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The International Comparative Legal Guide to:

Merger Control 2017

13th Edition

A practical cross-border insight into merger control issues

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Continued Overleaf →

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Country Question and Answer Chapters:

EDITORIAL

Welcome to the thirteenth edition of *The International Comparative Legal Guide to: Merger Control*.

This guide provides the international practitioner and in-house counsel with a comprehensive worldwide legal analysis of the laws and regulations of merger control.

It is divided into two main sections:

Four general chapters. These chapters are designed to provide readers with an overview of key issues affecting merger control, particularly from the perspective of a multi-jurisdictional transaction.

Country question and answer chapters. These provide a broad overview of common issues in merger control laws and regulations in 50 jurisdictions.

All chapters are written by leading merger control lawyers and industry specialists, and we are extremely grateful for their excellent contributions.

Special thanks are reserved for the contributing editors, Nigel Parr and Catherine Hammon of Ashurst LLP, for their invaluable assistance.

Global Legal Group hopes that you find this guide practical and interesting.

The *International Comparative Legal Guide* series is also available online at www.iclg.co.uk.

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Chapter 38

Poland

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1 Relevant Authorities and Legislation

1.1 Who is/are the relevant merger authority(ies)?

The relevant merger control authority in Poland is the Office for Competition and Consumer Protection ("**OCCP**" or "**Authority**"; website: www.uokik.gov.pl). Merger decisions of the OCCP may be challenged before Regional Court in Warsaw – the Court of Competition and Consumer Protection (court of first instance), then appealed to the Court of Appeal in Warsaw (court of second instance) and, ultimately, to the Supreme Court (cassation instance).

1.2 What is the merger legislation?

The relevant legislation is the Act of 16 February 2007 on competition and consumer protection ("**the Act**"), particularly Section III, Section VI and Section VII thereof. The Act sets out substantive and procedural rules for merger proceedings.

Issues relevant for merger control are also detailed in the following regulations of 23 December 2014:

- Regulation of the Council of Ministers on notification of intent of concentration; and
- Regulation of the Council of Ministers on calculation of turnover of undertakings participating in the concentration.

In addition, to increase the legal certainty of undertakings involved in concentrations, the OCCP has published: (a) the Guidelines on the criteria and procedure of notifying the intention of concentration to the OCCP ("**Guidelines**"); and (b) clarifications concerning the OCCP's assessment of notified concentrations ("**Clarifications**"). However, it should be noted that these two documents are not legally binding.

1.3 Is there any other relevant legislation for foreign mergers?

The Act applies to any transaction that meets turnover thresholds. There is no other relevant legislation for foreign mergers.

1.4 Is there any other relevant legislation for mergers in particular sectors?

The merger control regime set out in the Act applies across all sectors. However, specific regulations apply, for example, to concentrations in the media and financial sectors. In the case of these sectors, the planned transaction also has to be notified to the regulators (the National Broadcasting Council and the Polish Financial Supervision Authority, respectively).

2 Transactions Caught by Merger Control Legislation

2.1 Which types of transaction are caught – in particular, what constitutes a "merger" and how is the concept of "control" defined?

Pursuant to respective provisions of the Act, the following concentrations are subject to notification:

- a merger of two or more previously independent undertakings;
- an acquisition – by purchase of shares, other securities or by any other means – of direct or indirect control over one or more undertakings by one or more undertakings;
- a creation of a joint venture; and
- an acquisition of part of the assets of undertaking (the entire enterprise or a part thereof).

According to the Act, "acquisition of control" means all forms of direct or indirect acquisition of rights which, separately or jointly, confer the possibility of exercising decisive influence on an undertaking(s), in particular by:

- holding directly or indirectly a majority of votes at the meeting of shareholders or in the management board of another undertaking (dependent undertaking), also under agreement with other persons;
- the right to appoint or recall the majority of members of the management board or supervisory board of another undertaking (dependent undertaking), also under agreements with other persons;
- the fact that the members of the management board or supervisory board account for more than half of the members of the another undertaking's management board (dependent undertaking);
- holding directly or indirectly a majority of votes in a subsidiary partnership or in a subsidiary cooperative's general meeting, also under agreement with other persons;
- the right to all or a part of another undertaking's assets (dependent undertaking); and
- a contract which envisages managing another undertaking (dependent undertaking) or such undertaking transferring its profits.

As the OCCP has explained in the Guidelines, the above-mentioned examples are the most common scenarios in which the acquisition of control takes place.

