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Tax Alert
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The Ministry of Finance published on the decision-making transparency platform on August 14, 2025, a draft law with an impact on taxation and corporate law. It is at the stage of public debate and has not been published in the Official Gazette. Thus, the following laws are amended and supplemented:

- **Law no. 227/2015 on the Fiscal Code, published**
- **Law no. 207/2015 regarding the Fiscal Procedure Code**
- **The Companies Law no. 31/1990**

I. Amendments and additions regarding Law no. 227/2015 on the Fiscal Code

As regards corporate income tax, the following changes are proposed applicable from 1 January 2026:

1. The minimum turnover tax, applicable to taxpayers with a turnover of more than 50 million euros, is repealed. Specific provisions are introduced regarding the maintenance of assets in the patrimony for taxpayers who have decreased the value with investments when calculating the minimum turnover tax.

2. New limitations for the deductibility of expenses with related parties are introduced, for the following types of expenses:

- Intellectual property rights
- management
- consultancy
- Interest

For these types of expenses, a proportion will be calculated between expenses with related parties and total expenses of this nature, and if the proportion exceeds 3%, the total expenses of this nature with related parties will be non-deductible during the respective period. The share for the first year of application (2026) will be calculated based on the accounting information for the fiscal year 2024.

This proportion will be calculated based on accounting data (n.b. also considering the introduction, from 2023, of specific accounting accounts for expenses with consultancy services (accounting account 618 of the Romanian chart of accounts) and management (accounting account 617 of the Romanian chart of accounts).

However, the draft law does not clarify the way of defining or framing expenses in these categories.

- Credit institutions do not take into account interest expenses recorded in relation to affiliated entities.
- Expenses considered non-deductible according to art. 25^1 are no longer subject to the general rules of art. 25 for expenses in relation to affiliated entities.

✓ *Another novelty is that related entities are those defined according to the applicable accounting regulations (rules broader than the tax definition of related parties).*

As regards individual taxation, the following changes are proposed to the tax regime of income from independent activities, income from rental, as well as income from the transfer of securities:

1. **Regarding the income obtained by taxpayers from independent activities:**

- Income from the provision of accommodation services, as well as that earned **from the short-term rental of a number of more than 7 rooms** located in personally owned dwellings will be considered income from independent activities.

  According to these amendments, income from the provision of accommodation services is considered income obtained by economic operators defined according to the legislation specific to the field of tourism by making available a space arranged for the purpose of overnight stays for a determined period, measured in days.

  For these types of income, a specific manner of determining the annual net taxable income is proposed, which involves the deduction of a flat rate of 30% from the gross income. The annual tax due is established by applying the 10% rate on the annual net income. The annual tax due is established by the taxpayer by submitting the Single Declaration on Income Tax and Social Contributions due by individuals.

- It is proposed to amend art. 69, para. (3) in order to apply a minimum threshold of 12 minimum wages applicable on January 1 of the year in which the income is earned. Until now, this threshold of 12 minimum wages was established in relation to the time of establishing the activity.

- The threshold for health insurance contribution (CASS) for individuals who earn income from independent activities will be increased; individuals will owe the health insurance contribution (CASS) to an annual calculation basis equal to the amount resulting from the cumulation of the annual net income/gross or the annual income norm, respectively the adjusted annual income norm, as the case may be, which cannot be higher than the level of **90 minimum gross salaries**. Currently, the maximum threshold for the annual calculation base of the CASS is 60 minimum gross salaries.

2. Regarding the income obtained by taxpayers from the rental activities:

- According to the proposed amendments to art. 83, the income obtained during a fiscal year by the owner, usufructuary or other legal holder, from **the short-term rental of a number between 1 and 7 rooms**, located in personally owned dwellings, regardless of the number of dwellings in which they are located, are considered rental income.

  Short-term rental of rooms located in personally owned dwellings is defined as the uninterrupted rental of a room, to the same person, for periods of up to 30 days in a calendar year. If the rental is made for a fraction of a day, it is considered a rental for one day.

  For these types of income, a specific method of determining the annual net taxable income is proposed, which involves the deduction of a flat rate of 30% from the gross income. The annual tax due is established by applying the 10% rate on the annual net income. The annual tax due is established by the taxpayer by submitting the Annual Tax Return on Income Tax and Social Contributions due by individuals.

