

The EU's New Anti-Corruption Directive: Implications for Companies Operating in France

June 15, 2026

On April 21, 2026, the Council of the European Union gave final approval to Directive (EU) 2026/1021 of the European Parliament and of the Council of 29 April 2026 on combating corruption (the Directive),¹ following its adoption by the European Parliament on March 26, 2026. The Directive was published in the Official Journal on May 11, 2026 and entered into force on May 31, 2026.

The Directive establishes, for the first time, a single EU-wide criminal-law framework for corruption and related offences – **harmonizing the definitions of these offences, setting minimum maximum penalties, and removing structural obstacles to investigation and prosecution.**

For French companies, already subject to one of Europe's more developed anti-corruption regimes under the *loi Sapin II*², the Directive's significance lies less in introducing new concepts than in raising the baseline across all 27 Member States and, in several discrete areas, requiring France to adjust its law, particularly with respect to maximum penalties and the introduction of "failure-to-supervise" as a ground for criminal liability.

Member States must transpose most provisions by June 1, 2028, with an extended deadline of June 1, 2029 for the obligations relating to corruption risk assessments and national anti-corruption strategies. This memorandum summarizes the Directive's principal features and their implications from a French-law perspective.

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¹ Directive (EU) 2026/1021 of the European Parliament and of the Council of 29 April 2026 on combating corruption, replacing Council Framework Decision 2003/568/JHA and the 1997 Convention on the fight against corruption involving officials of the EU and its Member States, and amending Directive (EU) 2017/1371, OJ L, 2026/1021, 11.5.2026; ELI: <http://data.europa.eu/eli/dir/2026/1021/oj>. The Directive entered into force on 31 May 2026.

² *Loi n° 2016-1691 du 9 décembre 2016 relative à la transparence, à la lutte contre la corruption et à la modernisation de la vie économique (Sapin II).*



EU Directive vs. Existing French Law: Key Takeaways and Recommendations:

Topic	Current French law	Directive (EU) 2026/1021	Most likely impact on French rules applicable to companies
Corporate liability	Liability for offences committed by the company's organs or representatives on its behalf; no failure-to-supervise basis	Two bases: (1) offences by persons in a leading position; (2) failure of supervision by such persons enabling a subordinate's offence	New failure-to-supervise limb
Public-sector bribery	For natural persons: up to 10 years' imprisonment and a €2 million fine (<i>corruption as part of an organized group</i>), or twice the proceeds of the offence For legal entities: fine up to €10 million or 10 times the proceeds of the offence	For natural persons: minimum maximum penalty of 5 years' imprisonment where the act is in breach of the official's duty, and 3 years' imprisonment otherwise For legal entities: maximum fine of at least 5% of worldwide turnover or, alternatively, €40 million	Shift to turnover-based fines (5% of worldwide turnover) or, alternatively, increase in nominal maximum to €40 million
Private-sector bribery	For natural persons: up to 5 years' imprisonment and a €500,000 fine, or twice the proceeds of the offence For legal entities: fine up to €2.5 million or 10 times the proceeds of the offence	For natural persons: minimum maximum penalty of 5 years' imprisonment For legal entities: maximum fine of at least 5% of worldwide turnover or, alternatively, €40 million	Shift to turnover-based fines (5% of worldwide turnover) or, alternatively, increase in nominal maximum to €40 million
Misappropriation	Misappropriation by public officials specifically	Mandatory for public officials; optional	For misappropriation by public officials: shift to

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	<p>criminalized (<i>détournement de fonds</i>)</p> <p>For natural persons: up to 10 years' imprisonment and a €2 million fine (misappropriation as part of an organized group), or twice the proceeds of the offence</p> <p>For legal entities: fine up to €10 million or 10 times the proceeds of the offence</p> <p>Misappropriation in the private sector generally captured through other offences (<i>abus de confiance, abus de biens sociaux</i>)</p>	<p>extension to the private sector</p> <p>For public officials: minimum maximum penalty of 4 years' imprisonment</p> <p>For legal entities: maximum fine of at least 5% of worldwide turnover or, alternatively, €40 million</p>	<p>turnover-based fines (5% of worldwide turnover) or, alternatively, increase in nominal maximum to €40 million</p> <p>For misappropriation in the private sector: possible new stand-alone offence or adjustment of penalties applicable to existing offences, with a shift to turnover-based fines (5% of worldwide turnover) or, alternatively, increase in nominal maximum to €40 million</p>
Trading in influence	<p>For natural persons: up to 10 years' imprisonment and a €2 million fine (<i>trading in influence as part of an organized group</i>), or twice the proceeds of the offence</p> <p>For legal entities: fine up to €10 million or 10 times the proceeds of the offence</p>	<p>For natural persons: minimum maximum penalty of 3 years' imprisonment</p> <p>For legal entities: maximum fine of at least 3% of worldwide turnover or, alternatively, €24 million</p>	<p>Shift to turnover-based fines (3% of worldwide turnover) or, alternatively, increase in nominal maximum to €24 million</p>
Enrichment from corruption	<p>No dedicated offence; reliance on handling (<i>recel</i>)</p>	<p>New offence; public officials only</p>	<p>Possible new stand-alone offence or aggravating circumstance for public officials, with a shift to turnover-based fines (3% of worldwide turnover) or increase in nominal maximum to €24 million</p>