2.2 Can the acquisition of a minority shareholding amount to a "merger"?

The acquisition of a minority shareholding can be qualified as a concentration under the Polish merger control regime if it leads to takeover of control. It may occur, for example, in a situation when the acquirer of a minority shareholding also enjoys contractual controlling rights, or in a scenario when the undertaking acquires a substantial shareholding (although less than 50% plus one vote) with the votes of other shareholders dispersed.

The acquisition of 25% shares of Alior Bank by PZU S.A. led to takeover of control, as the votes of the remaining shareholders were fragmented and many of them did not participate in shareholder meetings (Decision DKK-126/2015).

2.3 Are joint ventures subject to merger control?

A creation of a joint venture is subject to notification if at least two undertakings participate in establishing the joint venture and the turnover thresholds are exceeded. In contrast to the requirements set at the EU level, non-full-function joint ventures are caught by the Act and have to be notified as well.

The obligation to notify the creation of a joint venture refers both to the situation where the founding undertakings establish a new joint venture and to the situation where, in order to create a joint venture, one of the participants establishes a new company and then other participants acquire shares in new entity. The parties to the concentration may also use the existing undertaking (the joint venture is established on the basis of a company already functioning within the capital group of the one of the founders). However, in the last case, the provisions concerning creation of a joint venture will apply if the existing company did not carry out any activities or if, after completion of the concentration, this entity intends to significantly change or extend its activities.

2.4 What are the jurisdictional thresholds for application of merger control?

The Act provides, that the intent of concentration is subject to notification if:

- the combined worldwide turnover of undertakings involved in the concentration in the financial year preceding the year of the notification exceeds the equivalent of EUR 1 billion; or
- the combined Polish turnover of undertakings participating in the concentration in the financial year preceding the year of notification exceeds the equivalent of EUR 50 million.

It should be noted that the combined turnover covers both turnover of undertakings directly involved in the concentration as well as the remaining undertakings belonging to capital groups to which the undertakings directly involved belong.

However, in the case of an acquisition of control and an acquisition of part of the assets of the other undertaking, the turnover (both worldwide and Polish) in relation to the target includes the turnover achieved by the part of the property being acquired or by the undertakings over which control is being taken and by their subsidiaries.

The turnover referred to in the Act also includes part of the turnover of:

1) undertakings over which undertakings directly involved in the concentration or undertakings belonging to the same capital groups, exercise control together with other undertaking(s) – in proportion to the number of undertakings exercising the control; and
2) undertakings which exercise joint control over a capital group to which the undertaking directly involved in the concentration belongs – in proportion to the number of undertakings exercising control.

Additionally, the turnover generated through transactions among the undertakings belonging to the same capital group is not included in the calculation of the combined turnover. Special rules are also applied when the turnover of banks, credit institutions, financial entities and insurance companies is calculated.

2.5 Does merger control apply in the absence of a substantive overlap?

Merger control also applies in the absence of a substantive overlap.

2.6 In what circumstances is it likely that transactions between parties outside your jurisdiction ("foreign-to-foreign" transactions) would be caught by your merger control legislation?

The OCCP is empowered to assess transactions which have, or which may have, an impact on the Polish market. Thus, the Act also covers the extraterritorial concentrations, i.e. concentrations between the undertakings with registered offices in other countries, provided that these transactions will have, or may have, effects in Poland.

Given the OCCP's explanations set in Guidelines, the concentration has an impact on the Polish market if at least one of the participants (the capital group to which the participant belongs) achieves turnover in Poland.

Thus, it happens that especially foreign-to-foreign joint ventures are notifiable in Poland as the parties are obliged to notify if their combined worldwide turnover exceeds EUR 1 billion and at least one of them (the whole capital group) recorded a turnover exceeding EUR 10 million in Poland.

2.7 Please describe any mechanisms whereby the operation of the jurisdictional thresholds may be overridden by other provisions.

Except for the one-stop-shop principle pursuant to the EU Merger Regulation, i.e. that concentrations having a Community dimension fall within the sole jurisdiction of the European Commission, there are no further provisions whereby the OCCP may be overridden.

2.8 Where a merger takes place in stages, what principles are applied in order to identify whether the various stages constitute a single transaction or a series of transactions?

In the case of at least two transactions between the same capital groups consisting in acquisition of control or/and acquisition of part of assets of other undertaking(s) that take place within the period of two years, the turnover of the targets is added up for the purpose of verifying if turnover thresholds for notification are exceeded.

