

Reconstructing Family Business Inheritance Disputes through PENA-Based Holistic Justice and Anti-Criminalization

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Abstract. *Inheritance disputes in family businesses are not limited to the distribution of estate assets; they also involve share ownership, corporate control, directorship, and the continuity of the enterprise. When family deliberation reaches a deadlock, a private conflict is often moved to the criminal justice system through allegations of embezzlement, fraud, or document forgery, thereby transforming criminal law into an instrument of pressure. This study aims to reconstruct a holistic-justice model for resolving family-business inheritance disputes by developing the PENA Theory, namely Preventive, Ethical, Narrative, and Accountable, within the framework of the rule-of-law state. The research uses normative legal research with statutory, conceptual, and case approaches. Primary and secondary legal materials are examined qualitatively and analyzed prescriptively to formulate a model that can be operationalized by families, corporate actors, investigators, prosecutors, mediators, and judges. The analysis shows that the blurred boundary between breach of contract, ownership conflict, corporate dispute, and criminal offense creates a space for criminalization that conflicts with the principles of ultimum remedium, culpability, legality, and proportionality. The PENA Theory offers four mutually reinforcing dimensions: prevention through governance and family agreements; ethical screening of initial mens rea as the civil-criminal distinguisher; restorative narrative space through penal mediation; and layered accountability that safeguards legal certainty, business sustainability, and substantive justice.*

Keywords: *Criminalization; Family-Business Inheritance Disputes; Holistic Justice; PENA Theory; Penal Mediation.*

1. Introduction

Family businesses carry a burden that ordinary companies do not experience: they must manage commercial operations while preserving blood relationships. When the founder dies, these two agendas collide. The estate is no longer limited to houses and savings; it also includes controlling shares, production machinery, trademarks, and board seats that determine the direction of the business. At this point, inheritance distribution ceases to be merely a matter of faraid or private law and becomes a question of corporate governance. Studies of family firms have long recorded this paradox. Business families tend to move toward extremes: they either survive across generations or collapse, precisely because strong emotional bonds, secrecy, and broad discretion are concentrated in a small group of owners. The bond that should unite the family may turn into the fuse of conflict (Yusmita et al., 2025; Monk, 2026).

Conflict and succession are two of the greatest threats to the sustainability of family enterprises in almost all jurisdictions. Such conflict is not a single event that erupts once and then disappears. It rises and falls throughout the process of generational transfer, sometimes calming down when an agreement is reached and then escalating again when promises are not fulfilled. Studies on social relations in family firms show that conflict and cohesion are not neatly separated poles, but two sides of the same relationship that continuously shape one another over time (Abdussalam et al., 2026). In Indonesia, this vulnerability is even clearer because many family businesses do not prepare succession in a planned manner and rely on informal knowledge transfer from founder to successor. As a result, when the founder dies, what remains is not only property but also a vacuum of authority (Young, 2025).

Most disputes begin as legitimate civil matters. Heirs may disagree over the size of their shares, the legal status of the deceased's shares in a company, or the validity of an asset transfer. Civil inheritance law regulates the transfer of assets to heirs, the Compilation of Islamic Law guides inheritance distribution for Muslim heirs and forms a basis of the Religious Court's jurisdiction, and the transfer of shares and corporate organs is regulated by Law No. 40 of 2007 on Limited Liability Companies. Inheritance law is also not static, as shown by continuing debates on obligatory wills and the position of heirs who have been marginalized. The problem is not the absence of rules, but what happens when the parties are reluctant to use the slower civil route and instead choose a weapon that produces a stronger psychological effect (Tedla et al., 2023; Budiman, 2020).

In practice, private-law disputes that should be resolved through claims for breach of contract or unlawful acts are often drawn into the criminal sphere through constructions of embezzlement or fraud. This shift creates an opportunity to use criminal law as a mechanism of pressure against an opponent, rather than as the final means of maintaining public order. The criminalization of civil disputes recurs because the line between breach of contract, ownership conflict, and criminal offense is not formulated proportionally (Tomé et al., 2024). Land and inheritance disputes, which families experience as moral and emotional wounds, are easily reframed as property crimes. Theoretically, however, criminal law must be restrained. It is an ultima ratio, not a prima ratio, and its careless expansion threatens the rule of law (Kuś, 2024).

