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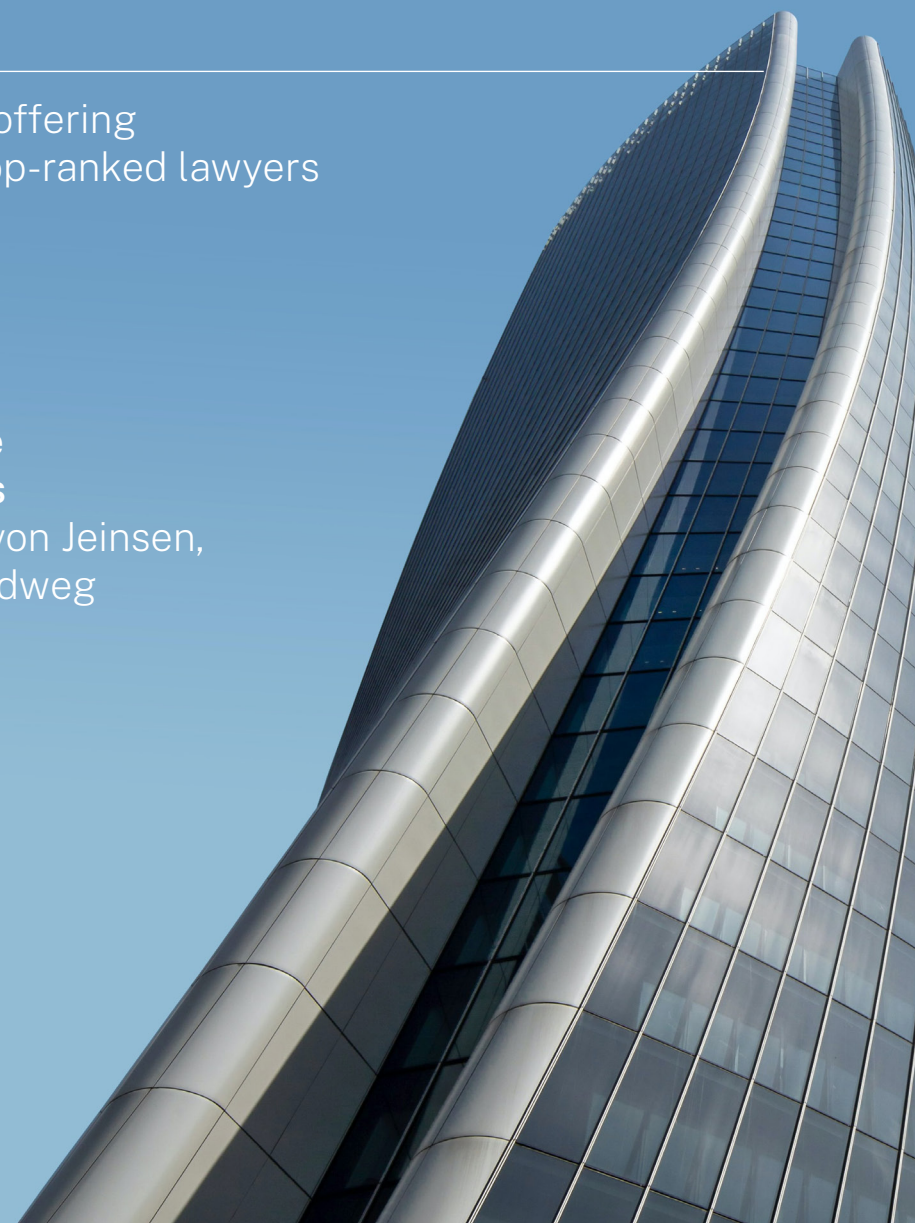
Switzerland: Law & Practice and Trends & Developments

Beda Kaufmann, Alexander von Jeinsen, Daniel Raun and Laurent Riedweg
Advestra



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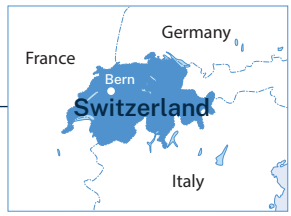

Law and Practice

Contributed by:
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Advestra

Contents

Advestra is a corporate law firm located in Zurich, Switzerland. The firm has a dedicated focus on transactions, regulatory matters and dispute resolution, advising in the areas of corporate/M&A, capital markets, finance, financial services, disputes and tax. Clients range from listed companies, financial institutions, financial sponsors and other investors to entrepreneurs, start-ups and family-owned enterprises.

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1. Legal System and Regulatory Framework

1.1 Legal System

Switzerland is a civil law jurisdiction that is organised on the principle of federalism, giving considerable autonomy to its cantons (states) and municipalities within the framework of federal law.

In the context of investing in Switzerland, cantonal differences exist, particularly with regard to taxation and the organisation of the courts. Most other relevant regulations for investing in Switzerland are applied on a federal level. On all three government levels, law-making in Switzerland is characterised by elements of direct democracy and public votes on policy.

As a non-EU/non-EEA (European Economic Area) country, Switzerland retains a higher level of legislative independence. However, its regulatory framework is influenced by international – and, in particular, European – developments to an increasing degree.

1.2 Regulatory Framework for FDI

Switzerland provides an investor-friendly regulatory framework and there is currently no general foreign direct investment (FDI) control regime under Swiss law.

Investment controls only apply in certain sectors – notably, for investments in the financial sector and residential real estate. In other sectors, specific additional licensing requirements apply for foreign investors, including in aviation, telecommunications, nuclear energy and radio/television. For further details, see **8. Other Review/Approvals**.

However, following a lengthy legislative process, the Swiss Parliament in December 2025 adopted Federal Act on the Control of Foreign Investments, which will introduce a more comprehensive FDI control regime. The act provides for a notification duty for acquisitions by foreign investors under direct or indirect government control in certain critical sectors and industries (eg, energy and water supply, and suppliers in the defence industry). It is expected to enter into force in 2027 at the earliest. For further details, see **7. Foreign Investment/National Security**.

2. Recent Developments and Market Trends

2.1 Current Economic, Political and Business Climate

After a decline in both overall deal count and volume in 2023, we saw a moderate increase in Swiss M&A activity year-on-year in 2024. Inbound acquisitions of Swiss SMEs also bounced back in spite of the strong Swiss franc, which is a testament to the opportunities foreign investors see in Swiss targets and the generally resilient Swiss economy. Deal-making activity has been robust in 2025, as Switzerland continues to offer a favourable investment environment based on a highly competitive and innovative economy, political stability and an investor-friendly legal framework.

