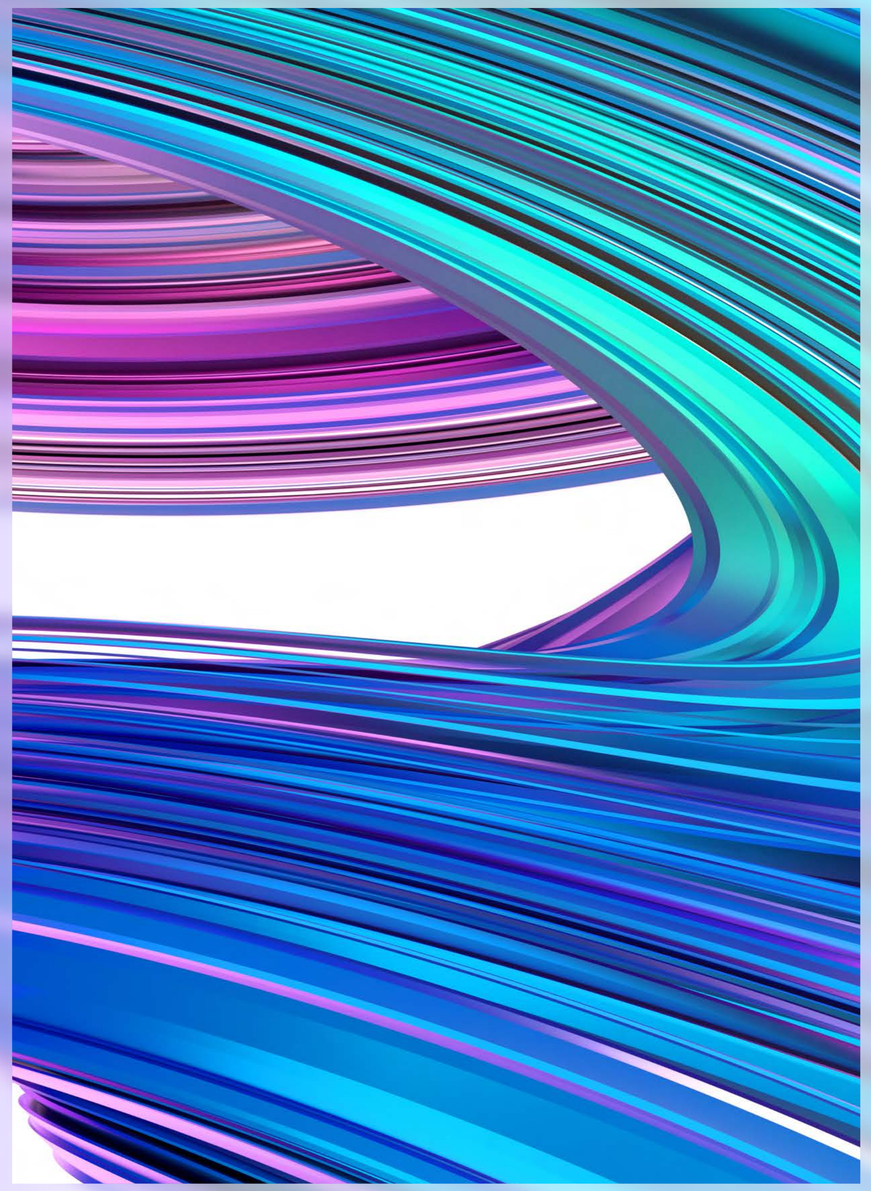
KPMG

TAX GUIDE 2025

KPMG in Romania | kpmg.ro





Corporate income tax rate

16%

Taxpayers

- Romanian legal entities, except for taxpayers subject to the micro-enterprises tax, tax-transparent entities and certain institutions specifically defined in the Fiscal Code (Law no. 227/2015 as further amended).
- Non-Romanian legal entities that carry out activities through one or more permanent establishments in Romania.
- Non-Romanian legal entities according to their place of effective management.
- Non-Romanian legal entities which obtain income from the transfer of ownership, or any other rights related to immovable property located in Romania.
- Legal entities established according to European legislation that have their registered office in Romania.
- Non-Romanian legal entities operating in Romania through one or more elements treated as permanent establishments, with respect to situations involving the existence of non-uniform treatment of hybrid elements or non-uniform treatment of tax residence.
- Fiscally transparent entities, in situations that involve the existence of non-uniform treatments of the inverted hybrid elements.

Fiscal year

- The fiscal year generally follows the calendar year.
- Taxpayers which have opted for a financial year that is different from the calendar year, according to accounting legislation, may also choose to have a tax year which corresponds to the financial year.

Corporate income tax rate 16%

Tax returns / payment

- Quarterly (for quarters I-III) – by the 25th of the month following the relevant quarter.
- Annually:
  In general, by the 25th of the third month after the end of the tax year (25 March of the following year if the fiscal year follows the calendar year). During the period when the provisions of GEO no. 153/2020 apply, i.e. 2021-2025, the deadline for the submission of the annual corporate income tax return has been extended to 25 June of the following year (for the calendar fiscal year) or to the 25th of the sixth month after the end of the amended fiscal year. By the 25th of the second month after the end of the tax year (25 February of the following year, if the fiscal year follows the calendar year), for not-for-profit organisations that record taxable income and for taxpayers that obtain the majority of their income from growing cereals, technical plants and potatoes, orchards and viticulture.

Advance payments

- Banks are required to make quarterly advance payments based on the previous year's results.
- For regular taxpayers, the advance payment system is optional.

Corporate income tax rate 16%

Tax losses

- From 2024 onwards, tax losses can be carried forward for a period of 5 years up to a limit of 70% of the taxable profits registered. Tax losses carried forward from periods before 2024 may be used within the same limit of 70% of realised taxable profits, but over a period of 7 years.
- There is no carry back of losses.
- Changes in ownership do not affect carrying forward tax losses.
- Tax losses recorded by taxpayers which cease to exist as a result of reorganisations are transferred to the taxpayers which are the beneficiaries of these reorganisations.
- Taxpayers which have been subject to the micro-enterprises tax, having previously been corporate taxpayers and recorded tax losses, and which subsequently become corporate taxpayers once again, may carry forward their losses from the previous period as corporate taxpayers starting from the date at which they have begun again to be subject to corporate tax. This loss should be recovered over the period between the year in which the tax loss was incurred and the limit of years mentioned above, depending on the period in which the tax loss was incurred.

Corporate income tax rate

16%

Deductibility of expenses	As a general rule, expenses are deductible only if they are incurred for the purpose of carrying out economic activity. Certain types of expenses are specifically set out in the Fiscal Code as being non-deductible or having limited deductibility.

Expenses with limited deductibility (examples)

Social expenses	Up to 5% of total salary expenses.
Protocol expenses	Up to 2% of the gross accounting profit to which protocol expenses are added.
Vehicle expenditure	50% for expenditure related to acquisition, functioning, maintenance and repairs of vehicles (including leasing and rental), if the vehicles are not used exclusively for business purposes.
Expenses recorded in relation to the sale of receivables	30% of the net loss from the sold receivables.
Operating, maintenance and repair costs relating to an establishment/head office owned by individuals/ taxpayers and made available to or used by the taxpayer, as well as the related depreciation if not used exclusively for business purposes	50% deductible in the following cases: • Headquarters located in the personal residence of an individual; • Headquarters acquired by the taxpayer in residential buildings or individual residential buildings from residential complexes. 100% non-deductible if the headquarters, owned by the taxpayer, is used for personal purposes by the shareholders.

Provisions and reserves

Legal reserves	Deductible up to 5% of the gross accounting profit of the period (calculated and recorded until the reserves reach one fifth of the share capital).
Provisions for guarantees granted to clients	Deductible, only for deliveries of goods and services within the relevant tax period, as provided in contracts concluded with clients.
Allowances for doubtful debts	For receivables that are not guaranteed by a third party and are not due by related parties, allowances are deductible up to: • 30% of the receivables, if the due date has been exceeded by more than 270 days. This limitation only applies to trade receivables registered starting from 1 January 2024; • 100%, if the debtor is subject to bankruptcy (companies) or insolvency (individuals) proceedings.
Allowances for impairment of tangible assets	Impairment allowances are deductible if: 1. The tangible assets have been destroyed as a result of a natural disaster or *force majeure,* as detailed in application norms. 2. An insurance contract has been concluded for the event.

Provisions and reserves

Specific provisions and reserves

Provision expenses and reserves recorded in accordance with legislation specific to certain activities are deductible, e.g. for credit institutions, non-banking financial institutions, insurance and reinsurance companies, private pension funds and private pension funds' administrators, airlines, companies in the natural resources or waste storage sectors etc.

Depreciation and amortisation

Calculation methods

- Straight-line.
- Reducing-balance.
- Accelerated depreciation (up to 50% in the first year).

Tangible assets

- Buildings – only the straight-line method.
- Technological equipment and computers – accelerated, straight-line or reducing-balance method.
- Any other fixed asset – straight-line or reducing-balance method.
- Deductibility of depreciation expenses incurred for vehicles with a maximum of 9 seats, which are not used exclusively for business purposes, is limited to 1,500 RON/month.

Depreciation and amortisation

Intangible assets

- Intangible assets (e.g. patents, licenses, copyrights, trademarks) – straight-line method over the period of the contract or the period of use, as appropriate.
- Patents may be amortised through the accelerated or the reducing-balance method.
- Software acquisition or production – straight-line or reducing-balance method, over a period of 3 years.
- Goodwill is not a depreciable asset (amortisation is not tax deductible).

Interest expenses and other economically equivalent expenses

Deductibility of excess debt related costs

Wholly deductible in the fiscal period when they are incurred by a taxpayer which is an independent entity, in the sense that it is not part of a consolidated group for financial accounting purposes and has no associated companies and no permanent establishment. Likewise, for these taxpayers, interest and net foreign exchange losses are also wholly deductible.

Interest expenses and other economically equivalent expenses

Exceeding borrowing costs with limited deductibility

- Starting from 1 January 2024, a cap of 500,000 euros has been introduced for the full deductibility level of excess costs related to loans with affiliated parties and that do not finance the acquisition/production of assets under construction/assets specifically provided for by the legislation. The total excess debt costs resulting from transactions/operations with both related and non-related parties are limited to 1,000,000 euros.
- The 500,000 euro threshold for excess debt costs with affiliated parties does not apply to credit institutions - Romanian legal entities, Romanian branches of foreign credit institutions, non-banking financial institutions, branches in Romania of non-banking financial institutions and investment entities as defined by law.
- Limited deductibility within the limit of 30% of the following calculation base: gross profit plus corporate income tax payable, plus excess debt related costs and tax depreciation, minus non-taxable income.
- If the tax base described above is 0 or negative, the difference between the excess debt-related costs and the deductible limit are treated as non-deductible for corporate income tax purposes during the current tax period, but can be carried forward indefinitely, under the same deductibility conditions.
- Excess debt related costs are exempted from applying these limits if they arise from loans used to finance a long-term public infrastructure project for the purpose of providing, improving, operating and/or maintaining a large asset, considered to be of general public interest, and if the project operators are registered in the European Union.
- The right to carry forward for taxpayers which cease to exist as a result of a merger or division is transferred to the newly established taxpayers, i.e. those who take over the assets of the absorbed or divided company, as appropriate, proportional to the assets transferred to the beneficiary legal entities under the draft merger/division.
- The right to carry forward for taxpayers which do not cease to exist as a result of a transfer of a part of their assets as a whole will be shared proportionally between those taxpayers and the ones that took over these assets.

Transfer of assets, tax residency or of economic activity carried out through a permanent establishment for which Romania loses the right to tax

Gains derived from the transfer of assets, of tax residency or of the economic activity of a permanent establishment for which Romania loses the right to tax, calculated as the difference between the market value and the tax value of assets transferred, are subject to a 16% tax.

If, upon the transfer of assets, of tax residency or of economic activity a loss is incurred, the taxpayer can offset this against gains derived from operations of the same nature during the next 5 years.

Taxpayers that apply the provisions described above can pay the tax in installments, provided that they fulfill the provisions of the Fiscal Procedure Code on the payment of tax in installments and that the transfer is made to an EU or EEA member state.

Anti-abuse general rule

For the purposes of calculating tax liabilities, the tax authorities may ignore arrangements which are, given the relevant facts and circumstances, not genuine and have been put into place with the main aim of, or which have as one of their aims, obtaining tax advantages that contravene the object or purpose pursued by the applicable tax provisions.

