



Ministry of Economic Development
and Technology

How to set up a business in Poland?

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1. Introduction

Congratulations!

So you want to start a business in Poland. It is a country with a thriving economy and a lot of potential. For conducting most types of business activities in Poland, you will need to set up a company or become a sole trader.

Welcome to our guide on how to open a business in Poland. Here you will receive basic information and guidance on the formal process of registering your business activity. Please, be aware that due to the lack of the official translation some documents or additional information may be provided in Polish.

1.1 Legal environment

There are two main legislative levels that are important if you want to trade in Poland. First, there are Polish internal laws on who can become an entrepreneur and on what terms. There is also some international law regulating the matter, e.g. as Poland is a member of the European Union.

The most important consequence of the above is that all EU nationals and European Economic Area citizens are to be treated as if they were Polish nationals in matters concerning business and employment. The EU law on free movement states that all EU citizens are entitled to work in another EU country without needing a work permit as well as enjoy equal treatment with nationals in access to employment, working conditions and all other social and tax advantages. Many EU regulations, like those concerning VAT or customs, apply to conducting business in Poland as well.

1.2 Do I have to register a company to trade in Poland?

But it is not always necessary to register a business. So you want to start a business in Poland. Congratulations! It is a country with a thriving economy and a lot of potential. For conducting most types of business activities in Poland, you will need to set up a company or become a sole trader. But it is not always necessary to register a business.

If you have a small business, and your revenues do not exceed 50% of the minimum wage in any month, you can run a so-called non-registered business and you do not have to report it to the office. There are several business fields that are exempt to this type of commercial activity – mainly the ones that require permits or concessions.

Most service providers, including entrepreneurs from the EU, may temporarily provide services on a cross-border basis in another EU country. This type of activity is a good choice for you if your services in Poland are only temporary and occasional.

Cross-border services may be also provided by a private individual, as long as they are citizens of one of the EU Member States. So in this case setting up a company will not be necessary.

However, you might need a permit, concession or entry in a specific register. This might be required by Polish law for some types of commercial activities. The list can be found [here](#) (PL).

Some services cannot be provided as a cross-border activity. The list includes transportation, notarial services, pharmacy, medicine and gambling services.

1.3 Opening a branch of the EU company

Do you run a company in an EU country? If so, you can open a branch in Poland. You can do business in the same way as you do abroad.

These rules also apply to non-EU citizens if their home countries have mutual agreements with Poland. Remember to:

- appoint a person authorised to represent you as the foreign entrepreneur in the branch,
- enter the branch in the National Court Register,
- attach an excerpt from the foreign register together with a translation into Polish,
- attach the memorandum, agreement or statute together with a translation into Polish.

It is necessary to use the name of the branch abroad, with the Polish translation of the legal form, and the phrase “oddział w Polsce” to designate the branch.

2. First step: check if you can open your business in Poland

So, you have checked whether you need to open a company to trade in Poland and the answer is yes. How do you do it then? First you need to check if you can open a company and if so, whether you can freely choose the type.

2.1 How to check if I have the right to trade in Poland?

Not all private individuals can open every type of company in Poland. You can do it if you are or have any of the following:

1. you are a Polish citizen
2. you are a citizen or a family member of a citizen of a Member State of the European Union or of the European Economic Area
3. you are a citizen of another country and holder of one of the following:
 - permanent residence permit
 - a residence permit for a long-term resident of the European Union
 - temporary residence permit granted in connection with, inter alia, family reunion legally residing in Poland, studying
 - refugee status
 - subsidiary protection
 - a permit for residence for humanitarian reasons or a permit for tolerated stay
 - a temporary residence permit and are married to a Polish citizen residing on the territory of the Republic of Poland
 - a temporary residence permit for the purpose of conducting business activity, granted in connection with the continuation of business activity already conducted on the basis of an entry in the Central Register and Information on Business Activity
 - temporary protection in Poland
 - a valid Polish Card
 - a valid [Poland Business Harbour Visa](#)

You have a double or multiple citizenship. Is this an obstacle?

If you have more than one citizenship, there are rules in place on how it will be considered by the Polish administration.

You have a citizenship of an EU or EEA country and also of a country that is not a member of any of the above

If you have a citizenship of an EU or EEA country and also of a country that is not a member of any of the above, you will be treated as a citizen of an EU/EEA country. Therefore you do not require any special permit to set up your business in Poland. You can incorporate a Polish company on the same terms as Polish citizens.

You have a Polish citizenship and citizenship of another country

If you have Polish citizenship and also (an) other citizenship(s), Polish administration will only consider your Polish citizenship. This can be an asset or an obstacle. First of all, you have all the same rights and privileges as people holding only Polish citizenship. Therefore you can freely work, trade and participate in business life in Poland. On the other hand, you have the same duties. Even if you have lived abroad for most of your life, do not speak Polish or have never been to Poland and do not know the country, you will be expected to present the documents in Polish and will have the same obligations as Polish citizens in terms of national law. Please note that Polish administration will require Polish ID or passport as your official identification documents.

Administration include courts, official registers, tax and financial authorities etc.

You are a Polish citizen and also a citizen of an EU or EEA country. You prefer to act as the citizen of this other country in e.g. court. Is this possible?

No, it is not possible. If you have Polish citizenship, you will always be treated as Polish citizen by Polish administration.

