



# EY Law Poland

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The better the question. The better the answer.  
The better the world works.



Shape the future  
with confidence

## Individual approach to each client

At EY Law, we focus on personalization of legal services. We understand that each case is unique, and therefore, our advice is always tailored to the specific requirements and expectations of our clients. Our work is based on a thorough understanding of the specific legal situation, allowing us to develop strategies that maximize benefits and minimize risks.

## Speed and effectiveness in action

Time is a crucial factor in business, which is why, at EY Law, we emphasize the importance of swift and decisive legal action. Our team utilizes the latest technologies and working methods to provide effective legal solutions in the shortest possible time. This allows our clients to focus on running their business, confident that their legal matters are in good hands.

## International recognition and industry awards

Our work and commitment to providing the highest quality legal services have been repeatedly recognized by prestigious institutions on the international stage. Renowned rankings such as Legal500, Chambers Global, Chambers Europe, IFLR1000, and IAM Patent regularly rank us among the top law firms, confirming our effectiveness and standard-setting in serving business clients.

## Supporting women's careers

EY Law is the winner of "Law Firm of the Year in Poland" title awarded by the Women in Business Law EMEA Awards in 2022 and 2023, and was also awarded the "International Firm of the Year" title in 2023.

## Combining global reach with local knowledge

The EY Law team consists of over 70 lawyers, supported by a global network of over 3000 legal experts.

## We know what success is made of

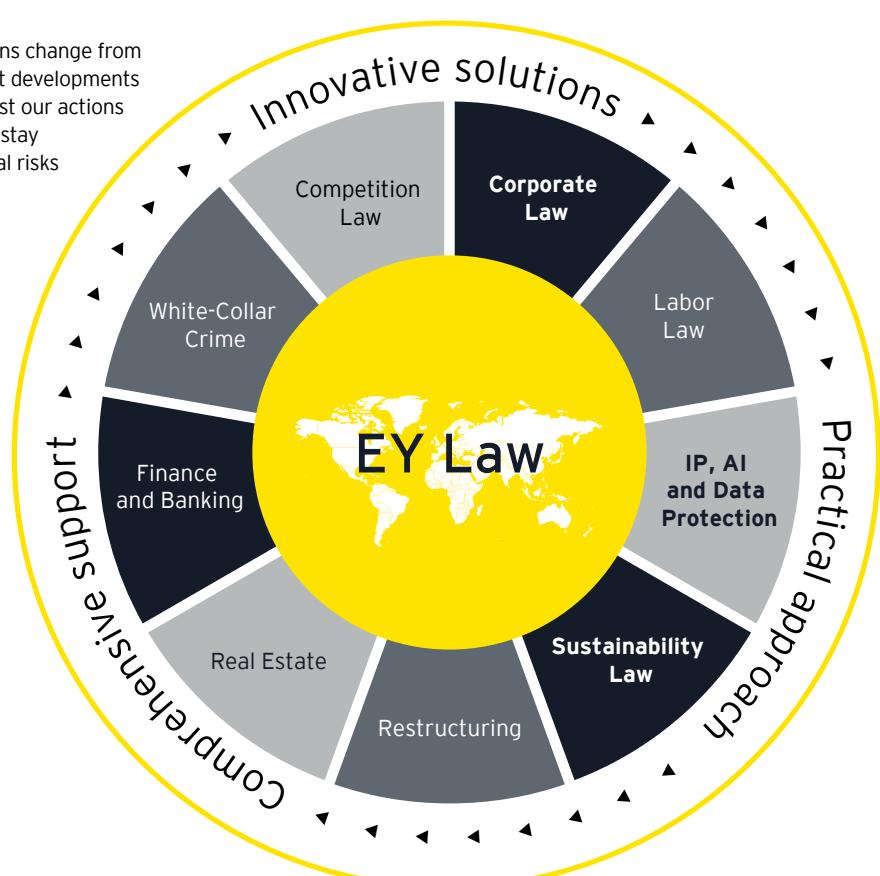
The world of law is constantly evolving, and regulations change from day to day. At EY Law, we not only respond to current developments but also proactively anticipate future trends and adjust our actions accordingly. Our proactive approach allows clients to stay ahead of the competition and effectively manage legal risks in a changing regulatory environment.

