

# COMPLIANCE, INVESTIGATIONS AND CORPORATE GOVERNANCE



THE WAY COMPANIES CONDUCT THEIR BUSINESS HAS BEEN GREATLY IMPACTED BY LEGISLATION AND SOCIETAL EXPECTATIONS IN RECENT YEARS. THE ANTI-CORRUPTION LAW AND OTHER REGULATIONS RELATED TO GOVERNANCE AND BUSINESS CONDUCT, AS WELL AS THE EXCESSIVE EXPOSURE TO WHICH COMPANIES ARE SUBJECT, HAVE MADE IT ESSENTIAL TO ADOPT INITIATIVES TO PREVENT INTEGRITY RISKS. IN THIS SCENARIO, SPECIALIZED LEGAL ADVICE PLAYS A KEY ROLE IN MITIGATING AND RESPONDING TO RISKS.

Our Compliance, Investigations, and Corporate Governance practice offers comprehensive and efficient advice on ethical and corporate integrity issues. Especially in relation to the prevention of and response to legal and reputational crises, we address topics such as corruption, fraud, money laundering, discrimination, and other integrity breaches.

We operate in a highly specialized manner and have extensive experience in all dimensions of integrity and corporate governance advice, with emphasis on the following areas:

- [Advice on the implementation and assessment of compliance mechanisms](#)

- [Coordination of anti-bribery and anti-corruption due diligence \(ABAC DD\) and support with association risks](#)

- [Conduction of corporate investigations](#)

- [Legal representation in official proceedings for investigations, enforcement actions, and negotiation of settlements](#)

## COMPLIANCE (GRC)

We help our clients to take preventive, detection, and response measures, developing compliance programs aligned with national and international best practices and with criteria adopted by various Brazilian and foreign authorities.

Our performance is characterized by a comprehensive, intelligent, and results-oriented approach.

We offer integrated solutions in the following areas:

- Mapping of inherent and/or residual risks related to corruption, bribery, fraud, and money laundering, among other irregularities.

- Assessment of the maturity of the company's compliance program, including based on specific paradigms, such as the "Pro-Ética" initiative.

- Development, review, and implementation of compliance programs, both comprehensively and focused on specific points. This work includes mapping and managing legal and reputational risks,

drafting and reviewing internal policies, conducting training for employees and third parties, developing a third-party risk management plan, and establishing formal mechanisms for preventing and addressing breaches.

Advice to multinational companies interested in adapting their global compliance programs to the Brazilian reality, culture, laws and regulations. In addition, we can assess how well these global compliance programs fit into the local environment.

Board advisory: advising senior management bodies and consulting on the diagnosis and implementation of best corporate governance practices.

Legal advice on anti-corruption legislation, AML-CFT (Anti-Money Laundering and Counter Financing of Terrorism), compliance programs and human rights and company. Our services cover national and international guidelines on best practices for corporate governance reporting.

Evaluation of policies and procedures in compliance with sectoral and capital market regulations. We also advise on the preparation and review of market disclosure forms, especially in relation to the integrity and corporate governance program.

## **DUE DILIGENCE (ABAC), ASSOCIATION RISKS, AND ADVICE ON M&A PROJECTS AND FINANCING**

The risk arising from acts of third parties through association, joint and several liability, or succession is one of the main challenges related to corporate integrity. Anti-corruption legislation is strict on the succession of legal liability, which requires special attention in the assessment of material and non-material risks of M&A transactions and in the expert drafting of contractual safeguards.

Similarly, purchasers of services and business partners face significant legal and reputational risks for acts committed by third parties or even other members of their supply chain. Issues such as fraud, corruption, discrimination, and other integrity violations directly affect organizations, even when committed by other companies or individuals. This requires the adoption of effective and agile "*Know your Supplier*" due diligence programs, contractual risk allocation strategies, and contractual audit and oversight initiatives.

We have extensive experience in such transactions, advising clients in a wide range of countries and in a variety of regulated and infrastructure sectors. We combine practical experience in internal controls, compliance, and specialized legal knowledge to design contractual solutions with a pragmatic and realistic approach. Our goal is to develop solutions to enable business and operations safely and efficiently.

Our integrated services include:

Conducting integrity due diligence in M&A and structured transactions (ABAC DD).

Advising on the drafting and review of complex contracts to adequately mitigate integrity risks.

Conducting reputational checks in open and paid public sources (background checks) of individuals and companies.

Assessment and classification of third parties by risk, including the development of third-party policies, checking procedures, and conducting compliance and anti-corruption audits, as well as ESG audits.

Carrying out or following up on contractual integrity assessments.