2.2 Establishing a company by the rest of foreigners

What to do if you do not meet any of the above requirements? If you are not entitled to trade in Poland, you can establish a branch of the company or a representative office of your already existing company in Poland and offer temporary services. It is possible if there is in place the principle of reciprocity between Poland and the state.

Otherwise, you can run a business in Poland in the following forms:

- sole trader (pl. jednoosobowa działalność gospodarcza)
- limited partnership (pl. spółka komandytowa)
- limited joint-stock partnership (pl. spółka komandytowo-akcyjna)
- joint-stock company (pl. spółka akcyjna)
- simple joint-stock company (pl. prosta spółka akcyjna)
- limited liability company (pl. spółka z ograniczoną odpowiedzialnością)

You can also join such partnerships and companies, acquire and subscribe for shares.

The partnership or company would have to be registered with a person that is allowed to trade in Poland, so a person that meets any of the conditions above.

3. Second step: what type of partnership or company should I choose?

Registering your business will require several important decisions, which will determine, among other things, what taxes you will pay and what your obligations as an entrepreneur will be. In this part of our guide we will briefly present the most typical forms of conducting business activity in Poland.

3.1 Sole trader (jednoosobowa działalność gospodarcza)

Individual business activity, or being a sole trader, is the simplest type of company. It is often referred to as self-employment. It can only be established by a sole private individual. If you want to start a business on your own, this would be the best form for you, as accounting and registration are very simple for sole traders.

No articles of association need to be signed for the purpose of operating as a sole trader. No minimum capital is required. You only need to enter your business in the register and can then conduct your business activity.

As an entrepreneur, you will be liable with all your assets for the obligations made by your company. This responsibility will also extend to the joint property you share with your spouse. If your business does not generate a profit yet, you must cover all your liabilities (e.g. social security contributions, bills, penalties etc.) with private property. On the other hand, all the profits you make from your business immediately increase your private assets.

Representation

As a sole trader, you have the exclusive right to represent your business. For example, only you can enter into agreements or submit an annual tax return. With a power of attorney, you can delegate these rights to other people.

Taxes

If you run a sole proprietor business, you will be a PIT (personal income tax) payer by virtue of your business activity.

There are several forms of PIT taxation for sole traders (tax scale, flat rate tax, lump sum on registered income, tax card). Some forms of taxation can be applied only to certain types of activity. You will use only one form of taxation and you need to choose it depending on whether the form is applicable for your activity and what will be your predicted income etc. A guide for tax forms for sole traders is available [here](#).

For tax purposes, you only need to file an annual tax return. The tax advances will need to be paid on a monthly or quarterly basis.

VAT

A sole trader may be subject to VAT.

Accountancy

Sole traders can settle according to the simplified accounting rules. Depending on the chosen form of taxation, it will be revenue and expense ledger or lump sum on registered income. You may choose full accounting instead, and if your company's net revenue exceeds EUR 2 million, you are obliged to do so.

Please remember: one private individual can only have one entry in the CEIDG (Polish acronym for [Central Registration and Information on Business](#) – the official Polish electronic business registry). However, you can run different types of business activity under one entry.

3.2 Registered partnership (spółka jawna)

If you want to do business with a partner, the simplest form is a registered partnership. The advantages of this form of activity is, among others, low cost of establishment. This partnership can also be eligible for simplified book keeping. This type of company is the most suitable if your activities are in one industry and if your activity is of a small or medium scale with a low degree of risk.

A registered partnership does not have a separate legal personality. It means that you and your partner(s) yourselves will be subjects to obligations. However, the regulations give the registered partnership a special status of a “flawed legal person” and it can operate as a separate subject for trade purposes.

This form is a joint undertaking of a pair or a group of partners. Who can become a partner? Natural persons of course, but legal entities as well.

By signing the contract, the partners undertake to pursue a common economic goal by acting in a specified manner, in particular by making contributions.

No capital is required to set up a partnership.

Assets and liabilities

The assets of a registered partnership (also called a joint co-ownership) are common assets of the partners. The partners are jointly and severally liable for the debts of the partnership with all their assets. This includes assets outside of the partnership.

What does it mean exactly? If you are a partner in a registered partnership, and this partnership has entered into debt, you are liable for this debt not only with the assets that the registered partnership has, but also with your own personal assets that do not belong to the partnership.

Representation

Every partner is entitled and obliged to manage and represent the partnership.

Profit sharing

If not modified in the articles of association, each partner's share of the profit is equal, regardless of the value of the contribution made.

Taxes

A partnership itself is not subject to income tax. The tax (PIT or CIT, depending on what type of entity a partner is) is paid separately by each partner for the income earned from the partnership.

VAT

The partnership (not its partners) is a VAT payer, as opposed to the income tax.

Accountancy

A partnership is allowed to conduct accounting in three manners:

- it may settle according to the income and expenditure ledger
- it may settle according to lump sum on registered income
- it may maintain full accounting (accounting books).

If the company's net revenue exceeds EUR 2 million, it is obliged to switch to full accounting. Moreover, if a partner in a registered partnership is a legal person (e.g. a capital company), the partnership must keep full accounting records from the very beginning, regardless of the amount of income.

