

# Doing Business in Poland

April 2021





Food & non-alcoholic beverages

Alcohol & tobacco

Clothing & footwear

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Health

Transport

Communication

Services & culture

Education

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# Introduction

This guide to doing business in Poland will shed light on the key aspects of undertaking business and investing in Poland. With over 38.3 million people, it is the largest market among Central and Eastern European countries and the sixth-largest economy in the European Union.

Over the past 30 years, Poland has emerged as an important and dynamic economy. The country's convenient location in the heart of Europe makes Poland the perfect investment destination between Eastern and Western markets.

After the political changes of 1989 and the transition to a market-oriented economy, Poland has achieved significant economic success. In 2004 it became a member of the European Union (EU). Driven by extensive domestic demand, exports and foreign investment, Poland has developed strong economic fundamentals. This was clearly visible in 2009 when Poland remained the only country in the EU that managed to maintain positive GDP growth. Between 2006 and 2018, the cumulative GDP growth in Poland reached 53%.

According to Eurostat data for 2019, the real GDP growth in Poland amounted to 4.5%, which was the sixth-largest economy among the EU countries. All this indicates that Poland will continue to be one of the EU leaders in economic growth rates also in the years to come.

There are several factors that contribute to the rapid growth of Poland's economy and make the country an attractive destination for foreign investors at the same time.

Poland offers a well-educated workforce with competitive labour costs. Salaries and wages in Poland, despite a visible rising trend, are still markedly lower than in Western European countries.

## People

Poland's population of over 38.3 million people forms a large and dynamic consumer market. Strong internal consumption is one of the key economic drivers that contribute to the country's economic stability. The ratio of exports to domestic demand in Poland stands at around 50%, setting it apart from other CEE countries where it exceeds 75%.

## Location

The country has a very favourable location in the centre of Europe at the intersection of major trans-European transportation routes. Poland's major trade partners are, among others, Germany, Russia, China, France, the UK, Italy, Hungary, Ukraine and Spain.

## Government support

Poland's investment appeal is further augmented by a range of subsidies and tax incentives available to investors. In 2018 the government started the Polish Investment Zone offering across a whole country tax exemptions. Besides 14 Special Economic Zones are in operation well-prepared investment sites to companies willing to bring their business there.

## Potential for growth

Poland's economic growth is in part due to the sizable support from the EU structural and cohesion funds. Poland is the main beneficiary of these funds, having received EUR 82.5 billion from 2014 to 2020, and expecting EUR 76 billion pledged for the years 2021-2027. The funds will be used for investments in transport infrastructure as well as in the area of innovation and support for entrepreneurship.

## Infrastructure

Business across all sectors relies heavily on the overall quality and reliability of infrastructure. Since Poland's accession to the EU, the annual spending on public infrastructural investment projects has ranged between PLN 60 and 80 billion (EUR 14-19 billion). At the end of 2020, Poland had 4,269 km of roads for high-speed vehicular traffic, including 1,712 km of motorways and 2,557 km of expressways and 15 airports in operation nationwide, which handle a total of 49 million passengers a year.

Please note that this guide is intended to cover some of the most typical issues investors might encounter in Poland, while certain industries and areas of business are subject to special regulation and so companies intending to invest in these areas are encouraged to seek further legal advice.



**Legal**

# Conducting Business in Poland

Foreign entrepreneurs may conduct business in Poland:

1. as a entrepreneurs conducting sole proprietorship,
2. in the form of a company (including a corporate entity – limited liability company or joint-stock company or partnership),
3. in the form of a branch of a foreign entrepreneur,
4. as a representative office.

For many practical reasons, foreign investors are most likely to run their business in Poland through: a limited liability company, a joint-stock company or a branch office of a foreign entity.

**The choice between the aforesaid possibilities depends mostly on the investor's needs and expectations. Additionally, because of the many significant differences between the individual options, the legal framework can be easily tailored to a particular business model and the scale of investment being planned.**

The individual business forms are presented in detail on following pages, however, as a rule, the companies, partnerships and branches need to be registered in the business register kept by the National Court Register and several other Polish institutions in order to enjoy full legal capacity (companies) and the status of entrepreneurs in Poland. Equally, they all need to comply with the provisions of both Polish and European law and perform the duties provided for by these laws.

As to the matter of running the business in Poland through a representative office, because of statutory provisions, the scope of activity of such offices is limited to representative and marketing functions only. A wider scope of operation is simply not allowed in this form. On the plus side, a representative office may employ both Polish and foreign nationals. The representative office must be registered with the register of representative offices which is held by the Ministry of Development.



# Conducting Business in Poland

## Characteristics of the most popular legal forms of running business in Poland for foreign investors



### SPÓŁKA Z OGRANICZONĄ ODPOWIEDZIALNOŚCIĄ (SP. Z O.O.) - LIMITED LIABILITY COMPANY

- is the most popular legal form for newly established entities;
- has corporate personality, separate from its shareholders or directors and as a corporate person enjoys full legal capacity;
- is incorporated by signing its articles of association stipulating the internal regulations and from that moment on it can be a party to legally binding contracts, however, in order to obtain full legal capacity it needs to be registered with the business register;
- is subject to the minimum share capital requirement amounting to PLN 5,000 (approx. EUR 1,200),
- is obliged to keep accounting books;
- can be owned by one or more shareholders, but a limited liability company cannot be formed solely by another limited liability company with one shareholder;
- dividends are subject to a 19% rate,
- the formal bodies of a limited liability company are the general meeting (consisting of all shareholders) and the board of directors;
- there are no obstacles to foreign persons (legal or natural) becoming shareholders of Polish companies;
- there are no reasons why a foreigner could not be a director of a Polish limited liability company, however only natural persons are allowed to perform such duties;
- the supervisory board or audit committee are optional, unless the limited liability company has a share capital exceeding PLN 500,000 and more than 25 shareholders;
- shareholders are not liable for the debts of the limited liability company, as the burden of responsibility for the company's business lies mainly with its directors;
- income is subject to corporate income tax (CIT) at the rate of 19% or 9%.





# Conducting Business in Poland

## Characteristics of the most popular legal forms of running business in Poland for foreign investors



### SPÓŁKA AKCYJNA (S.A.) – JOINT-STOCK COMPANY

- has corporate personality, separate from its shareholders or directors and as a corporate person enjoys full legal capacity;
- is incorporated by signing its articles of association stipulating the internal regulations and from that moment on it can be a party to legally binding contracts, however, in order to obtain full legal capacity it needs to be registered with the business register;
- is subject to the minimum share capital requirement of PLN 100,000 (approx. EUR 24,000);
- can be listed at the stock exchange;
- is obliged to keep accounting books;
- has one or more founding members (but a limited liability company with one shareholder cannot be the sole founding member of a joint-stock company);
- dividends are subject to a 19% rate;
- the formal bodies of a joint-stock company are: the general meeting (of shareholders), the board of directors and the supervisory board;
- there are no obstacles to foreign persons (legal or natural) becoming shareholders of Polish companies;
- there are no reasons why a foreigner could not be a director of a Polish joint-stock company, however only a natural person is allowed to perform such duties;
- the shareholders of a joint-stock company are not personally liable for the debts of the company, even though the burden of responsibility for the company's business lies mainly with its directors;
- income is subject to corporate income tax (CIT) at the rate of 19%.





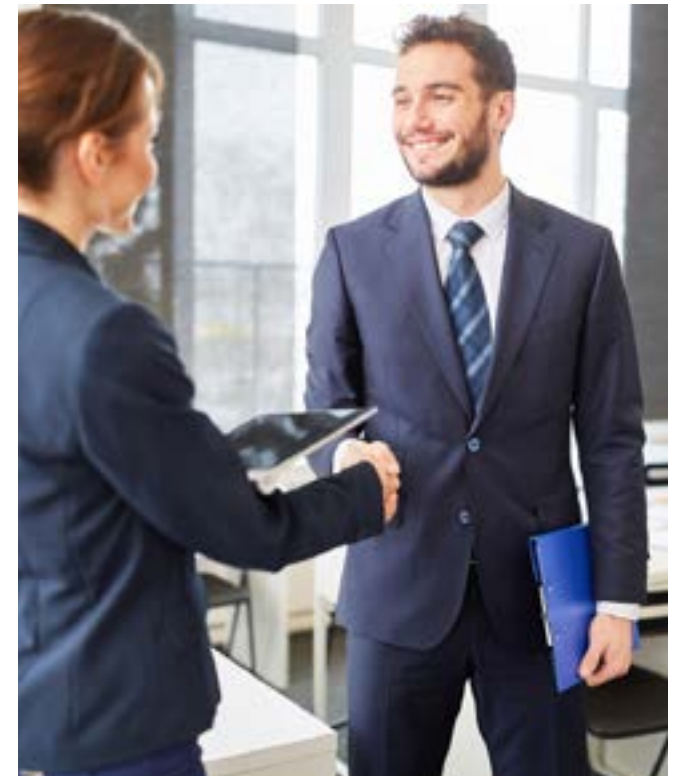
# Conducting Business in Poland

## Characteristics of the most popular legal forms of running business in Poland for foreign investors



### PROSTA SPÓŁKA AKCYJNA (P.S.A.) – SIMPLE JOINT-STOCK COMPANY

- is a new legal form of running business in Poland, available starting from March 2020 and has been introduced to the Polish legal system in response to demands of entrepreneurs willing to invest in start-up projects;
- her main characteristic is that this form allows to grant shares to the shareholder in isolation from the shareholder's financial contribution to the company (which means that it is possible to make the financial/in-kind contribution as well as to bring the work as the contribution);
- has corporate personality, separate from its shareholders or directors and as a corporate person enjoys full legal capacity;
- is incorporated by signing its articles of association stipulating the internal regulations and from that moment on it can be a party to legally binding contracts, however, in order to obtain full legal capacity it needs to be registered with the business register;
- the minimum share capital is PLN 1;
- is obliged to keep accounting books;
- allows for easy disposal of the company's funds (payment of the dividends), while also requires to run special solvency test;
- the company officers may be formed as the monistic body (board of directors) or dualistic (a management board and a supervisory board) – depending on the requirements;
- there are no obstacles to foreign persons (legal or natural) becoming shareholders or officers of such company, however only a natural person is allowed to perform such duties in board of directors, management board or in supervisory board;
- the shareholders of a simple joint-stock company are not personally liable for the debts of the company, even though the burden of responsibility for the company's business lies mainly with its directors/members of the management board.



# Conducting Business in Poland

**In order to establish either a limited liability company, simple joint-stock company or a joint stock company, the following actions are required:**

## 1. Articles of association

The founders sign the company's articles of association in a form of notary deed. From the date of signing the articles, the company is an entity 'in organisation' and may act in its own name in legal relationships. There are no additional requirements for setting up a legal entity in Poland with shareholders from other countries.

## 8. Reporting the beneficial owner

The details of beneficial owner shall be disclosed in Central Register of Beneficial Owners.

## 7. Registration in state institutions

The company should be registered with several other institutions (e.g. the Tax Office for income tax or VAT purposes, or ZUS for social security purposes).

## 2. Board of directors

The shareholders appoint the members of the management board (directors).



## 6. Registration in registry court

The company should be registered with the National Court Register and since that moment it enjoys full corporate personality.

## 3. Bank account

The founders sign the company's articles of association in a form of notary deed. From the date of signing the articles, the company is an entity 'in organisation' and may act in its own name in legal relationships. There are no additional requirements for setting up a legal entity in Poland with shareholders from other countries.

## 4. Contributions

In case of limited liability company, the contributions must be done in full before filing registration application with the National Court Register, whereas share capital of joint-stock company and simple joint-stock company does not have to be fully covered before that moment. Minimum is PLN 5.000,00.

## 5. Application to the court

The application shall be filled with the commercial register of the National Court Register in order to have the company fully registered. It usually takes 3-6 weeks for Court to process the application.

It shall be noted, however, that under the Polish law there are two possibilities for establishing the limited liability company. First one is the regular way (as described above), which is generally a slightly longer (approximately 3-6 weeks since collecting all the necessary documents) but on the other hand it allows to introduce to the articles of association of the company provisions adjusted to the investor's will. Alternatively, there is a possibility to establish the limited liability company via Internet on the basis of the template articles of association available in the Polish Government's electronic system which shall take less time (approximately 1 week) but on the other hand is very standardised and is not flexible to the investor's possible needs. The on-line registration of a limited liability company in Poland requires the use of qualified electronic signature in compliance with EU regulation 910/2014 of 23 July 2014 (eIDAS). This way of proceeding is not popular among the foreign investors that usually prefers to set up company in regular way, as described above.

# Costs of setting up a subsidiary

The costs related to setting up subsidiary in Poland in form of limited liability company (sp. z o.o.) or joint-stock company (S.A.) are as follow:



## Costs of notary deed

Costs of notary deed depends on the value of share capital of the company (the minimum share capital for limited liability company is PLN 5 000 and for joint-stock company is PLN 100 000). The fees looks as follows:

| No. | Share Capital                               | Amount   |
|-----|---|--|
| 1   | more than PLN 3,000 up to PLN 10,000        | PLN 100 + 3% on the surplus over PLN 3,000;  |
| 2   | more than PLN 10,000 up to PLN 30,000       | PLN 310 + 2% on the surplus over PLN 10,000;   |
| 3   | more than PLN 30,000 up to PLN 60,000       | PLN 710 + 1% on the surplus over PLN 30,000;   |
| 4   | more than PLN 60,000 up to PLN 1,000,000    | PLN 1010 + 0.4% on the surplus over PLN 60,000;                                      |
| 5   | more than PLN 1,000,000 up to PLN 2,000,000 | PLN 4,770 + 0.2% on the surplus over PLN 1,000,000;                                  |
| 6   | more than PLN 2,000,000                     | PLN 6,770 + 0.25% on the surplus over PLN 2,000,000, however no more than PLN 10,000 |

The remuneration of the notary public shall be increased by the VAT (23%).