3. Regarding the income obtained from the transfer of securities and from transactions with financial instruments carried out through Romanian intermediaries, starting with January 1, 2026:

- The tax rate for capital gains from the transfer of shares and from transactions with derivative financial instruments, carried out through Romanian intermediaries (i.e. Romanian tax residents or non-residents who have a permanent establishment in Romania as an intermediary), increases:
  - To a rate of **2% (compared to 1% currently)** on each capital gain from the transfer of shares / from transactions with derivative financial instruments that have been acquired and disposed of / held for a period of more than 365 days, inclusive, from the date of acquisition; or
  - To a rate of **4% (compared to 3% currently)** on each capital gain from the transfer of shares / from transactions with derivative financial instruments that have been acquired and disposed of / held for a period of less than 365 days from the date of acquisition.

II. Amendments and additions regarding Law no. 207/2015 regarding the Fiscal Procedure Code

- The general criteria for determining the degree of tax risk shall be supplemented with criteria that take into account (i) the use of cashless payment instruments, (ii) early warning of the financial capacity to pay the tax liabilities and (iii) the information on the facts recorded in the tax record.

- Two new cases are introduced that trigger the declaration of inactivity for the taxpayer/payer, namely when it (i) does not have a bank account in Romania or an account opened with the Treasury, or (ii) has not submitted the annual financial statements within 5 months from the legal deadline for their submission. The declaration of inactivity in these cases can only be made after January 1, 2026
  Also, the tax authorities will request the insolvency, liquidation and deregistration for taxpayers declared to be inactive and who are not reactivated within a certain period (1 year/3 years, as the case may be). Transitional measures are also established for taxpayers that are inactive on the date of entry into force of the proposed law, in the sense of granting a "grace" period for reactivation, otherwise the actions regarding insolvency, liquidation and deregistration will follow.
- The simplified payment rescheduling is repealed while for the "classic" rescheduling a new obligation to provide an additional guarantee in the form of a surety contract („fidejusiune" in Romanian) is introduced, for certain cases such as: there are liabilities for which payment rescheduling cannot be granted (e.g. excise duties, state aid amounts to be recovered) when the rescheduling request is submitted, the impossibility of paying the amounts that are a condition for maintaining the payment rescheduling until maturity or until fulfillment payment term, occurring during the rescheduling period, etc.
- The tax authorities are prohibited from approving any requests for modification/maintenance of the payment facilitation decision submitted according to Government Ordinance no. 6/2019 on the establishment of tax facilities, including those in the process of being resolved.

III. Amendments and additions with regard to the Companies Law no. 31/1991 ("Companies Law") as well as other amendments with an impact from the perspective of company law

1. The amendment of the Companies Law by:

- the introduction of the prohibition for companies that distribute dividends quarterly, to grant to shareholders/other related parties, as defined by the Fiscal Code, advances or loans, until the differences resulting from the distribution of dividends during the year are regularized;
- introduction of the prohibition for companies that, based on the annual financial statements, have a net asset value of less than half of the value of the subscribed share capital, to:
  - grants advances or loans to shareholders/other related parties;
  - receive loans from shareholders/related parties,

  until the net assets are replenished at the minimum value provided by law.
- failure to comply with the prohibitions on granting or receiving loans from shareholders/other related parties entails the joint liability of the administrator and the shareholder who benefited from the payment of interim dividends/advances/loans, such as the application of a fine to the company from 10,000 Lei to 200,000 Lei.
- conditioning the possibility of distributing dividends, for companies that at the end of the financial year record profit, but cumulatively record a deferred accounting loss, on the constitution of legal reserves, coverage of the deferred accounting loss, as well as the constitution of reserves in accordance with the statutory requirements;
- conditioning the possibility of distributing dividends from the profit of the current financial year, for companies that, based on the annual financial statements approved according to the law, have a net asset value below half of the value of the subscribed share capital, to the replenishment of the net assets at the minimum value provided by law;
- the introduction of the obligation to convert receivables resulting from loans or other financing granted by shareholders to companies that, according to the annual financial statements approved according to the law, have a net asset below half of the value of the subscribed share

capital and that have not proceeded to reintegrate the net assets within the term provided by the Companies Law.

