



The International Comparative Legal Guide to: **Corporate Investigations 2019**

3rd Edition

A practical cross-border insight into corporate investigations

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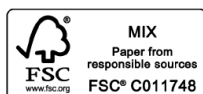
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Portugal



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1 The Decision to Conduct an Internal Investigation

1.1 What statutory or regulatory obligations should an entity consider when deciding whether to conduct an internal investigation in your jurisdiction? Are there any consequences for failing to comply with these statutory or regulatory regulations? Are there any regulatory or legal benefits for conducting an investigation?

In Portugal, there is no specific legislation designed to regulate internal investigations. Therefore, a company is free to decide whether or not to conduct an internal investigation and, by doing so, the company may benefit from a mitigation of its liability.

However, the Law on the Prevention of Money Laundering and Terrorism Financing (Law no. 83/2017 of 18 August, the AML/CTF Law) imposes an obligation on certain entities to detect, and for that purpose, to conduct an internal examination into suspicious operations relating to money laundering and terrorism financing and to report them to the authorities.

When performing these duties, entities are forbidden from informing suspects or third parties about their examinations and must collect and conserve all the relevant documentation for a period of seven years.

If an entity fails to comply with this examination duty, it commits an AML/CTF administrative offence sanctioned with a fine from €5,000 to €5,000,000, depending on the nature of the entity (financial, non-financial or other), and, in some cases, other sanctions such as the closure of the establishment for up to two years.

Please note that this examination duty is not a full internal investigation, but only an internal examination.

1.2 How should an entity assess the credibility of a whistleblower's complaint and determine whether an internal investigation is necessary? Are there any legal implications for dealing with whistleblowers?

Entities must examine all whistleblowers' complaints to determine whether an internal investigation is necessary and must make a report about that decision.

Specifically, the AML/CTF Law requires companies to: (i) have a specific, independent and anonymous channel to receive whistleblowers' complaints regarding any AML/CTF violations; (ii) ensure the confidentiality of the communications received and the protection of the personal data of the complainant and the suspect; and (iii) refrain from any threats or hostile acts and, in particular, from any unfavourable or discriminatory practices against whistleblowers when their complaints are well-founded.

If the entity fails to comply with these duties, it commits an AML/CTF offence sanctioned as described above.

In some sectors, companies are required to submit a report containing the summary description of the complaints received and their processing to the authorities for the sector in question.

1.3 How does outside counsel determine who "the client" is for the purposes of conducting an internal investigation and reporting findings (e.g. the Legal Department, the Chief Compliance Officer, the Board of Directors, the Audit Committee, a special committee, etc.)? What steps must outside counsel take to ensure that the reporting relationship is free of any internal conflicts? When is it appropriate to exclude an in-house attorney, senior executive, or major shareholder who might have an interest in influencing the direction of the investigation?

In Portugal, there is no specific legislation designed to regulate internal investigations.

However, for the purposes of conducting an internal investigation and reporting findings, the AML/CTF Law requires companies to: (i) prevent conflicts of interest and, where necessary, ensure the separation of functions within the organisation; and, in some cases, (ii) appoint a member of its top management as a Compliance Officer. Among others, the company must assure that this officer: (a) performs their duties independently, permanently, effectively and with the necessary decision-making autonomy, regardless of the nature of their relationship with the company; and (b) is not subject to potential functional conflicts, especially when segregation of their functions does not occur.

Furthermore, the entities subject to the AML/CTF Law must monitor the effectiveness of their policies and procedures through evaluations carried out independently by the internal audit area, by external auditors or by a qualified third party.

If the entity fails to comply with these duties, it commits an AML/CTF offence sanctioned as described above.

2 Self-Disclosure to Enforcement Authorities

2.1 When considering whether to impose civil or criminal penalties, do law enforcement authorities in your jurisdiction consider an entity's willingness to voluntarily disclose the results of a properly conducted internal investigation? What factors do they consider?

As mentioned above, the entities subject to the AML/CTF Law must report to the authorities any suspicions operations and must report their internal examinations, otherwise they commit an AML/CTF offence.

In other cases, a company is free to decide whether or not to disclose the results of an internal investigation, but by disclosing the results, the company may benefit from a mitigation of its liability.

