

Comprehensive support in areas of law relevant to business

EY Law Poland

At Ernst & Young Law Zakrzewska i Wspólnicy sp.k. we combine the multi-year experience of our legal counsels and advocates with EY customer service standards as well as knowledge of the principles underlying our clients' business operations.

The numerous awards granted to us in the Chambers Global, Chambers Europe, Legal 500, IFRL1000, WTR 1000, I AM Patent rankings confirm our high reputation as well as the high position of the clients we serve and the projects we have been engaged in. EY Law was awarded the title of law firm of the year in Poland in the Women in Business Law EMEA Awards competition in 2022 and 2023 and the title of International Firm of the Year in 2023.

We offer innovative and comprehensive solutions implemented in collaboration with EY business advisory, transaction, accounting and tax teams.

We are no. 1 among multinational law firms in terms of the number of offices worldwide. Only in Europe, there are currently over 30 EY Law practices.

We are one of the fastest developing legal practices in Poland. The EY team creates over 70 lawyers.

We know what success is made of

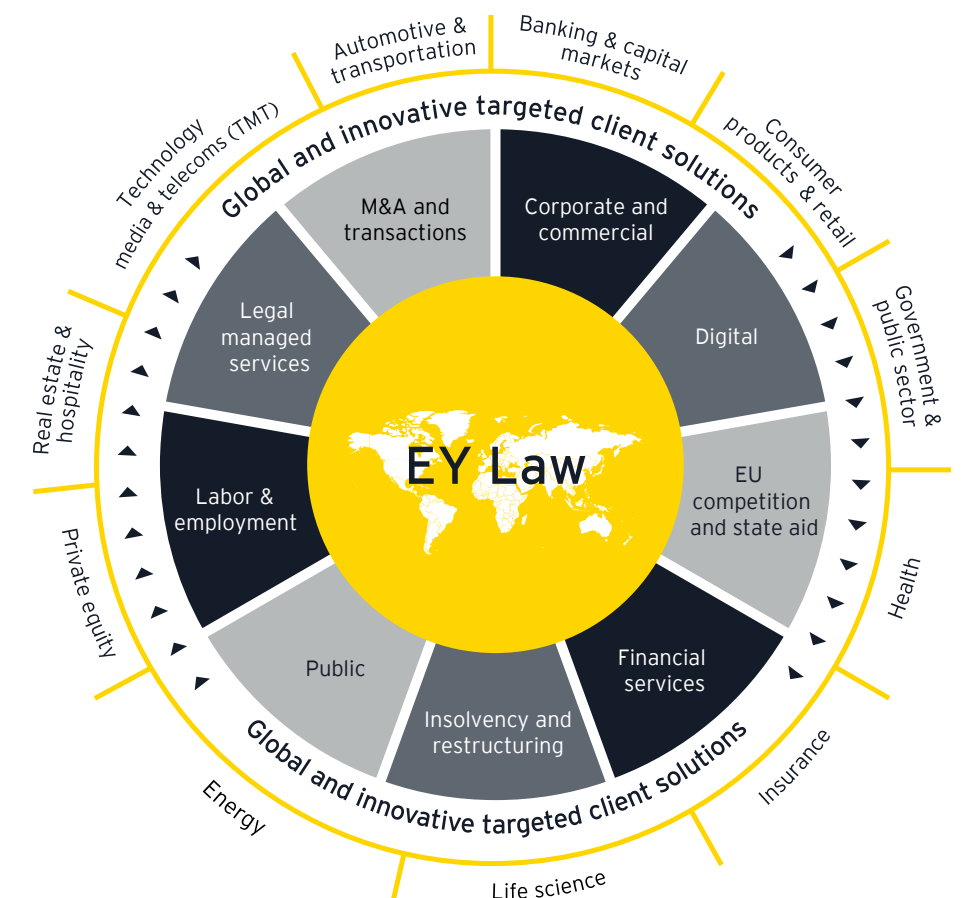
Every day EY experts tackle some of the business world's most complicated challenges. Our task is simple and independent of the type of our engagement: to provide innovative and, above all, practical solutions in order to most effectively help our clients to achieve their goals.

Industry specialization

Our clients include entrepreneurs and institutions operating in different industries such as power, chemical, financial, pharmaceutical, FMCG, e-commerce, telecommunications or technology.

