



"They provide a personal and prompt service and their knowledge is impressive."

Vice President of Donor Recruitment of Delete Blood Cancer DKMS

"The team at Woźniak Legal, headed up by Grzegorz Woźniak, have been extremely efficient, professional and competent."

"Clients get the best of both worlds – the quality of an international law firm and the sound knowledge of the Polish market and clients."

The Legal 500, 2021



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 by 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 the 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' delivery address
- directors' consent on the appointment as members of the management board of the company
- power of attorney for lawyers to register the 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 company should keep its accounting books in compliance with the relevant regulations. 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.

"Woźniak Legal has a particular focus on international work, advising foreign and domestic high net worth individuals on cross-border family matters and property restitution."

Chambers & Partners, 2018



"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



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 a 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

What are the governing bodies of a 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 reach

Woźniak Legal is part of New Circle (<https://www.newcircle.legal/>), a network of law firms which covers major European jurisdictions.

To support our clients' international strategies, we have also developed strong relationships with the legal communities in many of the world's major jurisdictions. Woźniak Legal is a member of The Law Society of England and Wales (International Division) which provides us with invaluable insight and contacts with international legal practitioners.

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