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Switzerland
Capital Markets

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This country-specific Q&A provides an overview of capital markets laws and regulations applicable in Switzerland.

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Switzerland: Capital Markets

1. Please briefly describe the regulatory framework of equity capital markets in your jurisdiction, including the major regimes, regulators and authorities.

Of the two Swiss stock exchanges, SIX Swiss Exchange (SIX) and the smaller BX Swiss, SIX is the third largest European stock exchange and lists over 250 listed Swiss and international companies, some of which among the most valuable companies of the world (Nestlé, Novartis), as well as small and medium sized companies (SMEs). SIX offers various segments such as Blue Chip Shares, Mid-/Small Cap Shares, Spark Shares (for SMEs) or Global Depositary Receipts.

The public offering of equity as well as debt instruments is governed by the Swiss Financial Services Act (FinSA), requiring offerors to publish a prospectus and, in the case of debt instruments with a derivative component, structured products or collective investment schemes, a key information document.

Listed companies are subject to the self-regulatory regime of the respective stock exchange, providing for listing requirements as well as certain disclosure obligations (ad hoc disclosure of material price-sensitive information, regular reporting obligations, disclosure of management transactions as well as publication of a corporate governance report).

The main regulatory body is the Swiss Financial Market Supervisory Authority (FINMA). FINMA supervises the stock exchanges and the financial market in Switzerland. In addition, the Swiss stock exchanges have set up private self-regulatory bodies such as, in the case of SIX, the SIX Exchange Regulation Ltd, its listing, monitoring and enforcement body. Each stock exchange has a disclosure office responsible for the disclosure of significant shareholdings. Prospectuses regarding public offerings are subject to approval by a FINMA licensed prospectus office (SIX Exchange Regulation Ltd or BX Swiss Ltd). Furthermore, public takeovers and share buyback programs are subject to review by the Swiss Takeover Board (TOB).

2. Please briefly describe the regulatory framework of debt capital markets in your jurisdiction, including the major regimes, regulators and authorities, to the extent different from the above.

The regulatory framework for debt capital markets in Switzerland essentially mirrors that of equity markets, with the Financial Services Act (FinSA) governing public offerings. Offerors of bonds are generally required to publish a prospectus compliant with FinSA, approved by a licensed Swiss prospectus office, unless an exemption applies. Compared to equity offerings, the disclosure regime for plain vanilla bonds is typically more standardised and less extensive, focusing primarily on the issuer's creditworthiness and the terms of the instrument.

The Swiss bond market is characterised by a strong focus on Swiss franc (CHF) denominated bonds, with approximately 2,200 bonds listed on SIX, around two thirds of which are issued by domestic issuers. With over 600 international bonds admitted to trading on SIX, Switzerland also remains an important hub for international debt issuances.

From a regulatory and market perspective, bond issuances are typically faster and more flexible than equity transactions, particularly for frequent issuers operating under issuance programmes.

Post-listing obligations are governed primarily by the exchange's self regulatory framework. Compared to equity issuers, bond issuers are subject to less onerous ongoing obligations, with no requirements on corporate governance reporting or disclosure of management transactions, and only limited ad hoc disclosure obligations (primarily in relation to material information affecting the issuer's ability to fulfil its obligations under the bonds).

3. Are there self-regulatory organizations with delegated regulatory powers? How significant is their role compared to the government regulator?

In Swiss capital markets law, self-regulation plays a crucial role alongside statutory regulation.

Swiss stock exchanges are legally required to adopt self regulatory standards to ensure the proper and orderly functioning of the market. In this role, SIX Swiss Exchange and BX Swiss have issued rules governing key aspects of market conduct, including ad hoc publicity, corporate governance disclosure and the disclosure of management transactions, areas which in the EU are primarily regulated at the level of statutory law.

They are further responsible for enforcing their listing rules and may impose sanctions such as reprimands or fines. In addition, stock exchanges must monitor trading activity, identify potential market abuse and transmit relevant information to FINMA for further investigation.

Additional important areas of self regulation in Switzerland include industry driven initiatives, such as those of the Asset Management Association Switzerland aimed at preventing greenwashing, as well as the self regulatory framework administered by recognized Self Regulatory Organisations (SROs) in the field of anti money laundering.

4. Please briefly describe the common exemptions for securities offering without prospectus and/or regulatory registration in your market.

Securities offerings are not subject to the obligation to publish an approved prospectus if addressed only to a limited circle of investors. Furthermore, provision of information material on securities upon solicitation of the investor is exempt from the prospectus obligation provided the securities have not been advertised in advance (reverse solicitation exemption).

Should the offering address not only a limited circle of investors and the reverse solicitation exemption not be available, specific statutory exemptions from the prospectus obligations may apply. Main cases where no prospectus is required are:

1. public offerings solely aimed at investors classified as professional clients under FinSA;
2. offerings addressed at fewer than 500 investors;
3. minimum subscriptions of at least CHF 100,000 per investor;
4. securities with a minimum denomination of CHF 100,000;
5. offer not exceeding a total value of CHF 8 million over a period of 12 months.

