



Business law services in Poland
*Providing the right direction
for your organisation*



WIERZBOWSKI EVERSHEDES

About us

Wierzbowski Eversheds, one of Poland's leading law firms, combines international legal expertise and local know-how to offer clients top-quality legal services. Since March 2005 we have been a member of Eversheds International, one of the largest legal networks in the world, with more than 5,000 people in nearly 50 offices across Europe, the Middle East, Africa and Asia.

At Wierzbowski Eversheds, more than 60 lawyers practice in specialised teams led by highly experienced attorneys and legal advisers. Independent international legal market research institutions recommend many of our lawyers. The dedication and extensive knowledge of our lawyers allow us to offer our clients truly comprehensive legal services. We also advise on complex international projects, combining Eversheds International's worldwide experience with our deep understanding of the Polish market.

We advise clients on a full range of business-related issues. We are a leader in the areas of personal data protection, pharmaceutical law, competition law (including litigation regulatory disputes in telecommunications as well as litigation and arbitration in commercial matters), mergers and acquisitions, and property law. We have also won numerous recommendations with regard to corporate law, intellectual property law and labour law.

Chambers Europe Legal Directory recommends Wierzbowski Eversheds in many practice areas: banking and finance, competition/antitrust, construction, corporate/M&A, dispute resolution, labour, intellectual property, life sciences, and TMT.

The European Legal 500 directory recommends Wierzbowski Eversheds in almost every researched law area: banking and finance, capital markets, competition/antitrust, corporate and M&A, dispute resolution, labour, intellectual property, projects, and real estate.

PLC Which Lawyer? directory highly recommends Wierzbowski Eversheds in corporate and M&A. Wierzbowski Eversheds is also recommended in competition/antitrust, life sciences, corporate and commercial, restructuring and insolvency, and labour law.

In the Forbes Poland 2009 ranking of law firms, Wierzbowski Eversheds was ranked the No. 1 law firm in the field of Media and Telecommunications.

In 2008 Wierzbowski Eversheds was awarded 'Business of the Year' at the British-Polish Chamber of Commerce 5th Annual Conference.





Automotive

Our experience in this area includes:

- restructuring of manufacturing operations, including vehicle and spare part production contracts
- establishment and restructuring of distribution networks, including preparation of distribution and retail agreements
- contracts with suppliers and subcontractors
- intra-group structures and transactions
- mergers and acquisitions
- financing of procurement, production, sales networks and leasing
- product liability issues
- contracts relating to the organisation and functioning of service networks.

Capital Markets

Our advice to issuers, investors, brokers and other financial market institutions includes:

- regulatory matters and permits
- private and public offers of equity and debt instruments
- legal aspects of trading in securities, derivatives, futures, options and other financial products
- due diligence reviews of entities operating in financial markets
- distribution of units in UCiTS in Poland
- creation and restructuring of investment and pension funds
- mergers and acquisitions
- outsourcing
- private placements and fund offerings
- employee share schemes.

Banking and Finance

Our experience in this area includes:

- day-to-day legal services for banks
- establishment of banks and branches of credit institutions
- securitisation of receivables
- outsourcing services for banks
- due diligence reviews of companies in the financial sector
- relations between banks and agents
- restructuring of bank receivables
- leasing
- administrative proceedings before the Banking Supervisory Commission and other regulatory authorities
- cross-border banking activity
- regulatory compliance in the financial services market
- preparation of documentation relating to services rendered by banks and other financial institutions
- financing and settlement of receivables (inter-company settlement systems)
- mergers and acquisitions and bank restructuring
- electronic means of payment
- anti-money laundering rules
- practical application of foreign exchange regulations
- regulatory advice to investment funds
- advice on loan agreements
- advice on ISDA Master Agreements.

Competition Law

Our experience in this area includes:

- agreements that potentially restrict competition, including distribution agreements
- alleged violations of consumer rights and interests
- various forms of alleged abuse of a dominant position by a business, including claims of discriminatory behaviour, price fixing, tying, onerous terms and conditions of agreements, and refusals to supply
- potentially unlawful terms and conditions in standard agreements
- merger control
- state aid and related notification requirements
- preparation of pre-merger information and notification to the competition authorities
- proceedings before the Office of Competition and Consumer Protection
- representation in court, including the Supreme Court.

Consumer Law

Our experience in this area includes:

- terms and conditions of retail sale
- claims of violation of consumer protection rules, including unfair contract terms and practices that harm consumer interests
- consumer credit and similar financial product regulations
- contracts concluded offsite and by Internet
- product liability and warranty claims.