Additionally, the Guidelines touch upon the subject of multi-stage concentrations and provide for a possibility to notify only the last stage of the transaction, if the following conditions are met:

- it is clear at the moment of notification that the intermediate stage is only temporary; and
- the duration of this intermediate stage should not exceed two years.

3 Notification and its Impact on the Transaction Timetable

3.1 Where the jurisdictional thresholds are met, is notification compulsory and is there a deadline for notification?

If the turnover thresholds outlined in question 2.4 are exceeded, the concentration is subject to compulsory notification. Under the Polish merger control regime, there is no formal filing deadline; however, the transaction has to be notified before implementation.

3.2 Please describe any exceptions where, even though the jurisdictional thresholds are met, clearance is not required.

Even if the thresholds mentioned in question 2.4 are exceeded, the transaction is exempted from the obligation to notify if:

1) the turnover of the undertaking over which control is to be acquired did not exceed on the territory of Poland, in either of the two financial years preceding the notification, EUR 10 million;
2) none of the merging undertakings or undertakings creating a joint venture, recorded turnover exceeding of EUR 10 million on the territory of Poland in either of the two financial years preceding the notification;
3) concentration consists in taking control over an undertaking(s) belonging to the same capital group and, at the same time, acquiring part of the property of the undertaking(s) belonging to this capital group – if the turnover of the undertaking(s), over which the control is to be taken, as well as turnover obtained by acquired part of the property did not exceed in total EUR 10 million on the territory of Poland in either of the two financial years preceding the notification;
4) the concentration consists in a temporary acquisition or taking up of shares by a financial institution for the purpose of their re-sale, where the economic activity carried on by the said institution covers investing in other undertakings' shares for its own or for others' account, provided that the re-sale is effected within one year from the date of acquisition or taking up, and provided that:
   a. the institution does not exercise rights in the shares other than the right to dividend; or
   b. it exercises the said rights for no other purpose than preparing for reselling the enterprise in whole or in part, or assets of the enterprise, or these shares;
5) the concentration consists in a temporary acquisition or taking up of shares by an undertaking with the object of securing debts, provided that the undertaking does not exercise rights in these shares other than the right to sell the same;
6) the concentration occurs in the course of bankruptcy proceedings, excluding transactions where the entity intending to take over control or acquiring part of the property is a competitor or a member of a capital group associating competitors of the target; and
7) the undertakings involved belong to the same capital group.

3.3 Where a merger technically requires notification and clearance, what are the risks of not filing? Are there any formal sanctions?

The completion of a concentration prior to obtaining clearance from the OCCP, even unintentionally, may be subject to different sanctions. The Act distinguishes between:

- financial fines; and
- non-financial consequences.

Financial fines may be imposed both on the undertaking which completes the concentration without approval of the OCCP and on a person holding a managerial position or on members of the undertaking's management board who failed to notify the transaction. In these situations, the financial fine can be respectively up to 10% of the turnover generated in the financial year preceding the year in which the fine is imposed (in cases of the breach caused by an undertaking) or up to 50 times the average wage in business sector in Poland (in cases of managers).

In turn, non-financial consequences may be as follows: division of a merged undertaking; disposal of the entire, or a part of, the assets; or disposal of shares ensuring the control over an undertaking or undertakings.

The above-mentioned sanctions are optional, i.e. after examining all circumstances of a given case, the OCCP may (but is not obliged to) penalise infringement of the merger control provisions.

In determining the amount of fines, the OCCP takes into consideration, in particular, circumstances of the infringement and, additionally, period, gravity and market effects of failure to notify the intent of concentration. The OCCP has imposed sanctions on undertakings several times during the 2012–2015 period. The financial fines were rather moderate – from approx. EUR 2,000 to approx. EUR 20,000.

To the best of our knowledge, no fines on managers have been imposed as yet.

3.4 Is it possible to carve out local completion of a merger to avoid delaying global completion?

The Act does not regulate the "hold separate" problem. To the best of our knowledge, the OCCP has issued only one decision which indirectly indicated a possibility of completing the transaction in all jurisdictions except for Poland (Decision DOK-37/2007). However, this single decision should not be regarded as a binding assessment of the "hold separate" problem by the OCCP, especially when the Act sets a worldwide standstill obligation.

3.5 At what stage in the transaction timetable can the notification be filed?

The notification may be filed as soon as the undertakings concerned can demonstrate that their intention to concentrate is real and explicit. The most common evidence of this intention constitutes: conditional agreements; preliminary contracts; letters of intent; or public invitations to sell shares in the case of listed companies. However, according to the OCCP, it would be too early to submit notification on the basis of drafts of the agreements, public statements or press releases of undertakings involved.