In addition, offerings of certain types of securities are exempt regardless of the investor group:

6. equity securities issued outside the scope of a capital increase in exchange for previously issued equity securities;
7. equity securities issued or delivered on the conversion or exchange of financial instruments of the same issuer or corporate group;
8. securities offered for exchange in connection with a public takeover, provided that information exists that is equivalent in terms of content to a prospectus;
9. securities offered to employees or members of the management, including under employee participation programs; or
10. medium-term notes with standardised terms and wholesale market placement.

In the case of a listing, additional exemptions must apply for the transaction to be exempt from the prospectus requirement, such as that:

11. the securities are equity securities which over a period of 12 months account for less than 20 per cent of the number of equity securities of the same category already admitted to trading on the same trading venue;
12. the securities to be listed are already admitted to trading on a foreign trading venue deemed equivalent from a regulatory perspective (list of equivalent venues was revised by FINMA in early 2025); or
13. they are securities admitted to a trading segment open exclusively to certain professional investors.

For certain types of securities, the approval of the prospectus by the prospectus office may follow the publication of the offering. Such securities include bonds, convertible or exchangeable bonds, warrant bonds, mandatory or contingent convertible bonds, write-down bonds and structured products with a term of 30 days or more. For such retrospective approval, a FINMA licensed bank or securities dealer must confirm the availability of the most relevant information on the issuer and the securities that were available at the time of the publication of the offering. The deadline for the retrospective approval is generally 60 calendar days following the start of the offering period or the admission to trading (10 calendar days for instruments with a term of 90–180 calendar days, 5 calendar days for instruments with a term of 30–89 calendar days).

5. Please describe the insider trading regulations

and describe what a public company would generally do to prevent any violation of such regulations.

Swiss insider law prohibits (i) the use of inside information, defined as non-public material price-sensitive information with respect to securities which are listed on a Swiss trading venue, for trading in such securities or related derivative instruments, (ii) the transfer of inside information as well as (iii) tipping based on inside information (cf. art. 142 and 154 of the Swiss Financial Market Infrastructure Act, FinMIA).

It may be mentioned that disseminating false or misleading information to the market, executing artificial trades, or engaging in real transactions with the intent to manipulate stock prices equally constitutes a form of market abuse: market manipulation. Such conduct is strictly prohibited and subject to administrative enforcement and criminal prosecution (Articles 143 and 155 FinMIA).

The Swiss Financial Market Infrastructure Ordinance (FMIO) provides for certain exemptions and safe harbours which are: stabilization measures during a certain period after an initial public offering within certain limits; share buybacks within certain ranges and limits; and the transfer of inside information in view of concluding an agreement (e.g. a merger agreement) or to certain service providers or authorities carrying out contractual or statutory duties (e.g. auditors or public authorities) (cf. art. 122 ff. FMIO). In the case of a transmission of inside information in view of concluding an agreement, for the safe harbour to apply the transmission must be documented by keeping an insider list and requires the declaration that inside information may not be used for trading.

Breaches of Swiss market abuse law are subject to administrative enforcement by FINMA and to criminal prosecution by the Federal Prosecutor. Administrative prosecution does not require proof of criminal intent or negligence and is against anyone. FINMA may issue a declaration of breach of financial market laws, publish such declaration ("naming and shaming"), claw back profits and, in the case of FINMA supervised financial institutions, ban responsible persons from management positions in the financial sector or from a profession. FINMA cannot impose fines. Criminal prosecution, in turn, requires establishment of criminal intent or negligence as well as pursuit of profit. In addition, in the case of insider law, criminal sanctions differ in gravity depending on whether the possessor of inside information is either a primary insider subject to a fiduciary duty e.g. as a member of the board of directors, manager or mandatee, or has received the information as a secondary insider from such primary insider or has received the information from another source, e.g. by accident (tertiary insider). Not only individuals can be criminally liable but also companies if for the reason of a lack of organization no person responsible for insider trading can be tracked, with fines up to CHF 5 million (art. 102 sec. 1 of the Swiss Penal Code).

The self-regulatory regimes of the two Swiss stock exchanges require the immediate publication of non-public material price-sensitive information as to prevent insider trading and grant equal treatment of investors (ad hoc publicity). Under the listing rules of SIX, such announcements must be flagged as "ad hoc announcement pursuant to art. 53 LR". Publication should principally occur outside of critical trading hours (i.e. after close of trading, which is 17:40 CET in the case of equity and 17:00 CET in the case of bonds, until 90 minutes before the start of trading, which is until 7:30 CET in the case of equity and 7:00 CET in the case of bonds). Main sanctions imposed by SIX for breaches of the ad hoc publication obligation range from reprimands to fines of up to CHF 10 million (up to CHF 1 million for negligence), the publication of a press release on the breach ("naming & shaming") and delisting.

A delay in publication of inside information by the issuer is permitted if the respective information is based on a plan or decision of the issuer (e.g. strategic M&A negotiations) and if its dissemination might prejudice the legitimate interests of the issuer (e.g. takeover negotiations). In the case of a delay of publication, the issuer must make sure that the confidentiality of the information is constantly guaranteed which requires internal regulation of the treatment of confidential information, sharing of information only on a need-to-know basis and keeping insider lists. In the case of a leak, the company must publish an ad hoc notification immediately, even during trading hours (in the latter case it must be sent to the stock exchange 90 minutes in advance).

