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U.S.-based life sciences companies considering transactions in Europe may easily become overwhelmed with the complexity of Europe's various jurisdictions. In this series, members of our European Life Sciences Transactions Team provide country-specific perspective and guidance to help you navigate the jurisdictional challenges and differences that you may run into when acquiring a European life sciences company.

In this edition, Marek Wroniak will discuss life sciences M&A in Poland.

Life Sciences Transactions in Poland

Polish law is flexible and life sciences transactions are able to be governed by foreign law, since 'Polish law as the governing law' is not a legal requirement. Most major life sciences transactions are governed by UK law which provides more comprehensive protection for purchasers than that afforded by Polish law. The choice of law will nevertheless depend on the negotiations with the seller.

What is most important for a potential U.S. investor is that a life sciences transaction involving either Polish shares or assets can be governed by U.S. law. There are only a few formal issues regarding acquisitions/transactions which need to be complied under Polish law.

Generally, there are no legal restrictions for U.S. investors regarding life sciences transactions. Life sciences entities are not considered of "strategic" importance in Poland and as such do not require the consent of any governmental authorities.

However, life sciences transactions may require Polish or EU competition clearance in certain cases, such as if the life sciences transaction involves the transfer of non-industrial real estate which requires the consent of governmental authorities. In such cases, Polish law grants the governmental authorities a pre-emptive right to acquire the life sciences company or business involved. This particular restriction is related to the protection of agricultural land in Poland.

A U.S. investor has a choice of executing life sciences transactions either by way of a share deal

or an asset deal. Each of these has certain positives and certain negatives, which should be considered on a case-by-case basis.

A U.S. investor's investment in the life sciences sector in Poland is governed/protected by international agreements in place between the U.S. and Poland.

In most cases, it is advisable for the U.S. investor to transact a life sciences transaction through an EU subsidiary.

Nevertheless, whether investing directly or indirectly, Polish law will treat the U.S. investor, equally since discrimination is not acceptable under Polish law.

Marek Wroniak is a partner in Hogan Lovells' Warsaw office and heads the region's corporate and M&A department.

Our European Life Sciences Transactions Team

When the stakes are high, you want a partner who has the knowledge honed by decades of legal and industry experience on your side. A partner whose strategic advice is informed by a thorough examination of your business and your transaction. A partner who understands the challenges and opportunities you face and delivers solutions that achieve the best possible outcome. When faced with a difficult deal or a tough transaction, our European Life Sciences Transactions Team has you covered. [Learn More.](#)

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