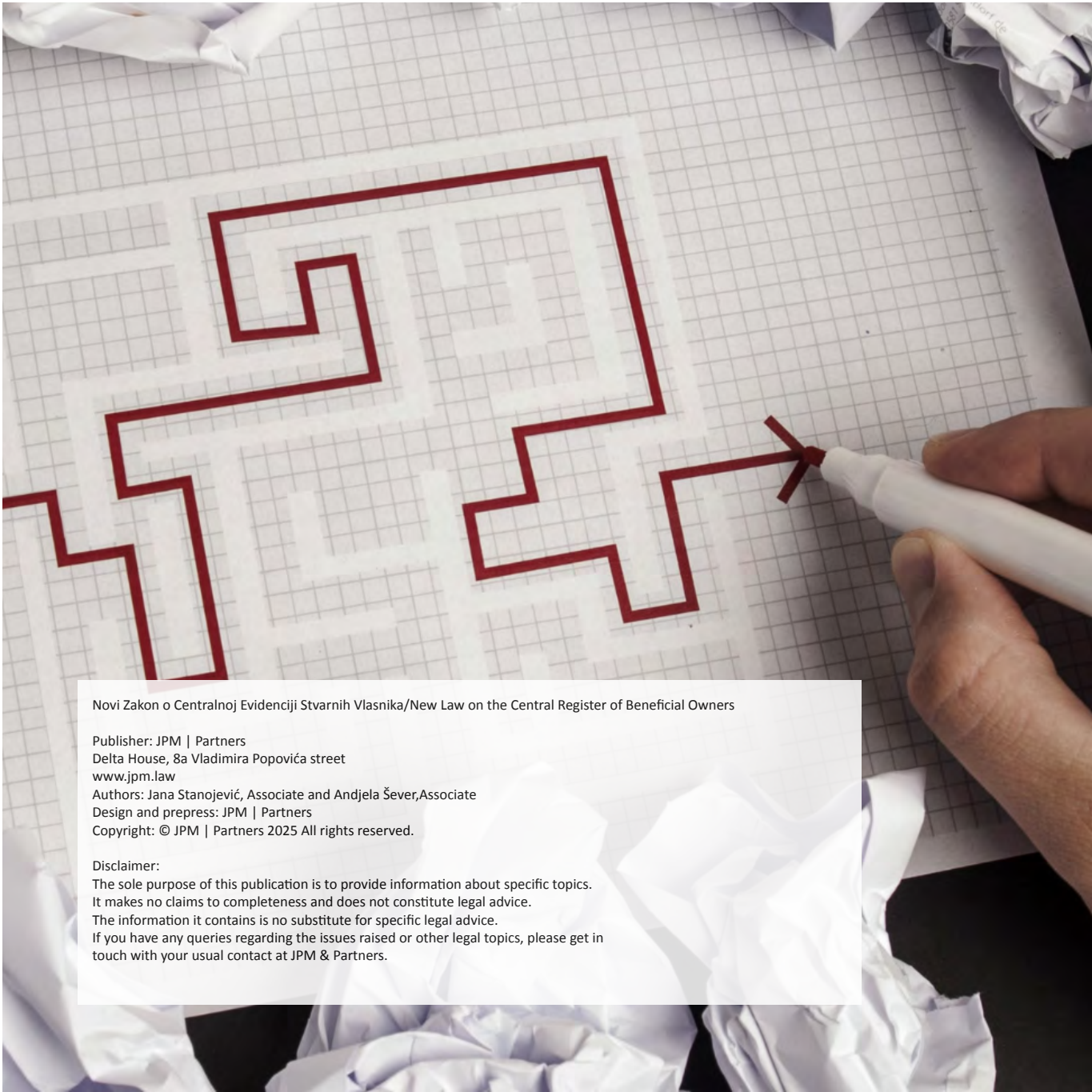




Novi Zakon o Centralnoj Evidenciji Stvarnih Vlasnika
New Law on the Central Register of Beneficial Owners

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Novi Zakon o Centralnoj Evidenciji Stvarnih Vlasnika/New Law on the Central Register of Beneficial Owners

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Usvajanjem Zakona o centralnoj evidenciji stvarnih vlasnika („Sl. glasnik RS“, br. 19/2025), koji je stupio na snagu 14. marta 2025. godine, pravni okvir koji reguliše ovu oblast doživeo je značajne izmene. Primena većine odredaba odložena je do 15. septembra 2026. godine, dok se određene odredbe primenjuju ranije.