2.2 When, during an internal investigation, should a disclosure be made to enforcement authorities? What are the steps that should be followed for making a disclosure?

Generally, a disclosure should be made to the enforcement authorities when the internal investigation leads the company to conclude that a violation has taken place internally.

However, the AML/CTF Law imposes a duty to communicate suspicious operations, which must be immediately reported after a first examination. In these cases, the entity must report to the authorities, among others: (i) the full identification of the parties involved and their activities; (ii) full descriptions of the suspicious operations; and (iii) the analysis carried out by the entity with copies of all the evidence collected, otherwise they commit an AML/CTF offence.

2.3 How, and in what format, should the findings of an internal investigation be reported? Must the findings of an internal investigation be reported in writing? What risks, if any, arise from providing reports in writing?

Generally, an entity is free to choose the communication format.

However, the AML/CTF Law requires a written communication made through a specific direct, secure and confidential channel defined by the authorities for the sector in question.

3 Cooperation with Law Enforcement Authorities

3.1 If an entity is aware that it is the subject or target of a government investigation, is it required to liaise with local authorities before starting an internal investigation? Should it liaise with local authorities even if it is not required to do so?

No, there are no provisions that require an entity to liaise with authorities before starting an internal investigation, even when under investigation.

However, when required to do so, the entity should liaise and fully cooperate with the authorities. The AML/CTF Law requires the entity to collaborate and communicate with the authorities, otherwise it commits an AML/CTF offence.

3.2 If regulatory or law enforcement authorities are investigating an entity's conduct, does the entity have the ability to help define or limit the scope of a government investigation? If so, how is it best achieved?

By sharing information crucial to the investigation, it is possible that the entity's findings and data will indirectly influence the scope of an investigation. Nevertheless, it is impossible for an entity to define or limit the scope directly.

Authorities act independently. As a result, entities cannot set limits or define the terms of a public investigation.

3.3 Do law enforcement authorities in your jurisdiction tend to coordinate with authorities in other jurisdictions? What strategies can entities adopt if they face investigations in multiple jurisdictions?

The Portuguese enforcement authorities customarily coordinate with authorities from other jurisdictions.

In the case of an investigation that covers various jurisdictions, entities must adopt a cautious approach. Hiring lawyers that specialise in this type of matter in each country or with knowledge across the different jurisdictions is highly recommended. Furthermore, it must be borne in mind that all the data shared by the company will be accessed in all the involved jurisdictions.

4 The Investigation Process

4.1 What steps should typically be included in an investigation plan?

An investigation plan must define the scope of the investigation, identify the parties involved, establish preventive measures to ensure the efficiency of the investigation, and provide for the investigators to collect and preserve documents, hold and document interviews, examine and analyse the evidence, and prepare a final written report with the conclusions and the actions to be taken.

4.2 When should companies elicit the assistance of outside counsel or outside resources such as forensic consultants? If outside counsel is used, what criteria or credentials should one seek in retaining outside counsel?

Companies should hire outside counsel when the company itself is also under investigation, or when the dimension of the investigation or its nature means it cannot be undertaken by the company itself or when the independence and impartiality of the company may be an issue.

In selecting outside counsel, the company must consider experience, knowledge, level of specialisation and reputation.

5 Confidentiality and Attorney-Client Privileges

5.1 Does your jurisdiction recognise the attorney-client, attorney work product, or any other legal privileges in the context of internal investigations? What best practices should be followed to preserve these privileges?

Outside counsel is subject to professional secrecy covering all the

facts that they become aware of in performing their professional duties in the context of an internal investigation into the legal situation of their client.

The confidentiality duty covers documents and other materials accessed by the lawyer in the investigation that are directly or indirectly linked to the facts subject to secrecy.

This duty can only be derogated from in special and rare cases: upon request and special authorisation from the Bar Association for the purposes of defending their legitimate rights or the legitimate rights of their clients; or in criminal proceedings whenever this is determined by a higher court considering the gravity of the interests at stake.

Regarding the AML/CTF Law, lawyers must communicate any suspicious operations to the Bar Association. However, this duty of communication does not apply when the lawyer became aware of the facts in the context of an evaluation of the legal situation of their client or in the context of advice, representation or a defence regarding the legal proceedings of the client.

