



**LINCOLN LEGAL SERVICES (MYANMAR) LIMITED**



**MYANMAR'S LEGAL AND TAX FRAMEWORK**

**15<sup>th</sup> December, 2016**



# **THE NEW MYANMAR INVESTMENT LAW THE DRAFT OF THE NEW COMPANIES LAW**



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## THE NEW INVESTMENT LAW

- Enacted on 18<sup>th</sup> October 2016
- Combines the Foreign Investment Law 2012 and the Citizens Investment Law 2013
- Investment proposals still to be submitted under the old laws until 31<sup>st</sup> December 2016
- From 1<sup>st</sup> January 2017 (theoretically), proposals to be submitted under the new law
- New Investment Rules not out yet
- Call for public comments until 16<sup>th</sup> December 2016



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## THE NEW INVESTMENT LAW

- Distinguishes between “citizen investor” and “foreign investor”
- “Citizen investor” includes enterprises established only by citizens (which is at odds with the draft of the new Companies Law)



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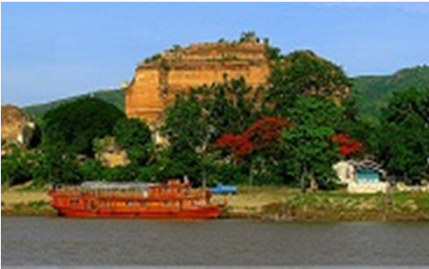


## THE NEW INVESTMENT LAW

- Two routes to invest: (i) with and (ii) without MIC permit
- MIC permit required for investments that:
  - are important to the Union's strategy;
  - require a large amount of capital;
  - have a high impact on the environment and the local community;
  - use state-owned land or buildings; or
  - are classified by the Government as requiring an MIC permit



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## THE NEW INVESTMENT LAW

- Other investments do not require (and are probably also not eligible for) an MIC permit
- Differently from previously, businesses without MIC permit can file an “approval application” (in DICA’s unofficial translation, “endorsement application”) with the MIC in order to obtain:
  - tax exemptions;
  - right to lease land 50+10+10 years (only relevant for foreign investors)



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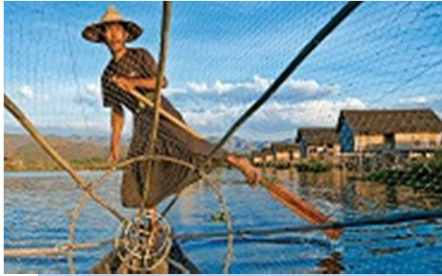


## THE NEW INVESTMENT LAW

- Investments without MIC permit now benefit from other advantages that were previously only available for investments with MIC permit (e.g. guarantee against confiscation, explicit right to repatriate profits)
- No requirement to hire a certain percentage of locals for jobs requiring skills



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# THE NEW INVESTMENT LAW

## Market access restrictions:

- “Harmful investments”: prohibited to foreigners + citizens
- State monopolies: Access “restricted”
- Investments prohibited to foreigners
- Investments requiring foreigners to have a citizen JV partner
- Investments requiring approval of the relevant ministries



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# THE NEW INVESTMENT LAW

## Tax incentives:

- No more automatic 5 year exemption from corporate income tax
- Investments in “notified sectors” in (i) underdeveloped, (ii) moderately developed, (iii) adequately developed places: Exemption from corporate income tax for (i) seven, (ii) five or (iii) three years



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# THE NEW INVESTMENT LAW

## Tax incentives

- Exemption from customs duty and commercial tax at the import stage for machines, construction materials, etc., during construction or expansion period; and for export-orientated businesses
- Exemptions from corporate income tax on profits that are reinvested within one year
- Accelerated depreciation



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# THE NEW INVESTMENT LAW

## Tax incentives

- Deduction of R&D expenses (although such expenses would be deductible anyway)
- Better incentives may be granted to citizen-owned businesses



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# THE NEW INVESTMENT LAW

## Dispute resolution

- MIC must implement a mechanism by which disputes can be resolved before reaching the official dispute-resolution stage
- Investors are free to agree on a dispute resolution mechanism of their choice



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## **NEW COMPANIES LAW (DRAFT)**

- **Companies can be set up with one shareholder and one director**
- **One director must be resident in Myanmar**
- **Company still a “Myanmar company” if foreign ownership interest does not exceed a threshold set by the relevant ministry (35%?)**
- **Registration system for overseas corporations that “carry on business” (e.g.: “isolated transaction” that is not completed within 30 days) in Myanmar**



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## **NEW COMPANIES LAW (DRAFT)**

