

Switzerland

Federal Foreign Investment Review Act (2026)

Note

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The year indicated in brackets after the title of the law refers to the year of publication in the Official Gazette or, when this is not available, the year of adoption of the law.

Contents

- Section 1 General Provisions
- Section 2 Mandatory Approval
- Section 3 Approval Procedure
- Section 4 Data protection and administrative assistance
- Section 5 Legal remedies
- Section 7 Final Provisions

Unofficial google translation.

Federal Foreign Investment Review Act

19 December 2025

The Federal Assembly of the Swiss Confederation,
having regard to Articles 95 and 101 of the Constitution,
Having regard to the Federal Council's dispatch of 15 December 2015,023,
hereby decrees:

Section 1 General Provisions

Art. 1 Purpose and scope

1. The purpose of this Act is to prevent acquisitions of Swiss companies by foreign investors where such acquisitions threaten or endanger public order or security in Switzerland.
2. It applies to acquisitions of Swiss companies under private and public law by foreign state investors.

Art. 2 Definitions

The following definitions apply:

- a. acquisition: any transaction by which one or more investors acquire direct or indirect control of one or more previously independent undertakings or part of them, in particular by means of a merger, acquisition of a shareholding or the conclusion of a contract;
- b. enterprise: an entity engaged in the economic process that offers or acquires goods or services, regardless of its organisation or legal form;
- c. Swiss company: a company registered in the Swiss commercial register;
- d. foreign state investor: any of the following persons or entities intending to acquire a Swiss company:
 1. a foreign state body,
 2. a company that has its central administration outside Switzerland and is directly or indirectly controlled by a foreign state body,
 3. a company with the capacity to acquire that is controlled directly or indirectly by a foreign state body,
 4. a natural or legal person acting on behalf of a foreign state body.

Section 2 Mandatory Approval

Art. 3 Acquisitions subject to approval

1. Acquisitions of the following Swiss companies by a foreign state investor must be approved before they can be completed, provided that these companies have had an average of at least 50 full-time jobs worldwide or an average annual worldwide turnover of at least CHF 10 million in the two financial years preceding the submission of the application:
 - a. companies that manufacture goods or transfer intangible goods:
 1. which are of decisive importance for the operational capacity of the Swiss Armed Forces, other federal institutions responsible for state security or space programmes in which Switzerland participates under international agreements, and
 2. the export or transfer abroad of which is subject to authorisation under the Federal Act of 13 December 1996 on War Material or the Act of 13 December 1996 on the control of;
 - b. companies that operate or control the Swiss electricity transmission grid or distribution networks at grid level 3 or below, if the annual amount of electricity flowing through these distribution grids is at least 450 GWh;
 - c. companies that operate or control power plants in Switzerland with an output of at least 100 MW;

- d. companies that operate or control high-pressure gas pipelines in Switzerland;
 - e. companies that supply water to more than 100,000 inhabitants in Switzerland;
 - f. companies that provide the Swiss authorities with key security-related IT systems or services.
2. Acquisitions of the following Swiss companies by a foreign state investor must be approved before they can be completed, provided that these companies have generated an average annual worldwide turnover or, in the case of banks, at least CHF 100 million in gross worldwide revenue in the two financial years preceding the submission of the application:
- a. university hospitals and general care hospitals offering centralized care in Switzerland;
 - b. companies active in the research, development, production or distribution of medicines, medical devices, vaccines or personal protective medical equipment;
 - c. companies that operate or control important nodal points for the transport of goods or passengers in Switzerland, such as ports, airports or transshipment facilities dedicated to combined transport;
 - d. companies that operate or control railway infrastructure in Switzerland;
 - e. companies that operate or control large food distribution centres in Switzerland;
 - f. companies that operate or control telecommunications networks in Switzerland;
 - g. Firms that operate or control systemically important financial market infrastructures in accordance with Art. 25 para. 2 of the Financial Market Infrastructure Act of 19 June 2015;
 - h. systemically important banks in accordance with Art. 8 para. 3 of the Banking Act of 8 November 1934.
3. The Federal Council may submit other categories of Swiss companies for approval for a maximum period of 12 months if the guarantee of public order or security so requires. He may extend this period by a maximum of 12 months.
4. The Federal Council may exempt from mandatory approval acquisitions by foreign state investors of certain states if there is sufficient cooperation with these states to prevent public order and security from being threatened or compromised. A reciprocal exemption is sought.

