

Portuguese-English Simultaneous Translation Available Tradução Simultânea Português-Inglês Disponível

May 24–25, 2017 InterContinental Hotel São Paulo, Brazil

7th Brazil Summit on

ANTI-CORRUPTION





Olga Pontes Chief Compliance Officer Odebrecht S.A.



Marc A. Nichols
Legal Counsel & Director of Compliance, Americas
Rolls-Royce North America



Fabiana Leschziner
Executive Vice President,
General Counsel and
Chief Compliance Officer
Embraer SA



*Lilian Lustre*Head of Ethics and Business Integrity for Brazil **Sanofi Group**



Keynote Address from the U.S. Department of Justice



*Trevor N. McFadden*Acting Principal Deputy Assistant Attorney General, Criminal Division
U.S. Department of Justice

PLUS New 2017 Expert Sessions:

- ✓ Exclusive Think Tank: The Importance and Effects of Settlement Agreements Amidst Brazil's Present Enforcement Climate
- ✔ Pros and Cons of Anti-Corruption Compliance Certifications in the Brazilian Context
- The Spillover Effects of Operation Car Wash Beyond Brazil's Borders
- Innovation in Compliance: Where Leading Companies Are Investing to Upgrade their Anti-Bribery Programs
- Lending and Financing Risks and Pitfalls in Transactions Involving Multilateral Banks and Institutions



Chief & Regional Compliance Officer Executive Roundtable (May 23, 2017)

This unique boardroom-style forum will provide exclusive networking and benchmarking opportunities on a broad range of global compliance challenges and the role of the compliance officer.

- Evolving the CCO Role in Response to Emerging Economic, Geopolitical and Legal Trends Affecting the Compliance Function and CCO Independence
- Demonstrating Your Value to C-Suite Management and the Board
- How to Pinpoint the Newest, Emerging Risk Factors for Your Organization

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BRAZIL AND ANTI-CORRUPTION IN 2017:

A tale of trials and tribulations that continues to necessitate a risk-guided corporate strategy for multinationals

Over the past year Brazil has made remarkable strides in its campaign targeting both national and international corruption. Numerous prominent public and private figures have been jailed and corrupt corporations slapped with hefty, unprecedented fines. But Latin America's biggest economy is not coming to rest. Major global business headlines continue to carry undertones of gloom, including:

- > Revelations that the Car Wash scandal is reaching beyond Brazil's borders in ways more serious than initially thought
- Bribery accusations against non-Brazilian corporate collaborators as well as heads of state and government from Argentina to Panama
- Anxiety about the future of the *Petrobras* investigation in light of a new chief prosecuting iustice

ACI's 7th Brazil Summit on Anti-Corruption will feature expert discussions and analyses of the above as well as additional bribery-related challenges that multinationals currently and will continue to face in their pursuit of local business endeavors. More importantly, the main conference (May 24-25) will impart to delegates the knowledge and best practice insights indispensable to operating profitably during these tumultuous times with panels addressing:

- How to "Turn the Page" and "Move On" if your company has been Tainted by a Scandal: A Focus on Corporate Culture and Restoration of Confidence
- ▼ The Importance of Leniency Agreements in the Current Enforcement Context
- ✓ How to Measure whether Your Compliance Program is Working: Implementing the **Most Effective KPIs**
- ✓ Third Party Spotlight on Distributors, Suppliers and Consultants: What to Do with the Results of your Due Diligence
- ✓ What to Do When Conducting Business with a Third Party that is Revealed to be Involved in Lava Jato
- ✓ Innovation in Compliance and Analyses of Compliance Certifications (incl. ISO 37001)

Complement your Anti-Corruption Expertise and Perfect your Compliance Strategy by attending our Exclusive Working Groups (May 23, 2017) during which you will have the opportunity to not only hear subject-matter experts share their insights but also benchmark in a more intimate setting on best practices with your anti-corruption brethren:

WORKSHOP A: A Complete Guide to the "Ins and Outs" of an Effective Anti-Corruption Compliance Program in Brazil Today

WORKSHOP B: A Practical Guide to Handling the Risks Generated by Gifts, Entertainment and Hospitality Requests Across Key Industries in Brazil

This is the premier anti-corruption forum in Brazil and your chance to hear from the who's who of the Brazilian and international anti-corruption community! The 2017 conference is expected to fill to capacity, so book your seat early. Take advantage of our generous group discounts and early bird pricing.