## Court fees and stamp duty fees

- registering the company with the commercial register (National Court Register) and mandatory announcement in Monitor Sądowy i Gospodarczy – PLN 600;
- stamp duty on powers of attorney – PLN 17 per one application submitted.



## Tax

It is required to cover tax on civil law transactions equal to 0,5% of the value of share capital reduced by the remuneration of notary public and court fees.



## Other costs

Other related costs include in particular costs of sworn translation of foreign documents. The fee depends on the amount of pages of documents required to be translated.

Additionally, the costs may be increased by costs of shipments, travels, etc. It shall be noted, however, that registration of the limited liability company via Internet is significantly cheaper. The costs of such registration do not include notarial costs and the court fee is lower and equal to PLN 250.

# Bank account

**To run a business, make settlements with customers and the tax office, it is necessary to open a bank account in a Polish bank.**

## Opening a business account

Each registered entity is allowed to open the bank account. It is often that banks open deposit accounts for companies in organisation - such a deposit account is used to pay up the share capital.

Subsequently, the account number must be presented to the tax office.

Usually, personal presence of company's representative is necessary to open a bank account in Poland. If the selected bank has related units in other countries, it may agree to confirm the identity of the person representing the company in another unit abroad. For this reason, when choosing a bank, it is also worth taking into account the availability of the bank's unit, both in Poland and abroad.

The procedure for opening a bank account may vary depending on the bank chosen by the company, but the following documents will be required by most banks to open such an account:

- the articles of association or the statutes;
- specimen signatures of persons authorised to represent the company;
- certificate from the Central Statistical Office on the REGON number;
- copy of the application for registering the company in the National Court Register including the court's stamp confirming the filing of the application;
- ID or passport



# Conducting Business in Poland

## Characteristics of other legal forms of doing business in Poland



### SPÓŁKA JAWNA (SP.J.) – REGISTERED PARTNERSHIP

- has no legal personality;
- has to be registered with the National Court Register;
- the deed of a registered partnership does not need to be made in notary deed form;
- each partner is personally liable for the partnership's debts with all their assets, jointly and severally with other partners and the partnership;
- there is a possibility to establish the registered partnership through the Internet on the basis of the template, however it requires the use of qualified electronic signature in compliance with EU regulation 910/2014 of 23 July 2014 (eIDAS) using the dedicated system (S24).



### SPÓŁKA PARTNERSKA (SP.P.) – PROFESSIONAL PARTNERSHIP

- has no legal personality;
- has to be registered with the National Court Register;
- a professional partnership is established by partners for the purpose of practicing their profession and is thus only available to “free professions”, e.g. architects, civil engineers, chartered accountants, insurance brokers, tax advisors, auditors, doctors, etc.;
- a partner is liable only for the obligations arising from activities conducted personally and by the people working for the partnership under his/her management;
- a notarial deed is required to establish a professional partnership;
- each partner is entitled to represent the partnership independently, unless stipulated otherwise in the articles of association.

# Conducting Business in Poland

## Characteristics of other legal forms of doing business in Poland



### SPÓŁKA KOMANDYTOWA (S.P.K.) LIMITED PARTNERSHIP

- has no legal personality;
- has to be registered with the National Court Register;
- has two types of partners:
  - a limited partner, whose liability related to the partnership's business is limited;
  - a general partner, who shares unlimited joint and several liability with the other general partners and the partnership itself for the debts of the partnership;
- the deed of a limited partnership must be made in notary deed form;
- there is a possibility to establish the limited partnership through the Internet on the basis of the template of the agreement, however it requires the use of qualified electronic signature in compliance with EU regulation 910/2014 of 23 July 2014 (eIDAS), using the dedicated system (S24).



### SPÓŁKA KOMANDYTOWO-AKCYJNA (S.K.A.) LIMITED JOINT-STOCK PARTNERSHIP

- has no legal personality;
- has to be registered with the National Court Register;
- is a hybrid of a joint stock company and a limited partnership;
- has two types of partners:
  - a general partner, whose liability for all the debts of the partnership is unlimited;
  - a shareholder, who is not liable for the debts of the partnership but is obliged to acquire and pay up the shares;
- may have such corporate bodies as the general meeting and supervisory board (but there is no board of directors);
- the minimum contribution to the partnership is PLN 50,000 (approx. EUR 12,000);
- the deed of a limited joint-stock company must be made in notary deed form.

# Beneficial owner

## Every partnership or company needs to disclose

### Definition

According to the AML Act, the beneficial owner is a natural person (or several persons) with direct or indirect control over the company through their powers, arising from legal or factual circumstances and enabling them to exercise a decisive influence over the company's activities. This includes in particular the persons listed below.





# Conducting Business in Poland

## Characteristics of the most popular legal forms of running business in Poland for foreign investors



### ODDZIAŁ – BRANCH OFFICE OF FOREIGN ENTITY

- has no legal personality;
- is part of a foreign entity and nearly always leads to the formation of a permanent establishment;
- may only conduct activities within the scope of business of the foreign investor;
- has to be registered with the business register of the National Court Register under the name of the foreign business adding “branch in Poland”;
- is obliged to keep accounting books that should include all the data necessary to establish the taxable base;
- payments between the parent company and branch office are free of any taxes;
- the company pays corporate income tax at the standard rate of 19% on the income attributable to the operations of the Polish branch;
- if in light of the relevant double tax treaty, the business presence in Poland does not amount to a permanent establishment, its profits are not subject to Polish corporate income tax.

#### In order to establish branch of foreign entity in Poland the following actions are required:

- The foreign entity should adopt the resolutions on establishing the Polish subsidiary and providing it with particular assets;
- The subsidiary should be registered with the National Court Register and other institutions.

#### Costs:

- there are not notarial deed costs in Poland and tax to be paid in this relation;
- registering the branch with the commercial register (National Court Register) and mandatory announcement in Monitor Sądowy i Gospodarczy costs PLN 600;
- stamp duty on powers of attorney – PLN 17 per one application submitted;
- setting up branch in Poland is related to additional costs such as costs of obtaining the foreign documents and sworn translation of it.

# Conducting Business in Poland

Crucial differences between branch and the limited liability company or joint stock company are presented in table

|   | The Branch  | Limited liability company/simple joint-stock company/joint-stock company  |
|---|---|---|
| <b>Legal capacity</b>                         | The branch is organizationally and technically separated part of founding company, conducting only a part of core activity of founding company. The branch does not have legal personality, as well as legal capacity. The founding company of the branch is responsible for branch's liability entirety. | The company is a separate entity with legal personality and capacity. As the rule, the founders are not liable for the company debts  |
| <b>Minimum share capital</b>                  | No share capital  | PLN 5,000 for limited liability company and PLN 100,000 for joint stock company   |
| <b>Financing</b>                              | The branch does not require any method of financing – as a legal part of a founding company is free to transfer financial means on its bank account.  | It is possible to finance the start-up of the company through equity (as an increase of share capital or additional payments which are put into the reserve capital) or debt.<br><br>The company may be financed by signing contract for provision of services with mother company and charge it through VAT invoices or by the loan agreement. |
| <b>Withdrawal of profits</b>                  | Entire property belonging to the branch constitute property of Mother company (branch is only part of mother company, its founding company), so financial means accumulated by the branch may be transferred without necessity to fulfil any legal procedures.  | The withdrawal of profits generated by the company need the be perform in a way of dividend payment which is taxed in Poland with the withholding tax.  |
| <b>Registration in Poland</b>                 | Both need registration in the entrepreneurs register of the National Court Register which may take 3-5 weeks after filling the application form with the court.   |   |
| <b>Costs of establishing and registration</b> | The total costs include:<br>1. There is no notarial costs<br>2. There is no tax on civil law transactions<br>3. Court fees and stamp duty fees – PLN 600 + PLN 17<br>4. Other fees such as sworn translation of documents, shipment, travels  | The total costs include:<br>1. Notarial costs plus VAT<br>2. Tax on civil law transactions calculated on the basis of value of share capital<br>3. Court fees and stamp duty fees – PLN 600 + PLN 17<br>4. Other fees such as sworn translation of documents, shipment, travels   |
| <b>Accounting books</b>                       | Both company and the branch needs to keep accounting books in Poland.   |   |
| <b>Separate employee status</b>               | Both legal forms may have a status of independent employer in Poland.   |   |

# Conducting Business in Poland

## Timeframes of setting up business in Poland

It takes on average between two and three months to establish any type of partnership or company and prepare it for commencing operations.

Several alternatives are available if this time is regarded as too long:



The investor may buy a ready-made company/partnership (a shelf company) which has no operations or significant assets and was created with a view to such sale.



The investor may undertake operations while business registration is still in progress – this option is available in case of limited liability companies, simple joint-stock companies and joint-stock companies in the process of formation.



The company/partnership may be established through electronic filing, without involving a notary (option available with limited liability companies, simple joint-stock companies, registered partnerships and limited partnerships). In this case, the registration process shall be completed within approximately 24 hours of filing an online application, however, in order for this to be possible, certain information and documents must be acquired in advance and the use of qualified electronic signature in compliance with EU regulation 910/2014 of 23 July 2014 (eIDAS) is required.

# Corporate legal advisory

## How can we help?

- Looking for ongoing legal support for your business?
- Want to increase the chances of achieving your business or personal goals by adopting an adequate business structure or legal form?
- We can provide you with full range of Corporate services, including support with establishing the companies on every stage of the process, changing data of companies (also as a proxy of company's shareholder).



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## Corporate advisory services:

- Setting-up companies and branches,
- Preparing shares purchase agreement,
- Changes of articles of association of the companies before the notary in Poland
- Changes of other data of the companies such as address, composition of management board etc.
- Reporting the beneficial ownership
- Annual Reporting Duties
- Changes of the legal status of the business
- Liquidation of the legal entities
- Transactions in shares and equity, capital contributions

## Legal support in commercial matters:

- Proposing legal solutions and preparing legal opinions on the commercial matters
- Preparing numerous types of agreements, letters of intent, commercial offers, settlements, regulations, protocols and resolutions
- Legal analysis and verification of the documents presented by the Client or its contracting party
- Active participation in negotiations and shaping of the contents of a contracts

## Legal support in employment matters:

- Proposing legal solutions and preparing legal opinions on the employment matters
- Analysing and drafting employment agreements, other employment documentation, e.g. work and pay rules, company policies and ethical principles
- Preparing cooperation, management, and non-compete contracts



**Taxes**

# Corporate Income Tax (CIT)

## Scope of taxation

All matters related to corporate income tax are comprehensively regulated in the Corporate Income Tax Act (CIT Act).

The following entities are obliged to pay corporate income tax:

- legal persons (in particular companies and companies in the process of formation);
- organisations without legal personality (excluding partnerships);
- other entities, including:
  - limited joint-stock partnerships;
  - foreign partnerships without legal personality, established in another state under whose tax regime they are treated as legal persons and are subject to taxation on their worldwide income in that state;
- tax capital groups.

According to Polish CIT regulations there are two separate sources of revenue: capital gains and other revenue sources.

The catalogue of revenues from capital gains is defined and covers inter alia:

- dividends;
- revenues from redemption of shares or from reduction of their value;
- revenues from the withdrawal of a partner from the partnership (in particular limited joint-stock partnerships);
- revenues from decreasing the partner's capital share in the partnership (in particular limited joint-stock partnerships);
- the value of assets received in connection with the liquidation of a legal person or a partnership (in particular limited joint-stock partnership);
- the value of undistributed profits in companies and the amount of the profit transferred to other capital than the initial capital in a company under transformation into partnership;
- revenues from making a non-cash contribution to a legal person or a partnership (limited joint-stock company);
- revenues from transfer of shares, including the transfer made for the purpose of their redemption;
- revenues earned as a result of exchange of shares.

In principle, corporate tax is levied on net income (revenues from the specific source of revenues less expenses) earned on the capital gains and of the total income earned from other revenue sources regardless of the sources of revenues from which this income was derived. In case of a few revenue items such as dividends, interest and royalties – gross income constitutes the taxable base.

Net income is defined as the surplus of the aggregate amount of revenues earned from the source over the tax-deductible expenses related to earning the revenues, generated during a tax year. If the tax-deductible expenses exceed total revenues, the difference constitutes a loss from the source of revenues.

Net income is calculated on the basis of accounting records and in practice it is determined through appropriate tax adjustments of accounting result.



# Corporate Income Tax (CIT)

## Tax year and duties of the taxpayer

As a matter of principle, the tax year is equal to a calendar year; however, a taxpayer can decide otherwise, as long as the tax year covers a period of 12 consecutive calendar months. Taxpayers are obliged to keep accounting records in a way ensuring the correct identification of the amounts of income (loss), taxable base and the amount of tax due for the tax year.

All Polish companies are obliged, at the request of tax authorities, to transmit data in a unified format – the so-called Standard Audit File (Jednolity Plik Kontrolny). Standard Audit File provides to the tax authorities an easy access to accounting and tax data of taxpayers. It comprises strictly defined data from: accounting books, bank statements, warehouses, records of the purchase and sale of VAT, VAT invoices, Tax revenue and expense ledger, record of revenue.

In the course of the year, taxpayers are obliged to pay monthly tax prepayments in the amount of the difference between the total tax due on the income earned from the beginning of the tax year and accrued advance payments made in preceding months. Monthly prepayments are paid to the Tax Office up to the 20th day of each month for the preceding month.

It is also possible to apply the so-called simplified method for the calculation and payment of tax prepayments. In the course of the year, taxpayers pay monthly advance payments amounting to 1/12 of the due tax reflected in the annual tax return submitted in the year preceding a given tax year (tax advance payments are estimated on the basis of the tax liability for the penultimate tax year).

If no tax was due under the said statement, taxpayers are entitled to make monthly advance payments amounting to 1/12 of the tax due, as shown in the annual tax statement for the year preceding a given tax year by two or three years.

The annual CIT settlement (filing of the CIT return and payment of the tax due) is due at the end of the third month of the year following the tax year.