Corporate and Commercial

Our experience in this area includes:

- incorporation and liquidation of companies, branches, foundations, associations and representative offices
- restructuring of corporate operations, including those of multinational capital groups
- day-to-day corporate legal services, including periodic reporting requirements
- complex commercial transactions
- drafting of domestic and multinational agreements
- European Union regulatory compliance of commercial contracts.

E-business

Our experience in this area includes:

- transforming of enterprises into e-businesses
- protection of clients in Internet transactions
- electronic signatures, encryption and certification
- software licences
- outsourcing
- consumer protection
- e-procurement
- compliance with Polish and foreign e-business regulations
- advertising, marketing and media law
- protection of corporate identity, including trademarks, logos and domain names
- creation and hosting of websites
- contracts with content suppliers
- preparation of 'business to business', 'business to consumer' and 'consumer to consumer' contracts.

Electronic Communications

We advise on a full range of regulatory matters, including:

- commencement of telecommunications services
- telecommunications access agreements
- regulation and pricing of telecommunications services
- privacy and personal data protection in electronic communications
- dispute resolution, including proceedings before regulatory authorities, the Court of Competition and Consumer Protection and administrative courts
- e-business
- telecommunications services agreements
- proceedings and tenders in the telecommunications sector
- European Union regulations.

Energy and Mining

Our experience in this area includes:

- restructuring
- greenfield investments in renewable energy
- acquisitions, privatisations and corporate restructurings
- regulatory compliance
- securing of concessions and other permits
- modernisation of power plants
- energy tariff disputes
- development of downstream (distribution)
- operations of major oil companies.

Healthcare and Pharmaceuticals

Our experience in this area includes:

- regulatory issues, including obtaining and renewing of marketing authorisations, notification of variations in permits and protection of proprietary registration data
- advertising and marketing of medicinal products
- clinical research
- distribution of medicinal products, including drafting of licences and preparation of contracts in compliance with competition law
- manufacturing and import, including preparation of contracts with, and advice on duties and responsibilities of, qualified persons and obtaining of permits
- parallel imports
- intellectual property (patents, trademarks and R&D licences)
- preparation of, and amendments to, Standard Operating Procedures
- preparation of co-promotion and co-marketing contracts
- public procurement proceedings
- due diligence reviews of pharmaceutical companies.

Foreign Direct Investment

Our experience in this area includes:

- Special Economic Zones: legal assistance in commencing and conducting activities, purchasing property and obtaining required permits
- purchase of real estate and procurement of necessary permits
- analysis of title to purchased or leased property
- proceedings relating to investments
- negotiations with commercial partners
- European Union structural funds and subsidies for new investments or modernisation of enterprises
- representation of clients before local authorities and institutions during the investment process
- assistance in conducting technical and environmental analyses of real property
- public aid.





Infrastructure and Public-Private Partnership

Our experience in this area includes:

- highway construction and operation projects
- infrastructure investments (including water and sewer projects, urban transit and sports facilities)
- public aid
- telecommunications networks development projects
- fuel storage and transmission projects
- legal analyses as required by Polish PPP law
- selection of private partners for PPP projects
- negotiation of design documentation for PPP projects
- preparation and submission of offers in PPP projects
- financing and execution of PPP projects
- public procurement.

Intellectual Property

Our experience in this area includes:

- industrial property protection (patents, industrial designs and trademarks), know-how, trade secrets and copyrights
- purchase of intellectual property rights
- licensing agreements
- disputes relating to publications in the mass media, including alleged violations of personal rights
- disputes relating to promotions and advertisements and advice on proposed advertisements
- intellectual property issues in mergers and acquisitions
- counterfeit prevention and protection of branded products.

Food

Our experience in this area includes:

- regulatory issues, including food labelling
- advertising of foodstuffs
- compliance with Polish and European Union regulations
- due diligence reviews of food sector companies.

Heavy Industry and Shipbuilding

Our experience in this area includes:

- privatisation and acquisitions
- restructuring and consolidation of companies
- producing steel and steel structures
- restructuring in the shipbuilding industry
- proceedings before the European Commission involving public aid
- financing and refinancing of large industrial operations.