2. **The legislative project proposes the introduction of new conditions for the implementation of share transfer operations:**

- the condition of the enforceability against the tax authority of the assignment of the shares of the shareholder of a limited liability company that holds the control of the company, within the meaning of art. 25 para. (4) of the Fiscal Procedure Code, by the fulfillment of additional formalities - i.e., the notification of the tax authority, the granting of guarantees by the company and/or the new shareholder, if the company registers payment obligations to the general consolidated budget;
- if the company registers payment obligations to the general consolidated budget, the registration of the assignment in the Trade Register is subject to the presentation of proof of the tax authority's agreement regarding the provision of guarantees;
- in order to verify the fulfillment of the new conditions for the assignment, when registering the assignment of the shares, the National Trade Register Office will request the tax certificate for the limited liability company whose shares are subject to transfer;
- If the payment obligations recorded in the tax certificate are not settled within 60 days from the date of registration of the assignment in the Trade Register, the guarantees constituted will be enforced by the central tax body.

3. **Also having an impact in the corporate filed, the introduction of new conditions regarding the share capital of limited liability companies are proposed, as follows:**

- the share capital of limited liability companies will be at least 8,000 Lei;
- limited liability companies already established will have a period of two years from the date of entry into force of the law to increase the share capital accordingly;
- if the company does not comply, at the request of any interested person, as well as of the National Trade Register Office, the court will pronounce the dissolution of the company;

4. **Also, the draft law also aims to amend:**

- Law No. 70/2015 on strengthening financial discipline regarding cash receipts and payments and amending and supplementing Government Emergency Ordinance No. 193/2002 on the introduction of modern payment systems, by introducing the obligation for Romanian legal entities to hold an account with a credit institution in Romania or with a State Treasury unit. Newly established legal entities have 30 working days from the date of establishment to open an account.
- Emergency Ordinance No. 193/2002 on the introduction of modern payment systems by extending the scope of the obligation to accept debit, credit, or prepaid cards as a means of payment through a POS terminal and/or other modern acceptance solutions, including applications that facilitate the acceptance of electronic payments to all natural or legal persons subject to registration in the Trade Register.

Income tax and mandatory social contributions

From 1 January 2026, with certain exceptions

Income from self-employment

From 1 January 2026:

- ✓ Included in the category of income from independent activities are the income earned by taxpayers from the provision of accommodation services (income obtained according to the legislation specific to the field of tourism), as well as the income from the short-term rental of a number of **more than 7 rooms** located in personally owned dwellings.

- ✓ **The flat rate of 30%** on the gross income is introduced to determine the annual net income from the provision of **accommodation services** and from the short-term rental of a number of **more than 7 rooms** located in personally owned dwellings.
- ✓ In order to determine the net income from the provision of accommodation services, taxpayers fill in only the part relating to income in the Tax Register and are not obliged to keep accounting records.
- ✓ Individuals who have earned income from independent activities will owe the health insurance contribution to an annual calculation basis equal to the amount resulting from the cumulation of the annual net income/gross or the annual income norm, respectively the adjusted annual income norm, as the case may be, which cannot be higher than the level of **90 minimum gross salaries** per country.

Income from the sale of the use of goods

Starting with 2026 revenue

- ✓ The income obtained from the short-term rental of rooms located in personally-owned dwellings, **between 1 and 7 rooms inclusive** (regardless of the number of dwellings in which they are located), will be subject to the tax regime related to the income from the transfer of the use of goods.
- ✓ **The flat rate of 30%** inclusive on the gross income is introduced for determining the annual net income from **the short-term rental** of 1-7 rooms inclusive, located in personally owned dwellings.

Income from securities transfers and derivatives

From 1 January 2026:

- ✓ Gains from the transfer of securities and from transactions with derivative financial instruments, obtained from transfers/operations carried out through Romanian intermediaries (i.e. Romanian tax residents or non-residents who have a permanent establishment in Romania as an intermediary) will be taxed as follows:
  - I. by applying a **rate of 2%** on each gain from the transfer of securities/from transactions in derivatives that have been acquired and disposed of/held for a period **longer than 365 days**, inclusive, from the date of acquisition; or
  - II. by applying a rate of **4%** on each gain from the transfer of securities / from the performance of transactions with derivative financial instruments that have been acquired and disposed of / held for a period **of less than 365 days** from the date of acquisition.