In line with an international trend that has resulted in more stringent FDI regulations in other jurisdictions, a general FDI screening regime is now under deliberation in Switzerland's Parliament, in the form of a draft Federal Act on the Control of Foreign Investments. This trend may well be accelerated by recent political developments, bringing national security concerns to the top of law-makers' agendas. However, while much remains open at this point as to exactly when and in what shape the proposed Federal Act on the Control of Foreign Investments will come into force, it seems likely that the new regulations will remain relatively lean compared to other regimes.

Market activity continues to be characterised by ongoing uncertainty on a global level, with macroeconomic factors such as the new US tariff regime posing challenges. However, in general, even in the current environment, Switzerland has largely managed to live up to its reputation as a safe haven of stability. The Swiss National Bank has recently lowered interest rates to 0% for the first time since the end of 2022, citing subsiding inflationary pressure and a weakening global economic outlook.

3. Mergers and Acquisitions

3.1 Transaction Structures

Key considerations for investors in selecting a transaction structure are often tax-driven. In addition, the

nature of the target and specifics of the counterparty also play an important role.

Share Deals

Share deals are the most commonly used transaction structure in Switzerland. The target is usually a Swiss company limited by shares – *Aktiengesellschaft* (AG), *Société Anonyme* (SA), o *r Società Anonima* (SA) – or, less frequently, a Swiss limited liability company – *Gesellschaft mit beschränkter Haftung* (GmbH), *Société à responsabilité limitée* (Sàrl), or *Società a Garanzia Limitata* (SAGL). Although share transfers in private companies limited by shares generally do not constitute publicly available information, ownership in shares of limited liability companies needs to be published in the commercial register. Notably, Swiss-resident individual sellers will usually aim for a share deal in order to achieve tax-free private capital gains with their transaction proceeds.

Asset Deals

Asset deals are also common in Switzerland but tend to be used mainly in carve-out deals or distressed situations, as well as for transactions where specific risks are attached to a potential target entity that a buyer does not want to take on. Asset deals are usually effected by way of so-called singular succession, whereby specific assets, liabilities and agreements are individually transferred. In addition, the Federal Act on Merger, Demerger, Conversion and Transfer of Assets (the "Merger Act") provides for a statutory transfer of assets, which – in practice – is mostly used for intra-group transactions. With regard to employee matters, see **10.3 Employment Protection**.

Statutory Mergers

The Merger Act sets out a statutory procedure by which either one legal entity is absorbed by another or legal entities are combined to form a new legal entity, both by way of a single act of law. In practice, these structuring options are rarely used outside intragroup transactions. However, the option to squeeze out minority shareholders by way of a merger with cash compensation under the Merger Act can be a useful tool in public takeover transactions if the offeror does not exceed the 98% voting rights threshold required for the statutory squeeze-out procedure set out in "Tender Offers", given that a squeeze-out merger only requires 90% of the votes.

Tender Offers

Pursuant to the Federal Act on Financial Market Infrastructures and Market Conduct in Securities and Derivatives Trading ("FinMIA"), investors in public companies generally have a duty to launch a public takeover offer if they cross the threshold of 33⅓% of the voting rights in the target, either alone or acting in concert with other parties. This threshold can be raised up to 49% (opting up) or the duty may be waived completely (opting out), both by way of a shareholder resolution amending the target's articles of association. Voluntary takeover offers are also possible and allow for more conditionality than mandatory offers. If offerors manage to obtain at least 98% of the voting rights, the FinMIA provides for a squeeze-out court procedure in order to reach 100%.

3.2 Regulation of Domestic M&A Transactions

Foreign investors considering FDI in Switzerland should be aware of the Swiss merger control regulations, which are set out mainly in the Federal Act on Cartels and Other Restraints of Competition (the "Cartel Act") and the Ordinance on the Control of Concentrations of Undertakings. Generally, notification of a transaction to the Swiss Competition Commission ("ComCo") is compulsory if certain turnover thresholds are met. These thresholds are relatively high compared to international standards. See **6. Antitrust/Competition** for further details.

In addition, certain sector-specific regulatory requirements also apply to domestic M&A transactions – for example, in the banking and insurance sector.

Furthermore, acquisitions of listed companies are governed by FinMIA and certain ordinances enacted within the FinMIA framework. They are subject to a number of mandatory provisions aiming to ensure a level playing field, transparency and equal treatment of the shareholders to whom a public takeover offer is addressed. Swiss takeover law applies to Swiss target companies whose equity securities are listed on a Swiss stock exchange, as well as foreign target companies whose equity securities have a main listing on a Swiss stock exchange.

4. Corporate Governance and Disclosure/Reporting

4.1 Corporate Governance Framework

Private Companies

As mentioned in **3.1 Transaction Structures**, the two most commonly used legal entity forms for private companies of a certain size are the company limited by shares and the limited liability company. Generally, both legal entity forms are available and suitable for FDI and – apart from the publicity of share transfers in limited liability companies – the selection for a particular vehicle is typically driven by tax considerations.

Public Companies

Public companies are almost exclusively established as companies limited by shares, which typically have only one share class. However, a limited number of Swiss public companies have issued different share classes, allowing a separation of economic ownership and voting rights to a certain degree.

The Swiss corporate governance framework is based on three main pillars.

- First, the Swiss Code of Obligations sets out the legal framework for legal entities, including corporate bodies and their roles, shareholder rights and obligations and a minimum set of financial and other reporting obligations, which include mandatory reporting on non-financial topics (such as environmental, social and labour matters, as well as on human rights) for certain companies.
- Second, the Swiss Code of Best Practice for Corporate Governance, which has been established by economiesuisse (the largest umbrella organisation representing Swiss businesses), sets out non-binding recommendations for good corporate standards for Swiss listed companies on a comply-or-explain basis.
- Third, the Directive on Information Relating to Corporate Governance (DCG) of SIX Swiss Exchange is binding on all companies whose equity securities have their primary listing on SIX Swiss Exchange. The DCG requires issuers to make certain key information relating to corporate governance available to investors in an appropriate form. The DCG also follows a comply-or-explain approach, meaning that issuers have to give specific reasons when certain information is not disclosed.