- **No more “permit to trade,” no more “company objectives” in the constitution - but surely, this does not mean that a foreign company can engage in any business?**
- **Massive minority protection**
- **Easier to have a tailor-made constitution, different classes of shares**
- **Options and convertible shares expressly allowed**



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# CORPORATE COMPLIANCE



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## FILINGS WITH DICA

- **Company - within 14 days after the BoD (or shareholders') resolution:**
  - **Change of address (“notice of situation of registered office”)**
  - **Change of directors (form 26)**
  - **Allotment of new shares (form 6)**
  - **Share transfer (share transfer form)**
  - **Annually, form E + audited financial statements**



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## FILINGS WITH DICA

- **Branch/rep office:**
  - **Within 14 days after the corresponding resolution:**  
Change of address; change of branch representative (form 18)
  - **Annually:** Audited financial statements of headquarter (notarized and legalized if not in English); if available: audited financial statement of the branch; list of directors of the headquarters (notarized and legalized if not in English)



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# LABOUR LAW



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## FOREIGN EMPLOYEES

- Employers should make sure that foreign employees are properly registered, see e.g. here:  
<http://tinyurl.com/zaywkwm>



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## MINIMUM WAGE

- **National Committee for the Setting of the Minimum Wage set the minimum wage on 28 August 2015 as follows:**
  - **Ks. 450 per hour; Ks. 3,600 per day**
  - **Means: Ks. 3,600 x 30 = Ks. 108,000 per month with 30 days**
  - **Applies to establishments with more than 15 workers**



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## MINIMUM WAGE

- A worker working e.g. 9 hours (8 regular hours and 1 hour overtime) per day receives at least:

Ks. 450 x 8 = Ks. 3,600

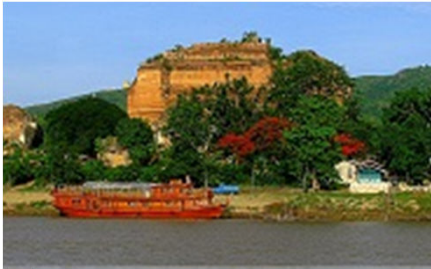
Ks. 900 x 1 = Ks. 900

**TOTAL** = Ks. 4,500



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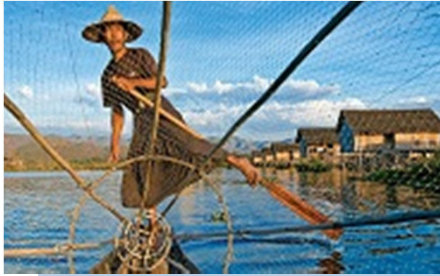
# MOL'S LABOUR CONTRACT TEMPLATE



- **MoL Notification from 31 August 2015: Employers and employees must, within 30 days, sign labour contracts “in the prescribed form.”**
- **Labour contracts must be submitted to the township labour office for approval.**
- **Township labour offices do not allow deviations from MoL’s template.**
- **Only one template for all sectors. Template geared towards factory workers.**



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## WORKING HOURS

- **Factories Act 1951 as amended:**
  - **Regular working hours: Not more than 8 hours/day and 44 hours (48 hours if “continuous work” is required)**
  - **Break time: 30 min after 5 working hours**
  - **Maximum working hours incl. break time: 10 hours/day**
  - **Max. 6 working days/week**
  - **Sunday is off-day, but may be replaced with another off-day within three days prior to/after the Sunday**



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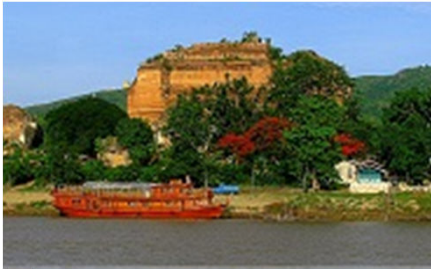
## WORKING HOURS

- **Shops and Establishments Law 2016:**
  - **Regular working hours: Not more than 8 hours/day and 48 hours/week unless the parties agree otherwise**
  - **Break time: 30 min after 4 working hours**
  - **Maximum working hours incl. break time: 11 hours/day**
  - **Max. 6 working days/week**
  - **Employer must designate one day per week as off-day**



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## OVERTIME

- **Factories Act 1951 as amended:**
  - **Not more than 16 hours/week (12 hours/week for “continuous work”)**
  - **Overtime salary: 2x basic salary**
  - **Formula for calculating overtime salary must be displayed in a visible place**
  - **Overtime policy requires approval from the Factories and General Labour Law Inspection Department**