Modern criminal-law literature emphasizes that boundary through three pillars: legality, culpability, and proportionality. Proportionality is directly linked to fundamental rights, including *nullum crimen sine lege* and the prohibition of double punishment for the same act. At the same time, the Indonesian sentencing paradigm is shifting. Law No. 1 of 2023 no longer places punishment solely in the logic of retribution; it also recognizes balance, restoration, and the living law of society as important elements of punishment (Sari, 2026). This shift is consistent with restorative justice, which gives priority to repairing relationships rather than merely imposing sanctions, and with reintegrative shaming theory, which views restorative settlement as more effective in preventing repetition than stigmatization. Operationally, this path appears through penal mediation, which is increasingly regarded as essential in Indonesian criminal procedure (Arafat, 2025).

Nevertheless, the existing scholarly conversation still moves in three separate streams. The first stream, family-business studies, discusses governance, succession, and conflict resolution, but rarely addresses the criminal-law dimension when conflict escalates. The second stream, inheritance and family-law studies, emphasizes mediation and deliberation in the Religious Court but usually stops at civil cases (Syahid Hidayatulloh et al., 2025). The third stream, criminal-law studies, explores restorative justice, penal mediation, and the limits of criminalization, but tends to treat family disputes as generic cases. A unified model that links inheritance law, family-business governance, punishment theory, prevention of criminalization, and the rule-of-law principle remains underdeveloped (Achmad et al., 2025).

Based on that gap, this research aims to reconstruct a holistic-justice model for resolving family-business inheritance disputes through the PENA Theory. The model is designed to prevent conflicts at the upstream level, ethically screen the entrance into criminal law, restore relations through narrative and restorative mechanisms, and maintain accountability within the framework of a rule-of-law state.

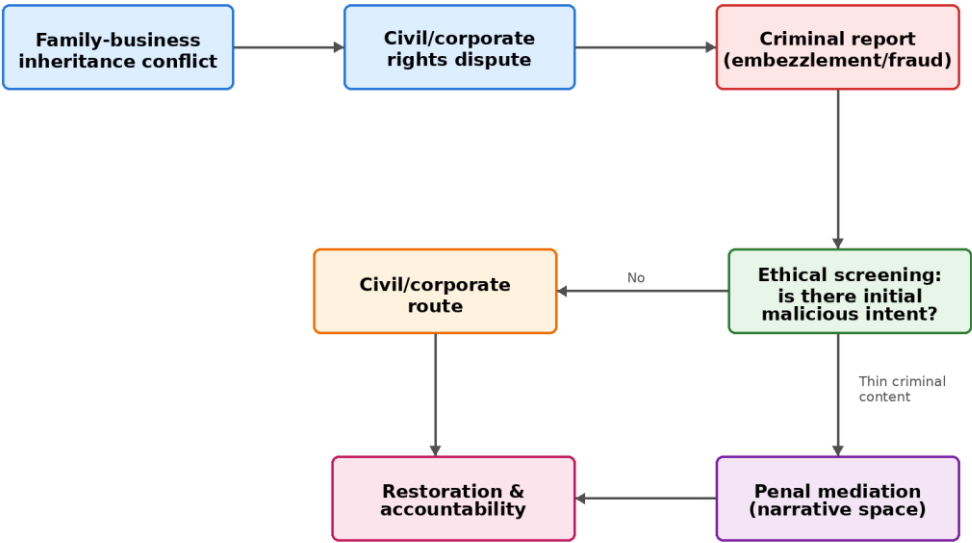


Figure 1. Escalation of family-business inheritance disputes and points of intervention for holistic justice.
Source: Author's archive (2026).

2. Research Methods

This research is a normative legal study, namely a study that treats law as a system of norms and analyzes legal materials to formulate prescriptive answers to the problems being examined. The core issue is not how frequently criminalization occurs empirically, but how legal norms should arrange the boundary between civil and criminal domains in family-business inheritance disputes (Munawir et al., 2025). Three approaches are used in combination. The statutory approach examines relevant provisions, including the Indonesian Criminal Code as renewed by Law No. 1 of 2023, Law No. 40 of 2007 on Limited Liability Companies, the Compilation of Islamic Law, and Supreme Court Regulation No. 1 of 2016 on Mediation Procedures in Court. The conceptual approach explores doctrines and theories, especially punishment theory, restorative justice, ultimum remedium, culpability, and proportionality. The case approach is used to accommodate typical patterns of inheritance disputes that shift into criminal allegations as recorded in the literature, so that the argument does not remain purely abstract (Triono Eddy, 2025).