## Solutions for diverse market sectors

We successfully support entrepreneurs and institutions from various sectors of the economy, such as energy, chemicals, finance, pharmaceuticals, fast-moving consumer goods (FMCG), services, e-commerce, telecommunications, and technology.

### Zuzanna Zakrzewska

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## **Corporate and commercial law, mergers and acquisitions (M&A), reorganizations**

Our team of experts has experience in providing comprehensive advice in the field of corporate law, M&A, and reorganizations.

### **Corporate and commercial law**

Ongoing corporate advice, including:

- Corporate governance matters, such as preparing regulations for company bodies, internal policies, etc.
- Support in drafting resolutions of company bodies (supervisory board meetings, management board meetings, general meetings), preparing legal opinions, etc.
- Automated (also using AI tools) handling of meetings and sessions of company bodies, including preparing resolutions, minutes, notifications, applications, etc., for all companies within the capital group.

### **Mergers and Acquisitions (M&A)**

Comprehensive legal advice in share deals and asset deals, including:

- Conducting due diligence
- Developing legal structures for transactions
- Preparing full documentation for transactions (e.g., preliminary proposal, letter of intent, NDA, share purchase agreement (preliminary, conditional, or final), investment agreement, shareholders' agreement, transitional agreements (TSA, SLA), etc.)
- Representation in proceedings before the Office of Competition and Consumer Protection (UOKiK) regarding concentration notifications
- Support in proceedings before the Ministry of the Interior, Financial Supervision Authority (KNF), National Support Centre for Agriculture, and other administrative bodies in connection with ongoing transactions
- Employee-related support in the transaction process, including drafting management contracts
- Post-transaction support in all matters arising from the acquisition, such as adjusting the corporate structure to investor requirements, amending or introducing internal regulations, employee matters, etc.

### **Intra-group reorganizations**

- Comprehensive legal advice in merger, division, or transformation processes, including cross-border reorganizations as well as intra-group share or asset deals and in-kind contribution transactions
- Developing possible scenarios to achieve the target intra-group legal structure and identifying legal risks associated with its implementation
- Preparing legal documentation necessary for the reorganization and representing before registration courts
- Support in proceedings before administrative bodies related to reorganizations
- Post-transaction advice on all matters arising from reorganizations, particularly corporate and labor law issues

### **Labor law**

- Advice on employment, remuneration, bonus and incentive systems, non-compete agreements, etc., and termination of employment contracts (including managerial staff)
- Advice on working time, including systems and schedules, overtime and its proper accounting
- Analysis of remuneration structures for board members and management, legal support in implementing changes
- Legal support in implementing and complying with the Act on the Principles of Shaping the Remuneration of Persons Managing Certain Companies and the Act on the Principles of Managing State Property, preparing documents meeting the requirements of these acts
- Advice on the transfer of workplaces and related obligations, preparing documentation
- Implementing Employee Capital Plans (PPK)
- Advice on issues related to the Company Social Benefits Fund (ZFŚŚ)
- Advice on business trips and posting of workers and related obligations
- Conducting legal and HR audits and post-implementation GDPR audits in HR departments
- Personal data protection in HR
- Support in matters related to employee pension and capital plans (PPK)
- Preparing employment documentation: contracts, regulations, and internal procedures
- Support during inspections by the National Labor Inspectorate (PIP) and the President of the Personal Data Protection Office (PUODO)
- Advice on external forms of employment: temporary work, outsourcing
- Advice on group and individual layoffs, including obligations to consult with employee representatives

