

Extract from the Polish alternative investment law with an English translation of the provisions concerning LC ASI SA

ACT

of May 27, 2004

on investment funds and management of alternative investment funds

CHAPTER 1

General Provisions

Article 1. [Subject matter of the Act]

The Act shall set forth the rules of operation of entities managing alternative investment funds having their registered office in the territory of the Republic of Poland and the rules of operation in the territory of the Republic of Poland of entities managing alternative investment funds having their registered office in a Member State or in a third country.

Article 1a. [Management of alternative investment funds]

1. The Act shall also set forth the rules for the operation of entities managing alternative investment funds having their registered office in the territory of the Republic of Poland and the rules for the operation in the territory of the Republic of Poland of entities managing alternative investment funds having their registered office in a Member State or in a third country.
2. The activity of managing alternative investment funds shall not constitute the activity of:
 - 1) insurance companies conducted within the scope regulated by the provisions of the Act of September 11, 2015 on insurance and reinsurance activity (Journal of Laws of 2022, item 2283 and 2640), in particular the management of insurance capital funds;
 - 2) the Social Insurance Institution and the President of the Agricultural Social Insurance Fund - with regard to the management of funds that create or support the social security system, and the activities of other units of the public finance sector conducted within the scope regulated by separate regulations;
 - 3) pension funds and pension societies conducted within the scope regulated by the provisions of the Act of August 28, 1997 on the organization and operation of pension funds (Journal of Laws of 2022, item 2342 and 2640);

- 4) employers operating occupational pension programs to the extent regulated by the provisions of the Act of April 20, 2004 on occupational pension programs (Journal of Laws of 2021, item 2139 and of 2022, item 904);
- 5) ecclesiastical legal persons and legal persons of other religious associations with respect to investment activities within the organizational structure of a church or religious association;
- 6) central banks;
- 7) the European Central Bank, the European Investment Bank, the European Investment Fund, the World Bank, the International Monetary Fund and other international or supranational institutions - if the activity of managing alternative investment funds is carried out for the purpose of public interest;
- 8) holding companies;
- 9) capital companies in the scope of carrying out activities as issuing entities referred to in Article 92a paragraph 3 of the Law of August 29, 1997. - Banking Law (Journal of Laws of 2022, item 2324, 2339, 2640 and 2707, and of 2023, item 180);
- 10) the National Depository for Securities Joint Stock Company and the company to which the National Depository for Securities Joint Stock Company has delegated the performance of the tasks referred to in Article 48 Section 2 of the Law on Trading in Financial Instruments;
- 11) clearing houses referred to in Article 68a of the Law on Trading in Financial Instruments - with respect to the operation of funds securing liquidity of transaction settlements or a system guaranteeing proper performance of obligations arising from transactions;
- 12) exchange clearing houses, referred to in Article 2(4) of the Commodity Exchange Act of October 26, 2000 (Journal of Laws of 2022, Item 170, 1488 and 1933) - with respect to organizing and managing a system that guarantees the proper performance of obligations arising from transactions;
- 13) a central counterparty (CCP) within the meaning of Regulation (EU) No. 648/2012 of the European Parliament and of the Council of July 4, 2012 on OTC derivatives, central counterparties and trade repositories (Official Journal of the EU L 201 of July 27, 2012, p. 1, as amended) - with regard to the operation of default funds referred to in Article 42 of that Regulation;
- 14) domestic banks, cooperative savings and credit unions, investment companies and reinsurance companies - conducted to the extent regulated by separate regulations.

Article 2. [Definitions]

Whenever this Act - means: (...)

2a) Regulation 584/2010 - it means Commission Regulation (EU) No 584/2010 of 1 July 2010 implementing Directive 2009/65/EC of the European Parliament and of the Council as regards the form and content of the standard notification letter and UCITS attestation, the use of electronic communication between competent authorities for the purpose of notification, and procedures for on-the-spot verifications and investigations and the exchange of information between competent authorities (OJ EU L 176 of 10.07.2010, p. 16);

2b) Regulation 231/2013 - it means Commission Delegated Regulation (EU) No 231/2013 of 19 December 2012 supplementing Directive 2011/61/EU of the European Parliament and of the Council with regard to exemptions, general operating conditions, depositaries, leverage, transparency, and supervision (OJ EU L 83 of 22.03.2013, p. 1);

2c) Regulation 345/2013 - it means Regulation (EU) No 345/2013 of the European Parliament and of the Council of 17 April 2013 on European venture capital funds (OJ EU L 115 of 25.04.2013, p. 1);

2d) Regulation 346/2013 - it means Regulation (EU) No 346/2013 of the European Parliament and of the Council of 17 April 2013 on European social entrepreneurship funds (OJ EU L 115 of 25.04.2013, p. 18);

2e) Regulation 2017/565 - it means Commission Delegated Regulation (EU) 2017/565 of 25 April 2016 supplementing Directive 2014/65/EU of the European Parliament and of the Council as regards organisational requirements and operating conditions for investment firms and defined terms for the purposes of that Directive (OJ EU L 87 of 31.03.2017, p. 1, as later amended);

2f) Regulation 2016/679- it means Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, and repealing Directive 95/46/EC (OJ EU L 119 of 04.05.2016, p. 1, as later amended);

2g) Regulation 2017/2402- it means Regulation (EU) 2017/2402 of the European Parliament and of the Council of 12 December 2017 laying down a general framework for securitisation and creating a specific framework for simple, transparent and standardised securitisation, and amending Directives 2009/65/EC, 2009/138/EC and 2011/61/EU and Regulations (EC) No 1060/2009 and (EU) No 648/2012 (OJ EU L 347 of 28.12.2017, p. 35);

2h) Regulation 2017/1129 - it means Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC (OJ EU L 168 of 30.06.2017, p. 12);

2i) Regulation 694/2014 - it means Commission Delegated Regulation (EU) No 694/2014 of 17 December 2013 supplementing Directive 2011/61/EU of the European Parliament and of the Council with regard to regulatory technical standards determining types of alternative investment fund managers (OJ EU L 183 of 24.06.2014, p. 18);

2j) Regulation 2015/760 - it means Regulation (EU) 2015/760 of the European Parliament and of the Council of 29 April 2015 on European long-term investment funds (OJ EU L 123 of 19.05.2015, p. 98);

2k) Regulation 2019/1156 - it means Regulation (EU) 2019/1156 of the European Parliament and of the Council of 20 June 2019 on facilitating cross-border distribution of collective

investment undertakings and amending Regulations (EU) No 345/2013, (EU) No 346/2013 and (EU) No 1286/2014 (OJ EU L 188 of 12.07.2019, p. 55);

2l) Regulation 1286/2014 - it means Regulation (EU) No 1286/2014 of the European Parliament and of the Council of 26 November 2014 on key information documents for packaged retail and insurance-based investment products (PRIIPs) (OJ EU L 352 of 09.12.2014, p. 1, as later amended);

3) company - means an investment fund company joint stock company;

3a) "ASI manager" - means the manager of an alternative investment company;

4) "Commission" - means the Financial Supervision Commission;

5) "EEA" – means the European Economic Area;

6) "OECD" - means the Organization for Economic Cooperation and Development;

7) "member state" - means a country other than the Republic of Poland, which is a member of the European Union;

8) "host state" - means a country other than the Republic of Poland, on the territory of which a company or an ASI manager intends to exercise or perform its activity, or on the territory of which an investment fund intends to sell or dispose of units or intends to offer or offer investment certificates, or an ASI manager intends to introduce or introduce an alternative investment company to trading;

9) "foreign fund" - means an open investment fund or investment company that has been authorized by a competent authority in a Member State to operate in accordance with Community law governing collective investment in securities;

10) "management company" - means an entity or company domiciled in a member state, which has obtained permission from the competent authority in a member state to engage in the management of funds operating in accordance with Community law regulating the principles of collective investment in securities;

10a) "alternative investment fund" – means a collective investment institution that, , the object of which, including within the framework of a separate sub-fund, is to collect assets from a number of investors for the purpose of investing them in the interests of those investors in accordance with a specific investment policy, which is not a fund operating in accordance with Community law governing the principles of collective investment in securities;

10b) "EU AIF" - means an alternative investment fund that has been registered as an alternative investment fund by a competent authority in a Member State or has been authorized by a competent authority in a Member State to operate as an alternative investment fund, or, in the absence of an authorization or registration requirement, is established in the territory of a Member State while carrying out such activities;

10c) "EU manager" – means a legal entity domiciled in the territory of a member state, which has obtained permission from the competent authority in a member state to engage in the

management of an alternative investment fund in accordance with Community law regulating the activity of managers of alternative investment funds;

10d) "holding company" - means a capital company, including a European company, which implements a specific sector business strategy through companies in which it holds shares or stocks, or subsidiaries or related entities within the meaning of the Accounting Act for the purpose of generating long-term growth in value of that company or entity, and which:

a) conducts this activity on its own behalf and for its own account, and its shares are admitted to trading on a regulated market, or

b) was not primarily established for the purpose of generating income for investors through the sale of shares or interests in such companies, if this circumstance is demonstrated in its annual financial statement;

11) "home state" - means a member state on the territory of which, in the case of:

a) a management company or an EU manager - this entity is domiciled,

b) a foreign fund - this entity has obtained permission from the competent authority to operate,

c) an EU AIF - this entity was first granted permission or first registered, and in the absence of a requirement for obtaining permission or registration - is domiciled;

12) "Community law" – means legal acts issued by institutions and bodies of the European Union;

13) "branch" - means a separate and independently organized part of a business activity, conducted by an entrepreneur outside the seat of the entrepreneur's headquarters or main place of business, where all organizational units:

a) of the management company or EU manager located on the territory of the Republic of Poland,

b) of the company or ASI manager located on the territory of the host state;

13a) "professional client" - means an entity for which a service is or is to be provided, or to which the purchase of participation units, the subscription of investment certificates, or the acquisition or subscription of participation rights in an alternative investment company is proposed, possessing experience and knowledge allowing for making appropriate investment decisions, as well as for proper assessment of the risk associated with these decisions, who is:

a) a domestic bank, foreign bank, or credit institution,

b) an investment firm,

c) a domestic insurance company or foreign insurance company or domestic reinsurance company or foreign reinsurance company, as defined by the Act of September 11, 2015, on insurance and reinsurance activities, operating in the territory of the Republic of Poland,

- d) an investment fund, alternative investment company, or other collective investment institution, investment fund company, ASI manager, management company, or EU manager,
- e) a pension fund or pension society within the meaning of the Act of August 28, 1997, on the organization and functioning of pension funds,
- f) a commodity brokerage house within the meaning of the Act of October 26, 2000, on commodity exchanges,
- g) an entity that, within the scope of its business activity, for its own account, enters into transactions on futures contracts, options, or other derivative instruments, or on money markets solely for the purpose of hedging positions taken on those markets, or acts for this purpose on behalf of other members of such markets, provided that the responsibility for fulfilling obligations arising from these transactions is borne by clearing participants of these markets,
- h) a financial institution other than those indicated in letters a-g,
- i) an institutional investor other than those indicated in letters a-h, conducting regulated activity in the financial market,
- j) an entity conducting activity outside the borders of the Republic of Poland under conditions equivalent to the activity conducted by entities indicated in letters a-i,
- k) an entrepreneur meeting at least two of the following requirements, where the equivalent in zlotys of the amounts indicated in euros is calculated using the average euro exchange rate announced by the National Bank of Poland on the day the entrepreneur prepares its financial statement:
 - the balance sheet total of this entrepreneur is at least the equivalent in zlotys of 20,000,000 euros,
 - the sales revenue achieved by this entrepreneur is at least the equivalent in zlotys of 40,000,000 euros,
 - the own capital or equity fund of this entrepreneur is at least the equivalent in zlotys of 2,000,000 euros,
- l) a public body managing public debt, a central bank, the World Bank, the International Monetary Fund, the European Central Bank, the European Investment Bank, or another international organization performing similar functions,
- m) another institutional investor, whose primary activity is investing in financial instruments, including an entity involved in asset securitization or entering into other types of financial transactions,
- n) an entity other than those indicated in letters a-m, which is treated as a professional client;