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## OVERTIME

- **Shops and Establishments Law 2016:**
  - **Not more than 12 hours/week (16 hours/week in “special cases”); no work “past midnight”**
  - **Overtime salary: Not specified**



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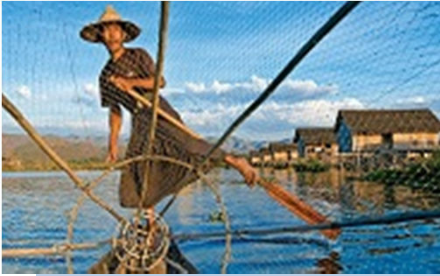
# LEAVE

- **Leave and Holidays Act 1951 as amended: Paid leave -**
  - **Earned leave: 10 days**
  - **Casual leave: 6 days**
  - **Maternity leave: 6 weeks before and 8 weeks after giving birth**
  - **Medical leave: 30 days**
  - **Public holidays**



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# SOCIAL SECURITY CONTRIBUTIONS



- 3% from employer (max. Ks. 9,000), 2% from employee (max. Ks. 6,000)
- Applies in practice to businesses with 5 or more employees



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## **RULES ON DISMISSALS**

- **Standard labour contract: Fixed term contract.**  
Nevertheless, both employer and employee can terminate the contract during the term fairly easily.
  
- **Termination by the employee:**
  - **By giving 7 days (during probationary period) or 30 days (during regular period) notice**
  - **Employer does not have to pay compensation**



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## **RULES ON DISMISSALS**

- **Termination by the employer:**
  - **During the probationary period: By giving one month notice and paying one month probationary salary (no payment in case of dismissal for “important reasons”)**
  - **During the regular period: By giving “one month’s” notice and paying compensation (MoL’s standard labour contract)**



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## **RULES ON DISMISSALS**

- **Termination by the employer: Disciplinary dismissal -**
  - **Possible during probationary and regular period**
  - **Employer does not have to pay compensation**
  - **Requires three warnings: (i) personal warning; (ii) written warning; (iii) warning with undertaking to be signed by the employee**
  - **Certain grave misconduct (specified in the standard work rules) justifies dismissal without warnings.**



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# RULES ON DISMISSALS

Period of employment	Amount of compensation
6 month - less than 1 year	1/2 month's salary
1 year - less than 2 years	1 month's salary
2 years - less than 3 years	1 1/2 month's salary
3 years - less than 4 years	3 months' salary
4 years - less than 6 years	4 months' salary
6 years - less than 8 years	5 months' salary
8 years - less than 10 years	6 months' salary
10 years - less than 20 years	8 months' salary
20 years - less than 25 years	10 months' salary
25 years and more	13 months' salary



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# LAND LAW



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## TYPES OF LAND

- Farmland (paddy land and several types of non-paddy land)
- Non-farmland:
  - Town land
  - Village land
  - Grant land
  - Permit land
  - Freehold (“ancestral”) land
  - Licensed land



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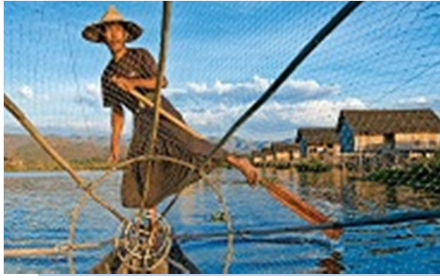


## TYPES OF LAND

- Religious land
- Vacant land and fallow land
- Virgin land
- Forest land
- Farmland that is allowed to be used in other ways (according to section 30 (a) or 30 (b) Farmland Law; form “15 (Ka)”, previously “LaNa 39”)



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## LAND DOCUMENTS

- Land grant certificate (lease agreement)
- Land permit
- Land license
- Land use certificate (form 7)
- Receipt for land tax
- Land forms 105, 106
- Certificate according to section 30 (a) or 30 (b) Farmland Law (formerly: “LaNa 39”)



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## LAND GRANT

- Technically, a transferable lease
- Previously: Only for residential purposes
- Now: Residential and business purposes
- Land grants are available for 90, 60 or 30 years
- In Yangon: Issued by the Department of Human Settlement and Housing Development (DHSHD) or YCDC



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## LAND PERMIT

- Document allowing temporary residence
- Period: One year
- Allows the building of a house
- Prohibition to sell or transfer
- Permit shows the name of the land holder and the location of the land
- Categorized as “town land”
- Verification possible at land record department



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## LAND LICENSE

- Previously, issued under section 7 Lower Myanmar Town and Village Lands Act for specific types of businesses:
  - Industry: e.g. rice mill, oil mill, timber factory
  - Agriculture: e.g. teak, *dhani*
- Extendable after paying the annual tax
- Not issued any more



