The New Federal Act on the Transparency of Legal Entities and the Identification of Beneficial Owners

Background and Overview

The new Federal Act on the Transparency of Legal Entities and the Identification of Beneficial Owners (the "**Transparency Act**" or "**TJPG**") and the corresponding ordinance (the "**Transparency Ordinance**" or "**TJPV**") are intended to protect the integrity of Switzerland as a financial and business hub.

> The TJPG requires legal entities to obtain information on their beneficial owners and to report such information for the purposes of the newly introduced transparency register. The Transparency Act enters into force on **1 October 2026**.

The nature and scope of the obligations set out in the Transparency Act are specified and further detailed in the TJPV, which is now available in its final version.

With this newsletter, we would like to provide an overview of selected practice-relevant aspects under the new statutory regime and the related need for action.[1] By way of example, we explain how control over a company may be exercised through several interposed persons and/or legal entities and which information and reporting obligations arise in this context. We further explain the term "the highest-ranking member of the governing body" used by the TJPG, also with a view to the related obligations under the TJPG. Finally, we outline how a filing with the transparency register may be made and how we can support you in a specific case.

For further information, please also consult our earlier newsletter on the TJPG dated 20 January 2026.

1 This newsletter focuses solely on the effects of the TJPG on legal entities and individuals. Trusts are not discussed in detail.

Scope of Application

Almost all types of Swiss legal entities fall within the scope of the TJPG, in particular Swiss corporations and limited liability companies (Art. 2 TJPG).

Legal entities governed by foreign law are also subject to the TJPG if they have a Swiss branch registered in the commercial register, are effectively managed in Switzerland, or own or intend to acquire real estate in Switzerland (*Lex Koller*).

Reporting Obligations

Persons subject to reporting obligations:

Who is subject to the reporting obligation?	To whom must they report?	What must be reported?
Beneficial owners	Holders of company interests / Companies	Identity of and information on their beneficial owner (Art. 14 in conjunction with Art. 13 para. 1 TJPG)
Holders of company interests	Companies	Identity of and information on their beneficial owner (Art. 13 TJPG)
Companies subject to the TJPG	Transparency register / EasyGov	Identity of and information on their beneficial owner (Art. 9 TJPG)

Triggering events for a reporting obligation:

Triggering event	Person subject to the reporting obligation	Start of reporting period	Reporting deadline
Registration of the company in the commercial register	Company	Upon registration in the commercial register	Within 1 month after registration (Art. 9 para. 4 TJPG)
Changes to facts entered in the transparency register	Company	As soon as the company becomes aware of the change	Within 1 month after becoming aware (Art. 10 TJPG)
Creation of control or change to reported facts	Holders of company interests	After control has arisen or after becoming aware thereof	Within 1 month from creation of control or change (Art. 13 TJPG)
Acquisition of the status as beneficial owner or changes to the reported facts	Beneficial owners	Upon acquisition or upon a change to the information referred to in Art. 13 para. 1	Immediately or within one month (Art. 14 TJPG)

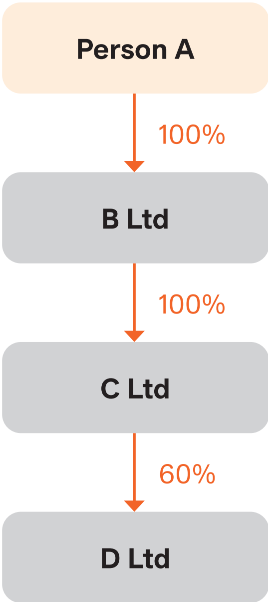
Applicable reporting deadlines to the transparency register for the legal entity:

Legal entity subject to the reporting obligation	Expiry of reporting deadline
Swiss corporation with an ordinary audit	1 January 2027
Other Swiss companies with an ordinary audit (e.g. limited liability company or cooperative)	1 February 2027
Swiss corporation without an ordinary audit	1 March 2027
Other Swiss companies without an ordinary audit (e.g. limited liability company or cooperative)	1 April 2027
Legal entities governed by foreign law	1 April 2027
Swiss legal entities whose beneficial owners are all registered in the commercial register as shareholders or corporate bodies	1 October 2028

