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Preliminary Checklist for the Incorporation of a Swiss Limited Liability Company ("GmbH")

1. Determine Basic Parameters:

- Company name
- Purpose
- Seat / Domicile (own offices or c/o address)
- Company capital (CHF 20,000 minimum)
- Division of the company capital, minimum: CHF 100)
- Kind of contribution (payment in cash / contribution in kind / payment by set-off; complete)
- Quotaholders (at least 1 legal entity or natural person)
- Management and signatory rules (at least one managing officer and at least one person with residence in Switzerland need to be authorized signatories)
- Auditors (can be waived if no more than 10 fulltime employees, annual turnover below CHF 20 million and total assets according to balance sheet less than 10 million CHF and no listing)

2. Special Provisions in the Articles of Association (not comprehensive):

- Acquisition of assets (actual or intended; if from related parties and of economic significance)
- Obligation by the quotaholders to provide additional funds or services
- Purchase options or rights of first refusal as to quotas
- Limitations of the transferability of quotas
- Contractual penalties
- Privileges of certain categories of quotas
- Veto-rights of certain quotaholders
- Limitations of voting power or of the use of proxies
- Deviation from statutory majorities for certain acts
- Exit right of quotaholders
- Special reasons for the exclusion of quotaholders
- Special reasons for dissolution
- Non-competition restraints for quotaholders

3. Act of Incorporation:

- Confirmation of capital contribution by a Swiss bank if cash contribution; respectively founders' report and confirmation from auditors in the event of a contribution in kind / acquisition of assets / intended acquisition of assets
- Deed of incorporation (to be signed before notary public)
- Notarized proxy for incorporation (and legalized if foreign notary public)



4. Application to Commercial Register:

- Application to commercial register
- Declaration of founders regarding real estate ("Lex-Friedrich-Erklärung") and kinds of contribution ("Stampa-Erklärung")
- Notarized (and legalized if foreign notary public) signatures of the authorized signatories
- Confirmation by the domicile holder and declaration of acceptance from auditors and managers (if applicable)

5. Additional services: after publication in the Swiss Commercial Gazette ("SHAB"):

- Release of the capital by the bank (against excerpt from the commercial register)
- Keeping quota register
- If employees: Application and registration with the competent office of the old age and survivors insurance ("AHV") and conclusion of contracts with the mandatory pension fund ("BVG") and accident insurance ("UVG") (Unfallversicherung)
- If subject to VAT: Application to the Federal Tax Administration