



Information sheet on the transfer of a Swiss company to a foreign country

The transfer of a Swiss company to a foreign country is governed by Article 163 PILA (Federal Act on Private International Law) and Article 126 ORC (Ordinance on the Register of Commerce). According to these regulations, the following documents are to be filed with the Register of Commerce:

1. **Application**, signed by one or more persons authorised to sign on behalf of the company in accordance with their authority to sign or by an authorised third party (please enclose a copy of the power of attorney; Article 17 and 18 ORC);
2. **Resolution** of the competent body **on the transfer of seat** to a foreign country (Article 127, paragraph 1, letter c, ORC);
3. **Confirmation** pursuant to Article 163, paragraph 1, PILA and Article 127, paragraph 1, letter a, ORC, **that the company continues to exist under the foreign law** (e.g. extract from the commercial register, official confirmation of registration by the competent authority or an independent expert). Since this is a foreign document, a certification with authentication or legalisation with Apostille is necessary.
4. **Proof** that the **call to the creditors** has been published in the Swiss Official Gazette of Commerce (Article 127, paragraph 1, ORC and Article 163, paragraph 2, PILA). The call to the creditors must announce the imminent relocation to a foreign country and forthcoming change of the legal status of the company.
5. **Report by an authorised audit expert approved by the Federal Audit Oversight Authority** confirming that the claims of the creditors within the meaning of Article 46 of the Mergers Act have been secured or satisfied or that the creditors agree to the deletion from the register (Article 127, paragraph 1, letter b, ORC).
6. If applicable, **authorisation under the Federal Law on the Acquisition of Real Estate by Persons Abroad (FL)** or a **declaration** according to Article 4, paragraph 2, FL that the company transferred abroad does not own any real estate in Switzerland that cannot be acquired without authorisation under Article 2, paragraph 2, letter a, FL.

The form for this declaration according to Article 4, paragraph 2, FL can be found on our website under «Informationen Lex Koller». **After receiving the form, the Commercial Register will in any case refer the legal entity to the licensing authority** (Article 18, paragraph 2, FL). The licensing authority will require the company's balance sheet and profit and loss account for the clarifications. To avoid delaying the entry in the Commercial Register, we recommend that you contact the licensing authority in advance. The competent authority is the **Directorate Secretariat of the Department of Economic Affairs** (Aabachstrasse 5, P.O. Box, 6301 Zug, info.vds@zg.ch).

After receiving the application and supporting documents, the Commercial Register will inform **the federal and cantonal tax authorities**. The deletion in the register may not take place until these authorities have given their consent (Article 127, paragraph 2, ORC).