## Tax loss utilization

Starting from 1 January 2019 the taxpayers are entitled to settle tax loss from source of income:

- 1) during the immediately following consecutive five tax years, however, the amount of such reduction in any of these years may not be higher than 50 per cent of the amount of such loss; or
- 2) during one of the immediately following consecutive five tax years by an amount not exceeding PLN 5,000,000, the amount not deducted being subject to settlement during the remaining years of this five-year period, however, the amount of such reduction in any of these years may not be higher than 50 per cent of the amount of such loss.

Losses may be offset only in relations to the specific source of income.





# Corporate Income Tax (CIT)

## Tax rate

The standard rate of corporate income tax equals 19% of the taxable base. However, CIT Act offers also a reduced rate of corporate income tax rate of 9% (excluding capital gains that are taxed at 19%) which is applicable to small taxpayers earning revenues amounting

to EUR 2,000,000 and for taxpayers starting a new business for their first year of operations. Moreover, tax rate of 5% is possible to apply to qualified intangible values (IP Box).

## Tax on buildings

Income tax on revenues on account of ownership of buildings constituting tangible asset situated in the territory of the Republic of Poland and leased fully or partially by the taxpayer to the third party, whose initial value exceeds PLN 10,000,000 shall amount to 0.035 per cent of the tax base per month. The tax base shall be the revenue corresponding to the initial value of the tangible asset determined as at the first day of each month and resulting from the records being kept, reduced by the amount of PLN 10,000,000. Values of building of related parties shall be taken into account when calculating the tax.

## Revenues

Revenues are not defined exhaustively under the Polish CIT Act. Taxable income may be generated from various sources, including those listed in the CIT Act:

- received money, monetary values, including also foreign exchange gains or losses;
- the value of things or rights received free of charge or partially free of charge;
- the value of liabilities redeemed or expired.

The approach to recognising the taxable income of business entities is known as the accrual principle which means that revenues are recognized as taxable on the day of releasing things, selling property rights, performing the service in whole or in part, but no later than as at the day:

- when the invoice is issued;
- when the amount due is paid.

Separate rules apply to the qualification of revenues in the case of services billed in the settlement period that should be recognised on the last day of the settlement period specified in the agreement or on the invoice, but not less frequently than once a year. Certain categories of revenues (as for example interest) are deemed to have arisen on the date when the payment is received.

At the same time, various inflows are not recognised as revenues, for example:

- payments collected or receivables accrued on account of the supply of goods and services which will be completed in future reporting periods;
- loans (borrowings) received or repaid;
- inflows related to the creation or increase of share capital.



# Corporate Income Tax (CIT)

## Tax-deductible expenses

In principle, tax-deductible expenses include the costs incurred for the purposes of generating revenues, retaining or protecting the source of revenues. Tax-deductible expenses include:

- direct expenses (i.e. expenses that can be assigned to particular revenues) pertaining to the revenues of the tax year should be recognized:
  - in the tax year when the related revenues were earned;
  - in the subsequent tax year if the expense is related to the previous year but it was incurred after the financial statements were prepared and/or the tax return was filed relating to the tax year when the related revenue was earned;
- indirect costs, which should be recognized as tax deductible:
  - on the day when the expense was incurred;
  - over the course of at least two tax years, if an indirect expense item is related to a period longer than one tax year and it is impossible to attribute it to a particular tax year.

There are also several categories of expenses listed in the CIT Act which cannot be classified as tax-deductible. For instance, representation expenses, payments for expenses made without using the payment account, outlay on the repayment of borrowings, certain penalties and fines, donations, benefits granted to supervisory board members (excluding remuneration), partial depreciation charges on valuable passenger cars, as well as certain liquidated damages which do not constitute tax-deductible expenses.

Expenses related to revenues which are not subject to taxation or which are exempt from taxation are not tax-deductible. If the taxpayer performs activity which is partially exempt from CIT or out of the scope of CIT regulations, then a partial deduction of tax-deductible expenses may be necessary. Additionally, all expenses must be duly documented, which is of particular importance in the case of purchasing intangible services.

## Depreciation/Amortisation

Depreciation and amortisation are used to distribute the cost of tangible assets (inter alia machines, equipment, buildings and structures) and intangible assets (e.g. licences, copyrights, rights to inventions and patents) used by the taxpayer in their business activity (or conveyed for use under a lease and similar agreements) with an anticipated period of use exceeding one year.

Tax depreciation rates are often different from those applied for accounting purposes, with the maximum tax depreciation rates fixed by the CIT Act. There are two methods of depreciation – straight-line and degressive. The degressive method may be applied only to machinery and equipment (excluding passenger cars). It is also possible to accelerate tax depreciation through applying multipliers, additional conditions have to be met, however.

There is a possibility to make a one-off depreciation write off for factory new assets classified in group 3-6 and 8 of the Classification of Fixed Assets up to the amount of PLN 100,000.

Land and perpetual usufruct are not depreciated for tax purposes.

# Corporate Income Tax (CIT)

## Interest limitation

According to Polish tax regulations the taxpayers shall be obliged to exclude from the tax deductible costs the costs of debt financing in the part in which a surplus of the costs of debt financing (the difference between the costs of obtaining financial resources and interest income) exceeds 30% of the amount corresponding to the surplus of the total revenues from all sources of revenues reduced by the revenues of an interest type over the total tax deductible costs reduced by the value of depreciation write-offs included in a tax year in the tax deductible costs, as well as the costs of debt financing not included in the initial value of a tangible asset or intangible fixed asset (tax EBITDA). However, the limitation does not apply to the surplus of the costs of debt financing in the part not exceeding in a tax year an amount of PLN 3,000,000.

## Limitation of costs of intangible services purchased from related parties

A limit of amount of tax deductible expenses on services purchased from related parties equal to 5% EBITDA has been introduced. New regulations apply to deductible expenses regarding transaction with related parties over the specified threshold (PLN 3,000,000), including expenses on advisory services, accounting, market research, legal services, advertising services, management, data processing, employee recruitment and staff recruitment services, guarantees and similar services, and all types of fees and charges exercise or the right to use rights or intangible assets. The limitation shall not be applied to those settlements between related parties where the taxpayer received APA confirming the correctness of settlements. Moreover, the limitation shall not be applicable also in case the service bought is directly connected with the manufacturing of goods or performing services.



# Corporate Income Tax (CIT)

## Withholding tax

In special cases, the CIT Act provides for other CIT rates:

- Dividends and shares in profits of legal persons are taxable at 19% tax on the gross or net income;
- The following categories of payments to taxpayers who do not have their registered seat or place of residence in Poland are taxable at special tax rates:
- for interest and royalties – the tax rate amounts to 20%;
  - for services in the areas of art, entertainment or sports-related activity performed by legal persons having their registered office abroad, organised through the agency of natural or legal persons involved in artistic, entertainment or sports-related activity within the territory of the Republic of Poland – the tax rate amounts to 20% of the gross income;
  - for services of an advisory nature as well as accounting, market analysis, legal services, management and control, data processing, recruitment and placement of personnel, guarantees and sureties, and performances of a similar nature – the tax rate amounts to 20% of the gross income;
  - for cargo and passenger transport services out of the country, initiated in Polish ports by foreign commercial shipping enterprises, with the exception of transit cargo and passengers – the tax rate amounts to 10% of the gross income;

- for the revenue earned within the territory of Poland by foreign aviation enterprises – the tax rate amounts to 20% of the gross income.

In the case of payments to non-residents, the tax rate may be reduced in line with the relevant double tax treaties. Poland has an extensive tax treaty network, which can eliminate or reduce the levels of tax.

Since 2019 new regulations have been introduced referring to withholding tax (refers to payments on dividends, interest, royalties, advisory services, marketing, market research etc.). According to general rule due care from the remitter is required when verifying whether they meet the statutory requirements for applying WHT reduced rate or exemption resulting from the Polish CIT. Act or relevant Double Tax Treaty. On payments exceeding PLN 2,000,000 during a year to a single taxpayers should withhold tax (20% on 19% or capital gains), unless specific requirements are met, that is:

- remitter makes a special WHT statement, or
- non-resident taxpayer delivers a kind of security opinion issued by Polish tax authority.

The obligation to collect tax, if payments exceed PLN 2,000,000, is however, postponed until 30st of June 2021.



# Corporate Income Tax (CIT)

## Taxation of dividends and shares in profits of legal persons

Subject to additional obligations referring to the payments exceeding PLN 2,000,000, dividends and other profit-sharing revenues paid to entities, whether Polish residents or not, are subject to 19% income tax. The income (revenue) from profit distributions of legal persons includes the income (revenue) actually obtained from shareholding, including:

- dividends;
- income from automatic or compulsory redemption of shares;
- value of assets received in relation to the liquidation of a legal person;
- income used to increase share capital and in the case of cooperatives, income used to increase the share fund, as well as income equal to the amounts transferred to this capital (fund) from other capital (funds) of the legal person;
- in the case of merging or division of companies – cash top-up payments received by the shareholders of the company being taken over or companies being merged or divided.

Polish law is in line with Council Directive 90/435/EEC of 23 July 1990 on the common system of taxation applicable in the case of parent companies and subsidiaries of different Member States. Income tax exemption applies to the dividends paid by Polish companies to Polish companies or foreign companies registered in the Member States of the European Union or other countries of the European Economic Area, provided that the company receiving the dividend has held a share of no less than 10% in the capital of this company for a period of two years. The condition of being a shareholder in a Polish company for a two-year-period may be satisfied after the dividend is paid. In the case of Switzerland, the dividend tax exemption is applicable if a 25% shareholding is maintained for a two-year-period.

The exemption is applicable if the beneficiary provides its certificate of residence together with a written statement that certain requirements are met in order to apply the exemption. Additionally, to benefit from the exemption, dividend payment should have a “real and genuine character” and its only purpose should not be obtaining withholding tax exemption.

Please note that in the case of dividends paid to foreign persons, the provisions of double tax treaties between Poland and other states can also be applied.

For the relevant double tax treaty to apply, prior to the payment the foreign taxpayer must present to the dividend payer a certificate of residence documenting the place of residence of such foreign taxpayer, issued by a competent tax administration authority.

## Taxation of royalties and interest

Subject to additional obligations referring to the payments exceeding PLN 2,000,000, the income from interest and royalties paid to entities which are not Polish residents is subject to income tax at a rate of 20%, unless a relevant double tax treaty between Poland and the taxpayer's country provides for a different tax rate.

For the tax rate provided for in the double tax treaty to apply, a certificate of residence must be presented.

Polish law is compliant with Council Directive 2003/49/EC of 3 June 2003 on a common system of taxation applicable to interest and royalty payments made between associated companies of different Member States. In line with the provisions in force as of 1 July 2013, royalties and interest are exempt from withholding tax provided that the company making the payments holds at least 25% of shares in the company receiving the payments (subject to taxation on their entire income in a state other than Poland) or that the company receiving the payment holds at least 25% of shares in the company making the payment. The exemption is applicable to companies having their registered offices in the Member States of the European Union or other countries belonging to the European Economic Area.

The exemption is conditional upon the beneficiary providing its certificate of residence together with a written statement that the receiving company is the beneficial owner of the interests and that certain requirements are met in order to apply the exemption.

# Corporate Income Tax (CIT)

## Transfer pricing

Poland's law on related party transactions is fashioned after the OECD Guidelines for multinational enterprises and tax administrations. The principle underlying such transactions between related parties (including agreements of a partnership without legal personality, joint undertaking and similar agreements, transaction between Polish entity and its foreign permanent establishment) is known as the arm's length principle, which means that the prices should be established in an equitable way, as if the parties were independent and equal. Otherwise, tax authorities are authorised to assess the income as they see fit.

Tax authorities pay special attention to transactions concluded between related parties. Since 2019 the related parties are defined according to four criteria:

- relations referring to exercising considerable influence upon at least one other subject;
- or
- a partnership and its partners;
- or
- a taxpayer and its foreign establishment, and in the case of a tax capital group – a company belonging to the group and its foreign establishment;
- relations that exist in artificial ownership structures.

The criterion of significant influence shall be understood as:

- holding directly or indirectly at least 25% of shares, voting rights in control bodies, decision-making bodies or managing bodies, or shares or rights to share in profits
- or
- property or expectancy thereof, including participation units and investment certificates;
- or
- actual ability of a natural person to influence taking key economic decisions by a legal person or an organizational unit which has no legal personality;
- or
- remaining in a marriage or occurrence of consanguinity or affinity up to the second degree.

Tax authorities analyse transfer pricing issues because if they realise that related parties agreed or imposed conditions substantially different from those which would be agreed between independent subjects and, as a result thereof, a taxpayer does not disclose any income or discloses the income smaller than might be expected, if such relations did not exist – they can re-assess taxpayer's without taking into account the conditions resulting from such links.

## Tax documentation

The tax documentation should provide comprehensive information including: the functions to be fulfilled by the

parties to the transaction, risk assessment, assets involved, approach to profit calculation and, last but not least, the transaction price.

In line with the new requirements the transfer pricing documentation should include:

- local file, benchmarking study and report of intercompany transactions submitted with the annual tax return - documentary obligation is determined on the basis of the value of a given controlled transaction, introducing two documentary thresholds in the amount of:
  - PLN 2,000,000 (less VAT) for intangible assets (purchase and sale), services (purchase and sale), use of fixed assets (including rent, lease, leasing), use of intangible assets (including licenses), income assignment to a foreign establishment and other transactions;
  - PLN 10,000,000 (less VAT) for tangible assets (purchase and sale), fixed assets (purchase and sale), debt financing (value of financing obtained / granted), guarantees (guarantee sum in case of receipt / granting).
  - PLN 100,000 in case of transactions with entity registered in a country located in a tax haven jurisdiction
- the above documentation and master file – obligatory part of transfer pricing documentation for taxpayers, who belong to capital group, which are obliged to prepare consolidated financial statement and which annual revenues exceed PLN 200,000,000.