Art. 4 Approval Criteria

- 1. An acquisition is approved if there is no reason to believe that it threatens or endangers public order or safety.
- 2. In particular, consideration should be given to:
 - a. whether the foreign state investor is engaged or has taken part in activities that have or have had a negative effect on public order or security in Switzerland or other states;
 - b. whether the foreign state investor or its home state is seeking or has sought to obtain information about the Swiss company by means of espionage;
 - c. whether the foreign state investor is engaged or has engaged in espionage;
 - d. whether the foreign State investor is or has been subject, directly or indirectly, to sanctions under the Embargo Act of 22 March 2002;
 - e. whether the services, products or infrastructure of the Swiss company can be replaced within a reasonable period of time;
 - f. if the foreign state investor gains access to important security-related information or sensitive personal data within the meaning of the Federal Act of 25 September 2020 on data protection through the acquisition.
- 3. Approval of an acquisition may be subject to encumbrances or conditions if they do not threaten or compromise public order or safety.

Section 3 Approval Procedure

Art. 5 Notice

- 1. A Swiss company can apply to the State Secretariat for Economic Affairs (SECO) for a binding notice of whether its acquisition is subject to approval.
- 2. As a rule, SECO issues its notice within two months of receipt of the complete application.
- 3. The notice period is valid for 12 months. On request, it can be extended once for a period of 12 months.
- 4. The Swiss company is obliged to notify SECO of any significant changes, in particular if they affect its field of activity or size.
- 5. SECO may revoke the notice if there is a material change or failure to comply with the reporting obligation, or if it has been issued on the basis of false information.
- 6. The Federal Council defines the documents to be provided with the application.

Art. 6 Application

- 1. The foreign state investor must submit an application to SECO before completing an acquisition subject to approval.
- 2. The Federal Council defines which documents must be provided with the application.

Art. 7 Direct approval or initiation of a review procedure

- 1. Within one month of receipt of the complete application, SECO decides, in consultation with the

1. Within one month of receipt of the complete application, SECO decides, in consultation with the relevant administrative units and after consultation with the Federal Intelligence Service (FIS), whether the acquisition can be approved directly or whether an examination procedure should be initiated.
2. In the absence of an agreement, an examination procedure is opened.
3. The decision shall be notified in writing to the foreign state investor and the Swiss company. The notification of the initiation of an examination procedure does not constitute a formal decision.

Art. 8 Review Procedure

1. When an investigation procedure is initiated, SECO decides, within three months of the initiation of the procedure, in agreement with the administrative units concerned and after consultation with the FIS, whether the acquisition is approved.
2. The Federal Council decides on the approval of:
 - a. if SECO or a relevant administrative unit objects to the approval of the acquisition, or
 - b. if the decision has considerable political significance.
3. The decision shall be notified in writing to the foreign state investor and the Swiss company.
4. The civil law effects of an acquisition subject to approval are suspended until approval.

Art. 9 Implied approval and extension of deadlines

1. If no decision is taken within the time limits set out in Art. 7 para. 1 and 8 para. 1, the acquisition shall be deemed to have been approved.
2. SECO may extend the deadlines:
 - a. if the examination is hampered by causes attributable to the foreign state investor or the Swiss company;
 - b. if necessary information is expected from a foreign authority, or
 - c. if the Federal Council decides on the approval.
3. The extension shall be notified in writing to the foreign state investor and the Swiss company.

Art. 10 Administrative units concerned

1. SECO designates the administrative units concerned on a case-by-case basis. Only units of the central federal government may be designated.
2. The following are deemed to apply in all cases:
 - a. the State Secretariat of the Federal Department of Foreign Affairs;
 - b. the State Secretariat for Security Policy.