CONFERENCE ADVISORY BOARD

Comprised of a select group of Latin America anti-corruption leaders, the Board includes experts driving the compliance movement in Brazil. Board members provide quidance on the overall direction of the program, identification of speakers, and core conference features and benefits.

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Flavia Ribas Global Fraud Prevention Director

Shin Jae Kim Partner Tozzini Freire Advogados

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INTERACTIVE & PRACTICAL WORKSHOPS | May 23, 2017

9:00 - 12:30 (Registration begins at 8:30)

A Complete Guide to the "Ins and Outs" of an Effective Anti-Corruption Compliance Program in Brazil Today

Rafael Mendes Gomes

Partner

Chediak Advogados (Brazil)

Pyter Stradioto

Latin America Compliance Director Samsung (Brazil)

This expert working session offers a unique opportunity to benchmark your anti-corruption compliance program with peers. Experienced workshop facilitators will discuss local as well as non-Brazilian regulators' expectations for an effective compliance program. The presenters will lay out a roadmap of best practices on multifarious topics and address questions and concerns of the audience to enable attendees to obtain real-world practical insights and information on lessons learned.

- Identifying the design, structure and backbone of an effective anti-corruption program
- How to groom the next generation of compliance champions at all layers of your organization:
 - o Assembling the best team
 - o Sharing ownership and commitment
 - o Operational and financial capacity
 - o Personnel and stakeholder communication, and the importance of relationship building
- How to achieve C-Suite buy-in for your compliance program
- What are appropriate financial resources for compliance: How to identify what resources are most critical to a robust program
- Cultural translation of compliance: Top hurdles to overcome to ensure robustness of your local anti-corruption training program
- How to entice, entertain and "gently frighten" your trainees to promote compliance and keep your periodic training "fresh"
- Best practices for third party intermediary and partner due diligence and ongoing monitoring
- How to leverage up-and-coming technology and data analytics that provide meaningful metrics and drive your compliance strategy: Dashboards, average headcount, average cycle time
- How to perform a program self-assessment and keep it current to satisfy government expectations: How to test whether your program is working
- How to expand your compliance program to include related commercial issues beyond anti-corruption: gray market issues, competition law compliance/issues, export control/compliance issues, etc

13:30 - 17:00 (Registration begins at 13:00)

A Practical Guide to Handling the Risks Generated by Gifts, Entertainment and Hospitality Requests Across Key Industries in Brazil

Luciano A. Malara

Partner

Carvalho, Machado e Timm Advogados (Brazil)

Patricia Punder Kuniyoshi

Compliance Professional (Brazil)

This interactive and practical working session will go beyond a high-level understanding of the legal requirements of Brazilian legislation and FCPA regulations to identify concrete tactics for avoiding loopholes presented by cultural expectations of gift-giving, entertainment and hospitality in the region. The workshop will dissect and provide solutions to complex day-to-day relationship-building scenarios which could result in a corruption investigation.

- · Corporate Social Responsibility Projects
- · Gifts & Entertainment Policy
- Government Relations Interaction with Compliance

After reviewing each hypothetical scenario and the specific challenges involved as well as a thorough review of case studies, expert speakers will present a step-by-step review of strategies to address each situation and apply them in real life. The workshop will provide a practical guidance on how to create a robust, culturally sensitive and credible approach to gifts, entertainment and hospitality. Experts will answer questions such as:

- Defining what is reasonable and what is customary in Brazil's friendship-oriented culture, and who decides
- Understanding the limits of reasonable gestures in the pursuit of business interests
- Best practices to include gifts, entertainment and hospitality policies in your company's code of conduct
- Responding to solicitation for donations and social responsibility projects
- · How to address government relations risks



"Please count on me always for future events."