# Corporate Income Tax (CIT)

## Country-by-country reporting

Capital groups in which:

- dominant company is located in Poland and consolidates financial statements of the group in line with Polish Accountancy Act;
- consolidated revenues exceed EUR 750.000.000;
- have a permanent establishment in other countries;

are obliged to submit information on the profits and tax paid, tax jurisdictions where their subsidiaries and permanent establishments operate.

Polish entities which are members of such capital groups are obliged to inform tax authorities about entity what submits country-by country report.

## Controlled Foreign Company (CFC) taxation

Poland introduced CFC legislation, whereby Polish taxpayers are obliged to charge corporate tax on the income generated by their controlled foreign subsidiaries.

CFC restrictions are applicable if a foreign subsidiary meets the following conditions:

- the foreign subsidiary is registered in a tax haven jurisdiction, as determined by an ordinance of the Minister of Finance;
- or
- the foreign subsidiary is registered in a country other than a tax haven jurisdiction, but one that has not entered into a double tax treaty with Poland or an international agreement with the European Union providing for the exchange of tax information;

or

- the foreign subsidiary meets the following criteria below:
  - the Polish taxpayer holds on its own or jointly with related subjects, directly or indirectly, over 50% of the shares in the capital or over 50% of the voting rights in the control, decision-making or managing bodies or over 50% of the right to participate in profits, or exercises actual control over a foreign entity;

– at least 33% of the revenues of that controlled entity earned in the tax year is derived from passive incomes such as dividends, interest, guarantees, transfer of share, receivable debts, financial instruments, copyrights and other intellectual property;

– the income tax actually paid by that entity is lower than the difference between Polish CIT which would be due from that company if it was a taxpayer in Poland and the income tax actually paid by that entity in the state of its seat, management office, registration or location.

CFC regulations do not apply if the foreign subsidiary is an unlimited tax resident taxable on its worldwide income in one of the EU Member States or a state belonging to the European Economic Area and conducts real business activity there.

The taxable income is the part of income of the foreign controlled subsidiary which was generated in the period (pro rata) when the Polish shareholder kept shares, reflecting the share in the profits of the subsidiary after the deduction of:

- dividends received by the taxpayer from the foreign controlled subsidiary;
- amounts resulting from the sale of shareholding in the foreign controlled subsidiary.





# Mandatory disclosure rules (MDR)

## Background

On 1 January 2019, the Polish Tax Code was supplemented with Mandatory Disclosure Rules (MDR), implementing the European Union (EU) Directive 2018/822 of 25 May 2018 on the mandatory disclosure and automatic exchange of cross-border tax arrangements and also introducing further reporting requirements.

The Directive requires intermediaries (including EU-based tax consultants, tax advisors, banks and lawyers) and, in some situations, taxpayers to report certain cross-border arrangements (reportable arrangements) to the relevant EU tax authority.

Directive sets out a minimum standard. Member States can go further and:

- introduce reporting for domestic arrangements and / or
- extend the scope of taxes covered.

In Poland this disclosure regime applies to all taxes except customs duties and compulsory social security contributions. Tax arrangements referring to VAT and excise duties are not reportable as cross-border arrangements.

Apart from cross-border arrangements, also local arrangements are subject to reporting obligations.

## Reporting obligations

Apart from cross-border arrangements, also local arrangements are subject to reporting obligations.

Reporting depends on the fulfilment of specific criteria, i.e.

- the main benefit criterion (i.e. the main or one of the main advantages of the implementation of a given scheme is a tax benefit) and has any of the general hallmarks (e.g. a reclassification of income source which effectively results in lower taxation, exemption or exclusion from taxation), or
- has specific hallmark, or
- has other specific hallmark.

## Entities obligated to report

There are 3 types of entities:



### Promoter

it is an entity that develops, offers, makes available or implements a tax arrangement or manages this arrangement, in particular a tax advisor, advocate, legal counsel, employee of a bank or of a financial institution advising clients;



### Beneficiary

it is an entity to which a tax arrangement is made available, at which a tax arrangement is implemented, or which is prepared to implement the arrangement or has performed an activity to implement such an agreement;



### Supporting entity

it is an entity that undertook to provide, directly or through other persons, assistance, support or advice on the

development, marketing, organisation, making available for implementation or supervision of the implementation of the arrangement, in particular a statutory auditor, notary public, a person providing bookkeeping services, an accountant or a financial director.

## How can we help?

- Conducting an audit of chosen transactions in order to identify tax schemes, the result of which is the preparation of a MDR report
- Preparation of the MDR procedure for the identification and reporting tax schemes
- Conducting training on the provisions on tax schemes
- Support in reporting events that may constitute an arrangement subject to disclosure obligations on tax schemes



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# Tax Incentives

## Polish Investment Zone

### What is the Polish Investment Zone

The Polish Investment Zone is a new tax relief instrument which replaced Special Economic Zone regime.

Regulations in force since 2018 turned Poland into one big special economic zone, where establishment or development of an enterprise, in particular production plant, often equals eligibility for an income tax exemption.

This regulations referring to the Polish Investment Zone allow to use the support in the form of an income tax exemption regardless of the location of the investment (expand the area offering tax incentives up to almost 100% of Poland's investment space.)

### Conditions for using the relief

The tax exemption can be granted to businesses carrying out investment projects that include:

- setting-up of a new enterprise;
- production capacity increase;
- introduction of new products;
- fundamental change in the overall production process;
- the acquisition of assets that belong to a permanent establishment that has closed or would have been closed if the purchase had not been made.

### The value of the tax exemption

The amount of the tax exemption in CIT or PIT is calculated as the product of the intensity of regional aid and eligible costs or two-years labour cost of the employees hired within the new investment. The level of intensity of the regional aid depends on location of the investment and size of the enterprise. The basic level of the intensity of regional aid is between 10% and 50%. Moreover, it is increased by 20% for micro and small enterprises and by 10% for medium enterprises.

The duration of the decision on investment support may equal to 10, 12 or 15 years, depending on location of the new investment and the intensity of the regional aid.

Validity period is the period the taxpayer can settle tax-exempted income. Therefore, it is at least 10 years in any given case.

### Decision on the investment support

The tax exemption is granted on the basis of a administrative decision issued by the Area Administration of each Special Economic Zone.

The decision on investment support specify location and the subject of the activities included in the new investment, income from which qualify for income tax exemption. Activities not included in decision are covered by standard income tax taxation.

### How can we help?

- Analysis of the possibility of obtaining a decision on support
- Obtaining the decision on the investment support
- Assistance in implementing the documents/rules necessary to implement the relief
- Obtaining individual interpretations
- Ongoing advice on settling the use of public aid

In order to obtain the decision on investment support the investor has to fulfill two kinds of criteria, i.e.:

- quantitative criteria which present the minimum value of eligible costs and depend on the unemployment rate in the location of a new investment and size of the enterprise
- qualitative criteria which depend on the type of investment (different criteria for industrial and service investments).

The maximum amount of criteria is 10. It is necessary to score, depending on the location, at least 4-6 points, including 1 point in each group.

### Using several support decision on the investment

The new regulation allows obtaining several decisions on investment support. Settlement of tax relief from several decisions take a place in the order in which decisions are issued (support shall be settled jointly and in a chronological order).

# CIT – flat tax on the income of capital companies – „Estonian” CIT

## Optional tax rules scheme – „Estonian” CIT

### Catalogue of eligible taxpayers

- micro, small and partly medium-sized enterprises, operating as limited liability companies (sp. z o.o.) or joint-stock companies (S.A.) whose shares are held exclusively by natural persons,
- the entities must not hold shares in other companies, or the entirety of the rights and obligations in a partnership,
- the overall revenue from operations (including VAT) may not exceed PLN 50 million,
- passive income may not account for 50% or more of revenues,
- headcount – at least three employees,
- all of the above criteria must be met cumulatively.

The obligation to pay The Flat Tax arises at the moment of profit distribution.

### Requirement of investment outlay

To be eligible for the Flat Tax, the company must systematically increase its tangible assets by producing or acquiring new physical assets classified under groups 3-8 (excluding cars, yachts and aeroplanes) worth:

**15%**

no less than PLN 20,000 over two years, or

**33%**

no less than PLN 50,000 over four years,

When applying the Flat Tax, the taxpayer is not eligible for:

- deducting donations,
- R&D and IP Box tax relief,
- bad debt relief,
- carrying forward losses from a prior year.

The new tax regime is to be adopted for four-year periods, with an option to continue in the subsequent 4 years.

### What income will be subject to the Flat Tax?

The Flat Tax will be applicable to:

- income from profit distributions,
- income from profit allocated to cover losses, if these losses arose in the period preceding the application of the Flat Tax,
- income from hidden profit distributions (including e.g. business entertainment expenses),
- income from expenses unrelated to business operations,
- income from asset revaluation,
- income from undisclosed business transaction,
- **for taxpayers who ended the application of the Flat Tax – income determined as total net profit generated in each tax year of application, in the part that such profits had not been (during the period of application of the Flat Tax) distributed to shareholders or allocated to cover losses.**

# CIT – flat tax on the income of capital companies – „Estonian” CIT

## Optional tax rules scheme – „Estonian” CIT

### What is the tax base?

The tax base will include:

- income from profit distributions, including those allocated to cover losses,
- income from hidden profit distributions and expenses unrelated to business operations,
- income from asset revaluation in the case of restructuring measures,
- income from net profit.

### Tax rate:

- 15% of the tax base for those qualifying as small taxpayers
- 25% of the tax base for other taxpayers

The amount of tax will be reduced by 5% for taxpayers who have made significant investment outlays (50% over 2 years, 110% over 4 years).

Two-tier taxation still applies:

- at the level of company - CIT Flat Tax when the company distributes profits / or ends the 4 year period and
- at the level of shareholders - PIT from individuals on dividends.

However, it will be possible to deduct from PIT a portion of the tax paid at the company level (CIT), so as to achieve total taxation at:

- 25% for small taxpayers (which can be reduced by 5% for significant investment outlays)
- 30% for the others (which can be reduced by 5%).

### How can we help?

- Assistance in assessment whether the company qualifies for Flat Tax or not
- Calculation of potential benefits
- Advisory regarding the requirements



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# Tax Incentives

## Innovative tax reliefs

### ▲ R&D tax relief

R&D tax relief allows to recover up to 19% of expenses incurred with regard to Research and Development activity.

Specific categories of expenses may be treated as tax deductible costs and eligible costs, entitling to benefit from R&D tax relief, which in practice means the right additional deduction and to reduce the amount of tax due.

### Definition of R&D works

In order to benefit from the relief it is neither required to conduct research nor have the status of an R&D centre, it is enough to carry out development activities.

According to the Polish Income Tax Act research and development activity shall mean creative activity covering scientific research or development works, undertaken in a systematic manner with a view to increase the knowledge resources and make use of the knowledge resources to create new applications.

### Qualifying costs and level of allowed deductions

The catalog of qualifying costs includes:

- salaries and social securities premiums financed by the employer;
- materials, raw materials, tools and specialist equipment (not a fixed asset),
- expert reports, opinions, advisory services and the acquisition of research work from scientific units;
- use of research equipment;
- amortization of fixed assets and intangible assets;

- costs of renewing a patent, the right to protect a utility model or of registration of an industrial design.

Miaco, small, medium-size and big entities are entitled to deduct 100% of the qualifying costs. In turn R&D centers are entitled to deduct 100% of the costs related to obtaining and/or renewing a patent for an invention, the right to protect a utility model or to register an industrial design and 150% of other qualifying costs.

### ▲ IP Box

IP Box tax relief allows taxpayers to take advantage of the preferential rate of 5% (instead of the standard rate of 19%) in relation to income that constitutes qualified intellectual property rights. Eligible to use IP Box tax relief are taxpayers who carry out works directly related to the production or development of intellectual property rights, including invention rights (patents), copyrights to computer programs, and protection rights on a utility model.

The main condition for using the IP Box relief is that the taxpayer conducts activity that qualifies under research and development.

To take advantage of the IP Box relief, the taxpayer has to earn income from the so-called qualified intellectual property rights; the catalog of these rights is as follows:

- a patent
- a protection right for a utility model
- a right under the registration of an industrial pattern
- a right under the registration of an integrated circuit

topography

- an additional protection right for a patent for a therapeutic product or a plant protection product
- a right under the registration of a therapeutic product and a veterinary therapeutic product admitted to trading
- authors rights to a computer program

– being subject to legal protection under provisions of separate Acts, the object of protection of which has been created, developed or improved by a taxpayer as part of research and development activity conducted by him/her.

Both, the R&D relief and IP Box relief are annual reliefs. The tax benefit is obtained after the end of the tax year upon submission of the tax return.

### How can we help?

- Assistance in the implementation of incentives for innovative activities
- Obtaining individual interpretations
- Calculation of the amount of eligible costs / income
- Assistance in implementing the documents necessary to implement the reliefs



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# Standard Audit File

## Polish legislation

As of 1 January 2018 all Polish companies are obliged, at the request of tax authorities, to transmit data in a unified format – the so-called Standard Audit File (Jednolity Plik Kontrolny).

Standard Audit File provides to the tax authorities an easy access to accounting and tax data of taxpayers. It comprises strictly defined data from: accounting books, bank statements, warehouses, records of the purchase and sale of VAT, VAT invoices, Tax revenue and expense ledger, record of revenue.

With the introduction of SAF, entrepreneurs who keep their financial records in electronic form have been tasked with a new obligation; they are required to send the reports on their VAT records monthly, also in an electronic file. Such a record must include all the data necessary to identify the subject and tax basis, as well as the amount of tax due, amount of input tax reducing the amount of tax due and the amount payable to the tax office or reimbursement from the office and other data required for the proper drawing up of the tax return.

## Standard Audit File on demand

Beginning from 1 July 2018 all taxpayers that carry out their accounting records in electronic form are obliged to provide other parts (so called “structures”) of Standard Audit File on Tax Authorities demand.