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Compliance as mitigating / aggravating factor	Recognized in CJIP practice but no statutory framework before trial courts	Statutory mitigating and aggravating factors	Codification of current practice
Statute of limitations	6 years for <i>délits</i>	Prosecution: 8 years (≥ 4 -yr offences) / 5 years (≥ 3 -yr offences)	Potential extension of French limitation period to 8 years for public-sector bribery in breach of the official's duties, misappropriation of public funds, enrichment from corruption and concealment
Jurisdiction	Broad extraterritorial reach; Sapin II removed dual-criminality and prior complaint/official denunciation requirements for foreign bribery and trading in influence	Territory and nationality mandatory; optional grounds (habitual residence; benefit to an EU-established entity); no dual-criminality or prior-complaint requirement	For offences committed abroad by French nationals or entities: removal of the prior complaint / official denunciation requirement for all offences in scope of the Directive

Companies operating in France and across the EU should begin preparing before transposition in France, due in 2028. Key actions include:

i. Re-evaluate internal controls and compliance programmes.

Robust internal controls, oversight, and training are no longer merely good practice but essential both to mitigating the risk of corporate criminal liability on the failure-to-supervise basis and to claiming the benefit of statutory mitigating circumstances once codified. Companies should document and test the effectiveness of their compliance programmes against emerging EU standards, including board-level oversight, resourcing,

training, internal controls, audit trails, and remediation procedures.

ii. Update anti-corruption risk assessments.

Companies should refresh anti-corruption risk assessments across business lines, jurisdictions, public-sector touchpoints, procurement channels, third parties, and M&A activity.

iii. Scrutinize intermediaries and lobbying.

Companies should strengthen third-party due diligence and monitoring for agents, distributors, consultants, joint-venture partners, intermediaries, and public-sector-facing counterparties.

iv. Strengthen incident response and internal investigations.

Companies should prepare for parallel proceedings against both individual officers and the legal entity, and ensure that internal-investigation, escalation and voluntary-disclosure protocols are in place.

I. Background and Legislative Context

The Directive originates in the anti-corruption package presented by the European Commission on May 3, 2023.³ It consolidates and modernizes the existing EU instruments⁴ and aligns EU law more closely with the UN Convention against Corruption.

II. A Harmonized Catalogue of Criminal Offences

The Directive requires Member States to criminalize nine categories of corruption-related conduct (Articles 3 to 11):⁵ active and passive bribery in the public sector (Article 3) and the private sector (Article 4); misappropriation (Article 5); trading in influence (Article 6); the unlawful exercise of public functions (Article 7); obstruction of justice (Article 8); enrichment from corruption offences (Article 9); concealment (Article 10); and incitement, aiding and abetting, and attempt (Article 11). It also introduces a single, broad definition of “public official,” covering national, EU, third-country, and international-organization officials. Four offences warrant particular attention from a French law perspective.

Private-sector bribery (Article 4). The Directive makes the criminalization of both active and passive private-sector bribery mandatory where committed intentionally in the course of economic, financial, professional, or commercial activities and in breach of

the recipient’s duties.⁶ French law already punishes private-sector bribery (*corruption privée*), so the practical effect here is one of penalty calibration rather than new substance.

Misappropriation (Article 5). Member States must criminalize misappropriation by public officials and may – but need not – extend the offence to the private sector.⁷ French law already punishes misappropriation of public funds (*détournement de fonds publics*), and misappropriation of private funds may fall within the existing offences of *abus de confiance* and *abus de biens sociaux*;⁸ whether a specific offence of private-sector misappropriation will nonetheless be created on transposition remains to be determined.