To prevent insider trading, it is best practice for listed companies also in Switzerland to impose black-out periods during which members of the board of directors and the management as well as certain key employees are prohibited to trade in securities of the company. Ordinary black-out periods refer to trading bans during periods preceding the publication of financial results, including a short cooling-off period following the publication. Extraordinary black-out periods are imposed when the publication of inside information is delayed, e.g. in the course of an M&A transaction. Further common preventive measures are the keeping of insider lists, the adoption of a general internal insider policy, internal training programs for employees and the implementation of a leakage plan in advance of critical transactions, determining the proceedings and responsibilities regarding inside information and the swift reaction to a leak. By implementing such preventive measures, issuers reduce the risk of insider trading and the risk of being subject to administrative and criminal investigations in connection with alleged breaches of Swiss insider law as well as investigations by the stock exchange for alleged breaches of the ad hoc publication obligation and respective organisational obligations.

6. Please describe the potential prospectus liabilities in your market. What type of sanctions or disciplinary measures can be imposed by regulators for violations of securities regulations?

Pursuant to article 69 FinSA, investors may sue anyone who provides information that is false or misleading or not compliant with the law in a statutory prospectus, a key information document or 'similar communications'. The limitation to 'anyone who provides' continues to be interpreted as referring primarily to the issuer and its directors and officers, though advisers are generally not deemed liable, although there is no case law in this respect. 'Similar communication' is meant to be communication in connection with the offering or listing of securities (e.g. marketing materials or investor presentations), insofar as they are distributed in close temporal and factual connection.

In addition, the intentional omission to publish a prospectus in time or false statements and omission of material facts in the prospectus are sanctioned by criminal law with fines of up to CHF 500,000.

7. What are the key remedies available to shareholders of public companies in your market?

Information contained in the prospectus that is false, misleading, or not compliant with statutory law may lead to civil prospectus liability and fines (cf. answer to question 6 for more information). Since the entry into force of the revised prospectus liability rules under FinSA, the scope of liability has become more clearly delineated and harmonized with EU practice.

Furthermore, shareholders of companies incorporated in Switzerland may, subject to certain conditions, challenge resolutions of the shareholders' meeting and sue directors and officers personally for breaches of fiduciary duties or certain statutory obligations and recover losses of the company as well as (outside of a bankruptcy proceeding) direct individual losses. However, Swiss courts generally apply the business judgment rule, which protects directors and officers from liability if business decisions were taken in a proper decision-making process, on a sound information basis and unaffected by conflicts of interests.

As per the revised Swiss corporate law effective as of 1 January 2023, shareholders have enhanced information and participation rights, including the right to submit agenda items at the shareholders' meeting (with a reduced ownership threshold for listed companies), expanded inspection rights, covering digital company records and internal audit reports (subject to confidentiality) as well as the call for a special investigation in case of suspected irregularities.

Since 2024, increased focus has also been placed by regulators and market participants on ESG-related shareholder rights, particularly around transparency, disclosure, and shareholder activism in listed companies, though no codified remedies have yet been introduced beyond general company law instruments.

8. What are the key remedies available to debt securities holders in your market?

Apart from remedies based on the terms and conditions of the instrument, the right to realise collateral, and the general principles of Swiss contract, corporate and insolvency law, debt securities holders have the following statutory remedies:

In the event of insolvency, debt securities holders may pursue their claims through bankruptcy proceedings by filing their claims in the schedule of claims and participating in dividend distributions.

In the event of a breach of prospectus obligations, debt securities holders may base their claims on prospectus liability (for further details, see the response to question 6).

In the context of bankruptcy, creditors, or the bankruptcy administrator acting on their behalf, may bring claims against directors and officers personally (see also the response to question 7).

The common interests of the holders of bonds governed by Swiss law are safeguarded by the community of bondholders. In the community of bondholders, each bondholder has a vote depending on his or her quota and decisions are typically taken by majority vote within the community. The bondholders are typically represented by a bondholder representative. In addition, usual contractual remedies (e.g. covenants) apply.

9. Please describe the expected outlook in fund raising activities (equity and debt) in your market in 2026.

The Swiss National Bank's decision to maintain the policy rate at 0%, combined with very low inflation, running at around 0.1% in early 2026 and forecast at 0.5% for the year, and modest GDP growth of approximately 1%, creates a predictable and stable monetary environment.

The strength of the Swiss franc, while presenting ongoing challenges for exporters and weighing on corporate earnings when translated into francs, continues in 2026 to reinforce Switzerland's position as a safe-haven jurisdiction and supports investor demand for Swiss-denominated instruments, although the SNB signalled heightened readiness to intervene in currency markets to curb excessive appreciation. This dynamic is further reinforced by ongoing geopolitical tensions and global trade uncertainty, which from a capital markets perspective tend to drive capital inflows into Switzerland rather than outflows.