## Intellectual property/Technology/ Personal data

### Intellectual property

- Protection of IP rights- Research and assessment of the possibility of registering trademarks, utility models, industrial designs, and patents. Advice on copyright protection, including software copyrights, trade secrets, and know-how
- IP transfer agreements / License agreements - Preparing and negotiating IP transfer agreements, license agreements, franchise agreements, and other specialized agreements for specific market sectors
- Advice on technology transfer and R&D contracts
- IP audit - Auditing client's intellectual property rights to increase their value, as well as the intellectual property rights of companies acquired in M&A transactions
- IP customs protection in the EU - Cooperation with customs authorities in matters related to counterfeit goods and representing our clients throughout the EU in matters related to customs seizures
- IP proceedings - Conducting opposition and invalidation proceedings before the Polish Patent Office, Polish administrative courts, and EU bodies - EUIPO and CJEU
- Court and arbitration proceedings - Representing our clients in cases of the infringement of intellectual property rights, such as trademarks, copyrights, patents; trade secrets, acts of unfair competition

### Technology, cybersecurity, and AI

- Cloud computing compliance - Legal advice on cloud implementations, including in regulated sectors (cloud outsourcing in the financial sector), with support in meeting Polish and European regulatory requirements (e.g., UKNF Cloud Communication, EIOPA and EBA guidelines)
- IT contracts - Advice on IT contracts (license agreements, implementation, maintenance, IT outsourcing, cloud agreements, SLA). Creating and reviewing contracts (both waterfall and agile models), and providing support in negotiations
- Cybersecurity and digital operational resilience - Advice on regulatory aspects of cybersecurity, particularly on meeting legal regulatory obligations (e.g., UKSC, supervisory recommendations and guidelines, new regulations - DORA)
- Artificial Intelligence - Advice on legal aspects of implementing new AI-based technologies, both for providers and recipients. Ensuring compliance of implemented solutions with Polish and European regulations and guidelines
- Telecommunications - Advice on licensing and regulatory issues, internet issues, industry dispute resolution, privacy and data protection

- 5G - Advice on legal challenges related to the widespread implementation of 5G networks and the legal basis for specific use cases

### Personal data

- GDPR audits - Verification of compliance with personal data protection regulations - due diligence, post-implementation audits, compliance analysis in specific areas, system assessments
- GDPR implementations - Ensuring GDPR compliance for new entities, entities after transformations - implementing necessary documents, policies, procedures, conducting training
- Privacy protection on the Internet and marketing - Advice on personal data protection in websites, applications, IT systems, during database acquisitions, when implementing systems aggregating data from cookies and multiple independent sources
- Risk analyses - Legal support (with possible synergy with the technology team) in processing risk analysis, analysis of the adequacy of implemented security measures, data protection impact assessments
- **Transfers outside the EEA** - Risk analysis of data transfers outside the EEA and support in ensuring appropriate transfer safeguards
- **DPO** - Providing external DPO / outsourcing services in personal data protection within flexible hourly packages

### Sustainability law

- Regulatory workshops on selected ESG issues
- Gap analysis in internal ESG regulations
- Developing ESG strategies and policies
- Sustainable development advice
- Preparing disclosures for sustainability reports, including based on Taxonomy and CSRD
- Implementing ESG due diligence processes in supply chains, including based on EU and German regulations
- Reviewing activities for greenwashing and green-bleaching risks
- Developing Voluntary Carbon Market entry strategies
- Assisting in building financing strategies for carbon emission reduction projects through voluntary carbon credits
- Regular sessions on legislative developments and trend monitoring
- Regulatory environment analysis for planned investments
- Support in active participation in legislative processes (advocacy) at national and EU levels
- Supporting companies in preparing decarbonization and methane emission reduction strategies