"Participating in this important conference was a pleasure. Thank you for the opportunity."

NEW IN 2017: CHIEF COMPLIANCE OFFICER EXECUTIVE ROUNDTABLE (by invitation only) 13:00 – 17:00

Olga Pontes

Chief Compliance Officer Odebrecht (Brazil)

Ana Cristina Freire

Chief Compliance Officer
Construtora Queiroz Galvão (Brazil)

Bruno Menezes Brasil

General Counsel OAS S.A. (Brazil)

- Evolving the CCO Role in Response to New Business Realities: Emerging Economic, Geopolitical and Legal Trends Affecting the Compliance Function, CCO Independence, and Global Business
- Demonstrating Your Value to C-Suite Management and the Board: How to Quantify the Value of the In-House Compliance Function and Shift the "Cost-Center" Mentality
- View from the General Counsel's Office: GCs Discuss Their Visions and Expectations for the CCO Role
- Paper vs. Practice How to Know if Policies and Procedures are Truly Being Implemented across Your Corporate and Field Operations, and Supporting Your Overall Strategy
- Cyber Security and Data Privacy: Interfacing with Corporate and IT to Address Newfound Security Risks
- Cross-Departmental Synergy and Effectiveness: How C-Level, General Counsel, Audit and HR Executives are Aligning Their Functions to Strengthen Ethics and Compliance at All Levels
- The CCO as a "Crystal Ball"- How to Pinpoint the Newest, Emerging Risk Factors for Your Organization: The Latest Approaches to Effective Global Risk Assessments
- How Confident to Be in Your Compliance Decision-Making, Supply Chain Management, and Internal Controls: How to Work Through High Stakes, Sensitive and Complex Issues
- The Good, the Bad and the Ugly in Emerging Markets: A Candid Discussion on The Real-Life Obstacles to Compliance on the Ground

Attendance is exclusively for qualified applicants who hold the Chief Compliance Officer title at their respective organization (or who hold similar senior-level title with the same level and scope of job responsibilities).

In order to ensure a smaller group setting, attendance will be limited.



Registration Begins and Continental Breakfast

8:30

Conference Co-Chairs' Opening Remarks

Fabiana Leschziner

Executive Vice President, General Counsel and Chief Compliance Officer Embraer SA (Brazil)

Rogério Teixeira dos Santos

Corporate Integrity and Compliance Vale S.A. (Brazil)

8:45 **KEYNOTE ADDRESS**



Trevor N. McFadden

Acting Principal Deputy Assistant Attorney General, Criminal Division U.S. Department of Justice

9:30 LAVA JATO - THE NEXT ROUND

What the Most Recent Developments Reveal about Enforcement Priorities, Cross-Country Cooperation, and the Risks Multinationals Face in Brazil

Andrey Borges de Mendonça

Federal Prosecutor (São Paulo office) Ministério Público Federal, MPF (Brazil)

Shin Jae Kim

Partner

TozziniFreire Advogados (Brazil)

Eric Snyder

Partner

Jones Day (Washington, DC)

- What ongoing and newly launched investigations and settlements augur for continued prosecution of corrupt conduct
- What useful lessons learned from the investigations to date can be applied going
- How to assess the degree of cooperation amongst Brazilian authorities in Lava Jato
- Overcoming hurdles and "setbacks" throughout Operation Car Wash: Political pushes for amnesty legislation, political efforts at hindering investigations and prosecutions
- Anticipating the challenges of FCPA compliance cooperation with a new US administration and new leading appointees at the DOJ and SEC: To what degree will they remain committed to enforcement?