Against this backdrop, equity fundraising remains more difficult, IPO activity has yet to recover meaningfully, though the pipeline is reportedly improving – while debt markets have proven more resilient. The combination of a zero-rate environment, strong institutional demand, and the continued attractiveness of CHF instruments has positioned debt issuance as the primary funding channel for many issuers.

10. What are the essential requirements for listing a company in the main stock exchange(s) in your market? Please describe the simplified regime (if any) for companies seeking listing or dual-listing in your market. What are the estimated costs and timelines for completing a listing?

The main requirements for the listing of equity securities on the main segment of SIX Swiss Exchange are the following (and on BX Swiss in comparison):

1. a track record of at least three years (exemptions are available) (BX Swiss: one year);
2. equity capital of at least CHF 25 million (BX Swiss: CHF 2 million);
3. a free float of at least 20% (BX Swiss: 15%); and
4. a market capitalisation of at least CHF 25 million of freely tradable shares (BX Swiss: CHF 2 million newly issued shares).

The main listing requirements for the listing of equity securities on the Sparks segment of SIX, which is designed for SMEs, are the following

5. a market capitalization of less than CHF 500 million;
6. a track record of at least two years;
7. a shareholder base of at least 50 investors;
8. an equity capital of at least CHF 12 million, of which at least CHF 8 million must be raised as part of the initial public offering unless equity capital is CHF 25 million or more; and
9. a free float of at least 15% and a market capitalization of freely tradable shares of at least CHF 15 million.

It may be noted that special listing requirements apply to the listing of digital securities on the Six Digital Exchange (SDX), an exchange for digital assets based on distributed ledger technology launched by SIX in November 2021. Since its launch, 24 digital bonds have been launched on SDX by Swiss banks, public entities and the World Bank by early 2025, digital asset issuances facilitated on SDX have facilitated issuances exceeding CHF 1.5 billion, and recent regulatory guidance has further clarified the treatment of tokenized equity and structured products.

In March 2025, BX Digital has been granted the first Distributed Ledger Technology (DLT) license from FINMA. The platform enables trading and settlement of digital assets, including shares and bonds. Certain standards of BX Digital for the admission of digital assets to the trading platform apply.

In the case of dual listing, the issuer may choose the listing on SIX to be its primary or secondary listing. If the foreign issuer chooses SIX to be its secondary listing, the listing rules of the foreign stock exchange where the issuer has its primary listing apply, provided the foreign stock exchange is recognized by SIX as having equivalent standards. The listing of securities already admitted to trading on a foreign trading venue deemed equivalent from a regulatory perspective does not require the publication of an approved (listing) prospectus (and no prospectus at all if no offering occurs or an exemption from the publication of an approved prospectus applies, cf. answer to question 4). The competent prospectus offices (SIX and BX) recognise foreign prospectuses complying with recognized equivalent standards. Post-listing, foreign issuers with a secondary listing on SIX must comply with Swiss requirements regarding auditors, distribute ad hoc announcements made abroad also in Switzerland and meet the regular reporting obligations of SIX.

The typical cost range for an IPO is approximately 3% to 7% of the proceeds, and the process generally takes between 6 and 9 months. For listed bonds, issuance costs are typically up to around 1% of the proceeds or also less, often at the lower end for frequent issuers, with a timeline of approximately 4 to 8 weeks, or shorter for repeat issuers.

11. Are weighted voting rights in listed companies allowed in your market? What special rights are allowed to be reserved (if any) to certain shareholders after a company goes public?

Swiss corporate law does not allow for the issue of shares with weighted voting rights. However, it is possible to issue shares with a lower nominal value and the articles of association may provide that the voting right shall be determined by number of shares held ("one share, one vote"), regardless of their nominal value, resulting in the voting rights of the shares with the lower nominal value being increased relative to the investment. In such case, the nominal value of the shares with the highest nominal value may not exceed ten times the nominal value of the shares with the lowest nominal value. Further, the articles of association may also provide for different share classes with preferred economic rights (such as a preferred dividend right or liquidation right). Lastly, it is also possible to issue so-called participation certificates (Partizipationsscheine) and profit-sharing certificates (Genusscheine). These two types of certificates offer certain economic rights but no voting rights and are thus sometimes also referred to as non-voting shares.

12. Please describe the key minority shareholder protection mechanisms in your market.

Swiss corporate law offers relatively few rights specifically tailored to minority shareholders. Shareholders or group of shareholders holding 5% or more of stated capital or voting rights of a listed company may demand to convene a shareholders' meeting or to conduct a special investigation. In addition, shareholders or group of shareholders holding 0.5% or more of stated capital or voting rights of a listed company may request to add an own agenda item to the shareholders' meeting and request motions for the shareholders' meeting. For further remedies generally available to shareholders see answer to question 7.

13. Is there a takeover code available in your jurisdiction? If so, does it provide for the ability to squeeze out minority shareholders?

Public takeover offers are governed by a statutory and regulatory framework, primarily set out in the Financial Market Infrastructure Act (FinMIA) and its implementing ordinances, including the Takeover Ordinance issued by the Swiss Takeover Board. Together, these rules form a coherent takeover regime comparable to a takeover code. Public offers are supervised by the Swiss Takeover Board, with FINMA acting as a supervisory authority.

