

## CORPORATE INTEGRITY & COMPLIANCE



### FACING COMPANIES' NEW NEEDS FOR LEGAL ASSISTANCE

In recent years, several new requirements have been imposed on French companies, which are in a way becoming auxiliaries to the public authorities in the pursuit of their objectives of "ethical regulation" of business.

Former objectives of good communication, usually framed by soft law, are now being superseded by increasingly precise normative, procedural, procedural and substantive requirements.

These injunctions form a kind of "social integrity" - which some will take advantage of positively in their communication, corporate culture or competitive or even financial environment. They have as a corollary the emergence of new risks and liabilities for companies and their managers.

In order to assist our clients regarding these new challenges, Jeantet has structured a task force capable of intervening both in the full implementation of adapted compliance plans and their translation in terms of communication, as well as in control procedures or possible sanctions and other induced civil or criminal proceedings.

# A LEGISLATIVE PROCESS WHICH IS ACCELERATING AND DENSIFYING...

## March 27, 2017

Promulgation of Law No. 2017-399 of March 27, 2017 relating to the **obligation of vigilance** of parent companies and ordering companies and the obligation to publish the plan and the implementation report in the annual report.

## July 19, 2017

Order no. 2017-1180 of July 19, 2017 on the **publication of non-financial information** by certain large companies and certain groups of companies (DPNF).

## January 1, 2018

Entry into effect of decree no. 2017-564 of 19 April 2017 relating to the procedures for collecting alerts issued by **whistleblowers** within legal entities under public or private law or State administrations.

## May 22, 2019

**PACTE Act**: the social interest must consider the social and environmental stakes of social activity.

## December 9, 2016

Law n° 2016-1691 ("Sapin 2") relating to transparency, **anticorruption measures** and the modernisation of economic life, known as the "Law Sapin II".

## June 1, 2017

Entry into effect of the provisions on the obligation to take measures to **prevent and detect corruption** and influence peddling (Article 17, II, of the Sapin 2 Law).

## Décember 2017

Publication by the **French Anti-Corruption Agency**, AFA, of recommendations on the prevention of breaches of probity.

