

**INSTRUCTION ON THE PROVISIONS OF THE ACT OF MAY 15, 2015 –  
RESTRUCTURING LAW**

**Article 107**

1. Unless otherwise provided by law, creditors whose claims are included in the approved list of claims and creditors who appear at the creditors' meeting and submit to the judge-commissioner an enforcement title stating their claim shall have the right to vote at the creditors' meeting.
2. The creditors shall vote with the sum of the claims included in the approved list of claims or the enforcement title.
3. The judge-commissioner may, at the request of a creditor and after hearing the debtor, allow a creditor whose claim is subject to a condition precedent or is disputed and has been substantiated to participate in the meeting of creditors. The sum according to which the vote of this creditor is calculated shall be determined by the judge-commissioner according to the circumstances.

**Article 108**

1. Creditors who have a joint and several or indivisible claim shall vote by joint proxy. The proxy may also be one of the creditors.
2. If the creditors referred to in paragraph (1) do not choose a proxy, an administrator established in accordance with the provisions of the Civil Code on management related to joint ownership shall vote on behalf of the creditors.
3. The failure of the creditors referred to in paragraph (1) to elect a proxy or the failure to appoint an administrator shall not preclude the scheduling and holding of a meeting of creditors.

**Article 109**

1. A creditor shall not have the right to vote on the basis of a claim that he acquired by transfer or endorsement after the opening of restructuring proceedings.
2. If the transfer of the claim was made as a result of payment by the creditor of a debt for which he was personally liable or with certain assets, from a legal relationship arising before the date of opening of the restructuring proceedings, the provision of paragraph (1) shall not apply.
3. In proceedings for approval of an arrangement, the provision of paragraph (1) shall not apply.

**Article 110**

1. Voting at the creditors' meeting shall be conducted through the information and communication system supporting the court proceedings, and a description of the proceedings and the result of the vote shall be included in the minutes. A creditor who appeared in person at the meeting of creditors may cast his vote orally into the minutes or

in writing. The vote cast in writing shall be entered in the minutes, and the letter shall be filed in the collection of documents.

2. The vote shall be conducted by the court supervisor or administrator under the supervision of the judge-commissioner. The transcript of votes, to which the provision of Article 86, paragraph 2, shall apply mutatis mutandis, shall be annexed to the minutes. If a vote is cast on behalf of someone else, the name of the voter shall also be indicated.
3. A participant in the proceedings may also vote at the meeting of creditors by proxy. The proxy may also be one of the creditors.
4. The vote cast in writing and the vote cast through the teleinformatic system supporting the court proceedings shall include an indication of the name and surname or the name of the voter and an indication of whether he votes for or against the resolution.
5. A creditor who abstained from voting shall be deemed not to have participated in the vote.
6. If there are technical possibilities, voting at the creditors' meeting may be conducted using electronic means of communication. Voting by electronic means of communication may include, in particular, real-time transmission of the creditors' meeting, whereby creditors may speak in the course of the creditors' meeting while in a place other than the place of the creditors' meeting. Participation of creditors in the meeting may be subject only to requirements and restrictions that are necessary to identify creditors and ensure the security of electronic communication.
7. If, due to a large number of creditors, it is difficult to hold a creditors' meeting, the judge-commissioner may decide to hold the vote only through the teleinformation system that handles court proceedings. The decision shall be announced.
8. (repealed).

### **Article 113**

1. An arrangement may be concluded at a meeting of creditors if at least one-fifth of the creditors entitled to vote on the arrangement attend the meeting.
2. Only the creditors specified in Article 107 (1) and (3) who are covered by the arrangement shall be entitled to vote on the arrangement.
3. The absence of proof of delivery of the notice of the creditors' meeting to creditors whose number is not more than half of the creditors entitled to vote, and the amount of their claims does not exceed one-third of the sum of claims entitled to vote on the arrangement, shall not prevent the holding of the creditors' meeting and voting on the arrangement.
4. If, after the vote is held, it appears that the votes of the creditors referred to in paragraph (3) could affect the outcome of the vote, the judge-commissioner shall order a break in the creditors' meeting in order to properly serve the notice, unless he determines by documentary evidence that the creditors knew about the meeting.