4.2 Relationship Between Companies and Minority Investors

Generally, for Swiss companies limited by shares and limited liability companies, which are the two most common legal entity forms for companies of a certain size (see **3.1 Transaction Structures**), there are no particular laws/rules governing their relationship with minority investors. However, certain minority interests are protected by the Swiss Code of Obligations and/or the relevant company's articles of association by requiring a qualified majority to pass certain important resolutions (eg, the introduction of shares with preferential voting rights or restrictions or cancellations of the subscription right) or granting certain shareholder rights already at a percentage of voting rights below 50%. Notably, the Swiss corporate law reform that came into force on 1 January 2023 strengthened minority rights by expanding the list of matters requiring a qualified majority and lowering the applicable thresholds to exercise many shareholder rights, such as the right to request that a shareholders' meeting be called or to request the inclusion of an item on the agenda.

Given that statutory minority protection rights are mostly limited to information and participation rights, it is common in cases of minority investments in private companies for the investors to enter into a shareholder agreement setting out additional minority rights (eg, board representation or veto rights) on a contractual basis.

Minority investors are subject to the reporting obligations for beneficial owners, which kick in at 25% of the voting rights for private companies and 3% of the voting rights for public companies. For further details, see **4.3 Disclosure and Reporting Obligations**.

4.3 Disclosure and Reporting Obligations

Given that Switzerland has yet to adopt a general FDI regime, there are no generally applicable disclosure obligations for FDI. For further details, see **7. Foreign Investment/National Security**.

Like domestic investors, foreign investors are nonetheless subject to the reporting obligations for beneficial owners, which kick in at 25% of the voting rights for private companies and 3% of the voting rights for public companies. While reporting of major shareholdings in public companies is published on the website of the relevant stock exchange, the register of beneficial owners of private companies is – thus far and unlike in other jurisdictions – not publicly available. However, on 26 September 2025, the Swiss Parliament passed the Federal Act on the Transparency of Legal Entities and the Identification of Beneficial Owners (LETA) as well as a revision to the Anti-Money Laundering Act (AMLA). Most notably, the LETA will introduce a new centralised federal register of beneficial owners (transparency register) which is intended to provide authorities and certain persons with swift access at any time to reliable information about the beneficial owners of a legal entity. An audit authority will be tasked with verifying the accuracy, completeness, and relevance of the information in the transparency register. The register shall be accessible to certain authorities, and individuals and entities who are subject to the AMLA (most notably banks). As the consultation for the implementing ordinance is ongoing, as of today, many practical implications are still unclear. However, the new legislation is expected to come into force in the second half of 2026 and will have a significant impact on the reporting of beneficial owners for Swiss private companies. Given the relatively severe sanctions for non-compliance with these obligations, foreign investors are well advised to make sure they are informed about these duties and the applicable deadlines both under the current and the future regime and familiarise themselves with the new regime in the course of the first half of 2026.

5. Capital Markets

5.1 Capital Markets Overview

Primary Sources of Funding

The Swiss capital markets are widely considered to be very well developed. The two licensed Swiss stock exchanges, SIX Swiss Exchange and BX Swiss, in particular, create an ecosystem with access to equity, hybrid and debt capital for companies of a certain size. Outside public capital markets, domestic and foreign private equity and venture capital funds, as well as business angels, provide sources of financing primarily against the issuance of equity or hybrid instruments.

Traditional debt financing (ie, loans), which is still the most important financing source for SMEs (other than start-ups), is to a large extent still provided by regulated banks and, in particular, large and medium-sized Swiss banks. This is partly the result of the so-called 10/20 non-bank rules, which limit the number of non-bank creditors of Swiss borrowers to avoid adverse withholding tax consequences. These rules have made financing by debt funds less attractive and therefore less common than in other jurisdictions – although the number of transactions involving this alternative source of funding has been steadily increasing.

Cryptocurrency and Distributed Ledger Technology

In addition to traditional capital markets, Switzerland has been at the forefront of establishing an ecosystem for financing models based on cryptocurrency and distributed ledger technology (DLT). This includes a dedicated law, the Federal Act on the Adaptation of Federal Law to Developments in Distributed Electronic Register Technology (the "DLT Act"), which came into force on 1 August 2021 and which – inter alia – established a framework for DLT securities and DLT trading facilities. In addition, to date, the Swiss Financial Market Supervisory Authority (FINMA) has issued licences to two so-called crypto banks.

5.2 Securities Regulation

The Swiss securities law framework has been fundamentally overhauled by the Swiss Federal Act on Financial Services ("FinSA") and the Swiss Financial Services Ordinance, which – subject to certain transition periods – came into force on 1 January 2020. The stated objective of this reform was to seek a certain degree of harmonisation with the corresponding framework in the EU. The FinSA provides for, inter alia, comprehensive rules on the requirement to publish a securities prospectus (including applicable exemptions and recognition of foreign prospectuses).

Foreign and domestic market participants are also subject to the provisions of FinMIA and its implement-

ing ordinances. These provide, in particular, for the prohibition of insider dealing and market abuse, as well as disclosure obligations for significant shareholders and a framework for mandatory and voluntary tender offers.

5.3 Investment Funds

Generally, foreign investors structured as investment funds are not subject to any regulatory review merely as a result of conducting FDI.

6. Antitrust/Competition

6.1 Applicable Regulator and Process Overview

Merger Control

Swiss merger control is mainly governed by the Cartel Act and the Ordinance on the Control of Concentrations of Undertakings. The enforcement of merger control law is entrusted to ComCo, which consists of 11 to 15 members and is supported by the Secretariat of ComCo, which conducts investigations and prepares decisions.

The Swiss merger control regime does not distinguish between FDI and other types of investment. Any transaction meeting the relevant criteria is subject to the merger control regime. This also applies to foreign-to-foreign transactions.

The following types of transactions constitute concentrations that are subject to merger control:

- the merger of two or more previously independent undertakings; and
- any transaction – in particular, the acquisition of an equity interest or the conclusion of an agreement – by which one or more undertakings acquire direct or indirect control of one or more previously independent undertakings or parts thereof (this may include the acquisition of joint control over an existing joint venture or creation of a new joint venture).