13b) "retail client" - means an entity on whose behalf a service is or is to be provided, or to whom the acquisition of participation units, the subscription of investment certificates, or the acquisition or subscription of participation rights in an alternative investment company is proposed, not being a professional client or being a professional client who, when receiving services or being proposed the acquisition of participation units, the subscription of investment certificates, or the acquisition or subscription of participation rights in an alternative investment company, is treated as a retail client;

13c) ⁴ Individual investor - means an individual investor referred to in Article 4(6) of Regulation 1286/2014;

14) "investment firm" - means an investment firm within the meaning of the Act on Trading in Financial Instruments;

15) "domestic bank" - means a bank as mentioned in Article 4(1)(1) of the Act of August 29, 1997 - Banking Law;

16) "foreign bank" - means a bank as mentioned in Article 4(1)(2) of the Act of August 29, 1997 - Banking Law;

17) "credit institution" - means a credit institution as mentioned in Article 4(1)(17) of the Act of August 29, 1997 - Banking Law;

17a) "financial instruments" - means financial instruments as mentioned in Article 2(1) of the Act on Trading in Financial Instruments;

18) "derivative instruments" - means property rights whose market price depends directly or indirectly on the price or value of securities mentioned in Article 3(1)(a) of the Act on Trading in Financial Instruments, and other property rights whose market price depends directly or indirectly on the market price of foreign currencies or changes in interest rates;

19) "non-standardized derivative instruments" - means derivative instruments that are traded outside of an organized market, and their content is or can be the subject of negotiation between the parties;

20) "underlying assets of derivative instruments" - means securities, money market instruments, or other property rights, as well as specified indices, currency rates, interest rates, forming the basis for determining the price of a derivative or a non-standardized derivative instrument;

20a) "AFI-specific derivative instruments" - means financial instruments mentioned in Article 2(1)(2)(c-i) of the Act on Trading in Financial Instruments, being the subject of agreements concluded by an alternative investment company or an EU AIF managed by a company or an ASI manager;

21) "money market instruments" - means securities or property rights incorporating only monetary claims:

a) with a maturity not exceeding 397 days from their issuance or acquisition,

b) which are regularly adjusted to current conditions prevailing in the money market at intervals not exceeding 397 days, or

c) whose investment risk, including credit risk and interest rate risk, corresponds to the risk of financial instruments mentioned in lit. a or b

- and for which there is supply and demand allowing their continuous purchase and sale under market conditions, whereas temporary loss of liquidity by a security or property right does not result in the loss of money market instrument status for such security or right;

21a) "short selling" - means an investment technique based on the assumption of achieving profit from the decrease in prices of certain financial instruments from the moment of executing their sale order, if they were borrowed for the purpose of settling the transaction by an investor or by an entity executing the sale order on behalf of the investor or acquired for this purpose by one of these entities based on an agreement or agreements obligating the seller to repurchase the same financial instruments from the buyer in the future, up to the moment of the claim for the return of the sold financial instruments becoming due, or if the conditions mentioned in Article 12 or Article 13 of Regulation (EU) No 236/2012 of the European Parliament and of the Council of 14 March 2012 on short selling and certain aspects of credit default swaps (OJ EU L 86 of 24.03.2012, p. 1) are met;

22) "organized market" - means a separately organized and financially independent trading system operating regularly and ensuring equal conditions for conducting transactions and universal and equal access to information about transactions, in accordance with the principles defined by the relevant laws of the country in which this trading is conducted, in particular organized trading as mentioned in the Act on Trading in Financial Instruments;

22a) "regulated market" - means a market as mentioned in Article 14 of the Act on Trading in Financial Instruments;

22b) "alternative trading system" - means an alternative trading system as mentioned in Article 3(2) of the Act on Trading in Financial Instruments;

23) "close links" - means directly or indirectly owning more than 20% of the capital of another entity or the right to exercise at least 20% of the votes in another entity's bodies, or exercising control or joint control over another entity in the scope defined in Article 3(1)(37) of the Accounting Act;

24) "capital group" - means the dominant entity along with its dependent entities;

25) "dominant entity" - means:

a) a dominant entity within the meaning of the Public Offering Act,

b) an entity recognized as a dominant entity based on Article 2a;

26) "dependent entity" - means a dependent entity within the meaning of the Public Offering Act;

27) "portfolio management, which includes one or more financial instruments" - means the management of a portfolio that includes one or more financial instruments, as defined in Article 75(1) of the Act on Trading in Financial Instruments;

28) "investment advice" - means investment advice as defined in Article 76 of the Act on Trading in Financial Instruments;

28a) "introducing an alternative investment company to trading" - means:

a) proposing the subscription of new or the increase in the nominal value of existing shares - in the case of a limited liability company,

b) ⁵ proposing the subscription of new issue shares, the sale of own shares, or the increase in the nominal value of existing shares - in the case of a joint-stock company and a limited joint-stock partnership,

c) undertaking activities related to the admission of new limited partners or the increase in the contribution of existing limited partners - in the case of a limited partnership;

(...)

33) "personal data" - means first and last names, date and place of birth, residential address, and for citizens of the Republic of Poland, also the PESEL number;

33a) "contact data" - means mailing address, telephone number, and email address;

34) "securities" - means securities as mentioned in Article 3(1) of the Act on Trading in Financial Instruments, excluding derivative instruments;

35) "dematerialized securities" - means securities as mentioned in Article 5(1) of the Act on Trading in Financial Instruments;

36) (repealed);

37) (repealed);

38) "public offering" - means the public offering of securities as mentioned in Article 2(d) of Regulation 2017/1129;

(...)

40) "business day" - means any day from Monday to Friday, excluding statutory holidays;

41) "durable medium" - means any medium that allows information to be stored for a necessary period of time, resulting from the nature of the information and the purpose for which it was prepared or conveyed, in a way that prevents alteration of the information and allows the information to be reproduced in the version and form in which it was prepared or conveyed;

42) "total exposure" - means the amount, calculated using recognized methods and expressed in the currency in which the assets of the open investment fund are valued, of the fund's

commitment resulting from entering into derivative contracts or other contracts used for the purpose of efficient portfolio management of the open investment fund;

42a) "AFI exposure" - means the amount, calculated taking into account Articles 6-11 of Regulation 231/2013, expressed in the currency in which the assets of the alternative investment fund are valued, of the fund's engagement including all assets and liabilities of the fund, derivative instruments or property rights mentioned in Article 145(1)(6), or AFI-specific derivative instruments, loans involving cash or securities, and other agreements leading to an increase in the fund's engagement, when the risk and benefits related to these agreements pertain to this fund;

42b) "AFI financial leverage" - means any method of increasing AFI exposure, in particular through borrowing cash or securities or investing in derivative instruments or property rights mentioned in Article 145(1)(6), or AFI-specific derivative instruments;

42c) "AFI annual report" - means the annual report of the alternative investment fund;

42d) 10 (...)

43) "entrepreneur" - means the entrepreneur as mentioned in the Act of March 6, 2018 - Entrepreneurs' Law (Journal of Laws of 2023, item 221);

44) "foreign entrepreneur" - means a foreign entrepreneur as mentioned in the Act of March 6, 2018 on the principles of participation of foreign entrepreneurs and other foreign persons in economic trade on the territory of the Republic of Poland (Journal of Laws of 2022, item 470);

45) "EuVECA managers register" - means the register maintained by the Commission, in accordance with Article 14 of Regulation 345/2013, of companies and ASI managers authorized to manage alternative investment funds using the name "EuVECA";

"EuSEF managers register" - means the register maintained by the Commission, in accordance with Article 15 of Regulation 346/2013, of companies and ASI managers authorized to manage alternative investment funds using the name "EuSEF".

(...)

Art. 8a. [Alternative Investment Company (ASI)]

1. An alternative investment company is an alternative investment fund, other than specified in Article 3(4)(2).
2. An alternative investment company may operate in the form of:
 - 1) a limited liability company, joint-stock company, or European company;
 - 2) a limited partnership or limited joint-stock partnership, in which the sole general partner is a limited liability company, joint-stock company, or European company.
3. The exclusive activity of an alternative investment company, subject to exceptions specified in the law, is the pooling of assets from multiple investors for the purpose of

investing them in the interest of those investors in accordance with a specified investment policy.

4. ¹¹ An alternative investment company may not enter into a loan agreement or other agreement of similar nature, issue bonds or other securities not being participation rights of the alternative investment company, if the lender or the party entering into another agreement of similar nature or subscribing for or acquiring bonds or other security is an individual. This restriction does not apply to an individual recognized as a professional client, taking into account Article 70k(1) and (3).

Art. 8b. [ASI Manager]

1. An ASI manager manages the alternative investment company, including at least the investment portfolio of this company and its risk.
2. An ASI manager can only be:
 - 1) in the case specified in Art. 8a(2)(1) - a capital company being an alternative investment company, operating as an internally managed ASI;
 - 2) in the case specified in Art. 8a(2)(2) - a capital company being the general partner of the alternative investment company, operating as an externally managed ASI.
3. A legal entity managing an alternative investment company, whose only investors are this legal entity or entities belonging to the same capital group as this legal entity, within the meaning of Article 3(1)(44) of the Accounting Act, provided that none of those investors is itself an alternative investment company or an EU AIF, is not considered an ASI manager.
4. An EU manager conducting activities in the territory of the Republic of Poland may take over the management of an alternative investment company from an externally managed ASI. The takeover of management occurs through a change in the contract or statutes of the alternative investment company, in which the ASI manager is the general partner.

Art. 8c. [ASI Investor; Contributions to ASI; ASI Designations]

1. ¹² An investor in an alternative investment company is an entity that holds participation rights in an alternative investment company and meets the criteria of a professional client. The criteria for a professional client do not apply in the case where the alternative investment company has obtained permission as mentioned in Article 5(1) of Regulation 2015/760.
2. Participation rights in an alternative investment company are, respectively, a share in the company and a stock.
3. A share in the company, in the case of a limited partnership and a limited joint-stock partnership, - means the entire set of rights and obligations of a partner in the company.
4. ¹³ A contribution to an alternative investment company in exchange for its participation rights may be made by an entity meeting the criteria of a professional client.
5. The subject of a contribution to an alternative investment company operating in the form of a limited partnership may not be an inalienable right or the provision of work or services.

6. The designation "alternative investment company" or the abbreviation of this designation "asi" may only be used in the name, advertisement, or promotional information or to describe its business activity by an alternative investment company managed by an ASI manager authorized to perform this activity in accordance with the law.

