk-based due diligence based on red flags and/or weighting formula

- Qualifications
- Associations with foreign government officials
- Business rationale for hiring third party, including contract terms describing services, payment terms, invoice payment requirements
- Ongoing monitoring, audits, and training (update due diligence, training, audit rights, certifications, desk audits, spot issue checks)
- Distributing compliance and ethics program to third party, commitment and certification, and integration into training program

Multi-levels of due diligence depending on continuing risk analysis (weighting and red flags)

- Tier I: Initial open source, public intelligence
- Tier II: In-country review of sources, documents
- Tier III: Investigative services; in-country interview

Determining Appropriate Due Diligence

- Risk based
- Does it make sense?
- Apply it consistently
- Document Document Document

Common Red Flags

- Allegations or reputation of corruption or misconduct
- Large or unusual compensation arrangements
- Existing or former foreign official
- Close ties to existing or former foreign official
- Lack of transparency of ownership structure
- No track record in industry
- Suspicious payment arrangements
- Limited access to information
Other Tools to Reduce Risk

- Verified invoices and payments
- Additional training or comparable program
- Monitoring: transaction testing, desktop audits, formal, issue specific
- More than annual certifications
- Additional compliance reminders
- Update and refresh due diligence
- Agent and Distributor Codes of Conduct
- Office, Country or Region-Specific Compliance Program Reviews

Source: The Compliance Handbook

Some Latin American Issues

Responding to in-country pushback

- Teach
- Listen
- Be flexible
- Stay focused on the risk
- Clear contractual requirements for services that are monitored
- Compliance training

Source: The FCPA in Latin America
Handling backlog

- Build internal capacity
- Outsource
- Prioritize DD on the highest risk
- Prioritize DD where no contract exists
- Build DD into contract renewals
- Use technology

Managing 3rd parties related to government officials

- Is there a *bona fide* commercial reason to use 3rd party?
- Does comp arrangement make market sense?
- Can the government official benefit directly?
- Does the contract have appropriate anti-corruption representations?
- Has the 3rd party disclosed the contract to the government?

Responding in the face of corruption

- Review agreements to see if appropriate language exists;
- Speak with your business unit to understand the relationship at issue;
- Speak with your business unit to see if other red flags are present;
- Request information on 3rd party’s compliance program
3. Enforcement issues

Results of operation Car Wash – so far...

- 54 phases
- 2,476 procedures initiated
- 962 dawn raids
- 549 requests for international cooperation (269 active to 45 countries / 279 passive from 36 countries)
- 236 orders of arrest
- 227 individuals taken for deposition
- 176 plea agreements with individuals
- 11 leniency agreements with companies
- 81 criminal charges against 346 individuals
- 211 convictions against 139 individuals
- BRL 3.2 billion blocked

Source: Federal Prosecutor’s Office – updated on September 10, 2018
### Results of operation Car Wash – so far…

![Images of people and graphs]

### Fight against corruption in Brazil

- **Arrests** for crimes against the Public Administration increased **133%** between 2008 and 2012.
- Federal Police has been **very active** (number of Special Operations).
- Increase in **cooperation** with foreign authorities.

### Not only about Car Wash...

<table>
<thead>
<tr>
<th>Acronym</th>
<th>Description</th>
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<tbody>
<tr>
<td>Acronym</td>
<td>Money laundering scheme to benefit political campaigns</td>
</tr>
<tr>
<td>Exposed Fracutre</td>
<td>Fraud and corruption in the context of public health contracts in Rio de Janeiro</td>
</tr>
<tr>
<td>Greenfield</td>
<td>Fraudulent management of pension funds</td>
</tr>
<tr>
<td>Carne Fraca</td>
<td>Payment of bribes to obtain licenses and permits by meat companies</td>
</tr>
<tr>
<td>Zealots</td>
<td>Bribes in return of favorable decisions issued by Tax Court</td>
</tr>
<tr>
<td>Prosthesis Mafia</td>
<td>Payment of bribes to HCP in exchange of prescription of prosthesis</td>
</tr>
</tbody>
</table>
Recent anti-corruption trends
- Strong enforcement
- Strong cooperation (locally and internationally)
- Use of monitors
- Challenges with leniency agreements
- Use of plea agreements
- Scrutiny of compliance programs and internal investigations by Brazilian authorities

3. Enforcement issues-International

Top Ten FCPA Enforcement Actions-2017 & 2018

2017
1. Telia Company - $965MM in 2017
2. Siemens - $800 MM in 2008
4. Ahold - $772 million in 2014
5. KBR / Halliburton - $579 MM in 2009
7. Keppel Offshore & Marine Ltd. - $422 MM in 2017
9. BAE: $400MM in 2010
10. Total $390MM in 2013

2018
1. Petrobras-$1.78 bn in 2018
2. Telia Company - $965MM in 2017
3. Siemens- $800 MM in 2008
5. Ahold-$772 million in 2014
6. société Générale $593 MM in 2018
7. Teva Halliburton - $579 MM in 2009
8. Teva Pharmaceutical - $519MM in 2016
Top Ten global Enforcement Actions

2018 Top 10 International Anti-Corruption Enforcement Penalties
1. JBF-Brazil-$3.6 bn-Brazil
2. Odebrecht/Braskem-$2.6 bn-US, Switzerland and Brazil
3. Petrobras-$3.78bn in US and Brazil
4. Siemens-$1.6bn-Germany and US
5. Telia Company-$985MM-US and Sweden
6. Alstom-$814 in US and Switzerland
7. Rolls-Royce-$809MM-UK, US and Brazil
8. Veon (formerly Vimpelcom)-$795MM-US and The Netherlands
10. SocGen-$585 MM - US and France

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Issues in International anti-corruption investigations and enforcement
− Strong enforcement
− Strong cooperation (locally and internationally)
− One-Pie (anti-piling on)
− When, where and how to self-disclose
− Privacy considerations-GDPR
− Privilege considerations
− Scrutiny of compliance programs and internal investigations by authorities
− No international standard

Issues in International anti-corruption Mergers and Acquisition
− Safe Harbor now embedded in US Attorneys Manual
− Pre-acquisition DD critical
− Culture, values and ethics
− Post Acquisition
− Integration
− Full forensic investigation
− Self-disclosure
− Business Value
− Loss of ongoing business after acquisition
Questions

Thanks!

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