Compulsory Notification

A notification to ComCo is compulsory if the following two turnover thresholds – which are relatively high compared to international standards – are cumulatively met in the financial year preceding the concentration, irrespective of the transaction at hand being an FDI, a domestic or a foreign-to-foreign transaction:

- the undertakings concerned together reported a turnover of at least CHF2 billion or a turnover in Switzerland of at least CHF500 million; and
- at least two of the undertakings concerned each reported a turnover in Switzerland of at least CHF100 million.

The “undertakings concerned” are, in the case of a merger, the merging undertakings and, in the case of an acquisition of control, the controlling and the controlled undertakings. When calculating the turnover of an undertaking concerned, the turnover of the entire group (including subsidiaries, parent companies, sister companies and joint ventures) is taken into account, whereas turnovers from intragroup business activities are excluded. When calculating the turnover of a target, however, the seller’s turnover can be excluded.

In addition, notification of a concentration is compulsory – irrespective of any turnover thresholds – if the undertaking concerned has in the past been found in a final decision to be dominant in a market in Switzerland and if the concentration concerns the same market or an adjacent, upstream or downstream market.

Review of Notifiable Concentrations

The implementation of a notifiable concentration is prohibited prior to clearance, unless ComCo authorises a provisional implementation upon request. The review process is divided into two phases. Phase I starts upon receipt of the completed notification. ComCo is required to notify the parties concerned within one month if it clears the transaction subject to remedies only or if it intends to open phase II proceedings (in-depth investigation). If ComCo issues a comfort letter or if the one-month period expires without any notice from ComCo, the concentration may be implemented. ComCo must complete an opened Phase II investigation within four months, subject to any delays caused by the undertakings concerned. Only after conducting Phase II proceedings can ComCo prohibit a notified concentration.

6.2 Criteria for Antitrust/Competition Review

CSDP Test

The substantive test currently applicable is a "CSDP (creation or strengthening of dominant position) test", which allows ComCo to prohibit a notified concentration or authorise it subject to conditions and obligations if the investigation indicates that the following criteria are met cumulatively:

- the concentration creates or strengthens a dominant position through which effective competition may be eliminated; and
- the concentration does not improve the conditions of competition in another market such that the harmful effects of the dominant position are outweighed.

Only three mergers have been prohibited by ComCo in the past. This is due to the fact that the thresholds for a prohibition are high compared to other jurisdictions.

SIEC Test Under the Draft Law

In 2021, the Federal Council published a draft for an amendment of the Cartel Act. A public consultation procedure regarding the draft was completed in March 2022. In May 2023, the Federal Council submitted a reworked draft. The bill was finalised and approved by both chambers of Parliament in December 2025. The revised act will come into force no earlier than 2027. The main change with regard to the merger control regime concerns the replacement of the currently applicable CSDP test by a "SIEC (significant impediment to effective competition) test". The SIEC test would allow ComCo to prohibit a notified concentration or authorise it subject to conditions and obligations if the investigation indicates that the following criteria are met cumulatively:

- the concentration significantly impedes effective competition, particularly by creating or strengthening a dominant position; and
- the concentration does not result in any efficiency gains for customers, which are substantiated by the notifying companies and verifiable, and which result specifically from the concentration and offset the disadvantages of the significant impediment to competition.

It is expected that the introduction of the SIEC test regime will lead to more Phase II proceedings. Furthermore, it might also lead to more interventions by ComCo, as the threshold will be lower than it is under the current test regime. All notifications submitted after the revised Cartel Act comes into force will be assessed based on the SIEC test.

Exemption

The revised Cartel Act further provides, among other things, for an exemption from the obligation to notify a concentration if:

- all product markets affected by the concentration are to be defined geographically in such a way that they cover Switzerland and at least the EEA; and
- the concentration is assessed by the EC.

However, there are no changes to the notification thresholds in the draft law.

6.3 Remedies and Commitments

A proposed concentration may also be cleared by ComCo subject to certain conditions or obligations only. However, the law does not specify the types of conditions or obligations that may be ordered by ComCo. In practice, remedies will generally be discussed between ComCo and the undertakings concerned. In the past, structural and behavioural remedies have both been imposed.

6.4 Antitrust/Competition Enforcement

In exceptional cases, a concentration that has been prohibited by ComCo may be authorised by the Federal Council at the request of the undertakings involved, if this is necessary for compelling public interest reasons. However, there appears to be no evidence of such request being submitted to date.

Appeal

The decisions of ComCo in merger control cases are subject to appeal to the Federal Administrative Court. The respective judgments of the Federal Administrative Court are subject to appeal to the Federal Supreme Court, which can review such judgments with regard to their conformity with the law but is bound by the facts established before the Federal Administrative Court unless they are manifestly incor-

rect or it is determined they are in violation of the law. The right of appeal is not available to any third parties.

Unauthorised Implementation

Where a notifiable concentration is implemented without prior notification, ComCo will start the merger control proceedings ex officio. Additionally, the undertaking that was obliged to notify may be fined up to CHF1 million and the responsible person(s) may be personally fined up to CHF20,000. The legal effect of any act of implementation that has already been carried out is temporarily suspended and becomes null and void if the merger ends up being prohibited by ComCo. If a prohibited concentration has been implemented – or if a concentration is prohibited after its implementation – and exceptional authorisation for the concentration has not been requested or granted, the undertakings concerned are required to take the necessary steps to restore effective competition.

7. Foreign Investment/National Security

7.1 Applicable Regulator and Process Overview

Switzerland has traditionally been a liberal economy open to foreign investment and there is currently no general FDI control regime under Swiss law. Investment controls only apply in a limited number of sectors, particularly for investments in the financial sector and residential real estate. In other sectors, specific additional licensing requirements apply for foreign investors, including in aviation, telecommunications, nuclear energy and radio/television.

Following a parliamentary motion regarding the introduction of an investment control regime, the Federal Council in 2022 conducted a consultation on the basis of a preliminary draft of the Federal Act on the Control of Foreign Investments (the "Federal Investment Control Act (FICA)"). However, throughout the legislative process the Federal Council was opposed to the idea of introducing more stringent investment controls in Switzerland. The results from the consultation in large parts mirrored the Federal Council's reluctance. In December 2023, the Federal Council published a dispatch and draft bill of the FICA, taking into account the feedback received during the consultation and significantly reducing the scope of the proposed legislation.

Following lengthy parliamentary deliberation, both chambers of the Swiss Parliament, the National Council and the Council of States, approved the final FICA.

