

LIST OF SELECTED PUBLICATIONS BY PROFESSOR ADAM OPALSKI

Commentaries

- Editor-in-chief and co-author: *Code of Commercial Companies. Commentary, Volume IA–IB – Partnerships*, 2024; *Volume IIA–IIB – Limited Liability Company*, 2018; *Volume IIIA–IIIB – Joint Stock Company*, 2016; *Volume IV – Merger, Division and Conversion of Companies. Criminal Provisions*, 2016, C.H. Beck, Warsaw
- Co-author: *Private International Law. Commentary*, in J. Poczobut (ed.), WoltersKluwer, Warsaw 2017. *Explanations to Articles 17-21 of the Act on Private International Law* (with A.W. Wiśniewski)

Monographs

- *Law on Groups of Companies*, C.H. Beck, Warsaw 2012
- *European Company Law. Principles of European Law and their Impact on Polish Company Law*, LexisNexis, Warsaw 2010
- *Supervisory Board in Joint-Stock Companies*, C.H. Beck, Warsaw 2006
- *Share Capital. Profit. Redemption*, Wydawnictwo Prawnicze LexisNexis, Warsaw 2002

Joint publications

- *Company Laws of the EU – A Handbook*, eds. A. Vicari, A. Schall, C.H. Beck, München 2020, Part 4: Poland, Chapter 1 – Introduction, Chapter 7 – Groups of companies (the latter with P. Moskała)
- *System of Private Law. Vol. 17B – Company Law*, ed. S. Sołtysiński, C.H. Beck, Warsaw, chapters: Share Capital and Shares (chapter XIII); Shareholders' Rights and Obligations (chapter XIV); Amendment to the Articles of Association and Increase of Share Capital (chapter XVI), 1st edition – 2010; 2nd edition – 2016
- *System of Private Law. Vol. 9 – Law of Obligations – Innominate Agreements*, ed. W. J. Katner, C.H. Beck, Warsaw, chapters: Joint Venture Agreements; Group Agreements – the Problem of Article 7 of the Code of Commercial Companies (chapter IX, § 36-37), 1st edition – 2010; 2nd edition – 2015; 3rd edition – 2018; 4th edition – 2023

Articles and case comments

Adam Opalski has authored more than 100 academic articles and case comments in the field of commercial law, in particular devoted to the issues of corporate governance and corporate finance of companies as well as reforms of Polish and EU company law, including:

- The Draft Reform of the Provisions of the Commercial Companies Code on Groups of Companies, *Przeglqd Prawa Handlowego* 1/2026
- *For Whom Corporate Managers Are Trustees Or the Never-ending Dispute About the Interpretation of the Category of Company Interest*, *Przeglqd Prawa Handlowego* 4/2025
- Elements of Organization of Commercial Partnerships. A Contribution to the Analysis of the Basics of the Structure of Partnerships (co-author A.W. Wiśniewski), *Przeglqd Prawa Handlowego* 1/2025
- Comment to the Decision of the Supreme Court – Civil Chamber of 12.3.2015 r., I CSK 452/14 (rules on determining the law applicable to legal persons), *Orzecznictwo Sqdów Polskich* 3/2025
- The Simple Joint Stock Company: Emergence of a New Close Company in Poland (co-authors: K. Oplustil, T. Sójka, A.-M. Weber), *European Company and Financial Law Review* 2024, Issue 5-6
- Challenges of Modernising Company Law in Poland, *Przeglqd Prawa Handlowego* 10/2024
- Basic Issues Surrounding the TOD's Transposition (co-authors: M. Roth, K.J. Hopt), European Corporate Governance Institute – Law Working Paper No. 794/2024, 26.8.2024, www.ssrn.com
- Controversies over the Interpretation of Article 15 of the Code of Commercial Companies, *Przeglqd Prawa Handlowego* 6/2024
- New Polish Law on Groups of Companies – A Critique of the Basic Concept of the Reform (part 1); New Polish Law on Groups of Companies – Do Groups of Companies Need the Code's Provisions? (part 2), *Przeglqd Prawa Handlowego* 8/2023, 10/2023
- The European Parliament's Draft Directive on Corporate Due Diligence and Corporate Accountability (co-authors: P. Davis, S. Emmenegger, G. Ferrarini, K.J. Hopt, A. Pietrancosta, A.R. Castells, M. Roth, M.C. Schouten, R. Skog, M. Winner, E. Wymeersch), *Rivista delle Società* 2021, No. 2-3
- Implementation of the SRD II Provisions on Related Party Transactions, (co-authors: P. Davis, S. Emmenegger, G. Ferrarini, K.J. Hopt, A. Pietrancosta, A.R. Castells, M. Roth, M.C. Schouten, R. Skog, M. Winner, E. Wymeersch), European Corporate Governance Institute – Law Working Paper No. 543/2020, 22.9.2020, www.ssrn.com
- The Equity of a Partner in a General Partnership – a Contribution to the Analysis of the Financial Structure of Partnerships, *Przeglqd Prawa Handlowego* 4/2020