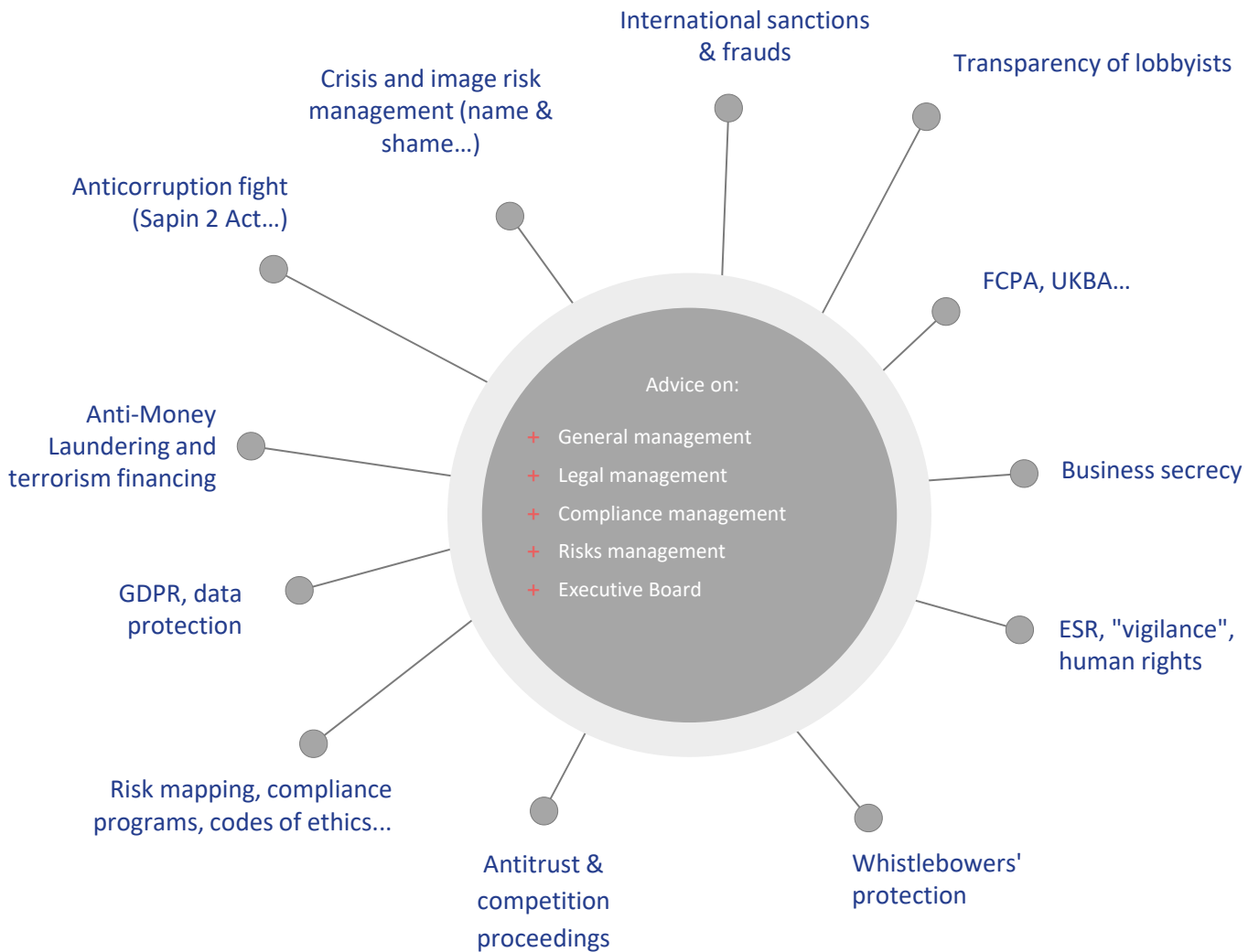
## May 25, 2018

Entry into effect of the EU Regulation No. 2016/679 of April 27, 2016, known as the **General Data Protection Regulation (GDPR)**.

## October 2019

**Directive on whistleblowers**: before the end of 2021, whistleblowers will be allowed to report violations directly to the competent authorities (no mandatory internal phase)

# COMPLIANCE, A CROSS-DISCIPLINARY SUPPORT AT JEANTET



## OUR TEAM



A dedicated cross-disciplinary team (corporate governance, company laws, business criminal law, human rights, environment, labor laws, competition laws, securities regulations, banking law, personal data protection, etc.) works in an integrated manner on all aspects of prevention plans and their consequences (investigations, controls, proceedings, sanctions, etc.).

# THE AIMS OF COMPLIANCE



Compliance with regulations & adaptation to soft laws



Combining **compliance** and cost-efficiency (invitation to tender), RFPs, CSR...)



Thinking **integrity** Ethics, CSR



**Training** of employees and managers on the different risks



**Anticipation and limitation** of the risks of litigation and sanctions



Crisis management, **protection** of the company and its managers.

## WHY CHOOSE JEANTET?

1

The transversal approach of a project team: our "task force"

2

Historical expertise in administrative investigations: ACPR (banks), AMF (markets), Competition Authorities...

3

Our international experience and our all-countries network

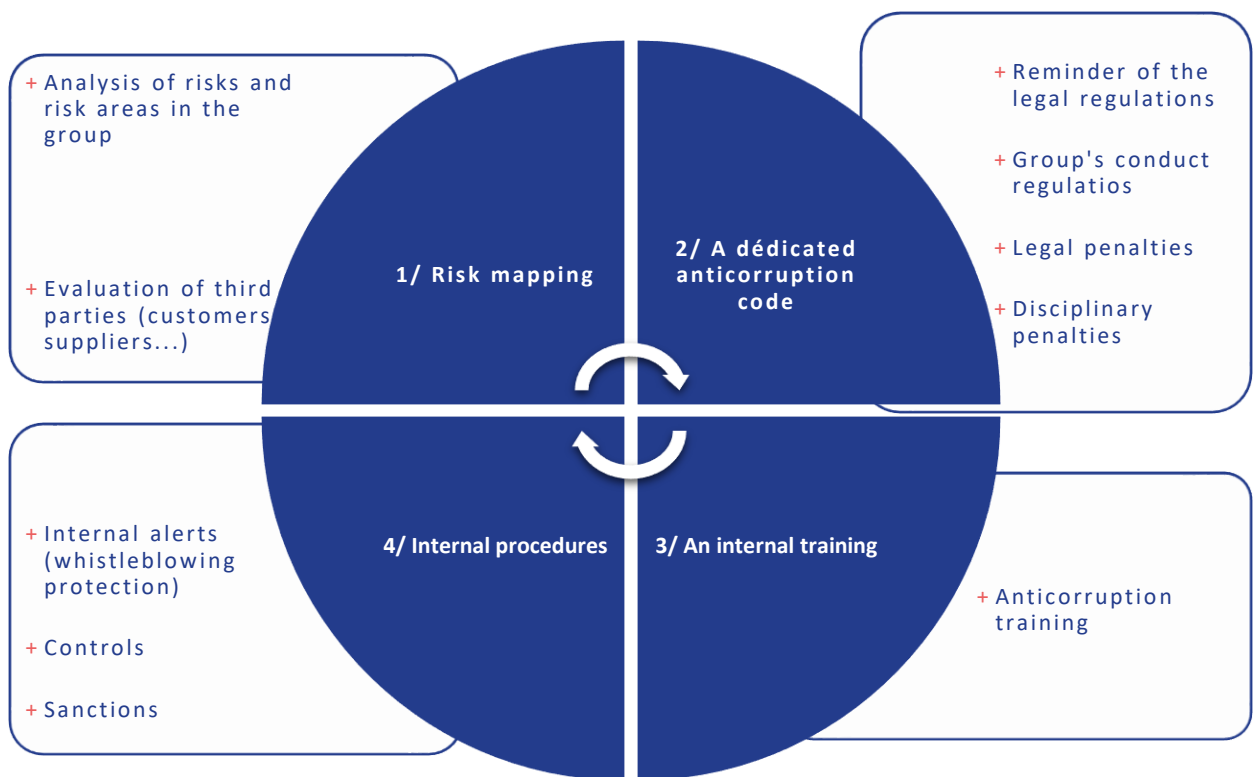
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Our closeness to French institutions and authorities