3.3 Limited joint-stock partnership (spółka komandytowo-akcyjna)

This type of partnership combines the involvement of an active partner (general partner) with the provision of capital by shareholders. The limited joint-stock partnership is intended, for example, for large family enterprises, which intend to raise capital for further business activity and at the same time to avoid a hostile takeover.

A limited joint-stock partnership is a partnership whose purpose is to run an enterprise under its own name. It does not have legal personality, but has judicial (can be sued) and legal capacity, e.g. can acquire rights and incur obligations on its own behalf.

Who can become a general partner and a shareholder? Private individuals, but also legal persons and organizational units without legal personality (granted legal capacity by law regulations).

The minimum capital is PLN 50,000. In order to establish this type of business activity, articles of association need to be signed in the form of a notarial deed.

In a limited joint-stock partnership, at least one partner bears unlimited liability for the partnership's obligations. The shareholder is not responsible for the partnership's obligations. The only possible risk for them is a possible decrease in value of the shares in their possession.

Representation

The partnership can be represented only by its general partners. Shareholders can represent the company only as proxies.

Shareholders do not have the right of individual supervision over the company. However, if there are more than 25 shareholders, it is obligatory to establish a supervisory board.

Profit distribution

The general partner and the shareholder participate in the profit of the partnership in proportion to their contributions to the partnership, unless the articles of association state otherwise.

VAT

The partnership is a VAT payer.

Accountancy

The partnership is obliged to keep full accounting records.

3.4 Joint-stock company (spółka akcyjna)

This type of company is the most suitable for large enterprises, especially for companies planning to enter the stock market. Some types of businesses, such as banks or insurance companies, can operate only as a joint stock company.

The company has a capital and a legal personality. It can be incorporated by one or more of the following bodies: natural persons, legal persons and organizational units without legal personality with legal capacity.

Joint stock company cannot be established by a sole shareholder.

What is important, a joint-stock company holds rights to issue shares on stock exchanges. Shareholders hold a certain number of shares, which entitles them to receive a specified part of the dividend.

The minimum share capital of PLN 100,000 is required.

A joint-stock company is liable for obligations with its own assets. There is no liability on the part of the shareholders (except for a joint-stock company still in the process of establishment, meaning within the period between executing the articles of association and registration).

Representation

The company is represented by the Management Board. General meeting of shareholders is the most important decision-making body of the company. The company may also be represented by a proxy.

A joint-stock company has to establish a supervisory board.

Taxes

Corporate income tax (CIT) is paid on the income earned in a given tax year. It is 19% (or 9% in the case of small companies or start-ups). Shareholders pay tax (19%) on dividends and other income from participation in corporate profits.

VAT

A joint-stock company is a VAT payer.

Accountancy

Full accounting, publication of annual financial reports and auditing are required.

Simple joint-stock company

The newest type of a business entity existing in Polish law is a simple joint-stock company. It introduces some new solutions to the Polish commercial companies law, crafted specifically to the needs of innovative businesses and startups. Simple joint-stock company was designed as a combination of features typical for a limited liability company and a joint stock company with addition of other characteristics, typical for partnerships. The characteristics of a simple joint-stock company are:

- The contributions to the capital or property of a company do not have to be in the form of financial or material assets. Shareholders can pay for their shares with the value of work provided to the company
- The minimum amount of share capital is only 1 PLN.
- The shareholders can be granted additional corporate rights (e.g. with respect to voting or receiving a dividend) that are based on personal rights or rights attached to the shares
- Shareholders are not personally liable for debt of the company
- Contributions made by the shareholders may be returned if they are not needed for the operation of the company or to pay off its debts. The maximum amount that can be returned by the company is 95% of its liabilities (provided that it will maintain the financial liquidity for the next six months).

Incorporation procedure

The application to set up this company is made online. There is no need to put the fixed amount of the share capital in the articles of association. The articles can be also amended as per the needs of the business owners.

Corporate governance

The founders of the company may choose from among the following management models:

- the management board as the only executive body;
- the management board supervised by a supervisory board; or
- a board of directors.

The board of directors – a novelty in Polish commercial law – may consist of up to three directors.

3.5 Limited liability company (spółka z ograniczoną odpowiedzialnością)

The limited liability company is the most popular commercial company type in Poland. It is the most suitable for shareholders who want to maintain direct supervision over the company's affairs, but limit the risk of operation only to their contribution. There is no liability of shareholders with their personal assets.

Limited liability company has a legal personality. It may be established by one or more shareholders. Another single person limited-liability company cannot be the only shareholder.

Natural persons or legal persons, regardless of their nationality or place of establishment, can be shareholders in this type of company.

Minimal capital of PLN 5,000 is required. Articles of association have to be signed in order to form the company. The articles should be signed as a notarial deed. But if you incorporate the company electronically, you can use a ready-made template.

It is also necessary to make contributions to cover the share capital and to appoint the management board (and, if necessary, a supervisory board or an audit committee). Company bodies may be appointed in a notarial deed containing the articles of association or in a separate resolution, after the articles of association have been signed.

Liability of shareholders

The company is responsible for its liabilities with all its assets. Shareholders are not liable for the company's obligations, unless they are members of the management board of the company.

Representation

The company's highest authority is the general meeting of shareholders. The company is represented by its Management Board, in accordance with the rules set in articles of association. The company may also be represented by a commercial proxy.