Notification Duty

FICA's stated purpose is to prevent takeovers that would endanger public order or security. It provides for a notification duty for acquisitions of enterprises in critical sectors or industries (eg, energy and water supply, and suppliers in the defence industry) by foreign investors under direct or indirect government control. For targets in the most critical sectors (such as armament, electricity and water supply), FICA provides for alternative de minimis thresholds of 50 full-time equivalents (FTE) on average or CHF10 million of revenue. The acquisition of a target that does not reach either threshold during the two preceding business years would not be subject to approval under the FICA. Other sectors are subject to a higher threshold of CHF100 million in annual turnover (eg, certain hospitals, central transportation hubs, suppliers in the medical industry, and systemically important financial market infrastructures and banks).

Review Procedure

Notification under the FICA would need to be made to the State Secretariat for Economic Affairs (SECO) prior to the completion of the takeover and, pending approval, the transaction may not be executed. The FICA provides for a two-stage review procedure, similar to the Swiss merger control regime (see **6. Antitrust/Competition**). Jointly with other interested government units, SECO may approve the transaction directly within one month of the notification or – if an in-depth examination is required – within three months of the initiation of the second phase. If SECO or one of the other government units involved opposes the transaction, or if a transaction subject to review is of considerable political significance, the Federal Council is the deciding body.

7.2 Criteria for National Security Review

The criteria and considerations of SECO do not vary depending on the nature of the investor or transaction. They include whether the investor has engaged in

activities that negatively affected public order or security in Switzerland or elsewhere, whether the investor has conducted industrial espionage or has been the subject of sanctions, and whether the investor would gain access to security-relevant information or sensitive personal data. SECO has to take into consideration whether the services, products or infrastructure of the target could be replaced within a reasonable time. The criteria contained in the FICA are non-exhaustive, meaning that other considerations could be taken into account to the extent that they are relevant to assess whether a transaction could jeopardise public order or security.

7.3 Remedies and Commitments

The FDI review is initiated upon request by the foreign investor, but SECO may commence a review procedure ex officio in cases of suspected non-compliance with the approval requirement. The foreign investor(s) and other persons involved are obliged to provide information and documents as requested by SECO. Non-compliance with the duty to provide such information during the review can lead to a fine of up to CHF100,000. Where the review is obstructed or information required from foreign authorities is outstanding, the deadlines mentioned above may be extended. Instead of prohibiting a transaction, SECO may grant its approval subject to conditions, provided the threat to public order and security can thereby be eliminated.

7.4 National Security Review Enforcement

Under the draft FICA, as long as a transaction has not been approved, it may not be consummated and the effectiveness of the transaction under civil law is suspended. If a transaction subject to the approval requirement is consummated without the required approval, the Federal Council may order the necessary measures (including a divestment) to restore the lawful state. In addition, a fine of up to 10% of the domestic target's average annual turnover during the two last fiscal years may be imposed if:

- a transaction that is subject to approval is consummated prior to the granting of approval;
- a transaction is consummated based on approval obtained on the basis of misrepresentation;
- a measure ordered by the Federal Council to restore the lawful state is not implemented; or
- a condition for the approval of a transaction is not complied with.

8. Other Review/Approvals

8.1 Other Regimes

In the absence of a general FDI screening and approval regime, only sectoral restrictions currently apply – most notably in the real estate and banking sector. The Federal Act on the Acquisition of Real Estate by Persons Abroad (commonly referred to as "Lex Koller") generally prohibits the acquisition of residential real estate by non-Swiss citizens, subject to certain exceptions (such as for EU citizens with residence in Switzerland). This not only includes direct investment in, or acquisition of, real estate but also the acquisition of shares in a real estate company.

In the financial sector, the establishment of foreign control over a bank or securities firm is subject to a special licence requirement by the Swiss financial regulator FINMA. The granting of the additional licence requires, among other things, that the jurisdictions in which the persons holding a qualified participation (ie, at least 10% of the capital or voting rights) grant reciprocal rights. Changes of the foreign holders of qualified participations trigger a new licensing requirement. A bank or securities firm is deemed to be under foreign control if foreigners holding qualified participations directly or indirectly hold more than half of the voting rights or otherwise have a controlling influence.

In other sectors, specific additional licensing requirements apply for foreign investors, including in aviation, telecommunications, nuclear energy and radio/television.

9. Tax

9.1 Taxation of Business Activities

Corporate Income Tax

Corporations with their statutory seat or place of effective management in Switzerland (Swiss tax-resident corporations) are subject to corporate income tax on their worldwide profits – albeit excluding profits allocated to a fixed place of business, permanent estab-

lishments abroad. Foreign tax-resident corporations pay Swiss corporate income tax on profits attributed to business activities conducted through a permanent establishment or fixed place of business in Switzerland. The corporate income tax rate varies, depending on the canton, between approximately 11.85% and 20.55% (effective tax rate).

Swiss partnerships are generally not subject to taxation but are treated as fiscally transparent for Swiss tax purposes. The activities, income and assets are attributed and taxed at the level of the partners. Non-Swiss tax-resident partners of a Swiss partnership with a Swiss business operation generally become subject to Swiss taxation on their interest in the Swiss partnership subject to applicable double taxation treaties (the applicable rate is determined by the partner's tax status – individual or corporate).

Other Relevant Taxes

Further relevant taxes for companies doing business in Switzerland are, in particular:

- VAT: currently levied at a standard rate of 8.1%;
- Stamp Duty: a 1% charge on equity contributions to Swiss corporations;
- Security Transfer Duty: applies to securities transactions involving a Swiss securities dealer, at a rate of 0.15% for Swiss securities and 0.3% for foreign securities;
- Real Estate Transfer Taxes: real estate gain tax and other real estate transfer taxes on transactions involving Swiss real estate; and
- Capital Tax: capital tax is assessed on the net equity of Swiss corporations ranging from 0.001% to 0.5% (depending on the canton); for Swiss partnerships, the net assets are taxed at the level of its partners, with the applicable rate determined by the partner's tax status.

In addition, Switzerland has adopted and enacted its tax legislation to implement the Global Anti-Base Erosion Rules published by the OECD, which provide for a minimum tax rate of 15% for multinational companies with a turnover of more than EUR750 million.

9.2 Withholding Taxes on Dividends, Interest, Etc

Dividends

Dividends and other profit distributions (eg, liquidation proceeds and constructive dividends) made by a Swiss corporation are subject to 35% Swiss withholding tax. Distributions based upon a capital reduction and distributions paid out from reserves of capital contributions are generally not subject to Swiss federal withholding tax, subject to certain conditions.

