



EUROPEAN PARLIAMENT

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*Committee on Economic and Monetary Affairs*

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**2012/0299(COD)**

13.5.2013

## **AMENDMENTS 50 - 256**

**Draft opinion**

**Olle Schmidt**

(PE508.237v01-00)

on the proposal for a directive of the European Parliament and of the Council  
on improving the gender balance among non-executive directors of companies  
listed on stock exchanges and related measures

Proposal for a directive

(COM(2012)0614 – C7-0382/2012 – 2012/0299(COD))

AM\_Com\_LegOpinion

## **Amendment 50**

**Rachida Dati**

### **Proposal for a directive**

#### **Title 1**

##### *Text proposed by the Commission*

Proposal for a  
DIRECTIVE OF THE EUROPEAN  
PARLIAMENT AND OF THE COUNCIL  
on improving the gender balance among  
**non-executive** directors of companies  
listed on stock exchanges and related  
measures

(Text with EEA relevance)

##### *Amendment*

Proposal for a  
DIRECTIVE OF THE EUROPEAN  
PARLIAMENT AND OF THE COUNCIL  
on improving the gender balance among  
directors of companies listed on stock  
exchanges and related measures

(Text with EEA relevance)

Or. fr

##### *Justification*

To be properly effective, this directive should apply to all directors of listed companies. The day-to-day management of such companies is not likely to be disrupted by pursuing the requirement of gender equality among their directors.

## **Amendment 51**

**Sven Giegold**

on behalf of the Verts/ALE Group

### **Proposal for a directive**

#### **Citation 1**

##### *Text proposed by the Commission*

Having regard to the Treaty on the  
Functioning of the European Union, and in  
particular Articles 157(3) thereof,

##### *Amendment*

Having regard to the Treaty on the  
Functioning of the European Union, and in  
particular Articles 157(3) **and (4)** thereof,

Or. en

## **Amendment 52**

**Sven Giegold**

on behalf of the Verts/ALE Group

**Proposal for a directive**  
**Citation 1 a (new)**

*Text proposed by the Commission*

*Amendment*

***Having regard to Articles 2 and 3(3) of  
the Treaty on European Union,***

Or. en

**Amendment 53**  
**Sven Giegold**  
on behalf of the Verts/ALE Group

**Proposal for a directive**  
**Citation 1 b (new)**

*Text proposed by the Commission*

*Amendment*

***Having regard to Article 4 of the  
Convention on the Elimination of All  
Forms of Discrimination against  
Women(CEDAW),***

Or. en

**Amendment 54**  
**Sven Giegold**  
on behalf of the Verts/ALE Group

**Proposal for a directive**  
**Recital 1**

*Text proposed by the Commission*

*Amendment*

(1) ***Equality between women and men*** is one of the Union's founding values and core aims under Article 2 and Article 3(3) of the Treaty on European Union. Under the terms of Article 8 of the Treaty on the Functioning of the European Union (hereinafter referred to as the Treaty), the

(1) ***Gender equality*** is one of the Union's founding values and core aims under Article 2 and Article 3(3) of the Treaty on European Union. Under the terms of Article 8 of the Treaty on the Functioning of the European Union (hereinafter referred to as the Treaty), the Union shall aim to

Union shall aim to eliminate inequalities, and to promote equality, between men and women in all its activities. Article 157(3) of the Treaty provides a legal basis **for the adoption of Union** measures to ensure the application of the principle of equal opportunities and equal treatment of men and women in matters of employment and occupation.

eliminate inequalities, and to promote equality, between men and women in all its activities. Article 157(3) of the Treaty **not only** provides a legal basis **but also imposes an active duty upon the European legislator to adopt** measures to ensure the application of the principle of equal opportunities and equal treatment of men and women in matters of employment and occupation,.

Or. en

#### **Amendment 55**

**Sven Giegold**

on behalf of the Verts/ALE Group

#### **Proposal for a directive**

##### **Recital 2**

*Text proposed by the Commission*

(2) The principle of positive action and its importance for achieving effective **equality between women and men** in practice are recognised in Article 157(4) of the Treaty and in Article 23 of the Charter of Fundamental Rights of the European Union, which provides that equality between women and men must be ensured in all areas and that the principle of equality shall not prevent the maintenance or adoption of measures providing for specific advantages in favour of the under-represented sex.

*Amendment*

(2) The principle of positive action and its importance for achieving effective **gender equality** in practice are recognised in Article 157(4) of the Treaty and in Article 23 of the Charter of Fundamental Rights of the European Union, which provides that equality between women and men must be ensured in all areas and that the principle of equality shall not prevent the maintenance or adoption of measures providing for specific advantages in favour of the under-represented sex.

Or. en

#### **Amendment 56**

**Sven Giegold**

on behalf of the Verts/ALE Group

#### **Proposal for a directive**

##### **Recital 4**

*Text proposed by the Commission*

(4) In recent years the European Commission has presented several reports taking stock of the situation concerning gender diversity in economic decision-making. The Commission has encouraged publicly listed companies in the European Union to increase the number of **women** on their boards by self-regulatory measures and to make concrete voluntary commitments in that regard. In its Women's Charter of 5 March 2010, the European Commission underlined that women still do not have full access to the sharing of power and decision-making in political and economic life and reaffirmed its commitment to use its powers to promote a fairer representation of women and men in positions of responsibility. Improving the gender balance in decision-making was defined by the Commission's strategy for equality between women and men 2010-2015 as one of its priority tasks.

*Amendment*

(4) In recent years the European Commission has presented several reports taking stock of the situation concerning gender diversity in economic decision-making. The Commission has encouraged publicly listed companies in the European Union to increase the number of ***the under-represented sex*** on their boards by self-regulatory measures and to make concrete voluntary commitments in that regard. In its Women's Charter of 5 March 2010, the European Commission underlined that women still do not have full access to the sharing of power and decision-making in political and economic life and reaffirmed its commitment to use its powers to promote a fairer representation of women and men in positions of responsibility. Improving the gender balance in decision-making was defined by the Commission's strategy for equality between women and men 2010-2015 as one of its priority tasks.

Or. en

**Amendment 57**  
**Mojca Kleva Kekuš**

**Proposal for a directive**  
**Recital 6 a (new)**

*Text proposed by the Commission*

*Amendment*

***(6a) European institutions, bodies and agencies should set the example as regards gender equality in decision-making by implementing and monitoring gender equality strategies such as quota systems.***

Or. en

## Amendment 58

Sven Giegold

on behalf of the Verts/ALE Group

### Proposal for a directive

#### Recital 7

##### *Text proposed by the Commission*

(7) The efficient use of human capital is the most important determinant of an economy's competitiveness and is key to addressing the EU's demographic challenges, to competing successfully in a globalised economy **and to ensuring a comparative advantage vis-à-vis third countries. The** pool of highly trained and qualified women **is constantly growing** as evidenced by the fact that 60 per cent of university graduates are female. A continued failure to draw on this pool in appointments to economic decision-making positions would amount to a failure to fully exploit skilled human capital.

##### *Amendment*

(7) The efficient use of human capital is the most important determinant of an economy's competitiveness and is key to addressing the EU's demographic challenges, to competing successfully in a globalised economy. **There is a** pool of highly trained and qualified women as evidenced **among others** by the fact that 60 per cent of university graduates are female. A continued failure to draw on this pool in appointments to economic decision-making positions would amount to a failure to fully exploit skilled human capital.

Or. en

## Amendment 59

Rodi Kratsa-Tsagaropoulou, Corien Wortmann-Kool

### Proposal for a directive

#### Recital 7

##### *Text proposed by the Commission*

(7) The efficient use of human capital is the most important determinant of an economy's competitiveness and is key to addressing the EU's demographic challenges, to competing successfully in a globalised economy and to ensuring a comparative advantage vis-à-vis third countries. The pool of highly trained and qualified women is constantly growing as evidenced by the fact that 60 per cent of university graduates are female. A

##### *Amendment*

(7) The efficient use of human capital is the most important determinant of an economy's competitiveness and is key to addressing the EU's demographic challenges, to competing successfully in a globalised economy and to ensuring a comparative advantage vis-à-vis third countries. The pool of highly trained and qualified women is constantly growing as evidenced by the fact that 60 per cent of university graduates are female. A

continued failure to draw on this pool in ***appointments to economic*** decision-making positions would amount to a failure to fully exploit skilled human capital.

continued failure to draw on this pool in ***companies' management positions and*** decision-making positions would amount to a failure to fully exploit skilled human capital.

Or. en

**Amendment 60**  
**Mojca Kleva Kekuš**

**Proposal for a directive**  
**Recital 7**

*Text proposed by the Commission*

(7) The efficient use of human capital is the most important determinant of an economy's competitiveness and is key to addressing the EU's demographic challenges, to competing successfully in a globalised economy and to ensuring a comparative advantage vis-à-vis third countries. The pool of highly trained and qualified women is constantly growing as evidenced by the fact that 60 per cent of university graduates are female. A continued failure to draw on this pool in appointments to economic decision-making positions would amount to a failure to fully exploit skilled human capital.

*Amendment*

(7) The efficient use of human capital is the most important determinant of an economy's competitiveness, ***development and growth*** and is key to addressing the EU's demographic challenges, to competing successfully in a globalised economy and to ensuring a comparative advantage vis-à-vis third countries. The pool of highly trained and qualified women is constantly growing as evidenced by the fact that 60 per cent of university graduates are female. A continued failure to draw on this pool in appointments to economic decision-making positions would amount to a failure to fully exploit skilled human capital.

Or. en

**Amendment 61**  
**Sylvie Goulard**

**Proposal for a directive**  
**Recital 7 a (new)**

*Text proposed by the Commission*

*Amendment*

***(7a) The attainment of gender equality in***



*society as a whole entails the establishment of equal professional rights for men and women. Active participation of men in family responsibilities is crucial for the attainment of a work-life balance and for the creation of equal career opportunities for both men and women. Attention should therefore be paid to tackling gender stereotypes, inflexible and out-dated employment policies and inadequate parental-leave provisions. Member States are encouraged to ensure the implementation of welfare elements such as modern and fair parental-leave allowances for both women and men, extensive provisions for child- and elderly-care.*

Or. fr

## Amendment 62

Daniël van der Stoep

### Proposal for a directive

#### Recital 8

*Text proposed by the Commission*

(8) At company level, it is **widely acknowledged** that the presence of women on boards improves corporate governance, because team performance and the quality of decision-making **are** enhanced due to a more diverse and collective mind-set incorporating a wider range of perspectives and therefore reaching more balanced decisions. Numerous studies have also shown that there is a positive relationship between gender diversity at top management level and a company's financial performance and profitability. Enhancing female representation on the boards of publicly listed companies in the Union can therefore have a positive impact on the performance of companies

*Amendment*

(8) At company level, it is **assumed** that the presence of women on boards improves corporate governance, because team performance and the quality of decision-making **may be** enhanced due to a more diverse and collective mind-set incorporating a wider range of perspectives and therefore reaching more balanced decisions. Numerous studies have also shown that there is a positive relationship between gender diversity at top management level and a company's financial performance and profitability. Enhancing female representation on the boards of publicly listed companies in the Union can therefore have a positive impact on the performance of companies

concerned.

concerned.

Or. nl

### **Amendment 63**

**Rodi Kratsa-Tsagaropoulou, Corien Wortmann-Kool**

#### **Proposal for a directive**

##### **Recital 8**

###### *Text proposed by the Commission*

(8) At company level, it is widely acknowledged that the presence of women on boards improves corporate governance, because team performance and the quality of decision-making are enhanced due to a more diverse and collective mind-set incorporating a wider range of perspectives and therefore reaching more balanced decisions. Numerous studies have also shown that there is a positive relationship between gender diversity at top management level and a company's financial performance and profitability. Enhancing female representation on the boards of publicly listed companies in the Union can therefore have a positive impact on the performance of companies concerned.

###### *Amendment*

(8) At company level, it is widely acknowledged that the presence of women on boards improves corporate governance, because team performance and the quality of decision-making are enhanced due to a more diverse and collective mind-set incorporating a wider range of perspectives and therefore reaching more balanced decisions, ***in view of reaching a better reflection of new societal and consumers' realities***. Numerous studies have also shown that there is a positive relationship between gender diversity at top management level and a company's financial performance and profitability. Enhancing female representation on the boards of publicly listed companies in the Union, ***given their significant economic and social responsibility***, can therefore have a positive impact on the performance of companies concerned.

Or. en

### **Amendment 64**

**Mojca Kleva Kekuš**

#### **Proposal for a directive**

##### **Recital 8**

*Text proposed by the Commission*

(8) At company level, it is widely acknowledged that the presence of women on boards improves corporate governance, because team performance and the quality of decision-making are enhanced due to a more diverse and collective mind-set incorporating a wider range of perspectives and therefore reaching more balanced decisions. Numerous studies have also shown that there is a positive relationship between gender diversity at top management level and a company's financial performance and profitability. Enhancing female representation on the boards of publicly listed companies in the Union can therefore have a positive impact on the performance of companies concerned.

*Amendment*

(8) At company level, it is widely acknowledged that the presence of women on boards improves corporate governance, because team performance and the quality of decision-making are enhanced due to a more diverse and collective mind-set incorporating a wider range of perspectives ***as well as a more proactive business model*** and therefore reaching more balanced decisions. Numerous studies have also shown that there is a positive relationship between gender diversity at top management level and a company's financial performance and profitability. Enhancing female representation on the boards of publicly listed companies in the Union can therefore have a positive impact on the performance of companies concerned.

Or. en

**Amendment 65**

**Sven Giegold**

on behalf of the Verts/ALE Group

**Proposal for a directive**

**Recital 8**

*Text proposed by the Commission*

(8) At company level, it is widely acknowledged that the presence of women on boards improves corporate governance, because team performance and the quality of decision-making are enhanced due to a more diverse and collective mind-set incorporating a wider range of perspectives and therefore reaching more balanced decisions. Numerous studies have also shown that there is a positive relationship between gender diversity at top management level and a company's

*Amendment*

(8) At company level, it is widely acknowledged that the presence of women on boards improves corporate governance, because team performance and the quality of decision-making are enhanced due to a more diverse and collective mind-set incorporating a wider range of perspectives and therefore reaching more balanced decisions. Numerous studies have also shown that there is a positive relationship between gender diversity at top management level and a company's

financial performance and profitability. Enhancing female representation on the boards of publicly listed companies in the Union can therefore have a positive impact on the performance of companies concerned.

financial performance and profitability. Enhancing female representation on the boards of publicly listed companies in the Union can therefore have a positive impact on the performance of companies concerned *and sustainable economic development*.