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EY
Building a better
working world



Corporate law, M&A, reorganization

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

Corporate law

Day-to-day corporate advisory including:

- ▶ in corporate governance related matters, e.g. drafting by-laws for governing bodies, internal policies etc.
- ▶ providing support in drafting resolutions of corporate governing bodies (meetings of supervisory boards, management boards, general meetings), drafting legal opinions etc.
- ▶ automated service (including using AI) of the meetings of corporate governing bodies, including drafting resolutions, minutes, notices, applications etc for all companies in the capital group

M&A

Comprehensive legal advisory in share deals, deals involving purchase and sale of enterprises or organized parts thereof or asset deals, including:

- ▶ Due diligence
- ▶ Designing the legal structure of transactions
- ▶ Preparing full documentation for a transaction (including preliminary proposal, engagement letter, conditional or final confidentiality agreement, investment agreement, shareholders agreement, transition agreements (TSA, SLA), etc.
- ▶ Representation in proceedings before the Office for Competition and Consumer Protection in matters concerning notification of an intended concentration
- ▶ Providing support in proceedings before the Ministry for Internal Affairs, Financial Supervisory Authority, National Agriculture Support Centre and any other administrative authorities in connection with the transactions being made
- ▶ Providing support in employee-related aspects of a transaction, including in particular drafting management contracts

Providing post-transaction support in all issues arising from acquisition, e.g. adjusting the corporate structure to investor's requirements, modification or implementation of internal regulations, employee-related matters etc.

Intra-group reorganization

- ▶ Comprehensive legal advisory in the combination, division or transformation of companies, including as part of cross-border reorganization, as well as in intra-group deals relating to the sale of shares, enterprises or organized parts thereof, and in deals relating to in-kind contributions
- ▶ Drafting potential scenarios of how to achieve the target intra-group legal structure and identifying legal risks related to the implementation thereof
- ▶ Preparation of legal documentation required to carry out the aforementioned reorganization and representation before registry courts
- ▶ Providing support in proceedings held before administrative authorities in connection with reorganization
- ▶ Post-transaction advisory in all issues arising from reorganization, including in particular in corporate matters and labor law

Labor law

- ▶ Preparing employee-related documentation: agreements, regulations and internal procedures
- ▶ Providing advice in the field of employment, remuneration, bonus and incentive schemes, non-compete agreements etc. as well as termination of contracts with employees (including management personnel)
- ▶ Providing advice in the field of working time, including working time systems and schedules, overtime and proper accounting for overtime
- ▶ Analyzing the remuneration structure of directors and management, providing legal support in implementing modifications to the remuneration structure
- ▶ Providing legal support in implementing and ensuring compliance with the provisions of the act on the salaries of persons managing certain companies and the act on management of state-owned assets, drafting documents meeting the requirements of these acts
- ▶ Providing advice in the transition of employer establishments and the related obligations, drafting documentation
- ▶ Implementing Employee Capital Plans

- ▶ Providing advice in Social Fund related issues
- ▶ Providing advice in business trips and delegation of employees as well as the related obligations
- ▶ Conducting legal and employee-related audits as well as post-implementation RODO audits in HR departments
- ▶ Personal data protection in HR
- ▶ Providing support in issues relating to employee pension and capital plans
- ▶ Providing support in the case of inspections carried out by PIP (Chief Labor Inspectorate) and PUODO (President of the Personal Data Protection Office)
- ▶ Providing advice in the forms of external employment: temporary employment, outsourcing
- ▶ Providing advice in group and individual redundancies, including the requirement to consult employee representatives

Intellectual Property, Technology, Data protection

Intellectual Property

- ▶ IP Protection - Research and evaluate registration capability of trademarks, utility models, industrial designs and patents. Advisory on protection of copyrights, including copyrights in software, trade secrets and know-how
- ▶ IP Transfer Agreements / License Agreements - Drafting and negotiating contracts for the transfer of IP rights, license agreements, franchise agreements and other specialized contracts tailored to define market sector. Advising on transfer of technology and R&D contracts
- ▶ Audits of IP Rights - conducting audits of our client's in order to increase their value as well as IP rights of target companies in M&A transactions
- ▶ IP Customs protection in the EU - Cooperating with customs authorities in cases involving counterfeit goods and representing our Clients in the entire EU in customs seizures
- ▶ IP Proceedings - Handling proceedings to oppose and invalidate IPRs before Patent Office and administrative courts and EU authorities - such as the EUIPO and the CJEU
- ▶ IP Litigation and Arbitration - Representing our Clients

in matters concerning infringement of IP rights such as trademarks, copyrights, patents, trade secrets and other acts of unfair competition matters

