

Clients & Friends Memo

Millicom Subsidiary Enters into First FCPA Corporate DPA Since FCPA Pause Lifted: Takeaways on Enforcement Landscape and Compliance Priorities

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On November 10, 2025, Comunicaciones Celulares S.A. (Comcel or Company), a Guatemalan cellular telecommunications services company, entered into a two-year Deferred Prosecution Agreement (DPA or Agreement) with the Department of Justice (DOJ).¹ The DPA resolves allegations of Foreign Corrupt Practices Act (FCPA) violations stemming from a long-running bribery scheme in Guatemala. Pursuant to the Agreement, the Company [agreed](#) to pay over \$118 million in penalties and forfeiture. While the DPA is formally with Comcel, Millicom International Cellular S.A. (Millicom), Comcel's parent company, also committed to certain obligations, including continued cooperation, and compliance reporting and certification.² This resolution is notable for several reasons: (i) it is the first FCPA corporate DPA since the FCPA pause was [lifted](#) and the revised guidance on FCPA enforcement was issued in June 2025, signaling that FCPA enforcement continues; (ii) the parameters of the Agreement, including its two-year term, absence of a compliance monitor, and maximum fine reduction, are in line with this administration's DOJ guidance and demonstrate that the DOJ continues to emphasize, and—at least according to the DOJ—reward self-disclosure and proactive and extensive remediation; and (iii) the Agreement highlights areas of focus for companies and compliance officers, including a well-resourced compliance function, use of data analytics, and policies and practical means to preserve and review ephemeral messages.

Background: Pervasive Conduct, Voluntary Self-Disclosure (But Insufficient Cooperation), and Independent DOJ Investigation

According to the Statement of Facts, between 2012 and 2018, senior Comcel executives and shareholders paid bribes to Guatemalan government officials to secure favorable legislation and

¹ See *United States v. Comunicaciones Celulares S.A.*, No. 25-cr-20476 (S.D. Fla. Nov. 12, 2025).

² Although Comcel is the named defendant, Millicom agreed to several parallel obligations under the DPA. These include ongoing cooperation with the DOJ; annual reporting on remediation efforts and the implementation of compliance enhancements; and end-of-term certification duties. At the close of the DPA period, the CEOs and CFOs of both Comcel and Millicom must certify that the Company satisfied its obligations.

maintain a significant market share. Payments were widespread and systematic, including monthly cash payments to members of the Guatemalan Congress, sometimes delivered in duffel bags by helicopter. The bribes secured legislative benefits such as spectrum renewals and the passage of the 2014 “Ley TIGO,” which helped preserve Comcel’s 40-50% market share. Funding for these payments came from multiple sources, including inflated, falsified and back-dated contracts, shell companies, and, notably given the DOJ’s new FCPA enforcement priorities, a banker who provided money obtained from a narcotics trafficker.

Millicom first came forward in 2015 and voluntarily reported potential misconduct to the DOJ and Swedish authorities, triggering investigations. Notably, at the time, Millicom was in a joint venture with Comcel but lacked operational control, which significantly limited its ability to cooperate. The Swedish and DOJ investigations were initially closed without enforcement action in 2016 and 2018, respectively. In 2020, however, the DOJ “proactively developed new evidence from sources other than [Millicom and Comcel]” and reopened its investigation. Millicom acquired full ownership of Comcel in 2021, at which point it significantly increased its internal oversight and compliance measures, and cooperated with the DOJ investigation.

The DOJ Rationale: Continued Emphasis on Voluntary Self-Disclosure, and Focus on the Company’s Surge of Compliance Resources and Capabilities

In detailing the relevant considerations for the resolution, the DOJ highlighted the serious nature of the conduct, including the pervasive bribery scheme, senior-level personnel involvement, and use of narcotrafficking proceeds to fund certain of the bribes. While the Company did not meet the requirements of the revised Corporate Enforcement and Voluntary Self-Disclosure Policy (CEP) for a declination or a non-prosecution agreement under the new “Near Miss” category, the DOJ went to great lengths to emphasize that it did credit the voluntary disclosure in 2015. The DPA notes that the DOJ gave “significant weight” to the voluntary disclosure in determining both the term of the resolution—two years, not the standard three—and the form of the resolution, implying that absent the voluntary disclosure, a guilty plea may have been required. The DOJ also granted a 50% reduction off of the bottom of the U.S. Sentencing Guidelines range, the highest under Part III of the CEP.

Additionally, the DOJ recognized the Company’s extensive cooperation in the second phase of the investigation, notably including, “performing forensic data collections in the countries covered by [] the investigation” and “facilitating interviews with employees, including making foreign-based employees available for interviews in the United States.” Perhaps most instructive, the DOJ detailed a list of “extensive timely remedial measures,” which include (in addition to the to-be-expected efforts, such as root cause analysis and terminating personnel involved): (i) “growing the dedicated compliance headcount by 800%”; (ii) “creating a direct reporting line from the Company’s compliance function to Millicom”; (iii) “enhancing third-party onboarding and transaction

monitoring, including by . . . incorporating data analytics and automated continuous monitoring across operations”; and (iv) “developing an ephemeral messaging policy . . . and incorporating a system to preserve and analyze Company employees’ ephemeral messages.”

Key Takeaways: Enforcement Landscape and Compliance Priorities

The DPA reinforces several key lessons for companies. First, FCPA enforcement continues even after the FCPA pause and the narrowed FCPA enforcement guidelines, and companies must continue to proactively manage FCPA risk. Second, while the DOJ remains focused on self-disclosure and used this DPA to emphasize its ability to proactively investigate without information from the Company, it is unclear whether this result—a DPA with significant monetary fines—will motivate more voluntary self-disclosures, especially in the current environment with significantly fewer prosecutorial resources. Third, the DOJ remains focused on a well-resourced compliance function and the advancement of compliance tools with the use of data analytics and the ability to access and preserve ephemeral messages. Fourth, this Agreement is a reminder that the DOJ is laser-focused on cartel activity, which companies in high-risk jurisdictions must consider in their risk assessments so they can correctly define their risk profile and tailor their compliance program and resources appropriately. Finally, this resolution is instructive for considerations regarding risks in joint venture relationships and underscores the importance of post-acquisition integration.

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