IV. Implementation of the Logistics Tax for the management of extra-EU flows of goods

This draft law provides the establishment of a new tax, namely a logistics tax of 25 RON for the management of extra-EU flows of low-value goods.

I. General aspects

- ✓ **The logistics fee in the amount of 25 RON** will be charged for each postal package containing goods with commercial value, related to the same distance sale of goods, which enters the territory of Romania, **with the start of delivery outside the territory of the European Union**, whose declared value is **below the threshold of 150 EUR.**
- ✓ The tax is intended to be applied to goods purchased in the case of distance sales of goods imported from outside the European Union (EU).

- ✓ The tax is due for each package containing goods from outside the EU, released for free circulation in Romania or in an EU member state other than Romania, through a **customs declaration with a reduced set of data**.

II. Provisions regarding the obligation to report and pay the tax

- ✓ **The obligation to pay the tax** lies with the supplier or person who, through an electronic platform, facilitates the distance sale of goods.
- ✓ In the case of packages that are refused by the recipient in Romania, the tax is not refundable.
- ✓ The package delivered on the territory of Romania is accompanied by **its declaration of origin** issued by the supplier or person who, through an electronic platform, facilitates the distance sale of goods.
- ✓ If the package is not accompanied by the declaration of origin, but the supplier is a person established in an EU member state, the tax is not due.
- ✓ **The obligation to collect, declare and transfer the tax** lies with the postal service providers as defined in Article 2(2) of *the Government Emergency Ordinance no. 13/2013 on postal services* that deliver the package to the recipient.
- ✓ Postal service providers have the obligation to declare, **by the 25th of the month following the one in which the delivery was made**, to the National Agency for Fiscal Administration the number of packages delivered, coming from outside Romania, as follows:

a) the number of packages with the starting point of delivery on the territory of the European Union;

b) the number of packages with the starting point of delivery outside the territory of the European Union;

c) the number of packages accompanied by a declaration of origin;

d) the number of packages accompanied by a declaration of origin, with the starting point of delivery outside the territory of the European Union;

e) the number of packages accompanied by a declaration of origin for which the tax was charged;

f) the number of packages accompanied by a declaration of origin for which the tax was not charged;

g) the number of packages not accompanied by a declaration of origin for which the tax was charged;

h) the number of packages not accompanied by a declaration of origin for which the tax was not charged.

III. Provisions regarding the collection of tax

- ✓ In the case of orders paid online, the tax is collected directly from the supplier or from the person who, through an electronic platform, facilitates the distance sale of goods;
- ✓ In the case of cash on delivery orders, the tax is deducted from the total refund collected from the recipient on the first delivery and, respectively, on subsequent deliveries, as the case may be, within the limit of the amount to be paid.
- ✓ The collected amounts will be transferred to the state budget by the 25th of the month following the month in which the package was delivered to the recipient.

- ✓ Postal service providers have the obligation to ensure the collection of the tax, which is a condition for the provision of transport services.

IV. Provisions regarding sanctions and contraventions

- ✓ The following acts constitute contraventions if, according to the criminal law, they are not considered crimes, and failure to comply with them is sanctioned as follows:

  a) failure to comply with the obligation to declare the number of packages delivered, originating from outside Romania, to ANAF, within the legal term provided for - **fine from 2,000 RON to 3,500 RON**;

  b) failure to comply with the obligations regarding the keeping of the detailed record of the taxed shipments - **fine from 6,000 RON to 10,000 RON**;

  c) Failure to comply with the obligation to declare the collected tax is sanctioned with **a fine consisting of the amount of the undeclared taxes, but not less than 1,000 RON.**

- ✓ It is a crime and is punishable by **imprisonment from 3 to 5 years or a fine**, the intentional failure to comply with the obligation to transfer to the state budget the tax collected within the term provided by law (until the 25th of the month following the month in which the package was delivered to the recipient).

The presented provisions would enter into force on 01.10.2025 to the extent that the project will be approved.

For more details, please feel free to contact us.

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