Insurance

Our experience in this area includes:

- establishment and restructuring of insurance companies
- obtaining of required permits
- proceedings before the regulatory authority
- mergers and acquisitions of insurance firms and related companies
- corporate matters and intra-group structures and transactions
- insurance and re-insurance contracts, as well as other products and insurance structures (documentation and due diligence)
- agency, broker and depositary agreements, agreements with transfer agents and those related to bankassurance
- transfers of insurance portfolios
- outsourcing services for insurance companies
- investment activities of insurance companies
- insurance disputes.

Litigation

We advise clients and represent them:

- in civil and commercial cases before courts, including the Supreme Court
- in administrative proceedings before public authorities, administrative courts and the Supreme Administrative Court
- in administrative proceedings before the Office of Competition and Consumer Protection and the Court of Competition and Consumer Protection
- in administrative proceedings before the Electronic Communications Office
- in commercial disputes before national and international arbitration tribunals
- in employment disputes
- in white collar criminal matters, including those relating to liability of business entities
- in out-of-court dispute resolution.

Our lawyers have served as arbitrators in the Arbitration Court at the Polish Confederation of Private Employers Lewiatan, in the Public Procurement Office and in *ad hoc* arbitration.



Labour Law

Our experience in the area of Polish and European Union labour law includes:

- registration requirements (registration with the National Labour Inspectorate and Chief Sanitary Inspectorate and registration of employees with the Social Security Office)
- regulations concerning employment, remuneration, social funds and employment policies
- employment contracts, contracts for managers and senior executives, and non-competition agreements
- independent contractor and specific task agreements
- secondment of employees to European Union member states and other countries
- termination of employment contracts
- review of compliance of employment practices
- employment law aspects of merger, acquisition and de-merger transactions
- restructuring of employment, including through corporate transfers, group dismissals and outsourcing
- notification and consultation obligations arising from Polish and EU law
- settlement of employment disputes, including representation before the labour courts
- social security law (assisted by an external consultant, if needed).

Mergers and Acquisitions, Privatisation

Our experience in this area includes:

- privatisation
- mergers and acquisitions
- acquisition of companies, divisions or specific assets, including proceedings before the Office of Competition and Consumer Protection, European Commission, Minister of Internal Affairs, and Securities and Exchange Commission
- restructuring, merger and de-merger of international companies
- due diligence reviews.

Public Procurement

Our experience in this area includes:

- preparation of terms of reference and internal documents relating to public procurement proceedings, documentation of the proceedings
- representation in administrative proceedings before the Public Procurement Office, its Arbitration Unit and before courts
- negotiations between contracting authorities and tenderers
- public procurement contracts
- advice in all stages of public procurement proceedings, including assistance in clarifying terms of reference, preparing bids and drawing up bid protests and appeals
- application of the simplified procedure in seeking subsidies from structural funds
- application of various tender procedures for ordering goods and services by entities that are not subject to the Public Procurement Act.

Our lawyers have served as arbitrators in the Arbitration Unit at the Public Procurement Office.

Personal Data Protection

Our experience in this area includes:

- auditing of Polish and EU regulatory compliance
- preparation of security policies and instructions relating to personal data processing by IT management systems operators
- registration of personal data bases with the Inspector General for Personal Data Protection
- notification obligations and drafting of agreements on outsourcing of personal data processing
- advice on personal data protection requirements
- administrative and criminal proceedings related to personal data protection.

Real Estate and Environmental Protection

Our experience in this area includes:

- purchase and sale of property
- title search and clearing of the title to property
- investment financing
- creation of, and advice to, property funds
- applications for project approval, for the issuance of zoning decisions, and for building permits
- permits from the Ministry of Internal Affairs for foreigners to buy property or shares in companies holding property
- lease and tenancy agreements, transfer agreements, and development contracts
- environmental protection.

Restructuring and Bankruptcy

Our experience in this area includes:

- legal audit of companies and management board duties under the Commercial Companies Code and the bankruptcy and reorganisation law
- analyses of options for restructuring companies
- preparation of transaction documentation
- preparation of court filings for creditors and debtors
- litigation and advice in bankruptcy proceedings – liquidating bankruptcies involving possible arrangement with creditors as well as reorganisation bankruptcies.

Transport and Logistics

Our experience in this area includes:

- licences and transport permits
- Polish and EU regulatory compliance
- terms of employment in the transport sector
- matters relating to working time, business travel and driver qualification requirements
- representation of clients in regulatory disputes, in competition law disputes and in court proceedings
- legal assessment of risks in the transport sector
- advice to transforwarding companies
- advice on matters related to bonded warehouses.

Automotive

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