3.6 What is the timeframe for scrutiny of the merger by the merger authority? What are the main stages in the regulatory process? Can the timeframe be suspended by the authority?

A two-phase merger control system was introduced by the Act in 2015. When dealing with unproblematic concentrations, the Authority has a month to assess the impact of the transaction and issue a clearance (phase I cases). However, the antimonopoly proceedings may be extended by four months if one of the following conditions is met:

- the concentration is particularly complicated;
- it has potential negative impact on competition; and
- it is necessary to conduct a market investigation (phase II cases).

Moreover, the timeframe for handling the notification can be suspended by the Authority in the event of waiting for submission of the notification by the remaining parties of concentration, removing of deficiencies or completion of the information requested by the OCCP, payment of the application fee and periods for taking position on conditions or objections presented by the OCCP. Where the undertaking presents remedies to the Authority, the time limit to issue a decision is extended by 14 days.

Additionally, the OCCP is empowered to return a notification where (a) the concentration is not subject to notification, (b) the notifying party has failed to remove indicated insufficiencies or to supplement information within a fixed time limit, or (c) if notification fails to meet the applicable requirements.

3.7 Is there any prohibition on completing the transaction before clearance is received or any compulsory waiting period has ended? What are the risks in completing before clearance is received?

The parties to the concentration are obliged to refrain from implementing the transaction until the OCCP has issued a clearance decision or the time limit in which decision should be issued has expired. The infringement of "the standstill obligation" may lead to sanctions described in question 3.3 (the same as in the case of failure to notify except for the fines on managers). However, to the best of our knowledge, the OCCP has never issued a decision imposing a fine for breaching of suspension clause.

3.8 Where notification is required, is there a prescribed format?

A prescribed format of notification is established by the Regulation of the Council of Ministers of 23 December 2014 on notification of intent of concentration. The Polish filing form contains chapters on the following data:

- information concerning undertakings directly participating in the concentration;
- a detailed description of planned concentration;
- turnover of the parties participating in the concentration;
- ownership and control within capital groups to which the undertakings participating in the transaction belong;
- information regarding the obligation to notify the transaction in other national or international competition authorities;
- indication of documents to be attached to the notification;
- indication of the relevant product and geographic markets on which the undertakings participating in the concentration operate; and
- indication and description of the markets affected by the concentration horizontally or vertically.

3.9 Is there a short form or accelerated procedure for any types of mergers? Are there any informal ways in which the clearance timetable can be speeded up?

The Act does not provide a short form or accelerated procedure for any types of concentrations.

3.10 Who is responsible for making the notification?

The notification is submitted only by active participants of the transaction, i.e. all undertakings who merge, acquire control, purchase the assets or create a joint venture.

Under the Act, it is possible to make a joint filing if the obligation to notify applies to more than one undertaking, i.e. in the case of a merger, acquisition of a joint control, creation of a joint venture and joint acquisition of assets by several undertakings.

3.11 Are there any fees in relation to merger control?

The notification is subject to a fee of PLN 5,000 (approx. EUR 1,160). A document confirming payment of the fee should be submitted together with the filing. There are no exceptions to the obligation to pay the fee.

3.12 What impact, if any, do rules governing a public offer for a listed business have on the merger control clearance process in such cases?

Rules on public offers for listed businesses have no impact on the merger control process in Poland. However, the Act provides for an exemption from the prohibition of the implementation of the concentration prior to clearance in the case of realisation of a public offer to purchase or exchange shares. This exemption will apply if the purchaser does not exercise the voting rights attached to the acquired shares or exercises them solely in order to maintain the full value of its capital investment or to prevent substantial damage that might be suffered.

3.13 Will the notification be published?

The notification is not published. However, the OCCP publishes a brief description of the transaction on its website (https://uokik.gov.pl/koncentracje.php). The description usually indicates the form of concentration, names of undertakings directly involved, indication of the capital groups to which parties belong and business activities of the undertakings participating in the transaction.

4 Substantive Assessment of the Merger and Outcome of the Process

4.1 What is the substantive test against which a merger will be assessed?

The "substantial impediment of effective competition" test is applied by the Authority when assessing merger cases. According to the Act, the OCCP shall by decision consent to a concentration

that will not result in a significant impediment of competition on the market, in particular through the emergence or strengthening of a dominant market position.