Technologies

- ▶ Cloud computing compliance - legal advisory in cloud implementations, including in regulated sectors (cloud outsourcing in the financial sector), support in meeting the requirements of Polish and European regulators (e.g. UKNF Cloud Communication, EIOPA and EBA guidelines)
- ▶ IT contracts - advice on IT contracts (license agreements, implementation agreements, maintenance agreements, IT outsourcing, cloud agreements, SLA). Drafting and verification of contracts (both in waterfall and agile models) and support in negotiations with counterparties
- ▶ Cyber Security and Operational Digital Resilience - advice on regulatory aspects of cyber security, including in particular compliance with regulatory obligations (e.g. UKSC, supervisors' recommendations and guidelines, new regulations - DORA)
- ▶ Artificial Intelligence - advice on the legal aspects of implementing new AI-based technologies for both suppliers and customers. 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 to the widespread deployment of 5G networks and the legal basis for specific use cases

Personal Data

- ▶ GDPR Audits - verification if compliance with data protection regulations - due diligence, post-implementation audits, case-by-case compliance analysis, systems assessment
- ▶ GDPR implementations - introduction of procedures, policies and processes that ensure compliance with the GDPR for new entities, entities after transformation and conducting training
- ▶ Privacy protection in the Internet and marketing - advice on personal data protection on websites, in applications, IT systems, when acquiring databases, when implementing systems aggregating data from cookies and from many independent sources
- ▶ Risk analysis - legal support (with possible synergy with the Technology Team) in risk analysis of the processes, assessment

- of adequacy of the security measures introduced, analysis of the effects of the processing on data protection
- Transfers outside the EEA – assistance in risk analysis of data transfer outside the EEA and support in ensuring adequate safeguards for the transfer
- DPO – acting as the external DPO / outsourcing service in the field of personal data within flexible packages of hours

Sustainability law

- Sustainability and ESG workshops
- Due diligence in the field of sustainable development and ESG
- Preparation of ESG strategy and/or policy
- Sustainability consulting
- Development of a strategy for entering the voluntary carbon credit market
- Helping to build strategies for financing carbon reduction projects through voluntary carbon credits
- Regular sessions on legislative development and changes and trend monitoring
- Examination of the regulatory environment of planned investments
- Comprehensive support during the consultation processes of legal acts
- Support for companies in the preparation of strategies for decarbonization and reduction of methane emissions
- Providing an Integrated Sustainability and ESG Specialist

Energy law

- Comprehensive legal and regulatory advice in the field of broadly understood energy and climate law,
- Legal and economic analyses
- Regulatory advice
- Creating regulations in the field of climate protection
- Legal services for energy companies
- Compliance, including conducting administrative proceedings before the President of ERO,
- Technical and legal advice in proceedings for granting white certificates, and support in the sale of white certificates
- Analysis of whether the entity is obliged to carry out an energy audit of the company

Real estate and construction projects

- Legal due diligence of a property and of the proposed or completed investment project, in particular in terms of providing funding, restructuring and planned purchase or sale of the

property or enterprise

- Comprehensive legal advisory in buying and selling real estate (both asset and share deals)
- Drafting and negotiating rental agreements (including rental of office, commercial and warehouse space) as well as real estate lease agreements
- Legal advice on the preparation of green commercial lease agreements in order to achieve ESG objectives, taking into account the type of property and the expectations of the landlord, tenant and other users of the building
- Comprehensive legal support in the implementation of investments in renewable energy sources, including support in the service of the investment process (m.in. preparation and acquisition of formal and legal documentation), transaction support in the case of purchase or sale of a RES project, preparation of the legal concept of investment implementation, as well as legal supervision and coordination of the process with the contractor
- Providing advice regarding the administrative and legal aspects of preparing and implementing construction projects, including environmental issues
- Providing legal services with respect to construction projects, including drafting and negotiating contracts with the designers and general contractors
- Representing clients in disputes before common courts

