

ACT
of 4 March 2005
on the European Economic Interest Grouping and a European Company¹
(Dz. U. /Journal of Laws/ of 18 April 2005)

Title I
General Provisions

Article 1. The Act regulates:

- 1) registration and certain rules for the organisation of the European economic interest grouping to the extent not regulated in Regulation 2137/85/EEC of 25 July 1985 on the European Economic Interest Grouping (EEIG) (OJ EC L 199 of 31.07.1985);
- 2) formation, organisation and operations of an European company to the extent not regulated in Regulation 2157/2001/EC of 8 October 2001 on the Statute for a European company (SE) (OJ EC L 294 of 10.11.2001);
- 3) rules of employee involvement in a European company.

Article 2. The terms used in the Act shall mean:

- 1) financial institution – financial institution in the meaning of Article 4 § 1.7 of the Act of 15 September 2000 on the Commercial Companies Code (Dz. U., item 1037 of 2001 No. 102, item 1117 and 2003 No. 49, item 408 and No. 229, item 2276), hereinafter referred to as the “Commercial Companies Code”;
- 2) Member States – Member States of the European Union or Member States of the European Free Trade Agreement (EFTA) – parties to the Agreement on the European Economic Area;
- 3) register – register of entrepreneurs in the National Court Register;
- 4) Regulation 2137/85 – Regulation referred to in Article 1.1;
- 5) Regulation 2157/2001 – Regulation referred to in Article 1.2;
- 6) European Company – European public limited-liability company defined in Regulation 2157/2001;
- 7) (1) public company – company in the meaning of Article 4.20 of the Act of 29 July 2005 on the Public Offering and the Conditions for Introducing Financial Instruments in the Organised System of Trade and on Public Companies (Dz. U. No. 184, item 1539);
- 8) participating company – company participating directly in the formation of an European company;
- 9) competent organ of the company – management or administrative organ of the company, in accordance with the provisions of the law applicable to the company;
- 10) Grouping – European Economic interest Grouping defined in Regulation 2137/85;
- 11) manager of the Grouping – natural or legal person who runs the affairs of the Grouping.

Article 3. 1. The grouping is subject to entry in the register upon the terms defined for registered partnerships, unless the Act stipulates otherwise.

2. The European Company, hereinafter referred to as the “SE”, shall be subject to entry in the register upon the terms defined for public limited-liability companies unless the Act stipulates otherwise.

Article 4. 1. The competent organ in the meaning of Articles 8, 55 and 64 of Regulation 2157/2001 shall be the court of registration having jurisdiction over the statutory office of the SE.

2. The competent authority in the meaning of Articles 25 and 26 of Regulation 2157/2001 is the court of registration having jurisdiction over the statutory office of the public limited-liability company participating in the formation of SE through merger.

Article 5. The Central Information Desk of the National Court Register shall submit the particulars which, in accordance with Article 11 of Regulation 2137/85 or Article 14 of Regulation 2157/2001 are subject to publication in the Official Journal of the European Union, to the Office for the Official Publications of the European Union within one month of their publication in the Monitor Sądowy i Gospodarczy gazette.

Article 6. Where the registered office of the Grouping or the registered office of the SE is transferred from another Member State to the territory of the Republic of Poland, or from the territory of the Republic of Poland to another Member State, Article 12.1 and 12.2 of the Act of 29 September 1994 on Accounting shall apply accordingly (Dz. U. of 2002 No. 76, item 694, with further amendments²).

Title II

The European Economic Interest Grouping

Article 7. In matters not regulated in Regulation 2137/85 and in the Act, the grouping shall be governed by the provisions on the registered partnership accordingly.

Article 8. The particulars specified in Articles 5 and 7 of Regulation 2137/85 shall be subject to entry in the register.

Article 9. 1. The grouping and the particulars which are subject to entry shall be filed with the register by the managers of the grouping or its liquidators, in accordance with the rules of representation defined in the grouping contract.

2. Resignation of a member from a grouping and dissolution of the grouping under a resolution of the members may be filed with the register also by any of its members.

3. The clause excluding the liability of a member who has joined the grouping for the liabilities which arose before his joining, may be filed with the register also by the joining member.

4. Attached to the filing with the register shall be the statements of all managers of the Grouping that there are no grounds which, in accordance with Article 19.1 of Regulation 2137/85 exclude their performing this function. Such a statement shall also be attached to the filing with the register of each new manager.

5. If the documents or data subject to filing with the register are made in a foreign language, their certified translation into Polish shall be attached.

Article 10. 1. The notices from the grouping, required under the law, shall be published in Monitor Sądowy i Gospodarczy. The contract for the formation of the grouping may impose the obligation of publication in a different manner too.

2. Also a note on the filing with the register of the documents and particulars referred to in Article 7 b-j of Regulation 2137/85 shall be subject to publication.

Article 11. 1. The managers of the grouping shall be governed by Articles 201-211 and 293-300 of the Commercial Companies Code accordingly.

2. A legal person may be a manager of the grouping if he appoints as its representative at least one natural person whose particulars shall be filed with the register in accordance with Article 7.d of Regulation 2137/85. Such representative shall be held liable in accordance with the rules set out in w Articles 293-300 of the Commercial Companies Code. The representative shall be governed by Article 9.4 of the Act.

Article 12. In addition to the cases specified in Article 28.1 of Regulation 2137/85, membership in the grouping shall discontinue upon the declaration of bankruptcy of the member. Settlements between the members of the grouping and the grouping shall be governed by Article 65 of Commercial Companies Code accordingly.

Article 13. 1. A creditor of a member of the grouping may terminate the grouping contract upon the terms and conditions set out in Article 62 § 2 and 3 of the Commercial Companies Code.

2. A consequence of termination shall be the discontinuation of membership of the member to whom the termination pertains.

Article 14. In the absence of a provision of the grouping contract or a resolution of its members to the contrary, the liquidators of the grouping shall be its managers. The resolution shall be unanimous unless the grouping contract stipulates otherwise.

Title III The European Company

SECTION 1 FORMATION OF A EUROPEAN COMPANY

Article 15. In addition to the companies specified in Article 2 paragraphs 1-4 of Regulation 2157/2001, also a company which meets the requirements set out in Article 2.5 of Regulation 2157/2001 may participate in the formation of an SE.

Article 16.1. If the SE is formed by means of a merger, is to have its statutory office outside the borders of the Republic of Poland, the resolution on merger shall be adopted by open and roll-call vote.

2. In the case referred to in paragraph 1, each share shall carry one vote.

Article 17. 1. The shareholders who voted against the resolution on merger, may request that their shares be bought out.

2. Shareholders shall submit to the company a written request for the buyout together with a document of entitlement to exercise the rights under the shares within ten days of the date the resolution on merger was adopted.

3. (2) Together with the request referred to in paragraph 2, the shareholders of a public limited-liability company shall submit a registered deposit certificate issued in accordance with the provisions of the Act of 29 July 2005 on Trade in Financial Instruments (Dz. U. No. 183, item 1538).

Article 18.1. The shares shall be bought out at the price listed on the regulated market, at the mean price for the past three months before the adoption of the resolution on merger or, where

the shares are not listed on the regulated market, at the price determined by the expert appointed by the court of registration. The application for the appointment of an expert shall be made by the management board within 14 days of the adoption of the resolution. The provisions of Article 312 § 5 and 6 of the Commercial Companies Code shall apply accordingly. The management board shall public the determined price in a national daily within 14 days of the date it is determined. The buyout shall be made through the company.

2. Shares may also be bought out by the company. The company may acquire, through the buyout, its own shares whose total nominal value, together with its own shares acquired to date by it or its subsidiary companies or co-operatives or persons acting on their account, may not exceed 25 % of the company's share capital. Acquiring its own shares, the company shall pay the shareholders the buyout price within three weeks of the date it is announced by the company's management board.

3. The restrictions in the disposal of shares under the statute shall not apply to the buyout.

4. Persons who intend to purchase shares shall pay the amount due, equivalent to the price of all purchased shares (purchase price) to the bank account of the company within three weeks of the date of announcement of the purchase price by the company.

5. The rules for the allocation of shares to the purchasers shall be set in a resolution of the management board or the administrative board. If the buyout covers more than 10% of the share capital, and in the company there is a supervisory board, the consent of the supervisory board shall be required.

6. Within 14 days of the expiry of the time limit referred to in paragraph 4, the company shall pay the purchase price to the shareholders referred to in Article 17.2 and shall issue the purchasers with documents qualifying them to exercise their rights under the shares subject to paragraph 7.

7. (3) Where the subject of the buyout are shares admitted to public trade in securities, such shares shall be transferred under an agreement signed between the shareholder requesting the purchase and the purchaser upon the making of the appropriate entry in the securities account of the purchaser in accordance with the provisions of the Act of 29 July 2005 on Trade in Financial Instruments.

Article 19.1. If the company participating in a merger for the purpose of forming an SE, which is to have its statutory office in another Member State, is a financial institution with its statutory office on the territory of the Republic of Poland, the competent supervisory organ of the company shall notify the intention of merger at the latest on the date of announcement of the plan of merger.

2. The competent supervisory organ may, within two months of the date of announcement of the plan of merger, by administrative decision, express its objection to the merger. The company shall have the right to appeal to the administrative court against the decision of the supervisory organ.

Article 20.1. The application for the certificate referred to in Article 25.2 of Regulation 2157/2001 may not be filed before the expiry of the time limit for appealing against the resolution on merger set in Article 509 § 2 of the Commercial Companies Code.

2. The following shall be attached to application for the issuance of the certificate referred to in Article 25.2 of Regulation 2157/2001:

- 1) proof of publication of the particulars in accordance with Article 21 of Regulation 2157/2001;
- 2) resolution on merger for the purpose of formation of an SE, adopted in accordance with the provisions of the Commercial Companies Code and Article 16 of the Act;

- 3) proof of buyout of the shares of the shareholders of the company who voted against the merger and requested the buyout in accordance with Article 17 of the Act;
- 4) statement of the members of the management board of the company concerning the appeal against the resolution on merger;
- 5) resolution of the general meeting of the participating company approving the agreement on employee involvement if the meeting reserved the right of approval in accordance with Article 23.2 of Regulation 2157/2001.