10:15 CASE STUDIES

What to Do When Conducting Business with a Third Party Revealed to be Involved in Lava Jato

Antenor Madruga

FeldensMadruga (Brazil)

Lucinda A. Low

Partner

Steptoe & Johnson LLP (USA)

Maria Claudia Murr

General Counsel Brazil HP Inc. (Brazil)

This exclusive and practical session will feature several complex third party risk management scenarios. After a review of each scenario and the specific challenges involved, the speakers will present a step-by-step review of strategies to address the situation. Don't miss the chance to test your business acumen and benchmark with your peers during this insightful and interactive panel:

- What if you discover that an agent, intermediary or distributor of your company is under investigation by a Brazilian and/or non-Brazilian enforcement authority or has been named by a cooperating witness??
- Upon discovering third party misconduct, when should you turn to law enforcement or seek criminal prosecution in Brazil and/ or other jurisdictions?
- How to go about the acquisition of assets from an entity that is either under active investigation or has settled bribery charges with authorities? How to guarantee that the acquisition target is not "tainted" with graft?
- How to be proactive about discovering Lava Jato-related corruption issues with a third party before the relationship is cemented

11:15

Refreshment Break

11:35

How to Measure whether Your Compliance Program is Working: Implementing the Most Effective KPIs

Revnaldo Goto

Director - Compliance Officer Siemens Ltda (Brazil)

Felipe Faria

Regional Compliance Manager -Latin America

Statkraft Energias Renováveis S/A (Brazil)

Claudio Scatena

Head of Risk and Compliance Estapar Estacionamentos (Brazil)

- How to asses which elements of a compliance program create business value
- Establishing effective monitoring program: Matching limited resources to the most relevant risks
- How to decide what metrics to use to measure the success of your compliance initiatives
- How to best assign clear responsibility for monitoring KPIs
- Discussing what role the business owners should play to track KPIs and monitor the effectiveness of internal controls
- Automating the process: Choosing the right monitoring system for the size of the company
- How to improve company reputation and goodwill through effective compliance

12:30

Managing "Integrity Risk." The Perspective of Multilateral **Development Banks**

Matthew Fowler

Lead Integrity Officer Office of Institutional Integrity Inter-American Development Bank, IDB (USA)

Ceri Lawley

Chief Compliance Officer International Finance Corporation (IFC), World Bank Group (USA)

Leonardo Lopes

Partner, Forensic Services PwC (Brazil)

- How multilateral development institutions view business operations involving "tainted" companies that are already in their portfiolios
- Under what conditions multilateral development institutions are willing to engage in new business and development ventures with "tainted" companies

Lunch for Speakers and Delegates

14:30

EXCLUSIVE INTERVIEW

Esther Flesch

Principal Partner and Chair, Compliance & Investigations Practice Trench, Rossi e Watanabe Advogados (Brazil)

Carlos Fernando Dos Santos Lima

Federal Prosecutor -Operation Car Wash Task Force Ministério Público Federal (MPF)



15:15 INNOVATION IN COMPLIANCE

Where Leading Companies Are Investing to Upgrade their Anti-Bribery Programs

Ana Cristina Freire

Chief Compliance Officer
Construtora Queiroz Galvão (Brazil)

Roberta Kanawaty Paoloni

Latin America Leader - Compliance and Business Conduct **3M (Brazil)**

André Tourinho

Compliance Officer OAS S.A. (Brazil)

This highly practical panel will present a selection of compliance innovations around technology, employee and third party collaboration and engagement, as well as program effectiveness:

- Preservation of data mechanisms, increased data accuracy and usability, enhanced cybersecurity, use of systems, software for digital monitoring, apps (not only for training but for engagement, awareness, due diligences, etc.)
- Standardization of policies and procedures, monitoring of remediation plans after investigations, third party audits, anti-retaliation processes
- · Fostering a "culture" of report:
- Doing the right thing and encouraging reports of wrongdoing
- Novel compliance training for employees and third parties: How to keep it alive and interesting and handle uncooperative and opaque business partners
- Compliance days, risk review processes with cross functional teams, new ways to promote trainings to and buy-in from employees and third parties
- Better understanding of the importance of values in Brazil: Do employees tend to react better to values than to laws and regulations?