Restructuring

- Representing creditors in all phases of debtor's restructuring procedure (participation in disputes regarding the list of claims, participation in composition negotiations, participation in the creditors' committee and assembly)
- Representing creditors in negotiations regarding out-of-court debt restructuring
- Drafting restructuring documentation (restructuring agreements, creditors' composition proposals), the required modifications to financial documentation as well as documentation related to the new funding granted as part of restructuring
- Day-to-day advisory regarding the restructuring procedure conducted by the debtor
- Advising the creditor about the effects of the restructuring procedure conducted by the debtor and about strategies favorable for the creditor
- Review of applicable contracts, contract templates and general conditions for compliance with the restructuring law and securing interests in the terms of debtor's restructuring proceedings

Finance and banking

- Creating and reviewing product documentation for banks, investment, lease, debt collection and lending companies, and providing legal support in reviewing and designing internal procedures
- Providing legal support in commencing and expanding the scope of banking activities in Poland, including by setting up a mortgage bank
- Providing legal advice to entities operating on the payment services market, in particular regarding the implementation of the PSD2 and AML IV regulations
- Providing legal services to entities operating in the new technologies and financial services (FinTech) sector
- Legal service of debt trading transactions and legal advice for entities in the field of management receivables
- Providing legal support to and representing banks and financial sector entities in proceedings and inspections held before supervisory authorities (including: Financial Supervisory Authority, Financial Ombudsman, Office of Competition and Consumer Protection and President of the Personal Data Protection Office)
- Preparing legal documentation for the issue of bonds, mortgage bonds and other securities
- Comprehensive legal advisory in the structuring and execution of financial transactions, including:
 - Credit financing transactions (in particular: real estate finance, asset finance, project finance, acquisition finance)
 - Leases
 - Financing of commercial transactions (including factoring, forfaiting, guarantees and letters of credit)
 - Derivative instruments (including options and credit swaps)
- Legal advisory in the restructuring of financing

White-collar crime advisory

- Risk analysis – advising companies and their boards on risk assessment and counteracting business crimes (including bribery and corruption, fraud, acting to the detriment of companies, money laundering, capital market crimes, cybercrime) and tax crimes
- Internal investigations – legal support in conducting investigations and related government inquiries, often cross-border in scope (in particular based on FCPA, UK Bribery Act and Sapin II). Representation in related criminal, civil and regulatory proceedings
- Dawn raids and seizures – support in dawn raids and other unannounced visits by authorities, including in related criminal and regulatory proceedings. Preparation of dawn raid policies and providing related trainings
- Litigation and dispute resolution – legal advice and

- representation in proceedings before law enforcement authorities and other authorities, as well as in court proceedings (concerning criminal, civil and commercial cases) and in administrative (regulatory) proceedings and before administrative courts
- Compliance – support in legal aspects concerning compliance, in particular in implementing and reviewing corporate compliance systems. Support in M&A transactions at every stage of compliance due diligence, also as part of post-M&A due diligence
- Economic sanctions – legal advice on the risks associated with economic sanctions, including their impact on business operations and relations with contractors. Assistance in the preparation and implementation of procedures for compliance with economic sanctions. Representation in related regulatory proceedings
- Risk management – advising on crisis situations and on risk management, as well as potential claims from third parties. Representation in related court proceedings and before competent authorities
- Responding to cyber incidents - representing clients as aggrieved parties in criminal proceedings initiated in connection with cyber incidents (m.in. data leaks, fraud related to unauthorized transfers as a result of Business Email Compromise)
- Trainings and workshops – conducting practical trainings in the field of anti-corruption regulations, counteracting business and tax crimes, liability of board members, economic sanctions, dawn raids and compliance

German Desk

EY EU Green Deal Center of Excellence

EY Center for Climate Policy

European Digital Map

Digital Regulatory Check by EY Law

Our Team - Leaders



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Areas:

- Corporate
- M&A
- Employment
- Banking & Finance
- Antitrust
- Competition



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- Intellectual Property
- Data Protection
- Technology
- Media
- Telecommunication

Contact us

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At EY, our passion is building a better working world:



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EY | Building a better working world

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Enabled by data and technology, diverse EY teams in over 150 countries provide trust through assurance and help clients grow, transform and operate.

Working across assurance, consulting, law, strategy, tax and transactions, EY teams ask better questions to find new answers for the complex issues facing our world today.

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