Interest

There is generally no Swiss withholding tax on interest payments from a Swiss debtor except for interest paid by financial institutions and on bonds and similar debt instruments (including for loans that are recharacterised as bonds for tax purposes under the so-called 10/20 non-bank rules).

Refund and Tax Treaty Relief

Swiss withholding tax is withheld from the payment of the dividend or interest by the Swiss payer and remitted to the Swiss federal tax administration. Swiss-resident investors can request, subject to certain conditions, a full refund of the Swiss withholding tax. Foreign investors may be entitled to a full or partial refund of Swiss withholding tax pursuant to the provisions of an applicable double taxation treaty or under an agreement with the EU regarding international automatic exchange of information. Depending on the conditions of the applicable double taxation treaty or the agreement with the EU, Swiss withholding tax may be fulfilled via notification procedure (rather than payment and refund of the tax). Refunds and notification procedures are subject to anti-abuse rules – notably, for cross-border payments, a substance requirement at the level of the foreign payee is applied for withholding tax relief or refund.

9.3 Tax Mitigation Strategies

In addition to internationally competitive tax rates, Swiss tax law provides various tax planning instruments and strategies to further reduce taxes payable. Usual tax planning measures include the following.

Participation Reduction

Swiss corporations are entitled to a participation relief on dividends from participations that represent at

least 10% of the share capital of another company or the rights to at least 10% of the profits and reserves or those that have a fair market value of at least CHF1 million. The participation relief also applies on capital gains from a disposal of a qualifying participation of at least 10% that was held for at least one year. With the participation relief, the corporate income tax liability is reduced by the ratio between the net participation income (including administrative and financing costs) and the total taxable income (resulting in a virtual tax exemption for such dividends and capital gains). A similar participation deduction regime exists for Swiss partnerships or their taxable partners, respectively (with a 10% participation threshold and reduced taxation of the dividend income).

Tax Loss Carryforwards

Tax losses can be carried forward for seven years and can be used against any taxable income. Unlike other jurisdictions, there is no forfeiture of tax losses in the event of a change of ownership.

Immigration Step-Up

Swiss tax law allows a step-up of hidden reserves (including goodwill) upon immigration of a foreign company to Switzerland, with later tax-effective depreciation over a period of ten years.

Other Special Incentives

Further tax-planning measures such as a cantonal R&D super-deduction and "Patent Box" are available.

Tax Rulings

Tax rulings allow for an efficient way to discuss planned structures and transactions with competent tax authorities in advance and obtain legal certainty on the pertinent tax consequences. Tax rulings are commonly used in Switzerland and can be particularly valuable in the context of reorganisations, restructurings and cross-border structures and investments.

9.4 Tax on Sale or Other Dispositions of FDI

Capital gains of a foreign investor on the disposition of shares of a Swiss corporation or other Swiss assets are generally not subject to Swiss tax, unless the shares or assets are attributable to a permanent establishment or fixed place of business in Switzerland. In addition, certain cantons levy real estate capital gains tax on the disposition of real estate or shares of a real estate company.

As discussed in **9.1 Taxation of Business Activities**, the income of a Swiss partnership is attributed and taxed at the level of the partners. Foreign investors in a Swiss partnership with a Swiss business operation generally become subject to Swiss taxation on their interest in the Swiss partnership and are taxed on the disposition of their Swiss partnership interest (subject to applicable double taxation treaties).

9.5 Anti-Evasion Regimes

There are no statutory anti-avoidance rules in Swiss law. However, the Federal Supreme Court has established a general anti-avoidance rule applicable to all Swiss taxes. In accordance with this case law, tax authorities have the right to tax the taxpayer's structure or transaction based on its economic substance and the right to disregard arrangements or legal structure if the structure or transaction of the taxpayer is unusual or inappropriate and it was chosen with the intention to achieve tax savings and would result in tax savings if permitted.

Furthermore, Switzerland generally adheres to the arm's-length principle and applies the OECD transfer pricing guidelines.

10. Employment and Labour

10.1 Employment and Labour Framework

Employment relationships in Switzerland are governed by:

- the Swiss Code of Obligations;
- the Federal Act on Work in Industry, Trade and Commerce (the "Labour Act") and its regulations;
- collective bargaining agreements (if any); and
- the terms agreed between the parties to an employment agreement.

Additional legislations may provide for specific rights or obligations – for example, the Federal Act on Information and Participation of Employees in Undertakings, the Federal Act on Gender Equality, the Federal Act on Data Protection, and the Merger Act.

In general, collective bargaining, works council or labour union arrangements are less common in Switzerland than in other jurisdictions. Only some industries (eg, construction, hotels/restaurants) are subject to mandatory collective bargaining agreements – some of which apply to the entire territory of Switzerland, whereas others apply in certain cantons only.

10.2 Employee Compensation

Salary, Bonus and Equity Participation

Employees are usually paid a monthly salary in cash. A statutory minimum salary exists in a few cantons but not at federal level, except for in industries where collective bargaining agreements apply.

It is quite common for Swiss companies to pay variable compensations or bonuses, which can be contractually due or fully discretionary. Equity compensation (be it virtual or not) is most common for the management of larger or listed companies or start-ups.

For companies listed at a Swiss stock exchange, the maximum compensation for members of the company's board of directors and management is subject to shareholder approval. Certain kinds of remuneration (severance pay, advance payments, transaction bonuses) are only permissible in limited circumstances or not at all.

Employee compensation is generally not implicated by a transaction, except for customary acceleration provision in equity participation (including phantom stock) plans. In the context of a transaction, key employees are often offered higher compensation, retention bonuses or even equity-related compensation or (re)investment opportunities.

Social Security Contributions

Social security contributions are payable to the state social security institution (covering old age, disability and compensation for military duty and motherhood) by all employees who are employed and working in Switzerland. Employers have to maintain minimum pension benefits in occupational pension benefits schemes in Switzerland. It is possible to maintain additional non-mandatory benefits.

10.3 Employment Protection

A share deal does not affect the employment agreements, as the identity of the employer remains the same and no employee rights are triggered under statutory law by the transaction.