The legal materials used consist of three categories. Primary legal materials include the statutory instruments mentioned above. Secondary legal materials include reputable journal articles, books, and previous research on family business, inheritance law, criminalization of civil disputes, penal mediation, and restorative justice. Tertiary materials are used to clarify terms. The materials are collected through document study and analyzed qualitatively by interpreting, comparing, and connecting legal norms with theories. The result is arranged prescriptively as a reconstructed model, not merely as a description of current conditions. It should be emphasized that the PENA Theory in this article is a conceptual proposition developed from a synthesis of the literature; it offers a framework rather than an empirical effectiveness claim, so field testing remains an agenda for further research (Agustina et al., 2023).

3. Results and Discussion

3.1. Anatomy of Inheritance Disputes in Family Businesses

Understanding family-business inheritance disputes requires a layered analysis. The first layer is affective: the founder's death may reopen old sibling rivalries, jealousy over parental treatment, and a sense of entitlement that does not always correspond to actual contribution to the business. The second layer is economic: what is contested is not a static object but a productive asset that generates income and provides employment. The third layer is structural: who holds controlling shares, who sits on the board of directors, and whose name is recorded in the deed. If unmanaged, the conflict of interests among these three layers becomes a direct cause of failure for many family businesses (Vianka et al., 2025).

The problem becomes more complex because the identity of the family business itself is elastic. The boundary between a family that runs a business and a business owned by a family is never entirely clear, and families often shift this identity according to the pressure they face. When the business is profitable, everyone speaks as one family;

when the founder dies and the assets must be divided, each person suddenly stands as an individual rights holder. Healthy governance should bridge this shift (Zaenudin, 2025). Family-governance mechanisms, both informal meetings and formal forums, have been shown to connect economic and non-economic family goals and reduce conflicting interests. Yet in many Indonesian family businesses, such forums barely exist; decisions depend on a dominant figure, and when that figure is gone there is no agreed referee (Makhrup, 2024).

An heir who feels that his or her rights have been ignored, while another sibling controls cash flow and runs the company, often finds the civil path slow and expensive. A criminal report offers speed and a shock effect. Once an investigator issues a summons, the bargaining position changes immediately. Shares that were previously only numbers in a deed can be framed as objects of embezzlement, and inaccurate records can be framed as forgery. The shift from the private to the public sphere is therefore not accidental; it is a strategy (Poespasari et al., 2025).

For example, a founder may build a distribution company for three decades and then die without a clear will and without articles of association that regulate the transfer of shares. The eldest child, who has long managed the operations, continues to manage the cash and withholds dividends for working capital. The younger siblings, who believe that they are entitled to equal shares, interpret that action as unlawful control over inherited property (Amrullah Drs Nasrul et al., 2025). Up to this point, the conflict is a difference in the interpretation of rights, a common civil dispute. However, when negotiation reaches a deadlock, one party may file a police report alleging embezzlement. The same facts, originally civil in character, are suddenly read through the lens of criminal law. Without a clear filter, investigators may be drawn into the complainant's construction, and a family that should be reconciled may instead be divided by a criminal process that also damages the family enterprise (Hadian et al., 2022).

3.2. The Civil-Criminal Boundary and the Risk of Criminalization

The most basic question in such disputes is when a civil disagreement may legitimately be drawn into the criminal sphere without violating the principles of *ultimum remedium* and culpability. The answer is not found in the similarity of facts, but in the presence of intent. Breach of contract arises from a valid legal relationship that is later not performed, while fraud and embezzlement require criminal intent and an unlawful element (Kontesa et al., 2025). The most accountable line of distinction is the existence of malicious intent at the beginning of the legal relationship, not the failure to perform obligations that emerges later. Without this distinction, every unpaid debt could become fraud, and every disputed management of jointly held assets could become embezzlement (Marquart et al., 2024).

The danger of this blurred line is systemic. Overcriminalization, namely the tendency to turn too many acts into crimes, undermines the rule of law because it gives law-enforcement officers overly broad and uncontrolled power (Sahlan et al., 2023). When criminal law is used to pressure an opponent in a civil dispute, the result is not the maintenance of public order but the privatization of state coercion. Proportionality is also violated, even though it concerns fundamental rights of the accused, including *nullum crimen sine lege* and protection against double punishment. Legality, culpability, and

proportionality should therefore operate as three brakes that restrain this movement (Sakowicz et al., 2025).