The applicable laws and regulations provide for the possibility to squeeze out minority shareholders following a successful public takeover. In particular, if a bidder holds more than 98% of the voting rights of the target company after completion of the offer, it may initiate statutory squeeze-out proceedings before a court to cancel the remaining shares against payment of the offer consideration.

In addition, Swiss merger law provides for a squeeze-out merger under the Swiss Merger Act. Where a bidder has acquired at least 90% of the voting rights, it may implement a merger in which the remaining minority shareholders are cashed out. This route involves additional procedural steps and is subject to judicial review of the adequacy of the consideration. Nevertheless, it is frequently used in practice where the 98% threshold is not reached.

14. What are the common types of transactions involving public companies in your jurisdiction that require regulatory scrutiny and/or disclosure?

Any going public of a company by listing securities on a trading venue requires the publication of a prospectus and the approval of the prospectus by a competent prospectus office (the stock exchange) as well as the approval of a listing request by the stock exchange. For exemptions from the obligation to publish a listing prospectus see answer to question 4. Capital increases by listed companies involving the issuance of new shares also require a listing application to the stock exchange for the admission of such new shares to trading.

Any purchase or sale of shares of a company listed on a Swiss stock exchange as well as derivative instruments related to such shares must be disclosed to the disclosure office of the respective stock exchange as well as to the company if certain thresholds are met or crossed (3, 5, 10, 15, 20, 25, 33 , 50, 66 % of the voting rights). In addition, groups of shareholders acting in concert and jointly touching such thresholds are subject to the disclosure obligation.

The purchase of more than 33 % of the voting rights, by an individual investor or a group acting in concert, of a company listed on a Swiss stock exchange triggers the obligation to publish a tender offer for all shares of the company. Swiss takeover law requires a minimum price for mandatory bids, defined as the higher of the volume-weighted average price (VWAP) of the last 60 trading days or the highest price that the offeror has paid for equity securities of the company in the preceding twelve months.

Public offers for all or part of the shares of a company listed on a Swiss stock exchange are subject to Swiss takeover law and to the review of the TOB, essentially requiring a prospectus of the bidder and a statement of the board of directors of the target. For special cases, exemptions from all or certain requirements are available.

Share buyback programs are equally subject to Swiss takeover law. Within certain limits, such programs benefit from an exemption from the respective provisions, including the prospectus requirement. To benefit from an exemption, the buyback program must be announced to the TOB in advance of the publication of the program. The TOB may request further documents and impose certain requirements.

Furthermore, mergers of public companies as well as the delisting following a merger or takeover require a request to the listing office of the applicable Swiss stock exchange and are subject to the respective procedural rules.

15. Please describe the scope of related parties and introduce any special regulatory approval and disclosure mechanism in place for related parties' transactions.

Apart from the general duty of loyalty, the limits to the business judgment rule in the case of conflicts of interests and a general obligation of directors and officers to inform the board of directors immediately and comprehensively on any conflicts of interest (art. 717a sec. 1 of the Swiss Code of Obligations, CO), Swiss corporate law requires a contract to be in written form if, when concluding the contract, a company incorporated in Switzerland is represented by the person with whom it is concluding the contract, provided it exceeds a value of CHF 1,000 (art. 718b CO).

Under the directive of SIX on the disclosure of management transactions, transactions in shares of a company listed on SIX or related financial instruments by a related party of a member of the board of directors or the management board must be disclosed to the company and published by the company on the reporting platform of SIX. A related person may be a relative or a corporation controlled by the board member or manager.

The SIX listing rules require accounting based on a recognized reporting standard such as IFRS, US GAAP or Swiss GAAP FER, including the respective standards on related party transactions. SIX investigates and sanctions breaches of the adopted reporting standard.

Furthermore, at arm's length standards apply to upstream and cross-stream loans or guarantees of companies incorporated in Switzerland.

16. What are the key continuing obligations of a substantial shareholder and controlling shareholder of a listed company?

Swiss corporate law does not impose any obligations on substantial or controlling shareholders of a stock corporation incorporated in Switzerland. Fiduciary duties limit the board member representing the substantial or controlling shareholder in the board of directors of the company in sharing information with the shareholder and pursuing its interests.

The key continuing obligation of a substantial shareholder of a company listed on a Swiss stock exchange is to disclose the reaching, exceeding or falling below of certain disclosure thresholds (for details see answer to question 14). Further disclosure obligations apply in the context of takeovers subject to Swiss takeover law.

17. What corporate actions or transactions

require shareholders' approval?

Swiss statutory law requires shareholder approval for the following corporate actions:

1. Approval of the annual financial statements and annual report as well as the annual sustainability report (if required);
2. Allocation of the balance sheet result and determination of dividend (including interim dividends and repayment of statutory capital reserves);
3. Election of the chairperson and members of the board of directors, the members of the audit committee, the auditor and the independent voting rights representative;
4. Approval of the compensation of the members of the board of directors and executive management;
5. Discharge from liability of the members of the board of directors and executive management;
6. Amendments to the articles of association;
7. Delisting of the company's equity securities;
8. Other matters reserved by law to the shareholders' meeting.