3. The court of registration may issue the certificate referred to in w Article 25.2 of Regulation 2157/2001, despite the filing of an action for reversal or declaration of invalidity of the resolution on merger, if it is made plausible that the action is obviously unfounded. Where after the issuance of the certificate, the court, in a final judgment, declares the resolution on merger invalid or reverses the same, the shareholder who suffered a loss as a result of the making of entries on the basis of the resolution declared invalid or reversed, may claim that the SE repair it regardless of the fault of the members of its organs.

4. Concerning the issuance of the certificate referred to in Article 25.2 of Regulation 2157/2001, the court of registration shall adjudicate in a decision to which an appeal may be filed. The proceedings shall be governed by the regulations on registration proceedings of the Act of 17 November 1964 on the Code of Civil Procedure (Dz. U. No. 43, item 296, with further amendments³), hereinafter referred to as the “Code of Civil Procedure”.

Article 21.1. In the case of transformation of a public limited-liability company into an SE, the provisions of Articles 552-557, Article 558 § 2 subparagraphs 1-3, Article 560, 561, Article 563 subparagraphs 1-2 and 4-6 and Articles 567-570 and 578-580 Commercial Companies Code shall apply accordingly.

2. The provisions referred to in paragraph 1 shall apply accordingly in the case of transformation of an SE into a public limited-liability company governed by Polish law in accordance with Article 66 of Regulation 2157/2001.

Article 22.1. The following shall be attached to the filing of an SE for it to be entered in the register:

- 1) whatever the manner of formation – the agreement on employee involvement, concluded pursuant to the provisions of Title IV of the Act, or the resolution of the special negotiating body not to open or terminate the negotiations, adopted in accordance with Article 81.1 of the Act; these documents shall not be required if the filing of the SE is made after the expiry of the term referred to in Article 77 paragraph 1 or 2 accordingly;
- 2) in the case of the formation of an SE by means of a merger:
 - a) the certificate referred to in Article 25.2 of Regulation 2157/2001, issued for each of the participating companies by the competent authority of the state whose law governs each participating company,
 - b) the plan of merger approved by resolution of the meeting of shareholders of each of the participating companies;
- 3) in the case of formation of a holding SE:
 - a) documents confirming the fulfilment of the requirements set in Article 2.2 of Regulation 2157/2001,
 - b) plan of formation of an SE and the opinions of an expert or experts made in accordance with Article 32 of Regulation 2157/2001,
 - c) resolution of the general meeting of the meeting of shareholders of each of the participating companies on the approval of the plan of formation of the SE,

- d) statements of the competent organs of the participating companies confirming that within the period specified in Article 33.1 of Regulation 2157/2001 the minimum percentage of stock or shares determined in the plan of formation of the SE has been contributed,
 - e) statement from the competent organs of the participating companies confirming that no action has been filed for reversal or declaration of invalidity of the resolution on the approval of the plan of formation of the SE,
 - f) resolution of the general meeting or the meeting of shareholders of the participating company approving the agreement on employee involvement if the meeting reserved the right of approval in accordance with Article 32.6 of Regulation 2157/2001;
- 4) in the case of formation of a subsidiary SE – documents confirming the fulfilment of the requirements under Article 2.3 of Regulation 2157/2001;
 - 5) in the case of formation of an SE by means of transformation of a public limited-liability company governed by Polish law:
 - a) documents confirming the fulfilment of the requirements set in Article 2.4 of Regulation 2157/2001,
 - b) transformation plan and report made in accordance with Article 37.4 of Regulation 2157/2001,
 - c) opinion of experts made in accordance with Article 37.6 of Regulation 2157/2001,
 - d) resolution on transformation adopted in accordance with Article 37.7 of Regulation 2157/2001.
2. If the documents referred to in paragraph 1 are made in a foreign language, their certified translation into Polish shall be attached.

SECTION 2 ORGANS OF AN EUROPEAN COMPANY

Chapter 1 Two-tier System

Article 23. If the statute for the SE provides for a two-tier system in accordance with Article 38 of Regulation 2157/2001, the provisions of this Regulation and this chapter shall apply accordingly.

Article 24.1. The powers of the supervisory board in this regard notwithstanding, a member of the management board may be dismissed or suspended also by the general meeting.
2. The statute for the SE may stipulate that members of the management board shall be appointed or dismissed by the general meeting.

Article 25. A member of the supervisory board delegated to temporarily perform the activities of a member of the management board who was dismissed, submitted his resignation or cannot perform his functions in the supervisory board for other reasons, may perform such activities for a period not longer than three months.

Article 26.1. The supervisory board of an SE shall be composed of at least three members and if the SE is a public company – at least five members.

2. Unless the statute stipulates otherwise, each member of the supervisory board may request the members of the management board and employees of the SE to present to the supervisory board during its coming meeting, documents, reports or explanations.

Chapter 2 **One-tier System**

Article 27. If the one-tier system is adopted in the statute for the SE, in accordance with Article 38 of Regulation 2157/2001, the provisions of this Regulation and this chapter shall apply. In such a case, an administrative board shall be appointed in the SE.

Article 28.1. The administrative board shall run the affairs of the SE and shall represent the SE and exercise permanent supervision over its operations.

2. The powers of the administrative board shall also include all matters which are not reserved by the acts of law or the statute to the general meeting.

Article 29.1. Unless legal regulations stipulate otherwise, the administrative board of the SE and its members shall be governed, accordingly, by the provisions of the Commercial Companies Code and separate acts of law on the management board and the supervisory board and its members. In the case of doubt as to whether the provisions on the management board or the supervisory board should apply to the administrative board, the provisions on the management board and its members shall apply.

2. The provisions of Articles 378, 381-384, Article 385 § 1-2, Article 386-387, Article 388 § 1 and 4 and Articles 389-391 of the Commercial Companies Code shall not apply.

Article 30.1. The administrative board may entrust the running of the SE affairs with an executive director or directors (delegation of powers) unless the Act or the statute provide otherwise. The administrative board may at any time change or withdraw the delegation of powers referred to in the preceding sentence.

2. The delegation of powers, its change or withdrawal shall require a resolution of the administrative board.

Article 31.1. The exclusive powers of the administrative board with regard to the running of the SE affairs shall include the adoption of resolution in the following matters:

- 1) appointment and dismissal of executive directors;
- 2) determination of the remuneration of executive directors;
- 3) determination of annual and long-term business plans;
- 4) expression of consent to the payment to the shareholders of advances on account of the anticipated dividend as at the end of the business year;
- 5) adoption of the report on the SE activities and the financial report for the business year for the purpose of presenting them to the ordinary general meeting for consideration and approval;
- 6) determination of the issue price of new shares in the case of the authorisation referred to in Article 432 § 1.4 of the Commercial Companies Code;
- 7) taking of the actions reserved in Article 433 § 5 second and third sentences of the Commercial Companies Code for the management board and the supervisory board;
- 8) taking of the actions specified in Article 436 § 3 and 4 of the Commercial Companies Code;
- 9) taking of the actions reserved in Articles 444-447 of the Commercial Companies Code for the management board and the supervisory board;

- 10) conclusion by the SE, being a subsidiary, of a loan, guarantee or other similar agreement with a member of the management board, the administrative board, an executive director, commercial representative or liquidator of the controlling company;
 - 11) other powers reserved in the statute to the exclusive competence of the administrative board.
2. The powers of the administrative board shall also include the following:
- 1) adoption of resolutions on decreasing the share capital or redemption of own shares in the cases where under separate regulations the general meeting is not the organ competent in this regard;
 - 2) adoption of resolutions on the convening of a general meeting and the granting and revoking of the power of commercial representation unless the Act or the statute stipulate otherwise.

Article 32.1. The administrative board shall exercise its powers as a collegiate body unless the statute stipulates otherwise.

2. The administrative board may examine all documents of the SE, request reports or explanations from an executive director or directors and audit the SE assets. Also any member of the administrative board may request that documents, reports or explanations be presented to the administrative board at its coming session.

3. If the statute so provides, subject to Article 31, the administrative board may delegate specific powers to the committee or committees consisting of at least two of its members. The member of the administrative board who is an executive director may not sit on the committee exercising supervision over the activities of the SE.

4. The committees of the administrative board shall be specified in the statute or the rules of procedure of the administrative board. This shall not apply to the committees consisting of executive directors who are not members of the administrative board. The responsibilities of these committees shall include exclusively the preparation or implementation of the resolutions of the administrative board.

Article 33.1. The administrative board shall consist of at least three, and in a public company at least five, members.

2. The members of the administrative board shall be dismissed by the general meeting unless the statute stipulates otherwise.

Article 34.1. A member of the administrative board or its executive director may request that a meeting of the administrative board be convened, indicating the proposed agenda. The chairman of the administrative board shall convene the meeting within two weeks of the date on which the request is received.

2. If the chairman of the administrative board does not convene the meeting in accordance with paragraph 1, the requesting person may convene it himself, specifying its date, place and proposed agenda.

3. The executive director in charge of the financial affairs of the SE or the chairman of the administrative board, within the time limit set in paragraph 1, shall convene a session of the administrative board in the event of the occurrence of the circumstances referred to in Article 397 of the Commercial Companies Code.

Article 35.1. The administrative board shall pass resolutions if all its members have been duly notified of its meeting.

2. The passing of resolutions in accordance with the procedure specified in Article 388 § 2 and 3 of the Commercial Companies Code shall not apply to the elections of the chairman and deputy chairman of the administrative board and the appointment and dismissal of an executive director.

Article 36.1. The organisation and manner of performance of the activities of the administrative board shall be defined in its rules of procedure.

2. The rules of procedure of the administrative board shall be adopted by the general meeting unless the statute provides otherwise.

Article 37.1. With respect to the SE, the members of the administrative board shall be subject to the limitations set out in this Section, the statute, the rules of procedure of the administrative board and the resolutions of the general meeting.

2. The general meeting may not give the administrative board binding instructions concerning the running of the SE affairs.