5.2 Do any privileges or rules of confidentiality apply to interactions between the client and third parties engaged by outside counsel during the investigation (e.g. an accounting firm engaged to perform transaction testing or a document collection vendor)?

In Portugal, the violation of professional secrecy is considered a crime, and, in several sectors of activity, professional secrecy is specifically regulated.

If third parties are engaged by outside counsel, they will also be subject to the lawyers' duty of secrecy, although their privileges are not as strong as the ones of the lawyers.

In any case, when engaging with third parties, a written secrecy clause must be signed to ensure and protect confidentiality.

5.3 Do legal privileges apply equally whether in-house counsel or outside counsel direct the internal investigation?

The legal privileges of outside counsel are only applied to in-house counsel if they are also registered at the Bar Association and if the nature of their work is that of a lawyer and not a simple member of the legal department or some other area.

As directing the internal investigation may not be considered as a lawyer's work, there is a risk the legal privileges of a lawyer will not apply in this case. In any case, the in-house counsel is subject to professional secrecy.

5.4 How can entities protect privileged documents during an internal investigation conducted in your jurisdiction?

In order to protect documents during an internal investigation, the entity must limit access to them by third parties and expressly identify them as confidential.

However, the best measure to protect the documents is to send them to outside counsel appointed to direct the internal investigation.

5.5 Do enforcement agencies in your jurisdictions keep the results of an internal investigation confidential if such results were voluntarily provided by the entity?

As a general rule, administrative offences and judicial proceedings are not confidential.

Therefore, all the documentation sent to enforcement agencies will be deemed public. However, the authority responsible for the proceedings may determine, upon request and if the interests involved require it, the confidentiality of certain documents and/or information.

6 Data Collection and Data Privacy Issues

6.1 What data protection laws or regulations apply to internal investigations in your jurisdiction?

- Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons on the processing of personal data and on the free movement of such data (GDPR).
- Directive (EU) 2016/680 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons on the processing of personal data by competent authorities for the purposes of the prevention, investigation, detection or prosecution of criminal offences or the execution of criminal penalties, and on the free movement of such data.
- Law no. 83/2017 of 18 August 2017, the AML/CFT Law, which authorises entities to perform the data processing operations needed for the exclusive purpose of the prevention of money laundering and terrorist financing.
- Law no. 41/2004 of 18 August 2004, regarding Data Protection and Privacy in Telecommunications.

Portugal has not yet approved a GDPR implementation law.

6.2 Is it a common practice or a legal requirement in your jurisdiction to prepare and issue a document preservation notice to individuals who may have documents related to the issues under investigation? Who should receive such a notice? What types of documents or data should be preserved? How should the investigation be described? How should compliance with the preservation notice be recorded?

As the scope is to collect data necessary to the investigation, entities or individuals that possess relevant data may be notified in order to preserve them.

There is no specific legal requirement for this notification. The main issue is to preserve data and avoid its possible elimination and, for that purpose, a legitimate interest must be at stake.

6.3 What factors must an entity consider when documents are located in multiple jurisdictions (e.g. bank secrecy laws, data privacy, procedural requirements, etc.)?

When dealing with documents located in multiple jurisdictions, the entity should hire specialists across the different jurisdictions to take into account the legislation and regulations applied in each jurisdiction.

6.4 What types of documents are generally deemed important to collect for an internal investigation by your jurisdiction's enforcement agencies?

Given that Portugal has no specific legislation to regulate internal investigations, it depends on the specific case. As long as it is relevant to the case, all types of documentation and records must be considered (digital, electrical and written).

6.5 What resources are typically used to collect documents during an internal investigation, and which resources are considered the most efficient?

Currently, electronic documents are the most common and easiest way to collect any kind of information.

The efficient way to collect and analyse those documents and to ensure independence and impartiality is to use an external forensic expert.

6.6 When reviewing documents, do judicial or enforcement authorities in your jurisdiction permit the use of predictive coding techniques? What are best practices for reviewing a voluminous document collection in internal investigations?

It is a common practice of the judicial and enforcement authorities to use predictive coding techniques to review a voluminous document collection.