Or. en

**Amendment 66**  
**Daniël van der Stoep**

**Proposal for a directive**  
**Recital 9**

*Text proposed by the Commission*

(9) Existing evidence also shows that labour market equality can improve economic growth substantially. Enhancing female presence in the boardrooms of listed companies in the Union not only affects the women appointed to boards, but also contributes to attracting female talent to the company and ensuring a greater presence of women at all levels of management and in the workforce. Therefore, a higher share of women on company boards *has* a positive impact on closing both the gender employment gap and the gender pay gap. Making full use of the existing female talent pool would constitute a marked improvement in terms of return on education for both individuals and the public sector. ***Female under-representation in the board rooms of publicly listed companies in the EU is a missed opportunity in terms of achieving long-term sustainable growth for Member States' economies at large.***

*Amendment*

(9) Existing evidence also shows that labour market equality can improve economic growth substantially. Enhancing female presence in the boardrooms of listed companies in the Union not only affects the women appointed to boards, but also contributes to attracting female talent to the company and ensuring a greater presence of women at all levels of management and in the workforce. Therefore, a higher share of women on company boards ***can have*** a positive impact on closing both the gender employment gap and the gender pay gap. Making full use of the existing female talent pool would constitute a marked improvement in terms of return on education for both individuals and the public sector.

Or. nl

**Amendment 67**  
**Mojca Kleva Kekuš**

**Proposal for a directive**  
**Recital 9**

*Text proposed by the Commission*

(9) Existing evidence also shows that labour market equality can improve economic growth substantially. Enhancing female presence in the boardrooms of listed companies in the Union not only affects the women appointed to boards, but also contributes to attracting female talent to the company and ensuring a greater presence of women at all levels of management and in the workforce. Therefore, a higher share of women on company boards has a positive impact on closing both the gender employment gap and the gender pay gap. Making full use of the existing female talent pool would constitute a marked improvement in terms of return on education for both individuals and the public sector. Female under-representation in the board rooms of publicly listed companies in the EU is a missed opportunity in terms of achieving long-term sustainable growth for Member States' economies at large.

*Amendment*

(9) Existing evidence also shows that labour market equality can improve economic growth substantially. Enhancing female presence in the boardrooms of listed companies in the Union not only affects the women appointed to boards, but also contributes to attracting female talent to the company and ensuring a greater presence of women at all levels of management and in the workforce. Therefore, a higher share of women on company boards has a positive impact on closing both the gender employment gap and the gender pay gap. Making full use of the existing female talent pool would constitute a marked improvement in terms of return on education for both individuals and the public sector. Female under-representation in the board rooms of publicly listed companies in the EU is a missed opportunity in terms of achieving long-term sustainable growth for Member States' economies at large. ***Member States should therefore introduce measures to encourage career progression of women at all levels through positive actions such as networking and mentoring programmes.***

Or. en

**Amendment 68**  
**Rodi Kratsa-Tsagaropoulou, Corien Wortmann-Kool**

**Proposal for a directive**  
**Recital 9**

*Text proposed by the Commission*

(9) Existing evidence also shows that labour market equality can improve economic growth substantially. Enhancing female presence in the boardrooms of listed companies in the Union not only affects the women appointed to boards, but also contributes to attracting female talent to the company **and** ensuring a greater presence of women at all levels of management and in the workforce. Therefore, a higher share of women on company boards has a positive impact on closing both the gender employment gap and the gender pay gap. Making full use of the existing female talent pool would constitute a marked improvement in terms of return on education for both individuals and the public sector. Female under-representation in the board rooms of publicly listed companies in the EU is a missed opportunity in terms of achieving long-term sustainable growth for Member States' economies at large.

*Amendment*

(9) Existing evidence also shows that labour market equality can improve economic growth substantially. Enhancing female presence in the boardrooms of listed companies in the Union not only affects the women appointed to boards, but also contributes to attracting female talent to the company, ensuring a greater presence **and recognizing the contribution** of women at all levels of management and in the workforce. Therefore, a higher share of women on company boards has a positive impact on closing both the gender employment gap and the gender pay gap. Making full use of the existing female talent pool would constitute a marked improvement in terms of return on education for both individuals and the public sector. Female under-representation in the board rooms of publicly listed companies in the EU is a missed opportunity in terms of achieving long-term sustainable growth for Member States' economies at large.

Or. en

**Amendment 69**  
**Sylvie Goulard**

**Proposal for a directive**  
**Recital 10**

*Text proposed by the Commission*

(10) Despite the existing Union legislation aimed at preventing and combating sex discrimination, the Council recommendations aimed specifically at increasing the presence of women in economic decision-making and Union-level actions encouraging self-regulation, women continue to be strongly

*Amendment*

(10) Despite the existing Union legislation aimed at preventing and combating sex discrimination, the Council recommendations aimed specifically at increasing the presence of women in economic decision-making and Union-level actions encouraging self-regulation, women continue to be strongly

outnumbered by men in the highest decision-making bodies of companies throughout the Union. In the private sector and especially in listed companies this gender imbalance is particularly significant and acute. The Commission's key indicator of gender representation on corporate boards shows that the proportion of women involved in top-level business decision-making remains very low. In January 2012, women occupied on average just 13.7 per cent of board seats in the largest publicly listed companies in Member States. Among non-executive directors only 15 per cent were women.

outnumbered by men in the highest decision-making bodies of companies throughout the Union. ***The same is also true of some EU institutions and agencies, such as the European Central Bank, which should be setting an example by representing all citizens. It will be recalled that, during the appointment of a new member of the ECB Executive Board in late 2012, the Heads of State and Government refused to implement a minimum of gender equality, in contravention of Article 2 of the Treaty, despite the negative opinion of the European Parliament.*** In the private sector and especially in listed companies this gender imbalance is particularly significant and acute. The Commission's key indicator of gender representation on corporate boards shows that the proportion of women involved in top-level business decision-making remains very low. In January 2012, women occupied on average just 13.7 per cent of board seats in the largest publicly listed companies in Member States. Among non-executive directors only 15 per cent were women.

Or. fr

## **Amendment 70**

**Sven Giegold**

on behalf of the Verts/ALE Group

## **Proposal for a directive**

### **Recital 10**

#### *Text proposed by the Commission*

(10) Despite the existing Union legislation aimed at preventing and combating sex discrimination, the Council recommendations aimed specifically at increasing the presence of women in economic decision-making and Union-level actions encouraging self-regulation,

#### *Amendment*

(10) Despite the existing Union legislation aimed at preventing and combating sex discrimination, the Council recommendations aimed specifically at increasing the presence of women in economic decision-making and Union-level actions encouraging self-regulation,

women continue to be strongly outnumbered by men in the highest decision-making bodies of companies throughout the Union. In the private sector and especially in listed companies this gender imbalance is particularly significant and acute. The Commission's key indicator of gender representation on corporate boards shows that the proportion of women involved in top-level business decision-making remains very low. In January 2012, women occupied on average just 13.7 per cent of board seats in the largest publicly listed companies in Member States. Among non-executive directors only 15 per cent were women.

women continue to be strongly outnumbered by men in the highest decision-making bodies of companies throughout the Union. In the private sector and especially in listed companies this gender imbalance is particularly significant and acute. The *provisions of this Directive do not unduly interfere with day-to-day management, since companies maintain the freedom to select candidates on the basis of quality or other relevant objective considerations.* The Commission's key indicator of gender representation on corporate boards shows that the proportion of women involved in top-level business decision-making remains very low. In January 2012, women occupied on average just 13.7 per cent of board seats in the largest publicly listed companies in Member States. Among non-executive directors only 15 per cent were women. *The aim is to avoid the under-represented sex being quoted out based on non-objective criteria.*

Or. en

## **Amendment 71** **Daniël van der Stoep**

### **Proposal for a directive** **Recital 10**

#### *Text proposed by the Commission*

(10) Despite the existing Union legislation aimed at preventing and combating sex discrimination, the Council recommendations aimed specifically at increasing the presence of women in economic decision-making and Union-level actions encouraging self-regulation, women continue to be strongly outnumbered by men in the highest decision-making bodies of companies throughout the Union. In the private sector

#### *Amendment*

(10) Despite the existing Union legislation aimed at preventing and combating sex discrimination, the Council recommendations aimed specifically at increasing the presence of women in economic decision-making and Union-level actions encouraging self-regulation, women continue to be strongly outnumbered by men in the highest decision-making bodies of companies throughout the Union. In the private sector



and especially in listed companies this gender imbalance is particularly significant **and acute**. The Commission's key indicator of gender representation on corporate boards shows that the proportion of women involved in top-level business decision-making remains very low. In January 2012, women occupied on average just 13.7 per cent of board seats in the largest publicly listed companies in Member States. Among non-executive directors only 15 per cent were women.

and especially in listed companies this gender imbalance is particularly significant. The Commission's key indicator of gender representation on corporate boards shows that the proportion of women involved in top-level business decision-making remains very low. In January 2012, women occupied on average just 13.7 per cent of board seats in the largest publicly listed companies in Member States. Among non-executive directors only 15 per cent were women.

Or. nl

## **Amendment 72**

### **Diogo Feio**

#### **Proposal for a directive**

#### **Recital 13**

*Text proposed by the Commission*

***(13) The current lack of transparency of the selection procedures and qualification criteria for board positions in most Member States represents a significant barrier to more gender diversity among board members and negatively affects both the board candidates' careers and freedom of movement, as well as investor decisions. Such lack of transparency prevents potential candidates for board positions from applying to boards where their qualifications would be most required and from challenging gender-biased appointment decisions, thus restricting their freedom of movement within the internal market. On the other hand, investors have different investment strategies that require information linked also to the expertise and competence of the board members. More transparency in the qualification criteria and the selection procedure for board members enables investors to better assess the company's***

*Amendment*

***deleted***

***business strategy and to take informed decisions.***

Or. en

*Justification*

*The lack of transparency in board appointments may be unfortunate, but to not infringe on the candidates' freedom of movement within the Union.*

**Amendment 73**

**Daniël van der Stoep**

**Proposal for a directive**

**Recital 13**

*Text proposed by the Commission*

(13) The current lack of transparency of the selection procedures and qualification criteria for board positions in most Member States ***represents a significant*** barrier to more gender diversity among board members and negatively affects both the board candidates' careers and freedom of movement, as well as investor decisions. Such lack of transparency prevents potential candidates for board positions from applying to boards where their qualifications would be most required and from challenging gender-biased appointment decisions, ***thus restricting their freedom of movement within the internal market.*** On the other hand, investors have different investment strategies that require information linked also to the expertise and competence of the board members. More transparency in the qualification criteria and the selection procedure for board members enables investors to better assess the company's business strategy and to take informed decisions.

*Amendment*

(13) The current lack of transparency of the selection procedures and qualification criteria for board positions in most Member States ***may represent*** a barrier to more gender diversity among board members and ***it*** negatively affects both the board candidates' careers and freedom of movement, as well as investor decisions. Such lack of transparency prevents potential candidates for board positions from applying to boards where their qualifications would be most required and from challenging gender-biased appointment decisions. On the other hand, investors have different investment strategies that require information linked also to the expertise and competence of the board members. More transparency in the qualification criteria and the selection procedure for board members enables investors to better assess the company's business strategy and to take informed decisions.

Or. nl

#### **Amendment 74**

**Sven Giegold**

on behalf of the Verts/ALE Group

#### **Proposal for a directive**

##### **Recital 13**

*Text proposed by the Commission*

(13) The current lack of transparency of the selection procedures **and** qualification criteria for board positions in most Member States represents a significant barrier to more gender diversity among board members and negatively affects both the board candidates' careers and freedom of movement, as well as investor decisions. Such lack of transparency prevents potential candidates for board positions from applying to boards where their qualifications would be most required and from challenging gender-biased appointment decisions, thus restricting their freedom of movement within the internal market. On the other hand, investors have different investment strategies that require information linked also to the expertise and competence of the board members. More transparency in the qualification criteria and the selection procedure for board members enables investors to better assess the company's business strategy and to take informed decisions.

*Amendment*

(13) The current lack of transparency of the selection procedures, qualification criteria **and recruitment** for board positions in most Member States represents a significant barrier to more gender diversity among board members and negatively affects both the board candidates' careers and freedom of movement, as well as investor decisions. Such lack of transparency prevents potential candidates for board positions from applying to boards where their qualifications would be most required and from challenging gender-biased appointment decisions, thus restricting their freedom of movement within the internal market. On the other hand, investors have different investment strategies that require information linked also to the expertise and competence of the board members. More transparency in the qualification criteria and the selection procedure for board members enables investors to better assess the company's business strategy and to take informed decisions.

Or. en

#### **Amendment 75**

**Rachida Dati**

#### **Proposal for a directive**

##### **Recital 14**

*Text proposed by the Commission*

(14) While this Directive does not aim to harmonise national laws on the selection procedures and qualification criteria for board positions in detail, the introduction of certain minimum standards as regards the requirement for listed companies without balanced gender representation to take appointment decisions for ***non-executive*** directors on the basis of an objective comparative assessment of the qualifications of candidates in terms of suitability, competence and professional performance is necessary in order to attain gender balance among ***non-executives*** directors. Only an EU-level measure can effectively help to ensure a competitive level-playing field throughout the Union and avoid practical complications in business life.

*Amendment*

(14) While this Directive does not aim to harmonise national laws on the selection procedures and qualification criteria for board positions in detail, the introduction of certain minimum standards as regards the requirement for listed companies without balanced gender representation to take appointment decisions for directors on the basis of an objective comparative assessment of the qualifications of candidates in terms of suitability, competence and professional performance is necessary in order to attain gender balance among directors. Only an EU-level measure can effectively help to ensure a competitive level-playing field throughout the Union and avoid practical complications in business life.

Or. fr

*Justification*

To be properly effective, this directive should apply to all directors of listed companies. The day-to-day management of such companies is not likely to be disrupted by pursuing the requirement of gender equality among their directors.

**Amendment 76**

**Sven Giegold**

on behalf of the Verts/ALE Group

**Proposal for a directive**

**Recital 14**

*Text proposed by the Commission*

(14) While this Directive does not aim to harmonise national laws on the selection procedures and qualification criteria for board positions in detail, ***the introduction of certain minimum standards as regards the requirement for*** listed companies

*Amendment*

(14) While this Directive does not aim to harmonise national laws on the selection procedures and qualification criteria for board positions in detail, ***but requires*** listed companies without balanced gender representation to ***adjust their recruitment,***

without balanced gender representation to ***take appointment decisions for non-executive directors on the basis of an objective comparative assessment of the qualifications of candidates in terms of suitability, competence and professional performance is necessary in order*** to attain gender balance among non-executives directors. Only an EU-level measure can effectively help to ensure a competitive level-playing field throughout the Union and avoid practical complications in business life.

***selection and appointment procedures, among others*** to attain gender balance among non-executives directors. Only an EU-level measure can effectively help to ensure a competitive level-playing field throughout the Union and avoid practical complications in business life.

