

**CORPORATE
GOVERNANCE
AND REGULATORY
COMPLIANCE**



Corporate Governance and Regulatory Compliance

This Practice Group advises clients in all matters related to compliance in areas and industries subject to regulation, with a focus on minimizing their risks.

In particular, the interdisciplinary team of experienced compliance experts of our Corporate Governance and Regulatory Compliance Practice Group has a very robust practice in corporate internal investigations triggered for multiple reasons such as potential violations to internal code of conducts, corrupt conduct, solicitation of improper payments, conflict of interest, fraud, anti-trust proceedings, among other.

Also, the Practice Group advises on the design, implementation, and evaluation of client-tailored corporate compliance models.

This Practice Group also counsels clients on Mexican anti-corruption regulations and on compliance and/or regulatory audits and their legal implications in connection with M&A, commercial agreements, obtaining licenses and permits or awarding of government contracts, as well as in

internal vetting procedures for third parties such as distributors, agents and service providers.

Additionally, the Corporate Governance and Regulatory Compliance Practice Group represents clients during administrative proceedings, inspections, administrative and white-collar litigation, including legal actions against fines, shutdowns, and product seizures among other.

This Practice Group also provides advice on Mexican Anti-Money Laundering regulations and compliance implementation, including defense, on the administrative arena, due to investigation proceedings by the Financial Intelligence Unit (UIF)

Our Practice Group also provides advice in connection with proceedings to be implemented by entities operating in highly regulated areas (life sciences, food and beverage, import / export of goods) restricted products, etc. involving the participation of governmental authorities or entities considered as quasi-governmental.



Industries we serve

The Corporate Governance and Regulatory Compliance Practice Group serves to companies in most industries and particularly in: Automotive, Retail, Energy, Life Sciences, Aerospace, Food and Beverage, Cosmetic Products, Regulated Substances, among others.

REPRESENTATIVE EXPERIENCE

- » Advise the Mexican subsidiary of the biomedical and chemical reagents division of a major U.S. conglomerate with an internal investigation, triggered by hot-line reports of potential collusion of employees with organized crime that purportedly purchased restricted chemicals to the company. We also assisted with interviews, data review and remediation actions and with the relocation of certain company's sites to other locations in Mexico or with their definitive shutdown ordered by the Company's Board of Directors.

The following Sánchez-Devanny's practice groups were also involved: Data Privacy, Regulatory Compliance, Labor, Foreign Trade and Customs. Sánchez-Devanny also teamed up with criminal law boutique.

- » Advice to a shipping multinational company in the defense against allegations by the Financial Intelligence Unit (Mexican Anti-Money Laundering agency). Building of the case, prepare of defense arguments and administrative litigation to successfully reactivate company's frozen bank accounts by UIF.

The following Sánchez-Devanny's practice groups were also involved: Administrative Litigation.

Sánchez-Devanny also teamed up with criminal law boutique.

- » Assisted the automotive division of a Japanese global conglomerate with an internal investigation of purported collusion of employees with government officials and potential improper payments and embezzlement. We conducted interviews, forensic reviews and prepared findings report. Analysis those findings with U.S. in-house counsel and provide legal advice under Mexican law for the implementation of remediation actions and implementation of controls.

The following Sánchez-Devanny's practice groups were also involved: Data Privacy and Environmental.

- » Advised a US based conglomerate on an anti-corruption analysis and legal implementation arising from the service agreements to be rendered to a Mexican Government utility corporation on its nuclear and power generation facilities which are amongst the most relevant infrastructure sites in Mexico.
- » Conducted a full scale compliance audit and risk assessment for a global infrastructure corporation from a corporate, labor, real estate and tax standpoints unveiling compliance issues, designed and implemented a legal remediation plan and compliance infrastructure.

REPRESENTATIVE EXPERIENCE

- » Advised one of the largest laboratories in the world in an M&A transaction, specifically in the risk assessment of the target (a 100% Mexican pharmaceutical company) from compliance, regulatory and anti-corruption perspectives. We assisted the company in the design of a due diligence process with focus in areas that affect the pharma industry in Mexico.

- » Advised a German cosmetics and chemical products company in connection with the diverse requirements and information necessary to be considered as "essential activity" during the first stage of the COVID Pandemic isolation rules in Mexico.

Likewise, we advised such company as to the manner in which any approach of the different authorities involved in the verification processes of the emergency closure of premises should be addressed.

This permitted the company to continue operating its manufacturing premises for the full period of the contingency and avoid losses of jobs and revenue during such period, as well as to establish a specific methodology for the potential verification processes of administrative authorities at the federal and state level.

- » Advised a US medical devices manufacturer in connection with the general requirements to import and market diverse kinds of products in Mexico.
- » Our advice included not only the general procedures but also the specific procedures implemented to attend the COVID 19 emergency in Mexico as well as the legal requirements that distributors in Mexico should comply for the importation and marketing of these goods.

This permitted the company to enter into the Mexican market through an independent distributor that imported the products for direct distribution with public health organizations.