Rules on controlled foreign companies

An entity or a permanent establishment, which is considered a controlled foreign company (owns directly or indirectly more than 50% of the voting rights or owns directly or indirectly more than 50% of the share capital or is entitled to receive more than 50% of the profits of that entity), must apply the rules on controlled foreign companies if the income tax paid on its profits by the entity or the permanent establishment is lower than the difference between the corporate income tax that would have been charged on the entity or on the permanent establishment under the provisions of Title II and the actual corporate income tax paid on its profits by the entity or the permanent establishment.

If the entity or the permanent establishment is considered a controlled foreign company, the payer of corporate income tax that controls it should include in the tax base for its tax period (during which the tax period of the foreign controlled entity/permanent establishment closes) in proportion to the ownership of the taxpayer in the entity, the following undistributed revenues of the entity:

- Interest or any other income generated by financial assets.
- Royalties or any other income generated by intellectual property rights.
- Dividends and income from the transfer of units.
- Financial lease income.
- Income from insurance activities, banking or other financial activities.
- Income from companies that obtain it from goods and services purchased from associated companies and sold to them without any added value or with low added value.

Tax losses registered by a permanent establishment as a controlled foreign company are deducted only from the income earned by the permanent establishment, separately, on each source of income.



Uncovered losses are carried forward and may be recovered over the next 5 consecutive fiscal years.

For the avoidance of double taxation, if the entity distributes profit to the taxpayer and this distributed profit is already included in the taxable income of the taxpayer, the amount of the income previously included in the taxpayer's tax base is deducted in the tax period in which the amount of tax due for the profit distributed is calculated.

For the avoidance of double taxation, if the taxpayer surrenders its holding of a controlled entity or the economic activity carried out through a permanent establishment and part of the proceeds of the disposal was previously included in the tax base of the taxpayer, that amount is deducted in the tax period in which the amount of tax due for the receipts is calculated.

The taxpayer deducts the tax paid to a foreign state by the controlled entity/permanent establishment from the income tax owed, in accordance with double taxation conventions.



Hybrid mismatch

“Hybrid mismatch” means a situation involving a taxpayer or an entity where:

- A payment under a financial instrument gives rise to a deduction without inclusion outcome.
- A payment to a hybrid entity gives rise to a deduction without inclusion and that mismatch outcome is the result of differences in the allocation of payments made to the hybrid entity under the laws of the jurisdiction where the hybrid entity is established or registered and the jurisdiction of any person or entity with a participation in that hybrid entity.
- A payment to an entity with one or more permanent establishments gives rise to a deduction without inclusion and that mismatch outcome is the result of differences in the allocation of payments between the head office and permanent establishment or between two or more permanent establishments of the same entity under the laws of the jurisdictions where the entity operates.
- A payment gives rise to a deduction without inclusion as a result of a payment to a disregarded permanent establishment.
- A payment by a hybrid entity gives rise to a deduction without inclusion and that mismatch is the result of the fact that the payment is disregarded under the laws of the payee jurisdiction.
- A deemed payment between the head office and permanent establishment or between two or more permanent establishments gives rise to a deduction without inclusion and that mismatch is the result of the fact that the payment is disregarded under the laws of the payee jurisdiction.
- A double deduction outcome occurs.

To the extent that a hybrid mismatch results in a double deduction:

1. the deduction of the payment/ expense will be denied; or
2. the amount of the payment will be included in the taxable income.

Participation exemption rules

The following types of income are non-taxable for corporate tax purposes:

Dividends

received from a Romanian company.

Dividends

received from foreign subsidiaries which are subject to corporate income tax or a similar tax, located in a state with which Romania has concluded a Double Tax Treaty, provided that the receiving company has had a minimum holding of 10% in the share capital of the distributing company, for an uninterrupted period of at least 1 year.

Income from valuation/revaluation/sale/transfer of shares and liquidation proceeds,

whether the legal entities in which the company holds shares are Romanian or foreign entities from states with which Romania has concluded Double Tax Treaties (including those outside the EU). In order for this income to be non-taxable, the company receiving the income must have owned at least 10% of the share capital of the company in which a participation is held, for an uninterrupted period of 1 year on the date of the valuation/revaluation/sale/transfer or on the date when the liquidation process starts.

Income registered through a permanent establishment in a foreign state,

under the conditions in which the provisions of the double taxation convention concluded between Romania and the foreign state apply, and the convention provides as a method of avoiding double taxation the exemption method.

Fiscal consolidation for corporate income tax

Tax consolidation has been possible, optionally, since 1 January 2022, for corporate income tax, i.e. to offset the taxable profits of companies in a group against the tax losses of other jointly owned firms, directly or indirectly, if the member of the group which benefits from the offset holds a proportion of at least 75 % of the value/number of shareholdings or voting rights in the entity which incurs the tax losses, for an uninterrupted period of one year prior to the start of consolidation.

The period of application of the system is five fiscal years, after which the option may be renewed. The application should be submitted at least 60 days before the beginning of the period for which the tax consolidation is requested, and the system will be applied from the tax year following the submission of the application.

One of the members should be designated as the responsible legal entity which will calculate, declare and pay corporate income tax for the group, determined by adding up the individual calculations of each member.

The tax losses incurred by a member of the group before the application of the system cannot be compensated at group level. If the group is abolished after five years, the losses incurred and not recovered during the consolidation will be recovered by the responsible entity/individual.



THE MINIMUM TURNOVER TAX

Starting from the fiscal year 2024 or the amended fiscal year 2024, a minimum tax on turnover has been introduced for companies paying corporate income tax (excluding other entities such as foundations, associations, private schools/universities, tenant associations, etc.), if their turnover exceeds 50 million euros in the previous year.

Companies with a corporate income tax lower than the minimum turnover tax, are required to pay the corporate income tax at the level of the minimum turnover tax. Companies registering fiscal losses are also required to pay the minimum turnover tax.

The minimum turnover tax is calculated quarterly/annually by applying a 1% tax rate to the turnover (total revenue), adjusted downwards with:

1. Exempt income categories, such as non-taxable income, income corresponding to the costs of inventories, services, or assets in progress, compensatory income, or income representing concurrently reflected excise duties in expense accounts.
2. Investments - the value of assets in progress generated by the acquisition/production of assets, booked starting from 1 January 2024.
3. The accounting depreciation at historical cost of assets acquired/produced starting from 1 January 2024, excluding the accounting depreciation of the assets mentioned under point 2.

In determining the taxable turnover, the assets considered (investments and depreciation) are those specified by the Minister of Finance's order and these must be used in the taxpayer's economic activity and be connected to the taxpayer's business activity.

To determine the higher tax, the minimum turnover tax is compared with the quarterly/annual profit tax before deducting amounts according to the law, adjusted as follows:

- Amounts representing sponsorship/patronage, and other amounts deductible from corporate income tax according to current legislation, are deducted from the corporate income tax, and the reduction set out according to the provisions of Government Emergency Ordinance no. 153/2020 is also applied.
- Amounts representing external tax credit, exempt profit tax according to Art. 22, and exempt profit tax according to Law no. 566/2004 on agricultural cooperatives are not deducted from this corporate income tax.

If the minimum turnover tax is payable, the following amounts can be deducted:

- Sponsorships at the minimum value between the amount calculated by applying 0.75% to the turnover and the value representing 20% of the corporate income tax;
- The amount obtained by applying the 16% rate to the sum representing the additional deduction of 50% of eligible expenses for research and development activities, in the case of taxpayers benefiting from this incentive;
- Foreign tax credit.

The minimum turnover tax is calculated and paid on the same schedule as the corporate income tax (quarterly/annually).

For taxpayers which have opted for the annual system with advance payments, the quarterly minimum turnover tax is compared with the advance payments for quarters I, II, and III, with the final calculation upon filing the annual profit tax return (D101).

The law also includes special provisions for fiscal groups, stating that the total minimum tax of group members is compared with the profit tax owed at the group level. Additionally, the 50 million euros turnover is calculated by the leader of the fiscal group by adding up the turnover of each member.

Specific tax for the oil and natural gas sector

The specific tax for the oil and natural gas sector is applicable to legal entities operating in this field, as defined by Order of the Ministry of Finance No. 6830/2024. Starting from 2024, such companies are required to pay a specific turnover tax of 0.5% in addition to the corporate income tax (prior to 1 January 2025, this tax was only applicable to companies with a turnover exceeding 50,000,000 euros in the previous fiscal year).

The calculation base for this tax is similar to the base of the minimum turnover tax mentioned earlier.

The specific turnover tax is calculated, declared, and paid quarterly by the 25th of the following month for each quarter (for quarters I-III). For the fourth quarter, payment must be made by the deadline for submitting the annual corporate income tax return.

Expenses related to this specific turnover tax are considered non-deductible when calculating the corporate income tax.

Starting from 1 January 2026, or the modified fiscal year beginning in 2026, the applicability of this tax ceases under the current legislation, and taxpayers subject to this tax will calculate and owe the minimum turnover tax from that date onward.

Additional tax for credit institutions

Starting from 2024, a supplementary turnover tax is introduced for credit institutions - Romanian companies and branches in Romania of foreign credit institutions in addition to corporate income tax.

The tax consists of a percentage of 2% in 2025 and 1% from 2026 applied to the turnover which consists of elements such as income from interest, dividends, fees, gains, and losses from various sources as specified in the Fiscal Code.

The additional turnover tax is due by the 25th of the month following each quarter, with the last quarter payment deadline set at 25 March of the following year.

The additional tax is not deductible when calculating taxable profit.

Global minimum tax payable by large groups of national and multinational companies

Starting from 1 January 2024 the provisions transposing into national law the requirements to calculate a global minimum tax on the basis of the OECD provisions and Directive 2523/2022 on minimum levels of taxation (Pillar Two) entered into force.

The Pillar Two rules apply to large groups of companies, both national and multinational, with a consolidated turnover (at group level) of at least 750 million euros in at least two of the four years preceding the reference year. If the group of companies reaches the minimum turnover under the scope of the Pillar Two rules, the following steps should be taken to determine whether there is a potential top-up tax due under the new rules.

1. Identification of in-scope entitites

If the group meets the minimum turnover requirements, the first step is to identify the types of entity in the group, specifically which are the constituent entities (i.e. those to which the rules will apply) and whether there are any excluded entities within the group.

2. Calculation of the effective tax rate (ETR)

The effective tax rate is calculated at jurisdiction level (and not at entity level). The ETR formula includes in the numerator the adjusted covered taxes ("covered taxes") of the constituent entities in a jurisdiction and the qualified net income ("GloBE income") of the constituent entities in that jurisdiction as the denominator.

Adjusted covered taxes and qualified net income are calculated based on the amounts included in the group's consolidated financial statements, to which certain fiscal adjustments need to be applied.

3. Top-up tax calculation

If the effective tax rate at jurisdiction level is below 15%, top-up tax needs to be calculated (at jurisdiction level as well) using the formula:

Top-up tax = top-up tax percentage x excess profit

The top-up tax percentage is the difference between the minimum rate of 15 percent and the ETR of the jurisdiction.

The excess profit is the positive difference, if any, between the GloBE income and losses of all constituent entities in the jurisdiction over a substance – based income carve out (SBIE). The formula for SBIE calculation takes into account the number of employees and the intangible assets in a certain jurisdiction.

4. Imposition and allocation of top-up tax

The top-up tax can be allocated to a certain jurisdiction under the three rules which need to be applied in the following order:

1. Qualified Domestic Minimum Top Up Tax (QDMTT)

   The QDMTT is an option that some countries, including Romania, have implemented in their national legislation, whereby the top-up tax is calculated and paid in the jurisdiction in which the low taxed entities are located (where the effective tax rate is less than 15%). The system for calculating the top-up tax closely follows the principles of the GloBE rules and applies to group entities located in the jurisdiction applying the QDMTT.

   The QDMTT has applied in Romania since 1 January 2024.

2. Top-up tax under the Income Inclusion Rule (IIR)

   Under this rule, the top-up tax is calculated and paid in the jurisdiction of the ultimate parent entity (UPE) for the jurisdiction in which the low taxed entities are located.

   The IIR has applied in Romania since 1 January 2024.

3. Top-up tax under the Undertaxed Profits Rule (UTPR)

   The UTPR serves as a backstop to the QDMTT and IIR for calculating and collecting the top-up tax, if it has not been collected by the above-mentioned methods. The top-up tax for a low taxed jurisdiction will be allocated through the UTPR to all jurisdictions applying the GloBE rules based on an allocation key that takes into account the number of employees and the value of fixed assets in a jurisdiction proportional to the total number of employees and total fixed assets in all jurisdictions applying the GloBE rules.

   In Romania, the top-up tax will be payable as an additional tax of the amount of the top-up tax allocated under UTPR to the Romanian constituent entities. The UTPR will apply in Romania from 1 January 2025.