Or. en

#### Amendment 77

Daniël van der Stoep

#### Proposal for a directive

#### Recital 14

##### *Text proposed by the Commission*

(14) While this Directive does not aim to harmonise national laws on the selection procedures and qualification criteria for board positions in detail, the introduction of certain minimum standards as regards the requirement for listed companies without balanced gender representation to take appointment decisions for non-executive directors on the basis of an objective comparative assessment of the qualifications of candidates in terms of suitability, competence and professional performance ***is necessary in order to*** attain gender balance among *non-executives* directors. ***Only an EU-level measure can effectively help to ensure a competitive level-playing field throughout the Union and avoid practical complications in business life.***

##### *Amendment*

(14) While this Directive does not aim to harmonise national laws on the selection procedures and qualification criteria for board positions in detail, the introduction of certain minimum standards as regards the requirement for listed companies without balanced gender representation to take appointment decisions for non-executive directors on the basis of an objective comparative assessment of the qualifications of candidates in terms of suitability, competence and professional performance ***may*** attain gender balance among *non-executive* directors.

Or. nl

**Amendment 78**  
**Mojca Kleva Kekuš**

**Proposal for a directive**  
**Recital 14**

*Text proposed by the Commission*

(14) While this Directive does not aim to harmonise national laws on the selection procedures and qualification criteria for board positions in detail, the introduction of certain minimum standards as regards the requirement for listed companies without balanced gender representation to take appointment decisions for non-executive directors on the basis of an objective comparative assessment of the qualifications of candidates in terms of suitability, competence and professional performance is necessary in order to attain gender balance among non-executives directors. Only an EU-level measure can effectively help to ensure a competitive level-playing field throughout the Union and avoid practical complications in business life.

*Amendment*

(14) While this Directive does not aim to harmonise national laws on the selection procedures and qualification criteria for board positions in detail, the introduction of certain minimum standards as regards the requirement for listed companies without balanced gender representation to take appointment decisions for non-executive directors on the basis of **a transparent and clearly defined selection procedure and** an objective comparative assessment of the qualifications of candidates in terms of suitability, competence and professional performance is necessary in order to attain gender balance among non-executives directors. Only an EU-level **binding** measure can effectively help to ensure a competitive level-playing field throughout the Union and avoid practical complications in business life.

Or. en

**Amendment 79**  
**Rodi Kratsa-Tsagaropoulou, Corien Wortmann-Kool**

**Proposal for a directive**  
**Recital 14**

*Text proposed by the Commission*

(14) While this Directive does not aim to harmonise national laws on the selection procedures and qualification criteria for board positions in detail, the introduction

*Amendment*

(14) While this Directive does not aim to harmonise national laws on the selection procedures and qualification criteria for board positions in detail, the introduction

of certain minimum standards as regards the requirement for listed companies without balanced gender representation to take appointment decisions for non-executive directors on the basis of an objective comparative assessment of the qualifications of candidates in terms of suitability, competence and professional performance is necessary in order to attain gender balance among non-executives directors. Only an EU-level measure can effectively help to ensure a competitive level-playing field throughout the Union and avoid practical complications in business life.

of certain minimum standards as regards the requirement for listed companies without balanced gender representation to take appointment decisions for non-executive directors on the basis of an objective comparative assessment of the qualifications of candidates in terms of suitability, competence and professional performance is necessary in order to attain gender balance among non-executives directors. Only an EU-level measure can effectively help to ensure a competitive level-playing field throughout the Union and avoid practical complications in business life ***and allow executives and directors to make full use of the opportunities the Internal Market has to offer.***

Or. en

## **Amendment 80** **Olle Ludvigsson**

### **Proposal for a directive** **Recital 14**

#### *Text proposed by the Commission*

(14) While this Directive does not aim to harmonise national laws on the selection procedures and qualification criteria for board positions in detail, the introduction of certain minimum standards as regards the requirement for listed companies without balanced gender representation to take appointment decisions for non-executive directors on the basis of an objective comparative assessment of the qualifications of candidates in terms of suitability, competence and professional performance is necessary in order to attain gender balance among non-executives directors. Only an EU-level measure can effectively help to ensure a competitive level-playing field throughout the Union

#### *Amendment*

(14) While this Directive does not aim to harmonise national laws on the selection procedures and qualification criteria for board positions in detail, the introduction of certain minimum standards as regards the requirement for listed companies without balanced gender representation to take appointment decisions for non-executive directors on the basis of ***a vacancy announcement opening up for applications and*** an objective comparative assessment of the qualifications of candidates in terms of suitability, competence and professional performance is necessary in order to attain gender balance among non-executives directors. Only an EU-level measure can effectively

and avoid practical complications in business life.

help to ensure a competitive level-playing field throughout the Union and avoid practical complications in business life.

Or. en

## **Amendment 81**

**Daniël van der Stoep**

### **Proposal for a directive**

#### **Recital 15**

##### *Text proposed by the Commission*

(15) The Europe 2020 Strategy for Smart, Sustainable and Inclusive Growth ascertained that increased female labour force participation is a precondition for boosting growth and for tackling demographic challenges in Europe. The Strategy set a headline target of reaching an employment rate of 75 per cent for women and men aged 20-64 by 2020, which can ***only*** be reached if there is a clear commitment to gender equality and a reinforced effort to tackle all barriers to women's participation in the labour market. The current economic crisis has magnified Europe's ever-growing need to rely on knowledge, competence and innovation and to make full use of the pool of available talent. ***Enhancing female participation in economic decision-making, on company boards in particular, is expected to have a positive spill-over effect on female employment in the companies concerned and throughout the whole economy.***

##### *Amendment*

(15) The Europe 2020 Strategy for Smart, Sustainable and Inclusive Growth ascertained that increased female labour force participation is a precondition for boosting growth and for tackling demographic challenges in Europe. The Strategy set a headline target of reaching an employment rate of 75 per cent for women and men aged 20-64 by 2020, which can be reached if there is a clear commitment to gender equality and a reinforced effort to tackle all barriers to women's participation in the labour market. The current economic crisis has magnified Europe's ever-growing need to rely on knowledge, competence and innovation and to make full use of the pool of available talent.

Or. nl

## **Amendment 82**

**Diogo Feio**



**Proposal for a directive**  
**Recital 15 a (new)**

*Text proposed by the Commission*

*Amendment*

***(15a) The EU institutions, agencies and in particular the ECB should lead by example concerning gender balance. Stringent rules on internal and external recruitment to all EU-institutions and agencies should be implemented in order to ensure fair treatment between women and men and to improve the gender balance among leading positions.***

Or. en

*Justification*

*The EU institutions should lead by example in this mentality change towards gender balance. The merit of this example in EU institutions is that it occurs due to a real mentality change that sets' the example and not simply by a legal imposition.*

**Amendment 83**  
**Daniël van der Stoep**

**Proposal for a directive**  
**Recital 16**

*Text proposed by the Commission*

*Amendment*

***(16) The Union should therefore aim to increase the presence of women on company boards, in order both to boost economic growth and the competitiveness of European companies and to achieve effective gender equality on the labour market. This aim should be pursued through minimum requirements on positive action in the form of binding measures aiming at attaining a quantitative objective for the gender composition of boards of listed companies, in the view of the fact that Member States and other countries which have chosen this or a similar method have***

***deleted***

*achieved the best results in reducing the under-representation of women in economic decision-making positions.*

Or. nl

**Amendment 84**  
**Diogo Feio**

**Proposal for a directive**  
**Recital 16**

*Text proposed by the Commission*

*Amendment*

*(16) The Union should therefore aim to increase the presence of women on company boards, in order both to boost economic growth and the competitiveness of European companies and to achieve effective gender equality on the labour market. This aim should be pursued through minimum requirements on positive action in the form of binding measures aiming at attaining a quantitative objective for the gender composition of boards of listed companies, in the view of the fact that Member States and other countries which have chosen this or a similar method have achieved the best results in reducing the under-representation of women in economic decision-making positions.*

*deleted*

Or. en

*Justification*

*Binding measures and objectives is an infringement on ownership rights, is a rigid method, and does not imply fundamental change within companies, which EP and Institutions should focus more. Mentality change. Individual commitments ensure that companies themselves take responsibility for the gender balance issue.*

**Amendment 85**  
**Gunnar Hökmark**

**Proposal for a directive**  
**Recital 16**

*Text proposed by the Commission*

*Amendment*

***(16) The Union should therefore aim to increase the presence of women on company boards, in order both to boost economic growth and the competitiveness of European companies and to achieve effective gender equality on the labour market. This aim should be pursued through minimum requirements on positive action in the form of binding measures aiming at attaining a quantitative objective for the gender composition of boards of listed companies, in the view of the fact that Member States and other countries which have chosen this or a similar method have achieved the best results in reducing the under-representation of women in economic decision-making positions.***

***deleted***

Or. en

**Amendment 86**  
**Sylvie Goulard**

**Proposal for a directive**  
**Recital 16**

*Text proposed by the Commission*

*Amendment*

(16) The Union should therefore aim to increase the presence of women on company boards, in order both to boost economic growth and the competitiveness of European companies and to achieve effective gender equality on the labour market. This aim should be pursued through minimum requirements on positive action in the form of binding measures aiming at attaining a quantitative objective for the gender composition of boards of

(16) The Union should therefore aim to increase the presence of women on company boards, in order both to boost economic growth and the competitiveness of European companies and to achieve effective gender equality on the labour market. This aim should be pursued through minimum requirements on positive action in the form of binding measures aiming at attaining a quantitative objective for the gender composition of boards of

listed companies, in the view of the fact that Member States and other countries which have chosen this or a similar method have achieved the best results in reducing the under-representation of women in economic decision-making positions.

listed companies, in the view of the fact that Member States and other countries which have chosen this or a similar method have achieved the best results in reducing the under-representation of women in economic decision-making positions. ***At the same time, Member States are strongly recommended to raise businesses' awareness of gender equality by policies involving employees' organisations, so that women at all levels of society may benefit from it.***

Or. fr

#### **Amendment 87**

**Rodi Kratsa-Tsagaropoulou, Corien Wortmann-Kool**

#### **Proposal for a directive**

#### **Recital 16**

##### *Text proposed by the Commission*

(16) The Union should therefore aim to increase the presence of women on company boards, in order both to boost economic growth and the competitiveness of European companies and to achieve effective gender equality on the labour market. This aim should be pursued through minimum requirements on positive action in the form of binding measures aiming at attaining a quantitative objective for the gender composition of boards of listed companies, in the view of the fact that Member States and other countries which have chosen this or a similar method have achieved the best results in reducing the under-representation of women in economic decision-making positions.

##### *Amendment*

(16) The Union should therefore aim to increase the presence of women on company boards, in order both to boost economic growth and the competitiveness of European companies and to achieve effective gender equality on the labour market. This aim should be pursued through minimum **common** requirements on positive action in the form of binding measures aiming at attaining a quantitative objective for the gender composition of boards of listed companies, in the view of the fact that Member States and other countries which have chosen this or a similar method have achieved the best results in reducing the under-representation of women in economic decision-making positions.

Or. en

**Amendment 88**  
**Gunnar Hökmark**

**Proposal for a directive**  
**Recital 16 a (new)**

*Text proposed by the Commission*

*Amendment*

***(16a) The appointment of board members and executive and non-executive directors shall fully remain the prerogative and responsibility of the shareholders.***

Or. en

**Amendment 89**  
**Gunnar Hökmark**

**Proposal for a directive**  
**Recital 16 b (new)**

*Text proposed by the Commission*

*Amendment*

***(16b) Reducing individuals to representatives of different groups in society, such as men, women or ethnic minorities, runs counter to the objective of providing equal opportunities for all. Every individual shall be regarded as an individual and for that reason there should be no quotas on representation imposed by law.***

Or. en

**Amendment 90**  
**Daniël van der Stoep**

**Proposal for a directive**  
**Recital 17**

*Text proposed by the Commission*

*Amendment*

(17) Companies listed on stock exchanges

(17) Companies listed on stock exchanges

enjoy a particular economic importance, visibility and impact on the market as a whole. The measures provided for in this Directive should therefore apply to listed companies, which are defined as companies incorporated in a Member State whose securities are admitted to trading on a regulated market within the meaning of Article 4(1) (14) of Directive 2004/39/EC of the European Parliament and of the Council of 21 April 2004 on markets in financial instruments, in one or more Member States. These companies set standards for the economy in its entirety and their practices can be expected to be followed by other types of companies. ***The public nature of listed companies justifies that they be regulated to a greater extent in the public interest.***

enjoy a particular economic importance, visibility and impact on the market as a whole. The measures provided for in this Directive should therefore apply to listed companies, which are defined as companies incorporated in a Member State whose securities are admitted to trading on a regulated market within the meaning of Article 4(1) (14) of Directive 2004/39/EC of the European Parliament and of the Council of 21 April 2004 on markets in financial instruments, in one or more Member States. These companies set standards for the economy in its entirety and their practices can be expected to be followed by other types of companies.

Or. nl

**Amendment 91**  
**Olle Ludvigsson**

**Proposal for a directive**  
**Recital 17**

*Text proposed by the Commission*

(17) Companies listed on stock exchanges enjoy a particular economic importance, visibility and impact on the market as a whole. The measures provided for in this Directive should therefore apply to listed companies, which are defined as companies incorporated in a Member State whose securities are admitted to trading on a regulated market within the meaning of Article 4(1) (14) of Directive 2004/39/EC of the European Parliament and of the Council of 21 April 2004 on markets in financial instruments, in one or more Member States. These companies set standards for the economy in its entirety and their practices can be expected to be

*Amendment*

(17) Companies listed on stock exchanges enjoy a particular economic importance, visibility and impact on the market as a whole. The measures provided for in this Directive should therefore apply to listed companies, which are defined as companies incorporated in a Member State whose securities are admitted to trading on a regulated market within the meaning of Article 4(1) (14) of Directive 2004/39/EC of the European Parliament and of the Council of 21 April 2004 on markets in financial instruments, in one or more Member States. These companies set standards for the economy in its entirety and their practices can be expected to be

followed by other types of companies. The public nature of listed companies justifies that they be ***regulated to a greater extent*** in the public interest.

followed by other types of companies. The public nature of listed companies justifies that they be ***adequately regulated*** in the public interest.