(...)

Art. 11. [Securities Issued Abroad]

In the case of securities issued abroad, the term "securities" in this law has the meaning given to it by the laws of the country in which they were issued, or the country in which the issuer is domiciled.

Art. 12. [Derivative Instruments - Exclusion from the Application of Provisions]

The provisions of the Act of November 19, 2009, on gambling (Journal of Laws of 2023, item 227) and Article 413 of the Civil Code do not apply to derivative instruments that are the subject of agreements entered into by an investment fund or an alternative investment company.

Art. 13a. [Refusal of Entry into the EuVECA or EuSEF Managers Register]

1. The Commission's refusal to enter a company or an ASI manager into the EuVECA managers register, in the case where the criteria mentioned in Article 14(2) of Regulation 345/2013 are not met, is made by decision.
2. The Commission's refusal to enter a company or an ASI manager into the EuSEF managers register, in the case where the criteria mentioned in Article 15(2) of Regulation 346/2013 are not met, is made by decision.

Art. 13b. [Limitation of the Obligation to Provide Information on Personal Data Processing]

An investment fund, company, alternative investment company, and ASI manager, as well as entities referred to in Article 32(1) and (2), in the scope of their activities referred to in these provisions and in Article 32(2b), being data controllers processing personal data within the meaning of Article 4(1) of Regulation 2016/679, are not required to fulfill the obligations mentioned in Article 15 of Regulation 2016/679, to the extent that it is necessary for the proper performance of tasks related to anti-money laundering and counter-terrorism financing as well as preventing crimes.

Division IIIa

Alternative investment company and ASI manager

Chapter 1

Performance of activities of the alternative investment company and ASI manager

Art. 70a. [ASI Manager; Appropriate Application of Provisions]

1. Only a capital company referred to in Art. 8b(2), located in the territory of the Republic of Poland, which has obtained permission from the Commission to conduct the activity specified in Art. 70e(1) (permission to conduct activity by the ASI manager), can be an ASI manager.
2. Under the conditions specified in Chapter 3, in the case of managing investment portfolios of low value, a capital company referred to in Art. 8b(2), located in the territory of the Republic of Poland, may conduct the activity specified in Art. 70e(1) as an ASI manager without the Commission's permission, after being entered into the ASI managers register.
3. ⁴³ repealed
4. In matters not regulated in the Act, the provisions of the Commercial Companies Code apply to alternative investment companies and ASI managers.
5. The provisions concerning:
 - 1) shares of the ASI manager also apply accordingly to shares in a limited liability company;
 - 2) shareholders of the ASI manager also apply accordingly to partners of a limited liability company;
 - 3) the general meeting of the ASI manager and votes at this meeting also apply accordingly to the meeting of partners of a limited liability company and votes at this meeting.
6. ⁴⁴ The ASI manager maintains its own website, where it particularly posts information and announcements required by law.

Art. 70b. [Investment Policy and Investment Strategies of ASI]

1. The investment policy of an alternative investment company defines the way its assets are invested.
2. The investment policy and investment strategies are determined in the founding documents of the alternative investment company and in the documents, including regulations, adopted by the ASI manager regarding the activity conducted by the alternative investment company, hereinafter referred to as "ASI internal regulations".

Art. 70c. [Recognition as a Linked or Basic AFI]

1. An alternative investment company or an EU AFI that invests at least 85% of its assets in:
 - 1) participation rights of another alternative investment company or another EU AFI, or
 - 2) participation rights of more than one other alternative investment company or more than one other EU AFI, provided they apply identical investment strategies, or
 - 3) assets other than those specified in points 1 and 2, whose value reflects the value of participation rights of another alternative investment company or another EU AFI
- is recognized as an alternative investment company or an EU AFI acting as a Linked AFI.
2. An alternative investment company or an EU AFI referred to in subsection 1 points 1-3 is recognized as a Basic AFI.

Art. 70e. [Activity of the ASI Manager]

1. The activity of the ASI manager may solely be the management of an alternative investment company, including introducing this company to trading, and, subject to subsection 2, managing an EU AFI, including introducing these AFIs to trading.
2. Managing an EU AFI may only be the activity of an externally managing ASI, which has obtained permission to conduct activity by the ASI manager.
3. An externally managing ASI may manage more than one alternative investment company operating in the form specified in Art. 8a(2)(2) or more than one EU AFI. An internally managing ASI may only manage a given company being an alternative investment company.

Art. 70f. [Introduction of ASI to Trading]

1. ⁴⁶ An alternative investment company may be introduced to trading among:
 - 1) professional clients;
 - 2) retail clients - in the case where it has obtained permission as mentioned in Art. 5(1) of Regulation 2015/760.
 1. ⁴⁷ (repealed)
- (...)

Art. 70k. [Recognition as a Professional or Retail Client]

1. ⁴⁹ An ASI manager, upon request of an entity other than specified in Art. 2(13a)(a-m) and within the scope specified in such request, may treat this entity as a professional client, provided that the entity possesses the knowledge and experience necessary for making appropriate investment decisions and for properly assessing the risks associated with these decisions, and also meets the condition mentioned in subsection 3. Before considering the request, the ASI manager determines this entity's knowledge about the rules for treating professional clients in the scope to which the request relates.
2. ⁵⁰ An ASI manager, upon request of a professional client and within the scope specified in such request, may treat them as a retail client. An ASI manager may also treat a professional

client as a retail client even without such a request in the case of an alternative investment company that has obtained permission as mentioned in Art. 5(1) of Regulation 2015/760.

3. ⁵¹ An individual may be recognized as a professional client if the value of their contribution to an alternative investment company is not less than the equivalent in Polish zlotys of 60,000 euros.

4. ⁵² Funds for making a contribution or share by an individual in the case referred to in subsection 3 cannot originate from a loan, donation, or another agreement of similar nature concluded with an alternative investment company, ASI manager, or an entity related to these entities within the meaning of the Accounting Act provisions.

5. ⁵³ The equivalent in Polish zlotys of the amount expressed in euros referred to in subsection 3 is determined using the average euro exchange rate announced by the National Bank of Poland on the day of making the contribution or share.

6. ⁵⁴ A legal act involving participation rights in an alternative investment company, leading to the transfer of these rights or entitlements arising from them to an entity other than the investor of this alternative investment company and the ASI manager managing this alternative investment company, requires written consent by the ASI manager managing this alternative investment company. The ASI manager refuses to give consent if, after verification, the entity referred to in the first sentence does not meet the conditions allowing for its recognition as a professional client, taking into account subsections 3 and 4. A legal act carried out without the consent of the ASI manager is invalid.

7. ⁵⁵ The provisions of subsections 3-6 do not apply in the case where at least 50% of the participation rights of the alternative investment company are held by professional clients referred to in Art. 2(13a)(a-m).

(...)

Chapter 3

Registered ASI Managers

Art. 70zb. [Entry into the ASI Managers Register]

1. The activity specified in Art. 70e(1) does not require obtaining permission from the Commission and may be conducted based on entry into the ASI managers register, if the total value of assets comprising the investment portfolios of alternative investment companies, which the ASI manager intends to manage or manages, does not exceed, taking into account Art. 2 of Regulation 231/2013, the equivalent in Polish zlotys of 100,000,000 euros, and in the case where the ASI manager manages only companies that do not apply AFI financial leverage and in which participation rights can be redeemed no earlier than 5 years after their acquisition - the equivalent of 500,000,000 euros.

2. The equivalent in Polish zlotys of the amounts specified in subsection 1 is determined using the average exchange rate announced by the National Bank of Poland on the last working day preceding:
 - 1) the day of submitting the application - in the case of an entity applying for entry into the ASI managers register;
 - 2) the day taken as the day for calculating the total value of assets comprising the investment portfolios of alternative investment companies, which it manages - in the case of an ASI manager entered into the ASI managers register.
3. The ASI manager immediately informs the Commission about the adopted day for calculating the total value of assets comprising the investment portfolio of the alternative investment company, which it manages, as well as about its change.
4. ⁶¹ To the ASI manager, who conducts the activity specified in Art. 70e(1) without the Commission's permission, after being entered into the ASI managers register, the provisions of Art. 70ba-70bd, Art. 70d, Art. 70f(3-12), Art. 70g-70j, Art. 70l-70r, and the provisions of Parts IIIb, IV, and XII do not apply.
5. The activity specified in Art. 70e(1) may be conducted by the ASI manager, who meets the conditions specified in subsection 1, based on permission to conduct activity by the ASI manager, if they apply for such permission. In such a case, the provision of subsection 4 does not apply.
6. The ASI managers register is maintained by the Commission.

Art. 70zc. [Application for Registration; Refusal of Registration]

1. The Commission shall register an ASI manager in the ASI managers register upon application from:
 - 1) a capital company in organization, if it intends to operate as an internally managing ASI;
 - 2) a capital company that is to be the general partner of an alternative investment company, according to its agreement or statutes, before filing the company with the registry court, if it intends to operate as an externally managing ASI.
2. The application referred to in paragraph 1, taking into account Art. 5 of Regulation 231/2013, shall be accompanied by:
 - 1) the statute or agreement of the company;
 - 1a) ⁶² the statute or agreement of the alternative investment company that the applicant intends to manage;
 - 2) an excerpt from the business register, in the case of a capital company referred to in Art. 8b(2)(2);
 - 3) personal data of the management board or supervisory board members of the applicant, as well as other individuals responsible for the conducted activity or managing it, along with an excerpt from the National Criminal Register;
 - 4) a description of alternative investment companies including the names of those companies the applicant intends to manage, covering:

- a) the planned total value of assets included in the investment portfolios of these companies,
- b) a description of the investment policy and investment strategy of each of these companies;
- 5) the address of the ASI manager's headquarters;
- 6) ⁶³ information on the investors of the alternative investment company, the value of their contributions, the origin of funds for making contributions, and the verification of these individuals as professional clients.

3. The Commission, by decision, shall refuse to register an ASI manager in the ASI managers register if:

- 1) the application or the documents attached thereto are not in compliance with the provisions of paragraph 2 and Art. 5 of Regulation 231/2013 or with the actual state, or the application was submitted by an unauthorized entity;
- 2) from the analysis of the application or attached documents it appears that the applicant or individuals referred to in paragraph 2(3) may conduct activities in violation of fair trading principles or in a manner not adequately securing the interests of investors of the alternative investment company;
- 3) ⁶⁴ investors of the alternative investment company do not meet the criteria of professional clients, or the funds for making a contribution by an individual, in cases referred to in Art. 70k(3), come from a loan, donation, or another similar agreement concluded with the alternative investment company, the ASI manager, or an entity related to these entities as per the provisions of the Accounting Act.

4. The running of deadlines specified in Art. 169 and Art. 325 § 1 of the Commercial Companies Code for filing the company with the registry court is suspended during the consideration of the application referred to in paragraph 1.

Art. 70zd. [Data Entered into the Register; Public Access to the Register]

- 1. The entry into the ASI managers register shall include:
 - 1) the company name and address of the ASI manager's headquarters;
 - 2) in the case of an externally managing ASI - the company name and address of the headquarters of each alternative investment company it manages;
 - 3) ⁶⁵ the National Court Register number of the ASI manager, and in the case of an externally managing ASI - additionally the number of each alternative investment company it manages.
- 2. The ASI managers register is public.
- 3. ⁶⁶ An externally managing ASI registered in the ASI managers register shall notify the register of each alternative investment company it intends to manage, providing the Commission with information about its company name and headquarters address along with a description of its investment policy and strategy or a statement that this policy and strategy comply with the description referred to in Art. 70zc(2)(4)(b), as well as the statute or agreement of that company.