5. Administration and filing obligations

Reporting of the top-up tax

Any EU-based constituent entity is required to file an informative return on the top-up tax calculated at group level (GIR - Global Income Return). A reporting relief is available if the GIR is filed either by the ultimate parent entity or by another designated entity within the group, as long as there is an exchange of information agreement between the jurisdiction of the filing entity and the jurisdiction of the constituent entity.

The GIR must be filed within 15 months of the end of the financial year, except for the first year of application, for which the deadline is 18 months after the end of the financial year.

Reporting of the top-up tax calculated under QDMTT

Similarly to the above, the top-up tax calculated under the QDMTT rules needs to be declared and paid by Romanian based constituent entities within 15 months of the end of the financial year (18 months for the first financial year).

Safe harbours

As it is universally agreed that the Pillar Two rules are very complex and, in some cases, would create excessive administrative burdens for certain groups of companies or low tax risk jurisdictions, the OECD has adopted certain simplification measures. Some simplification measures are transitional (i.e. Country by Country (CbyCR) transitional safe harbour rules, UTPR safe harbour) and some will be permanently available (i.e. QDMTT safe harbour).

TAX ON MICRO-ENTERPRISES

The micro-enterprise income tax system is currently optional for Romanian companies. In 2025, it applies to companies with a turnover as at 31 December 2024 not exceeding the RON equivalent of 250,000 EUR. Starting from 1 January 2026 the threshold will be reduced to the RON equivalent of 100,000 EUR.

Starting from 1 January 2024 the turnover limit of EUR 250,000 is calculated considering the income of the Romanian legal entity and its associated enterprises, as defined by Law no. 346/2004 on stimulating the incorporation and development of small and medium-sized enterprises.

The conditions for companies to opt for the micro-enterprise income tax application include:

- Having at least one full-time employee.
- Has associates/shareholders who hold, directly or indirectly, more than 25% of the value/number of participation titles or voting rights and is the only legal entity established by the associates/shareholders to apply this tax;
- Not to be in dissolution, followed by liquidation, registered in the commercial register or in the courts, according to the law;
- Submitting the annual financial statements on time.

If a micro-enterprise no longer meets any of these conditions during a fiscal year, it becomes liable for corporate income tax starting from the quarter in which such conditions are no longer fulfilled.

Certain activities are excluded from applying the micro-enterprise income tax, such as:

- Banking;
- Insurance and reinsurance, capital market activities (except secondary insurance/reinsurance intermediaries with up to 15% of total income from distribution);
- Gambling;
- Exploration, development, and exploitation of oil and natural gas deposits.

The tax rates are:

- 1% of turnover for micro-enterprises with revenues not exceeding 60,000 euros, which do not carry out activities related to certain NACE codes as specifically provided by the Fiscal Code and which mainly refer to the fields of IT, HoReCa, legal services and medical services.
- 3% of turnover for micro-enterprises with revenues exceeding 60,000 euros or carrying out the activities corresponding to the above mentioned NACE codes.

THE SPECIAL TAX ON HIGH-VALUE REAL ESTATE AND MOVABLE ASSETS

Starting from 1 January 2024, a special tax is applied in Romania on high-value real estate properties and vehicles, as follows:

- Individuals owning (including jointly) residential buildings in Romania with a taxable value exceeding 2,500,000 lei (approximately 500,000 euros) are taxed at 0.3% on the difference between the taxable value of the residential building and the 2,500,000 lei threshold. This tax must be declared and paid by 30 April of the applicable year.

- Both individuals and legal entities owning cars that need to be registered in Romania, with an individual acquisition value exceeding 375,000 lei (approximately 75,000 euros), are subject to a 0.3% tax on the difference between the acquisition value and the 375,000 lei threshold. This tax must be declared and paid by 31 December of the applicable year.

TAX WITHHOLDING

Withholding tax is generally applicable on income earned by non-residents from Romania, such as:

1. Dividends
2. Interest
3. Royalties
4. Commission fees
5. Management or consulting fees (irrespective of where the services are supplied)
6. Income from services supplied in Romania, except for international transport and related services
7. Income earned from the supply of professional services in Romania, other than through a permanent establishment (e.g. by lawyers, engineers, doctors, dentists, architects, auditors)
8. Income earned from sports or entertainment activities carried out in Romania[1]
9. Prizes granted as a result of competitions organized in Romania
10. Gambling income
11. Income earned by non-residents from the liquidation of a resident
12. Income representing the remuneration received by foreign legal entities acting as administrators, founders or members of the administration board of a resident.

Tax rates (for non-residents)

16% standard tax rate.

10% for income obtained by individuals resident in an EU Member State or in a state with which Romania has concluded a double taxation treaty.

10% for dividends.

50% special tax rate.[2]

[1] Non-residents (companies or individuals) earning income from sports or entertainment activities carried out in Romania have the option of registering for corporate/personal income tax purposes in Romania and paying tax on a net basis, by deducting expenses related to the carrying out of activities; otherwise, withholding tax is applicable on the gross income from these activities.

[2] If the income is paid in a state with which Romania has not concluded a treaty for the exchange of information and the payment is deemed to be related to an artificial transaction.

EU Directives

The EU Interest & Royalties and the Parent-Subsidiary Directives are fully applicable in Romania:

Dividends

Exempt under the EU Parent-Subsidiary Directive, subject to the condition of ownership of at least 10% for an uninterrupted period of at least 1 year that ends before the payment of the dividend.

Interest/Royalties

Exempt under the EU Interest and Royalties Directive, subject to the condition of direct ownership of at least 25% for an uninterrupted period of at least 2 years.

Tax treaties

A wide network of Double Taxation Avoidance Treaties concluded by Romania may allow non-residents to be taxed at a reduced rate, or to be exempt, subject to certain conditions being fulfilled (e.g. presenting a certificate of tax residence). The following countries have concluded tax treaties with Romania:

Albania
Algeria
Armenia
Australia
Austria
Azerbaidjan
Bangladesh
Belarus (suspended)
Belgium
Bosnia-Herzegovina
Bulgaria
Canada
China
Croatia
Cyprus
Czech Republic
Denmark
Ecuador
Egypt
Estonia
Ethiopia
Finland
France
Georgia
Germany
Great Britain
Greece
Hong Kong
Hungary
Iceland
India
Indonezia
Iran
Ireland
Israel
Italy
Japan
Jordan
Kazahstan
Kuwait
Latvia
Lebanon
Liechtenstein[3]
Lithuania
Luxembourg
Macedonia
Malaysia
Malta
Morocco
Mexico
Moldova
Namibia
Netherlands
Nigeria
North Korea
Norway
Pakistan
Philippines
Poland
Portugal
Qatar
Russian Federation (suspended)
F. R. Yugoslavia (applicable with Serbia and Montenegro)
San Marino
Saudi Arabia
Singapore
Slovakia
Slovenia
South Africa
South Korea
Spain
Sri Lanka
Sudan
Sweden
Switzerland
Syria
Tadjikistan
Thailand
Tunisia
Turkey
Turkmenistan
Ukraine
United Arab Emirates
United States of America
Uruguay
Uzbekistan
Vietnam
Zambia

On 10 January 2022, Romania ratified the Multilateral Convention to Implement Tax Treaty Related Measures to prevent BEPS (originally signed in Paris on 7 June 2017). Ratification of the Convention enables changes to be made to the above-mentioned Double Taxation Avoidance Treaties in order to eliminate potential tax avoidance situations from which taxpayers could have benefited in a country with which a tax treaty exists. In Romania, the provisions of the Multilateral Convention produce effects starting from 1 January 2024.

[3] This convention for the avoidance of double taxationentered into force starting 1 January 2025.

PERSONAL INCOME TAX

The standard income tax rate is 10% with a few variations as mentioned below.

Type of income	Tax rate	Comments
Dividends	10%	Taxable income = gross income
Capital gains	10%	In the case of transfers/operations carried out through intermediaries who are not Romanian tax residents or non-residents who do not have a permanent establishment in Romania that acts as an intermediary
Capital gains	Progressive rates	In the case of transfers/operations carried out through intermediaries who are Romanian tax residents or non-residents who have a permanent establishment in Romania that has the status of an intermediary, depending on the holding period • 3% (for holding less than 365 days) • 1% (for holding more than 365 days)
Sale of real estate	Progressive rates	• 3% for properties owned for up to and including 3 years. • 1% for properties owned for more than 3 years.
Gambling and prizes	Progressive rates	• 3% for income up to 10,000 RON. • 300 RON + 20% on income exceeding 10,000 RON and up to and including 66,750 RON. • 11,650 RON + 40% on income exceeding 66,750[4] RON.
Independent activities (including agriculture, forestry and fisheries)	10%	• Income from liberal professions is taxed based on gross income minus deductible expenses. • Income from trade/services is taxed based on notional income quotas or, optionally, based on gross income minus deductible expenses.

Type of income	Tax rate	Comments
Sporting activities	10%	Taxable income = gross income – health insurance contribution. The income is withheld at source by the income payer at the time of payment.
Intellectual property rights[5]	10%	• Taxable income = gross income – 40% of gross income • Taxable income = gross income – deductible expenses, if the taxpayer has opted for the actual expenses system
Salary income	10%	Taxable income = gross income[6], less: • Mandatory social security contributions. • Personal deduction granted for the respective month[7]. • Trade union fees paid for the respective month. • Contributions to private pension funds, paid according to the law, within the limit of 400 EUR/year/individual, paid by employees. • Voluntary medical insurance fees and expenses for subscriptions for medical services within the limit of 400 EUR/year/individual, paid by employees. • The cost of subscriptions for the use of sports facilities for the practice of sport and physical education for maintaining fitness, prophylactic or therapeutic purposes, in accordance with the conditions stipulated in the Fiscal Code, borne by employees, up to the equivalent in RON of 100 EUR per year.

Type of income	Tax rate	Comments
Rental income	10%	Taxable income = gross income – 20% of gross income
Pensions	10%	Non-taxable amount: 3.000 RON per month Taxable income = gross income - 3.000 RON per month
Interest – from Investments	10%	Taxable income = gross income
Investments – capital gains	10%	Taxable income = net income[8]
Other sources	10%	Taxable income = gross/net income[9]

[4] Income from prizes under 600 RON and income from casinos, poker clubs, slot-machines and lottery tickets under 66,750 RON is non-taxable.

[5] The income tax is withheld at source by the income payer.

[6] Certain amounts (e.g. per-diems, indemnities granted according to the law, business expenses, etc.) are not included in the gross income.

[7] The personal deduction is granted to individuals who have a total gross income of up to RON 2,000 above the level of the minimum gross national basic salary guaranteed in payment approved by Government decision, in force in the month of realization of the lower income (at the date of issue of the document RON 6,050). The amount of personal deduction is calculated as a percentage of the value of the minimum gross national basic salary guaranteed in payment approved by Government decision, in force in the month of income, depending on the value of the income obtained and the number of dependents, and is degressive according to the table published in Article 77 of the Fiscal Code. Thus, employees may benefit from a personal deduction in the range of 0.05% (if there are no dependents and the gross monthly income is close to the maximum amount for which the deduction applies) and a maximum of 45% of the minimum wage (if the employee has four or more dependents and the gross monthly income is close to the minimum wage).

[8] For capital gains, bank/broker charges may be deducted if supported by documents. The losses incurred from transactions carried out through Romanian tax resident intermediaries, are not reported nor compensated, as they represent definitive losses for the taxpayer.

[9] The income tax due is calculated by applying the 10% rate on the taxable income.
In the case of income obtained from sale of receivables, the income is considered to be the amounts cashed-in and the monetary equivalent of income in kind, and the expenses are the payments made, in relation to each sale, irrespective of the payment date, based on supporting documents.
In the case of income obtained from the transfer of virtual currency, the taxable amount is determined as the positive difference between the sale price and the purchase price, including the transaction related costs. Capital gains below 200 RON/transaction are not taxable, provided that the total capital gain earned during the fiscal year does not exceed 600 RON.

SOCIAL SECURITY CONTRIBUTIONS

Salary income

Social Security Contributions

Employee		Employer
Health contribution	**Pension contribution**	**Work insurance contribution**
10%	25%	2.25%

Other types of income

Source of income	Health insurance	Pension insurance
Independent activities (including agriculture, sport activities, forestry and fisheries)	10%[10]	25%[11]
Intellectual property rights[12]	10%[13]	25%[11]

[10] The social health insurance contribution is payable at the level of the net annual realized/gross income or the annual income norm, or the adjusted annual income norm, as appropriate, but not more than the level of 60 gross national minimum wages. The social health insurance contribution is payable at the level of 6 gross national minimum wages in force at the time of submission of the single declaration, if the net annual income achieved/gross is less than 6 gross national minimum wages, and the individual has not obtained income from wages or the equivalent for which he/she owes the social health insurance contribution at a level at least equal to 6 gross national minimum wages in force during the period in which the income was made.