Each shareholder has a right to exercise individual supervision over the company. It may be limited or excluded if a supervisory board is established. The company may establish a supervisory board or an audit committee (or both). If the share capital exceeds PLN 500,000, and there are more than twenty-five shareholders, the supervisory board/audit committee is mandatory.

Taxes

The company is a corporate taxpayer (it pays CIT). The tax is 19% (or 9% in the case of small companies or start-ups) on the income in a given tax year. In addition, the company's partners pay tax (19%) on dividends and other income they have from participation in corporate profits.

VAT

The company is a VAT payer.

Accountancy

These types of companies are required to maintain a full accounting and have their financial statements audited.

4. Third step: company incorporation – general information

Depending on the type of company you wish to register, there are different steps to take. However, there are some things that will be useful in every case. In this section, you will find advice that will be applicable to almost any type of business activity. In the next section, you will find dedicated guides for the specific types of companies.

In general, the sequence of actions required for a company incorporation is the following:

- adopting articles of association, statutes or contract (not required for a sole trader)
- company registration in an appropriate register
- filing a ZUS (insurance) submission
- VAT registration

This can differ a bit depending on the exact type of company or business activity. For instance, in the case of partnerships, additional reporting duties to the tax office and beneficiaries register apply.

You will find company registration explained in detail in the next section. There, you will also find details on the differences and particular requirements concerning the remaining of the steps. In this chapter, we will tackle general guidance on the other obligatory matters (applying for insurance and VAT number), and add some helpful tips on PKD codes, electronic signature, and legalization.

4.1 How to apply for insurance – filing a ZUS submission

As an entrepreneur, you usually play a dual role:

- as the payer of contributions (you are responsible for calculating the amount payable for insurance of your employees, co-workers and your own; you are responsible for making the payment as well)
- as the insured person – you receive social insurance

When you register your company you will automatically be reported to the Social Insurance Institution as a payer of insurance premiums. This institution – the [Social Insurance Institution](#) (pl. Zakład Ubezpieczeń Społecznych), is commonly referred to by its abbreviation as ZUS.

Once you open your business, you need to apply for your own insurance at ZUS. After registering your company, you should register an insured person with ZUS within 7 days. Please note that you need to report your employees and co-workers to ZUS as well.

Make sure to use the most beneficial option: if you are setting up a business for the first time or if you have had a long break since you last ran a company, you can use the incentive relief, paying only health insurance for 6 months, and then for the next 24 months you can pay only the so called “preferential contribution”. These are much lower than normal contributions.

How to apply for insurance?

Applying for insurance can be done at the time of company registration or by submitting relevant documents to ZUS within 7 days from the date of registration.

Application for insurance as sole trader

If your business is your entitlement for insurance (i.e. you do not have work contract or are not retired) you must apply for:

- retirement, disability, and accident insurance
- health insurance

You can – but do not have to – apply for sick leave insurance.

You need to fill one the forms:

- ZUS ZUA – if you apply for social/health/sick leave insurance (how to complete the form). This form also applies to the payers of “mały ZUS”
- ZUS ZZA – if you apply only for health insurance. You can use this option as an insurance relief if you set up a business for the first time (how to complete the form)

As a sole trader, you can also register your family members for health insurance, but only if they do not have any other entitlements for insurance (e.g. if they do not work as an employee). You need to fill the form ZUS ZCNA.

Shareholders in companies with share capital are not subject to compulsory insurance. Therefore they do not have to apply for insurance. This also applies to members of the Management Board (unless they perform their functions on the basis of employment contracts or civil law contracts).

Partners in partnerships or a single member of a limited liability company are subject to insurance. They must pay contributions for their own insurance. They must register themselves with ZUS both as a payer of contributions and as an insured person. It has to be done within 7 days from the entry of the company into the National Court Register.

Partners and shareholders, when applying for insurance, must submit the following documents:

- application for a payer of ZUS ZFA contributions, in which they provide their own identification data, i.e. PESEL and NIP numbers or NIP, REGON and PESEL numbers (if the partner also runs a separate business activity, other than conducted in the form of a partnership)
- ZUS ZUA (social security and health insurance) or ZUS ZZA (health insurance only).

Once you fill the form, you must either:

- submit it in an electronic form (via the Płatnik software or [e-Płatnik platform](#)) (PL)
- submit it in a paper form: in person at the ZUS office, via post or courier.

A short description of the e-Płatnik system can be found in this [link](#).

Please note that you can submit the hard copies of documents only if you pay contributions for a maximum of 5 people. Otherwise use electronic form.

You can find more information, including instructions on the PKD code you should select in the applications [here](#).

Insurance for the EU citizens/entrepreneurs

At any given time you can be covered by social security in only one EU country. Therefore, even if the activity is carried out in several Member States at the same time, the insurance is provided by only one Member State. All social security contributions have to be paid for there.

In terms of local jurisdiction, this should be:

- the country where you live, if you do a substantial part of your work there
- the country where the centre of interest for your business is located – if you do not live in a country where you do a substantial part of your work

The document stating where the contributions are to be paid is the A1 form. The specimen A1 form is identical throughout the European Union.

If you provide cross-border services in Poland, you do not need to register with the Polish social security system. You should only apply to the insurance institution in your country of residence for a certificate of social security cover (on the A1 form). The certificate obtained should be used, for example, in the event of an audit.

If you are insured in Poland (according to the rules applicable to Polish entrepreneurs), all matters related to insurance are handled by ZUS.