Or. en

**Amendment 92**  
**Olle Ludvigsson**

**Proposal for a directive**  
**Recital 17 a (new)**

*Text proposed by the Commission*

*Amendment*

***(17a) Non-listed companies also play a major role in the economy. In principle, they should therefore be included in the scope of this Directive. However, since the gender situation in these companies is not generally well-known and since particular provisions might be needed in order to reflect their specificities and varying nature within and across Member States, the inclusion should not be made until at a later stage. The Commission should present a proposal with that effect after having carried out a thorough investigation into all relevant aspects.***

Or. en

**Amendment 93**  
**Sylvie Goulard**

**Proposal for a directive**  
**Recital 17 b (new)**

*Text proposed by the Commission*

*Amendment*

***(17b) Owing to their high visibility, the institutions and agencies of the EU should set an example by putting in place, by January 2018, policies for a better***

*gender balance. To enhance representativeness, particular attention needs to be given to recruitment policies for senior management positions. Lists of candidates respecting gender equality should be put forward for each senior management post. The Member States should also be encouraged to appoint women as governors of the national central banks (NCBs) in order to achieve a gender balance in the Governing Council and the General Council of the ECB and on the General Board of the ESRB. Starting [two years after the adoption of this directive] the EU institutions and agencies should publish an annual report setting out their efforts to that end.*

Or. fr

**Amendment 94**  
**Rodi Kratsa-Tsagaropoulou**

**Proposal for a directive**  
**Recital 18**

*Text proposed by the Commission*

*Amendment*

*(18) This Directive should not apply to micro, small and medium-sized enterprises (SMEs), as defined by Commission Recommendation 2003/361/EC of 6 May 2003 concerning the definition of micro, small and medium-sized enterprises, even if they are listed companies.*

*deleted*

Or. en

*Justification*

*All listed companies should comply with the objective set by the Directive, given their economic importance and economic and social responsibilities.*



**Amendment 95**  
**Olle Ludvigsson**

**Proposal for a directive**  
**Recital 18**

*Text proposed by the Commission*

(18) This Directive should not apply to micro, small and medium-sized enterprises (SMEs), as defined by Commission Recommendation 2003/361/EC of 6 May 2003 concerning the definition of micro, small and medium-sized enterprises, ***even if they are*** listed companies.

*Amendment*

(18) This Directive should not apply to micro, small and medium-sized enterprises (SMEs), as defined by Commission Recommendation 2003/361/EC of 6 May 2003 concerning the definition of micro, small and medium-sized enterprises. ***This SME exemption should be applicable to listed, and at a later stage non-listed,*** companies.

Or. en

**Amendment 96**  
**Sari Essayah**

**Proposal for a directive**  
**Recital 18**

*Text proposed by the Commission*

(18) This Directive should not apply to micro, small and medium-sized enterprises (SMEs), as defined by Commission Recommendation 2003/361/EC of 6 May 2003 concerning the definition of micro, small and medium-sized enterprises, even if they are listed companies.

*Amendment*

(18) This Directive should not apply to micro, small and medium-sized enterprises (SMEs), as defined by Commission Recommendation 2003/361/EC of 6 May 2003 concerning the definition of micro, small and medium-sized enterprises, even if they are listed companies. ***Furthermore, this Directive should not apply to small-cap listed companies.***

Or. en

**Amendment 97**  
**Rachida Dati**

**Proposal for a directive**  
**Recital 20**

*Text proposed by the Commission*

(20) All board systems distinguish between executive directors, who are involved in the daily management of the company, and non-executive directors who are not involved in the daily management, but do perform a supervisory function. The quantitative objectives provided for in this Directive should apply ***only to the non-executive directors in order to strike the right balance between the need to increase the gender diversity of boards and the need to minimise interference with the day-to-day management of a company. As the non-executive directors perform supervisory tasks, it is also easier to recruit qualified candidates from outside the company and to a large extent also from outside the specific sector in which a company operates – a consideration which is of importance for areas of the economy where members of a particular sex are especially under-represented in the workforce.***

*Amendment*

(20) All board systems distinguish between executive directors, who are involved in the daily management of the company, and non-executive directors who are not involved in the daily management, but do perform a supervisory function. The quantitative objectives provided for in this Directive should apply to ***all directors, both executive and*** non-executive.

Or. fr

*Justification*

To be properly effective, this directive should apply to all directors of listed companies. The day-to-day management of such companies is not likely to be disrupted by pursuing the requirement of gender equality among their directors.

**Amendment 98**  
**Olle Ludvigsson**

**Proposal for a directive**  
**Recital 21**

*Text proposed by the Commission*

(21) In several Member States, a certain

*Amendment*

(21) In several Member States, a certain

proportion of the non-executive directors can or must be appointed or elected by the company's workforce and/or organisations of workers pursuant to national law or practice. The quantitative objectives provided for in this Directive should apply to all non-executive directors including employee representatives. However, the practical procedures for ensuring that those objectives are attained, taking into account the fact that some non-executive Directors are employee representatives, should be defined by the Member States concerned.

proportion of the non-executive directors can or must be appointed or elected by the company's workforce and/or organisations of workers pursuant to national law or practice. The quantitative objectives provided for in this Directive should apply to all non-executive directors including employee representatives. However, the practical procedures for ensuring that those objectives are attained, taking into account the fact that some non-executive Directors are employee representatives, should be defined by the Member States concerned ***on the basis of careful and extensive consultations with social partners at the national level.***

Or. en

**Amendment 99**  
**Diogo Feio**

**Proposal for a directive**  
**Recital 21 a (new)**

*Text proposed by the Commission*

*Amendment*

***(21a) Setting binding targets for gender balance in corporate boards of listed companies would seriously infringe on shareholders rights to freely choose their representatives. Consequently, companies' individual commitments and initiatives are preferable in the attempt to improve the gender balance among board positions.***

Or. en

**Amendment 100**  
**Diogo Feio**

**Proposal for a directive**  
**Recital 21 b (new)**

*Text proposed by the Commission*

*Amendment*

***(21b) Keeping in mind that individual commitment of companies is the only way to change attitudes and practices toward women and men in a more comprehensive manner within companies. It also allows for companies to take action more broadly than merely among non-executive directors. Therefore it is necessary that all companies have a Gender policy in place.***

Or. en

**Amendment 101**  
**Gunnar Hökmark**

**Proposal for a directive**  
**Recital 22**

*Text proposed by the Commission*

*Amendment*

***(22) Listed companies in the Union should be imposed obligations of means providing for appropriate procedures with a view of meeting specific objectives regarding the gender composition of their boards. Those listed companies in whose boards members of the under-represented sex hold less than 40 per cent of non-executive director positions should make the appointments to those positions on the basis of a comparative analysis of the qualifications of each candidate, by applying pre-established, clear, neutrally formulated and unambiguous criteria, in order to attain the said percentage at the latest by 1 January 2020. Therefore, the Directive establishes the objective of at least 40 per cent of non-executive directors of the under-represented sex by that date. This objective in principle only concerns the overall gender diversity among the non-executive directors and does not interfere with the concrete choice***

***deleted***

*of individual directors from a wide pool of male and female candidates in each individual case. In particular, it does not exclude any particular candidates for director positions, nor does it impose any individual directors on companies or shareholders. The decision on the appropriate board members thus remains with the companies and shareholders.*

Or. en

## Amendment 102

Daniël van der Stoep

### Proposal for a directive

#### Recital 22

##### *Text proposed by the Commission*

(22) Listed companies in the Union should be imposed obligations of means providing for appropriate procedures with a view of meeting specific objectives regarding the gender composition of their boards. Those listed companies in whose boards members of the under-represented sex hold less than **40 per cent** of non-executive director positions should make the appointments to those positions on the basis of a comparative analysis of the qualifications of each candidate, by applying pre-established, clear, neutrally formulated and unambiguous criteria, in order to attain the said percentage at the latest by 1 January 2020. Therefore, the Directive establishes the objective of at least **40 per cent** of non-executive directors of the under-represented sex by that date. This objective in principle only concerns the overall gender diversity among the non-executive directors and does not interfere with the concrete choice of individual directors from a wide pool of male and female candidates in each individual case. In particular, it does not exclude any

##### *Amendment*

(22) Listed companies in the Union should be imposed obligations of means providing for appropriate procedures with a view of meeting specific objectives regarding the gender composition of their boards. Those listed companies in whose boards members of the under-represented sex hold less than **10 per cent** of non-executive director positions should make the appointments to those positions on the basis of a comparative analysis of the qualifications of each candidate, by applying pre-established, clear, neutrally formulated and unambiguous criteria, in order to attain the said percentage at the latest by 1 January 2020. Therefore, the Directive establishes the objective of at least **10 per cent** of non-executive directors of the under-represented sex by that date. This objective in principle only concerns the overall gender diversity among the non-executive directors and does not interfere with the concrete choice of individual directors from a wide pool of male and female candidates in each individual case. In particular, it does not exclude any

particular candidates for director positions, nor does it impose any individual directors on companies or shareholders. The decision on the appropriate board members thus remains with the companies and shareholders.

particular candidates for director positions, nor does it impose any individual directors on companies or shareholders. The decision on the appropriate board members thus remains with the companies and shareholders.

Or. nl

## **Amendment 103**

### **Rachida Dati**

#### **Proposal for a directive**

#### **Recital 22**

##### *Text proposed by the Commission*

(22) Listed companies in the Union should be imposed obligations of means providing for appropriate procedures with a view of meeting specific objectives regarding the gender composition of their boards. Those listed companies in whose boards members of the under-represented sex hold less than 40 per cent of **non-executive** director positions should make the appointments to those positions on the basis of a comparative analysis of the qualifications of each candidate, by applying pre-established, clear, neutrally formulated and unambiguous criteria, in order to attain the said percentage at the latest by 1 January 2020. Therefore, the Directive establishes the objective of at least 40 per cent of **non-executive** directors of the under-represented sex by that date. This objective in principle only concerns the overall gender diversity among the non-executive directors and does not interfere with the concrete choice of individual directors from a wide pool of male and female candidates in each individual case. In particular, it does not exclude any particular candidates for director positions, nor does it impose any individual directors on companies or shareholders. The

##### *Amendment*

(22) Listed companies in the Union should be imposed obligations of means providing for appropriate procedures with a view of meeting specific objectives regarding the gender composition of their boards. Those listed companies in whose boards members of the under-represented sex hold less than 40 per cent of director positions should make the appointments to those positions on the basis of a comparative analysis of the qualifications of each candidate, by applying pre-established, clear, neutrally formulated and unambiguous criteria, in order to attain the said percentage at the latest by 1 January 2020. Therefore, the Directive establishes the objective of at least 40 per cent of directors of the under-represented sex by that date. This objective in principle only concerns the overall gender diversity among the **executive and non-executive** directors and does not interfere with the concrete choice of individual directors from a wide pool of male and female candidates in each individual case. In particular, it does not exclude any particular candidates for director positions, nor does it impose any individual directors on companies or shareholders. The decision on the

decision on the appropriate board members thus remains with the companies and shareholders.

appropriate board members thus remains with the companies and shareholders.

Or. fr

### *Justification*

To be properly effective, this directive should apply to all directors of listed companies. The day-to-day management of such companies is not likely to be disrupted by pursuing the requirement of gender equality among their directors.

## **Amendment 104** **Sari Essayah**

### **Proposal for a directive** **Recital 22**

#### *Text proposed by the Commission*

(22) Listed companies in the Union should be imposed obligations of means providing for appropriate procedures with a view of meeting specific objectives regarding the gender composition of their boards. Those listed companies in whose boards members of the under-represented sex hold less than 40 per cent of non-executive director positions should make the appointments to those positions on the basis of a comparative analysis of the qualifications of each candidate, by applying pre-established, clear, neutrally formulated and unambiguous criteria, in order to attain the said percentage at the latest by 1 January 2020. Therefore, the Directive establishes the objective of at least 40 per cent of non-executive directors of the under-represented sex by that date. This objective in principle only concerns the overall gender diversity among the non-executive directors and does not interfere with the concrete choice of individual directors from a wide pool of male and female candidates in each individual case. In particular, it does not exclude any

#### *Amendment*

(22) Listed companies in the Union should be imposed obligations of means providing for appropriate procedures with a view of meeting specific objectives regarding the gender composition of their boards. Those listed companies in whose boards members of the under-represented sex hold less than 40 per cent of non-executive director positions should make the appointments to those positions on the basis of a comparative analysis of the qualifications of each candidate, by applying pre-established, clear, neutrally formulated and unambiguous criteria, in order to attain the said percentage at the latest by 1 January 2020. ***However, owing to the diversity of the company law system in the Member States, Member States may decide not to apply the procedural rules of Article 4(1) in cases where the shareholders meeting has proposed candidates for board election during the shareholders meeting where the election is carried out.*** Therefore, the Directive establishes the objective of at least 40 per cent of non-executive directors of the under-

particular candidates for director positions, nor does it impose any individual directors on companies or shareholders. The decision on the appropriate board members thus remains with the companies and shareholders.

represented sex by that date. This objective in principle only concerns the overall gender diversity among the non-executive directors and does not interfere with the concrete choice of individual directors from a wide pool of male and female candidates in each individual case. In particular, it does not exclude any particular candidates for director positions, nor does it impose any individual directors on companies or shareholders. The decision on the appropriate board members thus remains with the companies and shareholders.

Or. en

## **Amendment 105**

**Rodi Kratsa-Tsagaropoulou, Corien Wortmann-Kool**

### **Proposal for a directive**

#### **Recital 22**

##### *Text proposed by the Commission*

(22) Listed companies in the Union should be imposed obligations of means providing for appropriate procedures with a view of meeting specific objectives regarding the gender composition of their boards. Those listed companies in whose boards members of the under-represented sex hold less than 40 per cent of non-executive director positions should make the appointments to those positions on the basis of a comparative analysis of the qualifications of each candidate, by applying pre-established, clear, neutrally formulated and unambiguous criteria, in order to attain the said percentage at the latest by 1 January 2020. Therefore, the Directive establishes the objective *of* at least 40 per cent of non-executive directors of the under-represented sex by that date. This objective in principle only concerns the overall gender diversity among the non-executive

##### *Amendment*

(22) Listed companies in the Union should be imposed obligations of means providing for appropriate procedures with a view of meeting specific objectives regarding the gender composition of their boards. Those listed companies in whose boards members of the under-represented sex hold less than 40 per cent of non-executive director positions should make the appointments to those positions on the basis of a comparative analysis of the qualifications of each candidate, by applying pre-established, clear, neutrally formulated and unambiguous criteria, in order to attain the said percentage at the latest by 1 January 2020. Therefore, the Directive establishes the objective *of* at least 40 per cent of non-executive directors of the under-represented sex by that date. This objective in principle only concerns the overall gender diversity among the non-executive



directors and does not interfere with the concrete choice of individual directors from a wide pool of male and female candidates in each individual case. In particular, it does not exclude any particular candidates for director positions, nor does it impose any individual directors on companies or shareholders. The decision on the appropriate board members thus remains with the companies and shareholders.

directors and does not interfere with the concrete choice of individual directors from a wide pool of male and female candidates in each individual case. In particular, it does not exclude any particular candidates for director positions, nor does it impose any individual directors on companies or shareholders. The decision on the appropriate board members thus remains with the companies and shareholders. ***Moreover, this Directive obliges Member States to establish efficient procedures for reaching the goal of enhanced gender-balance in boards;***

Or. en

#### **Amendment 106**

**Sven Giegold**

on behalf of the Verts/ALE Group

#### **Proposal for a directive**

##### **Recital 22**

###### *Text proposed by the Commission*

(22) Listed companies in the Union should be imposed obligations of means providing for appropriate procedures with a view of meeting specific objectives regarding the gender composition of their boards. Those listed companies in whose boards members of the under-represented sex hold less than 40 per cent of non-executive director positions should make the appointments to those positions on the basis of a comparative analysis of the qualifications of each candidate, by applying pre-established, clear, neutrally formulated and unambiguous criteria, in order to attain the said percentage at the latest by 1 January 2020. Therefore, the Directive establishes the objective of at least 40 per cent of non-executive directors of the under-represented sex by that date. This objective in principle only concerns the overall

###### *Amendment*

(22) Listed companies in the Union should be imposed obligations of means providing for appropriate procedures with a view of meeting specific objectives regarding the gender composition of their boards. Those listed companies in whose boards members of the under-represented sex hold less than 40 per cent of non-executive director positions should make the appointments to those positions on the basis of a comparative analysis of the qualifications of each candidate, by applying pre-established, clear, neutrally formulated and unambiguous criteria, in order to attain the said percentage at the latest by 1 January 2020. ***Listed companies should consider putting in place training programmes and mentoring programmes for the under-represented sex as one tool to achieve gender balance if there is a clear gender***

gender diversity among the non-executive directors and does not interfere with the concrete choice of individual directors from a wide pool of male and female candidates in each individual case. In particular, it does not exclude any particular candidates for director positions, nor does it impose any individual directors on companies or shareholders. The decision on the appropriate board members thus remains with the companies and shareholders.