Other types of income

Source of income	Health insurance	Pension insurance
Rental income	10%[13]	-
Investment (including dividends)	10%[13]	-
Sale of real estate	-	-
Gambling and prizes	-	-
Other sources	10%[13]	-

[11] The pension insurance contribution is payable, as follows: a) in the case of earned income between 12 and 24 gross national minimum wages, the basis for calculating the pension contribution is at least 12 gross national minimum wages and b) in the case of earned income above 24 gross national minimum wages, the basis for calculating the pension contribution is at least 24 gross national minimum wages (the gross national minimum wage for 2024 is RON 3,300; the gross national minimum wage for 2025 is RON 4,050). For earned income of less than 12 gross national minimum wages, individuals can opt for the pension contribution for the current year at the level of at least 12 gross national minimum wages.

[12] For individuals earning income from wages and salaries and for persons who are pensioners, social security contributions and health insurance contributions are no longer payable.

[13] The social health insurance contribution is payable by individuals who have a cumulative annual income of at least 6 times the gross national minimum wage from one or more sources of income, such as rent, investments, other income, etc., as follows: a) in the case of earned income between 6 and up to 12 gross national minimum wages, the basis for calculating the health contribution is the level of 6 gross national minimum wages; b) in the case of earned income between 12 and up to 24 gross national minimum wages, the basis for calculating the health contribution is the level of 12 gross national minimum wages; and c) in the case of earned income equivalent to and above 24 gross national minimum wages, the basis for calculating the health contribution is the level of 24 gross national minimum wages (the gross national minimum wage for 2024 is RON 3,300; the gross national minimum wage for 2025 is RON 4,050).

VALUE ADDED TAX

VAT rates

- 19% - standard rate
- 9%
  - rate for food, with certain limitations related to products with added sugar;
  - medicines for human and veterinary use, water for irrigation in agriculture, water supply and sewerage, fertilizers and pesticides supply used in agriculture, seeds and other agricultural products for sowing or planting, as well as specific categories of services in connection with agriculture;
  - accommodation, restaurants and catering services;
  - supplies of real estate as part of social policy[14];
  - supply and installation of solar panels, supply and installation of highly efficient low emissions heating systems for housing including installation kits, components or full solutions (the same also applies for public buildings[15]);
  - access to fairs, amusement parks, recreational parks[16], exhibitions, cinemas;
- 5%
  - supplies of schoolbooks, newspapers and magazines (irrespective of the format – paper or electronic);
  - supply of wood for heating, supply of thermal energy during the cold season for specific types of consumer;
  - access to castles, museums, memorial houses, historical monuments, architectural and archaeological monuments, zoological and botanical gardens.

[14] Subject to the limit of 1 property at the reduced rate.

[15] Certain exclusions apply.

[16] NACE code 9321 or 9329

VALUE ADDED TAX

Tax period	• Monthly, if the annual turnover is higher than 100,000 EUR[17] or if intra-community acquisitions of goods have taken place. • Quarterly, if the annual turnover is lower than 100,000 EUR or if intra-community acquisitions of goods have not taken place. • Twice per year/annually, with the approval of the tax authority
Submission of VAT return (300)	Submission by the 25th of the month following the reporting period. Nil returns are required if no transactions.
Submission of Recapitulative return (390)	Electronic submission by the 25th of the month following the reporting period. No returns if no transactions.
Submission of informative return (394)	Submission by the 30th of the month following the reporting period. Nil returns are required if no transactions are reported.
Intrastat	Monthly, by 15th of the month following the month when the movement of goods took place. Submission is required if the volume of intra-Community arrivals of goods exceeds 1,000,000 RON and/or the volume of intra-Community dispatches of goods exceeds 1,000,000 RON.

[17] Calculated in RON based on the exchange rate as at 31 December of the previous year.

VALUE ADDED TAX

Small enterprises	VAT registration is optional for entities with a turnover lower than 300,000 RON (88,500 EUR based on the exchange rate on the date of Romania's accession to the EU). No legislation has yet been published in relation to Directive 2020/285.
Limitation of deduction right	The VAT deduction right is limited to 50% for expenditure related to acquisition, maintenance and repair of vehicles (including leasing and rental), if the vehicles are not exclusively used for business purposes. Limited deduction also for acquisition of apartments in residential buildings (still subject to obtaining the derogation from the EU) if not used for business purposes.
Non-deductible VAT	Alcohol and tobacco products, except when used for business purposes (e.g., resale or supply of services)
Cash accounting system	Resident companies which obtain a turnover lower than 4,500,000 RON during the calendar year may opt for the application of the VAT cash accounting system (i.e. deduction/collection of input/output VAT at the time of payment/cashing of consideration to/from suppliers/customers).
Invoicing	E-invoicing in B2B transactions. Starting from 1 January 2025, the use of the electronic invoicing system has also been extended to business-to-customer transactions (B2C). Accordingly, all taxable persons which issue invoices to consumers need to report them to the RO e-Invoice system.

VALUE ADDED TAX

SAF-T	Starting from 1 January 2025 it will be mandatory for all taxpayer categories. Religious organizations, homeowners' associations and non-profit legal entities, authorized individuals, sole proprietorships, family enterprises, individuals conducting profit-making activities, family associations, limited liability professional law firms and individual law offices, professional notarial companies and individual notarial offices, as well as individual medical practices, are exempt from submitting the D-406 SAF-T declaration.
E-transport	Obligation to report road transport for certain transactions involving goods[18].
High risk goods	Fruit and vegetables, clothing and shoes, beverages, certain construction materials, new buildings, certain ferrous products.

VALUE ADDED TAX

Other aspects

Transfer of assets	Transfers of assets fall outside the scope of VAT. The recipient of the assets must also be established in Romania. In the case of spin-offs, payable/refundable VAT amounts or the related VAT refund right are taken over, as per the quotas allocated from the divided entity's assets and liabilities.

VALUE ADDED TAX

Other aspects

Deduction in relation to inactive taxpayers	Taxpayers acquiring goods/services from inactive taxpayers may exercise the VAT deduction right after the supplier re-activates its registration. Inactive taxpayers carrying-out economic activities during their inactivity period may exercise their deduction right for the incurred VAT upon their reactivation.
Adjustment for capital goods	Input VAT adjustments related to capital goods should be made annually within the period of adjustment, for 1/5 or 1/20 of the input VAT deducted on the purchase/construction of the goods, for each year when there is a change of purpose for which the goods are used. However, in cases where capital goods are supplied under VAT exemption, the adjustment should be made one-off for the full remaining adjustment period.
Adjustment of the taxable base	The VAT taxable amount may be reduced if the value of the goods supplied or services rendered cannot be collected as a result of the opening of bankruptcy proceedings against the beneficiary or as a result of the implementation of an admitted reorganization plan confirmed by a court judgment, whereby the creditor's claim is modified or eliminated. The tax base for transactions with individuals may also be adjusted under certain conditions. From 2024, the restriction to adjust the base only for discounts granted directly to customers has been removed.

[18] Subject to certain thresholds

VALUE ADDED TAX

Other aspects

Payment of import VAT

As a general rule, VAT on imports is due upon importation to the customs authorities but can be deducted in the VAT return under certain circumstances.

Companies will not be required to pay the import VAT (application of reverse charge) if:

- The import is declared through the centralized customs procedure;
- They hold an authorization for an entry in the declarant's records.
- They hold a VAT deferment certificate - imports with a value of at least 50 million RON within the last 6 calendar months.

Import VAT is not payable on importation for acquisitions of certain goods for which the domestic reverse charge (see below) is applicable, such as: cereals and technical plants, waste, raw wood, mobile phones, integrated circuit devices, games consoles, PC tablets and laptops.

Starting with September 14, 2023, the certificate of deferment from customs payment of import VAT is issued for a period of six months.

VAT Group

The VAT grouping system rules do not exclude from the scope of VAT transactions carried out between the members of the group. Instead, the system simply allows the consolidation of the VAT returns of all members, possibly leading to an optimization of cash-flow.

VALUE ADDED TAX

Other aspects

Taxpayers entitled to claim interest for late VAT refunds

If a VAT refund is delayed by the tax authorities, taxpayers are entitled to claim late payment interest (0.02% per day).

Domestic Reverse charge

As long as both the supplier and the client are VAT registered in Romania, the reverse charge mechanism is applicable for supplies of:

- Ferrous or non-ferrous waste, waste from paper, textiles, rubber, plastic, glass and broken glass;
- Raw wood and wood materials;
- Buildings, parts thereof and any type of land, if taxable, either by law or by option;
- Cereals and technical plants (certain categories);
- Transfers of emissions of greenhouse gases;
- Supplies of energy made to Romanian traders;
- Transfers of green certificates;
- Mobile phones, integrated circuit devices, games consoles, PC tablets and laptops[19].

Brexit

Taxable persons established in the UK and which need to register for VAT in Romania should appoint a Romanian fiscal representative.

[19] Certain conditions apply.

Excise Duties

Harmonised excisable goods:

- **Alcohol and alcoholic beverages**
- **Processed tobacco**
- **Energy products (e.g. leaded and unleaded gasoline, diesel, kerosene, liquefied petroleum gas, natural gas, etc.) and electricity**

Excisable products are subject to excise duties at the time of their production/extraction on EU territory or at the time of their import into the EU. The chargeability of the excise duties occurs at the time of their release for consumption. For processed tobacco, intermediate products and ethyl alcohol, with certain exceptions, there is a requirement to apply stamps issued by the fiscal authorities on to the products.

Production of excisable goods is subject to fiscal warehouse authorisation. No retail sales are allowed in the fiscal warehouse for production (except in cases permitted by law).

Establishment of storage tax warehouses is possible for energy products, processed tobacco as well as for ethyl alcohol and alcoholic beverages and the excise duties become chargeable at the time when the products are released from consumption (are dispatched from the fiscal warehouse).

Traders which sell, either in the wholesale or retail system, energy products – gasoline, diesel, kerosene, Liquefied Petroleum Gas and biofuels – as well as those which distribute and sell alcoholic beverages and/or manufactured tobacco, in wholesale, but which are not tax warehouse keepers or do not hold a Registered Consignee authorisation, may carry out these operations only after obtaining a certificate for distribution and sale in the wholesale/retail system for the products mentioned above.

Companies for the wholesale distribution and marketing without storage of alcoholic beverages, manufactured tobacco and energy products and which release excise goods for consumption from a tax warehouse, as a result of legislative changes in 2024, have additional obligations, such as the requirement to submit to the competent authority an affidavit on the quantity of excise goods they intend to release for consumption, as well as the obligation to establish a guarantee of 120% of the excise duty corresponding to the quantity of excise goods they intend to release for consumption.

Companies intending to perform intra-Community acquisitions of excisable goods under the excise duty suspension regime should be authorized as a registered consignee. In 2024, legislation was also introduced on the concept of a registered consignee presenting a high tax risk, which has additional obligations, such as the requirement to establish a guarantee of 120% of the excise duty corresponding to the quantity of excise goods they intend to receive.

In addition to the harmonised excise duties mentioned above, Romania also applies excise duties on:

- products containing tobacco, intended for inhalation without burning;
- liquids with or without nicotine, intended for inhalation without burning;
- products intended for inhalation without burning, containing tobacco substitutes, with or without nicotine;
- non-alcoholic drinks with added sugar for which the total sugar level is between 5 g-8 g/100 ml;
- non-alcoholic drinks with added sugar for which the total sugar level is over 8 g/100 ml.
- nicotine products, not containing tobacco, intended for oral consumption, presented in powder or particle form or in any combination of those forms, marketed in sachet portions.

Excise duties are generally payable by the 25th of the month following that when they become chargeable. However, the supply of energy products like diesel gas, gasoline, kerosene and liquefied petroleum gas, as well as certain categories of alcohol and tobacco (under a legislative amendment adopted in 2024), can only be made if the supplier holds a document confirming the payment (by the supplier or by the buyer on the supplier's behalf) of the excise duties related to the goods that will be dispatched.

Exceptions/exemptions from excise duties are available for specific excisable products intended for particular uses, for instance energy products used in mineralogical processes or used to produce, in cogeneration, combined heat and electricity.

The level of excise duties updated annually by the rate of inflation in the previous 12 months, calculated in September of the year before the new rates apply. The updated level of excise duties is published every year on the website of the Ministry of Finance no later than 31 December for the following year. As an exception to this rule, for beer, wines, fermented beverages, intermediate products and ethyl alcohol, the excise duty rates for 2025 and 2026 were regulated in order to ensure fiscal predictability, and for cigarettes, fine-cut tobacco, tobacco intended for rolling into cigarettes, cigars and cigarillos and other smoking tobacco, a specific excise duty rate for the 1 January 2024 to 31 March 31 2025 period was provided in the Fiscal Code.