4.2 VAT registration

If you want to be a VAT payer from the very beginning of your business or if you are legally obliged to be one, you need to register with the Tax Office.

If you want to buy services from other companies in the EU and settle VAT on these purchases, you should also register as a VAT-EU taxpayer.

Do you need to register as a VAT payer?

You need to register as a VAT payer in the following cases:

- the value of your sales in the previous year exceeded the amount of PLN 200,000 PLN. The sales value limit is calculated in proportion to the number of months remaining until the end of a given calendar year
- you sell goods or services listed in the VAT Act (Ustawa o podatku dochodowym od towarów i usług)

Furthermore, in several cases you need to register as a VAT payer, regardless of the value of sales. This applies if:

- You supply:
 1. the goods listed in Annex 12 to the VAT Act, i.e. articles (scrap) of precious metals or with an admixture of these metals,
 2. goods subject to excise duty, except for:
 - a. electricity (CN 2716 00 00),
 - b. tobacco products,

- c. passenger cars other than those listed in point (e), regarded as depreciable fixed assets,
- 3. buildings, civil engineering works or parts thereof in the cases referred to in Article 43(1)(10)(a) and (b) of the VAT Act (i.e. when the supply is made within the framework of the first occupation or before the first occupation, or the period between the first occupation and the supply of a building, a civil engineering work or parts thereof is less than 2 years),
- 4. building land,
- 5. new means of transport,
- 6. the following goods in connection with the conclusion of a contract as part of an organised scheme for the conclusion of distance contracts, without the simultaneous physical presence of the parties, with the exclusive use of one or more means of distance communication up to and including the time at which the contract is concluded:
 - a. beauty and toilet preparations ([Polish Classification of Goods and Services](#), PKWiU) (PKWiU 20.42.1)
 - b. computers, electronic and optical goods (PKWiU 26),
 - c. electrical equipment and non-electric domestic appliances (PKWiU 27),
 - d. machinery and equipment n.e.c. (PKWiU 28),
- 7. wholesale and retail, parts for:
 - a. motor vehicles (PKWiU 45.3),
 - b. motorcycles (PKWiU 45.4);
- You provide:
 - 1. legal services,
 - 2. advisory and consultancy services, except for farm advisory services related to plant cultivation and breeding and animal production, as well as to the preparation of development and modernisation plans for agricultural holdings,
 - 3. jewellery services,
 - 4. debt recovery services, including factoring services;
- Your place of business is not located in Poland.

[How to register as a VAT payer:](#) [Register as a VAT payer](#)

4.3 Other useful solutions, common for all companies

Open a business bank account

You need to open a separate bank account for company settlements, unless you are a 'micro entrepreneur' (this is a category defined by law in the Entrepreneurs Act). A micro entrepreneur has to meet jointly the two following conditions in at least one of the last two fiscal years:

- 1. employed on average less than 10 employees per year

2. achieved an annual net turnover (coming from sales of goods, products, and services or from financial operations) not exceeding the PLN equivalent of EUR 2 million OR their total assets at the end of one of these years did not exceed the PLN equivalent of EUR 2 million;

Even in this case it might be useful to have a separate business account.

You are advised to compare offers from banks in Poland. You can choose from many brands operating worldwide and decide which offer best suits you. Consider the charges, check whether the bank offers any further guidance for companies and location of the branches, in case you will need to do something in person. Please note that mobile banking is very popular in Poland, and most of the services are available from your computer or smartphone.

It is useful to note that many banks (not only in Poland, but worldwide) sometimes require legalisation of documents if they originate from a different country than the one in which the company operates. It may be the case with your passport (which most surely will be required by a bank for review), if it is not issued by a Polish authority.

The legalisation is a process of making a document issued in one country usable in another one. You can do it yourself – in most countries it is done through a ministry or foreign affairs or its counterpart – or use services of a specialised legalisation agency.

Create a Trusted Profile or an electronic signature

Before you register a company, it is helpful to create a Trusted Profile. It is an electronic tool that can be used to confirm your identity. You can create the Profile free of charge [here](#) or using services of your bank¹.

Thanks to the Trusted Profile, you will be able to register your company online. You will also be able to deal with many official matters electronically, without the need to go anywhere in person.

You can also create an electronic signature. It has the same functions as Trusted Profile, but it is not free of charge. You can buy a qualified signature from one of the EU suppliers. A list of Polish providers can be found [here](#).

Choose appropriate PKD codes

When registering a company you have to report what kind of activity you will run. Every type of activity

has its PKD code, which stands for 'Polish Classification of Activities'. You can find the right adequate code [here](#). The type of activity will determine some of the obligations (how you will be taxed, whether you have to use a cash register, etc.).

¹ Please note that not all banks offer this service. You can use this service if you have an account with one of the providers listed [here](#).

5. Company registration – step by step guide (by company type)

5.1 Starting a business as a sole trader (jednoosobowa działalność gospodarcza)

In order to become a sole trader, you need to register your activity in the CEIDG register. Submitting the application for entry in CEIDG is free of charge.

This must be done before you start your business activity. This procedure can be completed:

- at an relevant office (city/town or commune office, district offices of the capital city of Warsaw, municipal office in cities with a powiat status, a list of such cities can be found [here](#) (PL)),
- by submitting the documents via post (the application should bear the applicant's hand-written signature certified by a notary),
- electronically at this [link](#),
- electronically through online banking. This option is available from selected providers (PKO BP, Pekao SA, mBank, ING, Santander).