In a transfer of a business or part of a business, as is often the case in asset deals, the employment agreements for all employees engaged in the business are automatically transferred by operation of law. This also applies to transactions governed by the Merger Act (see **3.1 Transaction Structures**). Employees can object to the transfer, which results in termination of the employment relationship after expiry of the statutory notice period. Employees (or the works council, if any) must be informed about the reasons for the transfer and its legal, economic and social implications for the employees.

If measures that might affect employees are considered (eg, dismissals or a change in the terms and conditions of employment agreements), a consultation procedure applies. The law does not provide for specific sanctions for failing to inform or consult in asset deals. However, in transactions that require a filing with the commercial register (eg, a statutory merger or a transfer of assets under the Merger Act), employees may take legal action before the court to block the entry of the transaction in the commercial register.

Where an asset deal does not pertain to a transfer of a business or part of a business, the employment relationships do not transfer by operation of law and the consent of each individual employee to be transferred is required.

11. Intellectual Property and Data Protection

11.1 Intellectual Property Considerations for Approval of FDI

Under the current regime where FDI controls only apply in certain sectors (mainly the financial and residential real estate sectors), IP is generally not an important aspect for approval of FDI. However, under the FDI control regime proposed under the draft FICA

(see **7. Foreign Investment/National Security**), IP and – more generally – non-tangible assets may become a more important factor in the context of FDI screening.

As noted previously, the relevant criteria for FDI review procedures – pursuant to the draft FICA – include whether the investor could gain access to security-relevant information as a result of an acquisition, which may include IP. SECO would also need to assess whether the services or products of the target could be replaced within a reasonable time, which may not be the case if such services or products are protected by IP rights. Given that the criteria contained in the draft bill are non-exhaustive, other considerations regarding IP rights could be taken into account.

11.2 Intellectual Property Protections

Swiss law recognises various types of IP rights such as patent rights, rights in trade marks and designs, as well as copyright. These rights are governed by federal statutes and international agreements (eg, the Paris Convention, the Berne Convention, the Madrid Protocol, the Patent Cooperation Treaty and the Hague Agreement). In general, the standard of protection of IP rights in Switzerland can be considered very high and there are generally no particular issues or limitations regarding protection and enforcement. Works created with the use of AI may enjoy protection to the extent they constitute intellectual creations in the sense of Swiss copyright law – ie, are based to a significant extent on human authorship. Accordingly, works that are entirely or predominantly AI-generated are not copyrightable under Swiss law.

Patents, trade marks and designs must be registered with the Swiss Federal Institute of Intellectual Property (IPI), whereas copyright protection does not require registration. It should be noted that software is generally protected only by copyright and not by software patents as in other jurisdictions.

11.3 Data Protection and Privacy Considerations

Data protection is governed by the Federal Data Protection Act (the "Data Protection Act") and its ordinances. The revised Data Protection Act and related ordinances – which align Swiss data protection legislation with the GDPR to a greater extent – came into force on 1 September 2023 and has an extraterritorial scope. It thus applies to data protection matters having an impact on persons in Switzerland, even if such matters were initiated abroad.

Under the revised legislation, a number of violations of the Data Protection Act or lack of co-operation with the Federal Data Protection and Information Commissioner can result in criminal fines of up to CHF250,000 against responsible individuals, provided they acted intentionally. In addition, under Swiss civil law, the data subject may apply for injunctive relief and may file a claim for damages as well as satisfaction and/or surrender of profits, based on the infringement of the data subject's privacy.

Trends and Developments

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Advestra is a corporate law firm located in Zurich, Switzerland. The firm has a dedicated focus on transactions, regulatory matters and dispute resolution, advising in the areas of corporate/M&A, capital markets, finance, financial services, disputes and tax. Clients range from listed companies, financial institutions, financial sponsors and other investors to entrepreneurs, start-ups and family-owned enterprises.

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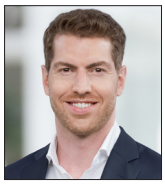

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Introduction

Switzerland generally ranks highly among investors' favourites and punches above its weight in terms of the amount of foreign investment it attracts in relation to the country's size and population. This is attributed to multiple factors: Switzerland is often regarded as one of the most competitive and innovative economies in the world, with a highly skilled workforce and a very high number of so-called hidden champions per capita. It offers both political stability and an investment-friendly regulatory and legal framework, including an attractive tax environment. Not least, Switzerland's quality of life and convenient location in the centre of Europe also play a role in attracting key talents, especially for multinationals relocating their global or regional headquarters.

As a result, Switzerland's economy has long been strongly interconnected with that of the rest of the world and characterised by a high level of internationalisation. Foreign investment into Switzerland is an important part of the equation.

Market Activity and Trends

Switzerland continues to attract significant investment, and 2024 saw an uptick in Swiss M&A activity compared to 2023 according to KPMG's Clarity on Mergers and Acquisitions 2025.

There has recently also been an increase in public-to-private transactions involving listed companies in Switzerland, with tender offers launched by both strategic investors and financial sponsors.

An important transaction for the Swiss market in 2025 was SMG Swiss Marketplace Group's listing on the SIX Swiss Exchange. Overall, however, there has not been the return to increased IPO activity in 2025 that many were hoping for – although the pipeline looks promising for 2026. In private markets, M&A activity remains robust in Switzerland and foreign interest in Swiss targets persists, although a strong Swiss franc and differences in pricing expectations between buyers and sellers continue to pose challenges to inbound deal-making.

In a challenging macroeconomic environment, Switzerland has so far largely managed to live up to its reputation as a safe haven of stability. Notably, the Swiss National Bank has in June 2025 lowered interest rates to 0% for the first time since the end of 2022, with inflation deemed to be under control. Further, while there are now signs that the long-expected uptick in corporate distress and refinancing situations is about to happen, these cases still seem to be significantly less common and less high-profile here than in Switzerland's neighbouring countries.

However, the unexpectedly high tariff rate of 39% imposed on Swiss imports (subject to exceptions) by the United States came as a shock to many in Switzerland. While the general economic outlook appears to have largely recovered from this shock and the tariff rate is subject to ongoing negotiations, not all businesses in the relevant industries will be equally able to absorb its effects.

Regulatory Environment and Legal Developments

Adoption of FDI regime

Switzerland has traditionally been an economy open to foreign investment, and investment controls or specific licensing requirements for foreign investors currently only apply in certain sectors. These sectors include the financial sector and residential real estate as well as aviation, telecommunications, nuclear energy and radio/television.