To prevent the distinction from remaining a slogan, it needs to be translated into assessable indicators. At least five markers can help distinguish a civil dispute from a genuine criminal offense. First, whether malicious intent already existed when the legal relationship was formed, rather than merely appearing as a later failure. Second, whether there was a sequence of deception or falsehood designed to mislead the other party from the beginning (Suciati et al., 2025). Third, whether there was a deviation from the purpose of possession, namely when assets entrusted for one purpose were secretly transferred for another purpose. Fourth, whether there was actual and measurable loss, not merely potential loss. Fifth, whether there was a clear causal relationship between the act and the loss. If these five markers are not convincingly present, the case should be returned to the civil or corporate route (Andi Ines Audryana Bachtiar et al., 2023).

The first category is a pure civil inheritance dispute, such as the size of shares, validity of gifts, or implementation of wills, which should be settled in the Religious Court or District Court with mandatory mediation under Supreme Court Regulation No. 1 of 2016. The second category is a corporate dispute, such as control struggles, the validity of a general meeting of shareholders, or the transfer of the deceased's shares, which is subject to Law No. 40 of 2007 (Dika Ratu Maru'atun et al., 2024). The third category is a genuine criminal offense, which exists only when initial malicious intent, a sequence of deception, or unlawful possession can be proven. Forcing a case from the first or second category into the third, without those elements being fulfilled, is the operational definition of criminalization (Sudihar et al., 2019).

3.3. Punishment Theory and Paradigm Shift in the Rule-of-Law State

In rereading this issue, it is necessary to return to a philosophical question: why does the state punish? The retributive tradition answers with proportional retaliation, while the utilitarian tradition answers with prevention and protection of society. Both focus on the offender and the state, and both tend to forget the victim and the damaged relationship (Li, 2026). It is in this gap that restorative justice finds its foundation. Zehr describes it as a change of lens: instead of asking what law was broken and what punishment is deserved, restorative justice asks who was harmed, what their needs are, and who is responsible for repairing the harm (Mohammed, 2025). Braithwaite adds a sociological dimension through reintegrative shaming, namely denunciation of the act that ends with a ritual of accepting the offender back into the community, which is considered more effective in preventing repetition than stigmatization (Manasseh et al., 2026).

Indonesia does not merely import this idea; it also rediscovers it in its own roots. Restorative justice intersects with living law and the ontology of customary law, which have long recognized deliberation and restoration. The revitalization of customary institutions is even seen as a way to strengthen restorative justice in the national criminal-law system (Mulyani, 2017). Law No. 1 of 2023 confirms this direction by placing punishment within the objectives of balance and restoration and by recognizing the law living in society. It seeks justice inspired by Pancasila, not merely rigid formal certainty (Tongat et al., 2020).

However, normative recognition does not automatically become practice. Living law in the new Criminal Code still has limitations, especially the absence of technical regulations that makes its application dependent on the discretion of law-enforcement officials and vulnerable to inconsistency (Putri, 2024). This is where the rule-of-law state functions as the framework. The rule of law does not only require the existence of rules; it also requires that enforcement respect citizens’ rights and produce substantive justice, not merely procedural justice. Judicial interpretation, for example, must connect legal certainty with society’s sense of justice, while citizen lawsuits affirm that the state is also subject to law. The holistic justice proposed in this article rests on that premise: restoration without certainty may produce arbitrariness, while certainty without restoration may produce cold justice (Agustina, 2024).

The retributive paradigm centers on violation and retaliation; the restorative paradigm centers on harm and relational repair; while holistic justice, operationalized through the PENA Theory, seeks to combine both by adding upstream prevention and downstream accountability (Agustina, 2026).

Table 1. Comparison of retributive, restorative, and holistic-justice (PENA) paradigms.

