



**LAW FIRM IN POLAND**  
**STUDZIŃSKI R. & ASSOCIATES**

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## NOTARIAL DEED

On this day [date] before me, Notary [details of Polish Notary Officer] appeared: **[details of shareholder of the company in Poland]** whose identity I confirmed on the basis of Passport No.[number] issued in the [state].

### ARTICLES OF ASSOCIATION OF A LIMITED LIABILITY COMPANY IN POLAND

#### § 1

[name and surname of shareholder] hereby states that he shall establish a limited liability company in Poland, hereinafter refined to as "The Company", in order to conduct business activity.

#### § 2

The Company shall operate under the following business name: **[name of the company in Poland]** Spółka z ograniczoną odpowiedzialnością and it may use the abbreviated name **[name of the company in Poland]** Sp. z o.o.

#### § 3

The Company's registered office shall be located in **[name of the city in Poland, where Polish company shall have seat]**

#### § 4

The period of duration of the Company shall be perpetual.

#### § 5

The Company shall operate in the Republic of Poland and abroad.

#### § 6

The Company may establish its offices, branches, representation agencies, entities in Poland and abroad and it may join other companies and economic organizations.

#### § 7

In accordance with the Polish Classification of Economic Activities the Company's objects shall be as follows:

**[subject of the activity of the company, [https://lawfirmpoland.pl/wp-content/uploads/2018/12/business\\_subject\\_activity\\_Law\\_Firm\\_in\\_Poland.pdf](https://lawfirmpoland.pl/wp-content/uploads/2018/12/business_subject_activity_Law_Firm_in_Poland.pdf)]**



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Should any consent, license or approval be required from a competent administration authority or another competent entity or should there be an obligation to meet specific requirements as stipulated by law, the Company shall commence or conduct such activities when a relevant consent, license or approval is obtained or respective requirements are satisfied.

#### § 8

The Company's share capital shall be PLN 5,000.00 (five thousand zlotys) and it shall be divided into 100 (one hundred) equal and indivisible shares of PLN 50.00 each (fifty zlotys),

A shareholder may hold more than one share.

#### § 9

[Name and surname of shareholder] shall make a cash contribution of PLN 5,000.00 (five thousand zlotys) and, accordingly, he shall subscribe for 100 (one hundred) shares of the total value of PLN 5,000.00.

#### § 10

The share capital of the Company may be increased pursuant to a resolution of the Shareholders Meeting. An increase in the share capital up to 5,000,000.00 (five million) zlotys pursuant to a resolution of the Shareholders Meeting adopted by 31<sup>st</sup> (thirty first) December 2030 (two thousand thirty) shall not entail an amendment to these Articles of Association.

#### § 11

A share may be redeemed upon the Shareholder's consent through acquisition of the share by the Company (voluntary redemption).

#### § 12

1. A shareholder shall have the right to participate in profit shown in the annual financial statements and intended for distributions according to a resolution of the Shareholders' Meeting;  
Profit attributable to shareholders shall be distributed in proportion to the number of shares held.-/-
2. The Management Board shall be authorized to make prepayments to the Shareholders against a future dividend for the financial year provided that the



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Company has sufficient funds for such payment, i.e. in accordance with the provisions of Article 195 of the Polish Commercial Companies Code.

### § 13

The Company's authorities shall be: the Shareholders' Meeting and the Management Board.

### § 14

1. Shareholders' Meetings may be annual or extraordinary.
2. An annual Shareholders' Meeting shall be held within six months of the end of each financial year to resolve the following matters: examination and approval of the Management Board report on the operations of the Company and the financial statements for the previous financial year, adoption of a resolution on distribution of profit or coverage of losses and acknowledgement of the fulfillment of duties by members of the Company's authorities.
3. An annual Shareholders' Meeting shall be convened by the Management Board on their own initiative or at the request of the Shareholder.
4. In addition to the matters provided for in the Code of Commercial Companies and these Articles of Association the Shareholder's Meeting shall also have the authority to create earmarked funds and resolve upon the allocation of write-offs to such funds and to appoint representatives to execute and sign contracts of employment with members of the Management Board.

### § 15

Unless the Polish Code of Commercial Companies or the provisions of these Articles of Association provide otherwise, resolutions of the Shareholders' Meeting shall be adopted by an absolute majority of votes.

### § 16

1. The Management Board shall represent the Company and manage its affairs.
2. The Management Board shall be composed of one or more members, appointed by the Shareholders' Meeting for an indefinite term. The mandate of a member of the Management Board shall only expire upon death, resignation or removal of the member from the Management Board by a resolution adopted by the Shareholders' Meeting or as a result of loss of the right to serve on the Management Board.



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3. Members of the Management Board may also be employed by the Company under the contract of employment.

§ 17

Each member of the Management Board, acting solely, shall be authorized to represent the Company.

§ 18

The requirement of Article 230 of the Polish Code of Commercial Companies, i.e. the obligation to resolve on disposal or encumbrance of a right or assumption of a duty to make performances whose value exceeds twice the amount of the share capital, shall be deemed to have been waived.

§ 19

1. The Company's financial year shall be the same as the calendar year.
2. Other matters not stipulated in these Articles of Association shall be governed by the provisions of the Polish Commercial Companies Code.

§ 20

Exercising the right vested on the Shareholders Meeting [name and the surname of the shareholder] shall appoint the first Management Board of the company composed of **[name and the surname of President of the Management Board in company in Poland]**, President of the Management Board.

§ 21

Any copies of this deed may also be issued to the Company and the company in organization.

§ 22

The following fees were paid: a/ PLN 21.00 as tax on civil law transactions at the rate of 0.5% charged on the amount of PLN 4,203.20 (i.e. the value of the share capital [PLN 5,000.00] decreased by PLN 196.80 incl. VAT; the court fee of PLN 500.00 for the incorporation of the Company and PLN 100.00 as a fee for the publication of an announcement in the Court and Economic Gazette) in pursuance of Article 6.1 and Article 7.1.9 of the Act of 9<sup>th</sup> September 2000 on Civil Law Transactions (consolidated act: Journal of Laws of 2017, item 1150);

b/ PLN 160.00 in pursuance of §3 and § 5 of the Regulation of 28<sup>th</sup> June 2004 of the Minister of Justice on maximum notary fees (consolidated act: Journal of Laws of 2013, item 237 as amended);



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b/ VAT of PLN 36.80 at the rate of 23% in pursuance of Articles 41.1 and 146a of the VAT Act of 11<sup>h</sup> March 2004 (consolidated act: Journal of Laws of 2017, item 1221 as amended;

i.e. total amount of PLN 217.80 (two hundred seventeen zlotys 80/100).

This Act was read, accepted and signed and whereas [name of the shareholder] does not speak Polish but he can speak English for the purposes of execution of this deed I appointed [name of sworn translator], Registered Sworn Translator and Interpreter of English, Polish Personal Identification Number [·], entered under number [·] on [date] in the Register of Translators and Interpreters in accordance with Certificate No. [·] issued on [date] by the Minister of Justice of the Republic of Poland.

*The original deed was duly signed by ( ) name of the shareholder, (-) name of the sworn translator, (-) Notary.*