Contract reviews to assess anti-corruption issues, AML/CFT, or corporate governance related obligations and drafting anti-corruption clauses for complex contracts.

## **CORPORATE INVESTIGATIONS AND INTEGRITY CRISIS MANAGEMENT**

A suspected breach of integrity can have serious and immediate consequences for any organization. Whether it is a search and seizure at the company's headquarters for suspected corruption, an allegation of sexual harassment made through whistleblower channels, or a suspicion of internal fraud raised by auditors, it is essential to have an agile and assertive plan to respond to these demands, anticipate threats, and protect the company and its management from allegations of inaction.

Machado Meyer operates precisely in this field. We have expertise in conducting complex and confidential investigations. Our team has internationally certified professionals with extensive experience in corporate investigations of various natures and sizes.

We plan and conduct defensive corporate investigations (to advise our clients in ongoing investigations before public authorities) and independent and internal investigations. We also advise foreign partners on the Brazilian stages of corporate investigations initiated in other jurisdictions.

We assist clients in the strategic organization of complex investigations, coordinating the teams of multidisciplinary advisors required for the project and advising senior management on the possible courses of action in a critical situation.

In addition, we have experience in engaging with stakeholders who may request clarification on suspicions, such as regulators, independent auditors, creditors, and business partners.

Our integrated services include:

Conducting independent investigations into corruption, fraud, harassment, discrimination, working conditions, money laundering, and other possible integrity breaches.

Timely assisting in investigations conducted internally by our clients, either by providing legal and methodological advice or by conducting fact-finding activities, such as forensic interviews or support in document review.

Strategically coordinating other advisors, such as technical assistants in accounting or forensic technology.

Managed services of internal investigations, including handling all reports received through the whistleblowing channel and/or referral according to the company's compliance workflow.

Legal assessment on the validity of evidence and investigation strategies in cross-border investigations.

Advising on the drafting and review of complex contracts to adequately mitigate integrity risks.

Searching for evidence in preparation for or in response to litigation or official investigation (defensive investigations).

Integrity-related crisis management, including stakeholder relations and negotiation with the independent auditors in relation to the issuance of financial statements in the context of pending and follow-up shadow investigations.

Participation as advisor or independent member in ethics and conduct committees.

## **LEGAL REPRESENTATION IN OFFICIAL PROCEEDINGS FOR INVESTIGATIONS, IMPOSITION OF PENALTIES, AND NEGOTIATION OF SETTLEMENTS**

The Anti-Corruption Law's system of accountability before federal, state, and municipal bodies has created a complex scenario for companies. We have specific knowledge and experience to provide representation in Administrative Accountability Proceedings (PAR) or negotiate and enter into leniency agreements.

In addition, we offer specialized and multidisciplinary legal representation in disciplinary administrative

proceedings related to other breaches of integrity, such as proceedings before the Council for Financial Activities Control (Coaf) for non-compliance with money laundering regulations.

We advise companies from various sectors on litigation matters related to compliance obligations or breaches of integrity, in services such as:

Monitoring, advice, and defense in investigations related to potential breaches of integrity before judicial and administrative bodies and PAR brought against the company by public authorities with anti-corruption jurisdiction.

Defense in investigations and sanctions proceedings for breach of compliance standards before regulatory bodies of covered parties (Coaf, CVM, Bacen, etc.).

Negotiation of leniency agreements and other means of settlement with authorities.

Advice on various litigation proceedings, including before international bodies, dealing with integrity violations.

Support in proceedings that include outside evaluation of the organization's compliance program.

Advice on monitoring of obligations undertaken in official settlements, including support to independent monitors appointed by Brazilian or foreign authorities, and guidance to companies under monitoring on the relationship with the independent monitor.

## RELATED PARTNERS



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## AWARDS



### LEADERS LEAGUE

**LEADERS LEAGUE - LEADERS LEAGUE ALLIANCE**

**SUMMIT: LAW & INNOVATION**

Leaders League - Leaders League Alliance

Summit: Law & Innovation



**THE LEGAL 500 - THE LEGAL 500 BRAZIL**

**AWARDS 2020/21**

The Legal 500 - The Legal 500 Brazil Awards

2020/21



**THE LEGAL 500 - TOP TIER**

The Legal 500 - Top Tier



**IFLR AMERICAS AWARDS - PROJECT FINANCE  
DEAL OF THE YEAR COM O PROJETO DA LINHA 6  
DO METRO DE SP**

IFLR Americas Awards - Project Finance deal of  
the year com o projeto da Linha 6 do metro de  
SP

## ACKNOWLEDGEMENTS



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