

Important tax and corporate changes following new legal package in Romania

The newly promulgated Law no. 239/2025 brings new fiscal-budgetary measures which strengthen budget revenues and combat tax evasion, but also key changes in corporate and insolvency law. Key changes and effective dates below:

Effective 18 December 2025

Share Capital and other corporate limitations

- The minimum share capital for newly established companies is set at RON 500.
- Existing companies must have a share capital of at least RON 5,000 if they register a net annual turnover exceeding RON 400,000.
- Companies whose share capital falls short of the legal threshold must increase it accordingly within two years as of the enactment date of the law.
- Transfers of ownership in SRLs in which the seller holds control become opposable to the tax authority only under specific conditions.
- New restrictive rules apply to:
 - loans to and from shareholders or affiliated persons
 - dividend distributions and
 - capital increases.
- Failure to reconstitute net assets to at least 50% of share capital within the statutory deadline constitutes a contravention, sanctioned with fines of RON 10,000–200,000.
- Interim dividends restrict loans and loan repayments to shareholders or affiliates where net assets are below 50% of share capital; breaches trigger joint liability for outstanding tax debts and require mandatory conversion of shareholder loans into equity within 2 years, with fines of RON 40,000–300,000 for non-compliance.

Stricter Sanctions for Undeclared Work

- Fines increase to RON 40,000 for each person identified (up from RON 20,000).
- The total cumulative limit for fines is raised to RON 1,000,000 (previously capped at RON 200,000).

Other Immediate Measures

- **Insolvency:** Major amendments regarding insolvency proceedings (we will report separately on this topic).
- **Body Cameras:** Control personnel (Customs, Antifraud, Labor Inspection) will wear body cameras during inspections.

Effective 1 January 2026

Corporate Income Tax

Multinationals: Drastic limitations on deductible expenses for intellectual property rights, management, and consulting services for companies not subject to the minimum turnover tax (IMCA), essentially affecting companies with a turnover under EUR 50 million. The IMCA regulated under the Fiscal Code is not repealed and continues to apply to taxpayers with turnover exceeding EUR 50 million.

Investment Income & Crypto

Investments (via brokers): Tax on capital gains increases from 1% to 3% for holdings exceeding 1 year and from 3% to 6% for holdings up to 1 year.

Investments (non-broker): Tax increases from 10% to 16%.

Cryptocurrencies: Tax on gains increases from 10% to 16%.

Property Taxes & Luxury Tax

- *Property & Vehicles:* Significant increases in local taxes; reduction in the number of exemptions.
- *Luxury Tax:* The tax rate for high-value buildings and vehicles triples to 0.9%, applied to the value exceeding the thresholds of 2,500,000 RON for the taxable value of residential buildings owned by individuals and of 375,000 RON for the acquisition cost of motor vehicles owned by individuals or legal entities.
- *RO e-Property:* Formalization of the national system for immovable property records aiming to:
 - facilitate electronic payment and management of local real estate taxes; and
 - ensure traceability of ownership and transfers of immovable property.

Banking Obligations & Payments

- *Mandatory Account:* All companies are required to hold either a bank account or a Treasury account.
- *Mandatory POS:* All merchants and service providers must accept card payments, regardless of their cash receipt levels (the previous RON 50,000 threshold is removed).

Other Significant Fiscal Measures

- *Independent/sole entrepreneur*: The annual cap for the assessment basis of Health Insurance Contributions (CASS) increases to 72 minimum gross wages (from 60).
- *Income from room and property rental* is rearranged for taxation purposes. The taxable income is determined as gross income minus a flat-rate expense deduction to be established on a case-by-case basis concerning the duration and the number of rooms/properties.
- *Non-EU Parcel Fee* (for e.g. online shopping platforms): A RON 25 tax is introduced for parcels under EUR 150 delivered from outside the EU.
- *Inactive Companies*: New rules for declaring companies inactive (lack of bank accounts, failure to file financial statements) with stricter reactivation conditions. Inactive status involves additional tax consequences. Companies inactive for one year will be dissolved, subject to transitional provisions.
- *Enforcement*: Seized assets may now be sold via online auctions.

In case of questions, do not hesitate to contact us.

Contact and further information:



STALFORT Legal. Tax. Audit.
Bucharest – Bistrița – Sibiu

Office Bucharest:

T.: +40 – 21 – 301 03 53

F: +40 – 21 – 315 78 36

M: bukarest@stalfort.ro

www.stalfort.ro