Customs Duties

There are no customs controls, no formalities and no customs charges inside the EU, so European Union goods may be moved freely between Romania and other EU member states.

As an EU member state, Romania applies Union Customs Legislation, as well as the Common Customs Tariff and EU commercial measures on imports and exports.

Except for certain agricultural products, for which specific duties apply, customs duties are established as a general rule as a percentage, generally ranging between 0 and 22%.

The customs value is determined according to the principles set out in the Community Regulations, the main method used being the "transaction value method" (i.e. the price paid or payable for the goods).

Special customs regimes applicable within the European Union (such as inward processing relief, outward processing, internal transit, external transit, free trade zones, customs warehousing, end-use or temporary admission) are also available in Romania.

At present, the applicable legislation on customs duties is the Union Customs Code ("UCC" - Regulation (EU) No. 952/2013 of the European Parliament and of the Council), along with related acts: the Delegated Act (Regulation (EU) No. 2015/2446 of the Commission) and the Implementing Act (Regulation (EU) No. 2015/2447 of the Commission).

The above EU legislation included important amendments such as:

1. Introducing new concepts and definitions such as permanent establishment, holder of the goods, self-assessment procedure consisting of the possibility for the customs authorities to transfer some of their attributes to importers or exporters, for example certain verifications/checks or the calculation of customs duties, the definition of the exporter of record, etc.

2. The customs regimes, which are as follows: release for free circulation, export and special regimes such as transit, storage (bonded warehouses and free zones), special usage (temporary admission and end use) and processing (inward processing and outward processing).

3. AEO authorisation, which although not mandatory, enables the holder to obtain certain customs facilities through the fulfilment of the criteria/conditions for obtaining AEO authorisation.

In addition to the EU regulations mentioned above, Romanian legislation is still applicable, e.g. Law No. 86/2006 on the Romanian Customs Code, and Government Decision No. 707/2006 approving the Implementing Norms of the Romanian Customs Code.

CBAM - Carbon Border Adjustment Mechanism

Companies importing products considered polluting - such as cement, iron and steel, aluminium, hydrogen, electricity and fertilizers - are subject to new obligations starting with 2024, regulated at European level by the Regulation on the establishment of a carbon border adjustment mechanism - "CBAM" ("Carbon Border Adjustment Mechanism").

The regulation applies to all economic operators established in the EU which import goods classified in one of the categories mentioned above and put them into free circulation on the territory of the EU. It also applies to goods resulting from the inward processing customs regime. In the case of imports carried out by companies not established in the EU, the obligations fall on the indirect representative who carried out the customs import formalities. The identification of the products covered by the new obligations is based on the tariff classification of the goods (CN code)

The CBAM Regulation entered into force in May 2023 and provides for a transition period from October 2023 until December 2025. During this period, importers are required to register in the CBAM Transitional Register and to report quarterly the imported products covered by the regulation, within a maximum of one month from the end of that quarter. In the CBAM quarterly reports, several items of information must be provided, such as the quantity and type of imported products that fall under the CBAM, their country of origin, the level of carbon emissions associated with their production - direct emissions, indirect emissions, the carbon price paid in a country of origin for the emissions incorporated in the imported goods, as well as other additional data depending on the category of the imported product.

From the beginning of 2025, CBAM declarers will be able to apply for "authorized CBAM declarer" status through the CBAM Register. This status will become mandatory from 1 January 2026 for the imports into the EU customs territory of goods falling under the CBAM regulations.

Property Taxes

Local taxes

The most common property taxes payable to the local authorities are on buildings, land and vehicles. These are owed annually for assets held as at 31 December of the previous year and must be paid in two equal instalments per year, by 31 March and 30 September. If paid in advance before 31 March, a reduction of up to 10% may be granted on the annual tax payable (the exact percentage is established by each local council).

Tax on buildings (for legal entities)	• Residential buildings - 0.08% - 0.2% of the taxable value. • Non-residential buildings -0.2% - 1.3%, of the taxable value. • Mixed use – sum of the tax calculated for the area that is used for residential purposes and the tax calculated for the area used for non-residential purposes. For buildings used in agriculture, the tax rate is 0.4% of the taxable value. The taxable value is generally determined by valuation for tax purposes (carried out by an authorised valuator, at the owner's expense). If the taxable value of buildings has not been updated in the previous 3 years, the building tax rate is 5%.
Tax on land	Fixed amount per sqm, depending on factors such as: type of settlement; the land's location within the settlement (downtown / uptown / out of town); the land's use (e.g. for constructions, agriculture, fields, orchards, forests).
Tax on vehicles	Taxed on a rising scale for every 200cc with varying rates depending on the vehicle type.

Transfer duties

According to Romanian legislation, transfer of real estate properties by legal entities (e.g. land and buildings) is not subject to transfer taxes, except for notary fees and taxes for registration with the Real Estate Book. These fees are approximately 1% of the value of the property. Specific provisions were introduced starting from 2020 for the sale of agricultural land from the unincorporated area. Under certain conditions, these regulations could lead to an obligation to pay an 80% tax on the difference between the sale price and the purchase price or on the difference between the sale price and the value of the land according to the notarial grid.

Tax on constructions

- Starting from 1 January 2025, the tax on constructions from Group 1 the Catalogue of Classification and Normal Operating Durations of Fixed Assets has been reintroduced.
- The tax is calculated by applying a rate of 1% to the value of the constructions owned by taxpayers as at 31 December of the previous year, deducting the value of the buildings already subject to property tax.
- The tax is paid in two equal installments, with deadlines on 30 June and 31 October.

Environmental Taxes

The most common Environmental Fund contributions payable in Romania are in relation to:

1. The packaging related to goods introduced on to the Romanian market by companies that produce and sell in Romania packaged goods, that purchase or import packaged goods from other EU member states, overpack individually packaged products for resale/redistribution, as well as that introduce on to the national market retail packaging and by companies that rent out packaging. Contributions are applied to the difference between the legal annual recycling/recovery targets and the quantities of packaging waste entering recycling facilities and/or recovery facilities. These targets can be fulfilled by concluding a contract with an organization authorized to take over the extended liability of the producer or individually, but only by recycling/ recovering packaging waste related to its own products;
2. Tires introduced on the national market for the difference between the quantities related to the minimum management objectives and the quantities actually managed.
3. Environmentally hazardous substances.
4. Semi-synthetic and synthetic mineral-based oils introduced on to the Romanian market.
5. Emissions of pollutants from fixed sources (e.g. factories, energy plants), depending on the type of pollutant.
6. Transport bags, except those made of materials that meet the requirements of SR EN 13432: 2002. Since the start of 2019, the commercialization of thin and very thin plastic shopping bags made from non-renewable materials has been prohibited.
7. The sale of all types of waste.
8. Contribution to the circular economy payable by owners or, as appropriate, administrators of municipal waste storage facilities, and facilities for construction waste and dismantling, which are destined for disposal by storage;
9. Electrical and electronic equipment (”WEEE”) and for batteries and portable accumulators (”WB&A”) placed on the national market for the difference between the quantities corresponding to the minimum WEEE/WB&A collection legal targets and the quantities actually collected.

In 2021, restrictions on the placement on the market of certain products such as drinking straws, cotton swabs, cutlery or plates made out of plastic, etc. were introduced in order to reduce the amount of single use plastic.

Also, starting from 30 November 2023, the guarantee-return system (SGR) also became functional in Romania. This system involves the payment of a guarantee of 0.5 lei/packaging for the circulation of reusable packaging between retailers and between retailers and the final consumer. These provisions cover reusable primary packaging, with volumes between 0.1

Tax incentives for companies

Sponsorship and / or patronage

Corporate income tax

Corporate income tax credit for sponsorship / patronage expenses may be granted, up to the lesser of:

- 0.75% of net turnover;

  or

- 20% of the corporate income tax due.

If the sponsorships are granted to non-profit legal entities including religious organizations, the amounts relating to them are deducted from the income tax due, within the limits provided by law, only if the beneficiary is signed up, at the date of conclusion of the contract, in the Register of Entities/religious organizations for which tax deductions are granted. The register is organized by A.N.A.F, is public and can be found on A.N.A.F.'s website.

- The following tax rules apply with respect to sponsorships granted by taxpayers: If the sponsorships granted during a financial year do not exceed the threshold mentioned above, within the limits of the positive difference, the taxpayer can redirect part of their corporate income tax for sponsorship purposes, until the submitting deadline of the annual corporate income tax return. The payments of the redirected amounts will be made by the relevant tax authority, to which the taxpayer has submitted the redirection form.

- If the sponsorships granted during a financial year exceed the threshold mentioned above, the amounts in excess may not be carried over to the following years; the last amounts which may be carried forward and used in the future are those for 2021.

Incentives for supporting vocational and technical education and dual (practical and academic) pre-university and university education

Expenses incurred in relation to theoretical and/or practical training of students in vocational and technical education, as well as dual (practical and academic) pre-university and university education, including depreciation of fixed assets or investments used for this purpose, are specifically defined as being deductible for corporate tax purposes.

The profit invested in supporting dual (practical and theoretical) vocational education by ensuring the practical training and quality training of students is exempt from profit tax.

Corporate tax relief on reinvested profit

Corporate tax relief is available for profit reinvested in technological equipment, in assets used in production and processing activities, assets used for retooling, computers and peripheral equipment, machines and appliances, registers, control and invoicing devices and software, including the rights to use the software, produced/purchased and put into use in the relevant fiscal period.

Also, the profit invested in supporting dual (practical and theoretical) vocational education by ensuring the practical training and quality training of students is exempt from tax.

The accelerated depreciation method cannot be applied for these assets. Equipment must also be kept for at least half its normal useful economic life in accordance with the applicable accounting rules, but for no more than 5 years. Otherwise, corporate tax is recalculated accordingly, and late payment interest and penalties are imposed.

Fiscal measures to maintain or increase the equity of companies

In order to encourage maintain/increase the equity of companies during the period 2021-2025, certain reductions in the annual corporate income tax/microenterprise tax are regulated to maintain a positive level or increased equity in the period mentioned above. If the conditions are fulfilled, the tax reductions can vary between 2% and 15% of the tax due.

In order to be able to apply this incentive, all taxpayers benefit from an extension of the deadline for submitting the annual corporate income tax return/the fourth quarter tax return (for micro-enterprise income tax payers) until 25 June of the following year. The same deadline is applicable for the payment of the related tax obligations.

For corporate income tax taxpayers which have opted for a financial year that is different from the calendar year, the deadline for submitting the annual corporate income tax return is extended until the 25th of the sixth month from the end of the financial year.

Tax deduction for defensive driving courses

The legislation provides the option to deduct the cost of defensive driving courses from income tax or corporate income tax, depending on the conditions expressly provided by law.

Innovation, research and development – personal income tax exemption for salary income

Employees who are part of teams which carry out research & development and innovation projects as defined under Ordinance 57/2002, are exempt from paying personal income tax for the salary income earned from carrying out research & development and innovation activities in the above-mentioned projects. The incentive is granted subject to meeting certain conditions set out by law.

Innovation, research and development – corporate tax deduction

Additional deduction of 50% of the eligible expenditure for these activities; the additional deduction is calculated quarterly/yearly.

Fiscal incentives are granted, in compliance with the state aid law, for research and development activities carried out in order to obtain research results that can be capitalized by the taxpayer. The activities can be carried out both in Romania and in other Member States of the European Union; or in countries belonging to the European Economic Area.

R & D activities eligible for additional deduction in determining the tax result should fall within the categories of applied research and/or technological research activities relevant to the work carried out by the taxpayer.

Tax incentives are granted separately from the R & D activities of each project.

In addition, companies that carry out only innovation, research and development activities are exempt from tax payment in the first 10 years of activity.

Since 1 January 2023, large taxpayers have been required to obtain a certification of the R & D activity from an expert registered with the National Register of Experts for the certification of research and development activity.

Starting from the year 2024, taxpayers which pay a minimum tax on turnover can reduce the tax owed by the amount obtained by applying a 16% rate on the sum representing an additional deduction of 50% from eligible expenses for research and development activities.

Gift tickets

Exemption from personal income tax and social security contributions for gifts and gift tickets offered by employers to their employees and to their minor children for the Easter holidays, 1 June, Christmas, as well as gifts and gift tickets offered to female employees on 8 March - up to 300 RON for each individual and occasion.

Meal tickets and holiday vouchers

Exemption from payment of individual pension contribution and work insurance contribution for meal vouchers and holiday vouchers, granted according to the law.