The company has planned the sale of several hundred devices during the next following years, same that will eventually be directly

imported and marketed by its subsidiary.

- » We advised a company engaged in the vaping products business as to the general requirements that should be met in case of verifications by federal or state authorities of its retail business.

Based on our advice, the company was able to attend several visits in diverse states in Mexico and avoid foreclosure of its retail points of sale and seizure of goods.

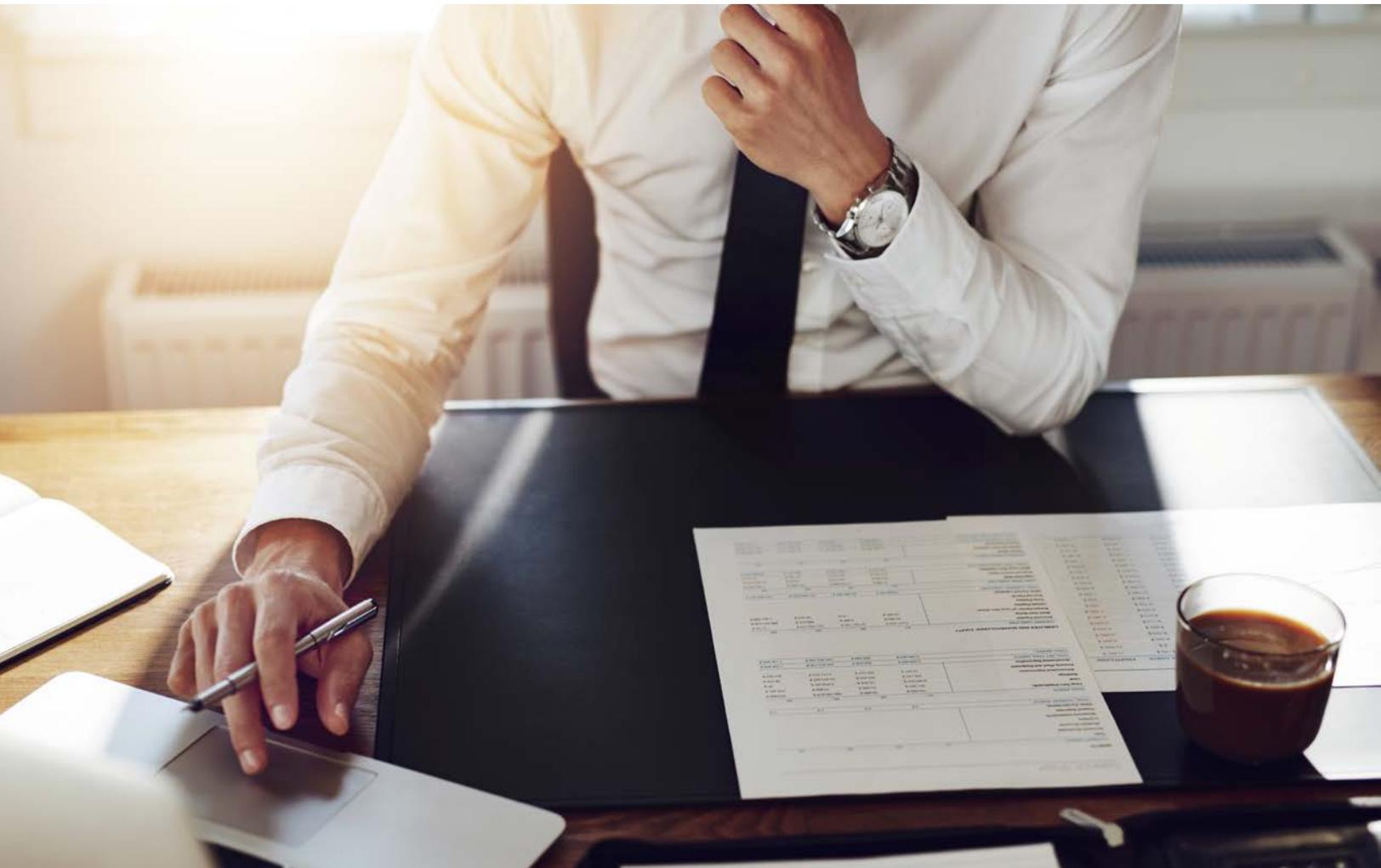
Likewise, we developed guidelines and methodologies for the company's employees to interact with the diverse governmental officials that could be in charge of carrying out verification visits to the retail points.

This permitted the company to continue operations in its diverse retail points in all Mexico, not being necessary to suspend operations as was incorrectly deemed applicable by diverse government officials.

- » Represented one of the largest manufacturing Group with subsidiaries in Mexico in the automotive supply industry, to contest a determination by the Ministry of Economy and the Tax Administration that revoked its authorization to operate under an IMMEX program, as well as a VAT Certification that allows the company to carry out temporary importations of inventories, without triggering VAT. Sanctions were imposed because of lack of proper compliance and validation of information and documents furnished by a minor supplier of services. Board of Administration and Shareholders are potentially subject to administrative and criminal liabilities. We have initiated procedures on different fronts, based on a broad legal strategy that includes administrative, tax and defensive criminal actions.