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## **LAND USE CERTIFICATE (FORM 7)**

- **Issued according to section 7 Farmland Law 2012**
- **Can be sold, transferred and inherited**
- **Changing the use requires permission from the Central Farmland Management Committee (paddy land) or Regional/State Farmland Management Committee (other types of farmland)**



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# LAND USE CERTIFICATE (FORM 7)

Farmland Form 7	<u>Details of the farmland for which there is a right to use</u>
Farmland Rule 14 (a)	
Nay Pyi Taw/ <i>Ayeyarwady</i> Region/State	1. Name of Township <i>Patheingyi</i>
<i>Patheingyi</i> District, <i>Patheingyi</i> Township	2. Name of Ward/Village Tract <i>Ma-gi-zia</i>
	3. Field/Plot No.
	4. Name of Field/Plot <i>Paung-hla-gyine (Pyin)</i>
	5. Holding No. of Plot <i>45</i>
	6. Type of Land <i>Garden</i>
	7. Area (acre) <i>22.54</i>
	8. Permission Letter No. <i>1217/LaYa(2013)</i>
	9. Date of Permit <i>24.10.2013</i>
	10. Remark


**Certificate of the Right to Use Farmland**

Permit so long as there is no breach of terms and conditions under section 6, 7 and 8 of the Farmland Law.

(Map is attached as evidence)



Official Seal



Official Seal

(-----)

Secretary

Township Administrative Body of the Farmland

*Patheingyi*



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# LAND USE CERTIFICATE (FORM 7)

## Details of the person who has the right to use the farmland

1. Name of person/organization [REDACTED]
2. Name of father U [REDACTED]
3. N.R.C No. 14 [REDACTED]  
(for company/organization, registration no. of company/organization)
4. Address: (42/988), ~~Shwe Oo Daung~~ St. 1, North Dagon, Yangon

(Sticker)

## Conditions

1. The farmland must be worked on as prescribed in the Farmland Law.
2. Land revenue and other taxes levied by the Ministry relating to the farmland must be paid.
3. Sales, mortgages, leases, transfers and gifts of the right to use farmland must be registered with the relevant Township Department by paying the stamp duty and registration fees stipulated by the Department for the contract.
4. If the right to use the farmland has been acquired by inheritance in accordance to existing laws, this must be registered with the relevant Township Department in accordance with the stipulations.
5. The right to use the farmland may only be mortgaged for the purpose of obtaining funds for investments in cultivation, and it must be mortgaged to a Government bank or a bank recognized by the Government.
6. Without authorization by the relevant administrative body for the farmland, the farmland shall not be trespassed on and worked on.
7. Without permission, the farmland must not be used for other purposes.
8. Without permission, the crops originally cultivated must not be changed for other kinds of crop.
9. The farmland must not fall in disuse without sufficient reason.
10. The farmland must not be sold, mortgaged, leased, transferred or given as a gift before the right to use the



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## LAND TAX RECEIPT (FORM 8)

- Issued for paddy land, garden land, *ya* (dry field) land, *khai* (dry field) land
- Shows the name of the land user, use period, holding no., *kwin* name and number, land type, land location; shows the paid amount
- Form states that “this form does not prove ownership”



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# LAND TAX RECEIPT (FORM 8)

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မြေစာရင်း၊ ဝ  
မြေခွန်မြေစာ

၂၀၁၁ - ၂၀၁၃ ခုနှစ်

၀၁ တောရွာစာမည်	မြေခွန်ရက်	ဆင့်ငွေ
၂၁ တွင်းစာမှတ်	မြေခွန်	
၃၁ တွင်းစာမည်		
၄၁ ပြင်ပိုင်စာမှတ် (၃၄/၇)		
၅၁ မြေလက်တိုင်ဆွဲစာမည်		
၆၁ (၁) ဝဉ္စာကြပ်သည်သီးနှံစာမည် (သီးနှံခွန်)		
(၂) ဝဉ္စာကြပ်သည်သီးနှံစာမည် (မြေစိုခွန်)		
(၃) မြေလက်ခွန်		
၇၁ နိုင်ကြေး		
၈၁ စတင်ကြပ်သည်ခရီးသွား		
၉၁ သင့်ငွေပေါင်းစုံ		၆၅
၀၀၁ ကော်လံထွက်စာရင်းပြင်ဆင်ချက်		
၀၀၂ ထင်ငွေပေါင်းစုံ ၆၃ အောက်ကျပ်တိုက်		
၀၀၃ ကော်လံထွက်စာရင်းပြင်ဆင်ချက်		
၀၀၄ ငွေပေးဆောင်သည့်နေ့ ၂.၉.၂၀၁၄		
၀၀၅ ငွေရရှိကြောင်း ရပ်ကွက်/တောရွာအုပ်စု ချုပ်ချုပ်ရေးမှူးလက်မှတ်		