4. An ASI manager entered in the ASI managers register shall immediately inform the Commission about any change in the data specified in paragraph 1, including ceasing to manage an alternative investment company entered in this register, and if it is related to taking over the management of an alternative investment company by another entity - simultaneously indicates the company name and address of the headquarters of this entity.

Art. 70ze. [Monitoring and Calculating the Value of Assets Comprising the Investment Portfolios of ASI]

1. An ASI manager entered in the ASI managers register ensures, taking into account Art. 2(6) and Art. 3 of Regulation 231/2013, monitoring of the total value of assets comprising the investment portfolios of alternative investment companies it manages, and calculates it at least once every 12 months.
2. If the total value of assets referred to in paragraph 1 exceeds the threshold specified in Art. 70zb(1) and this excess is not of a temporary nature as referred to in Art. 4 of Regulation 231/2013, the ASI manager:
 - 1) immediately informs the Commission about the exceedance;
 - 2) within 30 days from the day of identifying the exceedance:
 - A) submits an application for permission to conduct activity by the ASI manager according to Art. 70s, or
 - B) ceases to conduct the activity of managing alternative investment companies and immediately informs the Commission about this, indicating the date of ceasing this activity.
3. If an application referred to in paragraph 2(2)(a) is not submitted within the deadline, the Commission issues a decision to remove the ASI manager from the ASI managers register.

Art. 70zf. [Removal from the Register]

1. The Commission removes an ASI manager from the ASI managers register ex officio in the case of:
 - 1) the bankruptcy announcement of the ASI manager or the opening of its liquidation;
 - 1a) ⁶⁷ removal of the ASI manager from the entrepreneurs' register of the National Court Register;
 - 1b) ⁶⁸ non-payment of the registration fee for the ASI managers register, increased by due interest, within 6 months from the day of delivering the letter informing about the registration in the ASI managers register and the amount of the related fee;
 - 1c) ⁶⁹ non-payment of the annual fee for covering the costs of supervision over the capital market, as referred to in Art. 236(2g), increased by due interest, within 6 months from the day the obligation to pay this fee arises;
 - 1d) ⁷⁰ non-submission of the periodic report referred to in Art. 222c(1), including information specified in Art. 222e(1), within 6 months from the deadline for submitting this report;

- 2) non-conduct of ASI management activity for a consecutive period of 12 months;
 - 3) issuance according to Art. 70ze(3) or Art. 229a(2) of a final decision to remove the ASI manager from the ASI managers register;
 - 4) obtaining by the ASI manager permission to conduct activity by the ASI manager;
 - 5) informing the Commission by the ASI manager about ceasing to conduct the activity of managing alternative investment companies due to a non-temporary exceedance of the threshold referred to in Art. 70ze(2).
2. At the request of an ASI manager who does not manage any alternative investment company, the Commission removes it from the ASI managers register before the expiration of the period specified in paragraph 1(2).
 3. In the case of removal of the ASI manager from the ASI managers register according to paragraph 1(1-3), the provisions of Art. 70x(3) and (4) and Art. 70y apply accordingly.

Art. 70zg. [Legislative Delegation - Method of Maintaining the Register]

The minister responsible for financial institutions will specify, by regulation, the method of maintaining the ASI managers register by the Commission, including the manner of making entries and the procedure for its disclosure, taking into account ensuring the efficiency of proceedings.

(...)

SDIVISION X

Information Obligations and Commission Supervision

(...)

Art. 222c. [Reports Submitted to the Commission]

1. The company and the ASI manager prepare and submit to the Commission, taking into account Art. 110 of Regulation 231/2013, periodic reports on:
 - 1) investment activity conducted on behalf of managed specialized open investment funds, closed investment funds, alternative investment companies, and EU AIFs;
 - 2) liquidity and risk management of managed specialized open investment funds, closed investment funds, alternative investment companies, and EU AIFs, for each fund, each alternative investment company, and each EU AIF;
 - 3) the use of AFI financial leverage in managed specialized open investment funds, closed investment funds, alternative investment companies, and EU AIFs that use AFI financial leverage, for each fund, each alternative investment company, and each EU AIF.
2. The company and the ASI manager submit to the Commission, upon its request, additional information necessary for monitoring the effects of their activities of significant importance for the functioning of the financial market, within the scope specified in paragraph 1.

3. The Commission informs the European Securities and Markets Authority about the request referred to in paragraph 2.
4. The information referred to in Art. 110 of Regulation 231/2013 is submitted by the company or the ASI manager to the Commission in the manner specified by regulations issued based on Art. 55(1) of the Act on Capital Market Supervision.
5. The Commission immediately forwards the reports referred to in paragraph 1(3) to the President of the National Bank of Poland.

(...)

Art. 222e. [Supplementary Information Submitted by AFI Managers]

1. Managers of alternative investment funds are obliged to submit to the Commission supplementary information extending the range of information to be included in the reporting forms presented in Annex IV to Regulation 231/2013, necessary for monitoring systemic risk.
2. The supplementary information specified in regulations issued based on paragraph 3 is submitted to the Commission within the deadlines resulting from the provisions of Regulation 231/2013, as a supplement to the reporting forms presented in Annex IV to Regulation 231/2013, in the manner specified in regulations issued based on Art. 55(1) of the Act on Capital Market Supervision.
3. The minister responsible for financial institutions will specify, by regulation, the informational obligations of managers of alternative investment funds supplementing the range of information to be included in the reporting forms presented in Annex IV to Regulation 231/2013 to ensure universal, uniform, and coherent application across the European Union by managers of alternative investment funds when identifying managers of alternative investment funds, alternative investment funds, markets, financial instruments, counterparties, and enterprises, as well as for obtaining additional information by the Commission enabling monitoring of systemic risk, and the form and manner of completing the reporting forms presented in Annex IV to Regulation 231/2013.

Art. 222f. ¹⁹¹[Method of Submitting Information]

Information and documents fulfilling the information obligation imposed on the company, investment fund, investment fund liquidator, depositary, and ASI manager are submitted to the Commission in electronic form via the information system provided by the Commission, in a data format compatible with the data format of the Commission's information system made available on its website.

Art. 223. [Activities of the Certified Auditor]

A certified auditor is required, through an audit firm:

- 1) of the company or ASI manager conducting activities based on a license or ASI manager conducting activities based on an entry in the ASI managers register,
- 2) of the investment fund or alternative investment company authorized to use the name "EuVECA" or alternative investment company authorized to use the name "EuSEF",
- 3) of another entity performing activities based on an agreement concluded with the company or investment fund or with the ASI manager conducting activities based on a license or with the ASI manager conducting activities based on an entry in the ASI managers register, in the scope of managing or servicing the fund or alternative investment company respectively;

-to notify the Commission about significant breaches in the activity of the audited entity and violations of applicable regulations found during the audit or review of financial statements of these entities.

(...)

Art. 225b. [Commission's Reservations in Case of Identified Violations of Law or Interests of Investment Fund Participants or Investors of Alternative Investment Company]

1. If, based on obtained information, explanations, and documents referred to in Art. 225(2) or (2b) or Art. 225a(1), cases of violations of law or interests of investment fund participants or investors of alternative investment company are identified, the Commission may notify respectively:
 - 1) the company,
 - 2) the ASI manager,
 - 3) the depositary,
 - 4) the entity to which the company has entrusted the performance of activities based on the agreement referred to in Art. 45a(1), and the entity to which such activities have been transferred,
 - 5) the entity to which the ASI manager has entrusted the performance of activities based on the agreement referred to in Art. 70g(1), and the entity to which such activities have been transferred,
 - 6) the entity to which the ASI manager conducting activities based on an entry in the ASI managers register, registered in the EuVECA managers register or registered in the EuSEF managers register, has entrusted the performance of activities based on the agreement referred to in Art. 70g(1), and the entity to which such activities have been transferred,
 - 7) the entity managing the register of investment fund participants,
 - 8) the entity referred to in Art. 192(1)

-about the identified irregularities and set a deadline for their removal.

2. The entity referred to in paragraph 1, to which the notification has been directed, may submit in writing reasoned reservations to the content of the notification within 7 days from the date of notification delivery.

3. If the entity referred to in paragraph 1, to which the notification has been directed, fails to meet the deadline referred to in paragraph 2, the Commission, at the request of the interested party, may restore this deadline. The restoration of the deadline may occur if the interested party substantiates that the failure occurred without their fault. The Commission informs the interested party in writing about the restoration of the deadline or the refusal to restore it.

4. After considering the reservations, the Commission notifies the entity referred to in paragraph 1, to which the notification has been directed, about how they were considered. In the notification of consideration of reservations, the Commission may:

- 1) take into account the reservations in whole or in part and make the appropriate change in the content of the notification;
- 2) not take into account the reservations if they are unfounded.

5. If reservations have been submitted in accordance with paragraph 2, the deadline for removing the irregularities referred to in paragraph 1 is counted from the date of notification delivery about the consideration of reservations.

6. Within 3 days from the expiry of the deadline set for removing the irregularities, the entity referred to in paragraph 1, to which the notification has been directed, informs the Commission in writing about the manner of removing the irregularities.

7. In the event of failure to remove the irregularities within the set deadline, the Commission may apply sanctions to the entity referred to in paragraph 1, to which the notification has been directed, accordingly, as referred to in Art. 228-230a and Art. 232-234.