Information on the Chain of Control

It is common for a beneficial owner to exercise indirect control over a legal entity through several interposed legal entities. This is referred to as the "chain of control". Such a chain may exist, for example, where Person A indirectly controls Corporation D by holding an interest in Corporation B and indirectly in Corporation C, which in turn holds an interest in the reporting Corporation D (see also the collection of examples from the Federal Department of Finance for additional scenarios). In addition to obtaining basic information on the identity of the beneficial owners of the legal entity, a legal entity must also obtain a range of information on the chain of control.

As a first step, it must be determined for each beneficial owner how any control over the company is exercised (Art. 12 et seq. TJPV).



The legal entity must determine whether control is exercised (i) alone or in concert with third parties, (ii) directly or indirectly, (iii) and/or through an interest or by other means.

Control "by other means" may exist pursuant to Art. 3 TJPV, among other things, where a natural person has the ability to determine more than half of the members of the management or administrative body of the legal entity, to exercise a veto over important resolutions (e.g. change of business purpose) or to bring about decisions concerning dispositions over the company's assets (e.g. relating to profit distribution). Such control "by other means" may arise from agreements of shareholders/stakeholders (e.g. SHA), capital instruments (e.g. convertible bonds), articles of association, statutory representation relationships, fiduciary relationships or relationships between related persons.

As a second step, it must be assessed whether there is an information obligation regarding the chain of control.

This obligation relating to the chain of control pursuant to Art. 15 TJPV applies (i) if the chain includes at least two interposed natural persons, legal entities or trusts; (ii) if it includes at least one trust or fiduciary relationship; or (iii) if measures to freeze funds and economic resources have been imposed against at least one of the beneficial owners under the EmbA[2] or the FIAA[3].

2 946.231, Federal Act on the Implementation of International Sanctions (Embargo Act, EmbA).
3 196.1, Federal Act on the Freezing and the Restitution of Illicit Assets held by Foreign Politically Exposed Persons (Foreign Illicit Assets Act, FIAA).

If one of these conditions is met, information pursuant to Art. 10 TJPV must be obtained for natural persons in the chain of control (name, date of birth, nationalities, place of residence and AHV number or passport/ID), and information pursuant to Art. 11 TJPV must be obtained for legal entities in the chain of control (name/company, legal form, registered office and UID). If the relevant natural or legal person acts in a fiduciary capacity, information must also be obtained as to whether the reported person is the principal or the fiduciary.

Information on Legal Entities Partially Controlled by a Listed Legal Entity

Legal entities in which 25 to 75 percent of the participation rights are held by a listed legal entity exempted under Art. 3 lit. a TJPG are subject to a limited information obligation under the TJPG (Art. 16 TJPV).

In such a case, only the information required to identify the listed legal entity pursuant to Art. 11 TJPV company name or the name, registered office, and country of incorporation of the stock exchange (including the stock symbol or ISIN, if applicable) must be obtained (see Case Study 1).

The Highest-ranking Member of the Governing Body

The term "the highest-ranking member of the governing body" has particular significance under the TJPG (usually chairperson of the board of directors or management). This person is responsible for making the filings with the transparency register required under Arts. 9–11 TJPG. Although this task may be delegated to other persons within the company or to third parties, the highest-ranking member of the governing body remains responsible for proper filing. This person is also deemed to be the beneficial owner on a subsidiary basis if no other person fulfils the criteria of a beneficial owner under Art. 4 para. 1 TJPG.

If a legal entity is unable to identify the beneficial owner or to satisfactorily verify that person's identity or status as beneficial owner, it must state this in its report to the transparency register and provide all relevant information available to it, including the name of the highest-ranking member of the governing body (Art. 9 para. 3 TJPG in conjunction with Art. 21 para. 1 lit. b TJPV). This also results in a note in the transparency register indicating that the authorities have doubts as to the accuracy, completeness or currency of the information, and the entry will be subject to closer review by the control office.

