



Polish-Romanian
Bilateral Chamber
of Commerce and Industry

Doing Business in Romania

29.01.2026, Krakow

**Polish-Romanian Bilateral Chamber of
Commerce and Industry**

Ovidiu Valeanu

Chamber Representative in Romania

Managing Partner at bnt attorneys in CEE | Romania

bnt attorneys
in CEE

close. straight. forward.

Why Romania, why now (2026)

- Romania in 2026: still competitive, but more regulated
- EU & NATO member, full EU market access
- Competitive labour costs vs. Western Europe
- Predictable legal framework, but rising tax & compliance pressure

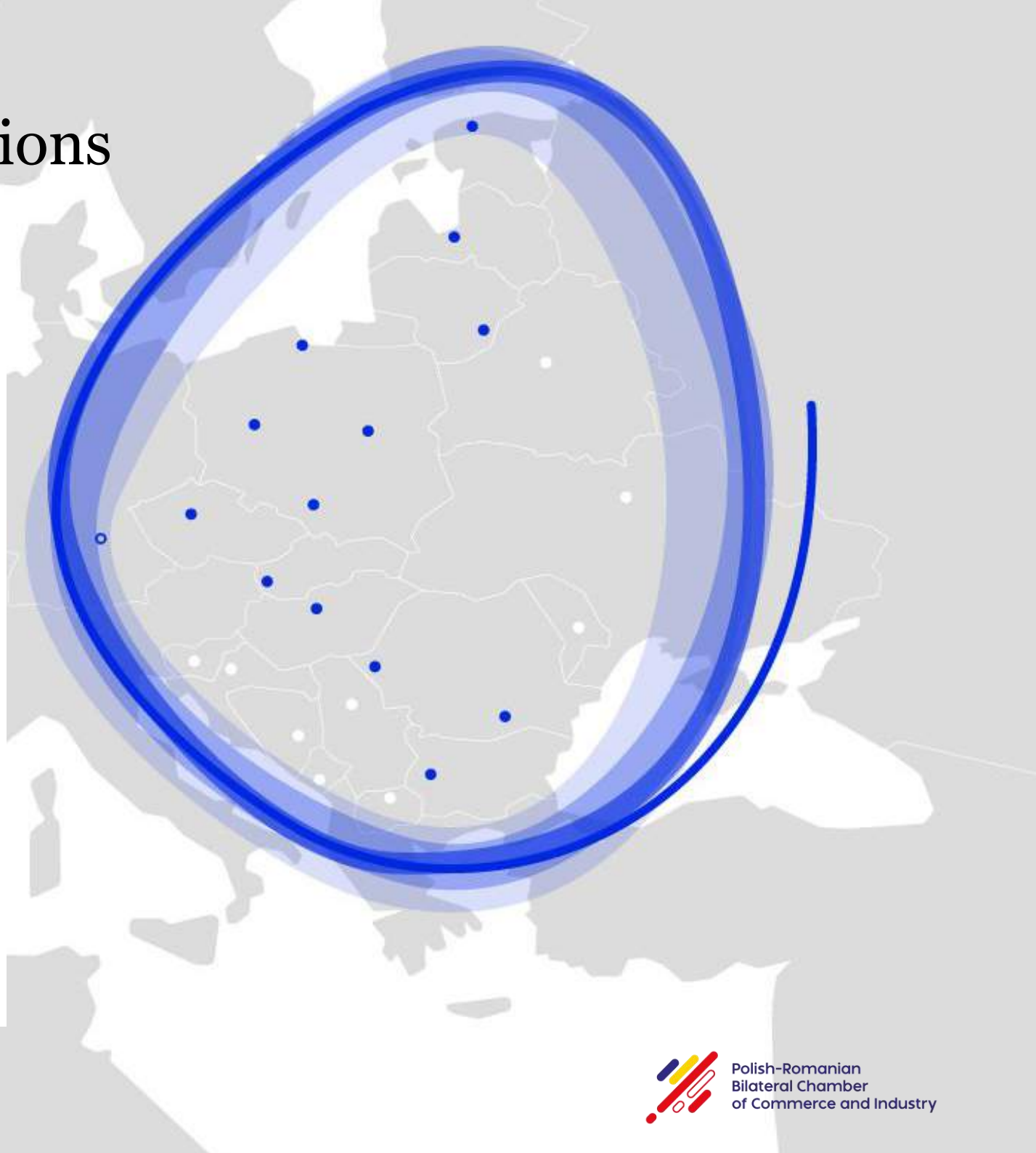


Market entry options

How foreign investors usually enter Romania

- Romanian subsidiary: either Limited Liability Company (S.R.L.) or Joint Stock Company (S.A.)
- Branch (no legal personality)
- Representative office (representative powers only)

👉 90% of first-time investors choose a Romanian subsidiary in the form of a Limited Liability Company (SRL – most common)



Choosing the right vehicle

S.R.L. vs S.A.