Art. 226. [Inspection Procedure]

Based on an authorization issued by the Chairman of the Commission, the person indicated therein has the right of entry to the premises of:

1) company - in order to check whether its activity complies with the law, its statute, and internal regulations, and with the permission or consent granted by the Commission;

1a) an ASI manager conducting activity based on permission - in order to check whether its activity complies with the law, its statute or company agreement, and ASI internal regulations, and with the permission granted;

1b) an ASI manager conducting activity based on entry to the ASI managers register - in order to check whether its activity complies with the law;

1c) an alternative investment company - in order to check whether its activity complies with the regulations governing such companies, the Capital Market Supervision Act, the Public Offering Act, or the Trading in Financial Instruments Act, ASI internal regulations, or whether the alternative investment company acts in accordance with the terms of the prospectus;

2) a depositary - in order to check whether its activity in the role of depositary complies with the law and the agreement on performing the depositary function for a respective investment fund or alternative investment company;

3) the entity referred to in Art. 32(2) - in order to check whether its activity in terms of mediating the sale and redemption of participation units or participation titles or redeeming investment certificates complies with the law, the agreement concluded with the fund, and the permission granted;

4) the entity to which the company has outsourced activities under the agreement referred to in Art. 45a(1), and the entity to which such activities have been transferred - in order to check whether the activity of this entity in terms of performing duties arising from the concluded agreement complies with this agreement, as well as with the law and the statute of the investment fund;

4a) the entity to which the ASI manager conducting activity based on permission has outsourced activities under the agreement referred to in Art. 70g(1), and the entity to which such activities have been transferred - in order to check whether the activity of this entity in terms of performing duties arising from the concluded agreement complies with this agreement, as well as with the law and the statute or company agreement of the alternative investment company;

4b) the entity to which the ASI manager conducting activity based on entry to the ASI managers register registered in the EuVECA or EuSEF managers register has outsourced activities under the agreement referred to in Art. 70g(1), and the entity to which such activities have been transferred - in order to check whether the activity of this entity in terms of performing duties arising from the concluded agreement complies with this agreement, as well as with the law and the statute or company agreement of the alternative investment company;

5) the entity managing the register of fund participants - in order to check whether its activity in terms of performing duties arising from the agreement concluded with the investment fund complies with this agreement and the statute of the investment fund;

6) the managing company, branch of the managing company, or a foreign fund, managing company of open investment funds domiciled in EEA states, branch of this company or an open investment fund domiciled in EEA states, located in the territory of the Republic of Poland - in order to check whether their activity is conducted in compliance with the regulations applicable in the territory of the Republic of Poland;

6a) the EU manager or its branch located in the territory of the Republic of Poland - in order to check whether their activity is conducted in compliance with the regulations applicable in the territory of the Republic of Poland;

7) ¹⁹⁵ the entity referred to in Art. 192(1) - in order to check whether its activity in terms of managing receivables referred to in Art. 183(1) complies with the law, the statute of the investment fund, the agreement concluded with the company, and the permission granted;

8) the representative of a foreign fund or the representative of an open investment fund domiciled in EEA states - in order to check whether their activity in terms of the duties of the fund's representative complies with the law and the agreement concluded with the fund, and to check whether the foreign fund or the open investment fund domiciled in EEA states conducts activity in compliance with the regulations applicable in the territory of the Republic of Poland;

9) the payment agent - in order to check whether its activity in terms of accepting payments for the acquisition of participation titles and making payments to participants of a foreign fund or an open investment fund domiciled in EEA states complies with the law and the agreement concluded with the fund.

2. (repealed).

3. (repealed).

4. The inspection of entities referred to in paragraph 1 is subject to the provisions of the Capital Market Supervision Act and the provisions of Chapter 5 of the Act of March 6, 2018 - Entrepreneurs' Law, as applicable.

(...)

Art. 227a. [Ordering the Cessation of Actions]

1. The Commission may order:
 - 1) a company that violates legal provisions, does not fulfill conditions specified in the permission, exceeds the scope of permission, violates the interests of investment fund participants or participants of a collective securities portfolio, or does not adhere to fair trading principles, and if the investment fund managed by the company violates regulations governing investment funds, the Capital Market Supervision Act, the Public Offering Act, or the Trading in Financial Instruments Act, does not adhere to the provisions of the statute or conditions specified in the permission, or does not act in accordance with the terms of the information prospectus,
 - 1a) an ASI manager conducting activity based on permission, who violates legal provisions, does not fulfill conditions specified in the permission, exceeds the scope of permission, violates ASI internal regulations, violates the interests of alternative investment company investors or does not adhere to fair trading principles, and if the alternative investment company managed by him violates regulations governing such companies, the Capital Market Supervision Act, the Public Offering Act, or the Trading in Financial Instruments Act, does not adhere to ASI internal regulations or does not act in accordance with the terms of the issue prospectus,
 - 1b) an ASI manager conducting activity based on entry to the ASI managers register, who violates legal provisions, and if the alternative investment company managed by him violates regulations governing such companies, the Capital Market Supervision Act, the Public Offering Act, or the Trading in Financial Instruments Act,
 - 2) a depository, who violates legal provisions or does not fulfill duties specified in the agreement on performing the depository function for a respective investment fund or

alternative investment company,
3) the entity referred to in Art. 32(2), who violates the Act's provisions, does not fulfill conditions specified in the permission, exceeds the scope of permission, or conducts activity in violation of fund participants' interests or fair trading principles,
4) the entity to which the company has outsourced activities under the agreement referred to in Art. 45a(1), who conducts activity in terms of performing duties arising from the concluded agreement in violation of this agreement, legal provisions, or the statute of the investment fund,
4a) the entity to which the ASI manager conducting activity based on permission has outsourced activities under the agreement referred to in Art. 70g(1), who conducts activity in terms of performing duties arising from the concluded agreement in violation of this agreement, legal provisions, or the statute or company agreement of the alternative investment company,
4b) the entity to which the ASI manager conducting activity based on entry to the ASI managers register registered in the EuVECA or EuSEF managers register has outsourced activities under the agreement referred to in Art. 70g(1), and the entity to which such activities have been transferred, who conduct activity in terms of performing duties arising from the concluded agreement in violation of this agreement, legal provisions, or the statute or company agreement of the alternative investment company,
5) the entity managing the register of fund participants, who conducts activity in terms of performing duties arising from the agreement concluded with the investment fund in violation of this agreement and the statute of the investment fund,
6) the managing company and the EU manager, if the activity of the investment fund, to which the company has concluded an agreement referred to in Art. 4(1a) or 1b, in the scope according to Art. 272c(1) or Art. 276e(1) belonging to the competencies of the managing company or the EU manager, violates legal provisions, provisions of the statute or conditions specified in the permission, or is not in accordance with the terms of the information prospectus or the issue prospectus, or violates the interests of the investment fund participants,
7) the managing company or its branch or the managing company of open investment funds domiciled in EEA states or its branch, which violate legal provisions in terms of conducting activity in the territory of the Republic of Poland,
7a) the EU manager, if the activity of the alternative investment company he manages violates legal provisions, provisions of the statute or the company agreement of the alternative investment company, conditions specified in the permission, or the interests of the company investors, or is not in accordance with the terms of the issue prospectus,
7b) the EU manager or its branch, who violate legal provisions in terms of conducting activity in the territory of the Republic of Poland,
8) a foreign fund or an open investment fund domiciled in an EEA state, which violate legal provisions, fair trading principles, or the principles of transferring participation titles in the territory of the Republic of Poland presented in the notification referred to in Art. 253(1),
9)¹⁹⁷ the entity referred to in Art. 192(1), who violates legal provisions or the statute of

the debt fund, does not fulfill conditions specified in the permission or exceeds the scope of permission, or conducts activity in violation of fair trading principles or the interests of debt fund participants, 10) the payment agent or the representative of a foreign fund or an open investment fund domiciled in EEA states, who perform duties arising from the agreement concluded with such a fund in violation of this agreement and the provisions of the Act

-to cease these actions.

2. The measure specified in paragraph 1 may be applied regardless of the application of sanctions specified in Art. 228, Art. 229a, Art. 229b, Art. 232-234, Art. 259, Art. 259a, Art. 273, and Art. 276g.

(...)

Art. 229a. [Administrative Liability of the ASI Manager]

1. In the case where an ASI manager conducting activity based on permission violates legal provisions or ASI internal regulations, does not fulfill conditions specified in the permission for conducting activity by the ASI manager, exceeds the scope of permission, or violates the interests of alternative investment company investors or EU AIF, the Commission may, by decision:
 - 1) limit the scope of the activity of managing alternative investment companies in terms of investment strategies that alternative investment companies managed by this ASI manager can apply, or
 - 2) revoke the permission, or
 - 3) impose a monetary penalty up to PLN 5,000,000, or
 - 4) apply sanctions jointly as mentioned in points 1 and 3 or in points 2 and 3.
2. In the case where an ASI manager conducting activity based on entry to the ASI managers register violates legal provisions or obtained entry to the ASI managers register based on false declarations or documents certifying untruth, the Commission may, by decision:
 - 1) remove the ASI manager from the ASI managers register, or
 - 2) impose a monetary penalty up to PLN 5,000,000, or
 - 3) apply sanctions jointly as mentioned in points 1 and 2.
3. respect to internally managing ASIs, the sanction specified in paragraph 1 point 3 and paragraph 2 point 2 is not applied. In cases referred to in paragraphs 1 and 2, the Commission may, by decision, impose a monetary penalty up to PLN 500,000 on a member of the board of the ASI manager responsible for the violation. This sanction can be applied jointly with the sanction mentioned respectively in paragraph 1 point 1 or 2 or in paragraph 2 point 1.
4. The provisions of Art. 228 paragraphs 5 and 6 apply accordingly.
5. Before making a decision on limiting the scope of the activity of managing alternative investment funds or revoking the permission of an ASI manager conducting activity

based on permission, who manages an EU AIF, the Commission seeks the opinion of the competent authority of the EU AIF's home state.

Art. 229b. [Administrative Liability of the ASI Manager Registered in the EuVECA Register]

1. In the case where an ASI manager conducting activity based on entry to the ASI managers register registered in the EuVECA managers register violates legal provisions regulating the activity of the ASI manager solely in terms of alternative investment companies authorized to use the name "EuVECA", violates internal regulations, or violates the interests of investors of an alternative investment company authorized to use the name "EuVECA", or obtained entry to the EuVECA managers register based on false declarations or documents certifying untruth, the Commission may, by decision:
 - 1) limit the scope of the activity of managing alternative investment companies authorized to use the name "EuVECA" in terms of investment strategies that alternative investment companies authorized to use the name "EuVECA", which are managed or may be managed by this ASI manager, can apply, or
 - 2) remove the ASI manager from the EuVECA managers register or remove the ASI manager from both the ASI managers register and the EuVECA managers register, or
 - 3) impose a monetary penalty up to PLN 500,000, or
 - 4) apply sanctions jointly as mentioned in points 1 and 3 or in points 2 and 3.
2. In the case where an ASI manager conducting activity based on entry to the ASI managers register registered in the EuSEF managers register violates legal provisions regulating the activity of the ASI manager solely in terms of alternative investment companies authorized to use the name "EuSEF", violates internal regulations, or violates the interests of investors of an alternative investment company authorized to use the name "EuSEF", or obtained entry to the EuSEF managers register based on false declarations or documents certifying untruth, the Commission may, by decision:
 - 1) limit the scope of the activity of managing alternative investment companies authorized to use the name "EuSEF" in terms of investment strategies that alternative investment companies authorized to use the name "EuSEF", which are managed or may be managed by this ASI manager, can apply, or
 - 2) remove the ASI manager from the EuSEF managers register or remove the ASI manager from both the ASI managers register and the EuSEF managers register, or
 - 3) impose a monetary penalty up to PLN 5,000,000, or
 - 4) apply sanctions jointly as mentioned in points 1 and 3 or in points 2 and 3.
3. With respect to internally managing ASIs, the sanction specified in paragraph 1 point 3 and paragraph 2 point 3 is not applied. In cases referred to in paragraphs 1 and 2, the Commission may, by decision, impose a monetary penalty up to PLN 500,000 on a member of the board of the ASI manager responsible for the violation. This sanction can be applied jointly with the sanction mentioned respectively in paragraph 1 point 1 or 2 or in paragraph 2 point 1 or 2.
4. The provisions of Art. 228 paragraphs 5 and 6 apply accordingly.

Art. 229c. [Prohibition of Using the Name "EuVECA" or "EuSEF"]

1. In cases referred to in Art. 228 paragraphs 1a and 1c-2b, Art. 229a paragraph 1, and Art. 229b paragraphs 1 and 2, if the violation concerns regulations governing activity in terms of alternative investment funds authorized to use the name "EuVECA" or "EuSEF", the Commission may, regardless of the application of sanctions specified in those provisions, prohibit the company, investment fund, ASI manager, or alternative investment company from using the name "EuVECA" or "EuSEF".
2. The provisions of Art. 228 paragraph 6 apply accordingly.

