

Your own Swiss Company

1. Establishment / Foundation / Registration

The first step to your own Swiss Company is the establishment/foundation of a Limited Liability Company in Switzerland (to be notarized). There are two different types of incorporated limited liability companies:

Type of Company	AG (" <i>Aktiengesellschaft</i> "), anonymous shareholder	GmbH (" <i>Gesellschaft mit beschränkter Haftung</i> ")
Minimum Share Capital	CHF 100'000	CHF 20'000
Governing Bodies	Board of Directors, General Assembly, Auditors (if required)	General Assembly, Management, Auditors (if required)
Legal Requirements	min. 1 Swiss Resident as Board Member	min. 1 Swiss Resident as Board Member
Liability	limited by Company Assets	limited by Company Assets
Minimum Founder	1 Individual and/or Company	1 Individual and/or Company
Audit	Requirement for an ordinary audit: 2 out of the following 3 criteria during 2 subsequent years: - over CHF 40 m. turnover; - over CHF 20 m. balance sum; - annual average of over 250 full time employees; - demand of a shareholder which represents 10% of the share capital. Requirement for a reduced audit: If more than 10 Full Time Equivalents.	Requirement for an ordinary audit: 2 out of the following 3 criteria during 2 subsequent years: - over CHF 40 m. turnover; - over CHF 20 m. balance sum; - annual average of over 250 full time employees. Requirement for a reduced audit: If more than 10 Full Time Equivalents.
Articles of Association	yes	yes
Costs for Foundation/Establishment	from CHF 2'000 up (depending on Share Capital, Advice, etc.)	from CHF 2'000 up (depending on Share Capital, Advice, etc.)

As mentioned above, according to Swiss law one of the Board Members/Managers has to be a Swiss Resident and must be entitled to sign/act with single signature. For this case we will set up a Mandate/Fiduciary Agreement: As your trustee we would act as a Board Member of your Swiss Company. Additionally you as trustor could become a Manager or Board Member with joint power to sign.

Costs for the set up of the Mandate/Fiduciary Agreement are at least CHF 4'000.

2. Acting as Member of the Board (Board of Directors and Foundation Boards and other Governing Bodies) on a Trust Basis

Should we - as Swiss Resident - act as a Board Member or Manager, we are pleased to assist you. The annual basic fee for acting as a Board Member is CHF 8'000 (CHF 4'000 for company only holding IP) and will cover the following services (excl. effective directors & officers insurance costs depending on the risk of the Swiss Company):

- participation at the ordinary general assembly and/or annual assembly of the Board of Directors and related administrative activities.

3. Corporate Secretarial Services (Corporate Housekeeping), further Services

Other services not included in the above mentioned basic fee will be charged on an hourly basis between CHF 125 (Office Assistants), CHF 200 (Paralegals) and up to CHF 550 (Partners), depending on the requested activities. Other services could be but are not limited to:

- organisation of accounting and tax services;
- issuing special power of attorneys for employee;
- change of company name, amendment of articles of association and other amendments in the commercial register;
- drafting extraordinary shareholders and directors resolutions;
- etc.

4. Domiciliation

We are pleased to provide our premises as domicile for your Swiss Company. We would forward all incoming mails to you or - if instructed - to any person in charge.

Yearly domiciliation fee CHF 2'000 (CHF 1'000 for company only holding IP)

5. Acquiring of a Swiss Company (by Merger or Acquisition, M&A)

We are able to assist you in acquiring a Swiss Company, from advice to signing and closing.

In order to fulfil the legal requirements for a Swiss Company, we - as Swiss Resident - would be pleased to act as a Board Member/Director/Manager for your acquired Swiss Company.

Please contact us if you have any questions. We would be pleased to assist you in all legal matters.

Martin Boos, Partner
martin.boos@amatin.ch

Roman Kälin-Burgy, Partner
roman.kaelin-burgy@amatin.ch

The mentioned costs are excluding out of pocket expenses and, if applicable, VAT.