Nursery vouchers and cultural tickets

Exemption from compulsory social security contributions for nursery and cultural vouchers granted by law.

Tourist and/or medical treatment services during holidays[20]

Payments made during holidays for tourist and/or medical treatment services, including transport, covered by an employer for its employees and their family members (as provided in the employment contract), are not taxable for personal income tax purposes and are not included in the taxable base for social security contributions, up to the level of a gross average salary (as established by law). Expenses incurred by the employer are deductible for corporate tax purposes within the limit for social expenses (i.e., up to 5% of the total salary expenses). This benefit cannot be combined with holiday vouchers.

Using a company car for personal purposes

The benefits relating to the personal usage of a company's cars by employees are exempt from personal income tax and social security contributions if the company deducts only 50% for corporate tax purposes.

The same applies, i.e., exemption from personal income tax and social security contributions, for micro-enterprise employees who use the company's car for personal purposes.

Additional allowances granted under the mobility clause[20]

The additional allowances granted under the mobility clause are not taxable for income tax purposes and are not included in the monthly basis for calculating social security contributions up to 2.5 times the legal level established for the delegation/secondment allowance, by Government decision, for staff of public authorities and institutions.

The cost of food provided by employers for their employees[20]

The value of the food provided by an employer for its employees, granted in accordance with the provisions of the employment contract or internal regulations, is not subject to income tax and is not included in the monthly basis for calculating social security contributions up to the value of one meal voucher/day/employee, excluding the days on which the employees are teleworking or home working or are on rest/medical leave/delegation. Food is defined as food prepared in the employer's own establishments or purchased from specialised establishments. Favourable tax treatment does not apply to employees receiving meal vouchers.

Accommodation and rent for own employees[20]

Accommodation and rent for own employees is not taxable for income tax purposes and is not included in the monthly basis for calculating social security contributions up to a monthly limit of 20% of the national minimum wage, provided that the conditions stipulated in the Fiscal Code are met.

[20] Starting with income for January 2023, a new cap on non-taxable income that employers can grant has been introduced. Thus, these benefits granted monthly by the employer to its employees are exempted from income tax and social contributions, cumulated, up to a monthly limit of 33% of the employee's basic salary.

Epidemiological testing and/or vaccination of employees

Exemption from personal income tax and social security contributions for expenses incurred by a company for epidemiological testing and/or vaccination of employees in order to prevent the spread of diseases which endanger the health of employees and the public.

Early education of employees' children[20]

Amounts paid by employers for the early education of employees' children are exempted from personal income tax and social security contributions up to 1500 RON per month/child.

Optional pension funds[20]

Exemption from personal income tax and social security contributions for contributions to optional pension funds in accordance with Law no. 204/2006 paid by employers for their employees (or paid for the personal benefit of the taxpayer, in the case of independent activities), up to the limit of EUR 400 per year.

Voluntary health insurance premiums[20]

Exemption from personal income tax and social security contributions for voluntary health insurance premiums and subscriptions to medical services providers paid by employers for their employees (or paid for the personal benefit of the taxpayer, in the case of independent activities), up to a limit of EUR 400 per year.

Fitness/sports services[20]

The cost of subscriptions for the use of sports facilities for the practice of sport and physical education for maintaining fitness, prophylactic or therapeutic purposes, in accordance with the conditions stipulated by the Fiscal Code, paid by the employer for its employees, up to the equivalent in lei of 100 euros per year for each person, is exempt from income tax and social contributions.

Employment

Unemployment contribution incentives for hiring unemployed people; specific incentives for hiring unemployed people from certain social categories (e.g. recent graduates, single parents, older people, disabled people and students hired during summer vacations). The incentives are granted subject to the fulfilment of certain conditions set out by law.

Local tax

Exemption from the payment of land and building tax can be granted by local councils, subject to state aid legislation.

[20] Starting with income for January 2023, a new cap on non-taxable income that employers can grant has been introduced. Thus, these benefits granted monthly by the employer to its employees are exempted from income tax and social contributions, cumulated, up to a monthly limit of 33% of the employee's basic salary.



Transfer pricing

The criteria for companies to be considered related parties under Romanian legislation is a minimum 25% direct or indirect shareholding and/or economic control.

Transactions which take place between related parties (including those between domestic group companies) are required to be carried out on arm's length (i.e. market) terms.

As a matter of principle, Romanian affiliates which are part of fiscal groups for corporate income tax purposes are still required to prepare a transfer pricing report for the transactions carried out with members of the fiscal group.

Since January 2016, large taxpayers which carry out transactions with related parties over certain significance thresholds have been required to prepare their transfer pricing documentation files on an annual basis, no later than the legal deadline for submitting the annual corporate tax return, for each fiscal year. In this case, the deadline provided by law for presenting the transfer pricing documentation file to the Romanian tax authorities is a maximum of 10 days following a request. Large taxpayers carrying out transactions with related parties below the thresholds mentioned above, and all other taxpayers which carry out transactions with related parties over certain (different) significance thresholds, are required to provide their transfer pricing documentation files to the Romanian tax authorities in the event of a tax audit. In this case, the deadline for presenting the transfer pricing documentation file to the Romanian tax authorities is between 30 and 60 days, with the possibility of extension by another 30 days maximum.

Even though Romania is not part of the OECD yet, the OECD Transfer Pricing Guidelines are, in principle, recognised by Romanian transfer pricing legislation. Nevertheless, the Romanian legislation also contains a number of specific elements related to transfer pricing, which prevail and which are carefully verified by the tax authorities during transfer pricing tax audits.

In terms of documentation, the EU Masterfile and Countryfile concept has been broadly implemented into Romanian law.

Advance Pricing Agreements (APAs) and the Mutual Agreement Procedure (MAP) are also possible under Romanian legislation. These aim to reduce the risk of transfer pricing adjustments.

Romanian legislation provides specific requirements on the submission of the Country by Country report and notification obligations relating to the identity and fiscal residence of the reporting entity, for companies that are part of a multinational group which has a total consolidated group revenue of at least EUR 750 million. These obligations result from the transposition of EU Directive 881/2016 on the mandatory automatic exchange of information on taxation, which follows the recommendations of BEPS Action 13 issued by the OECD. When the headquarters of this type of group is resident in a country outside of the European Union, a secondary filing of the report in Romania may be needed. The fines for late or incomplete submission of the report are significant.

On 7 September 2022, legislation to implement the EU Public CbyC Reporting Directive was published and will apply for financial years starting on or after 1 January 2023. Romania was thus one of the Member States which opted for an early adoption of the rules. The legislation applies to groups with consolidated net turnover exceeding RON 3.7 billion (equivalent to approximately EUR 747.5 million), for two consecutive financial years. The provisions of the Directive and of the local legislation will require multinational groups operating in the EU (that exceed the threshold mentioned) to publish certain information on their tax affairs. When the headquarters of this type of group is resident in a country outside of the European Union, a report may need to be published in Romania, if the Romanian entity falls under the definition of a medium / large subsidiary, according to the accounting regulations.

Fiscal Procedures

Administration

Communication of documents issued by ANAF

Since 3 September 2022, the communication of documents issued by ANAF has taken place only through electronic communication systems of remote transmission that are carried out through the "Virtual Private Space" (SPV) service.

Rulings

The legal deadline for the Romanian tax authorities to issue a non-binding ruling is within 45 days of the submission of documentation. This period can be extended to up to six months in special situations.

Advance Tax Rulings (ATRs) and Advance Pricing Agreements (APAs) are also available. An ATR (Romanian SFIA) subject is limited to a single future actual tax situation and a single main tax liability. Non-residents applying for ATRs pay an issuance fee of EUR 5,000. The legal deadline for issuing an ATR is up to six months from the date of application, while the deadline for issuing an APA is 12 months for unilateral APAs and 18 months for bilateral or multilateral APAs.

Statute of limitations

The statute of limitations period is five years, starting from 1 July of the year following that to which the tax obligation is related. However, in the case of fraud, the statute of limitations can be extended to ten years, starting from the date when the criminal offence occurred. The statute of limitations is suspended during a tax audit.

Interest and late-payment penalties

A combined system of late-payment interest and penalties is currently applicable:

1. **Interest** of **0.02%** per day of late-payment.
2. **Penalties** of **0.01%** per day of late-payment.

The imposition of penalties does not eliminate the late payment interest.

For tax obligations arising as from 1 January 2016, which were undeclared or under-declared by taxpayers and imposed by a decision resulting from a tax audit, **non-compliance penalties** of **0.08%** per day are due, instead of the 0.01% late payment penalties and the potential fines for failure to file tax returns. (This does not eliminate late payment interest of 0.02% per day).

In the case of amounts to be refunded or reimbursed from the budget, the taxpayer has the right to claim interest within five years. The limitation period for this right starts on 1 January of the year following that in which the amounts to be refunded or reimbursed have been extinguished by any means provided by law, by final cancelation of the administrative tax document, or if the refund has been definitively granted.

Certification of tax returns

Certification of tax returns by a certified tax consultant (a member of the Romanian Chamber of Fiscal Consultants) is optional. However, certification can present some advantages for businesses, as it constitutes a criterion in the risk analysis carried out by the tax authorities when they select taxpayers for tax audits.

Classification of taxpayers based on the risk levels

Tax administration procedures are carried out by ANAF based on a classification system, which divides taxpayers into specific fiscal risk classes/subclasses, based on a risk analysis carried out by the tax authorities.

Taxpayers fall into three main risk classes:

1. Taxpayers with low fiscal risk.
2. Taxpayers with medium fiscal risk.
3. Taxpayers with high fiscal risk.

The general criteria according to which the fiscal risk class/subclass is determined are as follows:

1. Criteria related to fiscal registration.
2. Criteria related to filing tax returns.
3. Criteria related to the level of declaration.
4. Criteria related to the fulfilment of payment obligations to the general consolidated budget and to other creditors.

The risk analysis is carried out periodically, after which the tax authorities establish the taxpayer's risk class/subclass, which is published on the A.N.A.F website. The taxpayer cannot appeal against the way in which the risk is determined nor against the fiscal risk class/subclass in which it is categorized.

At the taxpayer’s request, the tax authorities will communicate the tax risk class/subclass in which it falls, by any means of communication that provides proof of receipt of the information, except for cases where objectives of general interest justify restricting access to this information.

Fiscal inspection

Starting from 2023, fiscal inspections take place, as a rule, at the headquarters of the relevant tax authority. As an exception and only on the initiative of the tax authorities or based on a reasoned request from the taxpayer, the fiscal inspection can be carried out at the taxpayer’s workplace.

The fiscal inspection period for non-resident companies is a maximum of 180 days.

Starting from 2023, the taxpayer may request the issuance of a temporary decision from a tax audit after the completion of half of the legal period for carrying out the fiscal inspection as long as the taxpayer has not been informed by the tax authorities as to the completion of a fiscal period and of a type of tax liability.

Mandatory Disclosure Requirements MDRs

The EU Directive on Mandatory Disclosure Rules (MDR) also known as “DAC6” was implemented into Romanian law in February 2020. The reporting should be done within 30 days of the day after the reportable cross-border arrangement (i) is made available for implementation, (ii) is ready for implementation or (iii) when the first step in its implementation has been made, whichever occurs first.

The start date for the 30 days reporting deadline was 1 January 2021, including for the cross-border arrangements for which the reporting trigger occurs between 1 July 2020 and 31 December 2020. Reporting

according to DAC6 rules also involved the reporting of retrospective arrangements (i.e. those which took place between 25 June 2018 and 30 June 2020), the deadline for which was 28 February 2021. In the case of marketable arrangements, the intermediary prepares a report every 3 months for ANAF in order to disclose the new information or to update the reporting information that has become available since the last report was submitted.

Romanian intermediaries and taxpayers are required to disclose to the Romanian tax authorities ("ANAF") information on reportable cross-border transactions which fulfill the hallmarks mentioned by the Directive. ANAF will subsequently exchange this information through automatic exchange of information with the tax authorities in the countries involved in each transaction.

An intermediary is only required to report to ANAF if it has a presence in Romania (local residency, permanent establishment, incorporation or professional registration).

An intermediary can be exempt from its reporting obligation if it obtains proof that the same information related to a certain reportable cross-border arrangement has already been reported by another intermediary. The intermediary must be able to demonstrate that the information in its possession is contained in the report submitted by the other reporting entities and must, at ANAF's request, provide the following:

A copy of the information that was reported to the tax authorities in the country where the transaction was reported, including the number and date under which the reporting was recorded;

Written confirmation of the identification code of the arrangement allocated in the country where the transaction was reported.

Intermediaries covered by legal professional privilege will be required to fulfil their reporting obligation to the Romanian tax authorities only if they are in the possession of a written agreement from the client, allowing them to do so.