Dimension	Retributive	Restorative	Holistic Justice (PENA)
Focus	Violation and retaliation	Harm and relational repair	Prevention, restoration, and certainty
Main actors	State and offender	Victim, offender, community	Family, corporation, and law-enforcement officials
Objective	Deterrence	Restoration	Business continuity and substantive justice
Main risk	Neglecting victims and relationships	Potential impunity	Controlled through the Accountable dimension
Reference	Classical retribution	(Zehr, 1990; Braithwaite, 1989)	Author’s synthesis (2026)

Source: compiled from Zehr, 1990; Braithwaite, 1989; Kirkwood, 2022; Husak, 2007.

3.4. Penal Mediation as a Restorative Space

Penal mediation enables the offender and the victim, assisted by a neutral third party, to reach an agreement outside an adversarial trial mechanism (Pane et al., 2026). The concept is not foreign to procedural law. It develops from the discourse on settlement outside the court and now gains stronger footing in the transition from the old Criminal Code to the new Criminal Code. Public trust in this mechanism also grows when prosecutorial institutions implement it with sensitivity to religious and social values in society (Suwito et al., 2023).

For family-business inheritance disputes, penal mediation has a special attraction. The parties are relatives who must still share family relations and often must still manage a business together. A criminal judgment that imprisons one party may satisfy the desire for retaliation, but it may also destroy the enterprise that supports the livelihood of the family and workers who are not at fault. Penal mediation offers a more reasonable path: restitution, return of assets, restructuring of ownership, and repair of relationships rather than collective destruction (Kaawoan, 2020). The restorative-justice framework that emphasizes restoration of loss and relationships thus meets the concrete need to preserve business continuity. Experiences of inheritance dispute settlement through mediation in the Religious Court show that peaceful approaches are possible, even though they are often constrained by the parties' attitudes and mediator competence (Ramirez, 2022).

Penal mediation is not a ticket to purchase freedom from responsibility, and it must not become a back door that allows genuine crimes to escape simply because the offender can pay. Restorative justice is rooted in relational values and responsibility, not in transactions that merely exchange forgiveness for money (Pane et al., 2026). Therefore, penal mediation must be fenced: it may be used for cases rooted in civil disputes with thin criminal content, but not for acts that clearly involve initial malicious intent and serious loss (Zarkasi et al., 2022).

3.5. Reconstruction: PENA Theory as a Holistic-Justice Model

From the discussion above, this article proposes an integrated framework called the PENA Theory, an acronym for Preventive, Ethical, Narrative, and Accountable (Agustina, 2026). These four elements are not rigid sequential stages but four dimensions that work simultaneously and reinforce one another. They are designed to close the gaps left by partial approaches.

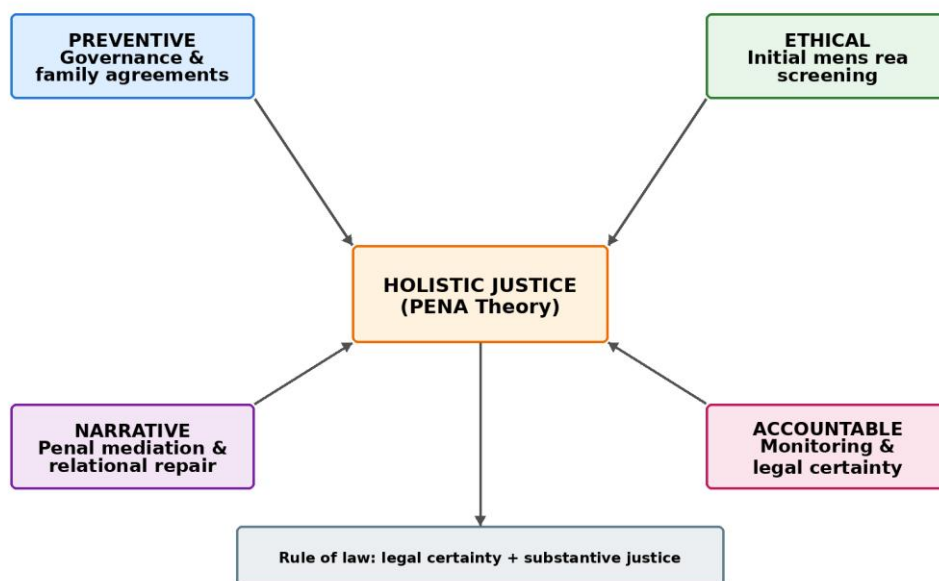


Figure 2. Conceptual framework of the PENA Theory (Preventive, Ethical, Narrative, Accountable) for holistic justice. Source: Author's archive (2026).

