



BRIS GROUP

SWITZERLAND

LIMITED LIABILITY COMPANY (GMBH / SÀRL)

CLIENT GUIDE 2026

Swiss company formation, taxation, accounting and annual compliance

Professional company formation and ongoing corporate administration

BRIS GR LIMITED | 66 Paul Street, London EC2A 4NA, United Kingdom

general.info@bris-group.com | +44 207 206 2487 | +44 775 479 5814 | bris-group.com

Switzerland Limited Liability Company (GmbH / Sàrl) at a Glance

A Swiss **Gesellschaft mit beschränkter Haftung (GmbH) / société à responsabilité limitée (Sàrl)** is a limited liability company governed principally by the Swiss Code of Obligations and entered in the Commercial Register. It is widely used by privately owned businesses and international investors requiring a Swiss corporate presence.

Topic	Current legal / practical position
Foreign ownership	Foreign persons may establish or own a Swiss GmbH/Sàrl. Immigration and work-permit rules are separate from corporate ownership.
Minimum capital	Minimum share capital: CHF 20,000 , fully paid in at formation.
Single shareholder	A GmbH/Sàrl may be established by one person.
Swiss representation	The company must be capable of being represented by at least one person resident in Switzerland . This may be a manager or director.
Registration	Formation requires public authentication/notarial incorporation and entry in the Commercial Register.
Corporate taxation	Profit is taxed at federal, cantonal and municipal levels. Direct federal profit tax is 8.5% of net profit ; cantonal/municipal burden varies by location.
VAT	Standard VAT 8.1% ; reduced rate 2.6% ; special accommodation rate 3.8% .
Accounting / audit	Swiss accounting rules apply. Restricted audit is usual for SMEs, but qualifying small companies may opt out unanimously if they average no more than 10 full-time employees.

Key Benefits for International Clients

- Highly reputable Swiss corporate jurisdiction.
- Limited liability with CHF 20,000 minimum capital.
- Foreign ownership permitted, while maintaining mandatory Swiss-resident representation.
- Federal plus cantonal/municipal tax system allows location to materially affect the overall corporate tax burden.
- Participation deduction can reduce profit tax on qualifying participation income.
- Relatively low 8.1% standard VAT rate.
- Suitable for consulting, technology, trading, investment, holding and other genuine commercial operations.

The Tax Position for a Non-Resident Owner

Switzerland is NOT a blanket 0% foreign-source jurisdiction

A Swiss GmbH/Sàrl should not be marketed as tax-free merely because its shareholder, clients or revenues are outside Switzerland. Swiss companies are subject to Swiss profit taxation. The total burden depends on federal tax plus the relevant canton and municipality, while specific participation, treaty and other statutory reliefs must be analysed separately.

The Federal Tax Administration confirms that Switzerland taxes at **federal, cantonal and municipal levels**. For 2026, cantonal and municipal direct taxes on legal entities average just under 9% of profits, but the actual burden varies materially by location.

Formation / Registration Requirements

Topic	Current legal / practical position
Articles	Articles of association and incorporation documentation are required.
Notary	The founders' meeting / incorporation is publicly authenticated by a notary.
Capital	CHF 20,000 minimum capital must be fully paid in.
Commercial Register	The company comes into the registered corporate framework through entry in the competent Commercial Register.
Resident representative	At least one person authorised to represent the company must reside in Switzerland.

Topic	Current legal / practical position
Shareholder(s)	One or more shareholders; foreign shareholders are permitted.
Management	Management is generally exercised by the shareholders unless the articles provide otherwise; management can also be entrusted to third parties.
Representation	At least one person resident in Switzerland must be authorised to represent the company.
Registered office	A Swiss registered seat/address is required and determines the competent canton/Commercial Register.
Registers	The resident representative must have access to the register of shareholders and the register/information concerning beneficial owners reported to the company.

Share Capital

The official Swiss SME Portal confirms minimum equity capital of **CHF 20,000** for a GmbH/Sàrl. The capital must be fully paid in. Formation takes place through a founders' meeting in the presence of a notary and registration in the Commercial Register.

Capital can be denominated in an accepted foreign currency

The official comparison of Swiss legal forms notes that GmbH capital may be denominated in a foreign currency provided that it corresponds to an equivalent value of at least CHF 20,000 and the statutory requirements are met.

Corporate Profit Tax

Swiss corporate taxation is not expressed as one nationwide all-in rate. The Confederation levies direct federal profit tax, while cantons and municipalities levy their own profit taxes. The federal rate for corporations is **8.5% of net profit**; because tax is deductible in determining the tax base, the effective federal burden is lower than the headline rate. The combined effective burden must be calculated for the chosen canton and municipality.

2026 Cantonal / Municipal Position

The Federal Tax Administration's February 2026 publication states that direct taxes levied by cantons and municipalities on legal entities amount to an average of **just under 9% of profits**. This is an average, not a universal rate; the exact company tax burden depends on location.

Participation Deduction

Swiss corporate tax law provides a participation deduction designed to reduce multiple taxation of qualifying participation income. Official FTA guidance describes relief for corporations/cooperatives with, among other qualifying cases, at least a **10% participation** in another company's capital or profits/reserves, or a qualifying participation with a market value of at least CHF 1 million. The exact conditions must be reviewed for each holding structure.

Swiss Withholding Tax on Dividends

Swiss withholding tax on investment income is generally **35%**. Dividends distributed by a Swiss company therefore require withholding-tax analysis. Refund, notification or treaty relief may be available depending on the recipient and applicable legal/treaty conditions; it is not correct to describe Swiss corporate dividends as generally free of withholding tax.