## EXAMPLE: FIGHT AGAINST CORRUPTION

**Implementation of corruption risk prevention programs** - This is one of the major innovations of the Law Sapin 2 (LS2), a new chapter in corporate compliance policy. Listed or not, companies:

- which (1.a) employ at least 500 employees or (1.b) are members of a group whose total workforce comprises at least 500 employees and (2) whose turnover (corporate or consolidated, as the case may be) is greater than €100m,
- must put in place four groups of tools dedicated to the prevention, detection and management of criminal behaviors relating to corruption and influence peddling:



## OUR SERVICES

- Establishment of specific **mapping** (corruption...) on the basis of questionnaires and interviews that we conduct, alone or with you.
- Development of third-party **assessment procedures**
- Drafting of dedicated **codes of conduct** (and ancillary documents not included in the internal regulations: gift policies, etc.)
- Whistleblowing **procedures**
- Other internal **procedures** and users' guides
- Assistance in **AFA procedures** (investigation/sanction) or international procedures (DOJ...)
- Compatibility with international constraints (UKBA, FCPA...)
- Compatibility with **personal data protection rules**

## EXAMPLE: DUTY OF CARE

**Implementation of vigilance plans by parent companies (Article L225-102-4 of the Commercial Code):** This is one of the other major innovations that replaces (and extends) the mechanism resulting from the NRE Act, which aimed to publish a "CSR report" on "social and environmental information and information relating to societal commitments in favor of sustainable development": henceforth, any (French) company that employs at least five thousand employees in its group (France) or ten thousand (worldwide) shall draw up and effectively implement a "Vigilance Plan":



## OUR SERVICES

- Drawing up **specific maps** (risks of infringement of "Rights"... ) on the basis of questionnaires and interviews that we carry out, alone or with you.
- Development of **assessment procedures** for subcontractors and suppliers
- Recommendations (adherence to charters, codes of conduct for business and third-party relations, training...)
- Whistleblowing **procedures**
- **Communication** (management report, non-financial performance reporting, etc.)

## OUR MOST RECENT ACHIEVEMENTS

- Implementation of a **complete anti-corruption plan** in a major distribution group (2018) and an aeronautical group (2019)
- Support on **various compliance issues** for a major Swiss retail group (2017/2018)
- Implementation of a **vigilance plan and a corruption prevention program** in a large diversified group (2019-2020)
- Implementation of **anti-corruption clauses** for a major French banking group (2017/18)
- Complete **mapping of corruption risks** in a major French press group (2017/18)
- **Review of codes of conduct** and anti-corruption policies of several listed and unlisted groups (all sectors) (2017/20)
- Assistance of two companies in **investigations** from the French anticorruption agency (AFA)
- Regular advice on integrity and anti-corruption matters for mid to large companies

## JEANTET PARTNERSHIP – ZIMERAY FINELLE AARPI

- In addition to Jeantet's specialists (banking regulation, competition, GDPR, criminal law), our “task force” includes **Zimeray Finelle**, the only law firm in France specializing in human rights in the business area.

## YOUR CONTACT



### PHILIPPE PORTIER

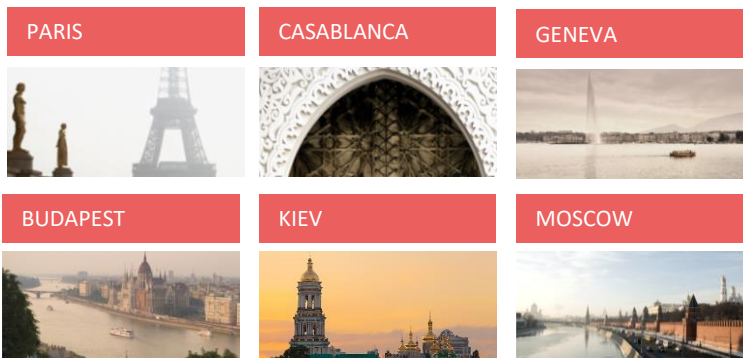
Partner

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Philippe Portier is in charge with the Corporate Finance, Governance & Compliance department of Jeantet.

He has been advising for long his clients regarding international fraud and sanctions matters. Since 2017, he has also been engaged in the implementation of new compliance obligations (anticorruption, CSR vigilance duties...).

He also heads the Public Affairs & Lobbying department of the firm and chairs the French Association of lobbying lawyers (AAL).



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## THE FIRM



### OUR TEAMS

25 partners

150 lawyers



### OUR CLIENTS

Large / medium-sized companies and managers

State-owned and private entities



### AROUND THE WORLD

6 offices

Best friends

International networks



### OUR STRENGTHS

Team spirit

Commitment

Bespoke service