ဤမြေစာရင်းသည် အခွန်မြေစာသာဖြစ်သည်။ မြေပိုင်ရှင်  
ဖြစ်ကြောင်း သက်သေခံလက်မှတ်မဟုတ်။ အခွန်ဆောင်သင့်သည့်  
သူများ၏ ပြင်ပိုင်စာရင်းကို သိလိုပါက သက်ဆိုင်သူများသည် မြေတိုင်း  
စာအထောက်အကူပြုရေး ဩဇာရုံးသို့ တက်ကြွစေရန် သင့်တော်သည့်  
(၁) ကော်လံထွက်စာရင်းနှင့် အခွန်ကောက်ခံသူ လက်မှတ်ပေးပါသည့်  
အခွန်မပေးရ။ (၂) ရပ်ကွက်/တောရွာအုပ်စု အုပ်ချုပ်ရေးမှူး (သို့မဟုတ်)  
၎င်း၏ကိုယ်စားလှယ်မှ တစ်ပါး အခြားသူကို အခွန်မပေးရ။

အခွန်နှင့်ခိုင်ကြေးများကို တောင်းဆိုရာတွင် မတမ်းဆောင် ငြင်းပယ်လျှင်  
မှတ်သားရန် မှတ်တမ်း

အခွန်မဆောင်ပျက်ကွက် သူထံ အခွန်တောင်းဆိုကြောင်း နိတစ်စာပေးအပ်သည့် (သို့မဟုတ် ၎င်းသူကို ရွာတွင်မတွေ့ရ၍ နိတစ်စာကို ကြော်ငြာဖျက်ပြားတွင် တပ်ထား သည့်) ချက်ရေ
နိတစ်စာထုတ်ပြီးနောက် ထမ်းဆောင်သည့်ငွေ
ငွေထမ်းဆောင်သည့်ရက်ရေ
အခွန်ကောက်ခံသူလက်မှတ်



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## FORMS 105 AND 106

- **Form 105: Map of a plot of land**
- **Form 106: Land history**
- **Available from the Township Land Record Department**
- **Issued for both farmland and non-farmland**
- **Form 105: Shows the name of the “owner, grant holder, lessee”, land identification (plot no., etc.), status of the land (e.g. “government land”), land type (e.g. “garden land”), land map**



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# IMPORTANT ASPECTS OF A LAND DUE DILIGENCE



