

20 March 2026

Guidance on Reporting Requirements Relating to Gender Balance Among Directors of Large Equity Issuers

1.0 Introduction

On 07 December 2022, [Directive \(EU\) 2022/2381](#) (the 'Directive')¹, forming part of the 2020–2025 EU Gender Equality Strategy, was published in the Official Journal of the European Union. Member States were required to transpose the Directive into national law by 28 December 2024.

In this regard, as indicated in the [Authority's circular](#)² dated 09 December 2024, the Directive's requirements were primarily transposed in a new chapter to the Capital Markets Rules ('CMRs'), namely Chapter 13 – '*Gender Balance Among Directors of Listed Companies*', which entered into force on 28 December 2024.

The respective requirements prescribe gender balance targets to be met by 30 June 2026, as well as reporting obligations, for the large equity issuers within scope. This circular is intended to provide further guidance to ensure the effective implementation thereof.

2.0 Background

The Directive is **applicable to companies with equity securities admitted to trading on a regulated market** and which **exceed the thresholds** of a 'micro, small and medium-sized enterprise' as defined by CMR 13.2³ (referred to as "large" in this circular). **Therefore, debt issuers as well as micro, small and medium-sized issuers are excluded from its scope.**

The Directive's primary objective is to foster gender equality and improve the representation between genders among senior leadership roles. To this end, the Directive establishes a set of procedural requirements based on principles of transparency, objective selection criteria and equal treatment, with the aim of strengthening diversity in corporate governance, particularly at Board level.

¹ Directive (EU) 2022/2381 of the European Parliament and of the Council of 23 November 2022 on improving the gender balance among directors of listed companies and related measures.

² Authority's Circular titled '*Gender Balance Among Directors of Large Equity Listed Issuers*', published on 09 December 2024.

³ According to CMR 13.2, a 'micro, small and medium-sized enterprise' ('SME') refers to a company employing fewer than 250 persons and having either an annual turnover not exceeding EUR 50 million or an annual balance sheet total not exceeding EUR 43 million, or the equivalent amounts in the national currency of a Member State whose currency is not the euro.

Further to the above, to fulfil the Directive's objectives, in-scope issuers are required to **achieve either of** the gender balance targets established by the Directive by 30 June 2026. On this basis, CMR 13.3 specifies the following targets,

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- i. *"Members of the underrepresented sex hold at least 40% of non-executive director positions; [or]*
- ii. *Members of the underrepresented sex hold at least 33% of all director positions, including both executive and non- executive directors."*

UNQUOTE

Moreover, in-scope listed entities are additionally required to provide information to the Authority and to the public on their Board's gender representation, as explained in Section 3.0.

3.0 Reporting Requirements

CMR 13.9 requires issuers falling within its scope to **submit annual information to the Authority** on the gender composition of their boards. This information must clearly distinguish between executive and non-executive directors and outline the measures implemented to achieve the objectives of CMR 13.3 (as found in Section 2.0), including information required by CMR 13.4 with respect to the **individual quantitative targets set** to improve gender balance among executive directors.

In accordance with CMR 13.10, issuers are reminded to **publish on their website** the information referred to in CMR 13.9 concerning the gender composition of their boards. Where applicable, such information shall also be included in the issuer's **Corporate Governance Statement** as provided in its Annual Financial Report.

Furthermore, pursuant to CMR 13.11, issuers that have not met the objectives established under CMR 13.3 are required to **provide the reasons for such non-compliance** and **include a detailed description of the measures already undertaken, or intended to be undertaken**, to achieve those objectives.

In light of the above reporting requirements, whereby issuers are required to submit annual information to the Authority regarding the gender composition of their boards, the Authority is providing the following clarifications, by way of additional guidance:

- The information may be submitted to the Authority by way of a **formal letter** addressed to the Authority and **sent by email on transparency@mfsa.mt**;

- As a minimum, it is expected that the letter addresses **the relevant requirements of Chapter 13 of the CMRs**, and that it is **consistent with the information disclosed in the issuer's Annual Financial Report and on the issuer's website**;
- Where material changes occur following the initial submission made to the Authority, issuers are encouraged to **inform the Authority and the public in a timely manner**⁴; and
- Submissions shall be made at least once annually, preferably by **01 July of each year**, with the upcoming submission expected by **01 July 2026**.

4.0 Next Steps

Issuers are reminded that they are required to achieve either of the gender balance targets by **30 June 2026**. In this regard, issuers are encouraged to follow the guidance provided in this Circular in reporting to the Authority in terms of CMR 13.9 and CMR 13.11.

In the interim, and light of the forthcoming publication of Annual Financial Reports, issuers are also **reminded of their reporting obligations under CMR 13.10**.

5.0 Contacts

Should you have any queries relating to the above, kindly contact the Authority on transparency@mfsa.mt.

⁴ Issuers are reminded of the importance of providing timely and accurate information, particularly in light of the Authority's obligation, in accordance with CMR 13.10, to publish on its website a list of companies that have met the objectives set out in CMR 13.3.