



"They provide a personal and prompt service and their knowledge is impressive."
Vice President of Donor Recruitment of Deleté Blood Cancer DKMS

"Grzegorz Woźniak and Grzegorz Dudek are key names in Woźniak Legal's 'outstanding' team. The team is a popular choice for Japanese clients, assisting individuals with inheritance issues and advising companies on immigration matters. Other highlights included acting for the heirs of pre-war property owners in Warsaw."
The Legal 500, 2017



How to set up a company

The most popular choice for investors in Poland is a limited liability company (*spółka z ograniczoną odpowiedzialnością*) which is similar to a German GmbH or Italian *Società a responsabilità limitata*. In the case of a larger investment, investors choose a joint stock company, especially if they are planning to enter the stock exchange. Both types of companies are regulated in the Commercial Companies Code. All companies need to be entered into the register of entrepreneurs in the commercial court.

What is the right business structure for you and whether a limited liability company will be the most appropriate choice – this should be established by your advisors. Getting things right from the start will increase your chances for a successful investment.

What documents are needed to set up a limited liability company in Poland?

- Articles of Association of a new company setting out what is its share capital and what is the way of representing a company as well as what are its governing bodies
- resolution of shareholders on the appointment of directors (there can be one or several directors)
- list of shareholders
- excerpt from the foreign register of companies (if one of the shareholders is a foreign legal person)
- declaration of directors that the contributions to the company's share capital were fully paid up by all shareholders
- declarations on the directors' domicile
- directors' consent on the appointment as members of the management board of the company
- power of attorney for lawyers to register a new company in the commercial court
- power of attorney (in a notarial form) for lawyers to sign the Articles of Association

Registration by the court is completed within three to four weeks. From the very beginning a limited liability company should keep its accounting books in compliance with accounting rules. For this purpose it is recommended to hire an accountant or to enter into an agreement with an accounting firm.

"Ability and experience comparable to that of a large firm, combined with a very personal level of service."

President of ThyssenKrupp Elevator Sp. z o.o.

"Described as 'a one-stop shop for private clients,' Woźniak Legal provides a broad range of services including tax planning, succession planning, wealth management and charitable matters."

Chambers & Partners, 2017



"Clients describe Grzegorz Woźniak as a great strategist focused on resolving clients' problems and a first class lawyer, very practical and goal-oriented."

Chambers Global, 2011

What form is required for the power of attorney authorizing a lawyer to sign the Articles of Association?

The power of attorney for lawyers should be made in the form of a notarial deed. It is advisable that the power of attorney is drafted both in Polish and in English. Then, it should be signed in front of the notary public by the duly empowered persons.

Additionally, the power of attorney should be apostilled.

What are the governing bodies of the Polish limited liability company?

A limited liability company has two obligatory bodies: the shareholders' meeting and the management board which is responsible for most of the company's matters. In some instances, the company also has a supervisory board. The management board consists of one or more members. They may be appointed for an indefinite term.




International network

Our working relationship with Carter Lemon Camerons LLP (a reputable City law firm) in London and with other renowned law firms in key jurisdictions such as Switzerland and Luxembourg allows us to offer a unique joint service with regard to cross-border investment planning and establishing new businesses.

We are also a member of the International Division of the Law Society of England and Wales.

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