In the absence of such an agreement from the taxpayer, an intermediary which is exempt from the reporting obligation is required to notify in writing the other intermediaries or the taxpayer itself (if no other intermediaries exist) that no data will be disclosed, and that the reporting obligation reverts to the taxpayer.

If no intermediaries exist, or if they are covered by professional privilege, the reporting obligation reverts to the taxpayer.

The following penalties will apply:

Between RON 20,000 and RON 100,000 (approx. EUR 4,000 – EUR 20,000) – applicable to both intermediaries and taxpayers, if the information is not disclosed or it is disclosed after the relevant deadline.

Between RON 5,000 and RON 30,000 (approx. EUR 1,000 – EUR 6,000) –for intermediaries covered by legal professional privilege which are exempt from the reporting obligation- if the intermediary does not notify other intermediaries involved or the taxpayer itself that no information will be disclosed and that the reporting obligation reverts to the other intermediaries or the taxpayer.

Further clarifications were provided by the DAC6 Guideline, published on ANAF's website.



Reporting rules for platform operators

(DAC7)

From 1 January 2023, digital platform operators are required to report information about sellers active on their platforms to ANAF. The new requirement comes with the implementation of the DAC7 rules that aims to combat fraud, and to provide a dimension to the income generated through digital platforms.

Platform means any software, including a website or a part thereof and applications, including mobile applications, accessible by users and allowing sellers to be connected to other users. The term platform does not include software that exclusively allows the processing of payments in relation to a relevant activity, the listing or advertising of a relevant activity by users or redirecting or transferring of users to a platform.

Categories of digital services that could fall within the scope of the DAC7 analysis are marketplace platforms offering a wide range of products and services (such as clothing, consumer goods, furniture, electronics, etc.), platforms for car rental services (so-called car sharing platforms), platforms for catering services, as well as live streaming applications where various events can be accessed for a fee, accredited online course providers or digital hotel rental platforms.

A non-EU digital platform operator (foreign platform operator) is also required to register and report information under the DAC7 rules as long as the activity subject to reporting is carried out in the European Union. It also has the option to register in only one Member State.

The category of reportable sellers includes sellers who are registered on the platform during the reporting period, regardless of whether they are individuals or legal entities, given the widespread use of these digital platforms. There are, however, certain categories of excluded sellers, such as governmental entities, those listed on regulated markets, those for whom a platform operator has facilitated more than 2,000 property rentals or those facilitated through the platform that have not exceeded the threshold of €2,000 in a calendar year.

Reporting to the tax authorities will be done annually, by 31 January of the year following the year in which the seller was identified in the platform. The first reporting deadline was 31 January 2024 and included information for 2023.

Penalties for non-compliance are significant, generally set in the range of between 20,000 lei and 100,000 lei, but there may also be other restrictions with an impact also on the commercial activity carried out (such as if a seller does not communicate the required information even after receiving two reminders sent after the initial request, but not before the expiry of a period of 60 days from the initial request, in which case the platform operator closes the seller's account and does not allow the seller to re-register on the platform or withholds payment of the consideration to the seller as long as the seller does not communicate the required information).

Accounting Regulations

Romanian accounting regulations are compliant with EU accounting and audit directives (regulations approved by Order of the Ministry of Public Finance no. 1802/2014 implementing the provisions of Directive 2013/34/EU). Romanian GAAP draws many of its principles and rules from International Financial Reporting Standards (IFRS). However, differences remain and their impact on the financial statements of companies varies from one industry to another.

Credit institutions carrying out activities in Romania, including Romanian branches of foreign credit institutions and foreign branches of Romanian credit institutions, as well as listed companies, are required to apply International Financial Reporting Standards (IFRS) as a basis for accounting and reporting of financial statements.

The financial year generally corresponds to the calendar year. However, both Romanian entities and branches of a foreign company (except for credit institutions, non-banking financial institutions, as well as entities operating under the supervision of the Authority for Financial Supervision) may opt for a different financial year. Entities opting for a financial year which is different from the calendar year are required to prepare and submit annual accounting reports as at 31 December to the local offices of the Ministry of Public Finance, as well as, separately, the annual financial statements concluded on the date set as per the modified financial year, in compliance with the provisions of the Accounting Law (no. 82/1991, with subsequent amendments).

By Order of the Minister of Finance 4164/2024, the accounting rules for individual annual financial statements and consolidated annual financial statements (approved by Order of the Minister of Public Finance 1802/2014, as amended) have been changed to bring them into line with a new Directive covering Accounting Regulations for individual financial statements and consolidated financial statements. In paragraph 2, let. d. , Commission Delegated Directive (EU) 2023/2.775 of 17 October 2023 amends Directive 2013/34/EU of the European Parliament and of the Council as regards the adjustment of size criteria for micro-entities, small and medium-sized entities or small groups. The legislation was published in the Official Journal of the European European Community of the European Union, L series, 21 December 2023 .

The effects of this Order apply from the annual financial statements for the financial year 2024. For reporting entities that have chosen a financial year different from the calendar year, the new criteria apply from the annual financial statements for the financial year starting after 1 January 2024.

Micro-entities are those that, at the date of the financial statements, do not exceed the limits of at least two out of the following three criteria:

1. Total assets: 2.250.000 RON (previously 1.500.000 RON);
2. Net turnover: 4.500.000 RON (previously 3.000.000 RON);
3. Average number of employees during the financial year: 10.

These entities are required to submit only condensed financial statements. Micro-entities are not required to prepare explanatory notes to the annual financial statements but are required to present information about the accounting policies adopted.

Small entities are those that, at the date of the financial statements, do not exceed the limits of at least two out of the following three criteria:

1. Total assets: 25.000.000 RON (previously 17.500.000 RON);
2. Net turnover: 50.000.000 RON (previously 35.000.000 RON);
3. Average number of employees during the financial year: 50.

These entities are required to submit a condensed balance sheet, extended income statement and explanatory notes to the financial statements. The presentation of a statement of changes in equity and a statement of cash flows is optional.

Medium-sized and large entities are those that exceed the limits of at least two out of the following three criteria:

1. Total assets: 25.000.000 RON (previously 17.500.000 RON);
2. Net turnover: 50.000.000 RON (previously 35.000.000 RON);
3. Average number of employees during the financial year: 50.

These entities and public interest entities are required to submit extended financial statements that also include information about payments to the Government and other specific information required by the Ministry of Public Finance.

The annual financial statements should be accompanied by the management report, the audit report or the report of the audit committee, as appropriate, and by the proposal to distribute the profit or to cover the accounting loss.

Companies are required to have their financial statements audited (statutory audit) if they are public interest entities or if they meet at least two of the three size criteria below for two consecutive years:

1. Total assets > 16.000.000 RON;
2. Net turnover > 32.000.000 RON;
3. Average number of employees during the financial year > 50.

Entities with an average of more than 500 employees at the date of the annual financial statements are required to include in the Administrator's report a non-financial statement containing basic information about the entity's commitment to environmental protection, social responsibility, ethical employment policies, respect for human rights, and to combatting corruption and bribery.

Furthermore, companies that at the date of their annual financial statements for the previous year have a turnover in excess of 1.000.000 euros, equivalent in RON at the exchange rate valid for closure at the end of the year (published by the National Bank of Romania), are required to prepare and submit Half Yearly Accounting Reports for the current year.

Changes were also made to the size criteria for the groups of parent companies and subsidiaries to be included in the consolidation as set out below:

Small and medium-sized groups are groups included in the consolidation and which, on a consolidated basis, at the balance sheet date of the parent company do not exceed the limits of at least two of the three criteria below:

1. total assets of 125.000.00 RON (previously 105.000.000 RON);
2. net turnover of 250.000.000 RON (previously 210.000.000 RON);
3. average number of employees 250 (unchanged);

Large groups are groups included in the consolidation and which, on a consolidated basis, at the balance sheet date of the parent, exceed the limits of at least two of the three criteria below:

1. total assets of 125.000.000 RON (previously 105.000.000 RON);
2. net turnover of 250.000.000 RON (previously 210.000.000 RON);
3. average number of employees 250 (unchanged).

The determination of the value of the size criteria for groups of companies is based only on the indicators appropriate to the parent and subsidiaries included in the consolidation. When establishing size criteria, the parent may disregard subsidiaries that it intends to exclude from consolidation.

Amendments were also made to Order of the Minister of Public Finance 2844/2016 for the approval of Accounting Regulations in line with International Financial Reporting Standards.

Order 2844/2016 for the approval of Accounting Regulations in accordance with International Financial Reporting Standards has been amended to transpose Commission Delegated Directive (EU) 2023/2775 of 17 October 2023 amending Directive 2013/34/UE and approving the draft amending budget No 4/EU of the European Parliament and of the Council as regards the adjustment of the size criteria for micro, medium-sized and large entities or small, medium and large groups, published in the Official Journal of the European Union, L series of 21 December 2023, as follows:

Entities under the Order of the Minister of Public Finance No 666/2015 on the application of International Financial Reporting Standards Accounting Regulations by State Capital Entities and Entities resulting from the reorganization of legal entities listed in the Appendix to the Order of the Minister of Public Finances No. 666/2015 Regulation (EC) No 666/2015 on the application of International Financial Reporting Standards Accounting Regulations by State Capital Entities are referred to as medium-sized and large entities if at the balance sheet date the limits of at least two of the following three criteria are exceeded:

1. total assets of 25.000.000 RON (previously 17.500.000 RON);
2. net turnover of 50.000.000 RON (previously 35.000.000 RON);
3. average number of employees 50 (unchanged).

Parent companies of a group will be called a large group if, on a consolidated basis, they exceed the limits of at least two of the following three criteria at the balance sheet date of the parent:

1. total assets of 125.000.000 RON (previously 105 000 000 RON);
2. net turnover of 250.000.000 RON (previously 210.000.000 RON);
3. average number of employees 250 (unchanged).

Sustainability Report

Order 85/2024 makes significant changes and additions to the accounting regulations approved by OMFP 1802/2014 as well as to the accounting regulations compliant with IFRS approved by OMFP 2844/2016 as regards reporting on durability.

The provisions of the Order will apply in stages, as follows:

To be reported in 2025 for 2024

Medium-sized and large public-interest entities with more than 500 employees on average during the financial year at the time of the balance sheet date;

Public-interest entities, which are parent companies of a large group, which, on a consolidated basis, have more than 500 employees on average at the balance sheet date.;

To be reported in 2026 for 2025

Medium-sized and large entities, which are not public-interest entities;

Entities that are parent companies of a large group without being public-interest entities;

To be reported in 2027 for 2026

Entities listed on a regulated market that do not exceed the size criteria applicable to sustainability reporting for the years 2024 and 2025;

To be reported in 2029 for 2028

Subsidiaries or branches established in Romania whose ultimate parent companies are governed by the law of a third country, subject to certain size criteria.

When certain conditions are met, entities that are included in the consolidated management report in the European Union or in a third country may be exempted from the requirement for separate sustainability reporting in Romania.

Deadlines for submitting annual financial statements:

O.U.G 138/2024 amends the Accounting Law (no. 82/1991),as follows:

The monthly preparation of the trial balance has become mandatory.

Deadlines have been set by which entities must submit annual financial statements, and annual accounting reports, as follows:

31 May and 30 April of the financial year following that of reporting, by category of reporting entity, for the submission of annual financial statements;

31 May of the financial year following that of reporting, for the submission of annual accounting reports, including for entities which have opted for a financial year other than the calendar year;

Entities which have opted for a financial year other than the calendar year must submit their annual accounting reports within 150 calendar days of the end of the financial year chosen;

- SRLs and SAs -> 31 May 2025
- NGOs -> 30 April 2025
- Companies in the process of liquidation -> 90 days from the end of the calendar year

Companies that have not carried out economic activity since their date of establishment must submit a declaration of inactivity within 60 days of the date of the end of the financial year.

O.U.G 138/2024 also clarifies the persons responsible for signing the annual financial statements, and the accounting reports; thus they must be signed by:

- the legal representative of the company;
- as well as by the economic director, the chief accountant or another person empowered to carry out this function, employed according to the law.

Starting from 1 January 2026, the forms in the field of reporting financial statements, the financial statements report, notes, as well as other documents accompanying the financial statements to public institutions must be submitted exclusively in electronic format.

Archiving deadlines

Starting from January 2023, users of computer systems for automatic data processing are required to ensure the processing of data recorded in the accounts for a period of 5 years starting from 1 July of the year following that of the end of the financial year. Thus, the general term for keeping justifying documents, payrolls, compulsory accounting registers, the fiscal memory of cash registers and the special register is 5 years, calculated from 1 July of the year following the end of the financial year in which they were drawn up.