16:00

Refreshment Break

16:20

Status Update on the Clean Company

Adriana Dantas

Partner

BMA - Barbosa, Müssnich & Aragão (Brazil)

- When will the Clean Company Act start to "bite" and when will compliance violators face charges under the legislation?
- Status update three years later: What insights can be drawn from pending cases
- A glimpse into the future: What companies and law firms should expect from regulators

- How in-house and private practitioners can adequately prepare themselves so as not to be "caught off guard" with certain, lesser known stipulations of the Act
- What subsequent anti-corruption compliance steps a company can take once it complies with the Act's clauses

16:45

How to Minimize Risk in Majority and Minority Shareholder Joint Ventures

Gary Zaugg

Associate General Counsel and Regional Compliance Director – Americas Ingersoll Rand Inc. (USA)

Andrew Levine

Partner

Debevoise & Plimpton (USA)

Peter Jaffe

Partner

Paul, Weiss, Rifkind, Wharton & Garrison LLP (USA)

- Contrasting risks raised by minority, majority and contractual joint ventures
- How to approach due diligence, supervision and cooperation strategies for each type of JV
- Managing joint venture risks when participants are subject to different legal regimes
- Knowing what US authorities expect of JVs versus other third party relationships, and what sort of behavior can trigger an investigation
- Understanding how a JV partner fits in the UKBA definition of "associated person"
- How to get senior management comfortable with partnerships in high risk markets
- Negotiating control provisions, board representation, veto rights, reps and warranties – particularly when you are not the majority partner
- How to develop an appropriate oversight and monitoring plan especially when you don't have "boots on the ground"
- Practical advice on effective internal controls to detect and prevent local anti-bribery issues
- How to deal with disputes among JV partners in an FCPA situation and drafting effective termination provisions

17:30 Conference Adjourns

"It was a great pleasure and honor to speak at the event. Congratulations for gathering such an impressive group of individuals."

"It was a great pleasure. I have been to the event for the last several years and 2016 was the best one (topics, speakers, structure, etc.). I have also received positive feedback from many delegates."

CONFERENCE DAY 2 MAY 25, 2017

8:00

Continental Breakfast

8:40

Conference Co-Chairs' Opening Remarks

8:45 EXCLUSIVE THINK TANK

The Importance and Effects of Settlement Agreements Amidst Brazil's Present Enforcement Climate

Marcello Miller

Former Federal Prosecutor

Ministério Público Federal, MPF (Brazil)

Carlos Ayres

Partner

Maeda, Ayres e Sarubbi Advogados (Brazil)

Lisa A. Alfaro

Partner

Gibson, Dunn & Crutcher LLP (Brazil)

Jose Figueira

Partner, Forensic Services **PwC (Brazil)**

- To settle or not to settle? What unexpected aspects companies should be aware of
- Examination of key challenges for authorities and companies for negotiating and signing settlement agreements
- The role of the MPF, CVM and CGU in settlement agreements
- How to coordinate simultaneous global settlement agreements
- Considerations and practical issues to ensure a successful settlement agreement
- Is it really about settling? How to view the nature and scope of settlement agreements under Brazilian law



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9:45 INTERACTIVE SESSION

When an Internal Investigation is Considered to be "Sufficient" and "Deep Enough" in the Eyes of **Enforcement Authorities**

Jeffrey H. Knox Partner

Simpson Thatcher LLP (USA)

Francisco Macedo Partner, Forensic Services Practice PwC (Brazil)

Elizabeth (Lisa) Vicens

Partner

Cleary Gottlieb Steen & Hamilton LLP (USA)

- How to decide when to launch an internal investigation once a compliance breach has been detected
- Identifying a best-practice plan on the sequence of appropriate actions that your company should follow, such as documents collection, facts gathering, and interviewing
- How to decide which departments to involve in the process (e.g., audit, HR, sales, marketing)
- How to reduce the risk of spiraling costs and knowing when to conclude an investigation: What regulators will expect you to have on file
- Understanding the importance of computer imaging for forensics, cyber and data issues: How to handle these matters and identify best practice solutions

10:45

Refreshment Break

11:05

A Practical Review of the Pros and Cons of Anti-Corruption Compliance Certifications to Determine What is Appropriate in the Brazilian Context

Renato Capanema

Director for Integrity and International Cooperation Ministry of Transparency, Supervision and Control, Comptroller General (CGU)