Polish Ministry of Finance decided that the Standard Audit File obligation will also apply for companies with a ‘foreign’ VAT registration in Poland without any establishment for Polish VAT purposes. Currently, Polish tax offices more often use SAF to launch tax controls.

## New Standard Audit File

Beginning from 1 October 2020 all taxpayers are obliged to prepare and send SAF in new structure (containing a record part and a declaration part) thus replacing the previously submitted VAT-7 or VAT-7K declaration. In new structure taxpayers are obliged to include inter alia additional items:

- new indications of proof of sale (RO, WEW, FP),
- new indications for the supply of goods and services (GTU),
- new indications of procedures (e.g. TP, MPP, SW).

## How can we help?

- Analysis of the applicable provisions on SAF including additional supplementary documentation and explanations of the Ministry of Finance,
- Matching individual transactions / activities to the appropriate codes (e.g. GTU, TP, MPP) SAF procedures, taking into account the company's activity,
- Providing explanations regarding the proper assignment of goods and services to the appropriate JPK symbols (codes),
- Preparation of the SAF procedure



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# Personal Income Tax (PIT)



## Individuals

Taxation in Poland depends upon the residence status of the individual:

- non-residents pay tax only on the income generated in Poland;
- residents pay tax on their worldwide income (Polish and foreign sourced income).

The tax year for individuals is equivalent to the calendar year ending on 31 December.



## Residence

An individual is regarded as resident within the territory of Poland, if:

- has a center of vital interests (close personal and/or economic relations) in Poland;
- or
- is present in the country for more than 183 days in the course of the tax year;

unless a relevant Double Taxation Treaty states otherwise.

Therefore, an individual who stays in Poland for more than 183 days in a 12-month period is a Polish tax resident subject to taxation on his/her worldwide income. However, if the individual is also a resident in another country, a residence shall be deemed of that state with which personal and economic relations are closer. As a rule, natural persons in Poland pay income tax assessed according to a progressive tax scale (with the rates of 17% and 32%), with exceptions.



# Personal Income Tax (PIT)

## Business profit

Subject to certain conditions, individuals involved in a business activity (sole proprietors) can pay income tax with 19% flat tax rate or according to provisions of lump-sum taxation.

Depending on the scale and type of business activity, and upon meeting specific criteria, the taxpayer may apply simplified forms of taxation, i.e.:

- tax on registered income (with no tax-deductible costs);
- fixed-amount tax (tax determined by the tax office).

## Lump-sum taxation

There are separate rules of taxation for:

- income from private lease (8.5%);
- income from dividends, interest on savings, gains from the sale of securities (19%);
- income from sale of privately-owned properties.

Some revenue categories (e.g. management contracts, supervisory board service) disbursed by Polish payers to non-residents are taxed with flat-rate tax of 20%.

The tax rates provided for in the relevant DTT can be applied in the case of having a residence certificate issued by the tax authorities in the home country.

## Investment income

The investment income of individuals are taxed at a flat rate of 19%, unless exempt. Investment income may not be set off against revenues subject to progressive taxation. Directly related costs may be deducted from investment income, unless excluded.

## Dividends

Dividends are taxed with 19% rate, unless DTT provides a lower rate or the PSD applies. In most cases, withholding tax (WHT) paid abroad may be credited against Polish tax.

A final 19% WHT is levied on dividends paid by Polish payers to a Polish residents. Then, the WHT is final and the dividend need not be reported in the annual tax return.

## Interest income

A final 19% WHT is levied on dividends paid by Polish payers to a Polish residents. Then, the WHT is final and interest income need not be reported in the annual tax return.

The 19% WHT does not apply to the interest on current accounts related to business activity and treated as business profits.

The tax paid abroad at source may be credited against Polish tax.

## Capital gains

Gains on the disposal of investment assets are taxed separately at a flat rate of 19%, unless exempt.

Unless tax has been withheld by the paying agent, capital gains have to be reported in the annual tax return.

This obligation applies in to the gains derived from sale of shares in incorporated companies, sale of bonds, securities and derivatives, or profits from the execution of derivatives.

The tax base of capital gains is represented by the margin between the sales price and the acquisition cost, increased by directly related costs.

## Taxation of salaries and wages

If work was carried out in Poland, the remuneration is always treated as Polish sourced income.

An employer resident in Poland or with a permanent establishment operated by a foreign enterprise in Poland is obliged to:

- assess and declare advance tax payments applying the 17% and 32% PIT rates;
- prepare information (PIT-11) on the income derived and tax loss sustained if the employee submits the tax return on his/her own.

If an employee is paid directly from foreign employer, he/she is obliged to pay tax advances by himself/ herself. The advance payment is to be assessed using the 17% or 32% tax rate.

# Personal Income Tax (PIT)

## Special exemptions under Double Tax Treaties (DTTs)

As a general rule, DTTs based on the OECD Convention provide that an individual's salary is not taxed in Poland if all of the three conditions below are met:

- an employee is present in Poland for periods totalling no more than 183 days over a 12-month period starting or ending in a given tax year;
- the remuneration is paid by employer that does not have a place of business or residence in Poland;
- the remuneration is not paid from permanent establishment in Poland.

If any of the above conditions is not met, the employee's salary will be taxed in the country where the work is performed.

## Special exemption for employees under 26 years old

From August 2019 applies tax exemption for employees under 26 years old achieving their income from service relationship, employment relationship, outwork or cooperative employment relationship. Lately introduced law indicates that revenue of individuals under 26 with an annual revenues not exceeding PLN 85,528 per year would not be taxed at all. Revenues over the threshold of the tax scale will be taxed with a current rate of 32%.

## Automatized submission of annual tax returns for individuals

"Twój e-PIT" is a portal which enable submitting annual tax returns for the most popular forms PIT-37 and PIT-38 by electronic means. The concept of the portal is automatic preparation of the tax returns by the Chief of National Fiscal Information. Also if allowances are applicable, the taxpayers are obliged to indicate it after logging in on "Twój e-PIT".

## Tax Returns

The tax year in Poland begins on 1st January and ends on 31st December. Individuals submit their annual tax returns by 30th April of the year following a given tax year (or before leaving Poland if that takes place earlier).

There is also solution of joint returns available for:

- married couples (after meeting certain conditions) including non-residents from any EEA country as long as no less than 75% of their global income is derived in Poland and
- single parents with dependent children.

Revenues subject to regulations on tax on inheritance and donations, actions that cannot be the object of a legally binding agreement, and revenues subject to tonnage tax are not covered by the provisions of the Personal Income Tax Act.

## Monthly advance payments

The advance payments should be paid by the 20th day of the month following the month when the income was obtained (e.g. the advance for income obtained in September is payable by 20th October). The tax due for December is payable upon submitting the annual tax return in Poland.

## Tax scale 2021

The table below presents the tax brackets applicable in 2021.

| Taxation Base (PLN) |        | Tax Amount in 2021                                    |
|---------------------|--------|---|
| Over                | Up to  |   |
|                     | 85,528 | 17% minus the amount decreasing tax                   |
| 85,528              |        | PLN 14,839.02 + 32% on the surplus over PLN 85,528.00 |

# Personal Income Tax (PIT)

## Tax deductions

There is a standard deduction of PLN 250 per month on income earned under an employment contract. Additionally, if a taxpayer works away from place of residence, the deduction goes up to PLN 300 per month, unless the taxpayer receives a family separation allowance. Those with more than one contract of employment are entitled to an increased deduction up to 1.5 times of the above amounts.

An annual tax credit of PLN 525,12 is available to all individuals who have a taxable presence in Poland.

## Healthcare contributions

Healthcare contributions (9% of gross income after deducting social security) are deductible from tax up to 7.75% of the assessment base.

## Child deduction

Parents bringing up children can claim child deductions (provided that certain conditions are met) – in 2021, they can deduct from taxable income up to PLN 1,112.04 annually for one child; PLN 2,224.08 for two children; PLN 4,224.12 for 3 children; PLN 6,924.12 for 4 children; with an additional PLN 2,700 for each extra child.

## Special tax regime – Solidarity Surcharge

Individuals with their residence in Poland earning above PLN 1.000.000 per year are obliged to pay the “solidarity surcharge” - additional tax on the amount exceeding PLN 1.000.000 revenue. The tax rate amounts to 4% after standard taxation at 17%/32% or 19%.

## Tax allowances

The following types of income are exempt from personal tax:

- reimbursement of moving expenses and allowance when relocating for business purposes. However this deduction according to Polish jurisprudence does not apply to ordinary employees;
- amounts due for business travel assignments;
- income earned abroad if international or bilateral agreements so provide (Polish tax residents);
- certain types of benefits in kind, – up to PLN 380;
- the value of free benefits defined as income from other sources – provided that the value of any single benefit does not exceed PLN 200;
- obligatory social security contributions paid in Poland (and those paid in an EEA country if not deducted in the country of origin).

## How can we help?

- Assistance in meeting the PIT taxpayer's obligations
- Assistance in the preparation of tax returns
- Submitting tax returns as an attorney
- Calculation of monthly income tax advances
- Tax consultancy regarding current settlements
- Advice on the application of tax allowances
- Assistance in obtaining the necessary certificates and documents



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# Tax on goods and services (VAT)

## Scope of taxation

As Poland is a member of the European Union, its provisions concerning tax on goods and services (VAT) have been brought into line with Council Directive 2006/112/EC of 28 November 2006 on the common system of value added tax, even though some differences occur.

In principle, VAT is levied on certain taxable activities at each stage of the supply chain and then is ultimately paid by the end consumer.

Polish VAT is imposed on the following activities:

1. supply of goods and provision of services against payment within the territory of the country
2. export of goods
3. import of goods
4. intra-Community acquisition of goods against payment within the territory of the country
5. intra-Community supply of goods

It should be noted that intra-Community acquisition of goods and intra-Community supply of goods also takes place when goods that belong to the taxpayer's enterprise are transported by them or on their behalf from one Member State of the European Union to another.

In certain particular cases, gratuitous performances (of goods and/or services) are deemed to constitute taxable activities, too.

The following activities are not subject to VAT:

- transactions involving the disposal of an enterprise or an organized part of an enterprise;
- activities, which cannot be the object of a valid and legally binding agreement.

## Taxpayers

VAT taxpayers include legal persons, legal entities without legal personality and sole proprietors (natural persons), irrespective of the purpose or effects of activities.

The law stipulates that the obligation to pay VAT also applies to such legal persons, legal entities without legal personality and natural persons who:

1. are not normally taxpayers as they do not perform a taxable business activity, but are treated as taxpayers when they supply new vehicles to persons in other EU Member States (intra-Community supplies), unless the circumstances indicate that this activity will be conducted regularly
2. make an intra-Community acquisition of goods
3. use services provided by a taxpayer not established in Poland (reverse-charge)
4. acquire goods delivered to Poland by a taxpayer not established in Poland (reverse-charge)

# Tax on goods and services (VAT)

## Permanent place of business

In some circumstances a taxpayer's business may be deemed to take place at a permanent establishment (also known as a fixed establishment for VAT purposes). Fixed establishment shall be any establishment, other than the place of establishment of a business, characterised by a sufficient degree of permanence and a suitable structure in terms of human and technical resources to enable it to provide and receive services.

All taxable activities performed via a fixed establishment in Poland shall be taxed in Poland. All foreign entities performing taxable activities in Poland should analyse whether a fixed establishment exists.

## Registration for VAT purposes

Before starting any VAT-able activity, taxpayers are obliged to submit an application for registration to the head of a competent tax office. Businesses whose sales volume in the previous tax year did not exceed PLN 200,000 and entities performing VAT-exempt activities can file the registration form, but are not obliged to do so.

If, in the course of the year, revenue exceeds PLN 200,000, VAT exemption expires immediately. Foreign entities which do not have their registered office within the territory of Poland are not allowed to exercise the non-registration privilege and hence are always obliged to register in case of performing transactions within the scope of Polish VAT Act, regardless of their revenue.

In case of entities from outside of EU territory, performing business activity covered with Polish VAT act, there is an obligation to appoint fiscal representative (this requirement does not apply to entities from the UK and Norway).

Moreover, it should be noted that businesses performing certain listed activities may not benefit from not registering.

Taxpayers whose scope of activity includes intra-Community transactions need to register additionally for a special EU VAT number preceded with "PL" for the purposes of such transactions.



# Tax on goods and services (VAT)

## Tax base

The VAT tax base is the whole consideration to be received from the purchaser, including any grants, donations and similar contributions received, which have a direct impact on the price (amount due) of goods or services supplied by the taxpayer. The tax base includes:

- taxes, customs duties, charges and other similar duties except the VAT amount;
- additional costs, commission, packing, transport and insurance charged by the supplier.

The general rules also apply to intra-Community transactions and exports. For imports, VAT is calculated as a percentage of the customs value plus custom duties due. If the imported goods are subject to excise duty, that is included in the assessment, too. The tax base includes elements such as commissions, packing, transport and insurance costs, incurred up to the first destination within the territory of the country.

The aforementioned elements are also included in the tax base if they are related to the transport to another destination within the territory of the Community if the latter is known at the time of importation.

## Tax obligation

### General rules

As a general rule, the tax obligation arises at the moment of delivery of the goods or completion of the service performance.

Nevertheless, it should be taken into account that VAT regulations in Poland provide for a special tax obligation in respect to certain types of services, such as e.g. construction services, letting, leasing, rental services, supply of electricity and heat, gas by pipes, supplies of printed books.

In the case of advance payments received before services are performed or goods are delivered, the tax is chargeable upon the receipt of payment.

### Export of goods

The above-presented general rules also apply to the export of goods.

### Import of goods

For imports of goods, the tax is chargeable upon the recognition of customs debt.

## Intra-Community acquisition of goods

In the case of intra-Community acquisition of goods, the tax obligation arises once the invoice is issued by the VAT taxpayer but not later than on the 15th day of the month

following the month when goods subject to intra-Community acquisition of goods were delivered.