***gap in the company's selection pool for recruitment to board positions.*** Therefore, the Directive establishes the objective of at least 40 per cent of non-executive directors of the under-represented sex by that date. This objective in principle only concerns the overall gender diversity among the non-executive directors and does not interfere with the concrete choice of individual directors from a wide pool of male and female candidates in each individual case. In particular, it does not exclude any particular candidates for director positions, nor does it impose any individual directors on companies or shareholders. The decision on the appropriate board members thus remains with the companies and shareholders.

Or. en

#### **Amendment 107** **Olle Ludvigsson**

#### **Proposal for a directive** **Recital 22**

##### *Text proposed by the Commission*

(22) Listed companies in the Union should be imposed obligations of means providing for appropriate procedures with a view of meeting specific objectives regarding the gender composition of their boards. Those listed companies in whose boards members of the under-represented sex hold less than 40 per cent of non-executive director positions should make the appointments to those positions on the basis of a comparative analysis of the qualifications of each candidate, by applying pre-established, clear, neutrally formulated and unambiguous criteria, in order to attain the said percentage at the latest by 1 January 2020. Therefore, the Directive establishes the objective of at least 40 per cent of non-

##### *Amendment*

(22) Listed companies in the Union should be imposed obligations of means providing for appropriate procedures with a view of meeting specific objectives regarding the gender composition of their boards. Those listed companies in whose boards members of the under-represented sex hold less than 40 per cent of non-executive director positions should make the appointments to those positions on the basis of a ***vacancy announcement opening up for applications and a*** comparative analysis of the qualifications of each candidate, by applying pre-established, clear, neutrally formulated and unambiguous criteria, in order to attain the said percentage at the latest by 1 January 2020. Therefore, the

executive directors of the under-represented sex by that date. This objective in principle only concerns the overall gender diversity among the non-executive directors and does not interfere with the concrete choice of individual directors from a wide pool of male and female candidates in each individual case. In particular, it does not exclude any particular candidates for director positions, nor does it impose any individual directors on companies or shareholders. The decision on the appropriate board members thus remains with the companies and shareholders.

Directive establishes the objective of at least 40 per cent of non-executive directors of the under-represented sex by that date. This objective in principle only concerns the overall gender diversity among the non-executive directors and does not interfere with the concrete choice of individual directors from a wide pool of male and female candidates in each individual case. In particular, it does not exclude any particular candidates for director positions, nor does it impose any individual directors on companies or shareholders. The decision on the appropriate board members thus remains with the companies and shareholders.

Or. en

**Amendment 108**  
**Sylvie Goulard**

**Proposal for a directive**  
**Recital 22 a (new)**

*Text proposed by the Commission*

*Amendment*

***(22a) In order to include a broader set of perspectives and experiences in economic decision making, listed companies should be encouraged to take into account not just gender equality but also diversity as regards competence, age, geographical provenance, ethnicity, and educational and professional background in their recruitment policies.***

Or. fr

**Amendment 109**  
**Daniël van der Stoep**

**Proposal for a directive**  
**Recital 23**

*Text proposed by the Commission*

(23) Member States exercise a dominant influence over listed companies which are public undertakings within the meaning of Article 2(b) of Commission Directive 2006/111/EC of 16 November 2006 on the transparency of financial relations between Member States and public undertakings, as well as on financial transparency within certain undertakings. Due to that dominant influence, they have the instruments at their disposal to bring about the necessary change more rapidly. Therefore, in such companies the objective of least **40 per cent** of non-executive directors of the under-represented sex should be set at an earlier date.

*Amendment*

(23) Member States exercise a dominant influence over listed companies which are public undertakings within the meaning of Article 2(b) of Commission Directive 2006/111/EC of 16 November 2006 on the transparency of financial relations between Member States and public undertakings, as well as on financial transparency within certain undertakings. Due to that dominant influence, they have the instruments at their disposal to bring about the necessary change more rapidly. Therefore, in such companies the objective of least **10 per cent** of non-executive directors of the under-represented sex should be set at an earlier date.

Or. nl

**Amendment 110**

**Rachida Dati**

**Proposal for a directive**

**Recital 23**

*Text proposed by the Commission*

(23) Member States exercise a dominant influence over listed companies which are public undertakings within the meaning of Article 2(b) of Commission Directive 2006/111/EC of 16 November 2006 on the transparency of financial relations between Member States and public undertakings, as well as on financial transparency within certain undertakings. Due to that dominant influence, they have the instruments at their disposal to bring about the necessary change more rapidly. Therefore, in such companies the objective of least 40 per cent of **non-executive** directors of the under-represented sex should be set at an earlier date.

*Amendment*

(23) Member States exercise a dominant influence over listed companies which are public undertakings within the meaning of Article 2(b) of Commission Directive 2006/111/EC of 16 November 2006 on the transparency of financial relations between Member States and public undertakings, as well as on financial transparency within certain undertakings. Due to that dominant influence, they have the instruments at their disposal to bring about the necessary change more rapidly. Therefore, in such companies the objective of least 40 per cent of directors of the under-represented sex should be set at an earlier date.

*Justification*

To be properly effective, this directive should apply to all directors of listed companies. The day-to-day management of such companies is not likely to be disrupted by pursuing the requirement of gender equality among their directors.

**Amendment 111**

**Rodi Kratsa-Tsagaropoulou, Corien Wortmann-Kool**

**Proposal for a directive****Recital 23***Text proposed by the Commission*

(23) Member States exercise a dominant influence over listed companies which are public undertakings within the meaning of Article 2(b) of Commission Directive 2006/111/EC of 16 November 2006 on the transparency of financial relations between Member States and public undertakings, as well as on financial transparency within certain undertakings. Due to that dominant influence, they have the instruments at their disposal to bring about the necessary change more rapidly. Therefore, in such companies the objective of least 40 per cent of non-executive directors of the under-represented sex should be set at an earlier date.

*Amendment*

(23) Member States exercise a dominant influence over listed companies which are public undertakings within the meaning of Article 2(b) of Commission Directive 2006/111/EC of 16 November 2006 on the transparency of financial relations between Member States and public undertakings, as well as on financial transparency within certain undertakings. Due to that dominant influence, they have the instruments at their disposal to bring about the necessary change more rapidly. Therefore, in such companies the objective of least 40 per cent of non-executive directors of the under-represented sex should be set at an earlier date, *in respect with the adequate mechanisms set by Member States, in line with the Directive.*

**Amendment 112**

**Gunnar Hökmark**

**Proposal for a directive****Recital 24**

*Text proposed by the Commission*

*Amendment*

***(24) Determining the number of non-executive director positions necessary to meet the objective requires further specification since for most board sizes it is mathematically possible only to go beyond or remain below the exact share of 40 per cent. Therefore, the number of board positions necessary to meet the objective should be the number closest to 40 per cent. At the same time, in order to avoid discrimination of the initially over-represented sex, listed companies should not be obliged to appoint members of the under-represented sex to half or more of the non-executive board positions. Thus, for example, members of the under-represented sex should hold at least one position on boards with three or four non-executive directors, at least two positions on boards with five or six non-executive directors, and at least three positions on boards with seven or eight non-executive directors.***

***deleted***

Or. en

### **Amendment 113**

**Daniël van der Stoep**

### **Proposal for a directive**

### **Recital 24**

*Text proposed by the Commission*

*Amendment*

(24) Determining the number of non-executive director positions necessary to meet the objective requires further specification since for most board sizes it is mathematically possible only to go beyond or remain below the exact share of **40 per cent**. Therefore, the number of board positions necessary to meet the objective should be the number closest to **40 per**

(24) Determining the number of non-executive director positions necessary to meet the objective requires further specification since for most board sizes it is mathematically possible only to go beyond or remain below the exact share of **10 per cent**. Therefore, the number of board positions necessary to meet the objective should be the number closest to **10 per**

*cent. At the same time, in order to avoid discrimination of the initially over-represented sex, listed companies should not be obliged to appoint members of the under-represented sex to half or more of the non-executive board positions. Thus, for example, members of the under-represented sex should hold at least one position on boards with three or four non-executive directors, at least two positions on boards with five or six non-executive directors, and at least three positions on boards with seven or eight non-executive directors.*

*cent.*

Or. nl

**Amendment 114**  
**Rachida Dati**

**Proposal for a directive**  
**Recital 24**

*Text proposed by the Commission*

(24) Determining the number of **non-executive** director positions necessary to meet the objective requires further specification since for most board sizes it is mathematically possible only to go beyond or remain below the exact share of 40 per cent. Therefore, the number of board positions necessary to meet the objective should be the number closest to 40 per cent. At the same time, in order to avoid discrimination of the initially over-represented sex, listed companies should not be obliged to appoint members of the under-represented sex to half or more of the **non-executive** board positions. Thus, for example, members of the under-represented sex should hold at least one position on boards with three or four **non-executive** directors, at least two positions on boards with five or six **non-executive** directors, and at least three positions on

*Amendment*

(24) Determining the number of director positions necessary to meet the objective requires further specification since for most board sizes it is mathematically possible only to go beyond or remain below the exact share of 40 per cent. Therefore, the number of board positions necessary to meet the objective should be the number closest to 40 per cent. At the same time, in order to avoid discrimination of the initially over-represented sex, listed companies should not be obliged to appoint members of the under-represented sex to half or more of the board positions. Thus, for example, members of the under-represented sex should hold at least one position on boards with three or four directors, at least two positions on boards with five or six directors, and at least three positions on boards with seven or eight

boards with seven or eight *non-executive* directors.

directors.

Or. fr

*Justification*

To be properly effective, this directive should apply to all directors of listed companies. The day-to-day management of such companies is not likely to be disrupted by pursuing the requirement of gender equality among their directors.

**Amendment 115**

**Sven Giegold**

on behalf of the Verts/ALE Group

**Proposal for a directive**

**Recital 24**

*Text proposed by the Commission*

(24) Determining the number of non-executive director positions necessary to meet the objective requires further specification since for most board sizes it is mathematically possible only to go beyond or remain below the exact share of 40 per cent. Therefore, the number of board positions necessary to meet the objective should be the number closest to 40 per cent. At the same time, in order to avoid discrimination of the initially over-represented sex, listed companies should not be obliged to appoint members of the under-represented sex to *half or* more of the non-executive board positions. Thus, for example, members of the under-represented sex should hold at least one position on boards with three or four non-executive directors, at least two positions on boards with five or six non-executive directors, and at least three positions on boards with seven or eight non-executive directors.

*Amendment*

(24) Determining the number of non-executive director positions necessary to meet the objective requires further specification since for most board sizes it is mathematically possible only to go beyond or remain below the exact share of 40 per cent. Therefore, the number of board positions necessary to meet the objective should be the number closest to 40 per cent. At the same time, in order to avoid discrimination of the initially over-represented sex, listed companies should not be obliged to appoint members of the under-represented sex to more *than half* of the non-executive board positions. Thus, for example, members of the under-represented sex should hold at least one position on boards with three or four non-executive directors, at least two positions on boards with five or six non-executive directors, and at least three positions on boards with seven or eight non-executive directors.

Or. en



## Amendment 116

Sven Giegold

on behalf of the Verts/ALE Group

### Proposal for a directive

#### Recital 26

*Text proposed by the Commission*

(26) In line with *that case-law, Member States should ensure that the selection of the best qualified candidates for non-executive directors is based on a comparative analysis of the qualifications of each candidate on the basis of pre-established, clear, neutrally formulated and unambiguous criteria*. Examples of types of selection criteria that companies could apply include professional experience in managerial and/or supervisory tasks, knowledge in specific relevant areas such as finance, controlling or human resources management, leadership and communication skills and networking abilities. Priority should be given to the candidate of the under-represented sex if that candidate is equally qualified *as the candidate of the other sex in terms of suitability, competence and professional performance, and if an objective assessment taking account of all criteria specific to the individual candidates does not tilt the balance in favour of a candidate of the other sex*.

*Amendment*

(26) In line with *Article 23 of the Charter of Fundamental Rights of the European Union and where applicable related the case-law, Member States should ensure transparency in their recruitment, selection and appointment procedures while respecting private life with regard to the processing of personal data, recognised by the Articles 7 and 8 of the Charter*. Examples of types of selection criteria that companies could apply include professional experience in managerial and/or supervisory tasks, knowledge in specific relevant areas such as finance, controlling or human resources management, leadership and communication skills and networking abilities. Priority should be given to the candidate of the under-represented sex if that candidate is *at least* equally qualified. *Member States should ensure that companies that do not comply with the Directive's key objectives disclose additional information on their recruitment, selection and appointment policies, and in particular explain measures they will implement to improve their gender balance in this regard*.

Or. en

## Amendment 117

Rachida Dati

**Proposal for a directive**  
**Recital 26**

*Text proposed by the Commission*

(26) In line with that case-law, Member States should ensure that the selection of the best qualified candidates for **non-executive** directors is based on a comparative analysis of the qualifications of each candidate on the basis of pre-established, clear, neutrally formulated and unambiguous criteria. Examples of types of selection criteria that companies could apply include professional experience in managerial and/or supervisory tasks, knowledge in specific relevant areas such as finance, controlling or human resources management, leadership and communication skills and networking abilities. Priority should be given to the candidate of the under-represented sex if that candidate is equally qualified as the candidate of the other sex in terms of suitability, competence and professional performance, and if an objective assessment taking account of all criteria specific to the individual candidates does not tilt the balance in favour of a candidate of the other sex.