## Energy law and climate protection

- Comprehensive legal and regulatory advice in the broadly defined energy and climate law
- Legal and economic analyses
- Regulatory advice - analysis of regulatory risks on the European and international markets, assessing the impact of current and future regulations on the Company's position
- Support in active participation in legislative processes (advocacy) at national and EU levels
- Legal services for energy companies
- Support in preparing Power Purchase Agreements (PPA)
- Aligning strategies, business activities with regulatory, energy transformation, emission reduction requirements
- Transaction support and legal, economic, environmental advice on investments in new renewable energy sources, hydrogen projects
- Legal services for fuel sector entities, particularly in obtaining fuel-related licenses
- Compliance, including administrative proceedings before the President of the Energy Regulatory Office (URE)
- Technical and legal advice in white certificate proceedings, and support in selling white certificates
- Analysis of whether an entity is obliged to conduct an energy audit
- Conducting an audit, drafting the report, and notifying about its conduct

## Real Estate and construction projects

- Legal due diligence of real estate and of the planned or completed construction project, particularly for the purpose of financing, restructuring, and planned acquisition or sale of the real estate or enterprise
- Comprehensive legal advice on real estate acquisition and sale (both asset deals and share deals)
- Preparing/Drafting and negotiating lease agreements, including office, retail/ commercial, and warehouse leases
- Legal advice on preparing/drafting green commercial lease agreements to achieve ESG goals, considering the type of property and the expectations of the landlord, tenant, and other building users
- Comprehensive legal support for renewable energy investments, including support in the investment process (e.g., preparing and obtaining formal and legal documentation), transactional support in buying or selling RES projects, preparing legal concepts for the implementation of investment projects, as well as legal oversight and coordination of the process with the investment contractor
- Analysis of investment conditions including planning aspects, particularly to obtain financing for the investment project

- Advice on legal and administrative issues related to the preparation and implementation of construction projects
- Legal services for construction projects, including preparing and negotiating contracts with designers and general contractors

## Restructuring

- Representing creditors in debtors' restructuring proceedings, in all phases (participation in disputes over the list of claims, participation in arrangement negotiations, participation in the creditors' council and creditors' meeting)
- Representing creditors in negotiations on out-of-court debt restructuring
- Preparing restructuring documentation (restructuring agreements, creditors' arrangement proposals), required amendments to financial documentation, and documentation related to new financing granted as part of the restructuring
- Ongoing advice related to debtor's restructuring proceedings
- Informing the creditor about the effects of the debtor's restructuring proceedings and strategies beneficial to the creditor
- Reviewing agreements, contract templates, and general terms and conditions for compliance with restructuring law and securing interests in case of debtor's restructuring proceedings

## Finance and banking

- Legal Managed Services - support in optimizing ongoing, repetitive tasks and mass processes in the legal area, including: corporate governance and compliance management, mass handling of various proceedings, including mediation proceedings, reviewing and verifying internal documentation and procedures, contract management, ongoing regulatory monitoring, cybersecurity, and privacy protection
- Legal support in developing and implementing innovative banking solutions and products (e.g., digital mortgage) in terms of assessing their compliance with legal requirements and supervisory regulations
- Comprehensive legal and regulatory support, including: creating and reviewing product documentation and internal procedures of banks, investment companies, lease, debt collection, and lending companies, and reviewing the compliance of products and services with law and supervisory regulations
- Legal support in processes related to undertaking and expanding banking activities in Poland, including through the establishment of a mortgage bank
- Legal support in matters related to managing the remuneration of senior management in financial and insurance institutions, including MRT, developing and reviewing internal procedures in this area (e.g., policies, regulations), audits of the implementation and application of the so-called "chimney law" in financial and insurance institutions
- Legal advice for payment services market players, particularly in implementing the PSD2 and AML IV regulations

- Legal services for entities operating in the new technologies and financial services (FinTech) sector
- Legal services for debt trading transactions and legal advice for debt management entities
- Legal support and representation for banks and financial sector entities in proceedings and inspections before supervisory authorities (including: KNF, Financial Ombudsman, UOKiK, and PUODO)