However, in line with an international trend that has resulted in more stringent FDI regulations in other jurisdictions, a general FDI screening regime will be introduced in Switzerland too. Following a parliamentary motion, the Swiss Federal Council conducted a consultation on the basis of a preliminary draft of the Federal Act on the Control of Foreign Investments, albeit making it clear that it saw no necessity for the piece of legislation. The Swiss Federal Council also concluded from the consultation process that many participants rejected the proposed legislation as being harmful to the Swiss economy and in 2023 revised the draft to limit the new regulations' potential adverse effects. Following several rounds of debate throughout 2024 and 2025, the bill was adopted by both chambers of Parliament in December 2025. It is expected to come into force no earlier than 2027.

The new law's purpose is to prevent takeovers that would endanger public order or security. It provides for a notification duty for acquisitions by foreign investors under direct or indirect government control in certain critical sectors and industries (eg, energy and water supply, and suppliers in the defence industry), subject to certain thresholds regarding turnover (CHF10 or CHF100 million in average during the past two fiscal years, depending on the target sector) and additionally, for targets in certain particularly critical industries, full-time equivalents (50 FTE in average during the past two fiscal years).

Federal transparency register

On 26 September 2025, the Swiss Parliament passed the Federal Act on the Transparency of Legal Entities and the Identification of Beneficial Owners (LETA) as well as a revision to the Anti-Money Laundering Act (AMLA). The LETA will introduce a new centralised federal register of beneficial owners (transparency register). This will have a significant impact on the reporting of beneficial owners for Swiss private companies and marks a shift from the current regime which does not involve any filings with, or reporting to, any regulator or centralised register. The transparency register will provide authorities and certain persons who are subject to AMLA, such as financial intermediaries, with access to information on the beneficial owners of a legal entity. The LETA will be complemented by an implementing ordinance of the Federal Council which is currently under consultation. The new legislation is expected to enter into force in the second half of 2026.

Corporate law reform

A major reform of Swiss corporate law came into force in January 2023. The reform addressed a wide array of matters, but, in a nutshell, it targeted the following three main topics:

- liberalisation of capital provisions;
- strengthening of shareholder rights; and
- new ESG disclosures and obligations.

Among other changes, the new law made it easier for a board of directors to issue shares by introducing the concept of a capital band. This allows the shareholders' meeting to authorise the board of directors to increase or reduce the share capital within a range of between 50% and 150% of the issued share capital for a period of up to five years. Another novelty was the possibility of a non-Swiss franc denominated share capital.

Further changes include the modernisation of the rules around shareholders' meetings, allowing both virtual meetings and written resolutions. Additionally, the delisting of companies will require shareholder approval under the new law, with a qualified majority of two-thirds of the voting rights and an absolute majority of the capital represented at the relevant general meeting of shareholders being applicable. Shareholder rights were further strengthened by lowering the thresholds required for shareholders to request the calling of a shareholders' meeting and the inclusion of agenda items.

In terms of ESG disclosures and obligations, Swiss-listed companies and financial institutions that over the past two financial years employed more than 500 full-time equivalents and had a balance sheet of more than CHF20 million or a turnover of more than CHF40 million have to report on non-financial matters. Swiss companies have also become subject to due diligence requirements regarding their supply chain if they import or treat conflict minerals or offer goods and services that face founded suspicion of child labour, and they must publish a report on the implementation of these requirements.

Switzerland and EU/EEA

Switzerland remains a non-EU/non-EEA (European Economic Area) country and its relationships with the EU/EEA are governed by a complex set of bilateral agreements. Efforts to negotiate a framework agreement, meant to serve as an institutional umbrella for Swiss–EU relations, were terminated in 2021 after years of ongoing talks. This left political sentiment between Switzerland and the EU at a low point and plenty of questions open as to the next steps.

In 2022, exploratory talks between Switzerland and the EU resumed with a view to reaching a common understanding on how to approach possible new negotiations. These negotiations were officially opened in March 2024 and concluded in December

2024, resulting in a new set of bilateral agreements that are currently being deliberated in Switzerland.

There appears to be a general political consensus in Switzerland that bilateral agreements with the EU are the way forward in principle. However, there are differing views as to whether the set of agreements as negotiated in December 2024 should be endorsed. Obligations for Switzerland to dynamically implement certain EU laws are a key concern for those opposed, as are topics around immigration and dispute resolution. It is also still unclear whether the bilateral agreements will be subject to a public vote under a mandatory referendum, which requires higher thresholds for consent than a voluntary referendum. In view of this, the near future of Switzerland's relationship with the EU remains somewhat undecided.

At the same time, it is clear that Switzerland's regulatory environment and its legal developments are heavily influenced by developments in the EU. One recent example is the Swiss Federal Council's decision to fully take on the EU sanctions regime in connection with the war in Ukraine. In other matters, while Switzerland maintains its legislative independence, there has been – and continues to be – an alignment of Swiss laws with their EU counterparts.

In the recent past, this has resulted in a fundamental revision of the capital markets and financial services regulation framework and has continued with regard to Switzerland's revised Federal Data Protection Act, which came into force in September 2023. By the same token, the Parliament in December 2025 approved the revision of the Swiss Cartel Act. Most importantly, the revision introduces the "SIEC (significant impediment of effective competition) test" for merger control assessments, which is already applied in the EU. The revised Cartel Act will come into force in 2027 at the earliest.

Outlook

Switzerland inevitably seems to be moving towards a more regulated future, with new or revised laws in the pipeline that are expected to – directly or indirectly – affect investing in Switzerland. This trend may well be accelerated by recent political developments, bringing national security concerns to the top of law-makers' agendas amid increased geopolitical challenges.

At the same time, there appears to be an awareness within Switzerland as to the country's role in a globalised economy and thus also its reliance on foreign investments, as is evidenced by the fact that the scope of the Federal Act on the Control of Foreign Investments was reduced significantly during the legislative process. Similarly, even though the SIEC test for merger control assessments will allow for more active intervention by the Competition Commission (ComCo), no efforts are currently being undertaken to lower the comparatively high turnover thresholds subjecting transactions to ComCo review. Lastly, Switzerland's revised corporate law is an example of a piece of legislation that – at least in part – aims to give investors more flexibility when dealing with Swiss companies.

Consequently, it is expected that Switzerland will remain an interesting and attractive market for investors, against the backdrop of tightening regulations.

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