### **Article 115**

The court supervisor or administrator shall submit to the creditors' meeting an opinion on the feasibility of the arrangement.

### **Article 116**

1. A creditor who is the spouse of the debtor, his relative or affinity in the direct line, relative or affinity in the collateral line up to and including the second degree, adoptee of the debtor or adopted by him, if the debtor is a commercial company - a person authorized to represent the company, and if the debtor is a commercial partnership - a shareholder liable for the obligations of the company with all his assets, shall not have the right to vote in matters relating to the arrangement.
2. In matters of arrangement, if the debtor is a commercial company, a creditor who is an affiliated company of the debtor and persons authorized to represent it, as well as a creditor who is a company and persons authorized to represent it, if this company is a parent company or a subsidiary of the debtor, shall not have the right to vote.
3. A creditor that is a corporation whose parent company is also the parent company of the debtor, and persons authorized to represent it, shall also have no voting rights in a matter of arrangement.
4. In matters of arrangement, if the debtor is a capital company, a creditor who is an individual shall not have voting rights if he represents more than 25% of the company's share capital, and in the case of a simple joint stock company, he holds more than 25% of the company's shares.

### **Article 117**

1. If several arrangement proposals are submitted, the judge-commissioner shall determine the order of voting on the arrangement proposals. All arrangement proposals shall be put to a vote. The arrangement proposals that have received the greatest support of the creditors counted in relation to the sum of claims, taking into account Article 119, shall be deemed to have been accepted.
2. At the creditors' meeting, the debtor, the administrator or the court supervisor may submit amendments to the arrangement proposals. If the debtor, administrator or court supervisor submits amendments to the arrangement proposals, a creditor's vote cast in writing in favor of the original arrangement proposals shall be deemed to be a vote cast in favor of the amended arrangement proposals if they are more favorable to that creditor. The remaining votes shall be treated as votes against the arrangement.

### **Article 118**

1. If the restructuring plan stipulates security for its execution by third parties, the granting of credit or loans to the debtor, or the consent of third parties to change the content of rights or legal relations, including security in the form of mortgage, pledge, registered pledge, tax lien or maritime mortgage, the vote on the arrangement may be carried out only if

documents are submitted to the creditors' meeting showing that these obligations will be executed after the arrangement is adopted.

2. If the restructuring plan specifies that for the duration of the execution of the arrangement the management of the enterprise is to be entrusted to the persons indicated in the arrangement, the provision of paragraph (1) shall apply accordingly.
3. If the arrangement stipulates the restructuring of the debtor's liabilities through the conversion of debts into shares or stocks, voting on the arrangement may be carried out only if the approval of the President of the Office of Competition and Consumer Protection or the European Commission is submitted to the creditors' meeting or it is demonstrated that such approval is not required.
4. If the arrangement proposals provide for the granting of public assistance to the debtor for restructuring, voting on the arrangement may be carried out only if the approval of the competent authority for the granting of public assistance is submitted to the creditors' meeting or it is demonstrated that such approval is not required.

#### **Article 119**

1. The resolution of the creditors' meeting to approve the arrangement shall be adopted if a majority of the voting creditors who have cast a valid vote, having in the aggregate at least two-thirds of the total claims of the voting creditors, speak in favor of it.
2. If the voting on the arrangement is carried out in groups of creditors, covering particular categories of interests, the arrangement shall be adopted if in each group a majority of the voting creditors of that group, having in total at least two-thirds of the sum of claims to which the voting creditors of that group are entitled, speaks in favor of it.
3. The arrangement shall be accepted, even though it did not obtain the required majority in some of the creditor groups, if creditors having a total of two-thirds of the sum of claims to which the voting creditors are entitled have voted in favor of the arrangement, and the creditors in the group or groups that have voted against the arrangement will be satisfied under the arrangement to a degree no less favorable than if the bankruptcy proceedings had been conducted.