The articles of association may introduce additional approval requirements.

18. Are public companies required to engage any independent directors? What are the specific requirements for a director to be considered "independent"?

There is no Swiss legal independency requirement for directors.

However, the non-binding Swiss Code of Best Practice in Corporate Governance (SCBP) issued by the Swiss corporate union economiesuisse, which is regarded as best practice for listed companies in the Swiss market, requires that the majority of the members of the board of directors be independent members.

The SCBP defines independent directors as non-executive members of the board who

1. have never been a member of the executive board or were a member more than three years ago
2. have never served as lead auditor of the external auditor or served as lead auditor more than two years ago and
3. have no or comparatively minor business relations with the company.

19. What financial statements are required for a public equity offering? When do financial statements go stale? Under what accounting standards do the financial statements have to be prepared?

For an equity offering for which a prospectus must be published, the following financial statements are required:

- the last two audited published financial reports containing the annual financial statements for the last three full financial years (or, if a track record exemption is granted: for the shorter period), drawn up in accordance with a recognised financial reporting standard and audited by the auditors
- for companies incorporated in Switzerland: in addition, audited statutory financial statements for the last financial year if relevant for the distribution of profits (which is usually the case);
- for newly founded companies: audited opening balance sheet or audited balance sheet after any contribution in kind has been made.

In the case of significant structural changes (e.g. economic continuation of an existing company, business operations in a new legal structure; carve-out of operating companies), SIX requires that additional financial statements as well as pro forma financial information be presented in the prospectus.

The balance sheet date of the last audited annual financial statements may be no more than 18 months in the past on the date the prospectus is published. In addition, in practice auditors usually adhere to the 135-day rule.

A company publicly offering debt or equity securities is by Swiss statutory law required to publish financial statements in accordance with a generally accepted accounting standard. In the case of a listing on SIX, SIX requires financial reporting according to a standard recognized by SIX, which basically is IFRS, US GAAP or, for issuers under some regulatory standards, Swiss GAAP FER. Foreign issuers can apply the standard of their home country, if approved by the Regulatory Board of SIX.

20. Please describe the key environmental,

social, and governance (ESG) and sustainability requirements in your market. Additionally, what are the most significant recent changes or potential upcoming changes in this area?

Since 1 January 2023, listed companies incorporated in Switzerland are required to publish an annual sustainability report on environmental matters, if they exceed certain thresholds (balance sheet total of CHF 20 million or revenues of CHF 40 million as well as more than 499 full-time employees). The report must cover environmental issues material to the company in general and, in any case, matters of climate, social issues, labour, human rights and the fight against corruption.

The report must be approved and signed by the board of directors and approved by the general meeting of the shareholders (art. 964a et seqq. CO). The company may issue a report pursuant to international standards but must make sure that it complies with the Swiss statutory information requirements. The Climate Reporting Ordinance of the Swiss Federal Council specifies the obligations regarding the disclosure on climate matters in the sustainability report, mainly referring to the recommendations of the Task Force on Climate Related Financial Disclosures (TCFD) on a comply or explain basis. While the current Swiss regime is modelled after the EU's former Non-Financial Reporting Directive (NFRD), the Swiss government is actively evaluating a potential alignment with the more extensive Corporate Sustainability Reporting Directive (CSRD), which has already entered into force in the EU. In early 2025, the Swiss government decided to monitor the current move in the EU towards a simplification of sustainability related regulation and to decide on the further steps in Q1 of 2026.

Furthermore, any company incorporated in Switzerland must implement a management system providing for due diligence related to risks regarding child labour and as conflict minerals and metals as well as publish a respective annual report (art. 964j et seqq. CO, as specified in the Ordinance on Due Diligence and Transparency in relation to Minerals and Metals from Conflict-Affected Areas and Child Labour). The law provides for exemptions for small or medium enterprises, small quantities of metals and minerals as well as for companies with a minimal risk of child labour in their value chain.

In addition, companies involved in the extraction of minerals, oil or natural gas or in the harvesting of timber in primary forests must publish an annual report on payments made to governmental bodies (art. 964d CO).

Further requirements apply to financial institutions under the supervision of FINMA which requires special reporting of climate risks and of related risk management. Furthermore, FINMA has issued guidelines against greenwashing for collective investment schemes. In addition, FINMA has released a Circular on the transparency and management of nature-related financial risks of banks and insurance companies which will enter into force on 1 January 2026.

Moreover, the Federal Council has published a position paper against greenwashing in the financial sector, providing certain guidelines (e.g. declaring that labelling the avoidance of ESG risks as sustainable is deemed greenwashing) and has instructed the Swiss State Secretariat for International Finance (SIF) to propose a respective regulation. After main industry associations released revised self-regulation implementing the principles of the position paper of the Federal Council, the Federal Council abstained from releasing an ordinance.

