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ALERT MEMORANDUM

DOJ Releases First Department-Wide Corporate Enforcement Policy

March 13, 2026

On March 10, 2026, the Department of Justice (DOJ) announced its first Department-wide Corporate Enforcement and Voluntary Self-Disclosure Policy (CEP) for criminal matters, with the exception of antitrust. The CEP explicitly supersedes any previously-issued policies by DOJ components or U.S. Attorneys' Offices (USAOs).[1] Deputy Attorney General Todd Blanche explained this change was part of DOJ's commitment to "transparency and fairness" and the new CEP "creates incentives for companies to come forward and do the right thing when misconduct occurs."[2]

The Department-wide CEP is largely consistent with the most recent iteration of DOJ Criminal Division's Corporate Enforcement and Voluntary Self-Disclosure Policy (Criminal Division Policy) updated in May 2025. Under the new CEP, companies that voluntarily self-disclose potential misconduct are guaranteed a number of benefits, including declination of prosecution, subject to certain requirements and absent particular aggravating circumstances. Blanche emphasized the CEP will ensure that companies know "across the Department, they will be rewarded when they self-disclose wrongdoing, cooperate with our investigations, and remediate the misconduct."[3] This development also reinforces the importance of having a robust compliance program and effective internal controls so that companies can identify potential misconduct when it arises, investigate it as appropriate, and thoroughly evaluate whether to self-disclose in exchange for the benefits the CEP has to offer.

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[1] Press Release, "Department of Justice Releases First-Ever Corporate Enforcement Policy for All Criminal Cases" (March 10, 2026), available at https://www.justice.gov/opa/pr/department-justice-releases-first-ever-corporate-enforcement-policy-all-criminal-cases.
[2] *Id.*
[3] *Id.*

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The Department-Wide Corporate Enforcement and Voluntary Self-Disclosure Policy

The CEP's stated goal is to incentivize "responsible corporate behavior," including "encouraging companies to invest in effective compliance programs, voluntarily self-report potential misconduct, meaningfully cooperate with law enforcement, and make good-faith efforts to rectify wrongdoing."[4]

The Criminal Division previously had its own Corporate Enforcement and Voluntary Self-Disclosure Policy since 2016, which had been periodically updated over time. In May 2025, then-head of the Criminal Division Matthew R. Galeotti announced revisions to the Criminal Division Policy aimed at providing greater transparency to companies and their counsel, as well as better incentives for companies to self-report.[5] The release of the Department-wide CEP—which supersedes the Criminal Division Policy—is another step in the same direction, now expanding the benefits of self-disclosure more broadly and ensuring that those benefits are applied consistently across DOJ, including to all 93 USAOs and divisions of "Main Justice." The only exception is DOJ's Antitrust Division, which has had its own corporate leniency policy incentivizing prompt self-reporting since the early 1990s.[6] Assistant Attorney General A. Tysen Duva of the Criminal Division confirmed this by noting that the new Department-wide CEP "takes the principles the [Criminal] Division has long promoted—disclosure, cooperation, and remediation—and applies them uniformly across the Department."[7]

The CEP is similar in many respects to the former Criminal Division Policy, including by being organized into the same three parts: (i) guidance on obtaining a declination under the CEP (Part I); (ii) guidance on DOJ's approach to a "near miss" voluntary self-disclosure or presence of aggravating factors (Part II); and (iii) guidance on how DOJ will approach resolutions in other cases (Part III). The new CEP does, however, include noteworthy changes to both the requirements and available benefits under the policy.

Declination (Part I Under the CEP)

As was the case under the Criminal Division Policy, DOJ will decline to prosecute a company that, absent aggravating circumstances, (1) timely and voluntarily self-discloses misconduct previously unknown to DOJ, without a preexisting obligation to disclose; (2) fully cooperates; and (3) timely and appropriately remediates.[8] The changes to Part I include:

— The CEP now takes a broader view of corporate recidivism as an aggravating circumstance.[9] Previously, the Criminal Division Policy looked at criminal adjudications or corporate resolutions (i) within the past five years (ii) related to similar misconduct by the company. Now, the CEP is stricter and considers any criminal adjudication or corporate resolution within the past five years (seemingly without regard to the type of prior conduct), as well as any prior criminal adjudication or resolution based on similar misconduct by the company engaged in the current misconduct, regardless of when it occurred.[10] This change suggests that DOJ may take a harsh view

[4] Department of Justice, Corporate Enforcement and Voluntary Self-Disclosure Policy (updated March 10, 2026), *available at* https://www.justice.gov/dag/media/1430731/dl?inline.