Usvajanjem novog zakona omogućava se usaglašavanje sa Zakonom o sprečavanju pranja novca i finansiranja terorizma, ali i znatno unapređenje transparentnosti poslovanja. Regulator i javnost dobijaju uvid u to ko zaista stoji iza pravnih lica, naročito onih sa složenom ili inostranom vlasničkom strukturom.

Centralnu evidenciju i dalje vodi Agencija za privredne registre (APR), u elektronskoj formi. Sama procedura evidentiranja nije menjana – podaci se unose elektronski, uz korišćenje kvalifikovanog elektronskog potpisa ovlašćenog lica.

With the adoption of the Law on the Central Register of Beneficial Owners (“Official Gazette of the RS”, No. 19/2025), which entered into force on 14 March 2025, the legal framework governing this area has undergone significant changes. The application of most provisions is postponed until 15 September 2026, while certain provisions are applicable earlier.

The adoption of the new Law enables harmonization with the Law on the Prevention of Money Laundering and the Financing of Terrorism, as well as a substantial improvement in business transparency. Both the regulator and the public are granted insight into the true owners behind legal entities, especially those with complex or foreign ownership structures.

The Central Register continues to be maintained electronically by the Serbian Business Registers Agency (SBRA). The registration procedure remains unchanged – data is entered electronically using the qualified electronic signature of an authorized person.

Ključne novine koje novi Zakon donosi:

Produženje roka za evidentiranje stvarnog vlasnika sa 15 na 30 dana od dana nastupanja osnova za evidentiranje;

Obavezno učitavanje dokumentacije prilikom unosa podataka – uključujući dokumenta na osnovu kojih je određen stvarni vlasnik, kao i identifikaciona dokumenta stvarnih vlasnika – fizičkih lica (npr. pasoš ili lična karta);

Godišnja provera tačnosti podataka, Zakon uvođi i obavezu periodičnog proveravanja evidentiranih podataka. Naime, registrovani subjekt je dužan da elektronskim putem proveri tačnost podataka o stvarnom vlasniku u roku od godinu dana od poslednje provere i da u daljem roku od 30 dana potvrdi tačnost ili izmeni podatke iz evidencije.

Key novelties introduced by the new Law:

Extension of the deadline for registering a beneficial owner from 15 to 30 days following the occurrence of the grounds for registration;

Mandatory upload of supporting documentation during data entry – including documents based on which the beneficial owner is determined, as well as identification documents of beneficial owners – natural persons (e.g., passport or national ID card);

Annual verification of data accuracy – the Law introduces an obligation to periodically verify the recorded data. Registered entities must verify the accuracy of the data on the beneficial owner electronically within one year from the last verification and must confirm or amend the data in the register within an additional 30 day period;

Zakon sada prepoznaje i nov osnov za evidentiranje – Prethodni Zakon o centralnoj evidenciji stvarnih vlasnika propisivao je dva osnova za upis u registar: osnivanje registrovanog subjekta i promenu vlasničke strukture i članova organa Registrovanog subjekta.

Zakon pored navedenih osnova, uvodi još jedan, a to je upravljanje iz Republike Srbije trustom, kao i pravnim odnosom sličnim trustu, odnosno stupanje poverenika trasta, ili lica koje je uporedivo sa poverenikom u profesionalni, komercijalni odnos ili transakciju.

Recognition of a new base for registration – The previous law prescribed two grounds for registration: establishment of a registered entity, and change in ownership structure or governing bodies.

