COMPLIANCE, INVESTIGATIONS AND CORPORATE GOVERNANCE

LEGISLATION AND SOCIETY'S GROWING EXPECTATIONS HAVE PROFOUNDLY TRANSFORMED THE WAY COMPANIES OPERATE. THE ANTI-CORRUPTION LAW AND OTHER CORPORATE GOVERNANCE AND ETHICS STANDARDS HAVE MADE IT ESSENTIAL TO ADOPT INITIATIVES TO PREVENT INTEGRITY RISKS. IN A SCENARIO OF EXCESSIVE PUBLIC EXPOSURE FOR COMPANIES, HAVING SPECIALIZED LEGAL ADVICE IS ESSENTIAL TO REDUCE AND MANAGE THESE RISKS EFFECTIVELY.

Our Compliance, Investigations, and Corporate Governance department offers complete and efficient advice on issues of ethics and corporate integrity. With a special focus on preventing and managing legal and reputational crises, we address issues such as corruption, fraud, money laundering, discrimination, and other breaches of integrity.

We act 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 implementing and evaluating compliance mechanisms
- Coordination of integrity due diligence (ABAC DD) and support in merger risks
- Conducting corporate investigations
- Legal representation in official proceedings for investigation, punishment, or negotiation of settlements

COMPLIANCE (GRC)

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

Our approach is broad, intelligent, and focused on results.

We offer integrated solutions in the following areas:

- Mapping inherent and/or residual risks related to corruption, bribery, fraud, money laundering, and other irregularities.
- Assessment of the maturity of the company's integrity program, including on the basis of specific paradigms, such as the Pro-Ethics initiative.
- Drafting, reviewing, and implementing comprehensive compliance programs or those aimed at specific areas. This work includes mapping and managing legal and reputational risks, drafting and revising internal policies, conducting training for employees and third parties, developing a third-party risk management plan, and establishing formal mechanisms for preventing and dealing with

violations.

Advising multinationals interested in adapting global integrity programs to the Brazilian reality, culture, and legislation. In addition, we can test the degree to which these programs are suited to the local environment.

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

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

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

DUE DILIGENCE (ABC), MERGER RISKS, AND ADVICE ON M&A AND FINANCING PROJECTS

The risk arising from the acts of third parties by merger, solidarity, 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 when assessing the economic and non-economic risks of M&A transactions and the specialized drafting of contractual safeguards.

In the same way, service providers and business partners face great legal and reputational risk 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 procedures for supplier due diligence programs ("Know your Supplier"), contractual risk allocation strategies, and contractual audit and inspection initiatives.

We have extensive experience in transactions of this kind, advising clients in a wide range of countries and in various regulated and infrastructure industries. We combine practical experience in internal controls, compliance, and specialized legal knowledge to design contractual solutions with a pragmatic and realistic vision. Our aim is to develop solutions to make business and operations viable, safe, and efficient.

Our integrated services include:

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

Advice on drafting and reviewing complex contracts to adequately mitigate integrity risks.

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

Assessing and classifying third parties by risk, including drawing up third-party policies, verification procedures, and conducting compliance and anti-corruption audits and ESG audits.

Carrying out or monitoring integrity assessments under contract.

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

A suspected breach of integrity can have serious and immediate consequences for any organization. This can range from a search and seizure operation at the head office on suspicions of corruption, to a complaint of sexual harassment or an accusation of internal fraud identified by auditors. In all these cases, it is essential to have an agile and effective response plan to respond to these demands, anticipate threats, and protect the company and its management against allegations of inaction.

Machado Meyer works precisely in this field. We have expertise in conducting complex and confidential investigations. Our team includes internationally certified professionals with extensive experience in corporate investigations of various types 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 needed for the project and advising senior management on the possible ways forward in an acute situation.

In addition, we have experience in discussions with stakeholders who may request clarification of 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 breaches of integrity.
- Specific assistance in investigations conducted internally by the company, either by offering legal and methodological advice or by conducting specific investigation activities, such as forensic interviews or support in reviewing documents.
- Strategic coordination of other advisors, such as technical assistants in accounting or forensic technology.
- Managed services for internal investigations, including carrying out all investigations received through the whistleblowing channel and/or forwarding them in accordance with the company's compliance flow.
- Legal assessment of the validity of evidence and investigation strategies in transnational investigations.
- Advice on drafting and reviewing complex contracts to mitigate integrity risks.
- Searching for evidence in preparation for or in response to litigation or official investigations (defensive investigations).
- Management of integrity crises, including relations with stakeholders and negotiation with the independent auditors on the issuance of financial statements in the context of pending investigations and shadow investigations.
- Participation as an advisor or independent member in ethics and conduct committees.

LEGAL REPRESENTATION IN OFFICIAL PROCEEDINGS FOR INVESTIGATION, PUNISHMENT, OR NEGOTIATION OF SETTLEMENTS

The Anti-Corruption Law's system of accountability to federal, state, and municipal bodies has created a complex scenario for companies. We have specific knowledge and experience to act 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 integrity violations, such as proceedings by the Financial Activities Control Board (Coaf) for failure to comply with compliance obligations under money laundering regulations.

We advise companies from a wide range of industries on litigation related to compliance obligations or integrity violations, in services such as:

- Monitoring, advising, and defending investigations into potential integrity violations before judicial and administrative bodies and PARs brought against the company by public authorities with anti-corruption powers.
- Defense in investigations and sanctions proceedings for non-compliance with compliance rules 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 organizations, which deal with integrity violations.
- Support in proceedings that include external evaluation of the organization's compliance program.
- Advice on monitoring obligations assumed in official settlements, including support for the independent monitor appointed by Brazilian or foreign authorities and guidance for companies under monitoring in their relationship with the independent monitor.

RELATED PARTNERS

RAPHAEL SORÉ
Partner / São Paulo
+55 11 3150-7000
rsore@machadomeyer.com.br

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