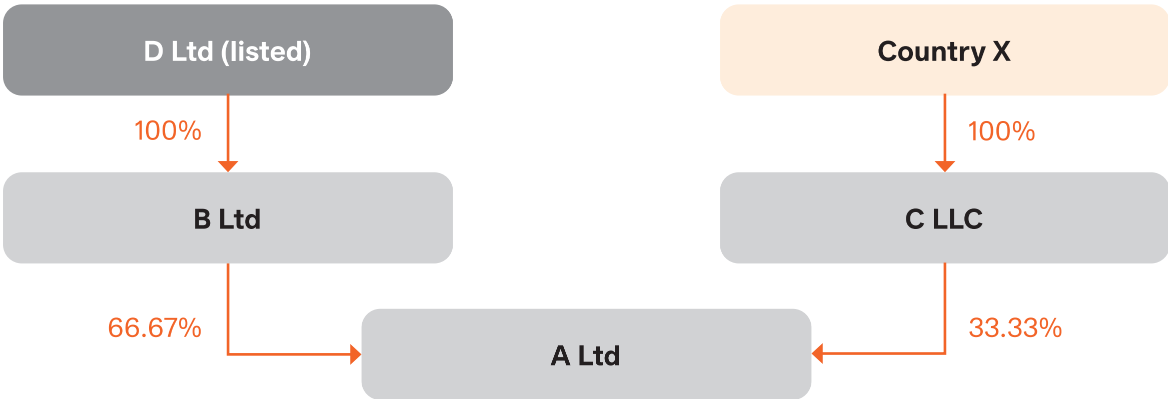
The chairperson of the management is deemed to be the highest-ranking member of the governing body if a separate management body exists; otherwise, it is the chairperson of the board of directors or administration (Art. 20 para. 3 TJPV). In cases of liquidation or composition moratorium, the liquidator or administrator is deemed to be the highest-ranking member of the governing body (Art. 2 para. 3 TJPV).

Simplified Reporting Procedure

For limited liability companies and single-shareholder corporations organised under Swiss law, the filings to the transparency register may, under certain conditions, be made using a simplified reporting procedure (Art. 35 et seq. TJPV). Under this procedure, the company confirms in its filing that the shareholders hold at least 25 percent of the capital, or the sole shareholder, are the beneficial owners. No further information on the beneficial owner is required.

Case Studies

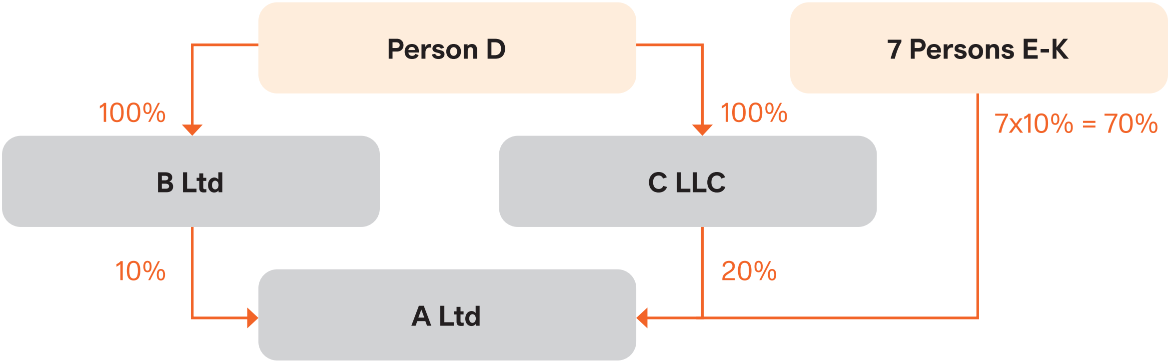
Case 1:



Corporation A's share capital is held 66.67 percent by B Ltd and 33.33 percent by C LLC. B Ltd is wholly owned by its parent company (D Ltd) listed on a stock exchange. If a company is partially held (i.e., 75 percent or less, directly or indirectly) by a listed company, the company must only obtain the information on that listed company and the details of the listing (see the remarks above). Since A Ltd is held 66.67 percent via B Ltd by the listed D Ltd, only the relevant information on D Ltd must be obtained. By contrast, if A Ltd were held by more than 75 percent by a listed company, it would be exempt from the scope of the TJPG as a subsidiary of a listed parent company.