The Preventive dimension works upstream, long before a dispute arises. Its logic is simple: a conflict that can be prevented does not need to be resolved. Prevention is realized through institutionalized family governance, family agreements, articles of association that clearly regulate the transfer of inherited shares, and written succession planning. Studies on family business consistently point in this direction. Governance forums reduce conflicting interests, while the absence of succession planning directly causes failure and conflict. At this point, notaries and legal consultants function as architects of prevention by designing documents that close interpretive gaps from the beginning (Pia, 2021).

The Ethical dimension works as a filter at the entrance to the criminal sphere. Its decisive ethical-juridical question is whether malicious intent existed from the beginning, or whether the case is merely a breach of contract or a difference in the interpretation of rights. This filter translates the principles of culpability and ultimum remedium into a concrete examination of mens rea. If initial malicious intent is absent, the dispute must be returned to the civil or corporate route rather than forced into a criminal case (Denti et al., 2011). This dimension is the main barrier against criminalization and is rooted in the warning that excessive criminal law threatens the rule of law and in the limiting function of criminal-law principles.

The Narrative dimension provides room for restoration when the case is appropriate for restorative settlement. The term narrative is deliberately chosen because restorative justice is essentially an exchange of stories: the victim explains the harm, and the offender acknowledges responsibility within a respectful process that may end in reintegration (Nur Rochaeti, 2018). In family-business contexts, this narrative space

takes the form of penal mediation and facilitated family deliberation, with possible outputs such as restitution, ownership restructuring, and restoration of relationships. Its goal is not to erase responsibility but to repair the damage without destroying the business that supports many people (Istituto et al., 2021).

The Accountable dimension works downstream as a safeguard so that restoration does not turn into impunity. Every agreement must be documented, monitored, and subject to correction if it later appears to conceal a serious crime. Accountability connects holistic justice to the rule-of-law state: it ensures that legal certainty is maintained even when the chosen path is not conventional punishment. Because restorative justice can be abused by stronger parties, this dimension functions as a mechanism of public responsibility (Situmorang et al., 2024).

The PENA Theory places every stakeholder in the dimension most appropriate to their role. Notaries and legal consultants become the front line of the Preventive dimension by drafting family agreements and clauses on share transfer that reduce disputes before they arise. Investigators and prosecutors guard the Ethical dimension by filtering reports based on the presence or absence of initial malicious intent, so that not every family complaint automatically becomes a criminal case. Mediators, Religious Court judges, and facilitators manage the Narrative dimension by guiding deliberation and penal mediation toward restorative agreements. Judges ultimately guarantee the Accountable dimension by connecting legal certainty with the community's sense of justice when assessing the validity and feasibility of a settlement (Kaya, 2019).

Translated into a workflow, the model suggests four interrelated stages. First, before a dispute appears, the family prepares agreements and governance instruments that regulate share transfer and internal dispute settlement. Second, when a criminal report is filed, investigators conduct ethical screening by testing the five markers of initial malicious intent; if they are not fulfilled, the case is directed to the civil or corporate route (Handoko, 2025). Third, for cases rooted in private-law conflict with thin criminal content, narrative space is opened through penal mediation or facilitated family deliberation that produces a restorative agreement. Fourth, the agreement is documented, monitored, and may be corrected if it is later proven to conceal a serious crime. These four stages do not add a new bureaucracy; they simply organize what has often proceeded randomly, so that decisions to criminalize or not criminalize no longer depend on the pressure of the strongest party but on accountable criteria (Razak et al., 2022).

The PENA Theory shifts the center of family-business inheritance dispute settlement from the question of who must be punished to the question of how relationships and business continuity can be restored without sacrificing legal certainty. It also rejects the dichotomy that has constrained practice, as if a dispute must be either purely civil or purely criminal, by providing a layered filter that places each case on the most proportional path. In the Indonesian context, the model is consistent with the direction of criminal-law reform that recognizes restoration and balance as sentencing goals while closing the criminalization gap that often disadvantages weaker parties (Sarmadi, 2024).