#### **Article 196a**

1. In restructuring proceedings, pleadings and documents, with the exception of the pleadings and documents referred to in Article 196c, shall be filed only through the ICT system supporting court proceedings using the forms made available in that system. Letters and documents not filed through the information and communication system supporting court proceedings shall not have the legal effect that the Act attaches to the filing of a letter or document with the court, supervisor, administrator or a body to which the provisions on the court supervisor or administrator apply accordingly, of which the person filing the letter or document shall be instructed. The instruction shall not be required if the petitioner of the letter or document is a supervisor, administrator or a body to which the provisions on a supervisor or administrator apply *mutatis mutandis*.
2. Pleadings and documents filed through the ICT system supporting the court proceedings shall bear a qualified electronic signature, trusted signature, personal signature or shall

be authenticated in a manner that ensures the ability to confirm the origin and integrity of the verified data in electronic form, available in the ICT system supporting the court proceedings.

3. A pleading filed through the ICT system supporting court proceedings shall be accompanied by attachments in electronic form.
4. If the attached documents were drawn up in paper form, the pleading shall be accompanied by:
  - 1) electronically certified copies of documents;
  - 2) electronic copies of documents.
5. In addition to the entities specified in specific provisions, electronic certification of a copy of a document may also be performed by a person licensed as a restructuring advisor who appears in the case as a participant or body of the proceedings or as an attorney. Electronic certification of a copy of the minutes of the meeting of the board of creditors and a copy of the resolution adopted at the meeting of the board of creditors may also be made by the chairman of the board of creditors.
6. In the case referred to in paragraph (4)(2), the original document or a copy thereof certified as a true copy of the original in accordance with the provisions of the Code of Civil Procedure shall be submitted to the restructuring court without a summons within 3 days from the date of filing the letter. The provision of Article 130 § 2 of the Code of Civil Procedure shall apply accordingly.
7. Each pleading shall indicate the name and surname of the petitioner or his name and his PESEL number or number in the National Court Register, and in the absence thereof - other data enabling his unequivocal identification, as well as the company under which the petitioner who is an entrepreneur operates, his place of residence or seat, address and Tax Identification Number, if the petitioner has such number.
8. Other data enabling unambiguous identification referred to in paragraph (7) shall be understood as the data referred to in Article 86 paragraph (6).
9. In a pleading, the petitioner may provide a telephone number for contact and an e-mail address.

#### **Article 196b**

1. Creditors who are entitled to receivables from the employment relationship, with the exception of claims for remuneration of the debtor's representative or remuneration of a person performing activities related to the management or supervision of the debtor's enterprise, alimony receivables and annuities for compensation for causing illness, incapacity, disability or death and annuities for conversion of rights covered by the content of the right of life into life annuity, may file pleadings and documents bypassing the information and communication system supporting court proceedings.
2. The persons referred to in paragraph (1) may also file motions or submit declarations and documents at the sub-office of each district court, communicating orally the contents of the motion or declaration to an employee of the sub-office and submitting documents drawn up in paper form.

3. An employee of the filing office shall enter the content of the application or statement into the information and communication system supporting the court proceedings, providing the name, surname and PESEL number of the person orally transmitting the content of the application or statement established on the basis of an identity card or other document confirming identity, as well as the type and number of the document confirming identity and the designation of the authority which issued it, and in the absence thereof - other data enabling unambiguous identification of that person. The content of the application or statement entered into the system is subject to printing and signing by the person orally transmitting the content of the application or statement and filing it in the document collection. The application or statement entered into the information and communication system supporting court proceedings shall be signed by an employee of the sub-office in accordance with Article 196a (2).
4. The provisions of Article 196a (3), (4) and (6) to (9) shall apply mutatis mutandis, except that electronic certification of a copy of a document may also be performed by an employee of the sub-office.
5. If the creditors referred to in paragraph (1) file a letter by means of an ICT system supporting court proceedings, the provision of Article 130 § 6 of the Code of Civil Procedure shall apply accordingly.

#### **Article 196c**

Pleadings and documents containing classified information within the meaning of the Law of August 5, 2010 on the Protection of Classified Information (Journal of Laws of 2024, item 632 and 1222), as well as bids submitted in the course of a tender or auction shall be submitted bypassing the ICT system supporting the court proceedings.