Art. 229d. [Information Regarding ASI]

1. ²¹³ Information regarding the alternative investment company, including authorized to use the name "EuVECA" or "EuSEF", and the ASI manager, including registered in the EuVECA and EuSEF registers, published by the ASI manager, including registered in the EuVECA or EuSEF managers register, truthfully presents the financial situation of these companies, the risk associated with acquiring participation rights of the alternative investment company including authorized to use the name "EuVECA" or "EuSEF", and the principles and scope of supervision exercised by the Commission over these ASI managers, including conducting activity based on entry to the ASI managers register.
2. If the Commission finds that the information published by the ASI manager, including registered in the EuVECA or EuSEF managers register:
 - 1) regarding the alternative investment company, including authorized to use the name "EuVECA" or "EuSEF", referred to in paragraph 1, is misleading or may mislead, or
 - 2)²¹⁴ advertising regarding the alternative investment company, including authorized to use the name "EuVECA" or "EuSEF", does not contain information required under Art. 4 paragraphs 1-5 of Regulation 2019/1156 or does not meet other requirements specified in these provisions, or
 - 3)²¹⁵ regarding the principles and scope of supervision exercised by the Commission over ASI managers, including registered in the ASI managers register, the EuVECA managers register, and the EuSEF managers register, is misleading or may mislead

-may prohibit their announcement or order the announcement of appropriate corrections within a specified period.

3. If the prohibition or order referred to in paragraph 2 is not complied with, the Commission makes the announcement of appropriate corrections at the expense of the ASI manager and imposes:

- 1) on the externally managing ASI manager a monetary penalty up to PLN 500,000;
- 2) in the case of internally managing ASI - on a member of the board of the ASI manager responsible for the violation a monetary penalty up to PLN 100,000.

Art. 230. [Administrative Sanctions]

1. ²¹⁶ In justified cases, the Commission may:
 - 1) order the company to replace or dismiss persons referred to in Art. 22 paragraph 1

- point 6, Art. 58 paragraph 1 points 4 and 4a, and Art. 58a paragraph 3 point 1 letter d and point 2,
- 2) order the ASI manager conducting activity based on permission to replace or dismiss persons referred to in Art. 70s paragraph 3 points 3 and 10,
- 3) order the ASI manager conducting activity based on entry to the ASI managers register registered in the EuVECA managers register to replace or dismiss persons referred to in Art. 70zc paragraph 2 point 3, and persons referred to in Art. 14 paragraph 1 letter a of Regulation 345/2013,
- 4) order the ASI manager conducting activity based on entry to the ASI managers register registered in the EuSEF managers register to replace or dismiss persons referred to in Art. 70zc paragraph 2 point 3, and persons referred to in Art. 15 paragraph 1 letter a of Regulation 346/2013
- setting a deadline for making this change, not shorter than 14 days.
2. If the change referred to in paragraph 1 is not made within the specified period, the Commission may, by decision, respectively:
 - 1) impose on the company or the externally managing ASI manager a monetary penalty up to PLN 500,000,
 - 2) in the case of internally managing ASI - impose on a member of the board of the ASI manager responsible for the violation that led to the issuance of the order mentioned in paragraph 1, a monetary penalty up to PLN 100,000.
 3. If despite the imposition of a monetary penalty the change is not made, the Commission may, by decision, respectively:
 - 1) revoke the permission for the company to conduct its activity,
 - 2) revoke the permission for the ASI manager to conduct its activity.

(...)

Art. 233. [Administrative Liability of Other Entities]

1. In the case where the entity referred to in Art. 32 paragraph 2 violates the provisions of the Act, does not fulfill the conditions specified in the permission, or exceeds the scope of the permission, conducts activity in violation of the interests of participants or potential participants of funds or fair trading principles, or has obtained permission based on false declarations or documents certifying untruth, the Commission may, by decision:
 - 1) revoke the permission,
 - 2) impose a monetary penalty up to PLN 500,000,
 - 3) apply both sanctions mentioned in points 1 and 2 jointly.
2. ²¹⁹ In the case where the entity to which the company has entrusted in relation to an open investment fund the performance of activities based on the agreement referred to in Art. 45a paragraph 1, or the entity to which such activities have been transferred, violates the provisions of the Act or conducts activity in the scope of performing duties arising from the concluded agreement in violation of legal provisions, the agreement, or the statute of the open investment fund, the Commission may, by decision, impose

on this entity a monetary penalty up to PLN 20,949,500 or an amount equivalent to 10% of the total annual revenue shown in the last audited financial statement for the fiscal year, if it exceeds PLN 20,949,500, or order the company or the entity that transferred the performance of activities, respectively, to terminate the agreement. The provisions of Art. 228 paragraphs 1a, 1b, 4b, and 9-12 apply accordingly.

2a. ²²⁰ In the case where the entity to which the company has entrusted in relation to a specialized open investment fund or a closed investment fund the performance of activities based on the agreement referred to in Art. 45a paragraph 1, or the entity to which such activities have been transferred, violates the provisions of the Act or conducts activity in the scope of performing duties arising from the concluded agreement in violation of legal provisions, the agreement, or the statute of the investment fund, the Commission may, by decision, impose on this entity a monetary penalty up to PLN 500,000, and in the case where the violation concerns the entity referred to in Art. 46 paragraphs 1-3 and Art. 46b paragraphs 1 and 2, to which the company has entrusted the management of the investment portfolio of the investment fund or its part or the management of the investment fund's risk, or the entity to which such activities have been transferred, a monetary penalty up to PLN 5,000,000, or order the company or the entity that transferred the performance of activities, respectively, to terminate the agreement.

2b. In the case where the entity to which the ASI manager conducting activity based on permission has entrusted the performance of activities based on the agreement referred to in Art. 70g paragraph 1, or the entity to which such activities have been transferred, violates the provisions of the Act or conducts activity in the scope of performing duties arising from the concluded agreement in violation of legal provisions, the agreement, or the statute or company agreement of the alternative investment company, the Commission may, by decision, impose on this entity a monetary penalty up to PLN 500,000 or order the ASI manager or the entity that transferred the performance of activities, respectively, to terminate the agreement.

2c. In the case where the entity to which the ASI manager conducting activity based on entry to the ASI managers register registered in the EuVECA or EuSEF managers register has entrusted the performance of activities based on the agreement referred to in Art. 70g paragraph 1, or the entity to which such activities have been transferred, violates the provisions of the Act or conducts activity in the scope of performing duties arising from the concluded agreement in violation of legal provisions, the agreement, or the statute or company agreement of the alternative investment company, the Commission may, by decision, impose on this entity a monetary penalty up to PLN 500,000 or order the ASI manager or the entity that transferred the performance of activities, respectively, to terminate the agreement.

3. In the case where the entity referred to in Art. 226 paragraph 1 point 5 conducts activity in the scope of performing duties arising from the agreement concluded with the fund in violation of this agreement and the statute of the investment fund, the Commission may impose on this entity a monetary penalty up to PLN 500,000 or order the fund to terminate the agreement.
4. In the case where the entity conducting brokerage activity referred to in Art. 32 paragraph 1 violates the provisions of the Act or conducts activity in violation of the

investment fund's statute, the interests of the fund participants, or fair trading principles, the Commission may impose a monetary penalty up to PLN 500,000.

(...)

Art. 236. [Fees]

(...)

1c. The entry of the ASI manager into the ASI managers register is subject to a fee not exceeding the equivalent in PLN of 2000 euros.

(...)

2g. The ASI manager conducting activity based on entry to the ASI managers register is obliged to pay an annual fee of the equivalent in PLN of 750 euros.

DIVISION XI

Taking Over Management of the Investment Fund and Alternative Investment Company, and Transformation, Dissolution, and Liquidation of the Investment Fund

(...)

Art. 238b. [Taking Over Management of the Alternative Investment Company]

1. An externally managing ASI conducting activity based on permission or entry to the ASI managers register may take over the management of the alternative investment company from the current general partner of the company.
2. In the case where the current general partner of the alternative investment company conducts activity based on permission to conduct ASI manager activity, taking over the management of the alternative investment company requires:
 - 1) the ASI manager intending to take over the management of the alternative investment company to have permission to conduct ASI manager activity,
 - 2) the change of the agreement or statute of the alternative investment company regarding the indication of the sole general partner of the company,
 - 3) the Commission's permission.
3. To the application for issuing the permission referred to in paragraph 2 point 3, the ASI manager intending to take over the management of the alternative investment company attaches:
 - 1) the consent of partners for changing the limited partnership agreement or the resolution of the general meeting regarding changing the statute of the limited joint-stock partnership regarding the indication of the general partner,

- 2) the agreement for performing the depository functions of the alternative investment company concluded by the ASI manager intending to take over the management,
 - 3) information on planned changes concerning the alternative investment company and its management in the scope referred to in Art. 70s paragraph 3 points 11-13, and accordingly the planned internal regulations of the ASI or copies referred to in Art. 70s paragraph 3 point 14, or a declaration that no changes in this scope are planned.
4. The Commission refuses to issue the permission referred to in paragraph 2 point 3 if:
 - 1) the application or documents attached to it are not consistent in content with legal provisions or with the factual state,
 - 2) the ASI manager intending to take over the management of the alternative investment company does not ensure the proper management of the company with such investment objectives, investment policy, or investment strategy as the company subject to the application,
 - 3) (repealed).
 5. The ASI manager taking over the management enters into the rights and obligations of the ASI manager being the former general partner of the alternative investment company, from the day of the change of the agreement or statute referred to in paragraph 2 point 2. Provisions of the agreement excluding the takeover of specific obligations are ineffective against third parties.

(...)

Section 1a

Establishing Branches and Conducting Activity by ASI Managers in Member States and in EEA States

Art. 269b. [Conditions for Conducting Activity by the ASI Manager in a Member State's Territory]

1. Activity within a member state's territory may be conducted by an ASI manager who conducts activity based on permission to conduct ASI manager activity.

(...)