Enrichment from corruption (Article 9). The Directive creates a new offence targeting a public official who knowingly acquires, possesses, or uses property derived from another person’s corruption offence.⁹ This is distinct from the “illicit enrichment” offence contemplated by Article 20 of the UN Convention against Corruption (an unexplained increase in an official’s wealth), which France has never transposed. France has instead relied on the general offence of handling (*recel*)¹⁰ – which is broader in some respects, as it is not confined to public officials or to corruption-related predicate offences – but France has no dedicated offence of enrichment derived from corruption. In addition, the Directive requires Member States to criminalize the attempt to commit this offence (Article 11(3)); the attempt of handling (*recel*) is not punishable under French law, currently.¹¹

³ Proposal for a Directive on combating corruption, COM(2023) 234 final (3 May 2023), based on Articles 82(1) and 83(1)–(2) TFEU.

⁴ Principally the 1997 Convention on the fight against corruption involving EU and Member State officials, Council Framework Decision 2003/568/JHA and Directive (EU) 2017/1371.

⁵ Articles 3 to 11 of the Directive.

⁶ Article 4 of the Directive; cf. Articles 445-1 and 445-2 of the French Criminal Code (*Code pénal*).

⁷ Article 5 of the Directive; cf. Articles 432-15 and 432-16 of the *Code pénal*.

⁸ Article 314-1 of the *Code pénal* and Articles L. 241-3 4° and 242-6 3° of the French Commercial Code (*Code de commerce*).

⁹ Article 9 of the Directive; cf. Article 20 of the United Nations Convention against Corruption (2003).

¹⁰ Article 321-1 of the *Code pénal*.

¹¹ Article 11(3) of the Directive (attempt mandatory for the offences in Articles 9 and 10); cf. Article 121-4 of the *Code pénal* (attempt of a *délit* is punishable only where the law so provides; there is no such provision for *recel*).

Concealment (Article 10). The concealment or disguise of property derived from a corruption offence is already covered in France by the money-laundering offence (*blanchiment*), the attempt of which is itself punishable.¹²

III. Corporate Liability

The Directive requires Member States to ensure that legal persons can be held liable for corruption offences committed for their benefit on two bases (Article 13):¹³ first, offences committed by a person in a leading position – acting individually or as part of a corporate body – on the basis of a power of representation, decision-making authority, or authority to exercise control; and second, offences made possible by such a person’s lack of supervision or control over a subordinate acting for the company’s benefit. The first limb is unlikely to necessitate a change in French law, as legal persons can already be held liable for offences committed, on their behalf, by their organs or representatives.¹⁴ The second, “*failure-to-supervise*” limb, however, has no direct equivalent in French criminal law. While French criminal courts have at times extended corporate liability to instances of manifest oversight by a company’s organs or representatives, there is no stand-alone statutory basis of liability for a mere failure of supervision as such. Transposition may therefore lead to clarification of this point which could in turn reinforce the incentive to maintain effective oversight, including the compliance measures already required under *Sapin II*.

IV. Penalties for Individuals and Legal Entities

For individuals, the Directive requires maximum terms of imprisonment graduated by offence (Article 12):¹⁵

at least five years for public-sector bribery where the act or omission is in breach of the official’s duties; at least four years for misappropriation of public funds, enrichment from corruption, and concealment; and at least three years for public-sector bribery not involving a breach of duty, private-sector bribery, and trading in influence. These thresholds are already met in France, where corruption of public officials is punishable by up to ten years’ imprisonment and private-sector corruption by up to five years.¹⁶

For legal persons, the Directive requires Member States to raise maximum fines for certain offences either by adopting a turnover-based fine model or through an increase in fixed maximums (Article 14).¹⁷ Bribery – both public and private – and misappropriation of public funds must be punishable by a maximum fine of at least 5% of total worldwide turnover, or, alternatively, €40 million; trading in influence, obstruction of justice and enrichment from corruption must be punishable by a maximum fine of at least 3% of worldwide turnover, or, alternatively, €24 million. This represents a significant increase in companies’ financial exposure relative to the current French approach, under which the maximum fine for a legal person is five times that applicable to a natural person.¹⁸ The French Parliament will decide, on transposing the Directive, whether to increase fixed maximums or to turn to a turnover-based fine model for these specific offences.

The Directive also provides for a range of additional sanctions, including exclusion from public benefits and procurement, temporary or permanent disqualification from business activities, withdrawal of permits, judicial supervision, judicial winding-up,

¹² Articles 324-1 (*blanchiment*) and 324-6 (attempt) of the *Code pénal*; cf. Article 10 of the Directive.

¹³ Article 13 of the Directive; cf. Article 121-2 of the *Code pénal*.

¹⁴ Article 121-2 of the *Code pénal*.

¹⁵ Article 12 of the Directive.

¹⁶ Articles 432-11 and 433-1 (public-sector corruption) and Articles 445-1 and 445-2 (private-sector corruption) of the *Code pénal*.