In turn, a dominant position means an undertaking's market position, which allows it to prevent effective competition in a relevant market by enabling it to act to a significant degree independently of its competitors, contracting parties and consumers. The Act provides for a rebuttable legal presumption of dominance if the undertaking's market share in the relevant market exceeds 40%.

4.2 To what extent are efficiency considerations taken into account?

The Act does not explicitly mention economic efficiencies. Furthermore, it is not common practice for the OCCP to elaborate on efficiency considerations in merger decisions. However, efficiency arguments were presented in some of the Authority's decisions (Decisions DDI-59/2001, RPZ-9/2005 or DKK-1/2012).

4.3 Are non-competition issues taken into account in assessing the merger?

The OCCP may issue a clearance if a merger significantly impedes competition on the market, in particular by the creation or strengthening of a dominant position, where there are justified grounds not to prohibit such a concentration, and in particular:

1) the concentration will contribute to economic development or technical progress; and
2) it may have a positive effect on the national economy.

In practice, in a number of clearance decisions, the OCCP took into account Poland's energy security (Decisions DOK-163/2006, DOK-29/2007 or DKK-32/2007), and in Decision RKT-48/2006 regarding the market for production of explosives, national security arguments were raised.

4.4 What is the scope for the involvement of third parties (or complainants) in the regulatory scrutiny process?

In line with the Act, only notifying undertakings enjoy the status of the parties in the proceedings, and are therefore entitled to appeal the decision or have access to the case files.

The third parties (competitors, consumer/business organisations) may provide the Authority with their comments on the transaction on their own initiative or when responding on the OCCP's questionnaires.

4.5 What information gathering powers does the merger authority enjoy in relation to the scrutiny of a merger?

To be able to assess the transaction, the OCCP is entitled to request the necessary information from the notifying undertakings as well as the third parties (competitors, suppliers, distributors). The Authority is empowered to impose fines of up to EUR 50 million if the undertakings failed to provide requested information or provided incorrect or misleading information.

Additionally, the OCCP may revoke clearance/conditional clearance decisions if they were based on unreliable information for which undertakings participating in the concentration were responsible. Where a decision is set aside, the OCCP rules on the merits of the case once again.

Where, in the case referred above, the concentration has already been implemented and restoration of competition in the market is otherwise impossible, the OCCP may order, in particular:

1) a division of the merged undertaking;
2) disposal of the entirety or a portion of the undertaking's assets; and
3) disposal of shares ensuring control over the undertaking(s) or dissolution of the company over which the undertakings have joint control.

4.6 During the regulatory process, what provision is there for the protection of commercially sensitive information?

There is an obligation for notifying, and for third parties to provide the Authority with all of the required information, including business secrets. Undertakings may apply to the OCCP for confidential treatment of sensitive information, but must file with such an application a non-confidential version of the notification or the answer to the Authority's request for information.

The OCCP officials are obliged to protect business secrets; however, according to the Act, this provision does not apply to publicly available information, information on institution of the proceedings, or information on decisions issued in conclusion of such proceedings and on findings thereof.

Confidential information is not disclosed to other parties of the proceedings (if there is more than one notifying party) or to the third parties. Only a short description of the planned transaction provided by the party/parties (please see question 3.13) and a non-confidential version of the decision are published on the OCCP's website.

5 The End of the Process: Remedies, Appeals and Enforcement

5.1 How does the regulatory process end?

The antimonopoly proceedings in merger cases end with administrative decisions delivered by the OCCP. The Authority may issue following decisions:

- a clearance;
- a conditional clearance; and
- a prohibition decision.

The Act also provides for other formal ways of termination of the antimonopoly proceedings concerning concentrations. The OCCP may:

- return the notification (please see question 3.6);
- leave the application without consideration (in the absence of application fee); or
- discontinue the proceedings (e.g. in the case of withdrawal of notification by undertakings or takeover of the case by the EU Commission).

The OCCP's decisions are sent to the parties through the post office. Furthermore, personal collection of the decision is also possible.

5.2 Where competition problems are identified, is it possible to negotiate "remedies" which are acceptable to the parties?

In merger cases where competition concerns are identified, remedies may be proposed by both the OCCP and the undertakings involved.

The Act indicates the following examples of remedies used in decisional practices of the OCCP:

- disposal (entire, or a part) of the assets of one or several undertakings;
- divestment of control over a specified undertaking or undertakings, in particular by disposing of a specified block of shares or by dismissing a member of a managing or supervisory body; and
- granting an exclusive license to a competitor.