VAT

The Federal Tax Administration confirms current VAT rates of **8.1%** standard, **2.6%** reduced and **3.8%** for qualifying accommodation services. A business generally becomes liable to register where the statutory relevant annual turnover reaches **CHF 100,000**, subject to the detailed VAT Act rules and exemptions.

Documents Required from the Client

- Passport / acceptable identification for shareholders, managers/directors and UBOs.
- Recent proof of residential address.
- For corporate shareholders: incorporation, constitutional, management and ownership-chain documents.
- Proposed company name, Swiss canton/registered office and detailed business activities.
- Expected countries of customers/suppliers, turnover and transaction profile.
- Source-of-funds and, where appropriate, source-of-wealth evidence.
- Documents required for the Swiss-resident representative, notary, bank and professional onboarding.
- Certified translations, apostilles/legalisation or powers of attorney where required.

Formation Process & Documents Received

1. Structure and canton review 2. KYC/AML approval 3. Capital / bank arrangements 4. Notarial incorporation 5. Commercial Register entry 6. Tax/VAT, banking and annual-compliance setup

Typical corporate file: articles of association; notarised incorporation documents; Commercial Register extract; shareholder/capital information; manager/director and representation details; registered-office information; and tax/VAT documentation where applicable.

Accounting Records & Financial Statements

A Swiss GmbH/Sàrl is subject to bookkeeping and financial-reporting rules under Articles 957 et seq. of the Code of Obligations. Annual financial statements are prepared and approved by the shareholders' meeting. The exact reporting and tax-return procedures depend on the canton and the company's circumstances.

Audit Requirements

Small companies may be able to opt out of audit

A company exceeding two of the following thresholds for two consecutive financial years is subject to an ordinary audit: CHF 20 million balance-sheet total, CHF 40 million revenue and 250 full-time employees. Other companies are generally subject to a restricted audit, but may waive it completely if all owners consent and the company averages no more than 10 full-time employees.

Annual Compliance Checklist

- Maintain Swiss registered office and resident representation.
- Maintain current Commercial Register particulars.
- Maintain proper accounting books and supporting records.
- Prepare annual financial statements and obtain shareholder approval.
- File federal/cantonal corporate tax returns and pay taxes due.
- Review cantonal capital tax and other local tax obligations.
- Register/report VAT where the statutory conditions are met.
- Review Swiss withholding tax on dividends and other relevant distributions.
- Maintain shareholder and beneficial-owner records/information.
- Review payroll/social-security obligations where personnel or remunerated managers are involved.
- Complete required audit or maintain valid opting-out status where eligible.
- Review related-party and cross-border tax/treaty matters where applicable.

Bank Account & Operational Setup

A Swiss GmbH/Sàrl normally requires capital-payment arrangements during formation and may subsequently maintain a corporate banking relationship in Switzerland or elsewhere, subject to the institution's policies. Banks independently assess UBOs, source of funds/wealth, business model, expected turnover, countries of activity, contracts, website and commercial substance.

Why Switzerland Can Be Attractive

Topic	Current legal / practical position
Reputation	Established international financial and commercial jurisdiction.
Cantonal choice	Overall corporate tax burden varies by canton and municipality, making location selection commercially important.
Holding features	Participation deduction can materially reduce tax on qualifying participation income.
Low VAT	Standard VAT rate is 8.1%.
Flexible SME form	One shareholder is sufficient and small companies may qualify for audit opt-out.
International business	Suitable for genuine trading, services, technology, consulting, investment and holding operations.

How BRIS Group Supports You

Structure & canton review - Assess whether a Swiss GmbH/Sàrl and proposed canton fit the client's ownership, activity, tax and operational profile.

Formation - Coordinate Swiss professional/notarial incorporation and Commercial Register filing.

Swiss representation - Coordinate the required Swiss-resident representative/director solution where available and appropriate.

Registered office - Coordinate Swiss registered-office services where available.

KYC / UBO - Coordinate shareholder, management, UBO and source-of-funds/wealth due diligence.

Accounting & tax - Coordinate bookkeeping, annual accounts, federal/cantonal tax and VAT support.

Banking preparation - Coordinate capital-account and operational banking preparation where available.

Annual compliance - Coordinate corporate changes, tax/accounting work, audit/opt-out administration and ongoing maintenance.

Professional Fees & Quotations

Tailored quotation

This brochure is an informational guide to Swiss GmbH/Sàrl formation and maintenance and is not a fee quotation. BRIS Group professional fees, Swiss notarial and Commercial Register charges, resident representative/director services, registered office, accounting/tax, audit, certified documents, banking support and other optional services are quoted separately. The chosen canton and complexity of the ownership/management structure can materially affect costs.

Important Legal Notes & Official Sources

This brochure is a general commercial guide and does not constitute Swiss or foreign legal, tax, accounting, regulatory or investment advice. **A Swiss GmbH/Sàrl is not a blanket 0% foreign-source structure.** Corporate profit taxation combines federal, cantonal and municipal taxation, and the actual effective burden must be calculated for the company's canton and municipality.

Primary official/legal sources reviewed: Swiss SME Portal (SECO / Swiss Confederation) on GmbH/Sàrl formation, capital, management, resident representation, accounting and audit; Swiss Federal Tax Administration (FTA/ESTV) on direct federal tax, 2026 cantonal tax burden, VAT and withholding tax; and the Swiss Code of Obligations provisions referenced by the official federal guidance.

Information reviewed: August 2026. Cantonal/municipal rates, tax incentives, registration charges, VAT position, withholding-tax relief and treaty eligibility should be reconfirmed for the client's chosen canton and facts before incorporation.

PREPARED BY BRIS GROUP



Switzerland Limited Liability Company (GmbH / Sàrl) - Client Guide 2026

Professional incorporation and corporate administration for international clients.