

Millicom Subsidiary, Comunicaciones Celulares, Enters First Criminal FCPA Corporate Resolution Following Lifting of Temporary Enforcement Pause

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On November 10, 2025, Comunicaciones Celulares S.A. (“Comcel” d/b/a “TIGO Guatemala (“TIGO”)”), a subsidiary of Millicom International Cellular (“Millicom”), a Luxembourg company, entered into a deferred prosecution agreement (“DPA”) with the Department of Justice (“DOJ”) to resolve a criminal investigation related to conduct by employees and executives of TIGO Guatemala. As part of the resolution, TIGO admitted its participation in a widespread and systematic bribery scheme including cash payments to Guatemalan legislators in return for their support of legislation benefiting TIGO.¹ This is the first criminal Foreign Corrupt Practices Act (“FCPA”) corporate resolution reached since the FCPA “pause” was lifted and DOJ issued new FCPA enforcement guidelines in June 2025.²

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¹ [Deferred Prosecution Agreement](#) (DPA), *United States v. Comunicaciones Celulares S.A., d/b/a TIGO Guat.*, No. 25-CR-20476-JB (S.D. Fla. Nov. 12, 2025), Dkt. No. 17; [Information](#), *United States v. Comunicaciones Celulares S.A., d/b/a TIGO Guat.*, No. 25-CR-20476-JB (S.D. Fla. Oct. 22, 2025). See also Press Release, Millicom International Cellular S.A., [Comunicaciones Celulares S.A. Resolves DOJ Investigation Related to Historical Conduct](#) (Nov. 10, 2025).

² See [“DOJ Issues Revised FCPA Guidelines: A Strategic Focus on U.S. National Interests and High-Impact Enforcement,”](#) CLEARY GOTTLIB STEEN & HAMILTON LLP (June 15, 2025).
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The resolution signals that FCPA enforcement will continue and highlights several key enforcement priorities reflected in the updated guidelines, as well as the DOJ Criminal Division's white collar policy announcements, including prioritizing investigations involving serious misconduct, links to cartels and organized crime, and voluntary self-disclosure.

The Bribery Scheme

According to the Statement of Facts, certain TIGO employees and executives engaged in a scheme to bribe Guatemalan legislators to secure favorable telecommunications legislation and business advantages, including exclusive government contracts for which it did not have the ability or infrastructure to perform.³ According to TIGO's admissions, the scheme involved monthly cash payments to members of the Guatemalan Congress, which often were delivered personally by or at the direction of TIGO's Chief Corporate Affairs Officer and Head of Legal. This included cash bribes delivered in duffel bags to TIGO's offices by helicopter, as well as cash that was delivered to, or picked up by, political officials or members of their security teams.⁴ TIGO also admitted making concealed payments used to fund political campaigns and other bribe payments through "execution fees" associated with a put-call agreement to legitimize a large funds transfer, as well as inflated and back-dated contracts for "legal services" that created slush funds for bribe payments.⁵ The scheme also involved moving money in and out of U.S.-based bank accounts using shell companies, as well as cash proceeds from a narco-trafficker.⁶ TIGO acknowledged that the underlying conduct resulted in its earning \$58 million in profits from the scheme.⁷

Millicom's Initial Voluntary Self-Disclosure in 2015

According to the resolution papers, Millicom voluntarily self-disclosed to DOJ and the Swedish authorities about the misconduct at TIGO in 2015. At

the time, TIGO was a joint venture ("JV") in which Millicom was a 55% shareholder. As explained in the DPA, however, despite its 55% ownership share, Millicom "lacked operational control" over the JV, and another shareholder "used its operational control to prevent Millicom from accessing critical information" and to prevent Millicom from requiring TIGO employees to cooperate with DOJ's investigation and from taking remedial actions.⁸ DOJ and Swedish authorities thereafter closed their initial investigation in 2018, but DOJ reopened the matter in 2020 after obtaining new evidence from other sources.⁹ The DPA further notes that the second phase of DOJ's investigation identified additional evidence related to the scope of TIGO's conduct, including that the criminal conduct continued during and after the initial DOJ investigation and also "involved narco-trafficking proceeds that were used to generate cash for some of the bribe payments."¹⁰ DOJ noted that "[f]or those reasons," while TIGO received credit for Millicom's self-disclosure, it did not otherwise meet the requirements of the DOJ Criminal Division's Corporate Enforcement and Voluntary Self-Disclosure Policy ("CEP") to qualify for a declination (under Part I of the CEP) or a "near miss" non-prosecution agreement (under Part II of the CEP).

Resolution Terms

Notwithstanding its determination not to provide Millicom with a declination, as part of the resolution, DOJ emphasized the "significant weight" to Millicom's initial voluntary self-disclosure of the misconduct in 2015. The company's initial self-report factored into DOJ's determination with respect to both the form and the term of the resolution, as well as obtaining the maximum reduction in the monetary penalty for cooperation and remediation credit under the CEP.¹¹ As part of the two-year DPA (as opposed to the typical three-year DPA previously seen in criminal FCPA resolutions prior to recent DOJ guidance), TIGO

³ DPA Statement of Facts ¶ 14 ("Statement of Facts").