[5] For further details, a prior alert memorandum on the Criminal Division's white collar enforcement is available here.

[6] Department of Justice, Antitrust Division, Leniency Policy and Procedures (updated June 2022), *available at* https://www.justice.gov/atr/page/file/1490246/dl?inline.

[7] Press Release, "Department of Justice Releases First-Ever Corporate Enforcement Policy for All Criminal Cases" (March 10, 2026), *available at* https://www.justice.gov/opa/pr/department-justice-releases-first-ever-corporate-enforcement-policy-all-criminal-cases.

[8] Department of Justice, Corporate Enforcement and Voluntary Self-Disclosure Policy (updated March 10, 2026), *available at* https://www.justice.gov/dag/media/1430731/dl?inline.

[9] *Id.*

[10] *Id*.

of repeat offenders, particularly when they have a prior history of similar misconduct.

— The CEP now specifies that the self-disclosure needs to be made to "an appropriate [DOJ] criminal component." A good faith disclosure to a different DOJ component qualifies, but a good faith disclosure outside DOJ can only qualify in specific circumstances.[11]

— The CEP also includes, as the Criminal Division Policy did previously, an exception for self-disclosures made after a related whistleblower report to DOJ.[12] Previously, a company's self-disclosure needed to be made within 120 days of the internal whistleblower report. Now, companies must self-report "as soon as reasonably practicable but no later than 120 days after receiving the whistleblower's internal report," further emphasizing the importance of timely disclosures.[13]

— Similarly, while DOJ's definition of "full cooperation" remains largely the same, including the timely disclosure of relevant facts, non-privileged evidence, and documents, the new CEP notes that a company is "expected" to inform DOJ if it is going to take any action, including pursuant to any legal obligations, that may conflict with DOJ's investigation or a request by DOJ for the company to defer steps of its internal investigation.[14] In addition, prosecutors must now take into consideration a company's "size, sophistication, and financial condition" when assessing cooperation.[15]

"Near Miss" Voluntary Self-Disclosures or Aggravating Circumstances Warranting Resolutions (Part II Under the CEP)

The new Department-wide CEP still contains the "near miss" category for companies that are ineligible for declination either because their self-report did not meet all the requirements or because aggravating factors exist. In those cases, DOJ *will* resolve through a Non-Prosecution Agreement (NPA), allow for a term length of fewer than three years, and not require an independent compliance monitor.[16]

The main change to Part II is that the new CEP provides for a 50% to 75% reduction off the low end of the U.S. Sentencing Guidelines fine range, whereas the Criminal Division Policy provided for a 75% reduction.[17] This change underscores the continued prevalence of prosecutorial discretion and the need for effective advocacy before DOJ.

Resolutions in Other Cases (Part III Under the CEP)

Part III remains largely the same under the new CEP. Prosecutors continue to maintain the discretion to determine the appropriate resolution, obligations, and monetary penalty, with only a maximum 50% reduction in the monetary penalty available for companies who are ineligible for Parts I or II.[18]

Superseded Policies

The new Department-wide CEP not only replaces the Criminal Division Policy but also preempts corporate enforcement policies from other DOJ components and across the USAOs. This approach creates uniformity for corporations and their counsel regardless of the specific misconduct at issue or the particular USAO with jurisdiction. Going forward, regardless of the

[11] *Id.*
[12] For further details, a prior alert memorandum on the Whistleblower Awards Pilot Program is available here.
[13] Department of Justice, Corporate Enforcement and Voluntary Self-Disclosure Policy (updated March 10, 2026), *available at* https://www.justice.gov/dag/media/1430731/dl?inline.
[14] *Id.*
[15] *Id.*
[16] *Id.*
[17] *Id.*
[18] *Id.*

DOJ Division or USAO to which a voluntary self-disclosure is made, the same policy will apply. It is still possible that DOJ components and USAOs may have or develop their own practices in applying the CEP, although other formal corporate enforcement policies are now preempted.

