



| DOCUMENTS REQUIRED FOR INCORPORATION
OF A LIMITED LIABILITY COMPANY IN POLAND
IF THE SHAREHOLDER IS A LEGAL PERSON

Dear
Sir/Madam

Please note there is a restriction under Polish law that a wholly owned (foreign or Polish) company may not incorporate (but may become a sole shareholder through acquisition) another wholly owned limited company so if the shareholder is a wholly owned company we suggest you use the Shelf Company option in which case it is possible to keep all the shares in one holding entity by simply acquiring a Trinity Shelf Company.

No	Document	Description	Responsible party
1.	Excerpt from the Commercial Register of the shareholder(s)	Original or notarized and (if issued abroad) apostilled and sworn translated into Polish. Furthermore the document must be not older than the last three months. Needs to show the address, company number, directors and shareholder(s) of the holding company.	Client Trinity can prepare the sworn translation of the document, if necessary.
2.	Power of Attorney (to incorporate the company)	If required, this document can be given to a proxy (for example: Trinity staff member) to represent the shareholder(s) in front of the Polish authorities in the process of setting up a limited liability company. The document must be notarized and (if issued abroad) apostilled and sworn translated into Polish. Trinity can provide the Client with a draft bilingual version of such PoA. In such situation the sworn translation of the document is not required. PoA must be duly signed by the Management Board Members of shareholder(s) in accordance with their representation.	Client Trinity can draft a bilingual version of the PoA for Client's signature(s) or arrange its sworn translation, if necessary.
3.	Specimen signatures of all Management Board Members of the new company	Notarized and (if issued abroad) apostilled and sworn translated into Polish.	Client Trinity can prepare a template of such document on Client's request and arrange its sworn translation into Polish.
4.	Articles of Association	In a form of a notarial deed. It is an obligatory document necessary for incorporation of a Polish limited liability company. The document must be signed in Poland in front of a notary by a representative of the shareholder(s) (its directors or a proxy on the basis of the above PoA). The AoA should statutorily contain information on: <ul style="list-style-type: none"> • the company's name, seat, address (Trinity can provide the company with a registered address, if required); • the scope of the company's activity; • the term of existence of the entity, if definite; • the capital, kind of shares, their transfer, pledge, redemption and information about the shareholder(s); • regulations on increase of the share capital; • bodies of the company; • regulations regarding the company's financial year. 	Trinity provides the Client with a draft of standard AoA in Polish and English plus a bilingual version of the possible scope of activity as per national activity codes (PKD). Client decides on the final version of the wording of the AoA. Trinity arranges the notary meeting for signing.

No	Document	Description	Responsible party
5.	Bank documents	<p>In accordance with Polish law the shareholder(s) must provide the limited liability company with the minimum statutory share capital in the amount of PLN 5,000. The confirmation of such payment must be submitted to the Polish National Court Register.</p> <p>Trinity will arrange the opening of the company's bank account in three currencies – PLN, EUR and USD in a bank preferred by the Client.</p> <p>There are two option of signing the bank documentation:</p> <ol style="list-style-type: none"> 1. Bank documents can be signed in front of bank officer by the persons authorized in the Bank Signatory Card and the company's management board or; 2. Bank documents can be sent to the Client with request for organizing proper signatures. Client is then responsible to return the signed documentation back to Trinity together with notarized and (if notarized abroad) apostilled specimen signatures of all the persons included in the Bank Signatory Card (management board and any authorized proxies, if any). 	<p>Client to provide Trinity with info on its preferences as regards the bank and authorizations to be set up.</p> <p>Trinity fills in all necessary bank forms.</p> <p>Client organizes signatures together with notarized (and apostilled) specimen signatures of the authorized persons.</p> <p>Client (shareholder(s)) transfer share capital onto the company's bank account.</p>
6.	Court applications	<p>There are standard application forms that are to be filled in and submitted to the Polish National Court Register to register a limited liability company.</p> <p>Court application forms must be signed by the company's Management Board.</p>	<p>Trinity completes court application forms and collects Client's signature(s).</p> <p>Trinity submits the forms to the court and incurs the registration fees on behalf of the Client for later re-invoicing.</p>
7.	Power of Attorney (to register the company with authorities)	<p>For Trinity staff to proceed with the required registrations.</p> <p>POA must be duly signed by the Management Board Members of the Polish company in accordance with its representation. It does not need to be notarised or apostilled.</p>	<p>Client</p> <p>Trinity can draft a bilingual version of the PoA for Client's signature(s) or arrange its sworn translation, if necessary.</p>
8.	Tax and statistical documents	<p>There are standard application forms that need to be filled out and submitted to the National Court Register together with a court application.</p>	<p>Prepared by Trinity for Client's signature(s).</p>