## White-collar crime

- Risk analyses and assessments - Advice for companies and their boards in assessing risks and countering economic crime (including corruption, fraud, acting to the detriment of companies, money laundering, capital market crimes, cybercrime) as well as tax offenses and crimes
- Investigations and internal investigations - Legal support in verifying reports or detecting economic crimes (including based on foreign anti-corruption regulations: FCPA, UK Bribery Act, and Sapin II). Legal analysis of the results of an investigation or internal investigation. Representation in related criminal, civil, regulatory proceedings
- Unannounced inspections (dawn raids) and searches - Support in the case of unannounced inspections and detentions, including in related criminal and regulatory proceedings. Preparing procedures for unannounced inspections by law enforcement or regulatory authorities
- Proceedings before authorities and courts - Legal advice and representation in proceedings before law enforcement and other authorities, in court proceedings (criminal, fiscal criminal, civil, and economic cases), and in administrative (regulatory) and administrative court proceedings
- Compliance - Legal advice on developing and reviewing compliance systems. Support in M&A transactions at every stage of compliance due diligence, including post-M&A due diligence
- Economic sanctions - Legal advice on risks related to economic sanctions, including their impact on business operations and relationships with contractors. Assistance in preparing and implementing procedures for compliance with economic sanctions. Representation in related regulatory proceedings
- Risk management - Advice on crisis situations as well as risk management and management of potential claims from third parties. Representation in related court proceedings and before relevant authorities
- Incident response - Representing clients as victims in criminal proceedings initiated in connection with security incidents (e.g., data leaks, fraud related to unauthorized transfers resulting from Business Email Compromise)
- Training and workshops - Conducting practical training on anti-corruption regulations, countering economic and fiscal crimes, liability of persons managing enterprises, economic sanctions, unannounced inspections, and compliance

## Competition and antitrust law

- Proceedings before authorities and courts - Legal advice and representation in proceedings before the President of UOKiK, the European Commission, and courts, particularly in cases of anti-competitive practices, abuse of contractual advantage, payment delays, acts of unfair competition, and practices violating collective consumer interests
- Comprehensive advice on merger control - From verifying the obligation to notify the transaction to the relevant antitrust authority, through support in determining the transaction structure, to preparing the concentration notification and representation during proceedings before the President of UOKiK and the European Commission
- Antitrust audits - Reviewing the compliance of agreements, procedures, and policies with antitrust regulations, including franchise and distribution systems
- Consumer regulations - Legal advice on the compliance of actions, including planned market actions of entrepreneurs, applied model contracts, regulations, and policies, marketing communication methods, organizing promotions
- Unannounced inspections (dawn raids) and searches - Support in the case of unannounced searches and inspections conducted by antitrust authorities and in conducting their simulations
- Training and workshops - Conducting practical training on competition and consumer law and the liability of persons managing enterprises

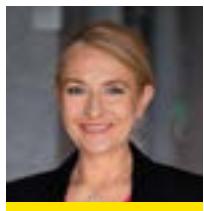
## Find out more

**German Desk**

**Digital Regulatory Check  
by EY Law**

**EY EU Green Deal Center of Excellence**

## Contact our Leaders



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# Find out more

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## Our passion is building a better working world:



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*follow-the-sun*  
model

## EY | Building a better working world

EY is building a better working world by creating new value for clients, people, society and the planet, while building trust in capital markets.

Enabled by data, AI and advanced technology, EY teams help clients shape the future with confidence and develop answers for the most pressing issues of today and tomorrow.

EY teams work across a full spectrum of services in assurance, consulting, tax, strategy and transactions. Fueled by sector insights, a globally connected, multi-disciplinary network and diverse ecosystem partners, EY teams can provide services in more than 150 countries and territories.

All in to shape the future with confidence.

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SCORE: 00972-162

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