

## 1. Research project objectives

The research project objectives include identification and analysis of basic legal problems connected with a resignation from a status of a listed company. The listed company status is given up voluntarily if a “*public to private*” transaction is performed. Such transactions can be performed using various legal mechanisms. If the listed company status is given up, the company's shares are delisted and the company's character changes from a listed (public) company to a private company. The issue of withdrawing a company's shares from the stock exchange is on the borderline of companies law (*lex societatis*) and capital market law (*lex mercatorum*). Obtaining or losing the status of a listed company has a direct influence on the principles of corporate governance applicable in the company. The principles of obtaining the listed company status have been harmonized in the European Union. On the other hand, the criteria which enable delisting at the issuer's request are established separately by individual member states. This research project will present a hypothetical model of values which are protected as a result of introducing delisting into the legal system. While developing a model of this regulation, I put forward the following research hypothesis – **legislators, while creating the delisting regulation on the issuer's request, must choose between the protection of the economic interest of the listed company and the protection of minority shareholders.** On the one hand, imposing more complex obligations by the legislators on entities interested in withdrawing the company's shares from the stock exchange increases the level of protection of minority shareholders. The shaping of the delisting regulation in a manner ensuring a high level of protection of minority shareholders increases the costs of delisting and may keep the company's shares listed against the company's economic interest. As a result, a high level of minority shareholder protection may lead to the protection of the local capital market. On the other hand, reducing legal requirements related to delisting and thus lowering the level of shareholders protection will result in companies taking into account mostly their economic interest, while making a delisting decision, which may lead to abuse of minority shareholders. This research project will present delisting regulation models used in the European Union. In accordance with the next research hypothesis, **the delisting model used in individual jurisdictions is related to the stage of development of a given market.** Next, the study will present the Polish regulation on delisting shares on the issuer's initiative. Regulations concerning cancellation of shares dematerialization on the issuer's request will be analysed in order to: (i) determine factors which influenced the shape of the Polish regulation; (ii) discuss elements of the legal construction of cancellation of shares dematerialization; (iii) identify protected values; (iv) assess the possibility of using applicable regulations for foreign companies listed on the Warsaw Stock Exchange. Analysis of the existing regulations makes it possible to conclude that the **Polish legislator, while developing the principles of legal regulation of delisting, decided that the protection of minority shareholders should have priority over the protection of the company's economic interest.** Despite the assumed assumptions, **Polish regulations do not protect shareholders if shares of foreign companies are delisted.**

## 2. The research to be carried out

The research will be carried out in following phases: (i) gathering source materials and source literature; (ii) analysis and evaluation selected sources; (iii) confrontation of sources and preparation of delisting regulation model protecting selected values; (iv) analysis and evaluation of binding Polish regulation in a light of prepared delisting regulation model; (v) scientific verification and edition of the results.

## 3. The reasons for choosing the research project

The subject of delisting is *terra incognita* in the Polish private law doctrine. The results of the research will contribute to better understanding of reasons for the introduction of delisting regulations and the resulting consequences for the company, its shareholders and the capital market itself. Further research project objective includes indication of flaws of Polish delisting regulation and related interpretative difficulties.