*Amendment*

(26) In line with that case-law, Member States should ensure that the selection of the best qualified candidates for directors is based on a comparative analysis of the qualifications of each candidate on the basis of pre-established, clear, neutrally formulated and unambiguous criteria. Examples of types of selection criteria that companies could apply include professional experience in managerial and/or supervisory tasks, knowledge in specific relevant areas such as finance, controlling or human resources management, leadership and communication skills and networking abilities. Priority should be given to the candidate of the under-represented sex if that candidate is equally qualified as the candidate of the other sex in terms of suitability, competence and professional performance, and if an objective assessment taking account of all criteria specific to the individual candidates does not tilt the balance in favour of a candidate of the other sex.

Or. fr

*Justification*

To be properly effective, this directive should apply to all directors of listed companies. The day-to-day management of such companies is not likely to be disrupted by pursuing the requirement of gender equality among their directors.

**Amendment 118**  
**Rodi Kratsa-Tsagaropoulou, Corien Wortmann-Kool**

**Proposal for a directive**  
**Recital 26**

*Text proposed by the Commission*

(26) In line with that case-law, Member States should ensure that the selection of the best qualified candidates for non-executive directors is based on a comparative analysis of the qualifications of each candidate on the basis of pre-established, clear, neutrally formulated and unambiguous criteria. Examples of types of selection criteria that companies could apply include professional experience in managerial and/or supervisory tasks, knowledge in specific relevant areas such as finance, controlling or human resources management, leadership and communication skills and networking abilities. Priority should be given to the candidate of the under-represented sex if that candidate is equally qualified as the candidate of the other sex in terms of suitability, competence and professional performance, ***and if an objective assessment taking account of all criteria specific to the individual candidates does not tilt the balance in favour of a candidate of the other sex.***

*Amendment*

(26) In line with that case-law, Member States should ensure that the selection of the best qualified candidates for non-executive directors is based on a comparative analysis of the qualifications of each candidate on the basis of pre-established, clear, neutrally formulated and unambiguous criteria. Examples of types of selection criteria that companies could apply include professional experience in managerial and/or supervisory tasks, knowledge in specific relevant areas such as finance, controlling or human resources management, leadership, ***international experience*** and communication skills and networking abilities. Priority should be given to the candidate of the under-represented sex if that candidate is equally qualified as the candidate of the other sex in terms of suitability, competence and professional performance.

Or. en

*Justification*

*Disclosing personal data of successful applicants by listed companies upon the request of an unsuccessful candidate, would constitute a breach to the right to respect private life, as recognised by the Charter for Fundamental Rights.*

**Amendment 119**  
**Olle Ludvigsson**

**Proposal for a directive**  
**Recital 26**

*Text proposed by the Commission*

(26) In line with that case-law, Member

*Amendment*

(26) In line with that case-law, Member

States should ensure that the selection of the best qualified candidates for non-executive directors is based on a comparative analysis of the qualifications of each candidate on the basis of pre-established, clear, neutrally formulated and unambiguous criteria. Examples of types of selection criteria that companies could apply include professional experience in managerial and/or supervisory tasks, knowledge in specific relevant areas such as finance, controlling or human resources management, leadership and communication skills and networking abilities. Priority should be given to the candidate of the under-represented sex if that candidate is equally qualified as the candidate of the other sex in terms of suitability, competence and professional performance, and if an objective assessment taking account of all criteria specific to the individual candidates does not tilt the balance in favour of a candidate of the other sex.

States should ensure that the selection of the best qualified candidates for non-executive directors is based on a ***vacancy announcement opening up for applications and a*** comparative analysis of the qualifications of each candidate on the basis of pre-established, clear, neutrally formulated and unambiguous criteria. Examples of types of selection criteria that companies could apply include professional experience in managerial and/or supervisory tasks, knowledge in specific relevant areas such as finance, controlling or human resources management, leadership and communication skills and networking abilities. Priority should be given to the candidate of the under-represented sex if that candidate is equally qualified as the candidate of the other sex in terms of suitability, competence and professional performance, and if an objective assessment taking account of all criteria specific to the individual candidates does not tilt the balance in favour of a candidate of the other sex.

Or. en

## **Amendment 120**

**Sven Giegold**

on behalf of the Verts/ALE Group

### **Proposal for a directive**

#### **Recital 27**

*Text proposed by the Commission*

(27) The methods of recruiting and appointing directors differ from one Member State to another and from one company to another. They may involve the pre-selection of candidates to be presented to the shareholders' assembly, for example by a nomination committee, the direct appointment of directors by individual

*Amendment*

(27) The methods of recruiting, ***selection*** and appointing directors differ from one Member State to another and from one company to another. They may involve the pre-selection of candidates to be presented to the shareholders' assembly, for example by a nomination committee, the direct appointment of directors by individual

shareholders or a vote in the shareholders' assembly on individual candidates or lists of candidates. The requirements concerning the selection of candidates should be met at the appropriate stage of the selection process in accordance with national law and the articles of association of the listed companies concerned. In this respect, this Directive ***only establishes a minimum harmonisation*** of selection procedures, ***making it possible to apply the conditions provided for by the case-law of the Court of Justice with a view to attaining the objective of a more balanced gender representation in the boards of listed companies.***

shareholders or a vote in the shareholders' assembly on individual candidates or lists of candidates. ***This legislative instrument respects diversity in selection procedures while insisting that the aim of increasing the under-represented sex's participation on boards is attained.*** The requirements concerning the selection of candidates should be met at the appropriate stage of the selection process in accordance with national law and the articles of association of the listed companies concerned. In this respect, this Directive ***allows for a diversity*** of selection procedures, ***with a view to attaining the objective of a more balanced gender representation in the boards of listed companies. The provision of this Directive does not unduly interfere with day-to-day management, since companies maintain the freedom to select candidates on the basis of qualifications or other objective relevant considerations.***

Or. en

## **Amendment 121**

**Mojca Kleva Kekuš**

### **Proposal for a directive**

**Recital 27**

#### *Text proposed by the Commission*

(27) The methods of recruiting and appointing directors differ from one Member State to another and from one company to another. They may involve the pre-selection of candidates to be presented to the shareholders' assembly, for example by a nomination committee, the direct appointment of directors by individual shareholders or a vote in the shareholders' assembly on individual candidates or lists of candidates. The requirements concerning the selection of candidates should be met at the appropriate stage of

#### *Amendment*

(27) The methods of recruiting and appointing directors differ from one Member State to another and from one company to another. They may involve the pre-selection of candidates to be presented to the shareholders' assembly, for example by a nomination committee, the direct appointment of directors by individual shareholders or a vote in the shareholders' assembly on individual candidates or lists of candidates. The requirements concerning the selection of candidates should be met at the appropriate stage of

the selection process in accordance with national law and the articles of association of the listed companies concerned. In this respect, this Directive only establishes a minimum harmonisation of selection procedures, making it possible to apply the conditions provided for by the case-law of the Court of Justice with a view to attaining the objective of a more balanced gender representation in the boards of listed companies.

the selection process in accordance with national law and the articles of association of the listed companies concerned. In this respect, this Directive only establishes a minimum harmonisation of selection procedures, ***which should be based on transparency and merit, therefore*** making it possible to apply the conditions provided for by the case-law of the Court of Justice with a view to attaining the objective of a more balanced gender representation in the boards of listed companies.

Or. en

**Amendment 122**  
**Gunnar Hökmark**

**Proposal for a directive**  
**Recital 28**

*Text proposed by the Commission*

***(28) This Directive aims to improve the gender balance among directors of companies listed on stock exchanges and thus to contribute to the realisation of the principle of equal treatment between men and women, recognised as a fundamental right of the Union. Listed companies should therefore be required to disclose, upon the request of an unsuccessful candidate, not only the qualification criteria upon which the selection was based, but also the objective comparative assessment of those criteria and, where relevant, the considerations tilting the balance in favour of a candidate who is not of the under-represented sex . These limitations to the right to respect for private life with regard to the processing of personal data, recognised by the Articles 7 and 8 of the Charter, and the obligation for listed companies to supply that information, upon request, to the unsuccessful candidate, are necessary***

*Amendment*

***deleted***

*and, in conformity with the principle of proportionality, genuinely meet recognised objectives of general interest. They are therefore in line with the requirements for such limitations laid down in Article 52(1) of the Charter and with the relevant case-law of the Court of Justice.*

Or. en

### **Amendment 123**

**Rodi Kratsa-Tsagaropoulou, Corien Wortmann-Kool**

### **Proposal for a directive**

#### **Recital 28**

#### *Text proposed by the Commission*

(28) This Directive aims to improve the gender balance among directors of companies listed on stock exchanges and thus to contribute to the realisation of the principle of equal treatment between men and women, recognised as a fundamental right of the Union. Listed companies should therefore be required to disclose, upon the request of an unsuccessful candidate, not only the qualification criteria upon which the selection was based, but also the objective comparative assessment of those criteria *and, where relevant, the considerations tilting the balance in favour of a candidate who is not of the under-represented sex . These limitations to the right to respect for private life with regard to the processing of personal data, recognised by the Articles 7 and 8 of the Charter, and the obligation for listed companies to supply that information, upon request, to the unsuccessful candidate, are necessary and, in conformity with the principle of proportionality, genuinely meet recognised objectives of general interest. They are therefore in line with the*

#### *Amendment*

(28) This Directive aims to improve the gender balance among directors of companies listed on stock exchanges and thus to contribute to the realisation of the principle of equal treatment between men and women, recognised as a fundamental right of the Union. Listed companies should therefore be required to disclose, upon the request of an unsuccessful candidate, not only the qualification criteria upon which the selection was based, but also the objective comparative assessment of those criteria.

*requirements for such limitations laid down in Article 52(1) of the Charter and with the relevant case-law of the Court of Justice.*

Or. en

#### *Justification*

*Disclosing personal data of successful applicants by listed companies upon the request of an unsuccessful candidate, would constitute a breach to the right to respect private life, as recognised by the Charter for Fundamental Rights.*

#### **Amendment 124** **Sari Essayah**

#### **Proposal for a directive** **Recital 28**

##### *Text proposed by the Commission*

(28) This Directive aims to improve the gender balance among directors of companies listed on stock exchanges and thus to contribute to the realisation of the principle of equal treatment between men and women, recognised as a fundamental right of the Union. Listed companies should therefore be required to disclose, upon the request of an unsuccessful candidate, not only the qualification criteria upon which the selection was based, but also the objective comparative assessment of those criteria and, where relevant, the considerations tilting the balance in favour of a candidate who is not of the under-represented sex . These limitations to the right to respect for private life with regard to the processing of personal data, recognised by the Articles 7 and 8 of the Charter, and the obligation for listed companies to supply that information, upon request, to the unsuccessful candidate, are necessary and, in conformity with the principle of proportionality, genuinely meet recognised

##### *Amendment*

(28) This Directive aims to improve the gender balance among directors of companies listed on stock exchanges and thus to contribute to the realisation of the principle of equal treatment between men and women, recognised as a fundamental right of the Union. Listed companies should therefore be required to disclose, ***where possible***, upon the request of an unsuccessful candidate, not only the qualification criteria upon which the selection was based, but also the objective comparative assessment of those criteria and, where relevant, the considerations tilting the balance in favour of a candidate who is not of the under-represented sex . ***This disclosure obligation does not apply where such disclosure would endanger trade secrets or would be impossible because the elected board member was proposed by the shareholders.*** These limitations to the right to respect for private life with regard to the processing of personal data, recognised by the Articles 7 and 8 of the Charter, and the obligation for



objectives of general interest. They are therefore in line with the requirements for such limitations laid down in Article 52(1) of the Charter and with the relevant case-law of the Court of Justice.

listed companies to supply that information, upon request, to the unsuccessful candidate, are necessary and, in conformity with the principle of proportionality, genuinely meet recognised objectives of general interest. They are therefore in line with the requirements for such limitations laid down in Article 52(1) of the Charter and with the relevant case-law of the Court of Justice.

Or. en

## **Amendment 125**

**Sven Giegold**

on behalf of the Verts/ALE Group

### **Proposal for a directive**

#### **Recital 28**

##### *Text proposed by the Commission*

(28) This Directive aims to improve the gender balance among directors of companies listed on stock exchanges and thus to contribute to the realisation of the principle of equal treatment between men and women, recognised as a fundamental right of the Union. Listed companies should therefore be required to disclose, ***upon the request of*** an unsuccessful candidate, not only the qualification criteria upon which the selection was based, but also the objective comparative assessment of those criteria and, where relevant, the considerations tilting the balance in favour of a candidate who is not of the under-represented sex . These limitations to the right to respect for private life with regard to the processing of personal data, recognised by the Articles 7 and 8 of the Charter, and the obligation for listed companies to supply that information, ***upon request***, to the unsuccessful candidate, are necessary and, in conformity with the principle of

##### *Amendment*

(28) This Directive aims to improve the gender balance among directors of companies listed on stock exchanges and thus to contribute to the realisation of the principle of equal treatment between men and women, recognised as a fundamental right of the Union. Listed companies should therefore be required to disclose, ***to*** an unsuccessful candidate, not only the qualification criteria upon which the selection was based, but also the objective comparative assessment of those criteria and, where relevant, the considerations tilting the balance in favour of a candidate who is not of the under-represented sex . These limitations to the right to respect for private life with regard to the processing of personal data, recognised by the Articles 7 and 8 of the Charter, and the obligation for listed companies to supply that information to the unsuccessful candidate, are necessary and, in conformity with the principle of proportionality, genuinely meet recognised objectives of general

proportionality, genuinely meet recognised objectives of general interest. They are therefore in line with the requirements for such limitations laid down in Article 52(1) of the Charter and with the relevant case-law of the Court of Justice.

interest. They are therefore in line with the requirements for such limitations laid down in Article 52(1) of the Charter and with the relevant case-law of the Court of Justice.

Or. en

**Amendment 126**  
**Daniël van der Stoep**

**Proposal for a directive**  
**Recital 29**

*Text proposed by the Commission*

*Amendment*

***(29) Where an unsuccessful candidate of the under-represented sex establishes the presumption they were equally qualified as the appointed candidate of the other sex, the listed company should be required to demonstrate the correctness of the choice.***

***deleted***

Or. nl

**Amendment 127**  
**Gunnar Hökmark**

**Proposal for a directive**  
**Recital 29**

*Text proposed by the Commission*

*Amendment*

***(29) Where an unsuccessful candidate of the under-represented sex establishes the presumption they were equally qualified as the appointed candidate of the other sex, the listed company should be required to demonstrate the correctness of the choice.***

***deleted***

Or. en

**Amendment 128**  
**Diogo Feio**

**Proposal for a directive**  
**Recital 29**

*Text proposed by the Commission*

*Amendment*

*(29) Where an unsuccessful candidate of the under-represented sex establishes the presumption they were equally qualified as the appointed candidate of the other sex, the listed company should be required to demonstrate the correctness of the choice.*

*deleted*

Or. en

*Justification*

*Reversing the burden of proof on companies is very disproportionate and could take immense proportions if unsuccessful candidates make unrealistic demands.*

**Amendment 129**  
**Sari Essayah**

**Proposal for a directive**  
**Recital 30**

*Text proposed by the Commission*

*Amendment*

(30) Member States should provide for effective, proportionate and dissuasive sanctions for breaches of this Directive, which *could include, inter alia, administrative fines and* nullity or annulment declared by a judicial body of the appointment or of the election of non-executive directors made contrary to the national provisions adopted pursuant to Article 4(1).