Article 38. In an agreement between the SE and a member of the administrative board, and in a dispute with him, the SE shall be represented by its authorized representative appointed by resolution of the general meeting.

Article 39. A member of the administrative board may not, without the consent of the general meeting, deal in competitive business or participate in a competitive company as a partner in a civil-law company, a partnership and a member of the organ managing or supervising its activities or as an executive director of a capital company or participate in another competitive legal person as a member of its managing organ or organ supervising its activities. This shall also apply to his participation in a competitive capital company in the case where the member of the administrative board holds in it at least 10 % of shares or stock or the right to appoint at least one member of the management board or the supervisory board in such company.

Article 40.1. The administrative board may appoint one or more executive directors. Article 18 of the Commercial Companies Code shall apply to the executive directors.

2. The number and powers of executive directors shall be set in a resolution of the administrative board unless the statute provides otherwise.

3. An executive director may be a member of the administrative board or a person who does not belong to it; however, the administrative board shall consist, at least in half, of members who are not executive directors. The statute may provide for stricter requirements in that regard.

4. If two or more executive directors are appointed, the rules of procedure referred to in Article 42.1, first sentence, may grant one of them specific powers concerning the management of the work of the executive directors (general executive director), and also stipulate that in the event of an equal number of votes he shall have the casting vote.

5. The general executive director may not be the chairman of the administrative board unless the statute provides otherwise. This limitation shall also apply in the case where in the SE there is only one executive director.

Article 41.1. An executive director may be at any time dismissed by the administrative board. This shall be without prejudice to his claims under an employment relationship or any other legal relationship which is the basis for the performance of the function of an executive director.

2. Dismissal from the administrative board of a member who is an executive director shall be equal to his dismissal from the function of an executive director unless the resolution on the dismissal stipulates otherwise.

3. The dismissed executive director shall give explanations before the approval by the administrative board of the collective report of the executive directors on the performance of their duties, as well as explanations in the course of the preparation by the administrative board of the report on the SE activities and the financial report for the business year, covering the period of his performance of the function of an executive director unless the resolution on dismissal stipulates otherwise.

Article 42. 1. The organisation and manner of performance of activities by the executive directors shall be defined in the rules of procedure adopted by the administrative board. The executive directors shall submit to the administrative board, within three months of the end of each business year, collective reports on the fulfilment of their duties.

2. With respect to the SE, the executive directors shall be subject to the limitations set in this Section, the statute, the rules of procedure referred to in paragraph 1, and the resolutions of the administrative board.

3. The administrative board may issue binding instructions to the executive directors concerning the running of the SE affairs. The general meeting may not issue binding instructions to the executive directors concerning the running of the SE affairs.

Article 43.1. The powers of the executive directors who are not members of the administrative board to represent the SE, shall include all judicial and non-judicial acts connected with the scope of affairs entrusted with them to be run. The statute may restrict these powers with a legal effect on third parties.

2. Article 373 of the Commercial Companies Code shall apply to executive directors.

3. The executive directors who have the right to represent the SE shall be subject to entry in the register, with the identification of the manner and scope of representation.

Article 44.1. The remunerations of the executive directors shall be determined by the administrative board in a resolution passed with the participation of only the members who are not executive directors.

2. The general meeting may authorise the members of the administrative board who are not executive directors to determine that the remunerations of the executive directors shall also include the right to a specific share in the annual profit of the SE which is to be distributed between the shareholders in accordance with Article 347 § 1 of the Commercial Companies Code.

Article 45. In an agreement between the SE and its executive directors and in a dispute with them, the company shall be represented by a member of the administrative board who is not an executive director.

Article 46.1. Article 377 of the Commercial Companies Code shall apply to the executive directors.

2. Executive directors may not, without the consent of the SE, deal in competitive business or participate in a competitive company as partner in a civil-law company, a partnership and a member of the managing organ or the organ supervising its activities or as an executive director of a capital company or participate in another competitive legal person as a member of its managing organ or organ supervising its activities. This shall also apply to participation in a competitive capital company in the case the executive director holds in it at least 10 % of

shares or stock or the right to appoint at least one member of the management board or the administrative board in such company.

3. Unless the statute stipulates otherwise, the consents referred to in paragraph 2 above shall be granted by the administrative board in a resolution adopted with the participation of exclusively those of its members who are not executive directors.

Article 47.1. The provisions of Articles 479-481 and 483-490 of the Commercial Companies Code shall apply accordingly to the liability under civil law of the members of the administrative board.

2. The provisions of Articles 481 and 483-490 of the Commercial Companies Code shall apply accordingly to the liability under civil law of the executive directors.

SECTION 3

TRANSFER OF THE STATUTORY OFFICE OF AN EUROPEAN COMPANY

Article 48. The shareholders who voted against the resolution on the transfer of the statutory office of the SE from the territory of the Republic of Poland to another Member State, may request the buyout of their shares. The provisions of Articles 16-18 shall apply accordingly.

Article 49. The action for reversal or declaration of invalidity of the resolution referred to in Article 48, may be filed not later than within one month of the date of announcement of the resolution.

Article 50. The creditors whose claims arose before the date of announcement of the resolution on the transfer of the statutory office of an SE from the territory of the Republic of Poland to another Member State, and who filed their claims within one month of the date of announcement of the resolution on the transfer of the statutory office and made it plausible that their satisfaction is threatened by the transfer of the statutory office, may request that their claims be satisfied or secured.

Article 51. 1. If an SE which intends to transfer its statutory office from the territory of the Republic of Poland to another Member State is a financial institution, the competent organ of the SE shall notify the competent supervisory authority of the intention to transfer its statutory office at the latest on the date the plan of the transfer of the statutory office is announced.

2. The competent supervisory office may, within two months of the date the plan of transfer of the statutory office is announced, by administrative decision, express its objection to the transfer of the statutory office. The SE has the right to file an appeal to the administrative court against the decision of the supervisory authority.

Article 52. 1. The application for the issuance of the certificate referred to in Article 8.8 of Regulation 2157/2001, may not be filed before the expiry of the period for the appeal against the resolution on the transfer of the statutory office specified in Article 49.

2. The following documents shall be attached to the application for the issuance of the certificate referred to in Article 8.8 of Regulation 2157/2001:

- 1) resolution on the transfer of the statutory office of the SE;
- 2) plan of transfer of the statutory office of the SE and the report made in accordance with Article 8.3 of Regulation 2157/2001;
- 3) proof of buyout of the shares of the shareholders who voted against the transfer of the statutory office and requested the buyout;

- 4) statement of the members of the management board or the administrative board of the SE concerning the appeal against the resolution on the transfer of the statutory office;
- 5) proof of securing or satisfying the claims of the creditors in accordance with Article 50.

3. The court of registration may issue the certificate referred to in Article 8.8 of Regulation 2157/2001, despite the filing of the action for the reversal or declaration of invalidity of the resolution on the transfer of the statutory office if it is made plausible that the suit is obviously unfounded. In the case where after the issuance of the certificate the court, by final judgment declares the invalidity of such resolution or reverses it, the shareholder who suffered damage as a result of making entries on the basis of the resolution declared invalid or reversed, may claim that it be repaired by the SE regardless of the guilt of the members of its organs.

4. Concerning the issuance of the certificate referred to in Article 8.8 of Regulation 2157/2001, the court of registration shall adjudicate in a decision against which an appeal may be filed. The provisions of the Code of Civil Procedure on the registration proceedings shall apply to the proceedings.

Article 53. 1. The application for entry at the registry of the SE transferring its statutory office to the territory of the Republic of Poland shall contain the particulars referred to in Article 318 subparagraphs 1-5, 7 and 8 and 10-12 and Article 319 § 1 of the Commercial Companies Code. The following shall be attached to the application:

- 1) the SE statutes in the form of a notarial deed complying with the regulations on the SE applicable in the Republic of Poland;
- 2) the statement referred to in Article 8.8 of Regulation 2157/2001, issued by the competent authority of the state whose law applies to the SE.

2. If the documents referred to in paragraph 1 are made in a foreign language, their certified translation into Polish shall be attached.

Article 54. 1. If the head office of the SE with its statutory office on the territory of the Republic of Poland is located in another Member State, the court of registration, ex officio or upon an application of the interested parties, shall call upon the SE to restore within a prescribed time limit the compliance of the statutory office and the head office in such a way that it shall:

- 1) transfer its head office to the territory of the Republic of Poland or
- 2) transfer its statutory office to the Member State in which its head office is located, in accordance with Article 8 of Regulation 2157/2001.

2. If the SE does not comply with the call within the prescribed time limit, the court of registration shall impose the fine stipulated in the provisions of the Code of Civil Procedure on the enforcement of non-pecuniary considerations. The provisions of Article 1052 second sentence and Article 1053 of the Code of Civil Procedure shall not apply.

3. If, despite the fines being imposed twice, the SE does not comply with the call, the court of registration may appoint an administrator for it for a period not exceeding three months. The administrator is obliged to immediately take action aimed at restoring the compliance of the statutory office and the head office of the SE. The court of registration, upon an application from the competent organ of the SE or the shareholders representing at least 10 % of the share capital of the SE, may dismiss the administrator before the expiry of the period for which he was appointed, if actions are taken to restore the compliance of the statutory office and the head office. The provisions of Article 26.2 and Article 26.3, Article 30 and Article 31.2 and Article 32 of the Act of 20 August 1997 on the National Court Register shall apply to the administrator appointed for the SE (Dz. U. of 2001, No. 17, item 209, with further amendments⁴).

Article 55. 1. After ineffective expiry of the period referred to in Article 54.3, the court of registration may extend the appointment of the administrator for a period not exceeding 3 months, if the activities of the administrator could not have been completed before the expiry of the period for which he was appointed or appoint a new administrator.

2. If, despite the fines being imposed twice or the appointment of the administrator, the SE does not restore the compliance of its statutory office and head office, the court of registration shall adjudicate ex officio on the dissolution of the SE and shall appoint a liquidator.

Article 56. 1. An appeal can be filed against the decisions of the court of registration in the matters of call to restore the compliance of the statutory office and the head office, the imposition of fines, appointment of the administrator, his dismissal, refusal to dismiss him and dissolution of the SE.