S.R.L. (Limited Liability Company): flexible & fast

- Fast & low-cost setup
- Closed ownership
- Ideal for market entry & operations



S.A. (Joint Stock Company): scale & listing possible

- Higher capital & governance
- Listing & bonds possible
- Used for large-scale or highly regulated businesses



Share capital – new 2026 rules

- **SRL minimum share capital at incorporation:** RON 500 (~EUR 100)
- **Turnover threshold:** net turnover > RON 400,000 👉 Minimum share capital required: RON 5,000
- **Net assets threshold:** must not fall below 50% of share capital (2 consecutive years)



New 2026 rules: fiscal inactivity & dissolution

- **From 2026: fiscal inactivity becomes a dissolution trigger**
- **Automatic fiscal inactivity if:**
 - no Romanian payment account, or
 - annual accounts not filed within **5 months**
- **12 months of fiscal inactivity** 🖱️ **mandatory dissolution**
- **Reactivation deadlines:** 30 or 90 days only
- Compliance requires **formal director & shareholder decisions and registration with Trade Registry**



Tax snapshot 2026

Romania tax landscape at a glance



- Corporate income tax (CIT): **16%**
- Dividend tax: **16% (from 2026)**
- VAT standard rate: **21%**
- Micro-company regime threshold: below **€100,000 (from 2026)** and at least **one employee**.
- The **micro tax** is a flat **1%**.

Micro vs CIT

Choosing the tax regime is a strategic decision

- Micro tax = applied on **turnover**, not profit
- Consulting & management firms now eligible
- CIT preferable for:
 - higher margins
 - dividend planning
 - group structures



Dividend tax exemption in Romania (Polish shareholders)



- **Polish company:**
 - is Polish resident;
 - subject to corporate income tax or a similar substituting tax;
 - holds at least 10% of the share capital in the Romanian company;
 - minimum 1-year continuous holding.
- **Romanian company:**
 - is Romanian resident;
 - subject to corporate income tax or a similar substituting tax.

Employment overview

Strong employee protection

- Mandatory agreement provisions
- Strict termination rules
- Labour disputes = real risk if procedures ignored



What it really costs to pay a €1,000 net salary

Employee side (withheld at source)

- Net salary: **€1,000**
 - Approx. exchange: **€1 ≈ RON 5**
 - Pension (CAS) – 25%
 - Health (CASS) – 10%
 - Income tax – 10%
- 👉 Gross salary ≈ **€1,710 (RON ~ 8,550)**

Employer side

- Work insurance contribution (CAM): **2.25%**

👉 Employer pays ≈ **RON 8,740 (~€1,750)**

🔴 **Bottom line: To give €1,000 net, the employer pays ~€1,750**

➡ **+75% over net salary**

Thank you



Ovidiu Valeanu, MBA
Chamber Representative in Romania
Managing Partner at bnt attorneys in CEE |
Romania
ovidiu.valeanu@bnt.eu

bnt Gilesco Valeanu & Partenerii
G-ral Ernest Brosteanu 31
010527 Bucharest
Romania

Follow us on Linked:



[bnt attorneys in
CEE | Romania](#)



[prbcc](#)

www.bnt.eu

For specific assistance in Polish language/
W sprawie konkretnej pomocy w języku
polskim

dr Grzegorz J. Wąsiewski



Radca prawny
Partner

T +48 22 279 31 00
M +48 508 011 680
grzegorz.wasiewski@bnt.eu

BSJP bnt Brockhuis Jurczak Prusak Sroka
Nilsson Zamorska Sp.k.
ul. Twarda 18, 00-105 Warszawa
www.bnt.eu

Follow us on Linked:



[bnt attorneys in
CEE | Romania](#)



[prbcc](#)