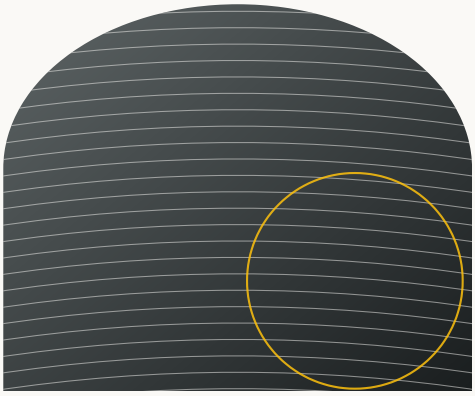
Corporate Criminal Liability *in Andorra*

A NEW CRIMINAL CODE, A NEW DEFENDANT

Andorra's new Criminal Code, approved on 15 July 2026, introduces criminal liability for legal persons for the first time. Companies will answer criminally for serious offences — corruption, money laundering and terrorist financing among them — and private-sector corruption becomes an offence in its own right.



15 July 2026

THE CONSELL GENERAL APPROVES THE NEW CRIMINAL CODE

13 Aug 2027

EXPECTED ENTRY INTO FORCE OF THE CORPORATE LIABILITY REGIME

First time

A COMPANY ITSELF CAN BE A DEFENDANT IN ANDORRA

Until now, criminal exposure in Andorra ran only to individuals — directors, managers and employees. From entry into force the company itself becomes a defendant, and its own prevention, supervision and control model is what stands between an employee's conduct and a corporate conviction.

Corruption

Public-sector corruption, now capable of engaging the company directly.

Money laundering & terrorist financing

Core AML offences extended to legal persons.

Private corruption

Criminalised for the first time — commercial dealings are in scope.

> **Scope of this alert.** The regime also reaches other serious offences, such as human trafficking. This alert focuses on economic crime — corruption, money laundering and private corruption — as the offences most likely to engage companies doing business in Andorra.

WHAT IS AT STAKE

Five risks of having *no programme*

Where liability turns on a failure of direction, supervision or control, the absence of a compliance model is close to conceding the point. The consequences are not only criminal.

01
No defence, no mitigation

A company with no prevention model has no argument that the offence happened despite its controls, and nothing to put forward in mitigation.

02
Exposure falls on individuals

Without documented controls and delegated responsibilities, investigations gravitate towards directors and senior managers personally.

03
Sanctions reach the business

Fines, and in serious cases measures affecting the ability to operate or to contract, sit alongside the reputational cost of being charged.

04
Counterparty pressure

Banks, public bodies and multinational customers increasingly ask for evidence of a programme before contracting, whatever the criminal position.

05
Inconsistency across the group

A group running a certified model in Spain and nothing in Andorra creates a gap visible to a prosecutor, to auditors and to counterparties.

Timing
Months, not weeks

A credible programme takes months to build, validate and embed. Starting after the regime is in force means running exposed while it is being built.

ALSO IN PLAY

Private corruption is *new law*

Andorra is criminalising corruption between private parties for the first time. Commercial arrangements that were previously a matter of contract and internal discipline — commissions, incentives, dealings with agents and distributors — now sit inside the criminal perimeter, and belong in the risk map from the outset.

THE DIRECTION OF TRAVEL

International commitments
A commitment to go further

The Government has made an express commitment to continued legislative development and to Andorra's accession to the United Nations Convention against Corruption. The new Code is a starting point, not the end point.

Financial sector
Financial operators already have the base

Entities supervised by the AFA are already bound by Llei 7/2024, which requires governance, internal control, risk management and compliance proportionate to the nature, scale and complexity of each entity — in practice, a compliance system. For them, the task is to extend it to criminal risk.

HOW TO BUILD IT

From assessment to *everyday practice*

A compliance management system is built in stages, and each one produces evidence a court or a counterparty can look at. The first two do most of the work: until the organisation knows which offences it can realistically commit, through which processes and at which points of decision, everything downstream is generic.

01 **Initial assessment.** Context, activities, entities and third parties with a presence in Andorra.

02 **Criminal risk map.** Which offences the organisation can realistically commit, through which processes and at which points of decision.

03 **Gap analysis.** What the existing controls already cover, and where the model has to be built rather than documented.

04 **Model design.** Policies, controls, financial management of resources and disciplinary framework.

05 **Governance.** A compliance body with the authority and independence to supervise it, and a reporting line into group governance.

06 **Training and reporting channel.** Training tailored to each risk profile, and a whistleblowing channel people actually use.

07 **Monitoring and review.** Periodic verification, incident handling and a documented improvement cycle.

RECOGNISED FRAMEWORKS

STANDARD	WHAT IT COVERS
UNE 19601	Criminal compliance management systems, aligned with the Spanish corporate criminal liability regime
ISO 37301	Compliance management systems generally, across the full range of regulatory obligations
ISO 37001	Anti-bribery management systems, relevant to both public and private corruption

For a group already operating a model in Spain this is an extension rather than a new build: methodology, risk taxonomy and documentation travel, and what has to be reworked is the legal mapping to Andorran offences and the local governance.

THE WINDOW

What happens *when*

15 July 2026

The Consell General approves the new Criminal Code, with corporate criminal liability and the private corruption offence

Now → mid-2027

The window to run the risk assessment, design the model and embed it before exposure begins

13 Aug 2027

Expected entry into force of the corporate criminal liability regime

BEFORE THE REGIME BITES

Five things *worth doing now*

01 Identify which group entities have activity, staff, contracts or assets in Andorra, branches and permanent establishments included.

02 Map the offences those activities can realistically trigger, starting with corruption, money laundering and private corruption.

03 Compare the Andorran position with the model already running elsewhere in the group, and identify what transfers.

04 Decide who holds the compliance function locally and how it reports into group governance.

05 Set a target date that leaves room for training and a first monitoring cycle before August 2027.



THE EXPERT BEHIND THE INSIGHT

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Cristina advises companies on compliance, corporate criminal compliance, governance and ESG, and on corporate risk management. She has worked at Garrigues and Deloitte and served as Head of Sustainability and Compliance at Bureau Veritas, and teaches at university level. Based some 30 km from the border, she supports Andorran projects in person at short notice.

Operations in Andorra, and no model yet? *Talk to Cristina.*

BOOK A CALL →

Book a call with Cristina through Ambar.

REFERENCES Llei qualificada del Codi Penal, approved by the Consell General on 15 July 2026 · Llei 7/2024, del 27 de maig, sobre organització i funcionament de les entitats operatives del sistema financer i l'abús de mercats · United Nations Convention against Corruption · UNE 19601 · ISO 37301 · ISO 37001