Lack of an undertaking's opinion, or its negative opinion on conditions proposed by the OCCP, as well as lack of the OCCP's acceptance of conditions proposed by an undertaking, result in a prohibition decision (the OCCP cannot unilaterally impose remedies on the notifying party/parties).

5.3 To what extent have remedies been imposed in foreign-to-foreign mergers?

To the best of our knowledge, no foreign-to-foreign concentration has been approved subject to conditions as yet.

5.4 At what stage in the process can the negotiation of remedies be commenced? Please describe any relevant procedural steps and deadlines.

From a purely legal point of view, the process of negotiation of remedies can be commenced at any time after the notification is submitted (i.e. even during the phase I). However, one can assume that both the OCCP and the undertaking(s) concerned will be inclined to offer remedies during the second phase of the proceedings. It would be especially advisable to the notifying party/parties to offer commitments after receiving the OCCP's objections to the transaction (as it was done in the only case concluded with conditional clearance since the adoption of a two-phase merger review system – Decision DKK-176/2015).

If the OCCP proposes conditions, an undertaking may submit its standpoint on proposed remedies within 14 days. At the justified request of the undertaking, the OCCP may extend this time limit by a maximum of 14 additional days. Pursuant to respective provisions of the Act, the remedies can also be proposed by an undertaking in its statement regarding conditions previously presented by the OCCP.

5.5 If a divestment remedy is required, does the merger authority have a standard approach to the terms and conditions to be applied to the divestment?

There is no standard approach or guidelines on the issue in question, and the OCCP acts on case-by-case basis. As in relation to other kinds of remedies, the Authority fixes, in a conditional clearance, a time limit for the fulfilment of the conditions, and binds the undertaking(s) to report, within a fixed time limit, on the implementation of the conditions.

5.6 Can the parties complete the merger before the remedies have been complied with?

This depends on the wording of the remedies imposed. For example, in Decision DKK-63/2013, the OCCP explicitly stated that five out of seven remedies imposed on the acquirer had to be fulfilled before the implementation of the transaction. However, remedies are usually complied with after the transaction is implemented.

5.7 How are any negotiated remedies enforced?

In a scenario where undertakings do not comply with remedies, the OCCP may impose a fine of up to EUR 10,000 for each day of the delay in implementing them. The sanction is also applied in cases where remedies are implemented after the deadline set by the OCCP. The Authority is also empowered to revoke the conditional decision if the remedies are not implemented, and issue a decision on the merits once again.

The infringement of the duty to report on the implementation of remedies may lead to a financial fine of up to EUR 50 million which can be imposed by the OCCP.

5.8 Will a clearance decision cover ancillary restrictions?

Under the Polish merger control regime, ancillary restrictions are not covered by a clearance decision.

5.9 Can a decision on merger clearance be appealed?

The OCCP's decisions can be subject to appeal to the Regional Court in Warsaw – the Court of Competition and Consumer Protection – within one month from the date of service of the decision. The appeal is lodged via the OCCP, which has three months to transmit the appeal and the case files to the Court. However, if the OCCP considers the appeal to be justified, it may – without transmitting the files to the Court – revoke or amend its entire decision or a part thereof. The OCCP informs the party accordingly by sending a new decision, which also may be subject to an appeal.

Only a party to the proceedings concluded with a decision is authorised to appeal against it. On the issue of appealing against the OCCP's decisions, please also see question 1.1.

5.10 What is the time limit for any appeal?

Please refer to question 5.9 above.

5.11 Is there a time limit for enforcement of merger control legislation?

The Act provides for a period of five years from a breach of the provisions of the Act or from the date of completion of a given concentration.

6 Miscellaneous

6.1 To what extent does the merger authority in your jurisdiction liaise with those in other jurisdictions?

The OCCP is a member of the European Competition Network, as well as the International Competition Network.

The OCCP cooperates especially closely with the European Commission and competition authorities of other EU Member States, and is entitled to provide them with all information and documents required to exercise their competences in respect of competition protection. Moreover, the Authority may ask for the provision of such information and documents.

The OCCP also participates in the work of the Organisation for Economic Cooperation and Development and European Competition Authorities and the Central European Competition Initiative.

6.2 Are there any proposals for reform of the merger control regime in your jurisdiction?

Following the latest substantial amendment of the Act in 2014 (which entered into force in January 2015), there are no proposals for reform of the merger control regime in Poland.

6.3 Please identify the date as at which your answers are up to date.

These answers are up to date as of 26 August 2016.

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