DIVISION XIII

Professional Secrecy and Cooperation of Supervisory Bodies

Art. 280. [Scope of Entities and the Concept of Professional Secrecy]

- 1) The following are obliged to maintain professional secrecy:
 - 1) individuals forming part of the bodies and employees of:

- a) the company, ASI manager, and internally managing ASI,
 - b) the depository,
 - c) the entity managing the fund participants' register,
 - d) the entity intermediating in the sale and repurchase of investment fund units,
 - e) the entity to which, based on an agreement, the performance of the company's or ASI manager's duties, duties within the competence of the management company or EU manager in terms of fund management and its affairs, or duties of the EU manager managing the alternative investment company, has been entrusted or transferred,
 - f) another entity remaining with the company, ASI manager, investment fund, foreign fund, alternative investment company, EU AFI, management company, or EU manager in a commission relationship or another legal relationship of a similar nature,
 - g) the management company and EU manager who have concluded an agreement referred to in Art. 4 paragraphs 1a or 1b respectively;
- 2) individuals remaining with the investment fund, alternative investment company, or entities referred to in point 1 in a commission relationship or another legal relationship of a similar nature;
 - 3) (repealed);
 - 4) (repealed);
 - 5) members of the investors' council being natural persons, individuals authorized to represent members not being natural persons in the investors' council, and proxies of the investors' council members;
- 5a) members of the investors' assembly being natural persons, individuals authorized to represent members not being natural persons in the investors' assembly, and proxies of the investors' assembly members in the case of granting the investors' assembly the rights of the investors' council according to Art. 144 paragraph 7;
- 6) individuals authorized by the Chairman of the Commission in the manner of Art. 226;
 - 7) ²⁵⁰ entities referred to in Art. 282 paragraph 3c.
2. Professional secrecy within the meaning of paragraph 1 is the secrecy covering information obtained by the person listed in paragraph 1 in connection with the official activities within the framework of employment, commission relationship, or another legal relationship of a similar nature, concerning the legally protected interests of entities performing activities related to the operation of the investment fund, alternative investment company, foreign fund, EU AFI, or collective securities portfolio, particularly with investments and the register of participants of the investment fund, alternative investment company, foreign fund, EU AFI, or collective securities portfolio, or other activities within the regulated activity covered by the supervision of the Commission, supervisory body of a member state, or supervisory body of a third country, as well as concerning the activities undertaken within the execution of such supervision.
 3. The services performed by the company managing portfolios consisting of one or more financial instruments, investment advisory services, and services of accepting and transmitting orders for the purchase or sale of financial instruments, are covered by

professional secrecy within the meaning of Art. 147 of the Act on Trading in Financial Instruments.

4. The obligation to maintain professional secrecy also exists after the termination of legal relationships referred to in paragraph 1.

Art. 281. [Principles of Disclosing Information Constituting Professional Secrecy]

1. Subject to Art. 282, information constituting professional secrecy may only be disclosed upon request by:

1) a court or prosecutor, if necessary in ongoing criminal proceedings, and in civil proceedings, if the information does not concern third parties not involved in the proceedings;

2) the National Revenue Administration authority:
a) in connection with ongoing proceedings concerning a fiscal crime or fiscal misdemeanor, if necessary for the proceedings, or
b) if necessary to effectively prevent crimes or fiscal crimes, their detection or determination of their perpetrators and obtaining evidence of their commission, as well as detection and identification of objects and other property benefits derived from a crime or fiscal crime or their equivalent - within the scope referred to in Art. 127a of the Act of 16 November 2016 on the National Revenue Administration (Journal of Laws of 2022, item 813, as amended 251);

2a) a tax authority or the National Revenue Administration authority in connection with ongoing inspection activities or ongoing tax inspection, customs and fiscal inspection or tax proceedings;

3) the President of the Supreme Audit Office or an authorized inspector in the scope of data concerning the audited entity, necessary to determine the factual state in the conducted control proceedings concerning this entity as specified in the Act of 23 December 1994 on the Supreme Audit Office (Journal of Laws of 2022, item 623);

4) (repealed);

5) (repealed);

6) (repealed);

7) a certified auditor authorized to audit financial statements of the entity obliged to maintain professional secrecy, if necessary for the purposes of this audit, based on the agreement with him;

8) the Internal Security Agency, the Military Counterintelligence Service, the Intelligence Agency, the Military Intelligence Service, the Central Anti-Corruption Bureau, the Police, the Military Gendarmerie, the Border Guard, the Prison Service, the State Protection Service and their authorized in writing officers or soldiers to the extent necessary to conduct a verification procedure based on the provisions on the protection of classified information;

8a) the Internal Security Agency, if necessary to effectively prevent the commission of a crime, its detection or determination of perpetrators and obtaining evidence, on the terms and in the manner specified in Art. 34a of the Act of 24 May 2002 on the Internal Security Agency and the Intelligence Agency (Journal of Laws of 2022, items 557, 1488 and 2185, and of 2023, item 240);

8b) 252 the Central Anti-Corruption Bureau, if necessary to effectively prevent the commission of a crime, its detection or determination of the perpetrator and obtaining evidence, or verification of the truthfulness of a statement or declaration concerning a conflict of interest, subject to verification by the Central Anti-Corruption Bureau under separate regulations, on the terms and in the manner specified in Art. 23 of the Act of 9 June 2006 on the Central Anti-Corruption Bureau (Journal of Laws of 2022, item 1900, and of 2023, items 240 and 347);

9) the Police, if necessary to effectively prevent the commission of a crime, its detection or determination of perpetrators and obtaining evidence, as well as detection and identification of objects and other property benefits derived from a crime or their equivalent, on the terms and in the manner specified in Art. 20 of the Act of 6 April 1990 on the Police (Journal of Laws of 2023, item 171, of 2022, item 2600, and of 2023, items 185 and 240);

9a) the Border Guard, if necessary to effectively prevent the commission of a crime, its detection or determination of perpetrators and obtaining evidence, on the terms and in the manner specified in Art. 10c of the Act of 12 October 1990 on the Border Guard (Journal of Laws of 2022, items 1061, 1115, 1855, and 2600, and of 2023, items 185 and 240);

9b) the Military Gendarmerie, if necessary to effectively prevent the commission of a crime, its detection or determination of perpetrators and obtaining evidence, as well as detection and identification of objects and other property benefits derived from a crime or their equivalent, on the terms and in the manner specified in Art. 40b of the Act of 24 August 2001 on the Military Gendarmerie and military law enforcement agencies (Journal of Laws of 2021, item 1214, and of 2022, items 655, 1488, and 2600);

10) a court bailiff in connection with ongoing enforcement or securing proceedings or execution of a security provision for inheritance or with drawing up an inventory list, if necessary in these proceedings;

10a) an administrative enforcement authority and the central liaison office referred to in Art. 9 of the Act of 11 October 2013 on mutual assistance in the recovery of taxes, customs duties, and other monetary claims (Journal of Laws of 2021, item 2157), within the scope of their statutory tasks;

11) the sole participant of the fund, if the fund's statute so provides, provided that if the fund's participants are entities belonging to the same capital group, for the purposes of this provision, this group is treated as the sole participant;

12) the President of the Office of Competition and Consumer Protection in connection with ongoing proceedings before the President of the Office of Competition and Consumer Protection conducted under the provisions of the Act of 16 February 2007 on competition and

consumer protection (Journal of Laws of 2021, item 275, and of 2022, items 2581 and 2640), if necessary in ongoing proceedings;

13) the sole investor of the alternative investment company, if the internal regulations of the ASI so provide, provided that if the exclusive investors of the alternative investment company are entities belonging to the same capital group, for the purposes of this provision, this group is treated as the sole investor;

14) Polish Development Fund Joint Stock Company, referred to in Art. 1 point 2 of the Act of 4 July 2019 on the system of development institutions (Journal of Laws of 2022, items 2183 and 2185, and of 2023, item 203), or the President of the Central Statistical Office, if necessary for monitoring and controlling the correctness of the issuance by the investment fund being an investment fund, alternative investment company, ASI manager, or manager from a third country of funds originating from financing provided by Polish Development Fund Joint Stock Company or the National Capital Fund Joint Stock Company;

15) the Internal Inspectorate - if necessary to effectively prevent the commission of a crime, its detection or determination of perpetrators and obtaining evidence, on the terms and in the manner specified in Art. 11p of the Act of 21 June 1996 on special forms of supervision by the minister responsible for internal affairs (Journal of Laws of 2022, items 2487 and 2600);

15a) the Chief of the Internal Inspectorate of the Prison Service - if necessary to effectively prevent the commission of a crime, its detection or determination of perpetrators and obtaining evidence, on the terms and in the manner specified in Art. 23s paragraph 3 of the Act of 9 April 2010 on the Prison Service (Journal of Laws of 2022, item 2470, and of 2023, item 240);

16) the President of the Personal Data Protection Office in connection with ongoing proceedings before this authority, if necessary in ongoing proceedings;

17) the Financial Ombudsman, to the extent necessary for the performance of his statutory tasks.

2. ²⁵³ The debt fund may disclose information concerning acquired claims or pools of claims to entities with which it has concluded agreements referred to in Art. 191.

3. The disclosure of economic information by investment funds and alternative investment companies under the terms and procedures specified in the Act of 9 April 2010 on the disclosure of economic information and the exchange of economic data (Journal of Laws of 2021, item 2057, and of 2022, item 1855) does not violate the obligation to maintain professional secrecy.

4. ²⁵⁴ The disclosure of information by the company or investment funds and by the ASI manager or alternative investment companies under the terms and procedures specified in the Agreement between the Government of the Republic of Poland and the Government of the United States of America on improving international tax compliance and implementing FATCA legislation, and the accompanying Final Agreements, signed in Warsaw on 7 October

2014 (Journal of Laws of 2015, item 1647, and of 2017, item 158), and the Act of 9 March 2017 on the exchange of tax information with other countries (Journal of Laws of 2023, item 241) does not violate the obligation to maintain professional secrecy.

5. ²⁵⁵ The information about the transfer of data is kept confidential:

1) to the Internal Security Agency - under the terms and procedures specified in Art. 34a paragraphs 3-9 of the Act of 24 May 2002 on the Internal Security Agency and the Intelligence Agency;

2) to the Central Anti-Corruption Bureau - under the terms and procedures specified in Art. 23 paragraphs 3-9 of the Act of 9 June 2006 on the Central Anti-Corruption Bureau;

3) to the Police - under the terms and procedures specified in Art. 20 paragraphs 4-10 of the Act of 6 April 1990 on the Police;

4) to the Border Guard - under the terms and procedures specified in Art. 10c paragraphs 3-9 of the Act of 12 October 1990 on the Border Guard;

5) to the Military Gendarmerie - under the terms and procedures specified in Art. 40b paragraphs 2-6 of the Act of 24 August 2001 on the Military Gendarmerie and military law enforcement agencies;

6) to the Internal Inspectorate - under the terms and procedures specified in Art. 11p paragraphs 2-10 of the Act of 21 June 1996 on special forms of supervision by the minister responsible for internal affairs.

6. ²⁵⁶ The company and investment fund, in the scope specified in the regulations of the Act of 1 March 2018 on counteracting money laundering and terrorism financing (Journal of Laws of 2023, items 1124 and 1285), may process and disclose information, including information constituting professional secrecy, to obligated institutions within the group referred to in Art. 2 paragraph 2 point 7 of this Act, to which the company belongs.

Art. 282. [Commission's Powers; Permissible Transfer of Information Constituting Professional Secrecy]

1. In connection with the performance of statutorily defined tasks in the area of supervision, the Commission, its authorized representatives, and employees of the Commission's office have the right to access confidential information and information constituting professional secrecy held by entities obligated to maintain such secrecy.

2. The information referred to in paragraph 1 may be used solely for the performance of the Commission's statutorily defined tasks, in particular, it may serve as evidence in administrative proceedings conducted by the Commission.