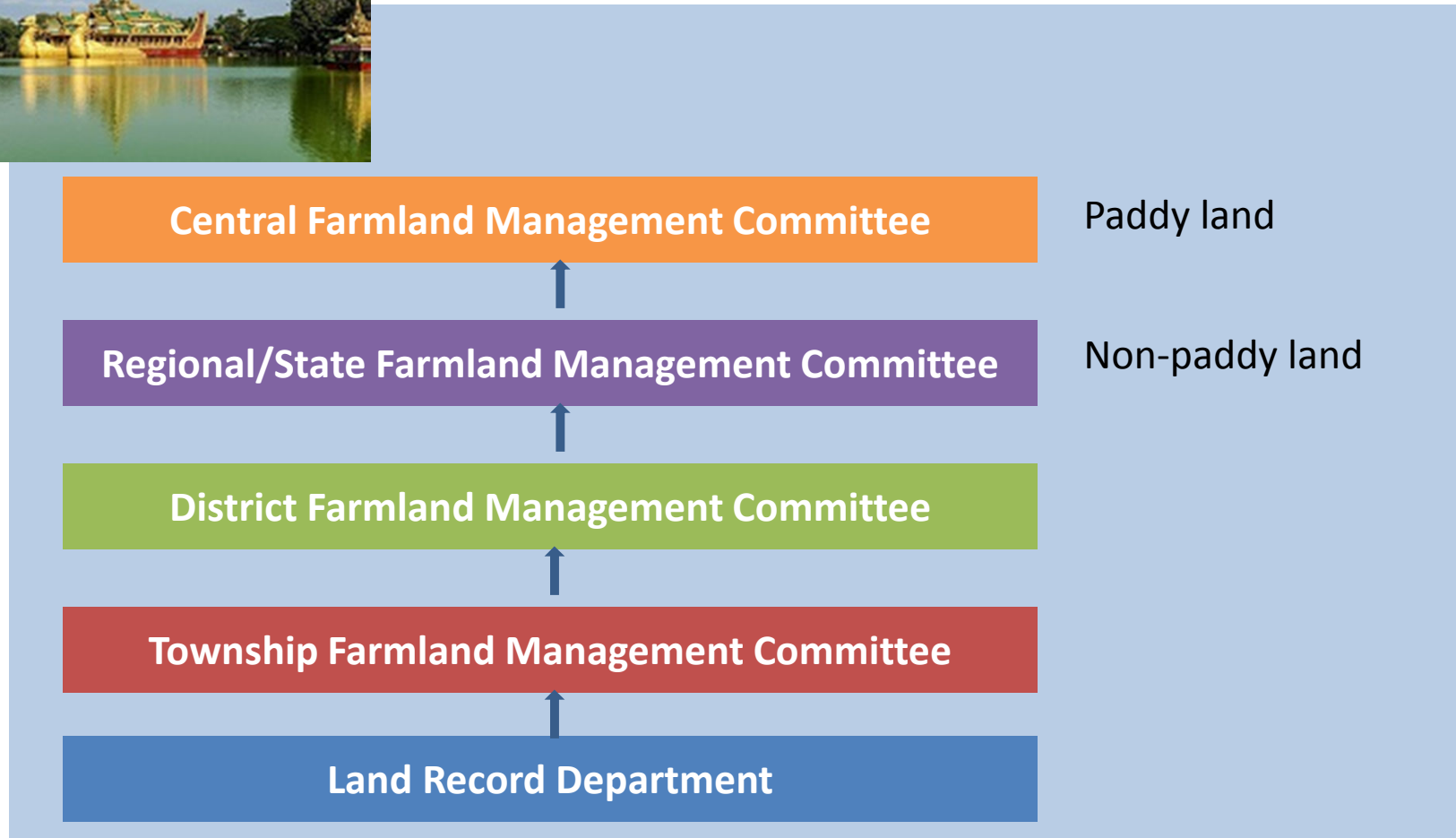
- **Verify ownership**
- **Was land acquired in a land grab?**
- **Legally possible to use the land for the project?**
- **Government land: Has the respective department the right to lease the land for the project?**



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# USING FARMLAND IN OTHER WAYS



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# PROTECTION OF INTELLECTUAL PROPERTY



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## IP PROTECTION

- Drafts of modern IP laws exist, but they are not enacted yet
- Presently, owners of a trademark, patent, industrial design can register a “declaration of ownership” under the Registration Act 1908 and publish a caution notice in the newspaper
- Protection is tied to the actual use of which registration is an indication



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## IP PROTECTION

- Remedies against infringements:
  - Civil (temporary or perpetual injunction; damages)
  - Criminal (sections 478-489 Penal Code 1861)
  
- Copyright protection of foreign works is as such not available. Bootlegged videos may, however, be seized under section 32 (b) Television and Video Law 1996 (“distributing videos without censorship sticker”)