- The Simple Joint Stock Company – a New Type of Company, parts I-II, *Przeglqd Prawa Handlowego* 11/2019, 12/2019
- The Commission's 2018 Proposal on Cross-Border Mobility – An Assessment" (co-authors: P. Davis, S. Emmenegger, E. Ferran, G. Ferrarini, K.J. Hopt, N. Moloney, A. Pietrancosta, M. Roth, R. Skog, M. Winner, J. Winter, E. Wymeersch), *European Company and Financial Law Review* 2019, No. 1-2
- Related Party Transactions in the Revised Shareholder Rights Directive – Selected Issues, in: A. Olejniczak, T. Sójka (ed.), *Societates et obligationes – Tradition, Present Day, Future. Liber Amicorum in honour of Professor Jacek Napierała*, Poznań 2018
- Acknowledgement of a Shareholder Status in a Limited Liability Company and the Dispute over Rights to Shares – a Contribution to the Discussion, in: A. Dańko-Roesler, M. Leśniak, M. Skory, B. Sołtys (ed.), *Ius est ars boni et aequi. Liber Amicorum in honour of Professor Józef Frąckowiak*, Wrocław 2018
- The Optimal Model of Corporate Governance – Between Market and Regulation, in: K. Bilewska (ed.), *Effectiveness of Management and Supervision in a Commercial Company. In Search of the Optimal Model of the Company's Governance System*, Warsaw 2018
- Continuing Disputes over the Term of Office and Mandate of Members of Corporate Bodies – a Contribution to the Analysis of Judicial Decisions and *de lege ferenda* Proposals, in: J. Frąckowiak (ed.), *Code of Commercial Companies After 15 years*, Warsaw 2018
- European Model Companies Act (EMCA), 2017, 1st edition (co-author), 1.9.2017, www.ssrn.com
- The Consequences of Brexit for Companies and Company Law (co-authors: P. Böckli, P.L. Davies, E. Ferran, G. Ferrarini, J.M. Garrido Garcia, K.J. Hopt, A. Pietrancosta, R. Skog, S. Sołtysiński, J.W. Winter, M. Winner, E. Wymeersch), University of Cambridge Faculty of Law Research Paper No. 22/2017, 3.3.2017, www.ssrn.com
- A Proposal for the Reform of Group Law in Europe (co-authors: P. Böckli, P.L. Davies, E. Ferran, G. Ferrarini, J.M. Garrido Garcia, K.J. Hopt, A. Pietrancosta, R. Skog, S. Sołtysiński, J.W. Winter, M. Winner, E. Wymeersch), *18 European Business Organization Law Review* 2017, No. 4
- Rules on Joint Mixed Commercial Proxy in the Civil Code (co-authors R. Pabis, A.W. Wiśniewski), *Przeglqd Prawa Handlowego* 3/2017
- Comment to the Decision of the Supreme Court of 24.11.2016 r., III CZP 72/16 (rules of determining the term of office of board members of companies), *Orzecznictwo Sądów Polskich* 9/2017
- European Model Companies Act – An Inspiration to Reform Company Law? Remarks based on the Example of the Law on Groups of Companies, in: J. Olszewski (ed.), *Reforms in Commercial Law. Between Theory and Practice*, Warsaw, 2015