The new Law adds a third ground: management from the Republic of Serbia of a trust or a legal arrangement similar to a trust, including the entry into a professional or commercial relationship or transaction by a trustee or a person comparable to a trustee.

Kada ne postoji obaveza evidentiranja stvarnog vlasnika?

Evidentiranje stvarnog vlasnika nije obavezno:

- kada je jedini vlasnik država, pokrajina, lokalna samouprava ili javno preduzeće;
- u slučajevima stečaja ili prinudne likvidacije;
- kada je vlasništvo deo stečajne mase ili društvenog kapitala.

When is registration of a beneficial owner not required?

Registration of a beneficial owner is not mandatory in the following cases:

- when the sole owner is the state, an autonomous province, a local self-government unit, or a public enterprise;
- in cases of bankruptcy or compulsory liquidation;
- when ownership is part of a bankruptcy estate or social capital.

Rok za usklađivanje i obaveze postojećih subjekata

Svi privredni subjekti koji su registrovani do 14. marta 2025. godine imaju rok da do 14. novembra 2026. godine usklade svoje podatke sa novim Zakonom.

Odredbe koje se odnose na obavezu čuvanja dokumentacije na osnovu koje je utvrđen stvarni vlasnik – primenjuju se od dana stupanja na snagu Zakona.

S druge strane, primena odredaba koje regulišu povezivanje evidencija sa evropskom platformom, odlaže se do dana pristupanja Srbije EU.

Deadline for alignment and obligations of existing entities

All legal entities registered prior to 14 March 2025, are required to align their data with the new Law no later than 14 November 2026.

Provisions relating to the obligation to retain documentation based on which the beneficial owner was determined apply as of the date of entry into force of the Law.

Conversely, the provisions governing the inter-connection of the register with the European platform will become applicable upon Serbia's accession to the European Union.

Sankcije za nepoštovanje novog Zakona

Novi Zakon propisuje sledeće sankcije za nepoštovanje obaveza:

- Novčane kazne od 500.000 do 2.000.000 RSD za pravna lica, i od 50.000 do 150.000 RSD za odgovorna lica;
- Kazne zatvora od 6 meseci do 5 godina za unošenje lažnih podataka, prikrivanje stvarnog vlasnika, menjanje ili brisanje tačnih podataka;
- Zaštitne mere, poput zabrane obavljanja delatnosti za pravna lica i zabrane vršenja određenih poslova za odgovorna lica, u trajanju od šest meseci do tri godine.

Dodatno, APR će imati ovlašćenje da objavi listu subjekata koji nisu ispunili svoje obaveze, kao i da postupa po sudskim presudama koje nalažu brisanje ili izmenu podataka u registru.

Sanctions for non-compliance with the new Law

The new Law prescribes the following sanctions for failure to comply with obligations:

- Monetary fines ranging from RSD 500,000 to RSD 2,000,000 for legal entities, and from RSD 50,000 to RSD 150,000 for responsible persons;
- Imprisonment from 6 months to 5 years for entering false data, concealing the beneficial owner, or altering or deleting accurate data;
- Protective measures, such as a prohibition on performing business activities for legal entities and a ban on conducting certain tasks for responsible persons, lasting from six months to three years.

Additionally, the SBRA will have the authority to publish a list of entities that have failed to meet their obligations, and to act upon court decisions requiring deletion or amendment of data in the register.

Novi Zakon o centralnoj evidenciji stvarnih vlasnika donosi obaveze za privredne subjekte u Srbiji, ali i pruža jasan pravni okvir za sprečavanje zloupotreba vlasničkih struktura. S obzirom na predviđene rokove i sankcije, preporučuje se blagovremeno usklađivanje internih akata i evidentiranje podataka, kako bi se izbegli potencijalni prekršaji i posledice koje iz njih proističu.

The new Law on the Central Register of Beneficial Owners imposes obligations on business entities in Serbia, but also establishes a clear legal framework to prevent abuse of ownership structures. Considering the prescribed deadlines and sanctions, timely alignment of internal acts and accurate registration of data is strongly recommended in order to avoid potential violations and the resulting consequences.

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