In April 2026, the Federal Council proposed an indirect counterproposal to a popular corporate responsibility initiative. Among other elements, it suggests raising the thresholds for sustainability reporting to companies with more than 1,000 FTEs and annual revenues exceeding CHF 450 million (currently: 500 FTEs and either a balance sheet total of CHF 20 million or sales revenues of CHF 40 million). In addition, the proposal introduces risk-based due diligence obligations with respect to human rights and environmental standards, requires external assurance of sustainability reports, and provides for supervision by a competent authority with enforcement and sanctioning powers. Both the counterproposal and the initiative remain subject to the ongoing political process.

21. Are trust structures adopted for issuing debt securities in your jurisdiction? What are the typical trustee's duties and obligations under the trust structure after the offering?

As there is no substantive trust law in Switzerland, no trust can be established under Swiss law. A usual substitute is setting up a special purpose vehicle (SPV). If a trust is required in the structure, it can be established under foreign law, even if the terms and conditions of the notes are governed by Swiss law.

22. What are the typical credit enhancement measures (guarantee, letter of credit or keep-well

deed) for issuing debt securities? Please describe the factors when considering which credit enhancement structure to adopt.

In the Swiss market, typical credit enhancement measures are guarantees and the assignment of assets. In addition, covered bonds as well as asset-backed securities are used, particularly in securitization and real estate financing transactions. Costs and the rating required for the bond influence the choice.

23. What are the typical restrictive covenants in the debt securities' terms and conditions, if any, and the purposes of such restrictive covenants? What are the future development trends of such restrictive covenants in your jurisdiction?

Restrictive covenants are tailored to the specific financing transaction, although a trend towards standardization is persisting. They usually comprise a basic set that may include limiting additional financial liabilities, negative pledge, potential restrictions on asset disposals, potential limitations on mergers and acquisitions as well as changes to the organizational structure, and possibly a constraint on business transformations. ESG-linked instruments increasingly include sustainability performance targets with potential pricing adjustments or trigger-based reporting covenants. The market also reflects a stronger focus on transparency and alignment with international sustainability frameworks, influencing covenant design.

24. In general, who is responsible for any profit/income/withholding taxes related to the payment of debt securities' interests in your jurisdiction?

In Switzerland, the issuer of the debt securities is generally responsible for withholding tax on interest payments to debt security holders. Interest payments on bonds and similar debt securities by a Swiss issuer are generally subject to a 35% withholding tax. Such withholding tax may be recovered in full by Swiss lenders and partially or in full by lenders that (i) are tax resident in a jurisdiction that has as a double tax treaty in place with Switzerland and (ii) are qualified to benefit from treaty protection. The bondholders are responsible for the payment of any profit/income taxes. For Swiss-resident bondholders interest payments are generally subject to income tax. The abolition of the withholding tax on newly issued Swiss domestic bonds was rejected in a federal popular vote in 2022.

25. What are the main listing requirements for listing debt securities in your jurisdiction? What are the continuing obligations of the issuer after the listing?

Under the listing rules of SIX, the following requirements apply:

Requirements concerning the issuer (which, alternatively, can be fulfilled by the guarantor):

1. company in existence as a company for at least three years;
2. the last two years' audited annual financial statements presented in accordance with the financial reporting standards applicable to the issuer;
3. recognized accounting standard (IFRS, US GAAP or under certain conditions, local GAAPs);
4. equity capital of at least CHF 25 million on the first day of trading (on a consolidated basis);

Requirements concerning the debt security:

5. bonds governed by the laws of a OECD member state; other jurisdictions may be recognized upon request;
6. aggregate nominal value of a bond issue at CHF 20 million as a minimum;
7. appointment of a paying agent providing services related to interest and capital, as well as all other corporate actions in Switzerland.

The listing of convertible securities on SIX requires that the equity into which the securities are convertible is already listed or are being listed at the same time.

Issuers of asset-backed securities do not need to fulfil the three-year track record and the minimum equity capital of CHF 25 million.

Continuing obligations are the obligation to publish annual financial reports as well as material non-public price-sensitive information.

26. What are the requirements and restrictions for a foreign issuer to conduct a public offering or list securities in your jurisdiction? Are there any significant differences compared to domestic issuers in terms of disclosure obligations, continuing obligations, or regulatory compliance

burdens?

Foreign issuers may essentially publicly offer and list securities like domestic issuers. There is no need to incorporate locally, and the Swiss framework is generally regarded as open and internationally accessible. However, foreign issuers must comply with the relevant Swiss law and regulations, in particular the Financial Services Act (FinSA) for public offerings and the listing rules of the applicable exchange, SIX Swiss Exchange or BX Swiss.

Prospectuses approved under certain foreign regimes may be recognised by the Swiss review body, subject to equivalence. In practice, the scope of recognition is fairly broad: eligible jurisdictions for passporting include EU member states, the UK, the US, and Australia. The Swiss disclosure requirements are broadly aligned with international standards.

For a listing, foreign issuers must meet the relevant listing requirements of the exchange, which are essentially the same as those applicable to domestic issuers. The issuer must appoint a recognised representative to submit its listing application, which for primary equity listings must be a regulated bank or securities firm, whether Swiss or foreign, and ensure that settlement can occur through an accepted clearing system. For equity listings, this requires shares to be deposited with SIX SIS or another recognised custodian in collective custody or in the form of a global certificate. For bond listings, a paying agent must also be appointed.