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# LITIGATION

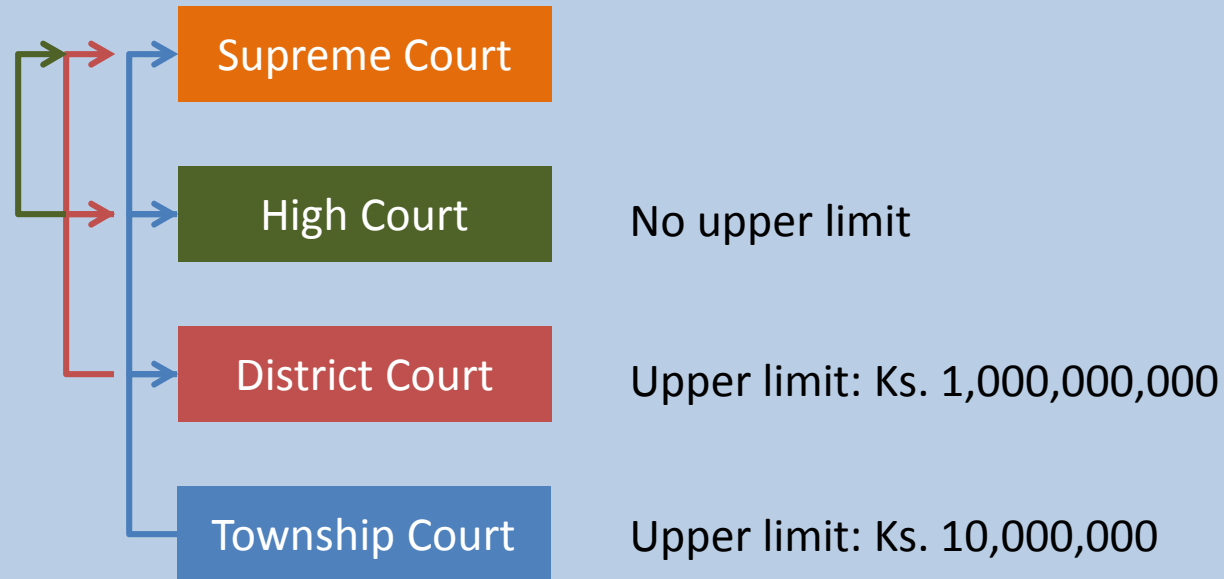


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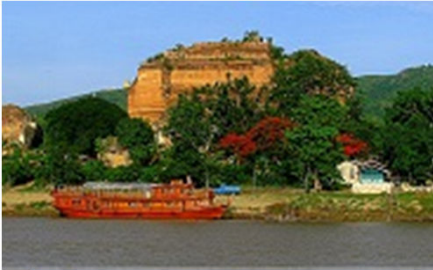


# COLLECTION WITH COURT HELP

**Court structure in civil cases (simplified):**



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# COLLECTION WITH COURT HELP

## Procedure

- Plaintiff files plaint with the court of competent jurisdiction and pays court fees
- Judge sets a date for the first hearing and notifies (“summons”) the defendant
- At the first hearing, judge typically tells the defendant to get a lawyer and reply to the suit in writing within 15 days
- Judge frames the issues
- Judge summons witnesses
- Parties make arguments



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# COLLECTION WITH COURT HELP

## Procedure

- When judge has come to a conclusion, he pronounces judgment and writes a decree
- Losing party can appeal the decree
- Once the decree is final, it has to be enforced: Winning party applies to the judge for enforcement. Usually, judge notifies debtor and the debtor (hopefully) pays the creditor in a lump-sum or in installments in front of the judge or another authorized person (e.g. ward or police officer)



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# COLLECTION WITH COURT HELP

## Procedure

- **Options of the court to enforce a monetary judgment:**
  - **Attachment and sale, or sale without attachment, of any property of the debtor**
  - **Arrest and detention in prison**



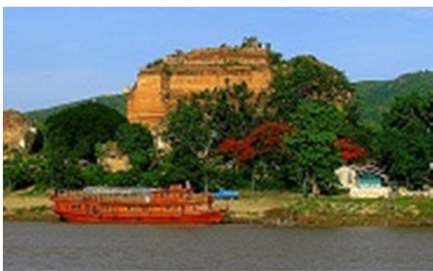
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# TAXATION AND CUSTOMS



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## CORPORATE INCOME TAX

- **Tax rate: 25% (resident and non-resident)**
- **Tax base: Profit/loss according to the annual audited financial statements**
- **Financial year: 1 April to 31 March**
- **Expenses are deductible if there is a nexus to income-generation**
- **Losses can be carried forward for 3 years**
- **No thin-cap rules in tax laws, no transfer pricing rules**
- **Capital gains tax: 10% (exception for oil and gas)**



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# WITHHOLDING TAX

Type of payment	Payment to a resident	Payment to a non-resident
Dividends/distribution of branch profits	n/a	n/a
Interest	n/a	15% (final tax)
Royalties, license fees	15%	20% (final tax)
Fees for services rendered within the country	2%	3.5% (final tax)
Purchase for goods sold within the country	2%	3.5% (final tax)



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## COMMERCIAL TAX

- Similar to VAT
- Offset of input with output tax now usually possible
- Applies to the import of most goods, the export of some goods, the domestic production and subsequent sale of goods, the domestic trade of goods, and most services
- Tax rate: 5% (exceptions: 3% for domestic air transport and for the sale of buildings after construction)
- “Special goods” which used to attract a higher commercial tax rate are now subject to Special Goods Tax in addition to 5% commercial tax



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## **PERSONAL INCOME TAX**

- **Progressive rate up to 25% for residents and non-residents**



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## TAX COMPLIANCE

- Quarterly advance payments for corporate income tax; annual return with audited financial statements until 30<sup>th</sup> June
- Capital gains tax return to be filed within one month after the alienation of the assets
- WHT to be paid within the 7<sup>th</sup> day of the month following the deduction
- Monthly advance payments for commercial tax until the 10<sup>th</sup> day of the following month; quarterly returns; annual return until 30<sup>th</sup> June