Art. 11 Urgent procedure

If the protection of public order or security so requires, the Federal Council may directly approve an acquisition subject to approval.

Art. 12 Procedure opened ex officio

1. In the event of suspicion of violation or circumvention of the obligation to submit an application for approval, SECO initiates an approval procedure on its own initiative.
2. In this case, the time limit provided for in Art. 7 para. 1 begins to run when SECO is in possession of the documents that must be included in the application referred to in Art. 6.

Art. 13 Obligation to provide information

The foreign state investor, the Swiss company and other persons involved in the acquisition are obliged to provide SECO with the information and documents necessary for an in-depth examination.

Section 4 Data protection and administrative assistance

Art. 14 Data processing

SECO, the relevant administrative units and the FIS may process the following sensitive personal data concerning persons involved in an acquisition, insofar as the examination of an investment so requires:

- a. data on religious, philosophical or political opinions or activities;
- b. data on criminal and administrative prosecutions or sanctions.

Art. 15 Collaboration with Swiss authorities

1. SECO's investment review department and other Swiss authorities provide each other with administrative assistance and support in the performance of their tasks.
2. In the context of administrative assistance, the Swiss authorities may also provide the following data on natural or legal persons involved in an acquisition to the SECO Investment Review Department, provided that such data are necessary for the implementation of this Act:
 - a. data on religious, philosophical or political opinions or activities;
 - b. data on criminal and administrative prosecutions or sanctions;
 - c. data covered by professional secrecy, trade secrets or manufacturing secrets.
3. The following bodies are obliged to provide information to SECO on request, provided that the information is necessary for the implementation of this Act and that there is no legal obligation to maintain secrecy or any legal ground for refusal:

- a. the Federal Office for Civil Protection;
 - b. the Federal Office for Cybersecurity;
 - c. the Federal Office of Police;
 - d. the Federal Office of Armaments;
 - e. the Federal Statistical Office;
 - f. Swiss representations abroad;
 - g. the federal supervisory authorities;
 - h. the Swiss National Bank (SNB);
 - i. the cantonal directorates of police, justice and economy;
 - j. the department that manages the Swiss Criminal Records Register (VOSTRA);
 - k. the department that manages the register that gathers information on beneficial owners.
4. As part of the obligation to provide information, they are also required to provide the data referred to in para. 2 concerning natural or legal persons involved in an acquisition, insofar as such data are necessary for the implementation of this law.

Art. 16 Refusal to provide data

SECO may refuse to provide the authorities of the Confederation, the SNB and the cantonal authorities with information that is not publicly available or to provide them with documents:

- a. whether the information or material is used solely to form an opinion;
- b. if the communication of such information or the delivery of such documents jeopardises an ongoing procedure, or
- c. whether the provision of such information or the submission of such documents is inconsistent with the purpose of the investment review.

Art. 17 Collaboration with foreign authorities

1. SECO may exchange information with the competent foreign authorities on the general assessment of the threat.
2. For the purpose of examining investments, the Federal Office may exchange data on acquisitions of Swiss companies by foreign state investors on a case-by-case basis with the competent foreign authorities, including data on natural or legal persons:
 - a. if the data subjects consent, or
 - b. if the following conditions are met:
 1. reciprocity in administrative assistance is guaranteed,
 2. the data is used exclusively as evidence in the examination of an investment that is the subject of the request for information,
 3. the data is not used in criminal or civil proceedings,
 4. procedural law guarantees the rights of the parties and official secrecy, and
 5. The authority receiving the data undertakes to treat it confidentially.
3. In the context of the exchange referred to in para. 2, it may also communicate the following data concerning natural or legal persons involved in an acquisition:
 - a. data on religious, philosophical or political opinions or activities;
 - b. data on criminal and administrative prosecutions or sanctions;
 - c. data covered by professional secrecy, trade secrets or manufacturing secrets.
4. The Federal Council may conclude international cooperation treaties with foreign authorities on the examination of investments.

