

Poland

Miller Canfield provides comprehensive legal services to business entities, investors and individuals in Poland and the E. U.

Since Miller Canfield expanded into Eastern Europe in the early 1990s, the lawyers in our Polish offices—located in **Gdynia, Warsaw** and **Wrocław**—have successfully combined their expertise in the Polish legal, economic and cultural environment with the global reach of an international law firm.

[View our Polish language website>>](#)

Our capabilities include:

- Banking and Finance
- Competition and Consumer Protection
- Corporate and Commercial
- Defense
- E.U. Law
- Franchising and Distribution Agreements
- Infrastructure and Environmental Protection
- Intellectual Property/Technology Transfer and Licensing
- Labor and Employment
- Litigation and Arbitration
- Mergers and Acquisitions
- Personal Data Protection
- Real Estate and Construction
- Tax Law

Representative Matters

Banking and Finance

Miller Canfield provides legal advice to lenders and borrowers on finance transactions, including consumer finance, as well as on financial services, foreign exchange regulations, the issuance of commercial paper and the creation of financial instruments. Our team of **banking lawyers** has experience representing clients in the following areas:

- Establish, acquire and divest banks and other financial institutions
- Proceedings before the Banking Supervisory Commission
- Create legal structures for various financial instruments (including factoring, bonds, REITs and commercial paper)

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- Create internal borrowing and lending policies regarding consumer operations
- Draft financing structure of real property investment projects
- Draft investment arrangements based on project finance structure

Additionally, we are experts in structuring project financing schemes with the participation of both private and public financial institutions, including the provision of formal legal opinions of such financing. We also provide legal advice on projects undertaken by public-private partnerships, multi-stage construction projects and commercialization.

Competition and Consumer Protection

Our lawyers have broad experience in providing legal assistance in both Polish and E.U. competition and consumer protection law. We are not only able to opine on the compliance of our clients' activities with national and E.U. competition and anti-monopoly regulations, but also with respect to our clients' use of standardized forms and agreements vis-a-vis consumer protection law. Our lawyers provide the following types of services:

- Prepare required notification materials to obtain government approvals, including preliminary assessment if such notice is required
- Provide analysis of distribution schemes in relation to competition law, including in particular dealership, franchising and distribution agreements
- Represent clients before the Office of Competition and Consumer Protection
- Assess commercial practices and promotions, including rebate schemes, in light of competition regulations
- Represent clients in claims of unfair competition
- Review and draft standard contracts to ensure compliance with applicable consumer protection regulations (consumer sale contracts, off-site contracts and distance contracts)
- Review marketing and promotion schemes to ensure compliance with antitrust and unfair competition regulations

Corporate and Commercial

Our attorneys advise our clients on all aspects of their corporate establishment and governance, as well as their commercial transactions including complex and innovative contracts and business practices and the participation in negotiations between Polish and foreign-based entities. Examples of our services include:

- Create and register commercial companies, as well as advise on optimal tax and governance structures
- Organize and chair ordinary and special shareholder and supervisory board meetings
- Review, opine on and draft company by-laws and governance policies
- Draft and negotiate shareholder agreements
- Create branches and agencies of foreign entities
- Draft, negotiate and provide legal opinions on financing and other agreements (Polish and international)

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- Draft and negotiate commercial agreements
- Representing creditors during a corporate debtor's bankruptcy proceedings

Defense

We help **defense industry** clients navigate the regulatory and commercial aspects of doing business with and in Poland. Our clients rely on our lawyers' in-depth understanding of Polish offset and defense procurement law, regulations and practice. We have a wealth of experience in negotiating offset projects and offset commitments, as well as in preparing bids on behalf of foreign suppliers in Polish defense tenders.

Because our firm's attorneys understand the expectations of the Polish government with respect to defense procurement and the legal restrictions arising under the Polish law, we are able to provide our clients with invaluable advice on how such restrictions, regulations and expectations impact the potential offset commitments that are proposed as part of a particular procurement and offset program.

E.U. Law

Each of our offices in Poland counsels clients on E.U. regulations affecting our clients' business activities. We monitor the progress of proposed E.U. regulations as well as rulings of the European Court of Justice and the Court of First Instance. We also advise clients on potential issues relating to the implementation of E.U. regulations by Polish authorities, including potential and actual conflicts between E.U. and Polish regulations.

Franchising and Distribution Agreements

We provide detailed advice regarding the establishment, development and modification of franchise and distribution systems in Poland, taking into account the most recent trends in business cooperation. We also provide complex legal service for franchisees and distributors (dealers). Specifically, we:

- Prepare franchise agreements and franchise license documentation, including restrictions governing the use of a company's name, trademark and know-how, as well as additional services provided by the franchisor and list of franchise fees
- Draft and prepare all documentation
- Ensure that operation of the franchise system complies with all applicable E.U. and Polish regulations, as well as with the European Code of Ethics for Franchising and International Treaties
- Prepare and opine on product distribution agreements, provide periodic reviews of the business activities of identified distributors, in particular any judicial and administrative proceedings to which a distributor is a party if such activity may have a potential impact on our client
- Structure and implement a systematic approach within the franchise system to maximize tax reduction strategies and ensure the protection of intellectual property rights

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Infrastructure and Environmental Protection

We provide legal advice at all stages of infrastructure development, including the possible impact of applicable environmental regulations in advance of commencement of construction. We provide the following services to our clients:

- Represent clients before administrative agencies and courts related to compliance with all applicable environmental regulations
- Secure the issuance of required construction and sector permits
- Provide an analysis of potential liability resulting from environmental regulations, including waste management regulations

We draw on the experience gained by our attorneys after years of experience providing legal assistance in the development of retail shopping centers and public utility projects across Poland, in addition to legal restructuring of water treatment and sewage plants. We provide legal advice on selecting the appropriate financial support scheme to undertake infrastructure investments, including the creation of private-public partnerships, the issuance of bonds (including revenue bonds) and securitization of receivables, covered from E.U. funds (including ISPA funds and the Cohesion Fund) and from the European Bank for Reconstruction and Development.

