

INFORMATION SHEET – LIMITED LIABILITY COMPANY (*spółka z ograniczoną odpowiedzialnością*)

1. Basic information

- A Polish LLC is a corporate entity liable for its debts. It may conduct its business in Poland and abroad.
- CIT on LLC's income amounts to 19%, PIT as a rule is 18% and 19% depending on the source of income.
- LLC is obliged to have accounting and registered address services arranged.

2. The obligatory contents of Articles of Association:

- business name and seat of the company
- objects of the company
- the amount of share capital (minimum of 5000 PLN)
- the number and nominal value of the shares subscribed for by individual shareholders as well as information whether or not the shareholder may have more than one share
- the duration of the company, if it is defined
- if an in-kind contribution is to be made as a contribution to the company for the purpose of financing the share in whole or in part, the Articles of Association shall specify in detail that in-kind contribution and the shareholder who makes it, as well as the number and nominal value of the shares acquired for such a contribution

The optional clauses of Articles of Association:

- possibility to increase the share capital without a need to make amendments to the Articles of Association
- obliging the shareholders to make additional contributions (surcharges)
- redemption of shares
- the advance on the expected dividends

[if the abovementioned clauses are not included in the Articles of Association, it won't be possible to apply them]

- representation
- appointment of the Management Board.

3. Documents that have to be submitted in order to register a company in a National Court Register (handled by our law firm):

- proper official forms filled in (KRS-W3, KRS-WE, KRS-WK, KRS-WM)
- Articles of Association in duplicate
- the statement of all members of the Management Board that the contributions for the share capital have been fully made by the shareholders
- a list of all shareholders signed by all members of the Management Board, including the surname and first name or the business name and the number and the nominal value of the shares of each shareholder
- a list of all shareholders signed by all members of the Management Board, including the surname and first name or the business name and the number and the nominal value of the shares of each shareholder
- specimen signatures of members of the Management Board certified by a public notary
- the surnames, first names and addresses of the members of the Management Board
- in case of a sole-shareholder company - the business name, the seat and the address of the single shareholder
- a document certifying company's legal title to the property or office where it has its seat (for example lease agreement)
- a motion to register the company in the REGON system (RG-1 form)
- an application to the tax office (NIP-2 form)
- an application to the Polish Social Insurance Institution if the company intends to have employees (ZUS ZPA form), if it does not – declaration that the employees will not be employed
- confirmation of payment of the court expenses
- statement of clean criminal record concerning members of the Management Board
- it shall also be necessary to submit an additional application to the tax office concerning Value Added Tax – VAT-R form, before the date of the performance of a first activity subject to VAT.

4. Accounting

- A LLC needs to have bookkeeping arranged. Please be advised that costs of accounting depends on the scope of company's activity, number of invoices or whether company engages employees

5. Virtual office

- Company requires to have a registered address. We are able to provide such services through our local partner on the prices depending whether the seat in Lodz or Warsaw. Average price in Lodz amounts to 100-150 PLN net of VAT monthly, whether in Warsaw – an advance payment in amount of 1500 PLN is required for 6 months of virtual office services.