The annual and interim financial statements are an exception, and have a retention period of 10 years from the end of the financial year.

The deadline and the archiving rules for e-Invoice documents:

The e-Invoice RO system automatically assigns each loaded invoice a unique identification number, used as a reference in system-specific processes and operations.

The e-Invoice RO system will carry out validation of electronic invoices and will apply the signature of the Ministry of Finance (Seal).

The current rules on the period for the archiving of documents also remain valid for e-Invoices

Invoices may be stored on paper or in electronic format, irrespective of the original form in which they were sent or made available.

If companies choose to archive e-invoices, they must ensure that they keep the XML files sealed by the Ministry of Finance. Otherwise, if the invoices are archived in printed copy, the unique ANAF number must be saved.

It is important to note that documents appear on the ANAF system for 60 days. After this period they are archived.

Accounting for interim divisions

The accounting by entities of amounts received as a result of the interim distribution of dividends during the financial year is made using account 467 "Debts related to interim dividend distributions".

Entities that have opted to distribute dividends during the financial year will recognize the relevant claims in account 463 "Receivables representing dividends distributed during the financial year".

The adjustment of the interim dividends is made at the beginning of the following year, based on the approved annual financial statements.

Capitalization of borrowing costs

The capitalization of borrowing costs must cease when most of the activities necessary for the preparation of the asset with a long manufacturing cycle are carried out, in order to use it for its predetermined use or sell it. An asset is normally ready for its default use or sale when the physical construction of the asset is completed, even if some routine administrative work is still going on. If only minor changes are to be made, such as interior decoration of a building according to the specifications of the buyer or user, then it is considered that most of the activities have been completed.

The start date for the capitalization of borrowing costs, for an asset with a long manufacturing cycle, is the date on which the entity meets for the first time, at the same time, all of the following criteria:

1. It bears the expenses for the respective asset
2. It bears the cost of the indebtedness
3. It undertakes the activities necessary for the preparation of the asset for its intended use or for sale

An entity incurs expenses for an asset with a long manufacturing cycle only when those expenses have generated cash payments, transfers of other assets or the acquisition of interest-bearing debts. The activities necessary to prepare the asset for its intended use or for sale do not include only the physical construction of the asset. They also include the technical and administrative work prior to the commencement of the physical construction, such as the activities associated with obtaining the approvals prior to the commencement of the physical construction. However, such activities preclude holding of an asset when no production or development activity takes place that changes the condition of the asset. For example, borrowing costs incurred during the development of land are capitalized during the period in which the development activities are carried out. In contrast, borrowing costs incurred during a period in which land acquired for the purpose of constructing buildings is owned without being subject to associated development activities are not accepted for capitalization.

The accounting regulations specify the conditions under which an entity interrupts the capitalization of borrowing costs, when it does not actually work on the realization of the long-term manufacturing cycle asset.

However, the entity will not interrupt the capitalisation of borrowing costs during a prolonged period during which it temporarily discontinues activities for the purpose of preparing an asset for its predetermined use or for sale, or during a period in which it carries out significant technical and administrative work.

Accounting of intellectual property licensing contracts

The method of recognizing the income obtained from the assignment of intellectual property is determined by the contractual provisions, by the nature of the obligation to grant the license, whether or not the licenses granted are distinct from the transfer of a good or service, as well as other related obligations.

The entity must also determine the specific time at which the license is transferred to the customer.

Thus, an entity accounts for the licensing and other goods or services together as a single operation, when an obligation to grant a license is not distinct from other contracted goods or services.

If the license is distinct from the other contracted goods or services and is a separate performance obligation, the entity determines whether the license is transferred to the customer at a given time or in time, analyzing and accounting differently the income corresponding to the granting of the license depending on the type of licensing obligation:

1. a right to access its intellectual property, as it exists during the license period; or
2. a right to use its intellectual property, as it exists at a specific time, when the license is granted.

The recognition of revenues from royalties based on sales or on the basis of promised use in exchange for an intellectual property license is made by businesses only when or as the last of the events below occurs:

1. the sale or subsequent use takes place; and
2. the performance obligation to which part or all of the royalty has been allocated on the basis of sales or use has been fulfilled (or partially fulfilled).

The application of the above treatment should be used where the fee relates only to an intellectual property licence or where an intellectual property licence is the predominant element to which the royalty relates.

Cash collection and payment operations between professionals and professionals and individuals

Professionals: legal entities, authorized individuals, sole proprietorships, family businesses, freelancers, self-employed individuals, associations and other entities with or without legal status

1. Caps on cash receipts and payments between professionals
   - Receipts/payments within a daily ceiling of 5,000 lei/person; total payments cannot exceed the daily ceiling of 10,000 lei.
   - Payments/receipts made by cash and carry stores, within a daily ceiling of 10,000 lei/person; (including amounts granted in the form of advances for settlement).
   - Payments from advances for settlement within a daily ceiling of 5,000 lei/person.
2. Cap on cash receipts and cash payments between professionals and individuals:
   - Receipts/payments representing the value of the delivery/purchase of goods/services, dividends, assignment of receivables or other rights, refunds of receipts/financing/loans within the daily limit of 10,000 lei/person.
   - Receipts/payments with individuals as associates/ shareholders/ administrators/individuals/other creditors regardless of their nature and destination, are made only through non-cash payment instruments.
3. Cap on cash receipts and cash payments between individuals:
   - Receipts/payments between individuals made as a result of the transfer of ownership, the provision of services and granting/returning loans within the daily limit of 50,000 RON/transaction.

Other applicable cash transaction provisions:

- The amounts in the cash register cannot exceed the ceiling of 50,000 lei at the end of each day.
- Failure to comply with the ceilings is penalized with a fine of 25% of the amount received/paid, held in the cash register, which exceeds the ceiling established for each type of operation, but not less than 500 lei.

New accounting accounts applicable from the reporting year 2024

Law No. 296/2023 amending the Fiscal Code introduced minimum turnover tax (IMCA), with effect from 1 January 2024, for taxpayers with a turnover exceeding 50 million euros in the previous year and whose corporation tax is less than the minimum turnover tax.

These taxpayers are liable to corporation tax at the level of the minimum turnover tax.

According to OMF no. Regulation (EC) No 981/2024 amending and supplementing accounting regulations, published in the Official Journal of Romania, Part I No. 539 of 10 June 2024, the following new accounts were entered into the general account plan:

- 4417 Corporation tax at minimum turnover tax
- 6351 Additional tax expense for specific sectors of activity
- 697 Income tax expense at minimum turnover tax level

With a new legislative initiative aimed at settlements within the corporate tax group, it is proposed that such accounting should be done in a similar way to the accounting for corporate income tax resulting from settlement between the members of the tax group, using the same accounting accounts, but with amended names as follows:

- 694 'Income tax and corporation tax expenses at the level of minimum turnover tax arising from corporate tax group settlements'
- 794 'Income from corporation tax, i.e. corporation tax at the level of the minimum turnover tax, arising from settlements within the corporate tax group in the field of corporate tax'

Accounting accounts applicable from reporting year 2023

The fiscal authorities introduced a series of new accounts in the Chart of Accounts during 2023, as follows:

1. From account 628 "Other expenses involving services carried out by third parties" the following distinct accounts are derived:
   - 616 "Expenses related to intellectual property rights": keeps track of expenses related to intellectual property rights that do not meet the conditions for recognition as an asset. The involvement of an amount of money or of any other nature through which a person benefits from the use of goods created by an author, goods that are protected by various means of intellectual property, for a certain period of time (copyrights, brands, patents, licenses, industrial equipment, franchises, etc.).

     Intellectual property licenses may include copyrights associated with intellectual activity in the literary, artistic and scientific fields (books, brochures, conferences, literary and musical works, films, media, entertainment, illustrations, computer and technological programs, scientific discoveries), as well as patented inventions (brands, franchises, models, designs).
   - 617 "Management expenses": The inclusion in this category is made according to the contractual provisions and the nature of the services provided or to be provided in order to manage and organize the activity. These expenses assume direct involvement in the company's activity, the power to make decisions, supervision of the activities carried out, preparation of work reports, participation in meetings with the management team.
   - 618 "Consulting expenses": are considered consulting expenses when certain advice, recommendations, and/or comments are offered, without a direct involvement in the execution of a project.

     The highlighting of expenses related to management, consultancy and property rights must be carried out separately and in the relationship with the affiliated entities.
2. Accounting records from account 612 "Expenses involving royalties, management locations and rent" will be broken down into the following analytical accounts:
   - 6121 "Royalties expenses ": the payment of a sum of money or of any other nature by which a person benefits from the use of movable tangible or immovable property for a certain period of time (for example the right to exploit natural resources, surface, concession etc.).
   - 6122 "Management locations expenses": Expenses involving the transfer of the right to use a commercial fund for a certain period of time, of an entity/location such as restaurants, breweries, shops, workshops, etc.
   - 6123 "Rent expenses": tangible fixed assets which are rented, based on the supporting documents (for example the rent of machinery, the rent of residential premises, office premises, the rent of technological equipment, etc.).

RO e-Invoice – Accounting impact

Between 1 January 2024 and 30 June 2024, companies are required to send the invoices issued in the national RO e-Invoice electronic invoice system, regardless of whether or not the recipients are registered in the RO e-Invoice Register, in parallel with the traditional invoicing rules.

Starting from 1 July 2024, e-Invoice will become the only channel for sending invoices to recipients.

Companies have this obligation regardless of whether or not they are registered for VAT purposes in Romania.

The system is applicable for all operations that take place in Romania, carried out in B2B and B2G relationships.

If a recipient has objections to an electronic invoice issued in a B2B or a B2G relationship, the recipient notifies the issuer of the electronic invoice including in the national electronic invoice system RO e-Factura or in the national reporting system — Forexebug, by sending a message.

The electronic invoice communicated to the recipient cannot be returned in the RO e-Invoice system. The correction of the electronic invoice communicated to the recipient in the RO e-Invoice system is carried out by reversal, and the corrected electronic invoice is transmitted within the same RO e-Invoice system.

Documents are kept in the ANAF system for 60 days. After this period they are archived, and companies must ensure that they keep the XML files sealed by the Ministry of Finance after uploading them to the system. The rules on the document archiving period are also applicable to e-Invoices.

The penalties for administrative offences set out in the Accounting Law (Law 82/1991), as updated according to Ordinance 115/2023 concerning the submission of Financial Statements are as follows:

For presentation of erroneous or uncorrelated data, including in relation to the identification of the reporting person, the fine falls within the range of 1,000 lei - 3,000 lei

For non-compliance with the provisions concerning the preparation of declarations on the assumption of responsibility for the preparation of annual financial statements => the fine falls within the range of 2,000 to 10,000 lei

Failure to submit by the legal deadline is penalised by a fine calculated according to the number of days of delay:

- 1,000 lei - 3,000 lei for a delay period of between 1 and 15 working days,
- 2,000 lei - 4,000 lei for a delay period between 16 and 30 working days, and
- 3,000 lei to 5,000 lei if the delay period exceeds 30 working days.

This card was prepared based on tax legislation applicable as at 30 January 2025, as a quick-reference tool for the most common tax rates and rules.

The information contained herein is of a general nature and is not intended to address the circumstances of any particular individual or entity. Although we endeavour to provide accurate and timely information, there can be no guarantee that this information is accurate as of the date it is received or that it will continue to be accurate in the future. No one should act on such information without appropriate professional advice after a thorough examination of the particular situation.

Contact

René Schöb

Tax Partner,
Head of Tax & Legal,
KPMG in Romania



Alin Negrescu

Tax Partner,
KPMG in Romania



Daniel Pană

Tax Partner,
KPMG in Romania



Mădălina Racoviţan

Tax Partner,
Head of People Services,
KPMG in Romania



Inga Ţîgai

Tax Partner,
Head of Tax & Legal Technology,
KPMG in Romania



KPMG in Romania

Şoseaua Bucureşti-Ploieşti, nr. 89A,
Sector 1, Bucharest, 013685
T: +40 (372) 377 800
F: +40 (372) 377 700
E: kpmgro@kpmg.ro

www.kpmg.ro

kpmg.com/socialmedia

The information contained herein is of a general nature and is not intended to address the circumstances of any particular individual or entity. Although we endeavor to provide accurate and timely information, there can be no guarantee that such information is accurate as of the date it is received or that it will continue to be accurate in the future. No one should act on such information without appropriate professional advice after a thorough examination of the particular situation.

The KPMG name and logo are trademarks used under license by the independent member firms of the KPMG global organization.

© 2025 KPMG România SRL, a Romanian limited liability company and a member firm of the KPMG global organization of independent member firms affiliated with KPMG International Limited, a private English company limited by guarantee. All rights reserved.