Intellectual Property/Technology Transfer and Licensing

Miller Canfield counsels its clients in all areas of **intellectual property law**, especially in the areas of technology transfers, licensing and investment transactions. Our attorneys are experienced in analyzing and preparing comprehensive solutions for our clients engaged in the technology business, as well as resolving conflicts that arise in interdisciplinary projects, especially for venture capital and startup companies and those in the defense sector. We work closely with our clients in Poland to align their technology transactions with their business goals and supporting their commercial objectives, by helping to plan, manage, negotiate, draft, and close investments, licenses, joint product development and R&D, and collaborations involving various products, technology, and intellectual property rights, including the following:

- Advise on protecting copyright, patent, trademark or utility design
- Draft and negotiate licensing and other technology transfer agreements
- Advise on registering intellectual property right at both the national and international levels (including European patents)
- Advise on copyright law vis-a-vis advertising campaigns
- Due diligence of intellectual property portfolios
- Represent clients in infringement proceedings
- Negotiate and advise on specialty technology transfer arrangements

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Labor and Employment

Our attorneys provide comprehensive legal advice in all aspects of Polish labor, employment, social security and employee benefits. Our experts provide in-depth advice on Poland's labor regulations, while at the same time taking into account all relevant E.U. regulations and the specific needs of each individual client, including foreign-based companies operating in Poland.

Our **labor and employment law specialists** advise clients with recurring and assignment specific legal assistance on all aspects of Poland's Labor Code and employment regulations, including:

- Employment and management service contracts
- Non-competition clauses
- Collective labor agreements, social pacts, working rules and other related internal rules of employment
- Transfer of undertakings, including all labor and employment issues related to the merger, divestment and transformation of a corporate entity
- Termination of employment contracts
- Collective bargaining agreements
- Labor disputes, including representation before labor courts
- Issuance of work permits
- Employee benefits, stock options and pension plans

Our team advises on terms and conditions of employment, administrative issues and tax efficient methods of employment. Miller Canfield lawyers regularly advise clients on structuring employment agreements between Polish entities and foreign nationals, including the issuance of work permits for the executive staff of our clients

Miller Canfield is the exclusive Polish member of the **Employment Law Alliance**, an international association of recognized law firms in the area of employment law.

Litigation and Arbitration

Many of our attorneys have extensive experience representing clients in judicial proceedings and before arbitration panels, in addition to fashioning effective litigation strategies in consultation with the client. Through our contacts with legal offices in Europe and the U.S., we are able to coordinate proceedings before foreign courts. With the international reach of Miller Canfield, we are able to provide legal assistance in proceedings before state and federal courts in both the U.S. and Canada.

Mergers and Acquisitions

We represent clients in mergers, acquisitions, divestments, joint ventures and strategic alliances. In particular, our attorneys provide the following services:

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- Due diligence investigations
- Advise on structuring the transaction for optimal tax and corporate purposes
- Draft and negotiate all documentation
- Prepare and apply for necessary permits and clearances, including foreign investment permits and competition clearance
- Advise on employment, IP, environmental, tax, employee benefits, contract and all other issues related to the transaction
- Prepare and negotiate transition relationships and covenants
- Represent clients in disputes

See more>>

Personal Data Protection

We provide legal advice to our corporate clients on cross-border processing of personal data. Our attorneys provide legal assistance in the following areas:

- Review company procedures to collect and manage consumer data for the purpose of conducting ongoing or one-off marketing campaigns (banks, television broadcasters, Internet providers)
- Due diligence of policies regarding the collection and processing of personal data and registration of each database in which consumer data is stored and comparison with compliance with Polish regulations
- Due diligence of consumer data collection and storage procedures at the E.U. and global level (including application of Safe Harbor Rules)
- Analyze the legal and technological aspects of personal data protection on the Internet
- Represent clients in proceedings before the General Inspector for Protection of Personal Data and administrative courts

Real Estate and Construction

Miller Canfield provides comprehensive legal advice in matters relating to the acquisition, sale, leasing and development of real estate in Poland. In particular, we provide the following services to clients:

- Due diligence investigation
- Prepare and negotiate the sale and purchase agreements, including contracts with governmental agencies
- Apply for and obtain necessary construction and development permits and decisions
- Negotiate and prepare construction agreements (pursuant to FIDIC)
- Structure optimal solutions to foreign investors acquiring real property

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- Represent foreign investors in administrative proceedings to obtain permits to purchase real property
- Structure and manage the steps necessary to acquire real property, including investment trusts and special purpose vehicles
- Represent clients in real estate disputes

Tax Law

Miller Canfield provides tax analysis and advice on transactions contemplated by clients. We are also experienced in drafting required tax reporting documentation evidencing transactions between affiliated entities and minimizing potential disputes with tax authorities. Our tax lawyers also consult with our labor law specialists to achieve optimal employment relationships with foreign nationals on behalf of our clients. In particular, our team of tax experts provides the following services:

- Analysis of the most tax-efficient structure of a proposed transaction, taking into account the payment of corporate income tax, personal income tax and VAT
- Creation of tax-efficient legal structures in order to reduce overall investment costs
- Providing tax law support to our team of real estate attorneys and mergers and acquisitions specialists
- Represent clients before tax authorities, including during the conduct of a tax control and at all stages of judicial proceedings