The Central Register and Information on Economic Activity (CEIDG) is a business register with information on entrepreneurs running their own business as sole traders (meaning they are self-employed) in Poland.

This register includes only entries on entrepreneurs who are:

- sole traders (self-employed)
- partners in a civil law partnership composed of natural persons.

Application for registration in the CEIDG

The list of data you will need to state in the application – prepare it beforehand, so the process will be as quick and easy as possible:

- your name and surname, names of the parents, date and place of birth
- type, series, and number of your identity document
- PESEL² (personal identification number) – if you are a Polish citizen or if you have been assigned a PESEL number
- all your citizenships
- NIP number (tax identification number) and REGON³ (statistical identification number), if assigned
- your residence address and other addresses related to the business activity you wish to register

² PESEL: if you do not have a PESEL number yet, you need to check the box: "I do not have a PESEL number"

³ NIP and REGON: if you do not have them yet, the submitted form will also be an application to assign you a NIP and a REGON number. After registration, you will be able to find them using the CEIDG search engine.

- business name - which must include your name and surname
- abbreviated business name
- PKD codes – provide the PKD codes relevant for your business activity, including the code for your main business activity
- the number of employees you plan to employ
- the starting date of your business activity
- information on being insured with the Social Insurance Institution (ZUS), the Agricultural Social Insurance Fund (KRUS) or in another country⁴
- information on the tax office relevant for your place of residence

Additionally, you may also apply for social insurance for your family members, your employees, and their family members. If you are a farmer, you may submit an appropriate statement to KRUS while submitting your application.

Application process – additional steps

Along with the application, you need to submit a document confirming that you are not prohibited from conducting business activity and that you hold the title to the properties whose addresses are entered in the CEIDG.

While submitting an application for entry in the CEIDG, you may also submit other statements that will be required from you. These are:

- a statement on the form of income tax payment
- an application for flat rate tax (karta podatkowa)
- an application to register as a VAT payer or to update your VAT payer status
- information on your bank accounts which are related to your business activity (as an entrepreneur, you are required to notify the authorities that you have opened or closed any bank account related to your business activity).

Can I use an attorney-in-fact?

If you wish to complete the formal procedures related with your business activity through an attorney-in-fact, you can. You may attach an application to include the information on your attorney-in-fact in the CEIDG. Once such information is published, it has the same effect as giving a power of attorney in writing.

Please note that the fact that your attorney-in-fact is indicated in the CEIDG does not entitle them to represent you in tax matters.

You cannot register a business through an attorney-in-fact if you are using online registration. In this case, you need to do it yourself.

What to do after application?

You may start your business activity already on the day of submitting the application for entry to the CEIDG.

⁴ INSURANCE: If you are or want to become an entrepreneur, you need to register with ZUS as an insured person. You may complete this procedure by attaching appropriate forms to the CEIDG form.

After you submit the application, a relevant office will check it. If you have submitted it online and there are errors, you will be notified by the ICT system. If you have submitted the application in person or by registered letter and there are some mistakes, you will be notified by post and requested to correct or complete the data as specified. You must do it within 7 working days from such notification.

Once you correct the errors, enter missing data or if your application is correct, your business will be entered in CEIDG.

The entry of your business will appear in the CEIDG no later than on the next working day after submitting the correct application. The CEIDG will send your data to the tax office, which will assign you a NIP number. The register will also notify GUS (Statistics Poland), ZUS (or KRUS) about the entry in the CEIDG and the assigned NIP.

Insurance

You should apply for social insurance coverage to ZUS within 7 days of starting business activity.

VAT

If you plan to pay VAT, you need to register as a VAT payer. It has to be done no later than on the day preceding the day on which you start selling goods and services subject to VAT.

The VAT-R form for VAT registration may be submitted to a relevant tax office or you may attach it to your application for entry in the CEIDG. Please note that the form may be submitted only if you already have your NIP number. So if you do not have the NIP number yet, you must wait for it to be assigned to you. Only then can you apply for VAT registration.

And only once registered can you sell goods and services subject to VAT.

5.2 Limited liability company (spółka z ograniczoną odpowiedzialnością)



How to open a limited liability company in Poland?

Apply for incorporation online at:

prs.ms.gov.pl

Submit required documents:



articles of association



declaration by all members of the management board that all contributions have been made in full by all shareholders



list of shareholders



resolution of the shareholders' meeting on the appointment of the management board



list of management board members and statement of consent to appointment

Fill the tax form online at

podatki.gov.pl

Apply for social security with forms that you can download at zus.pl.
The persons applying should be those appointed for representation in the articles of association.

Register as a **VAT payer** or an **EU VAT payer** at a tax office, using forms available online

Why a limited liability company?



no liability with personal assets



direct supervision over the company



legal personality



only 5000 PLN of minimum capital required

Did you know...?

Limited liability company (spółka z o.o.)
is the most popular commercial company type in Poland

Read more about how to open a business in Poland at trade.gov.pl

This application has to be prepared online at this [link](#).

The application form must be completed in Polish. Several documents must be signed electronically and attached to the application.

The documents should be submitted to the district commercial court. The district is determined by the place of residence or the seat of the entity applying for the entry.