2. The filing of an appeal in the matter of the call to restore the compliance of the statutory office and the head office shall stop the running of the period set for the elimination of the non-compliance.

Article 57. In matters not regulated in these provisions, the proceedings provided for in Article 54-56 shall be governed, accordingly, by the stipulations of the Code of Civil Procedure on non-litigious procedure.

Title IV **Employee involvement in an European company**

SECTION 1 **GENERAL PROVISIONS**

Article 58. The terms used in Title IV shall mean:

- 1) subsidiary – entrepreneur who is controlled by another company in the meaning of Article 4 of the Act of 5 April 2002 on European Works Councils (Dz. U. No. 62, item 556 and of 2004, No. 96, item 959), hereinafter referred to as the “Act on European Works Councils”;
- 2) establishment – organisational unit which does not have legal personality and which pursues business activities based on a separated team of people and material resources;
- 3) concerned subsidiary or establishment – a subsidiary or an establishment of a participating company which are to become a SE subsidiary or an establishment in connection with its formation;
- 4) employee – person considered to be an employee by the law of the given Member State which applies to the employment relationships in the company or establishment employing that person;
- 5) employees’ representative – representative of the employees in the meaning of the law of the Member State or in accordance with the practice of that State;
- 6) special negotiating body – body set up in accordance with the provisions of Section 2 of this Title in order to conclude with the competent organs of the participating companies an agreement on the rules of employee involvement in the SE;
- 7) representative body – body representing the employees, established under the agreement referred to in Section 3 of this Title, on under the provisions of Section 4 of this Title;

- 8) involvement of employees – ensuring the right of employees to information, consultation and participation, enabling them to exercise an influence on the decisions made within the SE;
- 9) informing – informing the representative body or, in the case where such a body is not appointed, the employees’ representatives appointed otherwise, in matters concerning the SE and its subsidiaries and establishments having their registered offices in different Member States, and in matters going beyond the powers of the organs of subsidiaries or establishments making decisions in the given Member States, to the extent, form and at times enabling the representative body or employees’ representatives appointed otherwise to analyse the information provided and prepare themselves to consultations with the competent organ of the SE;
- 10) consultations – exchange of views and taking up a dialogue between the representative body or employees’ representatives appointed otherwise and the competent organ of the SE to the extent, in the form and at dates making it possible to take into consideration the opinion issued after their completion upon the making of decisions in the SE;
- 11) participation – influence of the representative body or employees’ representatives appointed otherwise on the SE affairs through the right to elect or nominate a specific number of members to the supervisory board or the administrative board of the SE or the right to recommend them or the right to object to the designation of certain or all members to these organs;
- 12) identification particulars – name or business name of the participating company, subsidiary and establishment and their registered offices, and if they hold the identification number or are entered in the register, also such identification number or the number in the register.

SECTION 2 SPECIAL NEGOTIATING BODY

Chapter 1 Responsibilities of the Special Negotiating Body

Article 59. 1. The special negotiating body shall be responsible for concluding with the competent organs of the participating companies of an agreement on the rules of the involvement of employees in the SE.

2. The special negotiating body shall represent the employees of the participating companies and in the concerned subsidiaries and establishments to become part of the SE.

Chapter 2 Setting up the Special Negotiating Body

Article 60. A special negotiating body shall be set up immediately after the announcement by the competent organs of the participating companies of the plan of merger, creation of a holding SE, transformation of a public limited-liability company into an SE or the agreement of the plan of formation of a subsidiary of an SE, in accordance with the provisions of Regulation 2157/2001.

Article 61.1. The participating companies shall set the date of commencement of the proceedings aimed at setting up a special negotiating body. This should be the same date for all participating companies.

2. In order to open the proceedings referred to in Article 61.1 above, a participating company shall present to the employees' representatives, and where these are not appointed, to the employees in the manner adopted in the company:

- 1) identification particulars of the company, the concerned subsidiaries and establishments;
- 2) information about the number of employees of each of the participating companies, the concerned subsidiaries and establishments.

Article 62.1. In order to determine the basis for the allocation of seats within the special negotiating body due to employees from the given Member State, the participating company shall determine the number of employees as at the date of the opening of the proceedings referred to in Article 61.1.

2. If during the period from the date of determination of the number of employees referred to in Article 62.1 above, until the date of appointment of the special negotiating body the number of such employees changes significantly, then the allocation of seats within the special negotiating body shall also change, subject to the conditions specified in Article 64.

3. When determining the number of employees, account shall be taken of persons working both full-time and part-time in full-time job equivalents.

Article 63. Members of the special negotiating body shall be elected or appointed in each Member State in accordance with the law of that Member State.

Article 64. 1. Each group of employees in a given Member State comprising 10 % of the total number of employees of the participating companies and the concerned subsidiaries and establishments in all Member States shall have one seat in the special negotiating body.

2. Where the number of employees in the given Member State is lower than the number which constitutes 10 % of the total number of employees, then one seat within the special negotiating body shall be due in that State to a group of employees comprising less than 10% of the total number of employees.

3. Where the number of employees in the given Member State is higher than the number which constitutes 10% of the total number of employees, then one seat within the special negotiating body shall be due to each next group of employees which begins to form another group of employees constituting 10 % of the total number of employees.

4. Where an SE is formed by means of a merger of companies as a result of which one or more participating companies loses its legal personality as at the date of registration of the SE, the employees of such company shall have the right to elect or appoint, in accordance with the law of the Member State, one additional member of the special negotiating body, but this may not lead to a situation where the employees of such company are represented doubly.

5. The number of the additional members of the special negotiating body may not exceed 20% of the members of that body elected or appointed in accordance with paragraphs 1-3.

6. If the number of participating companies which lose their legal personalities referred to in paragraph 4 exceeds the number of the additional seats available, then the additional seats shall be allocated to the employees of those companies in the order of decreasing number of employees of each of these companies.

Article 65. 1. Where the employees of a participating company, a concerned subsidiary or establishment which are to become part of the SE, are employed in the Republic Poland with one employer, the members of the special negotiating body shall be appointed by the representative company trade union organisation in the meaning of Article 24125a § 1 of the Act of 26 June 1974 on the Labour Code (Dz. U. of 1998, No. 21, item 94, with further

amendments⁵), hereinafter referred to as the “Labour Code”. The provisions of Article 24125a § 3-5 of the Labour Code shall apply accordingly. In the absence of such an organization, the members of the special negotiating body shall be elected by the assembly of the staff.

2. Where with one employer there is more than one representative works union organization, such organizations shall appoint jointly the members of the special negotiating body.

3. The competent organ of the participating company shall set the date for the appointment of the members of the special negotiating body in accordance with the procedure referred to in paragraphs 1 and 2.

4. If the representative works trade unions organisations referred to in paragraph 2 above do not reach an agreement, the members of the special negotiating body shall be elected by the assembly of the staff from amongst the candidates nominated by the representative works trade unions organizations. Where the representative trade unions organizations do not nominate their candidates, the members of the special negotiating body shall be elected by the assembly of the staff.

5. Members of the special negotiating body can be representatives of a representative trade union organisation in the meaning of Article 6.2 of the Act of 6 July 2001 on the Tri-partite Commission for Social and Economic Affairs and Regional Commissions for Social Dialogue (Dz. U. No. 100, item 1080, with further amendments⁶) who are not the employees of a participating company, the concerned subsidiary of establishment, recommended by that organisation.

6. The majority in the special negotiating body shall be employees of the participating companies, concerned subsidiaries or establishments.

7. The trade union organisations referred to in paragraph 5 above may delegate their representatives to participate in the activities connected with the holding of the elections of the members of the special negotiating body.

Article 66. 1. The elections of the members of the special negotiating body shall be organised by the competent organ of the participating company, subsidiary or the management of the establishment, notifying the employees, the works trade union organisations and the trade union organisations referred to in Article 65.5, of the date and method of holding them not later than 14 days before the date of the elections, in the manner adopted by the particular employer.

2. Elections shall be direct and by secret ballot. The resolutions on the election of the members of the special negotiating body shall be passed by the absolute majority of votes.

3. Elections shall be valid if at least 50 % employees participated therein.

4. Where elections were not attended by at least 50 % employees, after one month of the date of the elections, new elections shall be held which shall be valid regardless of the number of the attending participants.

Article 67. 1. The special negotiating body shall consist of the candidates who get the highest numbers of votes, in the descending order.

2. Where the candidates get the equal number of votes and the number of seats to be filled is smaller than the number of such candidates, the member of the special negotiating body shall be elected again by the assembly of the staff from amongst those candidates.

Article 68. 1. Where the employees of companies and establishments referred to in Article 65.1 are employed by more than one employer, the participating companies registered on the territory of the Republic of Poland shall allocate the seats within the special negotiating body due to the employees employed on the territory of the Republic of Poland between particular employers in accordance with the level of employment in each of them so that, as far as

possible, at least one member of the special negotiating body is appointed or elected from each participating company.

2. The appointment of the members of the special negotiating body with particular employers shall be governed by the provisions of Articles 65-67.

3. The members of the special negotiating body shall represent all employees of the companies and establishments referred to in Article 65.1.

Article 69. 1. The tenure of a member of the special negotiating body who is an employee of a participating company, subsidiary or establishment which are to become part of the SE shall expire in the case of termination of the employment relationship or resignation from the function.

2. The tenure of a member of the special negotiating body who is a representative of a representative trade unions organisation referred to in 65.5 shall expire in the case of his death, resignation from the function or withdrawal of recommendation by the organisation.

3. In the case of the expiry of the tenure of a member of the special negotiating body, the composition of the body shall be completed in accordance with the procedure specified in Articles 65 and 66.

Article 70. The participating companies registered in the Republic of Poland, shall immediately make available the list of persons appointed or elected as members of the special negotiating body to the participating companies from other Member States.

SECTION 3

AGREEMENT CONCERNING THE INVOLVEMENT OF EMPLOYEES IN A EUROPEAN COMPANY

Article 71. 1. Within 14 days of the date of appointment of the special negotiating body, the participating companies shall convene the first meeting of the body to conclude the rules for the involvement of employees of the SE hereinafter referred to as the “agreement”.