## Intra-Community supply of goods

In the case of intra-Community supply of goods, the tax obligation arises once the invoice is issued but not later than on the 15th day of the month following the month when goods were supplied.

# Tax on goods and services (VAT)

## VAT rates

At present the standard VAT rate is 23%. There are also reduced rates of 8%, 5% and 0%, and the so-called exempt rate – “zw”.

There is a closed (exhaustive) catalogue of goods and services that may be taxed using the reduced rates. Where the Polish VAT Act does not allow for the use of a reduced rate, all supplies and services shall be taxed using the standard rate.

The 0% VAT rate is levied on the export of goods or on the intra-Community supply of goods as well as certain supplies to shipowners and certain supplies and services related to sea and air transport.

VAT exempt services include for instance financial agency services (with exceptions) or educational services.

## Split payment

VAT regulations provide the requirement to use the split-payment mechanism for selected transactions documented by invoices in which the total amount of receivables exceeds PLN 15,000 (gross). Split payment should be understood as a payment of an amount corresponding to the amount of tax or a part of it, resulting from the received VAT invoice, made to the separate VAT account.

## Deduction of tax on goods and services

Taxpayers can deduct input VAT on purchases of goods and services from output VAT arising from sales for which the tax obligation arose during the settlement period. Input VAT can be deducted if the goods and services have been purchased for the purposes of activities subject to taxation. If a business performs taxable and tax-exempt activities at the same time, the taxpayer is obliged to match the expenditures to the particular activities, or – where it is not possible to assign the expenditure – a certain percentage should be applied and then the taxpayer should deduct the corresponding fraction of input VAT. To this end, the taxpayer should calculate the ratio (in line with the principles set out in the regulations on the goods and services tax), which will represent the share of turnover related to VAT-able activities in the total turnover.

The ratio calculated as above is adjusted at the end of each tax year. For tangible and intangible assets, the taxpayer should apply the appropriate adjustment over five subsequent years and in the case of real estate – over 10 subsequent years.

Even if the conditions underlying the right to deduct input VAT have been met, the taxpayer may not deduct the full amount of VAT on the purchases of fuel for passenger cars (except where the cars are used exclusively for business purposes and subject to certain conditions on reporting to the tax office and providing vehicle mileage).

As of 1 July 2015 taxpayers are able to deduct 50% of input tax on purchases related to passenger cars used for mixed purposes – business and non-business. Special rules on deducting input tax are applicable to the purchase and use of passenger cars.

Taxpayers are not allowed to deduct VAT on purchases of hospitality and gastronomic services.





# Tax on goods and services (VAT)

## Refund of VAT

If input VAT in any given settlement period exceeds the amount of output VAT, the taxpayer can deduct the surplus from output VAT in subsequent periods or choose to be reimbursed for the difference into their bank account.

The refund of surplus input VAT is to take place within 60 days.

If certain requirements are met, the refund may take place within 25 days.

If a taxpayer didn't perform any taxable activity during a settlement period, they can receive a refund of input VAT within 180 days provided they submit an application including a statement of reasons.

Entities that do not have a registered office or permanent place of business, or place of residence within the territory of Poland, but are established in another Member State of the European Union, and are not obliged to register for VAT purposes in Poland, may recover VAT incurred in connection with purchases within the territory of Poland applying for a refund under Council Directive 2008/9/EC of 12 February 2008 laying down detailed rules for the refund of value added tax, provided for in Directive 2006/112/EC, to taxable persons not established in the Member State of refund but established in another Member State.

The refund is made on the basis of regulations of the Member State where the tax was incurred, therefore, certain restrictions can be applied (e.g. on purchases of hospitality and gastronomic services, as well as some restrictions referring to the use of passenger cars).

## Reporting duties

Taxpayers are obliged to report on a monthly or quarterly basis. So-called Standard Audit File on VAT (JPK\_VAT) in a structured form are submitted by the 25th day of the month following the reporting period. Alternatively,

if the head of the competent tax office has been duly notified of quarterly settlements periods – by the 25th day of the month following each quarter. Taxpayers report electronically only.

Taxpayers involved in intra-Community transactions are obliged to submit EC Sales Lists to report intra-Community supplies of goods, intra-Community acquisitions of goods, tripartite transactions as well as supply of services to which reverse charge mechanism is applicable. EC Sales Lists are submitted for monthly periods. The EC Sales Lists are submitted electronically by the 25th day of the month following the month when the tax obligation arose.

Additionally, INTRASTAT information is to be prepared for monthly periods and submitted by the 10th day of the month following the month during which the reported transactions took place.

## Special procedures

Polish VAT regulations include special procedures for:

1. small entrepreneurs;
2. farmers subject to lump-sum tax;
3. Tour Operators Margin Scheme (VAT margin scheme for travel agents);
4. supply of second-hand goods, works of art, collectors' items and antiques;
5. supply of investment gold;
6. supply of electronic services to non-taxable persons (Mini One Stop Shop Procedures);
7. special procedure for the provision of services to international occasional road passenger transportation;
8. simplified scheme for intra-Community triangular transactions;
9. traveller VAT refund scheme.



# Tax on civil law transactions

## Object of taxation

Tax on civil law transactions is levied on:

- civil law transactions – sales agreements and agreements on the exchange of goods and property rights (also in execution and bankruptcy proceedings), loan agreements, donation agreements – to the extent regarding the acquisition of debts and encumbrances by the recipient or the donor's liabilities, annuity agreements and agreements on the dissolution of co-ownership (with regard to repayments or contributions) and the partial dissolution of co-ownership, establishment of mortgages, establishment of usufruct for consideration (including improper usufruct) and servitude for consideration, irregular deposit agreements, company deeds (articles of association);
- amendments to the aforementioned agreements if they increase the tax base;
- court decisions and settlements if they have the same legal effects as civil law transactions subject to taxation.

## Taxpayers

The tax on civil law transactions applies to natural persons, legal persons and entities without legal personality who are the parties to civil law transactions.

In the case of notarised civil law transactions, the tax on civil law transactions is collected and paid by the notary.

In the following types of agreements, the following persons are obliged to pay the tax:

1. sales agreements – the purchaser;
2. exchange agreements – parties to the transaction;
3. donation agreements (gift agreement) – the donee;
4. lifetime estate agreement – the purchaser of the ownership of real property;
5. agreement for the partition of the estate or termination of co-ownership – the entity which acquires tangible property or property rights exceeding their share in the estate or co-ownership;
6. establishment of usufruct for consideration, including improper usufruct, and servitude for consideration – usufructuary or the servitude holder;
7. loan agreement and irregular deposit agreement – borrower or custodian;
8. establishment of mortgage – the party making the statement of intent to establish the mortgage;
9. formation of a civil law partnership – members, formation of other types of companies – the company.



# Tax on civil law transactions



## Assessment base and tax rates

The maximum tax rate of 2% is imposed on transactions including sales agreements, exchange agreements, donation agreements, lifetime estate agreements and termination of co-ownership agreements for transfer of ownership of immovable property and movable property. The tax rate applicable to the articles of association (foundation act) or increasing capital equals 0.5% of the capital (or its increase). Tax rate of 0.5% is applicable also to loan agreements. For securing a debt whose amount is not specified, a fixed amount of tax is charged – PLN 19. Tax rate applicable to the loans and irregular deposits equals 0.5% of an amount or value of the loan or deposit.

In principle, the tax is assessed at the market value of a thing or property right subject to the civil law transaction, taking into account the average prices applied in the trade of items of the same type and grade, condition, as well as the level of wear and tear, or in the trade of property rights, at the date of executing the transaction, without deducting debts or encumbrances.

## Activities and documents related to the tax on civil law transactions; tax payment method

Unless the tax is collected by the paying agent (notary), taxpayers are obliged to submit a tax return on civil law transaction, and to assess and pay the tax due within 14 days from the date of recognising the tax liability, without prior request from the tax authority.

## Exclusions and exemptions from the tax on civil law transactions

The tax on civil law transactions is not levied on some transactions, in particular the following:

- transactions for which at least one party acts as a VAT payer regardless whether taxable or exempt, unless the exempt transaction concerns real property
- contracts for the sale of shares in a joint-stock company executed through investment companies or foreign investment companies (e.g. a brokerage house)

- articles of association with their subsequent amendments referring to:
  - mergers and acquisitions of companies;
  - re-registration of a company as a different type of company;
  - contribution of the following to a company, in exchange for shares in the company:
    - a company's enterprise or an organised part thereof;
    - shares in another company corresponding to a majority vote in that other company, or subsequent shares, if the company to which the shares are contributed already holds a majority vote.
- if the object of a transaction is tangible property located abroad or property rights exercised abroad, if the purchaser is not established in Poland, or the civil law transaction was not performed within the national territory of Poland;
- if in case of the exchange agreement at least one of the things is in the territory of Poland or one of property rights is carried out on Polish territory.

# Excise duty

Polish excise duty legislation is in line with the European Union's provisions. However, there are some local differences which in general do not create a conflict of laws.

## Taxable goods

According to Excise Duty Act, excise duty is payable on excise goods and passenger cars.

Excise goods include in particular:

- energy products;
- electricity;
- alcohol and alcoholic beverages;
- tobacco.

## Taxable activities

According to the Excise Duty Act, excise duty is levied on:

- production of excise goods;
- entry of excise goods to an excise warehouse;
- import of excise goods;
- intra-Community acquisition of excise goods.

There are also some other specific situations where excise duty is levied, such as:

- shortages and losses of excise goods;
- use of excise goods exempt from excise duty for any purpose other than that underlying the exemption.



Excise duty on passenger cars is levied on the following activities:

- import of passenger cars not previously registered in Poland;
- intra-Community acquisition of passenger cars not previously registered in Poland;
- first sale of passenger cars manufactured in Poland.

The rate of excise duty applicable to passenger cars depends on engine size and amounts to:

1. 18.6% of tax base if engine capacity exceeds 2000cc;
2. 3.1% of tax base for other passenger cars.

With regard to electricity, coal products, gas and tobacco, separate regulations define the scope of taxable activities because of the special nature of these products.

## Exemptions

The Excise Duty Act provides for a complicated system of exemptions. The criteria that must be met in order to benefit from certain exemptions can be divided into unified exemption criteria and more restrictive exemption criteria. For example:

- coal products are exempt when used for heating purposes in the process of generating electricity;
- coal products are exempt when used for heating purposes in the homes of individual consumers;
- gas is exempt when used for heating purposes in agriculture;
- alcohol is exempt when used in the production of medication.

In some cases, the exemption is conditional on the fulfilment of other requirements like adequate record-keeping etc.

# Local taxes and charges

Local governments impose a range of local taxes and charges. The tax rates are determined individually by relevant local governments (e.g. the municipal council). However, the legislator has imposed certain restrictions on local governments' freedom as to levying local taxes and charges by defining the maximum tax rates.

There are several different local taxes and charges, among which real estate tax and road vehicle tax apply in particular to entrepreneurs.

## Real estate tax

Real estate tax is imposed on land, buildings and their parts, structures or their parts used for business purposes.

Real estate tax rates differ depending on a range of factors, such as e.g. the type of real estate and its location or the type of activities conducted by the tax payer.

For instance, in the case of land the tax is assessed according to its surface area, in the case of buildings or their parts – usable floor area, and in the case of structures – their value used as the base for tax depreciation for the purposes of income tax.

Some of the maximum rates are listed below:

| Real estate annual tax maximum rates (in 2021)   |   |
|--|---|
| Land designated for the conduct of business      | 0.99 PLN/m <sup>2</sup>                                       |
| Residential buildings                            | 0.85 PLN/m <sup>2</sup>                                       |
| Buildings designated for the conduct of business | 24.84 PLN/m <sup>2</sup>                                      |
| Structures                                       | 2% of the property value (used as the basis for depreciation) |

## Road vehicle tax

Road vehicle tax is levied on trucks, buses, truck-tractors and ballast tractors, trailers and semi-trailers according to defined criteria.

In general, road vehicle tax applies to the following types of vehicles:

- trucks with a permissible gross weight of over 3.5 tons;
- truck-tractors with a total permissible gross weight of over 3.5 tons;
- trailers and semi-trailers with a total permissible gross weight of over 7 tons, except for those used for agricultural purposes;
- buses.

The tax is payable by owners of road vehicles, whether natural persons, legal persons or legal entities without legal personality.

Road vehicle tax rates can differ according to the environmental impact of the vehicle.



**Labour**

# Labour Code

Employment relations in Poland are regulated by the Labour Code. Its provisions are accompanied by secondary legislation, including ordinances laying down detailed rules of conduct in specific employment situations and a range of special regulations.

Key issues covered by the provisions of the Labour Code include:

- types of employment contracts that may be concluded with employees (for an indefinite/definite term, probation, for the duration of replacement, or time needed to perform a specific task);
- general rules governing the payment of remuneration;
- rights and duties of contracting parties, working hours, leave entitlements;
- arrangements related to parenthood;
- occupational health and safety provisions;
- provisions for the employment of minors;
- anti-discrimination provisions.

Since 22 February 2016 there is only two types of contracts: permanent or fixed term. Each of them may be preceded by an employment contract for a trial period of up to 3 months.

## Working hours

In Poland, the standard working hours are:

- 8 hours a day;
- 40 hours in a five-day working week, over the adopted reference period which can be no more than four months;
- including overtime, the working hours in any adopted reference period may not exceed 48 hours a week (this limit does not apply to the management staff of the establishment).

There are groups of employees, listed in secondary legislation, to whom reduced working hours apply (e.g. employees with disabilities, healthcare employees).



# Labour Code

## Minimum wage

The state policy on pay, especially the institution of minimum wage, aims to ensure that one of the key principles of labour law, i.e. fair pay, is implemented. The rate of minimum wage is agreed every year by the Trilateral Commission for SocioEconomic Affairs and published by the Prime Minister in Monitor Polski of every year.

The minimum monthly wage in 2021 was fixed at PLN 2800,00, which means that a person employed full-time from 1 January 2020 cannot be paid less.