The practical implications are significant. For business families, the model encourages early investment in governance and legal documents rather than reliance on fragile goodwill. For law-enforcement officials, it offers clearer criteria for refusing the

criminalization of civil disputes. For courts, it strengthens the legitimacy of restorative settlement by making accountability a condition (Pratama, 2026). As a conceptual framework, however, the PENA Theory has not yet been empirically tested against a sufficient number of real cases. Its effectiveness will depend on mediator competence, integrity of law-enforcement officials, and the willingness of the family to make peace, all of which often become obstacles in inheritance mediation. Another vulnerability is the risk that the Narrative dimension may be misused by stronger parties, a risk that can be reduced only if the Accountable dimension is truly enforced (Putra, 2024).

The four dimensions must be tied to the rule-of-law framework, not merely to family ethics or informal customary deliberation. The reason lies in the need for guarantees. Family deliberation without a legal basis can easily be defeated by the strongest and wealthiest party. The rule of law ensures that the outcome of deliberation, regardless of the pressure surrounding it, remains subject to standards of justice that can be tested (Agustina, 2025). This is the sharp distinction between holistic justice and ordinary informal settlement: the former treats certainty and accountability as conditions, while the latter often stops at a fragile agreement (Agustina, 2026).

The experience of family-company governance in the region provides a useful lesson. Board characteristics and family control influence how companies carry out their responsibilities toward broader stakeholders, so formal structure is not a mere formality but a determinant of behavior (Zuhairi et al., 2026). This lesson is relevant to both the Preventive and Accountable dimensions. A family company that from the outset builds a functioning board and an effective monitoring mechanism is more likely to resolve internal conflict without dragging it into criminal law (Pantjo’u et al., 2022).

Restorative justice, if applied carelessly, can become an arena in which weaker parties are pressured into accepting unfavorable agreements. Experience in applying restorative justice to protect vulnerable groups shows that the approach is beneficial only when accompanied by victim protection and assessment of power imbalance among the parties (Hadjarati, 2022). In family-business inheritance disputes, vulnerable parties may include heirs who are not involved in operations, women in patriarchal family structures, or economically dependent family members. The Accountable dimension protects them by requiring every agreement to be assessed not only for formal validity but also for substantive fairness. Thus, holistic justice does not become a mask for domination, but a channel for restoration without oppression (Christiawan, 2019).

The PENA Theory is not an attempt to soften criminal law or remove responsibility. It is an attempt to place criminal law in its proper position as a last resort while opening other routes that are more suitable to the character of family disputes (Agustina, 2026). In this framework, the rule-of-law state is not an obstacle to restoration; it is the guarantor that restoration is fair, measurable, and resistant to abuse (Istiqamah et al., 2024).

Table 2. Distinguishing civil inheritance disputes, corporate disputes, and criminal offenses.

Aspect	Civil inheritance dispute	Corporate dispute	Criminal offense

Object	Portion of inheritance, gifts, wills	Controlling shares, organs, GMS	Unlawful control or deception over assets
Legal basis	Compilation of Islamic Law and civil law	Law No. 40 of 2007	Criminal Code (Articles 372/378)
Key element	Inheritance rights and validity of transfer	Validity of corporate action	Initial malicious intent and unlawfulness
Forum	Religious Court/District Court and mediation	Court and corporate forums	Criminal justice system
Sign of criminalization	Forced into criminal law without mens rea	Framed embezzlement as	None when the act is genuinely criminal

Source: author's compilation from Husak, 2007; Horder, 2022; Suhartono et al., 2022; Law No. 40 of 2007.

4. Conclusion

Family-business inheritance disputes are layered problems that cannot be solved through a single legal lens. They involve estate assets, blood relationships, and corporate control at the same time; therefore, when deliberation fails, they can easily shift from the civil sphere to the criminal sphere and open the door to criminalization. This study affirms that the risk of criminalization is rooted in the blurred boundary between breach of contract, ownership dispute, corporate conflict, and criminal offense, a blurring that conflicts with the principles of ultimum remedium, culpability, and proportionality. The proposed solution is the PENA Theory, a holistic-justice model built on four mutually reinforcing dimensions. The Preventive dimension avoids conflict through governance and family agreements; the Ethical dimension filters cases through initial malicious intent as the civil-criminal distinguisher; the Narrative dimension opens restorative space through penal mediation without destroying the business; and the Accountable dimension ensures that restoration remains within the framework of the rule-of-law state and legal certainty. By placing notaries, investigators, mediators, prosecutors, and judges in their appropriate roles, the model offers an operational guide for distinguishing pure inheritance disputes, corporate disputes, and genuinely criminal acts.

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