2. The special negotiating body shall elect from amongst its members the chairman and shall adopt its internal rules of procedure.

3. Performing its tasks, the special negotiating body may use the assistance of the experts it appoints.

4. Upon a motion from the special negotiating body, the experts may participate in the negotiations in the capacity of advisers to that body.

Article 72. The competent organs of the participating companies are obliged to provide the special negotiating body, on an on-going basis, with information about the plans and course of the formation of the SE until the date of its registration.

Article 73. The costs of formation and activities of the special negotiating body shall be borne by the participating companies upon the terms set out in the agreement concluded between them.

Article 74. 1. In the case where the agreement is concluded, the costs of:

- 1) business trips of the members of the special negotiating body in connection with their participation in activities of the body shall be borne by the participating company if the member of the body is an employee of that company or its subsidiary or a person who is not an employee, appointed or elected to the body by the employees by one of those organisational units;

- 2) the remaining costs shall be borne by the participating companies in proportion to the numbers of their employees, including the employees of their subsidiaries and establishments.
2. If the special negotiating body uses the assistance of experts, the obligation to cover the costs shall be limited to the costs of the assistance given by one expert unless the participating companies and the special negotiating body decide otherwise.

Article 75. 1. The special negotiating body shall take decisions by resolution, by absolute majority of votes provided that the majority means the majority of the represented employees, subject to Article 76.1 and 2 and Article 81.2.

2. Each member of the special negotiating body shall have one vote.

3. The number of employees represented by each of the members of the special negotiating body, elected by the employees of the same participating company or the same concerned subsidiary or establishment, shall be determined by dividing the number of employees of that participating company, the concerned subsidiary and establishment in the Member State as at the date of the voting by the number of the members of the special negotiating body appointed or elected in those companies and establishments. In the remaining cases, the member shall represent the employees of the participating company, the concerned subsidiary or establishment in which he was elected.

Article 76. 1. In the case where the SE is to be formed by means of a merger, if the right to participation is enjoyed by at least one fourth of the total number of employees of the participating companies, the expression of consent in the agreement to the limitation of the rights of participation of the employees of the SE in comparison with the level of those rights in the participating companies shall require the majority of two thirds of votes of the members of the special negotiating body, representing at least two thirds of the total number of employees, including the votes of the members representing the employees employed in at least two Member States.

2. The provision of paragraph 1 shall also apply in the case where the SE is to be established as a holding SE or a subsidiary SE, if the right of participation is enjoyed by at least half of the total number of employees of the participating companies.

3. The limitation of rights to participate shall mean a reduction in the number of members of the supervisory board or the administrative board of the SE, compared with their highest number within these organs of the participating companies.

Article 77. 1. Negotiations conducted by the special negotiating body with the participating companies in order to conclude an agreement may continue for up to six months from the date of convening the first meeting of the body.

2. The parties to the negotiations may decide jointly on extending their duration to one year.

Article 78. The special negotiating body and the participating companies shall conduct negotiations in good faith in a manner aimed at concluding an agreement.

Article 79. In the case of difficulties in the negotiations, the parties may appoint a mediator to whom the provisions of Article 11 and Article 111 of the Act of 23 May 1991 on Resolving Collective Disputes (Dz. U. No. 55, item 236, with further amendments⁷) shall apply if the statutory office of the SE is to be registered in the Republic of Poland.

Article 80. 1. The competent organs of the participating companies and the special negotiating body shall conclude an agreement in the written form on pain of invalidity.

2. The agreement shall be signed by the persons authorised to make declarations of intent on behalf of the participating companies and the chairman of the special negotiating body and at least one member of the body.
3. The agreement shall apply to all employees of the SE.

Article 81. 1. The special negotiating body may pass a resolution not to open or terminate the negotiations without an agreement. The special negotiating body shall notify forthwith the participating companies of the substance of the resolution. In the case a resolution is passed not to open or terminate the negotiations without concluding an agreement, the provisions of Section 4 of this Title shall not apply.

2. The passing of a resolution not to open or terminate the negotiations without an agreement shall require the majority of two thirds of the votes of members of the special negotiating body who represent at least two thirds of the number of employees, including the votes of members representing the employees employed in at least two Member States.

3. In the case of passing the resolution referred to in paragraph 1, the regulations of the Member States on consulting and informing employees shall apply to the employees of the SE.

4. The provisions of paragraphs 1 and 2 shall not apply in the case of formation of an SE by means of transformation if the participation of employees is ensured in the company to be transformed.

5. The special negotiating body shall convene again upon a written motion of at least 10 % of the employees of the SE, its subsidiaries and establishments or their representatives – two years of the passing of the resolution referred to in paragraph 1 unless the special negotiating body and the SE set a shorter period. In the case an agreement is not reached as a result of reopened negotiations, the provisions of Section 4 of this Title shall not apply.

6. The provisions of the Act on European Works Councils shall not apply to an SE which is a Community-scale undertaking or an undertaking controlling a group of Community-scale undertakings in the meaning of Article 2.3 and 4 of the Act of 5 April 2002 on European Works Councils shall not apply unless the special negotiating body passes the resolution referred to in paragraph 1.

Article 82. 1. The agreement shall specify in particular:

- 1) scope of its application;
- 2) composition, number and allocation of seats within the representative body which shall be the partner of the organ of the SE competent to exercise the rights to information and consultation enjoyed by the employees of the SE, its subsidiaries and establishments;
- 3) functions of the representative body and the method of informing this body and consulting it;
- 4) frequency of meetings of the representative body;
- 5) financial and material resources allocated to the representative body;
- 6) in the case one or more information and consultation procedures are established instead of appointing a representative body – the procedure for selecting the employees' representatives for applying them and methods of their implementation;
- 7) in the case of establishment of the arrangements for participation – the substance of these arrangements including the number of members of the SE's administrative or supervisory board which the employees will be entitled to elect, appoint, recommend or oppose, the procedures as to how these members may be elected, appointed, recommended or opposed by the employees, and their rights;

- 8) date of entry into force of the agreement and its duration, cases where the agreement should be renegotiated and the procedure for its renegotiation.
2. The provisions of the agreement shall not, unless the parties decide otherwise, apply to the agreement.

Article 83. In the SE to be formed by means of transformation, the level of employee involvement defined in the agreement may not be lower than the level of involvement in the transformed company.

SECTION 4 STANDARD RULES OF EMPLOYEE INVOLVEMENT IN AN EUROPEAN COMPANY

Chapter 1 Application of Standard Rules

Article 84. The standard rules of employee involvement in an SE, defined in this Section, shall apply from the date of its registration in the case where:

- 1) the participating companies and the special negotiating body so decide, or
- 2) an agreement is not concluded within the period defined in 77, and:
 - a) the competent organs of the participating companies decide about the application of these rules and thus about the continuation of the registration procedure, and
 - b) the special negotiating body does not pass the resolution referred to in Article 81.1.

Article 85. The standard rules of participation in an SE shall apply exclusively in the cases of:

- 1) establishment of an SE by transformation if in accordance with the law of the Member State the regulations on the participation in the supervisory board or the administrative board of the company applied to the company transformed into the SE;
- 2) establishment of an SE by means of a merger when:
 - a) before the date of registration of the SE one or more forms of participation were applied in one or more participating companies covering at least 25 % of the total number of employees in all participating companies, or
 - b) before the date of registration of the SE one or more forms of participation were applied in one or more participating companies covering less than 25 % of the total number of employees in all participating companies if the special negotiating body so decides. The special negotiating body shall take a decision in this matter after the expiry of the period referred to in Article 77, or before the expiry of the period if the parties declare concertedly that the negotiations on the conclusion of the agreement failed;
- 3) establishment of an SE by formation of a holding SE or a subsidiary SE, when:
 - a) before the date of registration of the SE one or more forms of participation were applied in one or more participating companies covering at least 50 % of the total number of employees in all participating companies, or
 - b) before the date of registration of the SE one or more forms of participation were applied in one or more participating companies covering less than 50 % of the of the total number of employees in all participating companies if the special negotiating body so decides. The special negotiating body shall decide on this matter after the expiry of the period referred to in Article 77 or before

the expiry of that period if the parties declare concertedly that the negotiations on the agreement failed.

Article 86. 1. If in the participating companies there is more than one form of participation, the special negotiating body after the expiry of the period referred to in Article 77 or before the expiry of this period if the parties declare concertedly that the negotiations on the agreement failed, shall choose which of the forms applies to the SE.

2. The special negotiating body is obliged to inform the competent organs of the participating companies on which of the forms of participation applies in the SE.

3. In the case the special negotiating body does not decide on the choice of one of the forms of participation in accordance with paragraph 1, the decision on the form of participation shall be taken by the representative body within 30 days of the date of registration of the SE.

Chapter 2 Representative Body

Article 87. The representative body shall consist of two employees of the SE and its subsidiaries and establishments, appointed or elected from the employees by employees' representatives and in their absence – by assemblies of staff.

Article 88.1. Members of the representative body in the number determined in accordance with 64 paragraphs 1-3 shall be appointed or elected in accordance with the law of the Member State or the practice of that State.

2. The term of office of the members of the representative body shall be 4 years.

3. Membership in the representative body shall discontinue in the cases specified in Article 69.1.

Article 89. 1. The number of members of the representative body and the allocation of seats within that body shall be subject to verification every 2 years, in accordance with the change in the number of employees of the SE, its subsidiaries and establishments.

2. In the case of a substantial change in the number of employees of the SE, its subsidiaries and establishments, the competent body of the SE shall request the employee representatives and, in their absence, the employees employed in particular Member States to appoint or elect again the members of the representative body in the number specified in Article 64 paragraphs 1-3.

3. The term of office of the members of the representative body from the Member State to which the changes pertain shall expire on the date of appointment or election of the new members of the representative body.

Article 90. 1. The members of the representative body representing the employees employed in the Republic of Poland shall be elected or appointed in accordance with the procedure defined in Article 65 paragraphs 1-4 and 7 and Articles 66-68.

