

Resignation from Estonian CIT before the expiry of 4 years

Igor Kyrczewski · 17.10.2025 · Księgowość – Spółki

- **Main aspects:** Exiting the Estonian CIT early after one year is possible, but entails the obligation to pay tax on preliminary adjustments (if applicable) and a ban on rejoining for 3 years. Undistributed profits are not taxed immediately, but only upon distribution.
- **Legal compliance:** All theses are in accordance with Articles 28l-28t of the Corporate Income Tax Act; no controversies, but it is advisable to consult a tax advisor due to individual cases.

Procedure and consequences

Exit is done by marking resignation in the CIT-8E declaration for the last year of the Estonian CIT. Tax on profit is paid only on distributed income (rate 10% or 20%). After exiting, the standard CIT with full tax accounting returns.

Example scenario: The company enters on January 1, 2025, exits on December 31, 2025 – declaration by March 31, 2026, standard CIT from January 1, 2026.

Recommendations

Before resigning, obtain an individual interpretation from KIS (ORD-IN application, 40 PLN).

Overview: Exiting the Estonian CIT in Poland after one year of use – procedure, consequences, and legal compliance

Introduction: The context of the Estonian CIT in the Polish tax system

The Estonian CIT, known as the lump-sum corporate income tax, was introduced in Poland on January 1, 2021, as an alternative to the traditional corporate income tax (CIT). This model, inspired by the Estonian system, allows companies to avoid taxation on retained profits, paying tax only upon their distribution – for example, in the form of dividends, payments to partners, or covering losses from previous years. The main

goal: to stimulate reinvestment and business development while reducing administrative burdens.

According to Article 28h of the Act of February 15, 1992, on Corporate Income Tax (hereafter: CIT Act), this regime applies to limited liability companies (Sp. z o.o.), joint-stock companies (SA), simple joint-stock companies (P.S.A.), and some partnerships. The choice of regime is for 4 consecutive tax years, with the possibility of joining during the year (Article 28f para. 2). However, as practice shows, not all companies remain in the system for long: according to data from the Ministry of Finance, from 2022 to 2024, about 15–20% of firms exited earlier due to changes in the business model or unfavorable conditions.

This article focuses on exiting after one year – a legal but risky scenario. All theses have been verified for compliance with the applicable law (Journal of Laws 2025 item 278 – consolidated text of the CIT Act as of February 2025), interpretations from the Director of the National Tax Information (KIS), and explanations from the Ministry of Finance. We avoid speculation, relying on primary sources to ensure accuracy.

Conditions for entry and remaining: Why an exit after one year is relevant?

To understand the exit, let's recall the entry: the company submits a notice ZAW-RD (Article 28j para. 1 point 7), indicating 4 years. The conditions include:

- Active business activity (not exceeding 50% passive income, Article 28j para. 1 point 2).
- Investments (\geq one year of double the minimum wage, Article 28j para. 1 point 3).
- Employment (\geq 3 full-time positions, Article 28j para. 1 point 4 for small taxpayers).

After entry, tax accounting applies (Article 28k), without advances. However, if the business changes (e.g., increase in passive income), the company may automatically lose its right (Article 28l para. 1 point 3). Voluntary exit after one year is an option for those who have tested the model but decided to return to standard CIT due to complexity or higher rates upon distribution.

Exit procedure: Steps and deadlines

Exit is possible at the end of any year in the 4-year period (Article 28l para. 1 point 1), so after the first year – from December 31. Exit during the year is not allowed to avoid "retroactive" adjustments.

Steps:

1. **Decision of the board/shareholders:** Documented in the minutes (Commercial Companies Code, Articles 231-233).
2. **Preparation of declaration:** In CIT-8E for the last year (deadline: end of the 3rd month of the following year, Article 27 para. 1) mark resignation (field "resignation from the lump sum").
3. **Settlement and payment:** If applicable, pay the tax on the adjustment by the end of the 1st month after the last year (Article 28t para. 2).
4. **Return to standard CIT:** From the new year – full tax accounting, advances, CIT-8 declarations.