The following components of remuneration are not taken into account when calculating the minimum wage:

1. service anniversary award;
2. retirement allowance;
3. overtime pay;
4. pay for night time work;
5. seniority bonus.

According to Article 8.1 Minimum Wage Act, if an employee works part-time in any given month, the statutory minimum pay requirement applies proportionately to the number of working hours to be completed by the employee in the month.

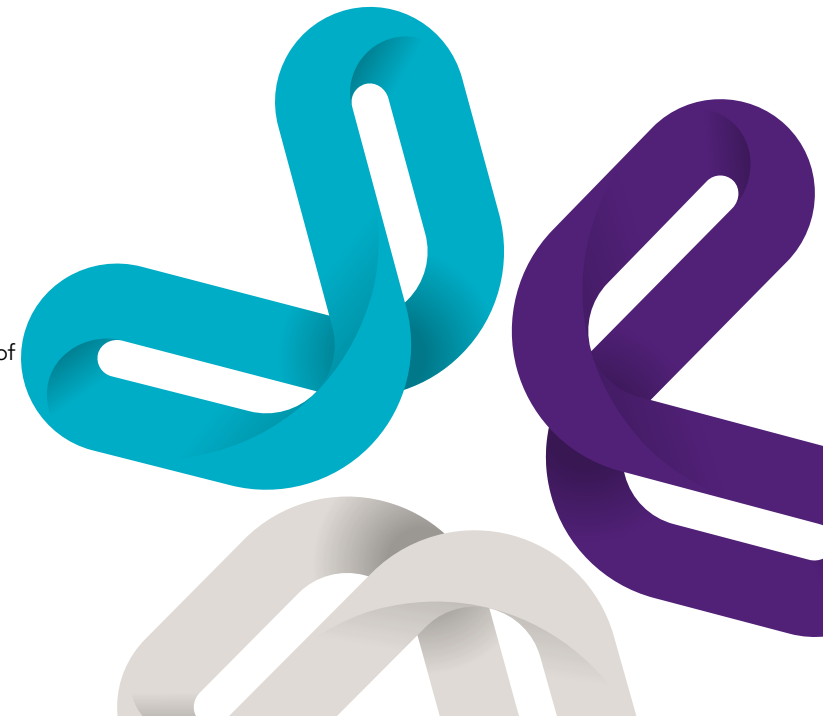
If a full-time employee were to be paid less than the minimum wage in any given month, because of the due dates for the payment of certain pay components or distribution of working hours, then the employer must compensate the remuneration so that it is not lower than the currently applicable minimum wage.

The minimum wage also serves as an important parameter underlying the calculation of certain employment benefits, including:

1. night work allowance;
2. severance pay due to collective redundancies;
3. minimum compensation for breaching the principle of equal treatment in employment;
4. compensation due to harassment-related termination of employment;
5. minimum standby pay;
6. minimum benefits base.

As the minimum pay goes up, so do the following:

1. amount exempt from deductions;
2. labour costs;
3. social security contributions paid by employers on preferential terms;
4. night duty allowance;
5. minimum incapacity benefit.



# Labour Code

## Annual leave

An employee's annual leave entitlement varies depending on the number of years worked by that employee. It amounts to respectively:

- 20 days - if the employee has worked less than 10 years;
- 26 days - if the employee has worked 10 years or more.

The provisions of the generally applicable labour law specify the legal minimum entitlements. An employer can elect to offer more leave in its internal regulations.

In the case of part-time employees or those who have only worked for part of the year, the leave entitlement is calculated pro-rata (to the working hours or period of employment with the given employer during the year, respectively).

## Additional leave entitlements

There are some special circumstances when employees are entitled to a leave of absence:

- 2 days - in connection with their marriage or birth of their child, or death and burial of the employee's spouse or child, father, mother, stepfather or stepmother;
- 1 day - in connection with the marriage of the employee's child or death and burial of the employee's sister, brother, mother-in-law, father-in-law, grandmother, grandfather, as well as any other person who is the employee's dependant or under their direct guardianship;
- and in certain other situations provided for in labour law.

## Parental leave

On 2 January 2016 in Poland they will apply new powers related to parental leave - presents them in the table below.

- **maternity leave**  
(from 20 to 37 weeks depending on the number of children born at one time);
- **parental leave**  
(from 32 to 34 weeks, depending on the number of children born at one time).

Anyone who has a total of at least 6 months' employment record is also entitled to 36 months of unpaid parental leave, of which 1 month is dedicated exclusively to the other parent. The leave may also be taken in up to five parts, until the end of the calendar year when the child is six years' old.

| maternity leave |                   | additional maternity leave | parental leave |                   |
|-----------------|-------------------|----------------------------|----------------|-------------------|
| 1 child         | more than 1 child | not applicable             | 1 child        | more than 1 child |
| 20 weeks        | 31-37 weeks       | not applicable             | Up to 32 weeks | Up to 34 weeks    |



# Labour Code

## Fringe benefits

Apart from their apparent cash value, employee (fringe) benefits also have other advantages in the eyes of employees, foremost - utility. Instead of earning money, which has to be exchanged for something of practical use, the employee receives ready-to-use products. Benefits also carry certain prestige. They are designed to meet the diverse needs of employees.

One of the most popular and coveted employee benefits is private healthcare. Medical services in Poland are provided by public institutions as well as by the private sector which offers comprehensive diagnostics and treatment. Where such services are offered as a fringe benefit, the employer takes out a healthcare package for employees with a service provider so that medical treatment is not paid directly by the employee. The cost depends on the package selected.

## Probation

Probationary periods vary depending on the type of employment contract concluded. However all contracts are subject to a maximum probationary period of three months. As from 22 February 2016 it is possible to conclude more than one probationary contract if the type of work changes. For the same type of work it will be possible to repeat probationary contract but only after 3 years from termination or expiration of the previous employment.



## Trade unions

The fundamental right to organise trade unions, occupational, social and economic organisations is enshrined in the Polish Constitution. In turn, separate acts regulate in detail the activities of individual unions and organisations. The right to establish and join trade unions, as well as the principles of organisation and members' rights are laid down in the provisions of the Trade Unions Act. The above act grants every employee the right to collectively bargain, which includes joining and establishing trade unions. It also stipulates special rights necessary in the performance of trade union duties, such as e.g. paid leave of absence or special protection against dismissal due to trade union activism. The act imposes certain obligations on the employers to enable the performance of trade union functions, e.g. by providing dedicated office space for trade union activity. The focus of trade union activity in Poland is on protecting employee rights and representing workers before state and local authorities, as well as other bodies, e.g. employers' organisations.

# Labour Code

## Termination of employment

According to Polish labour law, a contract of employment can be terminated earlier through one of the following legal actions:



### Agreement between the parties

This method may be used to dissolve any contract and either party can initiate the process. This means that a contract of employment may be terminated in such a way at any time regardless of the parties involved, even if the employee enjoys special protection against dismissal, such as e.g. pregnant women and employee on maternity leave, employees at preretirement age, etc. The only condition is that both parties must agree on the terms and conditions for terminating employment.



### Notice of termination

A unilateral declaration of intent made by one of the parties to the contract of employment, entailing a period of notice which depends on the type of contract and its duration. The notice period, depending on the contract, may range from 3 working days to three months.

In principle, a notice of termination does not need to provide any grounds, unless it is a contract of employment for an indefinite period. When terminating an indefinite-term employment contract, the employer is obliged to provide grounds for the termination (and the grounds provided must be true and specific) and to notify in writing the relevant trade union organisation which represents the employee (if such exists) of their intent.

On the other hand, the employee does not have to provide any grounds, even when terminating an indefinite-term employment contract.

Since 22 February 2016 new rules were implemented. As a result of these changes total time of employment under such contracts will be limited up to 33 months /4 agreements and the new rules of termination will appear (equalizing with a contract of indefinite duration: variable notice periods).



### Termination without notice

An employment contract can be terminated without notice, i.e. with immediate effect, by the employer as well as the employee in the presence of circumstances that warrant such termination as provided for in labour law. These circumstances may involve the fault of the employee (the so-called termination for cause, as in disciplinary action) or reasons beyond their control (as in longterm absence, especially related to illness).

A written declaration of intent to terminate the employment contract without notice does not have to specify the date when employment comes to an end, for it always takes effect as of the date the declaration is received by the addressee in such a way as to enable them to properly familiarise themselves with its contents.

The employer may only terminate the contract for cause in the first month of becoming aware of the circumstance underlying the termination.

An employment contract may not be terminated without notice for reasons beyond the employee's control if the employee is absent due to providing child care while on attendance allowance.

# Labour Code

## Severance pay and compensation

In Polish labour law, the following types of severance pay and compensation are provided for employees upon termination of employment:

1. **Severance pay upon retirement** – paid out to employees who retire due to old age or disability.  
It is a one-off benefit and is equivalent to one-month's pay of that employee;
2. **Bereavement allowance** – paid out to eligible family members if employment ends due to the employee's death.  
The amount depends on seniority with a given employer and can range from one month's to six months' pay;
3. **Redundancy pay for employees laid off without cause** (under the Collective Redundancy Act) – ranging from one month's to three months' pay depending on seniority with a given employer (applicable for employers having at least 20 employees);
4. **Termination pay** – equivalent to monthly pay for each month of the notice period if it is shortened unilaterally by the employer;
5. **Compensation for wrongful termination** – awarded by the court if the court finds the termination of an employment contract (with or without notice) to be unlawful.

## Collective redundancy

Polish law affords special protection to employees in the case where an employer of 20 employees or more seeks to lay off 10 of them or more within 30 days. Collective redundancies arise when, depending on the headcount, certain thresholds regarding the numbers of employees to be laid off are reached in any 30-day period. The law provides for a special procedure which requires that the employment office must be notified of collective redundancies so as to prepare the labour market for the resulting increase in unemployment.

Moreover, certain employee groups enjoy special protection due to their personal or occupational status, e.g. pregnant women and those on maternity leave, union activists, members of councils and organisations existing in the workplace for the protection of workers' rights. Under these protection rights contracts cannot be terminated at all or can be terminated in a limited scope. The law also stipulates obligatory severance pay for redundant employees, according to the duration of employment with the employer. The statutory employee protection measures can be somewhat eased in extraordinary circumstances, e.g. when the employer faces bankruptcy or overall liquidation.

## Social insurance

Poland has a national social insurance system which is made up of several elements, including:

- **retirement insurance**, which goes towards old-age pensions and expenditure to cover insufficiencies from capital pensions;
- **disability insurance**, which goes towards:
  - disability allowance, training allowance, survivor's pension, supplements to survivor's pensions for orphans, carer's allowance;
  - old-age pensions granted by administrative decision to replace disability allowance;
  - funeral allowance;
  - back-to-work schemes;
  - benefits to be paid by the social insurance institution (ZUS) which are subject to financing from the state budget;
- **sickness insurance**, which goes towards:
  - sick pay;
  - maternity pay;
  - attendance allowance;
  - compensation benefit;
  - rehabilitation benefit.

# Labour Code

- **accident insurance**, which goes towards:
  - industrial injury pension and disability pension supplements;
  - one-off compensation;
  - sick pay; due to incapacity for work caused by an industrial injury or occupational disease;
- **health insurance**, which is used to pay for the costs of primary healthcare and hospital treatment;
- **labour fund**, which is used to mitigate the consequences of unemployment, i.e.:
  - unemployment benefit;
  - subsidised employment;
  - public works;
  - training and retraining of the unemployed;
  - development of careers guidance;
  - development of IT systems and labour market research;
- **guaranteed employee benefits fund**, which is intended to protect employees against loss of remuneration due to employer insolvency. It is used to satisfy claims related to job remuneration and other contractual remuneration components.

## Social insurance contributions deducted from remuneration amount to:

| Type of insurance                        | Rate       | Rate payable by the employee | Rate payable by the employer |
|--|------------|------------------------------|------------------------------|
| <b>Retirement</b>                        | 19.52%     | 9.76%                        | 9.76%                        |
| <b>Disability</b>                        | 8.00%      | 1.5%                         | 6.5%                         |
| <b>Sickness</b>                          | 2.45%      | 2.45%                        |                              |
| <b>Accident</b>                          | 0.67-3.33% |                              | 0.67%-3.33%*                 |
| <b>Health</b>                            | 9%         | 9%                           |                              |
| <b>Labour Fund</b>                       | 2.45%      |                              | 2.45%                        |
| <b>Guaranteed Employee Benefits Fund</b> | 0.10%      |                              | 0.10%                        |

\* The accident insurance rate is different for individual employers and is based on the level of occupational risk and its potential consequences.

**Employees Capital Plans (PPK)**, the form of saving under the pension system; it's obligation of the employer to establish the PPK for employees. Both parties are required to pay contributions – minimum **1,5%** of the monthly remuneration is paid by an employer and minimum **2%** of the monthly remuneration is paid by an employee. The implementation of the PPK requires the conclusion of a management contract for PPK with the selected investment fund, which is established to collect paid funds.

From **1 January 2021** the PPK will be obligation of all of employers. Employees can opt out of this additional form of saving.

# Labour Code

## Employment of foreign nationals

For a foreign national to be employed in Poland, their legal status in the country must be legal. Non-EU nationals may stay in Poland legally under a visa or another document authorising their stay. EU nationals may stay in Poland legally for up to 3 months and they do not have to report this fact or obtain any permits. After that, their stay will continue to be legal if they have entered employment, undertaken studies or if they meet other conditions stipulated in the Foreign Nationals Act. Otherwise, they are required to legalise their stay.

In certain situations, a work permit has to be obtained to enable employment in Poland, especially for non-EU nationals. However, there is a category of foreign nationals who are not EU citizens and who enjoy the privilege of being able to work without a permit for less than six months, on condition that the employer makes an appropriate declaration in the employment office.

This privilege applies mainly to nationals of neighbouring countries, including Ukraine, Belarus, the Russian Federation, Georgia and Moldova.