Felipe Dantas de Araujo

Anti-Corruption Compliance Director Walmart (Brazil)

Tiago Martins

Executive Manager

BRA Certificadora LTDA (Brazil)

- A practical review of the multiplicity of compliance certification standards and programs that exist in Brazil
- Comparing compliance certifications: Commonalities, differences, and practical tips on reconciling various standards

- How to determine whether to get certified and best practices on going about doing so: Big vs. small companies, adjustable certification programs, etc.
- Understanding the value and (international) recognition of ISO 37001 and other certification standards
- Determining whether a certified company will be considered compliant with key laws, market guidelines and government initiatives: FCPA, UKBA, OECD, Empresa Pró-Ética

12:00

Third Party Spotlight on Distributors, Suppliers and Consultants Risks: What to Do with the Results of your Due Diligence

Rogério Teixeira dos Santos Corporate Integrity | Compliance Vale S.A. (Brazil)

Alessandra Del Debbio

Assistant General Counsel Microsoft (Brazil)

Sergio Pinto

HCC Regional Sector Lead -Medical Devices Latin America Johnson & Johnson (Brazil)

- · How to define the risk tolerance of your organization
- How to measure the precautions and restrictions to be taken in light of the extent (and gravity) of the third party's involvement in a corruption scandal (such as Operation Car Wash): Would this "only" constitute a reputational risk?
- How to estimate the effectiveness of your contractual protections
- What to do if a distributor, supplier or consultant becomes involved in a corruption scandal
- How to negotiate the parameters of termination rights in case of involvement of the third party in corruption cases
- What else can be done with a distributor, supplier or consultant in addition to due diligence, certifications and contractual protections

12:45

Lunch for Speakers and Delegates

14:00

The Spillover Effects of Operation Car Wash Beyond Brazil's Borders: Assessing the Impact of Anti-Corruption Compliance Taken by Neighboring Countries and Foreign Trading Partners

Roberta Pegas

Chief Compliance Officer for Brazil Telefonica (Brazil)

Pedro Serrano Espelta

Partner

Marval, O'Farrell & Mairal (Argentina)

15:00

How Companies can "Turn the Page" and "Move On" After a Scandal: A Focus on Corporate Culture and Restoration of Confidence



Olga Pontes Chief Compliance Officer Odebrecht (Brazil)



Fabiana Leschziner Executive Vice President, General Counsel and Chief Compliance Officer



Marc A. Nichols

Embraer (Brazil)

Legal Counsel & Director of Compliance, Americas Rolls-Royce North America (USA)



Lilian Lustre

Head of Ethics and Business Integrity for Brazil Sanofi Group (Brazil)

- How to speak openly about your case: Transparency and lessons learned as key elements to rebuild the trust and motivation of employees
- How to strengthen your ethics and compliance culture based on "zero tolerance"
- Reinforcing the credibility of the whistleblower channel as the best tool for detection and prevention of violations
- Best practices to foster discipline and
- Employment decisions: Which employees to terminate, which to rehabilitate and how
- The tone at the top How leadership can ensure and spread a strong ethical culture: Leading by example
- Repeated training and education: The need for repeated discussion around ethics and compliance so that they remain top of mind for employees in their day-to-day
- Business partner best practices: When to make disclosures to customers and what to disclose
- Living with a compliance monitor: Selection, review and work plan

16:30

Conference Concludes

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Course objective: Update on anti-corruption policies and procedures to prevent inappropriate payments and business conduct. Prerequisite: None. Level of knowledge: Beginner/Intermediate. Teaching Method: Group-Live. Advanced Preparation: None. Delivery method: Group Live.

Please refer to the information in this brochure for outline, course content and objectives. Final approval of a course for CPE credits belongs with each states' regulatory board. Recommended CPE Credit: 14.5 hours for the main conference and an additional 4.0 hours for each workshop and 4.5 hours for the CCO Roundtable.

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Trevor N. McFadden
Acting Principal Deputy Assistant
Attorney General, Criminal Division
U.S. Department of Justice

Special Public Speakers:

Marcello Miller
Former Federal
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