

# PUBLICATION

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## DOJ Announces New, Centralized Corporate Enforcement Policy

Authors: Sean B. O'Connell, Lindsay E. Ray, Annie M. Kenville  
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The Department of Justice (DOJ) announced a new department-wide Corporate Enforcement and Voluntary Self-Disclosure Policy (the CEP) on March 10, 2026, creating a centralized framework governing how companies receive credit for voluntary self-disclosure across the DOJ – namely through either a declination of prosecution or a non-prosecution agreement. The CEP attempts to resolve uncertainty created by inconsistent disclosure policies across DOJ components and U.S. Attorney's Offices.

The DOJ's announcement underscores the CEP's purpose of encouraging voluntary self-disclosure by companies and robust cooperation in investigations that may result in the prosecution of individual offenders, "all while not unduly burdening American businesses." While largely reflective of the same principles the DOJ articulated in May 2025, the CEP (a) applies across the DOJ's entire Criminal Division (with the exception of antitrust prosecutions), (b) is intended by the DOJ to supersede all component-specific or U.S. Attorney's Office-specific policies, and (c) includes important, practical information – including a [flow chart](#) – for companies navigating whether to self-report.

### 1. Prosecutors to Timely Inform Companies of Eligibility

Perhaps one of the most notable additions to the CEP is the instruction that prosecutors must inform a self-reporting company early in the process, "as soon as practicable," if they qualify for CEP treatment and, if so, to what extent.

In order to "minimize uncertainty for companies that self-report," the CEP clarifies that prosecutors "must" promptly investigate the circumstances not only of the reported activity but specifically "about the disclosure" and make a determination about the company's eligibility for either (a) declination or prosecution or (b) a non-prosecution agreement (NPA). This new provision is consistent with DOJ's goal to resolve its corporate investigations more quickly and to not get in the way of American businesses and their growth.

### 2. Factors Supporting Full Declination or Non-Prosecution for "Near Misses"

The updated CEP focuses on standardizing how cooperation incentives are applied across the DOJ. Under the CEP, the DOJ will review self-disclosures as qualifying for one of three categories:

1. **Declination of Prosecution (Best Outcome)**: To obtain a declination of prosecution, a company must voluntarily self-disclose the misconduct to the "appropriate" criminal component, as determined by the company in good faith, and the information must not be previously known to the DOJ. Once disclosed, the company must also fully cooperate with the investigation and timely and appropriately remediate the misconduct. Consistent with the May 2025 guidance, "aggravating circumstances" may take a company out of the running for a declination, but the CEP includes a notable clarification: "aggravating circumstances" includes a prior criminal adjudication or resolution (a) within the past five years *or* (b) based on "similar misconduct by the entity engaged in the current misconduct."
2. **Non-Prosecution Agreement for "Near Misses"**: If a company is ineligible for a full declination because its self-report did not constitute a good-faith, voluntary self-disclosure, the company may still

be eligible for an NPA. The CEP clarifies that an NPA will *not* involve an independent compliance monitor, and the ultimate fine range will be reduced by 50-75 percent.

3. **Reduced Penalties Where Disclosure Falls Short:** If a company is ineligible for either a declination or an NPA, prosecutors may still exercise their prosecutorial discretion and agree to recommend a reduction of the fine range, but by no more than 50 percent.

Additionally, the CEP clarifies that all declinations and NPAs must be approved by the Assistant Attorney General for the relevant Division and/or by the United States Attorney for the relevant district.

### **3. Navigating When and How to Self-Report: What a Company Will – and Will Not – Have Control Over If Self-Reporting**

The CEP reinforces the DOJ's continued emphasis on speed, cooperation, and remediation as the central factors driving favorable enforcement outcomes. At the same time, the policy highlights several practical considerations companies should evaluate when deciding whether, and if so how, to self-report potential misconduct.

4. **Speed of Disclosure Remains Critical:** The policy underscores the importance of acting quickly once potential misconduct is identified. With expanding whistleblower incentives and increasingly sophisticated DOJ investigative tools, the window for obtaining full voluntary disclosure credit is narrowing. Specifically, if a whistleblower reports to both the company and the DOJ, the company has **120 days to self-report** consistent with the CEP's requirements. And so, there is even more incentive for companies to engage experienced counsel to swiftly investigate the conduct and evaluate whether there is true criminal exposure and, if so, ensure the company acts consistent with the CEP's many requirements to obtain maximum benefit.
5. **Financial Consequences Remain Even When Prosecution is Avoided:** While the CEP focuses on the potential for reduced fines, it makes clear that, as part of any declination, companies will be required to fulfill all disgorgement, forfeiture, and restitution obligations. The inclusion of disgorgement – a remedy more commonly associated with civil enforcement actions – reflects DOJ's continued effort to ensure companies do not retain profits derived from unlawful conduct even where criminal prosecution is avoided.
6. **Consideration of Audience:** Disclosures to federal regulatory agencies, state or local governments, or civil enforcement agencies generally do not qualify. However, the CEP leaves open the possibility for declination or NPA qualification in appropriate circumstances. Either way, careful consideration should be given regarding to which agency, or agencies, a company should self-report.
7. **Compliance Programs Should Be Updated Accordingly:** With a universal policy that can now be pointed to by both criminal divisions and companies alike, companies should adjust their compliance programs and policies in order to stay ahead of situations that may require consideration of self-disclosure.

The DOJ's new Corporate Enforcement Policy creates a single framework governing voluntary self-disclosure across the Department – providing greater clarity for companies while reinforcing that early disclosure and robust cooperation remain essential to obtaining the most favorable outcomes.

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