7 Witness Interviews

7.1 What local laws or regulations apply to interviews of employees, former employees, or third parties? What authorities, if any, do entities need to consult before initiating witness interviews?

Witness interviews in the context of an internal investigation are not regulated in Portugal.

Therefore, witnesses can refuse an interview. However, in some cases, actual employees may be subject to disciplinary proceedings if they refuse an interview if that interview is requested by their line manager.

Regarding the lack of regulation on this matter, no entity's consultation is defined or recommended as needed before initiating a witness interview.

7.2 Are employees required to cooperate with their employer's internal investigation? When and under what circumstances may they decline to participate in a witness interview?

In general, employees are required to cooperate with their employer's internal investigation.

That said, if the internal investigation relates to the performance of the duties or the position to which the employee is assigned, they may not decline to participate in a witness interview about the facts that they became aware of in the course of their professional activity.

7.3 Is an entity required to provide legal representation to witnesses prior to interviews? If so, under what circumstances must an entity provide legal representation for witnesses?

An entity is not required to provide legal representation to the witnesses, but witnesses should be informed of the possibility of being accompanied by a lawyer.

7.4 What are best practices for conducting witness interviews in your jurisdiction?

Witness interviews should be directed by a lawyer, who must inform

the witness of the context of the investigation, which parties are involved, what is at stake and about the possibility of the witness being accompanied by a lawyer.

Witness interviews must be documented and signed by the witness, the interviewer and anyone else present.

In some cases, interviewers may request the witness to sign a confidentiality agreement about the interview.

7.5 What cultural factors should interviewers be aware of when conducting interviews in your jurisdiction?

Portuguese cultural factors are not an issue when conducting interviews.

7.6 When interviewing a whistleblower, how can an entity protect the interests of the company while upholding the rights of the whistleblower?

Whistleblowers should have the possibility of being accompanied by a lawyer.

The interviewer should be as impartial as possible, which is why hiring outside counsel is recommended.

Specifically, the AML/CTF Law requires companies to ensure the confidentiality of the whistleblower and refrain from any threats or hostile and discriminatory action against them.

If the entity fails to comply with these duties, it commits an AML/CTF offence sanctioned as described above.

7.7 Can employees in your jurisdiction request to review or revise statements they have made or are the statements closed?

It can be requested but the entities are not obliged to give access to the statements made in internal investigations, which must be classified as confidential in some cases.

7.8 Does your jurisdiction require that enforcement authorities or a witness' legal representative be present during witness interviews for internal investigations?

As internal investigations are not regulated, neither the presence of enforcement authorities nor the legal representative is required. However, if the witness asks to be represented, this request must be accepted.

8 Investigation Report

8.1 How should the investigation report be structured and what topics should it address?

An investigation report should contain: (i) an executive summary with a description of the background, identifying the origin and scope of the investigation, the parties involved and the investigators and/or interviewers; (ii) a description of the preventive measures adopted and the steps taken, such as collecting documentation and holding interviews (reports of which must be annexed); (iii) a description of the analysis carried out with conclusions about the facts; and (iv) recommendations and actions to be taken.

Regarding the AML/CTF Law, in performing the duty of examination, the reports to authorities must contain a description of the suspicious transactions (such as value, dates, location, origin, destination, purpose, nature and means of payment) and the parties involved (such as profile, activities, economic situation and standard operations).



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He is a member of the 'Forum Penal' criminal lawyers association and works with Fair Trials International as a member of the Legal Experts Advisory Panel.



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Finance Monthly: White Collar Crime Law Firm of the Year, 2017.

Worldwide Financial Advisor Awards Magazine: White Collar Crime Law Firm of the Year, 2017.

PLMJ has a multidisciplinary team that specialises in compliance matters.

This team is made up of a group of lawyers dedicated to the area of compliance; in particular, diagnostics, analysis and drafting and implementation of risk prevention policies. They also provide training to the members of a client's staff.

This specialised team focuses on putting together a compliance package that trains clients on changes to the new anti-money-laundering and terrorism-financing laws in Portugal. It assists them in spotting problems and helps provide solutions on how best to deal with them.

These services provided by PLMJ's Compliance Team were classified as Highly Commended by the *Financial Times* for the Innovative Lawyers 2018.

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