C LLC is neither held by a listed company nor by a natural person. It is a state-controlled company (Country X). Since Art. 7 para. 3 TJPG therefore does not apply and no natural person fulfils the criteria of Art. 4 para. 1 TJPG (general definition of the beneficial owner), the highest-ranking member of the governing body of A Ltd is deemed to be the beneficial owner on a subsidiary basis (Art. 4 para. 2 TJPG) and must be reported accordingly.

Case 2:



10 percent of A Ltd's share capital is held by B Ltd and 20 percent by C LLC. B Ltd and C LLC are each wholly controlled by Person D. The remaining 70 percent of the share capital of A Ltd is held equally among seven individuals (E-K).

Any natural person who controls a company directly or indirectly through an interest of more than 25 percent is deemed to be a beneficial owner (Art. 4 para. 1 TJPG). The interests of B Ltd and C LLC must be aggregated because both companies are wholly controlled by Person D. Therefore, Person D controls 30 percent of the shares in A Ltd.

Accordingly, the transparency register must be provided with information on the type of control (indirect participation), the extent of control (30 percent) and the information on the person pursuant to Art. 10 TJPV (last name, first name, date of birth, nationality, municipality, ZIP code, country of residence, and AHV number or other identification document) (Art. 20 para. 1 TJPV in conjunction with Art. 9 TJPG).

How Can Wenger Plattner Support You?

Our experts, Dr Oliver Künzler, Valérie Berger and Luca Henn, would be delighted to assist you in assessing your reporting obligations and preparing strategically for the forthcoming requirements.

In order to comply with the comprehensive information and reporting obligations under the TJPG, affected companies must request the necessary documents and information. These may include forms containing personal details, copies of identification documents, shareholders' agreements, share purchase agreements, trust deeds and fiduciary agreements.

In particular, the identities of the company's beneficial owners must be reported to the transparency register. This includes, among other things, information on the name, nationality, place of residence, the manner in which control over the company is exercised, as well as details of the chain of control and the extent of the participation (Art. 9 TJPG and Art. 20 TJPV).

We would be pleased to assist you in identifying the beneficial owner(s), obtaining the necessary documents and preparing the required filings.

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How Is a Filing made with the Transparency Register?

A filing with the transparency register is made via the EasyGov platform (www.easygov.swiss). As a first step, the relevant legal entity must be registered with EasyGov. A user account must be created for this purpose, which first requires registration with the AGOV authentication service. The authentication service is then used to log in to EasyGov (EasyGov - User Registration). In a next step, a legal entity can be linked to the user account. A business identification number (UID) is required for registration of the company. If the legal entity does not have such a number, EasyGov will assign one.

Finally, the legal entity must designate at least one person who is to make the entries via the EasyGov electronic platform. After completion of the registration of the legal entity on EasyGov, the company receives a power of attorney by which the selected person may be authorised. The power of attorney must be signed and submitted electronically via EasyGov or by post. For registered legal entities, the document must be signed in accordance with the signing authorities recorded in the Commercial Register. Once registration of the legal entity has been successfully completed, it may, after the TJPG enters into force on 1 October 2026, fulfil its reporting obligations under the Transparency Act via EasyGov. Where possible, we recommend that the registration be completed before 1 October 2026 to ensure timely compliance with the statutory requirements from the date the legislation enters into force.

Provided the necessary authority to represent has been granted, Wenger Plattner would be pleased to assist you with filing to the transparency register.

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