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Title of the dissertation: **The concept of the interest of a group of companies and its application in the Polish legal system on the example of protection of minority shareholders of a subsidiary**

This PhD dissertation is devoted to the problem of protection of minority shareholders of a subsidiary company in the notion of the interest of a group of companies adopted by the Polish lawmaker. It constitutes an analysis of the Polish model of legal regulation of groups of companies in terms of instruments of protection of minority shareholders of a subsidiary company. The author analyzes both the measures of protection of minority shareholders introduced within the framework of the amendment of the Commercial Companies Code on groups of companies, as well as the impact of this amendment on the existing mechanisms of protection of minority shareholders of a subsidiary company.

The basis of the dissertation is the thesis that **the Polish model of the law of groups of companies, based on the concept of the interest of a group of companies, does not provide for sufficient protection of minority shareholders of a subsidiary company.**

The first chapter, entitled "Past work on the law of groups of companies including the category of interest of a group of companies" is of introductory nature to the subject of groups of companies. The author analyzed the development of an idea of the law of groups of companies in the legislation of the European Union, proposals of international expert bodies and in the work of the Polish lawmaker. The said analysis indicates which areas of the functioning of groups of companies were given attention. The chapter also includes a review of Polish case law and doctrinal views. In addition to a comprehensive review of the development of the law of groups of companies, the chapter aimed to understand the perspective of the Polish lawmaker facing the task of regulating the concept of groups of companies, who has made legislative attempts in this area several times in the past.

The purpose of **the second chapter**, "Legal nature, structure and formation of a group of companies," was to try to describe a group of companies by pointing out its constitutive features as well as to analyze the structural elements of a group of companies as an economic phenomenon. The author described the participants in this structure, including in the context of the legal definition of a group of companies contained in the Commercial Companies Code. He discussed the ways in which a group of companies can be created, taking into account the new regulation of the law of groups of companies. The author decided that a detailed analysis of the phenomenon of a group of companies, taking into account the Polish legal status, should be included in one of the initial chapters of the dissertation. This was to increase the transparency of the dissertation and facilitate the reception of subsequent chapters.

The third chapter entitled "The concept of the interest of a group of companies against the background of other models of legal regulation of groups of companies" contains the results of comparative legal research. After defining the concept of a group of companies and establishing the structure of a group of companies, the author decided to analyze the legal models of regulation of groups of companies. Based on his research, he distinguished several models, which were discussed using examples of the legal systems of selected countries. The chapter was intended to provide a comprehensive analysis of the concept of the interest of a group of companies by placing it among other models of legal regulation of groups of companies. The purpose of this chapter was also to initially determine which model of regulating the law of groups of companies can be used in the Polish legal system.

In **the fourth chapter**, entitled "The concept of the interest of a group of companies - the French model approach", the author analyzed the concept of the interest of a group of companies on the example of France, i.e. the country in which this concept was created. The detailed analysis was aimed at determining what the concept of interest of a group of companies is. In addition to the wording of the topic of the dissertation, the legitimacy of the analysis stems from the fact that the Polish legislator was inspired by French solutions. The

author's goal was to determine the key assumptions of French doctrine, especially with regard to the protection of minority shareholders of a subsidiary. The analysis also made it possible to identify the weaknesses of the commented doctrine and to formulate conclusions for legislators inspired by this concept when creating national regulations on groups of companies.

The fifth chapter is entitled "Evaluation of the Polish regulation model of groups of companies". The author analyzed the first Polish legal regulation on groups of companies. Introducing the chapter to the dissertation is justified by the scope of the regulation in question and the lack of previous studies of the matter. The chapter contains an attempt to evaluate the selected regulation model of the law on groups of companies and a review of its main principles. The analysis of the general premises of the adopted model was also necessary due to their impact on the various instruments for the protection of minorities.

In the next, **sixth chapter** "The concept of the interest of a group of companies - the content and the principle of acting in the interest of a group of companies" an analysis of the concept on which the Polish legal regulation model of groups of companies is based is presented. The chapter contains references to the French prototype of the concept of the interest of a group of companies, which provided inspiration for the Polish lawmaker. The author described the concepts of the interest of the company and the interest of the group of companies.

The seventh chapter entitled "The concept of the interest of a group of companies – the protection of property rights of minority shareholders" is the first of three consecutive chapters in which the author analyzes in detail the impact of the discussed concept on the situation of minority shareholders of a subsidiary. The author analyzed the instruments of protection of property rights of minority shareholders of a subsidiary in the Polish model based on the concept of the interest of a group of companies. He focused on the impact of new mechanisms to protect minority shareholders on existing legal institutions and on the analysis of the protection measures introduced with the provisions on groups of companies.

The impact of the concept of the interest of a group of companies on the protection of the exercise of selected corporate rights of minority shareholders was discussed in **chapter eight** of the dissertation entitled "The concept of the interest of a group of companies – the protection of the exercise of corporate rights by minority shareholders". The author discussed the existing regulations on the right of shareholders to information and the new institutions introduced with the amendment to the Code of Commercial Companies on groups of companies.

In the last, **ninth chapter**, entitled "The concept of the interest of a group of companies – the loss of membership by a minority shareholder in a subsidiary company" the author discusses the institution of allowing a minority shareholder to leave a subsidiary company in selected circumstances. It is an institution typical for the legal regulations of groups of companies, and at the same time it has a significant impact on the situation of minority shareholders. The author attempts to assess whether the introduction of this institution together with the concept of the interest of a group of companies was justified and whether it really contributes to better protection of minority shareholders.