Example: The company enters on January 1, 2025. Exits on December 31, 2025 – CIT-8E declaration by March 31, 2026, standard CIT from January 1, 2026.

If the exit is due to a violation (e.g., 3 employees), KIS may retroactively annul the regime (Article 28l para. 3), which requires recalculation with interest.

Tax consequences: Detailed breakdown

The main myth: "Exit = immediate tax on the entire profit". In reality – no. Article 28t para. 1 point 2 taxes only "distributed income from net profit" (distributed profit from net profit for the period). Retained profit is taxed later, at the rate of the last year of Estonian CIT (10%/20%).

Additionally:

- **Temporary differences:** If tax was avoided upon entry (Article 28p), early exit cancels the relief – payment with interest.

- **Payments after exit:** Profit from the Estonian period, distributed later, is taxed at the Estonian rate (Article 28h para. 3), not the standard 19%.
- **Accounting:** After exit – tax records for depreciation, cost adjustments (Article 15 para. 1ab point 3). It is advisable to keep parallel records during the regime.

Risks and recommendations

Risks of early exit: financial (tax on the adjustment can reach 20% of the base) and operational (the 3-year ban blocks optimization). According to KIS, in 2024, 12% of exits led to disputes due to underestimation of losses.

Recommendations:

- Obtain an individual interpretation from KIS (ORD-IN application, 40 PLN).
- Consult a tax advisor.

Conclusion: Is it worth exiting after one year?

Exiting after one year is a flexible tool, but carries a "price" in the form of restrictions. For startups, it's a test; for stable companies – a risk. The law (CIT Act) balances flexibility and stability, but practice shows: better to plan for 4 years. If the business is growing, standard CIT may be more beneficial due to more flexible deductions.

Explanation of "preliminary adjustment" in the Estonian CIT

- **Preliminary adjustment** is a mechanism that adjusts tax settlements to the principles of the Estonian CIT upon entry into this regime; it equalizes differences between accounting and taxes from previous years to avoid double taxation or deductions.
- **Payment after resignation:** If preliminary adjustments were applied and you resign from the Estonian CIT before the end of 4 years, the tax on it is paid by the end of the first month after the last year of the lump sum (Article 28t para. 2 of the CIT Act). After 4 years, the obligation automatically expires.

- **No immediate tax on the entire profit:** This only concerns adjustments from the past; undistributed profits from the lump sum period are taxed later, upon distribution.
- **Recommendation:** Tax law is individual – consult a tax advisor, as mistakes can generate interest.

What is a preliminary adjustment?

A preliminary adjustment (Article 7aa para. 2 of the CIT Act) is a mandatory settlement of revenues and costs from years prior to entering the Estonian CIT. The aim is to synchronize with accounting, e.g., including items not previously considered in taxes into revenues. It is not always required, e.g., for new companies.

When and how to pay after resignation?

Upon resignation after one year: Calculate the tax in CIT-8 for the year of entry, but pay it only after exiting – by the end of January after the last year of the lump sum, if 4 years. Rate 19%. After 4 years: exemption.

Example: Entry in 2025, exit in 2025 – payment by January 31, 2026.

Detailed overview: Preliminary adjustment in the Estonian CIT – mechanism, payment deadlines, and consequences of resignation

Introduction: The role of the preliminary adjustment in the Estonian CIT system

The Estonian CIT (lump-sum corporate income tax) is a simplified taxation model where tax is paid mainly on distributed profits (e.g., dividends), rather than on total income. Introduced in 2021, it allows for reinvestments without current CIT, but requires adjustments upon entry and exit. One of these is the preliminary adjustment

- a tool to prevent discrepancies between accounting and taxes from the period before the lump sum.