3. It does not violate the obligation to maintain professional secrecy to transfer information constituting such secrecy:

1) with the consent of the person to whom this information pertains;

2) in a notification of a crime and documents submitted in addition to the notification;

3) to the General Inspector of Financial Information, the Head of the Internal Security Agency, the Head of the National Criminal Information Center, tax authorities or the National Revenue Administration authorities - within the scope, manner, and conditions specified in separate acts;

3a) by the company, ASI manager, managing company, or manager from the EU:

a) to the leading entity as defined in Art. 4 paragraphs 5 and 6 of the Act of 15 April 2005 on supplementary supervision of credit institutions, insurance companies, reinsurance companies, and investment firms that are part of a financial conglomerate (Journal of Laws of 2020, item 1413), hereinafter referred to as the "Act on Supplementary Supervision",

b) to the coordinator as defined in Art. 3 point 19 of the Act on Supplementary Supervision,

c) to the foreign coordinator as defined in Art. 3 point 20 of the Act on Supplementary Supervision

- in the performance of duties specified in this Act;

3b) by the company, ASI manager, managing company, or manager from the EU - to the entity referred to in Art. 58 of the Act of 1 March 2018 on counteracting money laundering and terrorism financing (Journal of Laws of 2022, item 593, 655, 835, 2180, and 2185, and of 2023, item 180), obligated to report information on real beneficiaries to the Central Register of Real Beneficiaries referred to in Art. 55 of this Act, and their updates - to the extent necessary for reporting information and their updates;

3c) to the Commission - to the extent necessary for performing the task specified in Art. 4 paragraph 1 point 3b of the Act of 21 July 2006 on financial market supervision (Journal of Laws of 2022, item 660, as amended 257);

4) by the Commission or its authorized representative:

a) to the public in the scope concerning, subject to point b, the content of resolutions taken and decisions issued, also in individual cases - if, due to the interest of participants of investment funds or collective investment portfolios or investors of alternative investment companies, the Commission deemed such information transfer as justified,

b) to the public through an information agency referred to in Art. 58 of the Act on Public Offering, about the suspicion of committing a crime related to the activity of an investment fund or alternative investment company - if investor protection against financial loss in the financial instruments or commodity exchange market requires it;

5) ²⁵⁸ in the performance of informational, publication, reporting obligations or under the principles of voluntary information transfer related to sustainable development in the financial services sector specified in this Act or implementing regulations issued on its basis, the Accounting Act or implementing regulations issued on the basis of that Act or directly applicable relevant Community law provisions, particularly as provided for in the regulations of the European Parliament and Council Regulation (EU) 2019/2088 of 27 November 2019 on sustainability-related disclosures in the financial services sector (OJ EU L 317 of 09.12.2019, p. 1, as amended) and the European Parliament and Council Regulation (EU) 2020/852 of 18 June

2020 on the establishment of a framework to facilitate sustainable investment, amending Regulation (EU) 2019/2088 (OJ EU L 198 of 22.06.2020, p. 13, as amended);

6) by entities referred to in Art. 72a paragraph 7, necessary for filing a lawsuit referred to in Art. 72a paragraph 1;

7) by entities referred to in Art. 81d paragraph 7, necessary for filing a lawsuit referred to in Art. 81d paragraph 1;

8) in cases referred to in Art. 30 paragraph 2, Art. 32a, and Art. 33 paragraph 2 of the Act on Capital Market Supervision;

9) ²⁶¹ under the terms and within the scope specified in the provisions of the Act of 7 July 2023 on the Central Pension Information (Journal of Laws, item 1941).

3a. It does not violate the obligation to maintain professional secrecy for the company, in the case of issuing a decision to revoke the authorization for the company to conduct activities or the expiration of such authorization, or the revocation of the authorization to manage alternative investment funds or the expiration of such authorization, to transfer a document or information carrier or their certified copy consistent with the original, whose content concerns more than one investment fund, to the custodians authorized to represent those funds.

3b. It does not violate the obligation to maintain professional secrecy for the custodian authorized to represent the fund according to Art. 68 paragraph 1 or 1c, in the case of issuing a decision to revoke the authorization for the company to conduct activities or the expiration of such authorization, or the revocation of the authorization to manage alternative investment funds or the expiration of such authorization, to transfer a document or information carrier or their certified copy consistent with the original, whose content concerns more than one investment fund, to the company taking over the management of that fund based on Art. 68 paragraph 2.

3c. ²⁶² It does not violate the obligation to maintain professional secrecy for the ASI manager to transfer information constituting such secrecy concerning the ASI manager or the managed alternative investment company:

1) to entities possessing participation rights in the alternative investment company;

2) to other entities in connection with:

a) undertaking activities related to the introduction to trading or implementation of the investment policy of the alternative investment company,

b) taking over the management of the alternative investment company,

c) undertaking activities referred to in Title IV of the Commercial Companies Code concerning the ASI manager and the alternative investment company.

4. It does not violate the obligation to maintain professional secrecy for the Commission to transfer to the European Securities and Markets Authority or the European Systemic Risk Board aggregate information on the investment of open investment funds' cash in derivatives, for the purpose of monitoring systemic risk in the European Union by these institutions.

4a. It does not violate the obligation to maintain professional secrecy for the Commission to transfer to the European Securities and Markets Authority, committees established by this body and groups appointed by them, to the European Systemic Risk Board or to the European Commission information constituting such secrecy, particularly:

- 1) in the scope of investments by specialized open investment funds, closed investment funds, alternative investment companies, and EU AIFs and their cash, for monitoring systemic risk in the European Union by these institutions;
- 2) concerning companies, investment funds, ASI managers, alternative investment companies, and EU AIFs;
- 3) information obtained in connection with a notification referred to in Art. 237a.

5. It does not violate the obligation to maintain professional secrecy for the Commission to transfer to the Minister responsible for public finance information within the cooperation in performing the tasks of the competent authority as defined in Regulation of the European Parliament and Council (EU) No. 236/2012 of 14 March 2012 on short selling and certain aspects of credit default swaps.

Art. 283. (repealed).

Art. 284. [Extension of the Subject Scope of Professional Secrecy]

1. ²⁶³ The obligation to maintain professional secrecy also extends to persons to whom information constituting such secrecy has been disclosed under Art. 281, Art. 282, or Art. 19a of the Act on Capital Market Supervision.
2. Persons referred to in Art. 280, and entities referred to in paragraph 1, are liable, subject to paragraph 3, for damages resulting from the disclosure of information constituting professional secrecy and its use contrary to its purpose.
3. Persons referred to in Art. 280 are not liable for damage resulting from the disclosure and use contrary to its purpose of information constituting professional secrecy by persons to whom such information has been transferred under Art. 281 and Art. 282.

Art. 284a. [International Cooperation]

The Commission informs the European Commission, the European Securities and Markets Authority, and the competent supervisory authorities of the Member States about the authorities and persons to whom the transfer of information according to Art. 281 paragraph 1 and Art. 282 paragraph 3 does not constitute a violation of the obligation to maintain professional secrecy.

(...)

DIVISION XIV

CRIMINAL PROVISIONS

Art. 287. [Placement of Funds without Authorization]

1. Whoever, without the required authorization or contrary to the conditions specified in the law, engages in the activity of placing in securities, money market instruments, or other property rights, assets of individuals, legal entities, or organizational units without legal personality, collected through a proposal to conclude a contract whose subject is participation in this venture, is subject to a fine of up to 10,000,000 PLN and imprisonment for up to 5 years.

2. The same penalty also applies to anyone who commits the act described in paragraph 1 on behalf of or in the interest of a legal person or an organizational unit without legal personality.

(...)

Art. 289. [Disclosure or Use Contrary to Purpose of Professional Secrecy]

1. Whoever, being obliged to maintain professional secrecy as mentioned in Art. 280 paragraphs 2 and 3, discloses it or uses it contrary to its purpose,

is subject to a fine of up to 1,000,000 PLN or imprisonment for up to 3 years.

2. If the perpetrator commits the act described in paragraph 1 with the intention of gaining financial or personal benefit,

is subject to a fine of up to 5,000,000 PLN or imprisonment for up to 5 years, or both penalties combined.

Art. 290. [Unlawful Sale of Participation Titles of Foreign Funds or Open Investment Funds Based in EEA Countries]

Whoever, without meeting the conditions referred to in Art. 253-256, Art. 258, or Art. 270, sells participation titles of foreign funds or open investment funds based in EEA countries, is subject to a fine of up to 5,000,000 PLN or imprisonment for up to 5 years, or both penalties combined.

Art. 291. [Unlawful Sale of Participation Titles of Collective Investment Institutions or Alternative Investment Funds Based in Countries Other Than the Republic of Poland, a Member State, or an EEA Country]

Whoever sells on the territory of the Republic of Poland participation titles of collective investment institutions or alternative investment funds based in countries other than the Republic of Poland, a Member State, or an EEA country, is subject to a fine of up to 5,000,000 PLN or imprisonment for up to 5 years, or both penalties combined.

Art. 292. [Unlawful Creation of Branches of Managing Companies]

Whoever, without meeting the conditions referred to in Art. 270, creates branches of managing companies on the territory of the Republic of Poland, is subject to a fine of up to 5,000,000 PLN or imprisonment for up to 5 years, or both penalties combined.

Art. 293. [Unlawful Conduct of Activities by Managing Companies]

Whoever, without meeting the conditions referred to in Art. 271, conducts activities of managing companies on the territory of the Republic of Poland, is subject to a fine of up to 5,000,000 PLN or imprisonment for up to 5 years, or both penalties combined.

Art. 294. (repealed).

Art. 294a. [Unlawful Introduction of AFI to Trading]

Whoever, without meeting the conditions referred to in Art. 263a-263d, introduces an EU AFI or an alternative investment fund based in an EEA country to trading, is subject to a fine of up to 5,000,000 PLN or imprisonment for up to 5 years, or both penalties combined.

Art. 294b. [Unlawful Conduct of Activities by an EU Manager]

Whoever, without meeting the conditions referred to in Art. 276a, conducts activities of an EU manager on the territory of the Republic of Poland, is subject to a fine of up to 5,000,000 PLN or imprisonment for up to 5 years, or both penalties combined.

Art. 295. [Unlawful Conduct of Activities by Investment Funds]

Whoever, without the required authorization or registration, conducts activities referred to in Art. 32 paragraph 2, Art. 45 paragraph 1, 1a, 2, or 2a, Art. 70e paragraph 1, or Art. 209, is subject to a fine of up to 5,000,000 PLN or imprisonment for up to 5 years, or both penalties combined.

Art. 296. [Unlawful Use of Special Terms in Name or Advertisement]

1. Whoever, not being authorized, uses in the company (name), advertisement, promotional information, or to describe their business activity the terms referred to in Art. 8c paragraph 6, Art. 14 paragraphs 4 and 6, or Art. 41 paragraph 2, or the terms referred to in Art. 1 of Regulation 345/2013 or Art. 1 of Regulation 346/2013, or the term "alternative investment fund",

is subject to a fine of up to 1,000,000 PLN or imprisonment for up to 2 years, or both penalties combined.

2. The same penalty also applies to anyone who commits the act described in paragraph 1 on behalf of or in the interest of a legal person or an organizational unit without legal personality.

Art. 297. (repealed).

Art. 298. [Failure to Provide Required Information]

Whoever, acting on behalf of or in the interest of a legal entity, contrary to the obligation referred to in Art. 227 paragraph 3, fails to immediately provide copies of documents or other information carriers or fails to provide information or explanations,

is subject to a fine or restriction of liberty.

Art. 299. [Failure to Archive Documents]

Whoever, contrary to the obligation referred to in Art. 69, Art. 70z, and Art. 227 paragraph 1, fails to archive or store documents or other information carriers related to the conduct of the company, investment fund, ASI manager, or alternative investment company's activities,

is subject to a fine or restriction of liberty.