(30) Member States should provide for effective, proportionate and dissuasive sanctions for breaches of this Directive, which *may, however, not include* nullity or annulment declared by a judicial body of the appointment or of the election of non-executive directors made contrary to the national provisions adopted pursuant to Article 4(1). *A failure to reach the objective laid down in Article 4(1) or 4(7) shall not constitute an infringement of the national provisions adopted pursuant to this Directive and shall not be subject to*

*sanctions.*

Or. en

### **Amendment 130**

**Daniël van der Stoep**

### **Proposal for a directive**

#### **Recital 30**

*Text proposed by the Commission*

(30) Member States ***should*** provide for effective, proportionate and dissuasive sanctions for breaches of this Directive, which could include, inter alia, administrative fines and nullity or annulment declared by a judicial body of the appointment or of the election of non-executive directors made contrary to the national provisions adopted pursuant to Article 4(1).

*Amendment*

(30) Member States ***may*** provide for effective, proportionate and dissuasive sanctions for breaches of this Directive, which could include, inter alia, administrative fines and nullity or annulment declared by a judicial body of the appointment or of the election of non-executive directors made contrary to the national provisions adopted pursuant to Article 4(1).

Or. nl

### **Amendment 131**

**Sven Giegold**

on behalf of the Verts/ALE Group

### **Proposal for a directive**

#### **Recital 30**

*Text proposed by the Commission*

(30) Member States should provide for effective, proportionate and dissuasive sanctions for breaches of this Directive, which could include, inter alia, administrative fines and nullity or annulment declared by a judicial body of the appointment or of the election of non-executive directors made contrary to the national provisions adopted pursuant to Article 4(1).

*Amendment*

(30) Member States should provide for effective, proportionate and dissuasive sanctions for breaches of this Directive, which could include, inter alia, administrative fines, ***restrict access from EU funding*** and nullity or annulment declared by a judicial body of the appointment or of the election of non-executive directors made contrary to the national provisions adopted pursuant to

Article 4(1). *Eligibility of companies for tenders by an EU institution is dependent on achievement of the target set in Article 4 paragraph 1. Member States may make the achievement of the target set in Article 4 paragraph 1 conditional upon award criteria for public procurement.*

Or. en

**Amendment 132**  
**Olle Ludvigsson**

**Proposal for a directive**  
**Recital 30**

*Text proposed by the Commission*

(30) Member States should provide for effective, proportionate and dissuasive sanctions for breaches of this Directive, which could include, inter alia, administrative fines and nullity or annulment declared by a judicial body of the appointment or of the election of non-executive directors made contrary to the national provisions adopted pursuant to Article 4(1).

*Amendment*

(30) Member States should provide for effective, proportionate and dissuasive sanctions for breaches of this Directive, which could include, inter alia, administrative fines and nullity or annulment declared by a judicial body of the appointment or of the election of non-executive directors made contrary to the national provisions adopted pursuant to Article 4(1) *as well as forced dissolution, ordered by a competent judicial body in full respect of proper procedural safeguards, in cases of serious and repeated infringements.*

Or. en

**Amendment 133**  
**Rodi Kratsa-Tsagaropoulou, Corien Wortmann-Kool**

**Proposal for a directive**  
**Recital 30**

*Text proposed by the Commission*

(30) Member States should provide for

*Amendment*

(30) Member States should provide for

effective, proportionate and dissuasive sanctions for breaches of this Directive, **which** could include, inter alia, administrative fines and nullity or annulment declared by a judicial body of the appointment or of the election of non-executive directors made contrary to the national provisions adopted pursuant to Article 4(1).

effective, proportionate and dissuasive sanctions for breaches of this Directive. ***Especially should Member States provide that listed companies who do not establish, apply or respect the foreseen procedures for the appointment or the election of non-executive directors shall be subject to sanctions. These sanctions*** could include, inter alia, administrative fines and nullity or annulment declared by a judicial body of the appointment or of the election of non-executive directors made contrary to the national provisions adopted pursuant to Article 4(1).

Or. en

**Amendment 134**  
**Mojca Kleva Kekuš**

**Proposal for a directive**  
**Recital 30**

*Text proposed by the Commission*

(30) Member States should provide for effective, proportionate and dissuasive sanctions for breaches of this Directive, which **could** include, inter alia, administrative fines and nullity or annulment declared by a judicial body of the appointment or of the election of non-executive directors made contrary to the national provisions adopted pursuant to Article 4(1).

*Amendment*

(30) Member States should provide for effective, proportionate and dissuasive sanctions for breaches of this Directive, which **should** include, inter alia, administrative fines and nullity or annulment declared by a judicial body of the appointment or of the election of non-executive directors made contrary to the national provisions adopted pursuant to Article 4(1).

Or. en

**Amendment 135**  
**Olle Ludvigsson**

**Proposal for a directive**  
**Recital 31**

*Text proposed by the Commission*

*Amendment*

**(31) Since the gender composition of the workforce has a direct impact on the availability of candidates of the under-represented sex, Member States may provide that where the members of the under-represented sex make up less than 10 per cent of the workforce the company concerned should not be required to meet the objective laid down in this Directive.** *deleted*

Or. en

**Amendment 136**

**Sven Giegold**

on behalf of the Verts/ALE Group

**Proposal for a directive**

**Recital 31**

*Text proposed by the Commission*

*Amendment*

**(31) Since the gender composition of the workforce has a direct impact on the availability of candidates of the under-represented sex, Member States may provide that where the members of the under-represented sex make up less than 10 per cent of the workforce the company concerned should not be required to meet the objective laid down in this Directive.** *deleted*

Or. en

**Amendment 137**

**Mojca Kleva Kekuš**

**Proposal for a directive**

**Recital 31**

*Text proposed by the Commission*

*Amendment*

***(31) Since the gender composition of the workforce has a direct impact on the availability of candidates of the under-represented sex, Member States may provide that where the members of the under-represented sex make up less than 10 per cent of the workforce the company concerned should not be required to meet the objective laid down in this Directive.*** ***deleted***

Or. en

#### **Amendment 138**

**Rodi Kratsa-Tsagaropoulou, Corien Wortmann-Kool**

**Proposal for a directive**

**Recital 31**

*Text proposed by the Commission*

*Amendment*

***(31) Since the gender composition of the workforce has a direct impact on the availability of candidates of the under-represented sex, Member States may provide that where the members of the under-represented sex make up less than 10 per cent of the workforce the company concerned should not be required to meet the objective laid down in this Directive.*** ***deleted***

Or. en

#### *Justification*

*All companies must comply with the obligation of enhancing gender-balance and therefore, no exemption should be foreseen. Particularly, the Directive offers to all companies flexibility in adopting adequate procedures, fitting the needs of their sector. Finally, non-executive directors usually perform supervisory tasks and give input on general management tasks which are not directly linked to sectoral issues.*



**Amendment 139**  
**Rachida Dati**

**Proposal for a directive**  
**Recital 32**

*Text proposed by the Commission*

*Amendment*

*(32) Since listed companies should aim to increase the proportion of the under-represented sex in all decision-making positions, Member States may provide that the objective laid down in this Directive should be considered to be met where listed companies can show that members of the under-represented sex hold at least one third of all director positions, irrespective of whether they are executive or non-executive.*

*deleted*

Or. fr

*Justification*

To be properly effective, this directive should apply to all directors of listed companies. The day-to-day management of such companies is not likely to be disrupted by pursuing the requirement of gender equality among their directors.

**Amendment 140**  
**Daniël van der Stoep**

**Proposal for a directive**  
**Recital 32**

*Text proposed by the Commission*

*Amendment*

(32) Since listed companies should aim to increase the proportion of the under-represented sex in all decision-making positions, Member States may provide that the objective laid down in this Directive should be considered to be met where listed companies can show that members of the under-represented sex hold at least **one third** of all director positions, irrespective of whether they are executive or non-

(32) Since listed companies should aim to increase the proportion of the under-represented sex in all decision-making positions, Member States may provide that the objective laid down in this Directive should be considered to be met where listed companies can show that members of the under-represented sex hold at least **one tenth** of all director positions, irrespective of whether they are executive or non-

executive.

executive.

Or. nl

#### **Amendment 141**

**Sven Giegold**

on behalf of the Verts/ALE Group

#### **Proposal for a directive**

##### **Recital 32**

###### *Text proposed by the Commission*

(32) Since listed companies should aim to increase the proportion of the under-represented sex in all decision-making positions, Member States may provide that the objective laid down in this Directive should be considered to be met where listed companies can show that **members** of the under-represented sex hold at least one third of all director positions, ***irrespective of whether they are executive or non-executive.***

###### *Amendment*

(32) Since listed companies should aim to increase the proportion of the under-represented sex in all decision-making positions, Member States may provide that the objective laid down in this Directive should be considered to be met where listed companies can show that **Directors** of the under-represented sex hold at least one third of all director positions, ***under the condition that at least 40% of the executive directors is of the under-represented sex.***

Or. en

#### **Amendment 142**

**Rachida Dati**

#### **Proposal for a directive**

##### **Recital 33**

###### *Text proposed by the Commission*

***(33) In addition to the measures relating to non-executive directors, and with a view also to improving the gender balance among directors involved in daily management tasks, listed companies should be required to make individual commitments regarding the representation of both sexes among***

###### *Amendment*

***deleted***

*executive directors, to be achieved at the latest by 1 January 2020. These commitments should aim to achieve tangible progress from the individual company's current position towards better gender balance.*

Or. fr

*Justification*

To be properly effective, this directive should apply to all directors of listed companies. The day-to-day management of such companies is not likely to be disrupted by pursuing the requirement of gender equality among their directors.

**Amendment 143**

**Rodi Kratsa-Tsagaropoulou, Corien Wortmann-Kool**

**Proposal for a directive**

**Recital 33**

*Text proposed by the Commission*

(33) In addition to the measures relating to non-executive directors, and with a view also to improving the gender balance among directors involved in daily management tasks, listed companies should be required to make individual commitments regarding the representation of both sexes among executive directors, ***to be achieved*** at the latest by 1 January 2020. These commitments should aim to achieve tangible progress from the individual company's current position towards better gender balance.

*Amendment*

(33) In addition to the measures relating to non-executive directors, and with a view also to improving the gender balance among directors involved in daily management tasks, listed companies should be required to make individual commitments regarding the representation of both sexes among executive directors at the latest by 1 January 2020. These commitments should aim to achieve tangible progress from the individual company's current position towards better gender balance. ***The Member States are required to ensure that companies pursue their efforts until the objective of 40% is met. To this end, the Directives provides for guarantees in order to efficiently meet the objective of enhanced gender-balance.***

Or. en

**Amendment 144**

**Sven Giegold**

on behalf of the Verts/ALE Group

**Proposal for a directive**  
**Recital 33**

*Text proposed by the Commission*

(33) In addition to the measures relating to non-executive directors, and with a view also to improving the gender balance among directors involved in daily management tasks, listed companies should be required to make individual commitments regarding **the** representation of both sexes among executive directors, to be achieved at the latest by 1 January 2020. These commitments should aim to achieve tangible progress from the individual company's current position towards better gender balance.

*Amendment*

(33) In addition to the measures relating to non-executive directors, and with a view also to improving the gender balance among directors involved in daily management tasks, listed companies should be required to make individual commitments regarding **a more balanced** representation of both sexes among executive directors, to be achieved at the latest by 1 January 2020, **or, in case of listed public undertakings, by 1 January 2018**. These commitments should aim to achieve tangible progress from the individual company's current position towards better gender balance.

Or. en

**Amendment 145**  
**Daniël van der Stoep**

**Proposal for a directive**  
**Recital 34**

*Text proposed by the Commission*

(34) Member States **should** require listed companies to provide information on the gender composition of their boards as well as information on how they managed to meet the objectives laid down in this Directive, on a yearly basis to the competent national authorities in order to enable them to assess the progress of each listed company towards gender balance among directors. Such information **should** be published and, where the company in question has not met the objective, it should include a description of the

*Amendment*

(34) Member States **may** require listed companies to provide information on the gender composition of their boards as well as information on how they managed to meet the objectives laid down in this Directive, on a yearly basis to the competent national authorities in order to enable them to assess the progress of each listed company towards gender balance among directors. Such information **may** be published and, where the company in question has not met the objective, it should include a description of the

measures that it has taken so far and intends to take in the future in order to meet the objective.

measures that it has taken so far and intends to take in the future in order to meet the objective. ***However, this is not compulsory for listed companies.***

Or. nl

#### **Amendment 146**

**Rodi Kratsa-Tsagaropoulou, Corien Wortmann-Kool**

#### **Proposal for a directive**

#### **Recital 34**

##### *Text proposed by the Commission*

(34) Member States should require listed companies to provide information on the gender composition of their boards as well as information on how they managed to meet the objectives laid down in this Directive, on a yearly basis to the competent national authorities in order to enable them to assess the progress of each listed company towards gender balance among directors. Such information should be published and, where the company in question has not met the objective, it should include a description of the measures that it has taken so far and intends to take in the future in order to meet the objective.

##### *Amendment*

(34) Member States should require listed companies to provide information on the gender composition of their boards as well as information on how they managed to meet the objectives laid down in this Directive, on a yearly basis to the competent national authorities in order to enable them to assess the progress of each listed company towards gender balance among directors. Such information should be published and, where the company in question has not met the objective, it should include a description of the measures that it has taken so far and intends to take in the future in order to meet the objective. ***Furthermore, companies that failed to comply should provide a justification on the reasons for not implementing the adequate mechanisms, and what concrete measures are to be adopted in order to efficiently guarantee that the objective of enhanced gender-balance is met.***

Or. en

#### **Amendment 147**

**Olle Ludvigsson**

**Proposal for a directive**  
**Recital 34**

*Text proposed by the Commission*

(34) Member States should require listed companies to provide information on the gender composition of their boards as well as information on how they managed to meet the objectives laid down in this Directive, on a yearly basis to the competent national authorities in order to enable them to assess the progress of each listed company towards gender balance among directors. Such information should be published and, where the company in question has not met the objective, it should include a description of the measures that it has taken so far and intends to take in the future in order to meet the objective.