In terms of continuing obligations, foreign issuers are generally subject to the same disclosure and reporting requirements as Swiss issuers. These include ad hoc publicity (disclosure of price-sensitive information), financial reporting, disclosure of management transactions, and corporate governance reporting under the exchange's self-regulatory framework. Foreign issuers may need to coordinate their foreign disclosure obligations with Swiss requirements. In the case of a secondary listing on a Swiss exchange, relief from certain Swiss regulatory obligations is available.

27. To what extent do public markets remain a viable exit strategy for private equity investors in your jurisdiction?

In Switzerland, public capital markets remain a relevant exit strategy for private equity investors. In practice, however, IPO exits are less frequent than trade sales or secondary buyouts.

On the one hand, IPOs are highly dependent on market conditions, sector dynamics and the maturity of the company. On the other hand, they involve higher execution risk, longer preparation timelines, as well as significant costs and disclosure requirements. Periods of market volatility, as seen in recent years, have further constrained IPO activity and reduced transaction certainty for sponsors.

Against this background, private equity investors often pursue IPOs as part of a staged exit strategy. Typically, they place only part of their shareholding at listing and divest the remainder over time through secondary placements or block trades, subject to applicable lock-up arrangements.

28. What is the current regulatory trend in your jurisdiction – are regulators and stock exchanges taking steps to expand oversight, simplify requirements, or both? Please elaborate on recent initiatives.

In Swiss capital markets law, a broader shift towards increased statutory regulation, at the expense of traditional self-regulation, is currently under political debate. In 2024, the Federal Council proposed a comprehensive revision of the Financial Market Infrastructure Act. Beyond technical amendments, a key element of the proposal is the transfer of important areas of capital markets regulation, most notably ad hoc publicity and the disclosure of management transactions, from stock exchange self-regulation to statutory law. Correspondingly, enforcement powers would also move from the stock exchanges to FINMA. The reform is partly motivated by a desire to align Swiss law more closely with EU regulatory standards. However, the proposal has met with notable resistance from market participants, who generally expect more disadvantages than benefits from a departure from the established Swiss self-regulatory model. The outcome of the discussions is open.

In the area of sustainability-related regulation, Switzerland has so far pursued a comparatively liberal and cautious approach, particularly when compared to the EU. The Federal Council has largely adopted a "wait-and-see" stance, closely monitoring EU developments while refraining from proactive legislative action. Notably, Switzerland has neither introduced a taxonomy regime nor aligned its framework, which was essentially based on the former EU Non-Financial Reporting Directive, with the more recent Corporate Sustainability Reporting Directive (CSRD). Efforts to address greenwashing in the financial sector have, for the time being, relied primarily on self-regulation by industry associations.

That said, recent developments indicate that a potential tightening of the regulatory framework cannot be excluded in the future. In April 2026, the Federal Council published a counterproposal to a popular corporate responsibility initiative. While the proposal would reduce the number of companies subject to sustainability reporting requirements, it envisages a substantive expansion of obligations in the areas of human rights and environmental protection. Furthermore, it proposes establishing civil liability for damages caused abroad as a result of breaches of such obligations, based on the existing liability regime. It also provides for the creation of a supervisory authority with enforcement and sanctioning powers. It may be mentioned that similar popular initiative was rejected in a public vote in 2020.

29. Is there active consideration or development of a regulatory framework for crypto assets in your jurisdiction's capital markets?

Switzerland has a well developed regulatory framework for crypto assets in capital markets, which continues to be refined. Rather than introducing a standalone legal act, the DLT Act (in force since 2021) amended various provisions across Swiss law to provide legal certainty.

In particular, it recognises ledger based securities, enables their issuance and transfer on a blockchain, clarifies their status in insolvency proceedings, and introduces a licensing regime for DLT trading facilities. In 2025, BX Digital was granted Switzerland's first DLT trading facility licence and is expanding its operations through 2026 to operate as a multilateral trading platform for tokenised assets.

Already in 2018, FINMA adopted a progressive approach by providing guidance based on a clear classification of tokens. However, FINMA's 2024 guidance on stablecoins has been widely criticised by the industry on the basis that it makes the issuance of a Swiss stablecoin practically unfeasible. Against this background, a legislative proposal published by the Federal Council in October 2025 aims to establish a more enabling framework.

This proposed amendments to the Financial Institutions Act (FinIA) focus in particular on clarifying and strengthening the regulatory treatment of crypto custody and related activities, including more explicit rules on the segregation and protection of client crypto assets in insolvency. The proposal envisages the introduction of two new licence categories: a payment instruments institution licence, primarily aimed at stablecoin issuers, and a crypto institution licence for service providers such as asset managers and custodians. At the same time, the existing FinTech licence (so called "banking licence light"), which has seen only limited uptake in practice, is expected to be discontinued. The proposal remains subject to political debate but has the potential to further enhance the attractiveness and competitiveness of the Swiss market.

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