⁴ *Id.* ¶ 16.

⁵ *Id.* ¶¶ 19-27.

⁶ *Id.* ¶¶ 23, 28-35.

⁷ *Id.* ¶ 9.

⁸ DPA ¶ 4.b.

⁹ *Id.*

¹⁰ *Id.*

¹¹ *Id.*

agreed to pay \$118 million—a \$60 million criminal penalty plus \$58 million in forfeiture. The criminal penalty reflects a 50% reduction from the low end of the applicable Sentencing Guidelines range, based on Millicom’s voluntary self-disclosure and TIGO and Millicom’s cooperation and remediation.

Additionally, while not a defendant to the action, Millicom agreed to certain terms and obligations of the DPA, such as ongoing cooperation and disclosure requirements, as well as continued remediation and implementation of compliance measures. Consistent with the current administration’s approach, TIGO and Millicom also avoided the imposition of an independent compliance monitorship, as DOJ determined that a monitor was not necessary in light of Millicom’s remediation and the state of its compliance program.

Significant Credit for Extensive Remedial Measures

DOJ also credited Millicom’s “extensive timely remedial measures” after taking full ownership and control of TIGO in 2021.¹² Among the remedial steps highlighted by DOJ, Millicom:

- i. conducted a root cause analysis of the misconduct and assessment of risk in the company’s operations;
- ii. terminated employees involved in the scheme;
- iii. introduced new and experienced management and compliance personnel in Guatemala;
- iv. enhanced third-party onboarding and monitoring, including by incorporating data analytics and automated continuous monitoring across operations as well as periodic testing of financial controls;

- v. developed an ephemeral messaging policy;
- vi. launched an extensive training campaign on anticorruption and compliance risks;
- vii. established direct reporting links from TIGO’s compliance function to Millicom; and
- viii. significantly restructured and expanded Millicom’s global compliance program, including by growing its dedicated compliance headcount by 800% over 10 years.

Alignment with Recent FCPA Guidelines and DOJ Criminal Division Enforcement Policies

This resolution illustrates several key priorities outlined in the recently updated FCPA guidelines and DOJ Criminal Division’s White Collar Enforcement Plan and other policy announcements.

- **Prioritizing Investigations of Serious Misconduct.** The DOJ’s revised FCPA guidelines issued in June 2025 emphasized that FCPA enforcement would focus on misconduct bearing “strong indicia of corrupt intent” including evidence involving substantial bribe payments, sophisticated efforts to conceal bribe payments, and fraudulent conduct in furtherance of bribery schemes.¹³ In other words, it underscored DOJ’s significant interest in identifying high impact bribery such as the kind at issue in the case involving TIGO, including substantial bribe payments with significant indicia of corrupt intent and efforts to conceal the bribery scheme through falsified or back-dated contracts, fraudulent invoices and the use of shell companies to legitimize financial transfers executed to generate cash for bribe payments.¹⁴
- **Links to cartels and organized crime.** The updated FCPA guidelines also highlighted DOJ’s

¹² *Id.* ¶ 4.e.

¹³ Memorandum from Deputy Attorney General Todd Blanche to Head of the Criminal Division, U.S. Dep’t of Just., [Guidelines for Investigations and Enforcement of the](#)

[Foreign Corrupt Practices Act \(FCPA\)](#) at 4 (June 9, 2025). See also “[DOJ Issues Revised FCPA Guidelines](#),” CLEARY GOTTlieb STEEN & HAMILTON LLP (June 11, 2025).

¹⁴ Statement of Facts ¶¶ 19-31.

interest in identifying potential links involving cartels or transnational criminal organizations (“TCOs”), or misconduct involving money launderers or shell companies tied to cartel activity or organized crime. In the TIGO/Millicom resolution, DOJ specifically stressed the fact that the criminal conduct “involved narcotrafficking proceeds that were used to generate cash for some of the bribe payments.”¹⁵ In particular, the resolution described the role of a banker who laundered money for a drug trafficker and used a bank account located in South Florida to engage in financial transactions aimed at generating cash to pay bribes to Guatemalan officials while, at the same time, assisting the narcotics trafficker with transferring money from Guatemala to Colombia and Ecuador.¹⁶

- **Premium DOJ Places on Voluntary Self-Disclosure.** DOJ leadership has continued to underscore the value and incentives that DOJ will afford to companies that voluntarily self-disclose misconduct. In June 2025, Matthew R. Galeotti, Acting Head of the DOJ Criminal Division, noted that the “benefits to companies that voluntarily self-report, cooperate, and remediate have never been clearer and more certain.”¹⁷ While the largest incentive that DOJ offers to companies that voluntarily self-disclose is a CEP declination, DOJ also is looking to make clear that there are additional potential incentives for companies that do not qualify for a declination. In this case, while TIGO and Millicom did not meet the requirements for a declination under the CEP,¹⁸ as noted above, the DOJ placed significant weight on Millicom’s initial self-disclosure and subsequent cooperation when considering the penalty and DPA term.