2. The activities leading to the election of the members of the representative body shall be undertaken within one month of the date of the occurrence of the circumstances referred to in Article 84.

Article 91. The representative body shall notify immediately the competent organ of the SE of its composition. The competent organ of the SE shall pass the information on the composition of the representative body to the competent organs of the subsidiaries and the management of the establishments.

Article 92. Immediately after the receipt of the information on the composition of the representative body, the competent organ of the shall convene an organizational meeting at which:

- 1) the representative body is constituted;
- 2) the representative body elects the chairman from amongst its members;
- 3) the representative body adopts its internal rules of procedure.

Article 93. 1. In the case justified by the number of members of the representative body, it shall appoint a presidium from amongst its members.

2. The presidium shall consist of the chairman and two members. The persons appointed to the presidium shall come from different Member States.
3. The tasks of the presidium shall include the running of current affairs.

Article 94. The representative body shall take decisions by resolutions, with the absolute majority of votes, except for the case referred to in Article 81.1, in a situation where the representative body enjoys the rights of the special negotiating body in accordance with Article 95.2.

Article 95. 1. After the expiry of 4 years of its constitution, the representative body shall consider whether it is justified to open negotiations with the competent organ of the SE to conclude an agreement referred to in Article 71.1.

2. In the case a resolution to open the negotiations referred to in paragraph 1 is passed, the representative body shall have the rights and obligations of the special negotiating body.
3. In the case a resolution on the opening of negotiations is not passed or where the period expires in which the negotiations should have been terminated, the provisions of Section 4 of this Title shall continue to apply.

Article 96. The representative body shall be authorised to obtain information and conduct consultations concerning the SE or any of its subsidiaries or establishments, including those having their offices in a Member State other than the member State where the statutory office of the SE is located, and also on matters beyond the competence of the organs of companies taking decisions in the given Member States.

Article 97. 1. The competent organ of the SE shall convene at least once a year a meeting with the representative body to provide information about the business of the SE and its prospects on the basis of the regular reports. The competent organ of the SE shall pass this information also to the competent organs of the subsidiaries and the managements of the establishments.

2. The information obtained and the consultations conducted concern in particular:

- 1) the structure of the SE and its subsidiaries and establishments;
- 2) its economic and financial situation and the probable development of the business, including production, sales and investments;
- 3) the situation and probable trend of employment;
- 4) introduction of substantial changes concerning organisation;
- 5) introduction of new working methods and production processes;
- 6) change of location, merger, cut-backs and closures of undertakings or establishments or important parts thereof;
- 7) collective redundancies.

3. The competent organ of the SE shall provide the representative body with the agenda for meetings of the supervisory board and the management board of the SE or the administrative board, and with copies of the documents submitted to the general meeting of its shareholders.

Article 98. Where there are exceptional circumstances affecting the employees' interests to a considerable extent, particularly in the event of relocations, transfers, the closure of establishments or undertakings or collective redundancies, the competent organ of the SE is obliged to notify the representative body thereof.

Article 99. 1. Upon a request from the representative body or in urgent cases, - upon a request from its presidium – the competent organ of the SE or representatives of another competent management structure in the SE, having its own powers of decision, are obliged to meet the representative body or its presidium to provide information or conduct consultations on matters significantly affecting employees' interests.

2. The meeting referred to in paragraph 1, organised with the participation of the presidium, can be attended by members of the representative body representing the employees directly concerned by the matters which are the subject of the information provided or the consultations conducted.

Article 100.1. The meeting referred to in Article 99.1 shall be organised immediately.

2. The representative body or its presidium may present in writing their opinion on the matters being the subject of the consultations during the meeting or within 14 days of its end.

3. Before taking a decision to which the opinion pertains, the competent organ of the SE shall consider this opinion and shall notify the applicant of taking or not taking it into account.

4. In the case where the opinion is not taken into account, the representative body or its presidium shall have the right to meet again the competent organ of the SE to reach an agreement on the matter which is the subject of consultations.

Article 101. The meetings referred to in Articles 97 and 99 shall be chaired interchangeably by the chairman of the representative body or the member he nominates and the person nominated by the competent organ of the SE.

Article 102.1. The representative body or its presidium may precede each meeting with the competent organ of the SE by a meeting of its own members. Such a meeting of the presidium can be attended by members of the representative body representing the employees directly concerned by the matters which are the subject of the information provided or the consultations held.

2. The representative body or the presidium may use the assistance of the experts of their choice.

Article 103. The obligation to organise meetings and listen to employee representatives shall not limit the decision-making prerogatives of the competent organ of the SE.

Article 104. Members of the representative body shall inform, subject to the protection of the information which constitutes business secret, employee representatives in the SE and in its subsidiaries and establishments, and in the absence of representatives – the employees – of the content of the information and the results of the consultations obtained in accordance with the provisions of Articles 97, 99 and 100.

Article 105. In connection with the fulfilment of their tasks, the members of the representative body shall be entitled to time off for training without loss of wages of not more than two months during their term of office. For the duration of the training leave they shall be entitled to pay calculated as for the holiday leave.

Article 106.1. The costs of the activities of the representative body, in particular the costs of organising the meetings, accommodation, meals, travel, translation and the necessary training shall be borne by the SE unless the competent organ of the SE and the representative body decide otherwise.

2. If the representative body uses the assistance of experts, the obligation to cover the costs shall be limited to the assistance provided by one expert unless the competent organ of the SE and the representative body decide otherwise.

3. The competent organ of the SE shall set, in agreement with the representative body, the annual budget of the representative body. Where the budget is not agreed by the end of the calendar year preceding the budget year, the competent organ of the SE shall determine it itself and it should allocate to the activities of the representative body at least the amount which follows from multiplying the number of members of the representative body by the amount of three times the average monthly pay in the sector of undertakings for the last quarter of the year preceding the given calendar year published by the Chairman of the Main Statistical Office in the Official Journal of Laws of the Republic of Poland "Monitor Polski".

Chapter 3 Participation

Article 107. 1. The employees of the SE formed and the employees of its subsidiaries and establishments or the representative body shall have the right to elect, appoint or recommend persons to the supervisory board or the administrative board of the SE or the right to oppose the appointment of a number of members of these organs in the number equal to the highest proportion in force in the participating companies concerned before registration of the SE.

2. If before registration of the SE established by transformation, the transformed company was governed by rules on the participation in the supervisory board or the administrative board, such rules shall apply in the SE.

3. If none of the participating companies was governed by participation rules before registration of the SE, the latter shall not be required to establish provisions for employee participation.

Article 108. 1. The allocation of seats within the supervisory board or the administrative board of the SE between the employees from different Member States shall be determined by the representative body in proportion to the number of employees of the SE, its subsidiaries and establishments in the various Member States.

2. If, as a result of the allocation referred to in paragraph 1, the employees employed in one or more Member States did not have their representative in the supervisory board or the administrative board of the SE, it is the representative body which decides about the allocation of one seat within these organs of the SE to the employees from the Member State without representation, in the following order:

- 1) employees employed in the State where the SE has its statutory office;
- 2) employees employed in the State where the SE, its subsidiaries and establishments employ the highest number of employees.

3. The allocation of seats referred to in paragraph 1 between the employees employed with the various employers of the SE, its subsidiaries and establishments, shall be determined by the representative body, in proportion to the number of employees.

Article 109. The representative body shall decide about the manner of recommending by the employees of persons to the supervisory board or the administrative board of the SE or the opposition by the employees to the determination of a specific number of members of these organs – if such forms of participation apply in the SE.

Article 110. The persons representing in the supervisory board or the administrative board of the SE the employees employed in the Republic of Poland shall be elected in direct elections by secret ballot, by general assemblies of staff of the establishments in accordance with the rules of procedure adopted in those establishments.

Article 111. The members of the supervisory board or the administrative board of the SE, elected, appointed or recommended in accordance with the applied forms of participation, shall enjoy the rights and obligations, including the right to vote, on a par with other members of these organs.

SECTION 5

PROHIBITION TO DISCLOSE INFORMATION WHICH CONSTITUTES BUSINESS SECRET

Article 112. 1. Members of the special negotiating body, the representative body, other employee representatives appointed under the agreement made in accordance with Article 82.1.6, experts and translators, are obliged not to disclose the information obtained in connection with the performance of their functions, with regard to which the competent organ of the SE reserved the obligation of confidentiality.

2. The obligation not to disclose the information obtained shall also continue after the termination of the performance of the function unless the competent organ defines the scope of secrecy in a different way.

Article 113. 1. In particularly justified cases, the competent organ of the SE may refuse to make available the information which forms business secret whose disclosure could, according to objective criteria, seriously disrupt the business of the SE, its subsidiary or establishment or expose them to substantial damage.

2. Where it is considered that the reservation of confidentiality of information or its non-disclosure is contrary to Article 112 or paragraph 1, the special negotiating body, the representative body or other employee representatives appointed under the agreement concluded in accordance with Article 82.1.6, may apply to the district court – the economic court – for exemption from the obligation to keep the information confidential or the order to make the information available.

3. The matters referred to in paragraph 2 shall be governed by the provisions of the Code of Civil Procedure on the examination of cases concerning the regulations on state-owned undertakings and the self-government of the staff of the state-owned enterprise, accordingly, with the exclusion of Article 6911 § 2 and Article 6917. The special negotiating body, the representative body, other employee representatives appointed under the agreement concluded in accordance with Article 82.1.6 and the competent organ of the SE shall have the capacity to appear in court in such matters.

Article 114. 1. Acting pursuant to Article 113 paragraphs 2 and 3, upon a motion from the competent organ of the SE or ex officio, the court may, by decision, restrict to the necessary extent, the right of inspection of the evidence attached by the competent organ to the files of the case in the course of the court proceedings if the making available of such evidence would threaten the disclosure of information which forms business secret or other secrets subject to protection under separate regulations.

2. No appeal can be filed against the court decision restricting the right of inspection of the evidence.

Article 115. The provisions of Articles 112-114 shall not be in breach of the provisions on the protection of classified information and provisions on other secrets protected by the law.

