

Regulations applicable to companies will change in numerous respects starting from March 2026

The amendment to the Civil Code adopted in December 2025 will enter into force on 1 March 2026. The purpose of the amendment is to address issues identified through more than a decade of practical legal experience, thereby strengthening legal certainty. In addition to several other areas of law, the amendment introduces clarifications and supplements to company law rules in a number of respects, which are outlined below.

Rules on de facto group structures

A new provision stipulates that where a de facto group of companies has operated continuously for at least three years, the court may, at the request of a legally interested party against whom the controlling company is liable under the Act, apply the rules governing the relationship between the management of the controlling company and that of the controlled company, even in the absence of a domination agreement and registration as a group of companies.

This provision is significant in two respects. First, it clarifies the scope of legally interested parties—namely, those persons vis-à-vis whom the controlling company bears liability. Second, by enforcing creditor protection considerations, it prevents the evasion of liability through non-compliance with administrative or formal requirements.

Rules on disqualified persons

Disqualification is a sanction serving the protection of the public interest, imposed by the company court on managing directors in cases of statutory breaches (for example, where a company is dissolved with significant public debts). By refining the previous regulation, the legislator has clarified that a person subject to disqualification may not acquire a majority influence in a business association, nor may they become a member with unlimited liability in such an association, with the sole exception of publicly listed companies.

Rules on supplementary capital contributions

The rules governing supplementary capital contributions are amended in two key respects. First, as a minority protection measure, it is now required that in the case of a privately held joint-stock company, the decision to impose supplementary capital contributions and to determine their conditions must be adopted by the unanimous vote of all shareholders. Second, in order to protect members who have made supplementary capital contributions, a new rule provides that, upon the dissolution of a company without legal succession (in the case of any company, not only privately held joint-stock companies), supplementary capital contributions must be repaid first from the remaining assets after the satisfaction of creditors. Only thereafter may the remaining assets be distributed among the members in proportion to their shareholdings.

Rules on members' liability

The fundamental rules on members' liability remain unchanged. In limited liability companies (Kft., Zrt.), members are liable only up to the amount of their capital contributions, while in company forms involving unlimited liability (general partnerships and general partners of limited partnerships), members are liable without limitation, including with their personal assets. The new regulation clarifies liability rules related to transitions between these two liability regimes. It provides that where, as a result of a transformation, a member who was previously subject to unlimited liability becomes subject to limited liability (for example, where a limited partnership is transformed into a limited liability company), that member remains fully and unlimitedly liable for the debts of the predecessor company for a period of five years following the transformation. This rule primarily serves the protection of creditors' interests and prevents debtors from fraudulently limiting unlimited liability through a change of corporate form.