Key Takeaways

The TIGO/Millicom resolution showcases several aspects of the administration’s approach and priorities with respect to corporate enforcement in the FCPA context. Among the key takeaways:

1. Potential links to cartel activity or organized crime, whether direct or indirect, create an increased risk of scrutiny: DOJ’s reference to funds involving narcotrafficking reflects its clear interest in addressing misconduct with ties to cartels or TCOs. Companies should maintain a heightened awareness and bolster internal controls to prevent and detect any potential links to cartels or organized crime, including with respect to financial transactions, third-party vendors, and supply and distribution logistics. Robust know-your-customer and know-your-third-party procedures, as well as anti-money laundering efforts that specifically screen for connections to organized crime, money laundering, and TCO activity are especially relevant. This is particularly acute for companies operating in Latin America and any regions with significant cartel presence, given the potential intersections with the State Department’s recent designation of a number of cartels and TCOs as Foreign Terrorist Organizations and Specially Designated Global Terrorists. The TIGO Millicom resolution is only the second such resolution to involve conduct in Guatemala.
2. For parent companies, the degree of ownership and operational control over a JV or subsidiary can be a significant consideration for DOJ: As mentioned above, DOJ considered that, although Millicom was a 55% owner of the TIGO JV (which later became a 100% wholly-owned subsidiary), it “lacked operational control” over the JV at the time of its initial self-disclosure and,

¹⁵ DPA ¶ 4.b.

¹⁶ Statement of Facts ¶¶ 30-35.

¹⁷ Matthew R. Galeotti, Head of Criminal Division, U.S. Dep’t of Just., [Remarks at American Conference Institute Conference](#) (June 10, 2025).

¹⁸ See [“DOJ Criminal Division Announces White Collar Enforcement Plan and Revisions to Three Key Policies,”](#) CLEARY GOTTlieb STEEN & HAMILTON LLP (May 15, 2025).

as a result, another shareholder with operational control prevented Millicom from accessing certain information and facilitating cooperation with DOJ's investigation and taking remedial actions.¹⁹ This reinforces that, at the time of a resolution, a parent company may be evaluated on its good faith efforts to detect and remediate misconduct, and to create a culture of compliance, regardless of the extent of its ownership or control (majority or minority) over its subsidiaries and JVs. Companies with a more robust compliance program, including at their subsidiaries and JVs, will be best placed to detect, investigate, remediate (and, if appropriate, report) misconduct.

3. Conducting a thorough internal investigation is critically important to a company's assessment of whether or not to voluntarily self-disclose: The DPA specifically highlights the significance and value of the information provided by Millicom and TIGO as a result of their internal investigation, which in turn allowed DOJ to preserve and obtain evidence as part of its own independent investigation. When potential misconduct is identified, understanding the full scope and potential ramifications is crucial, both from the perspective of how the company should properly remediate and address the situation, as well as in determining whether or not to self-report to authorities. Such an assessment is always very facts and circumstances-specific, requiring a thorough understanding of the potential benefits, costs, and expectations that DOJ will have. Conducting a properly scoped internal investigation is of essential importance in making that determination.
4. Companies must evaluate the risk of ongoing misconduct at the time of self-disclosure: When self-reporting is appropriate under the particular

circumstances at issue, a company can obtain significant benefits. In this case, Millicom's self-reporting (and subsequent cooperation) was a critical element in reaching a 50% reduction in the criminal penalty from the low end of the U.S. Sentencing Guidelines range, as well as a shorter term of two years for the DPA. While DOJ did not specify precisely why TIGO did not qualify for a declination or a "near miss" under the CEP, the DPA notes that the conduct continued after Millicom's initial self-disclosure in 2015. This factor underscores that companies should consider the risks of ongoing relevant misconduct when deciding whether to self-report and ensure that any misconduct ceases after making a voluntary disclosure.

5. Investment in compliance programs yields positive results: TIGO and Millicom's extensive compliance and cooperation benefited both parent and subsidiary. DOJ highlighted several aspects of these compliance enhancements, which have been a focus for years, including, among others (a) Millicom's data analytics and automated continuous monitoring across operations; (b) Millicom's ephemeral messaging policy, including its annual training of employees and system to preserve and analyze messages;²⁰ and (c) the growth of its compliance headcount by 800% over a period of ten years. Such call-outs emphasize the ongoing importance of strong compliance measures in reaching a beneficial resolution with DOJ.

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¹⁹ DPA at 4.

²⁰ DOJ's compliance guidance (known as the "Evaluation of Corporate Compliance Programs" or "ECCP") addresses a number of issues related to ephemeral messaging and how companies may seek to approach that issue with internal policies and procedures. The

TIGO/Millicom resolution's emphasis on the adoption of an ephemeral messaging policy suggests the continued importance of such compliance measures across administrations. See U.S. Dep't of Just., [Evaluation of Corporate Compliance Programs](#) at 19-20 (Sep. 2024).