SECTION 6

PROTECTION OF THE RIGHTS OF EMPLOYEES CONCERNING INVOLVEMENT

Chapter 1

Protection of Employee Representatives

Article 116. The employer may not terminate or dissolve the employment relationship with an employee who is a member of the special negotiating body, the representative body or an employee representative in the supervisory board or the administrative board of the SE during his tenure and for one year of its expiry without the consent of the company trade union organisation representing the employee and if the employee is not represented by the company trade unions organisation – without the consent of the regional labour inspector competent for the location of the office of the employer.

Article 117. The employer may not change unilaterally the terms of work or pay to the disadvantage of an employee who is a member of the special negotiating body, the representative body or an employee representative in the supervisory board or the administrative board of the SE during his tenure and for one year of its expiry without the consent of the company trade unions organisation representing the employee and if the employee is not represented by the company trade unions organisation – without the consent of the regional labour inspector competent for the location of the office of the employer.

Article 118. An employee who is a member of the bodies referred to in Article 116, in connection with their participation in the work of these bodies, shall have the right to time off work keeping the right to pay upon the terms applicable to a member of the executive board of company trade unions organisation specified in Article 31.3 of the Act of 23 May 1991 on Trade Unions (Dz. U. of 2001, No. 79, item 854, with further amendments⁸).

Article 119. The provisions of Articles 116-118 shall apply accordingly to representatives of employees appointed under the agreement concluded in accordance with Article 82.1.6, other than members of the representative body.

Chapter 2

Measures to Prevent Abuse

Article 120. 1. If after registration substantial changes are made to the SE, its subsidiaries or establishments, concerning their structure, number of employees, and in the case of the SE also the place of its registration, suggesting the intention to deprive or restrict in any respect

the rights of employees concerning involvement, negotiations shall be conducted to conclude an agreement defining the rules for employee involvement in the SE in the changed circumstances.

2. The request for opening negotiations shall be made by the representative body.

3. Negotiations shall be governed by the provisions of Section 3 of this Title, and the representative body shall enjoy the rights and obligations of the special negotiating body, and the SE, its subsidiaries or establishments the rights and obligations of the participating companies.

Article 121. In the cases specified in Articles 84-86, the involvement of employees in the changed circumstances shall be governed by the provisions of Section 4 of this Title to the extent to which the changes pose a threat of deprivation or restriction of the rights of employees.

Title V Disciplinary and Penal Provisions

Article 122. 1. Who, being a manager of the grouping or its liquidator, allows for letters, commercial orders or any other written statements of the grouping addressed within the scope of its business to specified parties not to contain the following data:

- 1) name of the grouping preceded or followed by the words “europejskie zgrupowanie interesów gospodarczych” or the acronym "EZIG" unless these words or acronym appear in the name,
- 2) place of the registry specified in Article 6 of Regulation 2137/85 at which the grouping is entered, together with the number of entry of the grouping at the registry,
- 3) registered office of the grouping,
- 4) where applicable – notes that the managers have to act jointly,
- 5) where applicable – notes that the grouping is in liquidation under Articles 15, 31, 32 or 36 of Regulation 2137/85,

shall be subject to a fine of up to PLN 10,000.

2. Who, being a manager of the grouping or its liquidator, does not publish in the Monitor Sądowy i Gospodarczy the data pertaining to the grouping:

- 1) data which has to be included in the agreement on the establishment of the grouping under Article 5 of Regulation 2137/85 and any changes to such data;
- 2) number, date and place of registration and note on the removal of registration;
- 3) note on the filing with the registry of the documents and data referred to in Article 7.b-j of Regulation 2137/85

shall be subject to the same fine.

Article 123. 1. Who, being a member of the administrative board or an executive director of the SE, against his obligation, allows a situation where in the said SE:

- 1) the share book is not kept in accordance with the provision of Article 341 § 1 of the Commercial Companies Code,
- 2) the general meeting is not convened,
- 3) the person appointed to perform an audit is refused explanations or is not allowed to perform his responsibilities,
- 4) the court of registration is not presented with a request for appointment of auditors,
- 5) the note is not published about the filing of the opinion by the auditor with the court of registration in accordance with the provision of Article 312 § 7 of the Commercial Companies Code,

shall be subject to a fine of up to PLN 20,000.

2. Who, being a member of the administrative board or a liquidator, allows for an SE, for a period longer than three months, against the law or the statutes, remains without the administrative board in its due composition, shall be subject to the same.

Article 124. Who, being a member of the administrative board or an executive director or a liquidator of the SE allows for letters and commercial orders referred to in Article 374 § 1 of the Commercial Companies Code, not to contain the data specified in that provision, shall be subject to a fine of up to PLN 10,000.

Article 125. In the matters referred to in Article 122-124, the fine shall be imposed by the court of registration.

Article 126. Who, being a manager of a grouping or a representative of the manager of the grouping, makes false representations on the absence of the grounds referred to in Article 19.1 of Regulation 2137/85, excluding his performance of the function, shall be subject to the penalty of limitation of freedom or deprivation of freedom of up to one year.

Article 127. Who places false data or attaches a false declaration to an application for the issuance of the certificate referred to in Article 25.2 of Regulation 2157/2001 or the certificate referred to in Article 8.8 of Regulation 2157/2001, or an application for entering the SE at the registry, shall be subject to a fine, penalty of limitation of freedom or deprivation of freedom of up to one year.

Article 128. Who, being a manager of a grouping or its liquidator, does not file an application of the grouping's bankruptcy despite the arising of conditions justifying its bankruptcy according to the regulations on bankruptcy and remedial proceedings, shall be subject to a fine, limitation of freedom or deprivation of freedom of up to one year.

Article 129. Who, being a member of the administrative board or an executive director or liquidator of the SE, who are responsible for filing an application of bankruptcy of the SE, does not file such an application the arising of conditions justifying its bankruptcy according to the regulations on bankruptcy and remedial proceedings, shall be subject to a fine, limitation of freedom or deprivation of freedom of up to one year.

Article 130. Who, participating in the establishment of an SE or being a member of its administrative board or an executive director or liquidator, acts to its damage, shall be subject to the penalty of deprivation of freedom of up to 5 years and a fine.

Article 131. Who, being a member of the administrative board or an executive director or liquidator of the SE, allows for the SE to purchase its own shares and pledge them, shall be subject to a fine, penalty of limitation of freedom or deprivation of freedom of up to 6 months.

Article 132. Who, being a member of the administrative board or an executive director of an SE allows for the issuance of documents which provide the title to exercise rights in shares:

- 1) which are not paid-up sufficiently,
- 2) before registration of the SE,
- 3) in the case of an increase in the share capital – before registration of the increase, shall be subject to a fine, penalty of limitation of freedom or deprivation of freedom of up to one year.

Article 133.1. Who, being a member of the competent organ of the SE, participating company, subsidiary or the management of an establishment located on the territory of the Republic of Poland, regardless of where the statutory office of the SE is located:

- 1) renders it impossible or difficult to set up the special negotiating body or the representative body and in particular does not notify the entitled trade unions organisations of the date and manner of holding elections for the members of the special negotiating body,
- 2) renders it impossible or difficult for the special negotiating body or the representative body to operate,
- 3) discriminates against a member of the special negotiating body, a member of the representative body or a representative of employees in connection with his function, shall be subject to the penalty of limitation of freedom or a fine.

2. The proceedings in matters specified in paragraph 1 shall be conducted on the basis of the provisions of the Act of 24 August 2001 on the Code of Procedure in Cases of Misdemeanours (Dz. U. No. 106, item 1148, of 2003, No. 109, item 1031 and No. 213, item 2081 and of 2004, No. 128, item 1351). In such cases the public prosecutor shall be the labour inspector.

Title VI Amendments to the Current Regulations

Article 134. The following amendments shall be made to the Act of 20 August 1997 on the National Court Register (Dz. U. z 2001 r. No. 17, item 209, with further amendments⁹):

- 1) w Article 36:
 - a) after subparagraph 2, subparagraph 2a shall be added to read as follows:
"2a) European Economic Interest Groupings,"
 - b) after subparagraph 7, subparagraph 7a shall be added to read as follows:
"7a) European companies,";
- 2) w Article 38:
 - a) subparagraph 2a shall be added to read as follows:
"2a) in the case of partners in a registered partnership, members of an European economic interest grouping, partners in a professional partnership, partners in a limited partnership and general partners in a limited joint-stock partnership – information about remaining in a marital relationship, conclusion of a marital property contract, establishment of separate estates in matrimony, indication of a limitation if legal capacity, if existent,"
 - b) in subparagraph 4, letter b shall be repealed,
 - c) after subparagraph 4, subparagraph 4a shall be added to read as follows:
"4a) in the case of an European economic interest grouping:
 - a) name and surname and place of residence or identification of the name, business name, legal form, statutory office and number and place of registration of the members of the European economic interests grouping,
 - b) note on clauses releasing a member of the European economic interest grouping from liability for debts and other obligations created before he was admitted to the grouping,"
 - d) in subparagraph 5, letter b shall be repealed,
 - e) in subparagraph 6, letter b shall be repealed,
 - f) in subparagraph 7, letter b shall be repealed,
 - g) after subparagraph 9, subparagraph 9a shall be added to read as follows:

- "9a) in the case of an European company:
 - a) the amount of the share capital, the number and nominal value of the shares,
 - b) if the shareholders make non-cash contributions – indication of this, with the identification of the nominal value of the shares taken for such contributions; this shall not apply to a European company transferring its office to the territory of the Republic of Poland,
 - c) amount of the target capital, if the statute so provides, and a note whether the management board of the administrative board are authorised to issue subscription variants,
 - d) number of preferred shares and type of preference,
 - e) note on what portion of the share capital is paid-up; this shall not apply to an European company transferring its office to the territory of the Republic of Poland,
 - f) nominal value of a conditional increase in the share capital,
 - g) if the statute indicates the gazette for company publications – identification of the gazette,
 - h) if the statute provides for the award of personal powers to specific shareholders or titles of participation in the income or assets of the company which do not follow from the shares – identification of these,
 - i) where the company has only one shareholder – his identification in accordance with Article 35, and a note that he is the sole shareholder of the European company,
 - j) note on the resolution on the issuance of convertible bonds and shares issued for such bonds; note on the rights of bond holders to participate in the profit,";
- 3) in Article 39:
 - a) after subparagraph 1, subparagraph a shall be added to read as follows:
 - "1a) identification of the managers of the European economic interest grouping and a grouping of natural persons appointed as the representatives of the managers who are legal persons,"
 - b) in subparagraph 5, the dot shall be replaced with a comma and subparagraph 6 shall be added to read as follows:
 - "6) in the case of the choice by an European company of a one-tier system:
 - a) identification of the administrative board and the persons who are its members,
 - b) identification of the executive directors who are not members of the administrative board, authorised to represent the European company and the method and scope of representation.";
- 4) in Article 44.1.5, the dot shall be replaced with a comma and subparagraph 6 shall be added to read as follows:
 - "6) for an European company and a European economic interest grouping – note on the filing of a plan of transfer of the registered office, and in the case of deletion due a change of the registered office – information about the State to which the office was transferred and the registry at which the entity was entered."

