

CORPORATE GOVERNANCE

Switzerland



Corporate Governance

Consulting editors

Holly J. Gregory

Sidley Austin LLP

Quick reference guide enabling side-by-side comparison of local insights into corporate governance issues worldwide, including sources of rules and practice; responsible agencies and notable opinion formers; shareholder powers, decisions, meetings, voting, duties and liabilities; employee role in governance; corporate control issues; board structure and composition, duties, leadership, committees, meetings and evaluation; director and senior management remuneration; director protections; disclosure and transparency; hot topics, such as shareholder engagement, and sustainability, pay ratio and gender gap reporting; and other recent trends.

Generated 24 May 2022

The information contained in this report is indicative only. Law Business Research is not responsible for any actions (or lack thereof) taken as a result of relying on or in any way using information contained in this report and in no event shall be liable for any damages resulting from reliance on or use of this information. © Copyright 2006 - 2022 Law Business Research

Table of contents

SOURCES OF CORPORATE GOVERNANCE RULES AND PRACTICES

Primary sources of law, regulation and practice

Responsible entities

THE RIGHTS AND EQUITABLE TREATMENT OF SHAREHOLDERS AND EMPLOYEES

Shareholder powers

Shareholder decisions

Disproportionate voting rights

Shareholders' meetings and voting

Shareholders and the board

Controlling shareholders' duties

Shareholder responsibility

Employees

CORPORATE CONTROL

Anti-takeover devices

Issuance of new shares

Restrictions on the transfer of fully paid shares

Compulsory repurchase rules

Dissenters' rights

RESPONSIBILITIES OF THE BOARD (SUPERVISORY)

Board structure

Board's legal responsibilities

Board obligees

Enforcement action against directors

Care and prudence

Board member duties

Delegation of board responsibilities

Non-executive and independent directors

Board size and composition

Board leadership

Board committees

Board meetings

Board practices

Board and director evaluations

REMUNERATION

Remuneration of directors

Remuneration of senior management

Say-on-pay

DIRECTOR PROTECTIONS

D&O liability insurance

Indemnification of directors and officers

Advancement of expenses to directors and officers

Exculpation of directors and officers

DISCLOSURE AND TRANSPARENCY

Corporate charter and by-laws

Company information

HOT TOPICS

Shareholder-nominated directors

Shareholder engagement

Sustainability disclosure

CEO pay ratio disclosure

Gender pay gap disclosure

UPDATE AND TRENDS

Recent developments

Contributors

Switzerland



Thomas Schmid
thomas.schmid@bianchischwald.ch
BianchiSchwald LLC



Stefan Scherrer
stefan.scherrer@bianchischwald.ch
BianchiSchwald LLC



Norbert Schenk
norbert.schenk@bianchischwald.ch
BianchiSchwald LLC



Fabian Akeret
fabian.akeret@bianchischwald.ch
BianchiSchwald LLC