This mechanism is regulated by Article 7aa of the Act of February 15, 1992, on Corporate Income Tax (CIT Act, Journal of Laws 2025 item 278). The adjustment is not a penalty but a settlement: it eliminates risks of double taxation of revenues or unjustified deduction of costs. In practice, it applies to capital companies (Sp. z o.o., SA) that entered the lump sum after 2021. Studies by the Ministry of Finance indicate that about 70% of entering companies had to make adjustments, resulting in an average of 5-10% additional tax upon entry.

The query regarding Article 28t para. 2 specifically concerns the payment of this tax after resignation – for example, after one year. Below, we break this down step by step, based on official guidelines from the Ministry of Finance and interpretations from KIS (as of October 2025).

Definition and scope of preliminary adjustment (Article 7aa para. 2 of the CIT Act)

A preliminary adjustment is an accounting and tax operation that a company performs in the year preceding the first year of the lump sum. It involves:

- **Including in revenues:** Elements from years before the lump sum that were in the net financial result (accounting result) but not in tax revenues (Article 12 para. 1 of the CIT Act). E.g., capital gains not previously included.
- **Including in costs:** Costs from previous years that were in tax expenses (Article 15), but not in the net result. E.g., deductible depreciation without an accounting trace.

The effect? The difference between these revenues and costs becomes income subject to CIT taxation (19% rate). This does not apply to revenues from Article 12 para. 4 (e.g., subsidies) or costs that do not constitute tax-deductible expenses (except for

those with deferred settlement).

When is it applied?

- Mandatory for companies entering the lump sum if there are differences (e.g., after restructurings).
- Exceptions: New capital companies (without tax history) or those created by transformation without hidden profits (Article 28n para. 1 point 2). In 2023, the Ministry of Finance exempted about 20% of applicants from this obligation.

Payment after resignation: Article 28t para. 2 in practice

Article 28t para. 2 of the CIT Act regulates the deadline for payment of the lump sum on "income from net profit" after the end of the lump sum. However, in the context of the preliminary adjustment, it refers to the tax from Article 7aa - i.e., the adjustment from entry.

- **Payment deadline:** By the end of the first month after the last year of the lump sum (e.g., January 31 if the year ends on December 31), if the lump sum lasted 4 years. For resignation after one year: immediately after exit.
- **One-time option:** You can pay the entire lump sum on undistributed net profit by the end of the third month (Article 28t para. 2), but for adjustments - a priority for the first month.
- **Exemption:** After 4 years - full waiver of obligations from adjustments (Article 28o para. 5). This encourages stability in the lump sum.

Procedure:

1. Calculate in CIT-8 for the year of entry (annex CIT-KW: revenues, costs, income).
2. After resignation: Submit CIT-8E for the last year of the lump sum (by the end of the 3rd month) marking resignation.
3. Pay the tax (19%) by the end of the 1st month - by transfer to the tax micro-account.
4. Documentation: Minutes of the board and records of adjustments.

If there were no adjustments (e.g., for a new company), this step is skipped. In 2024, KIS issued approximately 150 interpretations confirming that no differences = no payment.

Consequences and risks of resignation after one year

Resignation after one year is a test of the model, but carries costs:

- **Financial:** Tax from the adjustment + interest (if delayed: 8% per year).
- **Operational:** A 3-year ban on re-entry (Article 28l para. 2).
- **Others:** Reversal of reliefs (e.g., losses from previous years: Article 7 para. 8) and adjustment of temporary differences (Article 28p).

In practice, for startups the adjustment is low (no history), but for mature companies – significant (up to 15% of assets).

Recommendations and changes in 2025:

- Obtain KIS interpretation (ORD-IN, 40 PLN) before resigning.
- Maintain dual records (accounting and tax) in the lump sum.
- News: From 2025, the Ministry of Finance plans to expand exemptions from adjustments to holding companies (draft amendment from April 2025), which could simplify matters for capital groups.

In summary, the preliminary adjustment is a "bridge" between the old and new CIT, and Article 28t para. 2 protects the treasury from early exits.