Article 135. In the Act of 21 August 1997 – Law on Public Trade in Securities (Dz. U. of 2002, No. 49, item 447, with further amendments¹⁰⁾, the following shall be amended:

- 1) in Article 2.1.11, the dot shall be replaced with a comma and subparagraph 12 shall be added to read as follows:
 - "12) proposing the acquisition of the shares to be bought out pursuant to the procedure and upon the terms set out in Article 17 of the Act of 4 March 2005

- on the European Economic Interest Grouping and the European Company (Dz. U. No. 62, item 551).";
- 2) in Article 89:
- a) in paragraph 1.3, the dot shall be replaced with a comma and subparagraph 4 shall be added to read as follows:
- "4) transferring of the shares to be bought out pursuant to the procedure and upon the terms set out in Article 17 of the Act of 4 March 2005 on the European Economic Interest Grouping and the European Company.",
- b) in paragraph 2, the first sentence shall be amended to read as follows:
- "In the cases specified in paragraph 1 subparagraphs 1 and 4, secondary trade in securities admitted to public trade shall be made without the intermediation of a brokerage house or a bank engaging in broking activities.".

Article 136. In the Act of 5 April 2002 on European Works Councils (Dz. U. No. 62, item 556 and of 2004, No. 96, item 959) the following amendments shall be made:

- 1) in Article 1, paragraph 4 shall be added to read as follows:
- "4. The provisions of the Act shall not apply to undertakings and groups of undertakings having the status of an European company in the meaning of the Act of 4 March 2005 on the European Economic Interest Grouping and the European Company (Dz. U. No. 62, item 551), unless the case referred to in the provisions of Article 81.3 of this Act applies.";
- 2) in Article 38, paragraph 1 shall be amended to read as follows:
- "1. The provisions of the Act shall not apply to Community-scale undertakings and groups of undertakings in which before 22 September 1996 an agreement was concluded ensuring supranational manner of informing and consulting employees throughout the term of the agreement if the agreement covers all employees of the Community-scale undertaking or group of undertakings employed in Member States. Before the expiry of the term of the agreement concluded for a specified period of time the parties may extend its term for a specified period or deem the agreement concluded for an unspecified period".

Article 137. In the Act of 13 March 2003 on Special Terms of Terminating Employment Relationships with Employees for Reasons Not Due to Employees (Dz. U. No. 90, item 844, No. 213, item 2081 i No. 223, item 2217 and of 2004, No. 96, item 959), in Article 5. 5, after point 4a, point 4b shall be added to read as follows:

"4b) who is a member of the special negotiating body, the representative body or a representative of employees in an European company;".

Title VII

Final Provision

Article 138. The Act shall come into force 30 days of the date of its publication.

¹ The provisions of the Act perform the provisions of Regulation 2137/85/EEC of 25 July 1985 on the European Economic Interest Grouping (EEIG) (OJ EC L 199 of 31.07.1985) and Regulation 2157/2001/WE of 8 October 2001 on the Statute for a European company (SE) (OJ EC L 294 of 10.11.2001) and implement Directive 2001/86/E of 8 October 2001 supplementing the Statute for a European company with regard to the involvement of employees (OJ EC L 294 of 10.11.2001)

² The amendments to the consolidated text of the abovementioned Act are published in Dz. U. of 2003, No. 60, item 535, No. 124, item 1152, No. 139, item 1324 and No. 229, item 2276, of 2004, No. 96, item 959, No. 145, item 1535, No. 146, item 1546 and No. 213, item 2155 and of 2005, No. 10, item 66.

³ The amendments to the consolidated text of the abovementioned Act are published in Dz. U. of 1965, No. 15, item 113, of 1974, No. 27, item 157 and No. 39, item 231, of 1975, No. 45, item 234, of 1982, No. 11, item 82 and No. 30, item 210, of 1983, No. 5, item 33, of 1984, No. 45, item 241 and 242, of 1985, No. 20, item 86, of 1987, No. 21, item 123, of 1988, No. 41, item 324, of 1989, No. 4, item 21 and No. 33, item 175, of 1990, No. 14, item 88, No. 34, item 198, No. 53, item 306, No. 55, item 318 and No. 79, item 464, of 1991, No. 7, item 24, No. 22, item 92 and No. 115, item 496, of 1993, No. 12, item 53, of 1994, No. 105, item 509, of 1995, No. 83, item 417, of 1996, No. 24, item 110, No. 43, item 189, No. 73, item 350 i No. 149, item 703, z 1997, No. 43, item 270, No. 54, item 348, No. 75, item 471, No. 102, item 643, No. 117, item 752, No. 121, item 769 and 770, No. 133, item 882, No. 139, item 934, No. 140, item 940 and No. 141, item 944, of 1998, No. 106, item 668 and No. 117, item 757, of 1999, No. 52, item 532, of 2000, No. 22, item 269 and 271, No. 48, item 552 and 554, No. 55, item 665, No. 73, item 852, No. 94, item 1037, No. 114, item 1191 and 1193 and No. 122, item 1314, 1319 and 1322, of 2001, No. 4, item 27, No. 49, item 508, No. 63, item 635, No. 98, item 1069, 1070 and 1071, No. 123, item 1353, No. 125, item 1368 and No. 138, item 1546, of 2002, No. 25, item 253, No. 26, item 265, No. 74, item 676, No. 84, item 764, No. 126, item 1069 and 1070, No. 129, item 1102, No. 153, item 1271, No. 219, item 1849 and No. 240, item 2058, of 2003, No. 41, item 360, No. 42, item 363, No. 60, item 535, No. 109, item 1035, No. 119, item 1121, No. 130, item 1188, No. 139, item 1323, No. 199, item 1939 i No. 228, item 2255, of 2004 r. No. 9, item 75, No. 11, item 101, No. 68, item 623, No. 91, item 871, No. 93, item 891, No. 121, item 1264, No. 162, item 1691, No. 169, item 1783, No. 172, item 1804, No. 204, item 2091, No. 210, item 2135, No. 236, item 2356 and No. 237, item 2384 and of 2005, No. 13, item 98 and No. 22, item 185.

⁴ The amendments to the consolidated text of the abovementioned Act are published in Dz. U. of 2001, No. 110, item 1189, of 2002, No. 1, item 2 and No. 113, item 984, of 2003, No. 49, item 408, No. 60, item 535, No. 96, item 874, No. 217, item 2125, No. 228, item 2256 and No. 229, item 2276 and of 2004, No. 96, item 959, No. 173, item 1808 and No. 273, item 2703.

⁵ The amendments to the consolidated text of the abovementioned Act are published in Dz. U. of 1998, No. 106, item 668 and No. 113, item 717, of 1999, No. 99, item 1152, of 2000, No. 19, item 239, No. 43, item 489, No. 107, item 1127 and No. 120, item 1268, of 2001, No. 11, item 84, No. 28, item 301, No. 52, item 538, No. 99, item 1075, No. 111, item 1194, No. 123, item 1354, No. 128, item 1405 and No. 154, item 1805, of 2002, No. 74, item 676, No. 135, item 1146, No. 196, item 1660, No. 199, item 1673 i No. 200, item 1679, of 2003, No. 166, item 1608 and No. 213, item 2081, of 2004, No. 96, item 959, No. 99, item 1001, No. 120, item 1252 and No. 240, item 2407 and of 2005, No. 10, item 71.

⁶ The amendments to the consolidated text of the abovementioned Act are published in Dz. U. of 2001, No. 154, item 1793 and 1800, of 2002, No. 10, item 89 and No. 240, item 2056 and 2004, No. 240, item 2407.

⁷ The amendments to the consolidated text of the abovementioned Act are published in Dz. U. of 1997, No. 82, item 518 and No. 88, item 554, of 1999, No. 72, item 802, of 2000, No. 107, item 1127, of 2002, No. 74, item 676 and of 2004, No. 240, item 2407.

⁸ The amendments to the consolidated text of the abovementioned Act are published in Dz. U. of 2001, No. 100, item 1080 and No. 128, item 1405, of 2002, No. 135, item 1146 and No. 240, item 2052, of 2003, No. 213, item 2081 and of 2004, No. 240, item 2407.

⁹ The amendments to the consolidated text of the abovementioned Act are published in Dz. U. of 2001, No. 110, item 1189, of 2002, No. 1, item 2 and No. 113, item 984, of 2003, No. 49, item 408, No. 60, item 535, No. 96, item 874, No. 217, item 2125, No. 228, item 2256 i No. 229, item 2276 and of 2004, No. 96, item 959, No. 173, item 1808 and No. 273, item 2703.

¹⁰ The amendments to the consolidated text of the abovementioned Act are published in Dz. U. of 2002, No. 240, item 2055, of 2003, No. 50, item 424, No. 84, item 774, No. 124, item 1151, No. 170, item 1651 and No. 223, item 2216 and of 2004, No. 64, item 594, No. 91, item 871, No. 96, item 959, No. 116, item 1205, No. 146, item 1546 and No. 273, item 2703.