Work permits are not required of EU nationals, as well as those of Switzerland, Norway, Iceland and Liechtenstein, long-term residents, people with permanent employment in one of the EU member states seconded to Poland for temporary work, as well as individuals with refugee status or a settlement permit,

tolerated stay permit, holders of temporary residence permits in cases provided for in the Foreign Nationals Act, students, certain academic employees and holders of Karta Polaka (Polish Card).

Work permits are issued by the voivode. The procedure for obtaining a work permit specifies that the employer needs to submit an application and conduct a market test to verify that it is not possible to fill the vacancy through the unemployment register. An employer of foreign nationals is obliged to treat them in compliance with Polish labour law.

From 1 December 2020 it is easier to hire a foreigner in Poland. Holders of humanitarian visas, visas marked "Poland Business Harbor" and medical personnel from abroad are not required to have a work permit in Poland, however each foreigner must have travel medical insurance.

In addition, due to the current epidemiological situation, in 2020 regulations providing for special solutions for foreigners in Poland entered into force. They allow, among other things, to legally stay in the country for people who want to achieve the current purpose of stay or cannot leave Poland due to the spread of SARS-CoV-2 virus.

## How can we help?

By choosing to outsource payroll, personnel and HR to Grant Thornton, you will cut down on costs, minimize your operating risks and guarantee freedom and operational continuity of your business.

With Grant Thornton's HR & payroll service, you gain access to expert knowledge and experience and avoid having to maintain specialised departments.



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**Audit**

# Audit

The primary piece of legislation governing financial accounting and reporting is the Accounting Act of 29 September 1994, which also lays down the principles governing the provision of bookkeeping services. The subsequent amendments to the Act gradually bring its provisions in line with the solutions adopted in IFRS, especially following the amendments of 2001 which came into force as of 1 January 2002.

Secondary legislation, in the form of regulations of the Polish Minister of Finance, accompany the Act, notably:

- regulation on accounting for financial instruments;
- regulation on the preparation of consolidated financial statements of capital groups.

In addition, the Minister of Finance has published separate regulations governing the accounting of banks, credit unions and investment funds.

## Filing and submission of statutory financial statements

From 2018, financial statements should be prepared in electronic form, in a special format published on the website of the

Ministry of Finance. Once prepared, financial statements are electronically signed off by the person who prepared them and by the management. If there is more than one person on the management board, all its members must sign off. If any member refuses to sign off, grounds for the decision must be provided in written form and attached to the financial statements.

Annual financial statements are subject to approval within 6 months of the balance sheet date at the latest. For some entities, annual financial statements must be audited by a certified auditor prior to approval. Distribution of profit (coverage of net loss) in entities which are obliged to have their annual financial statements audited may only take place after the certified auditor has expressed an (unqualified or qualified) opinion about those statements and after said statements have been approved by the approving body. Failing to do so renders any distribution of the profit invalid under applicable law.

Annual financial statements are to be submitted to the Repository of the Financial Documents within 15 days of approval but no later than 6 months after the balance sheet date. Financial documents may be submitted to the Repository either by a member of the company's management board or a person representing a foreign entrepreneur in the branch, whose PESEL number is disclosed in the register of entrepreneurs of the National Court Register or by a professional proxy on the basis of a power of attorney granted (legal advisor or attorney).

## Public companies:

- publish separate and consolidated quarterly statements no later than 60 days after quarter-end (no obligation to prepare quarterly statements for Q2 and Q4);
- publish separate and consolidated semi-annual statements no later than 3 months after half-year-end (this only applies to the first half of the financial year);
- publish separate and consolidated annual statements no later than 4 months after financial year-end.

# Audit

## Audit requirements

The Accounting Act provides for the obligation of auditing financial statements. In turn, most of the principles governing the performance of financial audit activities (including financial statement audit) are laid down in the Certified Auditors Act.

Certified auditors are also obliged to comply with National Standards on Auditing, which have been consistent with International Standards on Auditing since 2017.

Statutory audits are required for separate or consolidated annual financial statements prepared by banks, insurers, credit unions, public companies, investment funds, retirement funds and joint-stock companies.

Other entities are subject to statutory audits if they met at least two of the following criteria in the year preceding the financial:

- annual average employment of no less than 50 FTEs;
- total assets at the financial year-end of no less than the equivalent of EUR 2.5 million;
- total revenue and finance income for the financial year of no less than EUR 5 million.

The auditor is chosen by the body which approves the entity's financial statements, usually the general meeting of shareholders or its supervisory board if the entity's statute allows it. The auditor may not be chosen by the entity's management.

The first contract with an audit firm shall be concluded for a period of at least 2 years and may be prolonged for next periods not shorter than 2 years. However, an uninterrupted period of cooperation with one audit firm, in the case of a PIE, is 10 years. An audit firm is able to return to a client after 4 years and a key statutory auditor — after 2 years.

The agreement for the audit engagement may only be terminated for cause. Importantly, differences of opinion between the entity and the auditor regarding the application of accounting principles or auditing standards may not be cited as grounds for terminating the contract. The Polish Audit Oversight Agency is to be notified whenever an audit engagement is terminated.

Any audit of financial statements performed in violation of the independence principles is invalid under applicable law.



One of the most important regulations regarding audits at PIEs, is a list of allowed services that could be rendered by the PIE's auditor together with the audit of financial statements. The list is limited to selected assurance services usually reserved by law for certified auditors.

The supervision over the quality of audits was entrusted to a governmental supervisor named Polish Audit Oversight Agency.



# Audit

## How can we help?

Grant Thornton audit services include an expert examination of the enterprise in terms of organisation and finance, valuation of its assets and an in-depth analysis of its development outlook.

Recipients of financial statements must feel confident that these documents were drawn up correctly, presenting a true and fair view of all the important aspects of the company's assets and finance, as well as its financial performance. We are convinced that apart from ensuring an efficient audit process, our employees can offer our clients the added value of the knowledge and experience gained in numerous previous engagements.

We are recognised for our commitment and individual approach, and for a number of years we have been ranked at the top of Rzeczpospolita's annual ranking of auditors.



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## Our audit-related services:

### Audit of financial statements

The goal of audit services provided by Grant Thornton is to provide assurance in the form of an auditor's report confirming that the financial data are reliable and comprehensible, and most importantly to reduce the risk of the client's decisions related to accounting and finance.

Grant Thornton specialists audit financial statements using methodologies that are fully compliant with local regulations, as well as International Standards on Auditing and the International Code of Ethics. Our high-quality results are also supported by the standards and experience of the Grant Thornton International network.

### International Financial Reporting Standards (IFRS/IAS)

The goal underlying the implementation of International Financial Reporting Standards is to support enterprises in the process of drawing up their first IFRS/IAS financial statements.

Grant Thornton advisers specialise in implementing International Financial Reporting Standards, as well as conducting financial statement audits compliant with the above standards. Our extensive experience enables us to approach the job at hand in a flexible manner, tailored to the client's needs.

### Drawing up the financial section of a prospectus

The goal of the service is to provide assurance to investors with regard to the financial data included in the prospectus. An auditor's report verifies that the data are correct, reliable, comprehensible and comparable.

Our advisers have a long track record in drawing up the financial section of prospectuses. In the course of the project we work on a number of financial statements simultaneously to assess if the financial data included there can be treated by potential investors as a reliable basis for making investment decisions.

### Other chartered accountant services

- Audit of the financial statement of founders of a joint-stock company.
- Audit of the financial statement of the management board preceding a joint-stock company purchasing assets from a founder or shareholder.
- Audit of the financial statement of a joint-stock company management board due to the ordinary increase in share capital.
- Audit of the balance sheet and profit and loss account of a joint-stock company due to the increase in share capital through capitalization of reserves.
- Audit of non-cash contributions due to a contingent increase in share capital in a joint-stock company.
- Audit of a merger plan.
- Audit of a division plan.
- Audit of a transformation plan.
- Verification of financial forecasts.
- Audit of grant reports (including audits of reports from EU funded projects).
- Audit of contractual obligations.
- Verification of works of another statutory auditor



**Trade & Finance**

# Trade

## Foreign Direct Investment

According to NBP data, in 2019 Poland's top foreign direct investment liabilities were recorded with investors from the Netherlands, Germany, Luxembourg and France. Combined net foreign direct investment liabilities amounted to approx. EUR 209.5 billion. The highest share of the capital went into industrial processing investments, insurance and finance, as well as wholesale and retail, motor vehicle repairs and activities related to real estate services.

At the same time, the total amount of new foreign investment in the country amounted to EUR 9.7 billion, a lot of which constituted reinvested earnings – a sign of the growing confidence of foreign investors in Poland, showing willingness to incur additional expense to develop their existing investments. Geographically speaking, most of the capital invested came from the EU Member States, notably Germany, Netherlands and Luxembourg.

## Imports

In 2020, Poland's imports were worth about EUR 225.5 billion a year. Since Poland joined the European Union, international trade revenues have doubled.

A majority of imported goods, originate from the EU Member States, and Poland's key partners include Germany, Italy, Netherlands and France. In turn, the main business partners from outside of the European Union are China and Russia,

which put together account 19.1% of all imports.

## Government incentives

There is a range of investment incentives offered in Poland to foreign investors. Key incentive measures include:

### ▲ Government grants

Grants are given in the form of a subsidy pursuant to a bilateral agreement between the investor and the Ministry of Economy. Such agreements specify in detail the terms that the investor must comply with for the subsidy to be paid out with a provisos that the subsidy shall be paid out proportionately to the degree of compliance with contractual provisions.

### ▲ Polish Investment Zone Act on support for new investments

The act of 10th May 2018 amends the instruments of CIT or PIT tax relief, a form of regional public aid. The major difference introduced is that the tax relief is now available across the entire territory of Poland, for companies carrying out new investments, on publicly as well as privately owned properties.

### ▲ Investment incentives in Special Economic Zones

Special Economic Zones (SEZ) are designated geographic areas of Poland where investors enjoy preferential conditions when setting up business. Special Economic Zones are intended to promote growth in the least developed areas of the European Union by supporting new investment projects and job creation.

## ▲ European Union subsidies

EU subsidies are funds aimed at supporting EU Member State economies. Such subsidies are provided to e.g. new investments or innovative undertakings. How much aid is given depends on the business sector of the prospective investment, the amount of investment outlay planned and the location. Specific eligibility criteria and available amounts of aid also differ between individual calls for proposals, which are announced to select the best investment projects.

## How can we help?

- Support for clients entering the CEE market (including Poland) – organizational and legal aspects
- Support in M&A processes (including due diligence)
- Global mobility (cross-border posting of workers)
- Support in navigating your business in Poland (Foreign Investor Navigator)
- Business consulting and financial advisory
- Support in obtaining subsidies from the European Union and other sources



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# Finance

## Capital markets

In Poland, the institution responsible for enabling public trading in financial instruments is the Warsaw Stock Exchange. The Warsaw Stock Exchange organises and handles transactions across three markets: the WSE Main Market, the NewConnect, which is organised as an alternative trading system, and the debt instruments market – Catalyst, which functions both as a regulated market, and as an alternative trading system.

The Warsaw Stock Exchange is the largest national stock exchange in Central and Eastern Europe. As of 6 April 2021, there were 432 companies listed on the regulated market, of which 50 were foreign companies. Capitalization of the WSE exceeded PLN 1.149 billion. To illustrate stock exchange performance or the condition of a selected business sector, various stock indices are compiled based on the prices of selected stocks. The best known index is WIG20, which reflects the performance of the 20 top listed companies.

In turn, the main index of the NewConnect, a market dedicated mainly to start-ups and companies in their early days, is NCIndex30. As of 6 April 2021, there were 376 companies listed on this market and the capitalization exceeded PLN 22 billion.

The Catalyst is a bond market for trading in corporate, co-operative, municipal and Treasury debt instruments. As of 6 April 2021, the Catalyst listed 503 series of bonds issued by 128 issuers with a total value of PLN 1023 billion.

## Banking system

The Polish banking system comprises a range of financial institutions, starting with the nation's central bank, the National Bank of Poland, through the Polish Financial Supervision Authority, Bank Guarantee Fund, to the banking sector itself, including commercial banks (30 entities as of 31 December 2020), co-operative banks (530), foreign bank branches (36), credit unions (SKOKs, 35) and Bank Gospodarstwa Krajowego, Poland's only state-owned bank.

In recent years, increasing concentration in the banking sector has been observed. The five largest banks (PKO BP, Pekao, Santander, ING and mBank) as of 31 December 2020 have accumulated more than 50% of market share in terms of assets.

## Insurance industry

The insurance market in Poland is divided into life and non-life products, the latter of which includes motor, property, health and accident, as well as general liability insurance. As of 31 December 2020 there were 59 insurance companies in total. 33 of them were carrying on non-life insurance business and 26 entities offered life insurance products. Most of insurance companies, are majority-owned by foreign capital: for life insurance, it's 69.2% of entities, and for non-life insurance it's 57.6%. Shareholders originate mainly from Austria, Netherlands, France and Germany. The combined assets of insurance companies as of 31 December 2020 amounted to PLN 204.7 billion, of which PLN 95.3 billion was in life insurance assets, and PLN 109.4 billion constituted the assets of non-life insurance providers.

## Investment management industry

According to the data as of 31 December 2020, in the Polish market there were 57 investment fund management companies, which managed 601 investment funds (40 open-end funds, 52 specialized open-end funds, 780 closed-end funds) and 556 sub-funds (272 open-end funds, 259 specialized open-end funds, 25 closed-end funds).

The investment funds in Poland have accumulated total assets amounting to PLN 314.4 billion (31 December 2020), with the biggest share of closed-end funds (42.9%), then open-end funds (38.7%) and specialized open-end funds (18.4%).

### How can we help?

- Business valuations
- Valuation of intangible assets and assets
- Economic damage valuations
- Business and financial modelling
- Independent Business Review (IBR) and fairness opinion
- Obtaining financing, structuring and optimizing debt



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**Tax**

**Digital Business Design**

**Cybersecurity**