There is also a possibility of registering your limited liability company with the notary office. It is a more complex procedure which will require a physical presence at the office. You will also need to bear the additional costs of the notarial services.

List of required documents

- A declaration by all members of the management board that all contributions have been made in full by all shareholders
- A list of shareholders (listing all partners with their name and surname or the company name and the number and nominal value of the shares of each of them; if the company has a sole shareholder, indicate also their correspondence address)
- A list including the name and surname with a correspondence address or the business name and the seat of members of the bodies or persons authorised to appoint the management board
- A list of the management board members or proxies (with their surnames, first names and addresses)
- A document on the appointment of members of the company's governing bodies, if it is not stipulated in the notarial deed containing the articles of association
- A statement by the members of the management board or proxies that they consent to their appointment

If the articles of association have been signed at the notary's office, you do not have to attach them. It is sufficient that you will click the "Add" button next to the attachment named "Company Deed". You must then insert the "Notarial deed number in CREWAN" (it is in the notification of registration you have received from the notary).

The agreement of a limited liability company may also be concluded using the template agreement made available in the S24 ICT system. In this case, you also submit an application for entry into the National Court Register in the S24 system. A limited liability company agreement concluded using the template agreement in the S24 system must be signed with a qualified signature or a trusted signature.

Remember! Registration in the S24 system is cheaper (lower registration fee and no costs for the preparation of the contract by a notary) and faster (the company is registered within one day). However, in this registration procedure, the share capital may only be contributed in cash.

Fees

You have to pay a fee in order to register your company.

If you have signed the articles at the notary, you must pay:

- PLN 500 - court fee for the entry
- PLN 100 - fee for the announcement of the entry in the Court and Economic Monitor

You can pay the fee via the PRS portal.

If the articles of association have been concluded via the S24 system, you must pay:

- PLN 250 - court fee for the entry
- PLN 100 - fee for the announcement of the entry in the Court and Economic Monitor

When you use the S24 system, the payment option appears after pressing the "pay and send" button on the S24 website.

It will also be necessary to pay the tax on civil law transactions. The amount of the tax is equal to the share capital (minus the notarial tariffs and the inscriptions fees to the NCR and CCM) multiplied by 0,5%.

Time frame

The application for entry of a limited liability company in the National Court Register should be examined by the registry court within 7 days from the date of its receipt by the court. If the contract was concluded using the contract template provided in the S24 ICT system, your application should be considered by the registry court within 1 day from the date of its receipt. You may be asked to add some information if it is missing from the application or correct any mistakes. Once done, the revised application will be examined within 7 days of revision.

If the registry court calls you to revise your application and you fail to do so, your application will not be accepted, and it will be returned to you. You can re-submit a completed application within 7 days of receiving the returned application.

Additional steps

Apart from the registration, you need to submit supplementary data to the tax office. It is done by filling the NIP-8 form. You must submit the NIP-8 form within:

- 21 days from the date of entry of the company into the National Court Register
- 7 days from the day you start your business - if you intend to pay social security contributions.

You can do it online [here](#).

You also need to submit the information on the ultimate beneficial owners (UBO) to the Central Register held by the Ministry of Finance. You need to submit the application within 7 days from the date of incorporation. It can be done online [here](#).

An ultimate beneficial owner is an individual (not a legal entity) that has (direct or indirect) control over the company, based on their legal or factual situation.

5.3 Limited partnership (spółka komandytowa)

This application has to be prepared [here](#).

The application form must be completed in Polish. Several documents must be signed electronically and attached to the application.

The documents should be submitted to the district commercial court. The district is determined by the place of residence or the seat of the entity applying for the entry.

List of required documents:

- articles of association
- list of general partners and limited partners with their correspondence addresses
- other documents, if applicable (e.g. a power of attorney with a proof of payment)

If the articles of association have been signed at the notary's office, you do not have to attach them. It is sufficient that you will click the "Add" button next to the attachment named "Company Deed". You must then insert the "Notarial deed number in CREWAN" (it is in the notification of registration you have received from the notary).

A template agreement (in the form of articles of association) can also be used. The template is available in the S24 ICT system. In this case, you also need to submit an application for entry into the National Court Register in the S24 system. If you intend to use the template, remember it must be signed with a qualified signature or a trusted signature.

Remember! Registration in the S24 system is cheaper (lower registration fee and no costs for the preparation of the contract by a notary) and faster (the company is registered within one day). However, in this registration procedure, the share capital may only be contributed in cash.

Fees

You have to pay a fee in order to register your company.

If you have signed the articles at the notary, you must pay:

- PLN 500 - court fee for the entry
- PLN 100 - fee for the announcement of the entry in the Court and Economic Monitor

You can pay the fee via the PRS portal.

If the articles of association have been submitted via the S24 system, you must pay:

- PLN 250 - court fee for the entry
- PLN 100 - fee for the announcement of the entry in the Court and Economic Monitor

When you use the S24 system, the payment option appears after pressing the "pay and send" button on the S24 website.

Time frame

The application for entry of a limited liability company in the National Court Register should be examined by the registry court within 7 days from the date of its receipt by the court.

If the contract was concluded using the contract template provided in the S24 ICT system, your application should be considered by the registry court within 1 day from the date of its receipt.

You may be asked to add some information if it is missing from the application or correct any mistakes. Once done, the revised application will be examined within 7 days of revision.