Section 5 Legal remedies

Art. 18

1. The Federal Law of 20 December 1968 on Administrative Procedure shall apply to the proceedings of this Law, in so far as it does not provide otherwise.
2. Only the foreign state investor and the Swiss company have standing to appeal.
3. The restriction on standing under para. 2 does not apply to appeals against decisions made pursuant to Art. 13.

Section 6 Administrative measures and penalties

Art. 19 Administrative measures

1. The Federal Council orders the necessary measures to restore legal order:
 - a. if an acquisition subject to approval has been made without having been approved;
 - b. if an acquisition subject to approval was made after being approved on the basis of misrepresentation, or
 - c. if a charge or condition has not been met.
2. In particular, he can order a divestment.
3. SECO may interrupt an approval procedure if a person subject to the obligation to provide information has repeatedly failed to comply with this obligation.

Art. 20 Administrative penalties

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1. The acquired company is liable to pay up to 10% of the average worldwide annual turnover of the Swiss company in the two financial years preceding the acquisition:
 - a. if an acquisition subject to approval has been made without having been approved;
 - b. if an acquisition subject to approval has been made after being approved on the basis of false representations;
 - c. if a measure to restore legal order has not been implemented, or
 - d. if a charge or condition has not been met.
2. If the annual turnover is not known and can only be achieved with a significant effort, SECO will make an estimate.
3. A foreign state investor or Swiss company that does not fulfill, in whole or in part, the obligation to provide information under Art. 13 are required to pay an amount of up to 100,000 francs.

Art. 21 Prosecution and prescription

1. SECO investigates and adjudicates the offences referred to in Art. 20, paras. 1 and 3.
2. The offences referred to in art. 20, para. 1, are time-barred after five years from the completion of the acquisition, and those referred to in Art. 20 para. 3 by five years from the date of receipt of the application.

Section 7 Final Provisions

Art. 22 Enforcement

1. The Federal Council shall issue the implementing provisions.
2. Every four years, SECO informs the public about the implementation of this Act, in particular decisions of the first instance concerning administrative sanctions.

Art. 23 Assessment

1. SECO shall assess the necessity, effectiveness, adequacy and cost-effectiveness of this Act.
2. It shall submit a report on the results of the evaluation to the Federal Council no later than ten years after the entry into force of this Act. The report is published.

Art. 24 Amendment of other acts

The following acts are amended as follows:

1. Law of 18 December 2020 on information security, Art. 56, al. 1, let. b to
1. To assess a company's qualification, the Procédure de sécurité relative aux entreprises (PSE) specialist service may collect data from the following sources:
bbis. the Investment Review Unit of the State Secretariat for Economic Affairs;
2. Act of 17 June 2005 on the Federal Administrative Court, Art. 33, let. b, ch. 12

An appeal may be admissible against the decisions of:

b. of the Federal Council concerning:

12. The decision under an approval procedure under the Federal Act of 19 December 2025 on the Review of Foreign Investments.

3. Law of 17 June 2016 on criminal records, Art. 51, let. k

The following authorities, which are not connected, may consult on written request all the data contained in extract 2 for the authorities (Article 38), when they are necessary for them to carry out the tasks mentioned below:

k. the Investment Review Unit of the State Secretariat for Economic Affairs: to review an acquisition under an approval procedure under the Federal Act of 19 December 2025 on the Review of Foreign Investments.

4. Law of 26 September 2025 on the transparency of legal persons, Art. 26, al. 2, let. k

2. The following authorities may consult the data in the Transparency Register online, with the exception of data deleted pursuant to Art. 24:

k. the State Secretariat for Economic Affairs, in carrying out the tasks set out in the Federal Act of 19 December 2025 on the Review of Foreign Investments¹⁶.

Art. 25 Referendum and entry into force

1. This law shall be subject to a referendum.
2. The Federal Council shall set the date of entry into force.
3. Art. 15 para. 3 let. k, does not enter into force before the law of 26 September 2025 on the transparency of legal persons.

Publication date: January 7, 2026

Referendum deadline: April 17, 2026