- Comment on the Decision of a Panel of Seven Supreme Court Judges of 30.1.2015, III CZP 34/14 (admissibility of appointing an irregular joint commercial proxy) (co-author A.W. Wiśniewski), *Orzecznictwo Sądów Polskich* 10/2015
- Polish limited liability companies: a case for modernising the corporate financial structure (co-author K. Oplustil), in: A. Jorge Viera Gonzales, Ch. Teichmann (ed.), *Private Company Law Reform In Europe: The Race For Flexibility*, Cizur Menor (Navarra) 2015
- Selected Problems of Appointing the Supervisory Board Members by Group Voting, *Przeglqd Prawa Handlowego* 2/2015
- Once More on the Term of Office and Mandate in Companies, *Przeglqd Prawa Handlowego* 12/2014
- Management and Supervision in Joint-Stock Companies – Status Quo and the Dilemmas of the Reform (co-author K. Oplustil), *Monitor Prawniczy* 7/2014
- The Scope of the Duty to Vote in Separate Groups in a Joint-Stock Company (Art. 419 of the Code of Commercial Companies), *Przeglqd Prawa Handlowego* 2/2014
- Reflections on the Europeanisation of Company Law and its Influence on Polish Law, in: J. Kruczak-Jankowska (ed.), *The Impact of Europeanization of Law on Institutions of Commercial Law*, Warsaw 2013
- Comment to the Decision of the Supreme Court of 27.3.2013 r., I CSK 407/12 (contradiction with good practices of the resolution of the general meeting of a joint-stock company on the retention of profits), *Orzecznictwo Sądów Polskich* 11/2013
- Controversies Concerning the Merger of a Parent Company into a Subsidiary Limited Liability Company (co-author W. Achramowicz), *Monitor Prawa Handlowego* 3/2013
- The Code of Commercial Companies in Recent Years – Trends in Case Law, in: J. Frąckowiak (ed.), *The Code of Commercial Companies After 10 Years*, Wrocław 2013
- Evolution of Law through Crisis – Observations Based on the Example of Company Law, in: E. Mikos-Skuza, K. Myszona-Kostrzewska, J. Poczobut (eds.), *International Law – Presence, Prospects and Dilemmas. Liber Amicorum in honour of Professor Zdzisław Galicki*, Warsaw 2013
- Breach of the Duty of Care as a Ground for the Civil Liability of Members of the Management Board in Companies (co-author K. Oplustil), *Przeglqd Prawa Handlowego* 3/2013
- Problems of Regulating Groups of Companies in Poland – *de lege ferenda* Conclusions, *Monitor Prawa Handlowego* 4/2012
- Related Party Transactions in Company Law, *Przeglqd Prawa Handlowego* 11/2012
- The Problem of Disregarding the Legal Identity of Companies, *Przeglqd Prawa Handlowego* 8/2012
- The Principle of Equal Treatment of Shareholders, *Przeglqd Prawa Handlowego* 6/2012

- Redemption of Shares in a Public Company – Selected Issues, *Monitor Prawa Handlowego* 2/2011
- The Draft Reform of the Financial Structure of the Limited Liability Company and its Controversial Critique, *Monitor Prawa Handlowego* 1/2011
- Controversies about the Term of Office and Mandate of Directors in Companies, *Monitor Prawniczy* 17/2011
- Standards of Conduct of the Management Board of a Public Company in the Event of a Hostile Takeover, *Przeglqd Prawa Handlowego* 8/2011
- Challenging of Management and Supervisory Board Resolutions in Companies (co-author S. Sołtysiński), *Przeglqd Prawa Handlowego* 11/2010
- Companies' freedom of establishment after the ECJ Cartesio judgment (co-author A.W. Wiśniewski), *10 European Business Organization Law Review* 2009, no. 4
- Law Applicable to Legal Persons under the Draft of the Act on Private International Law, in: *Liber Amicorum in honour of the 60th Anniversary of the Court of Arbitration at the Polish Chamber of Commerce in Warsaw*, Warsaw 2010
- Reform of the General Meeting of Shareholders in a Joint Stock Company – Implementation of Directive 2007/36/EC into Polish Law, *Przeglqd Prawa Handlowego* 5/2009
- The Notion of a Corporate Body of a Legal Person, *Państwo i Prawo* 1/2009
- On the Notion of the Interest of a Company, *Przeglqd Prawa Handlowego* 11/2008
- The Duty of Loyalty in Companies, *Kwartalnik Prawa Prywatnego* 2/2008
- The Cross-border Merger of Companies – a New Method of Consolidation of Entrepreneurs under Polish Law, *Rejent* 7-8/2008
- New Best Practices in Public Companies, *Przeglqd Prawa Handlowego* 3/2008
- The State and Prospects of European Company Law and the Evolution of Polish Company Law, *Studia Prawa Prywatnego* 1 (8) 2008
- Share Capital: an Effective Instrument to Protect Creditors or an Outdated Legal Concept? A Comparative Analysis of the Creditor Protection Systems under the Laws of European Countries and American law, *Kwartalnik Prawa Prywatnego* 2/2004