For example, the CEP appears to supersede the recently announced Southern District of New York (SDNY) Corporate Enforcement and Voluntary Self-Disclosure Program for Financial Crimes. This policy, rolled out on February 24, 2026, applied to fraud and other willful violations of federal securities and commodities laws.[19] Under the SDNY's policy, like the new CEP, if a company voluntarily self-disclosed, cooperated, remediated, and otherwise met requirements, it would be guaranteed a declination. The SDNY's policy went further and provided that a company could obtain a conditional declination letter within two to three weeks of the self-disclosure, provided that eligibility requirements were met.[20] It remains to be seen whether, going forward, SDNY could still take this approach consistent with the new CEP.

Other examples of policies that are now superseded by the CEP include: (i) The National Security Division Policy For Business Organizations; (ii) The Environmental Crimes Section Environment & Natural Resources Division Voluntary Self-Disclosure Policy; and (iii) The USAOs Voluntary Self-Disclosure Policy. While these policies had some common considerations in corporate enforcement, the new CEP generally provides increased certainty and predictability regarding DOJ decisions and increased incentives for self-reporting.

Key Takeaways

In announcing the new CEP, the DOJ's leadership emphasized that the policy "allows the Department to quickly pursue culpable individuals, secure justice for victims, and deter white-collar crime, all while not unduly burdening American businesses" and "provides predictability for companies and their counsel."[21] These changes reflect a continued push towards increased transparency of the benefits of self-disclosure for companies across the board while underscoring the continued necessity for effective internal controls and a robust compliance program, and for matters already before DOJ, strong legal advocacy.

— Self-Disclosure, Cooperation, and Remediation: Timely and voluntary self-disclosure and good faith cooperation and remediation continue to remain key to accessing the benefits the CEP has to offer. DOJ has made clear that individual accountability and the avoidance of undue burdens for American corporations are top priorities for corporate enforcement. In light of these factors, a company should have a well-resourced and effective compliance program, including a well-functioning whistleblower reporting channel. 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. 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.

[19] Department of Justice, United States Attorney's Office for the Southern District of New York, SDNY Corporate Enforcement and Voluntary Self-Disclosure Program for Financial Crimes (February 24, 2026), *available at* https://www.justice.gov/usao-sdny/media/1428811/dl?inline. For further details, a prior alert memorandum is available here.

[20] *Id.*

[21] Press Release, "Department of Justice Releases First-Ever Corporate Enforcement Policy for All Criminal Cases" (March 10, 2026), *available at* https://www.justice.gov/opa/pr/department-justice-releases-first-ever-corporate-enforcement-policy-all-criminal-cases.

— Uniformity: The Department-wide CEP that now applies to all criminal matters (with the exception of antitrust) speaks to both increased transparency for all companies and a uniform approach to corporate misconduct. Companies that have ongoing matters involving other DOJ divisions besides the Criminal Division or which are considering disclosing potential misconduct should carefully and thoroughly consider the new CEP and the potential related benefits and seek experienced advocacy and guidance where appropriate. The uniform application of the Department-wide CEP will impact certain strategic considerations in deciding where to report within DOJ. Companies considering self-disclosure will still need to assess where to self-report based on a DOJ component's or office's jurisdiction, expertise in a specific area, or any professional relationships that the company or counsel may have.

— Prosecutorial Discretion and Transparency: Although prosecutors continue to retain a large amount of discretion under the new CEP, the policy also provides for increased transparency and predictability in certain respects. The new CEP now explicitly encourages prosecutors to make an eligibility determination for Parts I and II and, where appropriate, to inform the company of that determination "as soon as practicable" and, separately, to include in corporate resolutions "information sufficient to outline why a particular company received a particular amount of cooperation credit."[22] This may afford additional transparency to companies with matters before DOJ and help them avoid drawn-out and burdensome investigations.

This article was prepared with contributions from Cleary associates, Jackie Brune and Emily Janikowski.

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[22] Department of Justice, Corporate Enforcement and Voluntary Self-Disclosure Policy (updated March 10, 2026), *available at* https://www.justice.gov/dag/media/1430731/dl?inline.