The following Sánchez-Devanny's practice groups were also involved: Customs, Corporate, Tax Litigation.

Sánchez-Devanny also teamed up with criminal law boutique.



Our Corporate Governance and Regulatory Compliance Team

The team is conformed by attorneys with extensive experience in compliance matters, also the team has the knowledge and contacts in several organizations to provide prompt response to our clients' needs.

Daniel Maldonado-Alcántara

Daniel has significant experience in business, corporate and financial operations, and contract negotiations for international transactions. He leads the Corporate Governance and Regulatory Compliance practice group of the firm. He advises clients on M&A transactions, joint ventures, corporate restructurings, start-ups, commercial contracting and real estate matters. He also specializes in corporate governance and compliance matters, and has advised multinational companies, particularly from the automotive, pharmaceutical, medical device and retail industries in complex compliance investigations and risk assessments. Daniel also provides general advice and training on anticorruption and anti-money laundering issues, defending clients against investigation procedures by the Financial Intelligence Unit (anti-money laundering agency in Mexico). He has participated as a speaker in several events regarding compliance with domestic and international anti-corruption regulations in Mexico, Europe, U.S.A. and Brazil.

Guillermo Villaseñor-Tadeo

Guillermo is a tax practitioner that has represented companies in different industries and sectors with respect to complex tax investigations concerning tax planning and tax compliance deriving from domestic legislation and international treaties. Guillermo has been successful in reaching positive outcome for multimillion-dollar investigations through administrative processes and strategies that prevented bringing the controversies to formal Court litigation. He maintains an active presence with the Taxpayers' Advocate Office (PRODECON), the Federal Administrative Court, and Courts of Justice. In addition to tax litigation, Guillermo is skilled in tax planning, taxation of corporate restructuring transactions, mergers, acquisitions, and general tax advice, especially for multinational groups with operations in Mexico. Based on his corporate-tax experience, Guillermo is very active in providing consultancy and preventive-oriented advisory in tax compliance, based on recent international trends already implemented in domestic legislation. Based on his experience and background in the Federal Administrative Court, Guillermo has represented companies in controversies related to governmental procurement and, recently with respect to investigations and potential sanctions, through legal and constitutional remedies upon anti-money laundering and anticorruption regulations.

José Alberto Campos-Vargas

José Alberto is a partner at Sánchez Devanny, who heads the Life sciences practice group, same that deals with diverse legal issues regarding products such as medicines, medical devices, food, beverage, cosmetics, cannabis, tobacco and health services among other. He has more than 23 years of experience advising clients in connection with their operations in Mexico with highly regulated products either by the Ministry of Health, Ministry of Agriculture, Consumer Protection Agency and other related authorities in such product's processes regarding importation, warehousing, manufacturing, marketing, transportation, etc. He has advised a considerable number of legal entities in connection with the publicity and marketing strategies for regulated products and services, either in connection with the planning and development of labeling, as well as with the planning, review and authorization of marketing materials all the way to litigious procedures before authorities such as COFEPRIS, SENASICA and PROFECO. He has also advised diverse companies in the pharmaceutical industry to implement and duly meet the applicable provisions regarding health research, development and investigation processes when these are totally or partially carried out through remote communication methods as well as establishing telemedicine services in Mexico.

Team

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Who we are

Sánchez Devanny is a leading Mexican law firm that provides full-service legal advice both to Mexican and international clients.

More than attorney-client services

We build enduring client relationships that go beyond individual service contracts because we make every effort to understand our clients' businesses and expectations, to serve as an ally, and to provide complete, accessible and personalized advice. As a testament to these efforts, we continue to advise clients today who have trusted us with their legal matters since the firm was founded in 1996.

Experience and creativity

Throughout the firm, we take pride in serving our clients with a combined approach of experience and creativity because we recognize that when you know how things are done it is easier to think outside the box. Our partners offer a wealth of experience, including in prior roles as in-house counsels at global companies and government agencies, and key roles within international law firms.

With offices in Mexico City, Monterrey, and Querétaro, as well as several strategic alliances worldwide, the firm is well-positioned to quickly and efficiently represent and respond to clients' needs, shortening the distance between us and our clients. Our services are delivered in an efficient, professional, cost effective and timely manner, keeping always in mind that, as lawyers, we are business facilitators for our clients and must maintain a proactive and preventive approach.

Location

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Sánchez Devanny provides legal services in the areas of Corporate and M&A; Corporate and Project Finance; International Trade and Customs; Real Estate, Infrastructure and Hospitality; Tax; Labor, Social Security and Immigration; Corporate Governance and Regulatory Compliance; Energy and Natural Resources; Environmental; Life Sciences; Intellectual Property, Entertainment and Sports Law; Litigation and Alternative Dispute Resolution; Antitrust; Capital Markets; Private Wealth Management and Estate Planning; Administrative Strategic Litigation and Data Privacy and Information Technology to both public and private clients, especially in the automotive, retail, pharmaceutical, manufacturing, real estate and energy industries among others.