



ARGENTINA: Corporate Criminal Liability

Law N° 27.401



OFFENSES

- BRIBERY OR “REVOLVING DOOR” AT THE NATIONAL OR INTERNATIONAL LEVEL
- BUSINESS TRANSACTIONS INCOMPATIBLE WITH PUBLIC SERVICE
- EXTORTION
- ILLICIT ENRICHMENT OF PUBLIC SERVANTS
- FALSIFICATION OF BOOKS OR RECORDS

SUBJECTS

- OWNERS
- MANAGERS
- 3RD PARTIES

“THE COMPANY SHALL BE HELD LIABLE FOR OFFENSES COMMITTED BY ITS OWNERS, MANAGERS, OR 3RD PARTIES, DIRECTLY OR INDIRECTLY, UNDER ITS NAME OR ITS OWN INTERFERENCE, IN ITS INTEREST, OR FOR ITS BENEFIT.”



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LIABILITY EXEMPTIONS

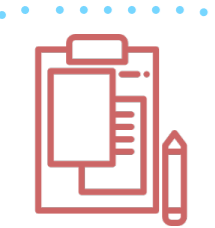
THE COMPANY SHALL BE EXEMPTED FROM THE CRIMINAL LIABILITY IF ALL OF THE THREE FOLLOWING CONDITIONS ARE MET SIMULTANEOUSLY:



THE COMPANY TIMELY **DISCLOSES THE OFFENSE** DISCOVERED AS A RESULT OF AN INTERNAL INVESTIGATION



IMPROPERLY OBTAINED BENEFITS ARE **RETURNED**



PRIOR TO THE OFFENSE, THE COMPANY HAD IN PLACE A **COMPLIANCE/ INTEGRITY PROGRAM** THAT MEETS THE LEGAL REQUIREMENTS ESTABLISHED BY THE LAW

COMPLIANCE PROGRAM

THE PROGRAM SHOULD BE CONSISTENT WITH INDIVIDUAL RISKS, OPERATIONS, SIZE, AND ECONOMIC CAPACITY OF THE COMPANY. THE PROGRAM SHOULD CONTAIN THE FOLLOWING BASIC ELEMENTS:



CODE OF ETHICS/ CONDUCT, OR INTERNAL POLICIES AND PROCEDURES



INTERNAL REGULATIONS TO **PREVENT IMPROPER OR ILLEGAL PROCUREMENT** OR ANY OTHER INTERACTIONS WITH PUBLIC SECTOR



REGULAR TRAINING FOR DIRECTORS, MANAGERS, EMPLOYEES ABOUT THE PROGRAM



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COMPLIANCE PROGRAM

BASIC ELEMENTS:

- **Code of Ethics/ Conduct**, or internal policies and procedures
- Internal regulations to prevent **improper or illegal procurement** or any other interactions with public sector
- **Regular training** for directors, managers, employees about the program

ADDITIONAL ELEMENTS:

- PERIODIC RISK ASSESSMENT AND ACTUALIZATION OF THE PROGRAM
- “TONE AT THE TOP”
- COMPLIANCE HOTLINE, ACCESSIBLE AND PROPERLY PROMOTED
- WHISTLEBLOWER ANTI-RETALIATION PROTECTION
- INTERNAL INVESTIGATION SYSTEM
- INITIAL COMPLIANCE THIRD PARTIES SCREENING
- COMPLIANCE DUE DILIGENCE IN M&A
- CONTINUOUS MONITORING AND EVALUATION OF THE PROGRAM’S EFFECTIVENESS
- COMPLIANCE OFFICER: A PERSON IN CHARGE OF DEVELOPMENT, COORDINATION AND SUPERVISION OF THE PROGRAM
- COMPLIANCE WITH ALL OTHER REQUIREMENTS ESTABLISHED BY LAW