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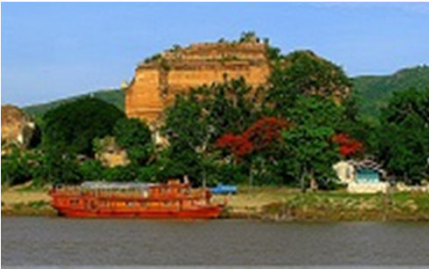


## TAX COMPLIANCE

- **Personal income tax: Employer has to withhold employee's PIT from the monthly salary and pay the withheld amount until the 7<sup>th</sup> day of the following month; file annual reconciliation until 30<sup>th</sup> June**



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## STAMP DUTY

- Instruments listed in Schedule 1 to the Stamp Act 1898 attract stamp duty
- Problem: Often difficult to match the instrument with the correct (in the eyes of the tax authorities) number of the Schedule
- In practice, instruments have to be revenue-stamped within one month after signing; otherwise the tax authorities want to collect a fine equivalent to 10 times the duty amount



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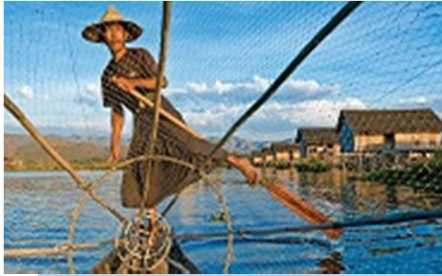


## STAMP DUTY

- **Recent developments:**
  - **MoF letter dated 30<sup>th</sup> Nov 2015 on stamp duty rates for collateralized loans:**
    - **Secured with immovable property: 1.5% of the secured amount**
    - **Secured with movable property: Approx. 0.0065% of the secured amount**
    - **Guarantee: 1.5% of the secured amount**
    - **Loan without security???**



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## STAMP DUTY

- **Recent developments**
  - **MoF Notification 146/2016 dated 30<sup>th</sup> Sep 2016:**
    - **Stamp duty for bonds now 0.5% (instead of 1.5%) and for debentures 2% (instead of 3%); as a consequence, also the stamp duty rates for e.g. lease agreements are reduced**
    - **Stamp duty for share transfers now 0.1% (instead of 0.3%)**



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## CUSTOMS

- Information on import/export procedures are now much more easily available thanks to <http://myanmartradeportal.gov.mm>
- Exporters/importers must register with the Ministry of Commerce, which is often not possible for foreign-invested companies.



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## CUSTOMS

- **More than 4,000 tariff items require in addition an import license. The import license has to be in place before the goods arrive; otherwise, fines apply. If the import license is issued 60 or more days after the arrival of the goods, the goods are confiscated (Internal Directive 15/2014 of the Customs Office)**



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## CUSTOMS

- **Recent developments: In the wake of MoC Notification 74/2016 dated 22<sup>nd</sup> Nov 2016, customs duty and commercial tax are apparently now calculated on the basis of submitted prices instead of estimated prices**



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# DEALING WITH CORRUPTION



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## DEALING WITH CORRUPTION

- **Bribing officials penalized by sections 109, 161 Penal Code 1861 and the Anti-Corruption Law 2013**
- **Paying or accepting kick-backs or commissions in a private business relationship to the detriment of one's employer may be a "criminal breach of trust" by a servant (section 408 Penal Code 1861)**



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## DEALING WITH CORRUPTION

- Engaging in unethical practices may be a violation of the employment contract which carries a penalty of imprisonment of up to 3 months and/or a fine (section 39 Employment and Skill Development Law 2013)



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## DEALING WITH CORRUPTION

- **Establishment of an anti-corruption environment:**
  - **Accept that things may not get done so quickly if small bribes are not paid**
  - **“Code of conduct” to be signed by employees**
  - **Regular training of employees**
  - **Establish clear accountability of management for incidents of corruption**
  - **Code of conduct to be signed by suppliers and service providers**



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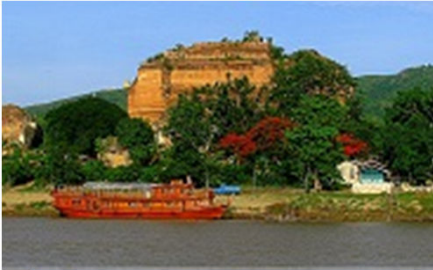


## DEALING WITH CORRUPTION

- Background check of suppliers and service providers, e.g. with the help of a questionnaire
- Include a “prohibition to engage in corruption” in joint venture agreements
- Whistleblower hotline



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## DEALING WITH CORRUPTION

- In case of big international companies with headquarters in "corruption-fighting" jurisdictions (e.g. US, UK): Get assistance from outside counsel to show that you have done everything possible
- Regular audits



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