If the registry court calls you to revise your application and you fail to do it, your application will not be accepted, and it will be returned to you. You can re-submit a completed application within 7 days of receiving the returned application.

Additional steps

Apart from the registration, you need to submit supplementary data to the tax office. It is done by filling the NIP-8 form. You must submit the NIP-8 form within:

- 21 days from the date of entry of the company into the National Court Register
- 7 days from the day you start your business - if you intend to pay social security contributions.

You can do it online [here](#).

You also need to submit the information on the real beneficiary to the Central Register of Real Beneficiaries (CRBR). You need to submit the application within 7 days from the date of incorporation. It can be done online [here](#).

5.4 Registered partnership (spółka jawna)

It is done through registration in the National Court Register. This has to be done online at this [link](#).

The application form must be completed in Polish. Several documents must be signed electronically and attached to the application.

The documents should be submitted to the district commercial court. The district is determined by the place of residence or the seat of the entity applying for the entry.

List of required documents:

- agreement between the partners
- list of partners, including their postal addresses
- other documents, if applicable (e.g. a power of attorney with a proof of payment)

If the agreement has been signed at the notary's office, you do not have to attach them. It is sufficient that you will click the "Add" button next to the attachment named "Company Deed". You must then insert the "Notarial deed number in CREWAN" (it is in the notification of registration you have received from the notary).

An agreement may also be concluded using the template agreement made available in the S24 ICT system. In this case, you also submit an application for entry into the National Court Register in the S24 system. The agreement concluded using the template agreement in the S24 system must be signed with a qualified signature or a trusted signature.

Remember! Registration in the S24 system is cheaper (lower registration fee and no costs for the preparation of the contract by a notary) and faster (the company is registered within one day). However, in this registration procedure, the share capital may only be contributed in cash.

Fees

You have to pay a fee in order to register your company.

- PLN 500 - court fee for the entry
- PLN 100 - fee for the announcement of the entry in the Court and Economic Monitor

You can pay the fee via the PRS portal.

If the articles of association have been submitted via the S24 system, you must pay:

- PLN 250 - court fee for the entry
- PLN 100 - fee for the announcement of the entry in the Court and Economic Monitor

When you use the S24 system, the payment option appears after pressing the "pay and send" button on the S24 website.

Time frame

The application for entry in the National Court Register should be examined by the registry court within 7 days from the date of its receipt by the court. If the contract was concluded using the contract template provided in the S24 ICT system, your application should be considered by the registry court within 1 day from the date of its receipt.

You may be asked to add some information if it is missing from the application or correct any mistakes. Once done, the revised application will be examined within 7 days of revision.

If the registry court calls you to revise your application and you fail to do it, your application will be not accepted, and it will be returned to you. You can re-submit a completed application within 7 days of receiving the returned application.

Additional steps

Apart from the registration, you need to submit supplementary data to the tax office. It is done by filling the NIP-8 form. You must submit the NIP-8 form within:

- • 21 days from the date of entry of the company into the National Court Register
- • 7 days from the day you start your business - if you intend to pay social security contributions.

You can do it online [here](#).

You also need to submit the information on the real beneficiary to the Central Register of Real Beneficiaries (CRBR). You need to submit the application within 7 days from the date of incorporation. It can be done online [here](#).

5.5 Limited joint-stock partnership (spółka komandytowo-akcyjna)

You need to sign the articles of association at the notary appointment. The rest of the registration is done through registration in the National Court Register. This have to be done online at this [link](#).

The application form must be completed in Polish. Several documents must be signed electronically and attached to the application.

The documents should be submitted to the district commercial court. The district is determined by the place of residence or the seat of the entity applying for the entry.

List of required documents

- statement of capital
- members appointment if not included in the articles of association
- affidavits with consent to act as a member from each of the members
- other documents, if applicable (e.g. a power of attorney with a proof of payment)

As the articles of association have been signed at the notary's office, you do not have to attach them. It is sufficient that you will click the "Add" button next to the attachment named "Company Deed". You must then insert the "Notarial deed number in CREWAN" (it is in the notification of registration you have received from the notary).

Fees

You have to pay a fee in order to register your company.

- PLN 500 - court fee for the entry
- PLN 100 - fee for the announcement of the entry in the Court and Economic Monitor

You can pay the fee via the PRS portal.

Time frame

The application for entry in the National Court Register should be examined by the registry court within 7 days from the date of its receipt by the court. If the contract was concluded using the contract template provided in the S24 ICT system, your application should be considered by the registry court within 1 day from the date of its receipt.

You may be asked to add some information if it is missing from the application or correct any mistakes. Once done, the revised application will be examined within 7 days of revision.

If the registry court calls you to revise your application and you fail to do it, your application will be not accepted and will be returned to you. You can re-submit a completed application within 7 days of receiving the returned application.

Additional steps

Apart from the registration, you need to submit supplementary data to the tax office. It is done via filling the NIP-8 form. You must submit the NIP-8 form within:

- 21 days from the date of entry of the company into the National Court Register
- 7 days from the day you start your business - if you intend to pay social security contributions.

You can do it online at this [link](#).

You also need to submit the information on the real beneficiary to the Central Register of Real Beneficiaries (CRBR). You need to submit the application within 7 days from the date of incorporation. It can be done online at this [link](#).