¹⁷ Article 14 of the Directive; cf. Article 131-38 of the *Code pénal*.

¹⁸ For certain offences, such as corruption, the fine for natural persons may reach twice the proceeds of the offence (Article 432-11 1° of the *Code pénal*). This provision has been read by some courts and commentators, in combination with the five-fold multiplier applicable to legal entities under Article 131-38, as permitting fines for legal persons of up to ten times the proceeds of the offence. This maximalist reading, however, remains debated, and the question has not been definitively settled by the French Supreme Court.

closure of establishments, and publication of the judicial decision – most of which already exist under the current French framework.

V. Mitigating and Aggravating Circumstances

The Directive formally recognizes mitigating circumstances benefiting legal persons (Article 16), including effective internal controls, ethics, and compliance programmes (whether implemented before or after the offence) and prompt voluntary disclosure coupled with remedial measures.¹⁹ It also requires Member States to provide for aggravating circumstances (Article 15), and its recitals indicate that programmes maintained only for cosmetic purposes – so-called “window dressing” – should not attract mitigation. These factors already inform the practice of the National Financial Prosecutor (*Parquet national financier*, PNF) in negotiating judicial non-prosecution agreements (*convention judiciaire d'intérêt public*, CJIP) and its 2023 guidelines, but their codification will require legislative action: apart from limited statutory factors that are inapplicable to legal persons, such as the offender's minority or mental disorder, French criminal law has no general regime of statutory mitigating circumstances and ordinarily leaves sentencing to judicial discretion within the statutory maximum.

VI. Extended Limitation Periods

The Directive imposes minimum limitation periods (Article 19).²⁰ For prosecution, the periods are at least five years for offences punishable by a maximum term of at least three years, and; at least eight years for offences punishable by a maximum term of at least four years. The limitation period for ordinary offences (*délits*) punishable by a term of five years under French law is currently six years from the commission of the offence (Article 8 of the Code of Criminal Procedure). However, the French period needs not

necessarily be extended to eight years for these offences, as Article 19(3) of the Directive permits shorter limitation periods – at least three or five years depending on the offences – where the limitation period may be interrupted or suspended, as is already the case under French law.²¹

VII. Jurisdiction and Extraterritorial Reach

The Directive requires Member States to establish jurisdiction over offences committed in their territory or by their nationals, and permits optional grounds – including offences committed by habitual residents and offences committed for the benefit of a legal person established in their territory (Article 18).²² The practical effect is to widen companies' exposure to multi-jurisdictional investigations: a group headquartered outside the EU but with EU operations may face enforcement in a Member State even where the underlying conduct occurred elsewhere, provided it was carried out for the benefit of an EU entity. French law already asserts broad extraterritorial jurisdiction over bribery as *Sapin II* removed, for the offences of bribery and trading in influence involving foreign or international public officials committed abroad, the requirements of dual criminality and of a prior victim complaint or official denunciation. France is therefore largely aligned, although the Directive consolidates and extends these bases across. In particular, Article 18(4) of the Directive prohibits making the prosecution of offences committed abroad by their nationals conditional on a denunciation by the State where the offence was committed or a complaint by the victim. France will therefore likely extend that carve-out to all of the Directive's offences.²³

VIII. Entry Into Force and Transposition

The Directive entered into force on May 31, 2026. Member States must transpose most provisions by June 1, 2028, with an extended deadline of June 1,

¹⁹ Articles 15 and 16 of the Directive.

²⁰ Article 19 of the Directive; cf. Article 8 of the French Criminal Procedure Code (*Code de procédure pénale*).

²¹ Article 19(3) of the Directive; the French limitation period may be interrupted or suspended under Articles 9-2 to 9-3 of the *Code de procédure pénale*.

²² Article 18 of the Directive.

²³ Article 18(4) of the Directive; Articles 113-8 and 435-6-2 of the *Code pénal*.

2029 for the obligations relating to corruption risk assessments and national anti-corruption strategies. For France – which already has a developed framework under *Sapin II* and an established enforcement architecture, including the French Anti-Corruption Agency (*Agence française anticorruption*, AFA) and the PNF – the principal legislative adjustments are likely to include the introduction of failure to supervise as a basis for corporate criminal liability, the increase in maximum fines, potentially through the introduction of a turnover-based fine model, the creation of dedicated enrichment and private-sector misappropriation offences (or equivalent mechanisms), the codification of mitigating and aggravating circumstances and, potentially, the extension of the limitation period in specific instances of public-sector bribery. Because the Directive sets only minimum standards, France remains free to maintain or adopt stricter rules.

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