*Amendment*

(34) Member States should require listed companies to provide information on the gender composition of their boards as well as information on how they managed to meet the objectives laid down in this Directive, on a yearly basis to the competent national authorities in order to enable them to assess the progress of each listed company towards gender balance among directors. Such information should be published ***in an appropriate and easily accessible manner in the annual report and on the website*** and, where the company in question has not met the objective, it should include a ***comprehensive*** description of the measures that it has taken so far and intends to take in the future in order to meet the objective.

Or. en

**Amendment 148**  
**Sylvie Goulard**

**Proposal for a directive**  
**Recital 34**

*Text proposed by the Commission*

(34) Member States should require listed companies to provide information on the gender composition of their boards as well as information on how they managed to meet the objectives laid down in this Directive, on a yearly basis to the competent national authorities in order to enable them to assess the progress of each listed company towards gender balance among directors. Such information should be published and, where the company in question has not met the objective, it

*Amendment*

(34) Member States should require listed companies to provide information on the gender composition of their boards as well as information on how they managed to meet the objectives laid down in this Directive, on a yearly basis to the competent national authorities in order to enable them to assess the progress of each listed company towards gender balance among directors. Such information should be published ***in the annual report and on the company's website*** and, where the

should include a description of the measures that it has taken so far and intends to take in the future in order to meet the objective.

company in question has not met the individually set targets, it should include a description of the measures that it has taken so far and intends to take in the future in order to meet those targets.

Or. fr

## **Amendment 149**

**Rachida Dati**

### **Proposal for a directive**

#### **Recital 34**

##### *Text proposed by the Commission*

(34) Member States should require listed companies to provide information on the gender composition of their boards as well as information on how they managed to meet the objectives laid down in this Directive, on a yearly basis to the competent national authorities in order to enable them to assess the progress of each listed company towards gender balance among directors. Such information should be published and, where the company in question has not met the objective, it should include a description of the measures that it has taken so far and intends to take in the future in order to meet the objective.

##### *Amendment*

(34) Member States should require listed companies to provide information on the gender composition of their boards as well as information on how they managed to meet the objectives laid down in this Directive, on a yearly basis to the competent national authorities **and in their annual report** in order to enable them to assess the progress of each listed company towards gender balance among directors. Such information should be published and, where the company in question has not met the objective, it should include a description of the measures that it has taken so far and intends to take in the future in order to meet the objective.

Or. fr

##### *Justification*

To ensure that the measures they plan to take are properly effective, companies must be required to show a minimum of transparency. Publishing their performance in their annual reports would not only ensure that this information is available to all but would also help spread best practice.

## **Amendment 150**

**Daniël van der Stoep**

**Proposal for a directive**  
**Recital 35**

*Text proposed by the Commission*

(35) Member States may have already taken measures providing for means to ensure a more balanced representation of women and men in company boards before the entry into force of this Directive. Such Member States should have an opportunity to apply those measures in place of the procedural requirements relating to appointments where they can demonstrate that the measures taken are of equivalent efficacy in order to attain the objective of a presence of the under-represented sex of at least **40 per cent** among non-executive directors of listed companies at the latest by 1 January **2020** or at the latest by 1 January **2018** in case of listed companies which are public undertakings.

*Amendment*

(35) Member States may have already taken measures providing for means to ensure a more balanced representation of women and men in company boards before the entry into force of this Directive. Such Member States should have an opportunity to apply those measures in place of the procedural requirements relating to appointments where they can demonstrate that the measures taken are of equivalent efficacy in order to attain the objective of a presence of the under-represented sex of at least **10 per cent** among non-executive directors of listed companies at the latest by 1 January **2040** or at the latest by 1 January **2038** in case of listed companies which are public undertakings.

Or. nl

**Amendment 151**  
**Sari Essayah**

**Proposal for a directive**  
**Recital 35**

*Text proposed by the Commission*

(35) Member States may have already taken measures providing for means to ensure a more balanced representation of women and men in company boards before the entry into force of this Directive. Such Member States should have an opportunity to apply those measures in place of the procedural requirements relating to appointments where they can demonstrate that the measures taken are of equivalent efficacy in order to attain the objective of a presence of the under-represented sex of at

*Amendment*

(35) Member States may have already taken measures providing for means to ensure a more balanced representation of women and men in company boards before the entry into force of this Directive. Such Member States should have an opportunity to apply those measures in place of the procedural requirements relating to appointments where they can demonstrate that the measures taken are of equivalent efficacy in order to attain the objective of a presence of the under-represented sex of at



least 40 per cent among non-executive directors of listed companies at the latest by 1 January 2020 or at the latest by 1 January 2018 in case of listed companies which are public undertakings.

least 40 per cent among non-executive directors of listed companies ***or the one third objective referred to in Article 4(7) of this Directive*** at the latest by 1 January 2020 or at the latest by 1 January 2018 in case of listed companies which are public undertakings. ***Also e.g. self-regulatory measures aiming to ensure a more balanced representation of women and men among the non-executive directors of listed companies must be considered as relevant measures in this regard.***

Or. en

## **Amendment 152**

**Sven Giegold**

on behalf of the Verts/ALE Group

### **Proposal for a directive**

#### **Recital 35**

##### *Text proposed by the Commission*

(35) Member States may have already taken measures providing for means to ensure a more balanced representation of women and men in company boards before the entry into force of this Directive. Such Member States should have an opportunity to apply those measures in place of the procedural requirements relating to appointments where they can demonstrate that the measures taken are of equivalent efficacy in order to attain the objective of a presence of the under-represented sex of at least 40 per cent among non-executive directors of listed companies at the latest by 1 January 2020 or at the latest by 1 January 2018 in case of listed companies which are public undertakings.

##### *Amendment*

(35) Member States may have already taken measures providing for means to ensure a more balanced representation of women and men in company boards before the entry into force of this Directive. Such Member States should have an opportunity to apply those measures in place of the procedural requirements relating to appointments where they can demonstrate that the measures taken are of equivalent efficacy in order to attain the objective of a presence of the under-represented sex of at least 40 per cent among non-executive directors of listed companies at the latest by 1 January 2020 or at the latest by 1 January 2018 in case of listed companies which are public undertakings. ***The Commission should assess whether the Member States' measures are sufficient to achieve the desired outcome, and decide whether relevant articles of the Directive can be suspended in order to avoid***

**Amendment 153**

**Rachida Dati**

**Proposal for a directive**

**Recital 37**

*Text proposed by the Commission*

(37) While some Member States have taken regulatory action or encouraged self-regulation with mixed results, the majority of Member States have not taken action or indicated their willingness to act in a way that would bring about sufficient improvement. Projections based on a comprehensive analysis of all available information on past and current trends as well as intentions show that a balanced gender representation among ***non-executive*** board members across the Union in line with the objectives set out in this Directive will not be achieved by Member States acting individually at any point in the foreseeable future. In the light of those circumstances and given the growing discrepancies between Member States in terms of the representation of women and men on company boards, the gender balance on corporate boards across the Union can only be improved through a common approach, and the potential for gender equality, competitiveness and growth can be better achieved through coordinated action at Union level rather than through national initiatives of varying scope, ambition and effectiveness. Since the objectives of this Directive cannot be sufficiently achieved by the Member States and can, therefore, by reason of the scale and effect of action, be better achieved at Union level, the Union may adopt measures in accordance with the principle

*Amendment*

(37) While some Member States have taken regulatory action or encouraged self-regulation with mixed results, the majority of Member States have not taken action or indicated their willingness to act in a way that would bring about sufficient improvement. Projections based on a comprehensive analysis of all available information on past and current trends as well as intentions show that a balanced gender representation among board members across the Union in line with the objectives set out in this Directive will not be achieved by Member States acting individually at any point in the foreseeable future. In the light of those circumstances and given the growing discrepancies between Member States in terms of the representation of women and men on company boards, the gender balance on corporate boards across the Union can only be improved through a common approach, and the potential for gender equality, competitiveness and growth can be better achieved through coordinated action at Union level rather than through national initiatives of varying scope, ambition and effectiveness. Since the objectives of this Directive cannot be sufficiently achieved by the Member States and can, therefore, by reason of the scale and effect of action, be better achieved at Union level, the Union may adopt measures in accordance with the principle of subsidiarity as set out

of subsidiarity as set out in Article 5 of the Treaty on European Union.

in Article 5 of the Treaty on European Union.

Or. fr

*Justification*

To be properly effective, this directive should apply to all directors of listed companies. The day-to-day management of such companies is not likely to be disrupted by pursuing the requirement of gender equality among their directors.

**Amendment 154**

**Daniël van der Stoep**

**Proposal for a directive**

**Recital 37**

*Text proposed by the Commission*

(37) While some Member States have taken regulatory action or encouraged self-regulation with mixed results, the majority of Member States have not taken action or indicated their willingness to act in a way that would bring about sufficient improvement. Projections based on a comprehensive analysis of all available information on past and current trends as well as intentions show that a balanced gender representation among non-executive board members across the Union in line with the objectives set out in this Directive will not be achieved by Member States acting individually at any point in the foreseeable future. In the light of those circumstances and given the growing discrepancies between Member States in terms of the representation of women and men on company boards, the gender balance on corporate boards across the Union can **only** be improved through a common approach, and the potential for gender equality, competitiveness and growth can be better achieved through coordinated action at Union level rather than through national initiatives of varying

*Amendment*

(37) While some Member States have taken regulatory action or encouraged self-regulation with mixed results, the majority of Member States have not taken action or indicated their willingness to act in a way that would bring about sufficient improvement. Projections based on a comprehensive analysis of all available information on past and current trends as well as intentions show that a balanced gender representation among non-executive board members across the Union in line with the objectives set out in this Directive will not be achieved by Member States acting individually at any point in the foreseeable future. In the light of those circumstances and given the growing discrepancies between Member States in terms of the representation of women and men on company boards, the gender balance on corporate boards across the Union can be improved through a common approach, and the potential for gender equality, competitiveness and growth can be better achieved through coordinated action at Union level rather than through national initiatives of varying scope,

scope, ambition and effectiveness. Since the objectives of this Directive cannot be sufficiently achieved by the Member States and can, therefore, by reason of the scale and effect of action, be better achieved at Union level, the Union may adopt measures in accordance with the principle of subsidiarity as set out in Article 5 of the Treaty on European Union.

ambition and effectiveness. Since the objectives of this Directive cannot be sufficiently achieved by the Member States and can, therefore, by reason of the scale and effect of action, be better achieved at Union level, the Union may adopt measures in accordance with the principle of subsidiarity as set out in Article 5 of the Treaty on European Union.

Or. nl

#### **Amendment 155**

**Rodi Kratsa-Tsagaropoulou, Corien Wortmann-Kool**

#### **Proposal for a directive**

##### **Recital 38**

##### *Text proposed by the Commission*

(38) In accordance with the principle of proportionality, as set out in that same Article, this Directive is limited to setting common objectives and principles and does not go beyond what is necessary in order to achieve those objectives. Member States are given sufficient freedom to determine how the objectives laid down in this Directive should best be achieved taking national circumstances into account, in particular rules and practices concerning recruitment for board positions. This Directive does not interfere with the possibility for companies to appoint the most qualified board members, and it grants a sufficiently long period of adaptation for all listed companies.

##### *Amendment*

(38) In accordance with the principle of proportionality, as set out in that same Article, this Directive is limited to setting common objectives and principles and does not go beyond what is necessary in order to achieve those objectives. Member States are given sufficient freedom to determine how the objectives laid down in this Directive should best be achieved taking national circumstances into account, in particular rules and practices concerning recruitment for board positions. This Directive does not interfere with the possibility for companies to appoint the most qualified board members, and it grants a ***flexible framework and a*** sufficiently long period of adaptation for all listed companies.

Or. en

#### **Amendment 156**

**Sylvie Goulard**

**Proposal for a directive**  
**Recital 39**

*Text proposed by the Commission*

(39) In accordance with the principle of proportionality, the objective to be met by listed companies should be limited in time and remain in force only until sustainable progress has been achieved in the gender composition of boards. For that reason, the Commission should regularly review the application of this Directive and report to the European Parliament and the Council. The Directive is due to expire on 31 December 2028. The Commission should assess, in its review, if there is a need to extend the duration of the Directive beyond that period.

*Amendment*

(39) In accordance with the principle of proportionality, the objective to be met by listed companies should be limited in time and remain in force only until sustainable progress has been achieved in the gender composition of boards. For that reason, the Commission should regularly review the application of this Directive and report to the European Parliament and the Council ***at two-yearly intervals, starting no later than 31 December 2021***. The Directive is due to expire on 31 December 2028. The Commission should assess, in its review, if there is a need to extend the duration of the Directive beyond that period.

Or. fr

**Amendment 157**  
**Daniël van der Stoep**

**Proposal for a directive**  
**Recital 39**

*Text proposed by the Commission*

(39) In accordance with the principle of proportionality, the objective to be met by listed companies should be limited in time and remain in force only until sustainable progress has been achieved in the gender composition of boards. For that reason, the Commission should regularly review the application of this Directive and report to ***the European Parliament and*** the Council. The Directive is due to expire on 31 December **2028**. The Commission should assess, in its review, if there is a need to extend the duration of the Directive beyond that period.

*Amendment*

(39) In accordance with the principle of proportionality, the objective to be met by listed companies should be limited in time and remain in force only until sustainable progress has been achieved in the gender composition of boards. For that reason, the Commission should regularly review the application of this Directive and report to the Council. The Directive is due to expire on 31 December **2013**. The Commission should assess, in its review, if there is a need to extend the duration of the Directive beyond that period.

**Amendment 158****Rodi Kratsa-Tsagaropoulou, Corien Wortmann-Kool****Proposal for a directive****Recital 39***Text proposed by the Commission*

(39) In accordance with the principle of proportionality, the objective to be met by listed companies should be limited in time and remain in force only until sustainable progress has been achieved in the gender composition of boards. For that reason, the Commission should regularly review the application of this Directive and report to the European Parliament and the Council. The Directive is due to expire on 31 December 2028. The Commission should assess, in its review, if there is a need to extend the duration of the Directive beyond that period.

*Amendment*

(39) In accordance with the principle of proportionality, the objective to be met by listed companies should be limited in time and remain in force only until sustainable progress has been achieved in the gender composition of boards. For that reason, the Commission should regularly review the application of this Directive and report to the European Parliament and the Council. The Directive is due to expire on 31 December 2028. The Commission should assess, in its review, if there is a need to extend the duration of the Directive beyond that period. ***Member States should cooperate with social partners and civil society in order to efficiently inform them on the Directive's signification and transposition and implementation.***

**Amendment 159****Rachida Dati****Proposal for a directive****Article 1 – paragraph 1***Text proposed by the Commission*

This Directive lays down measures to ensure a more balanced representation of men and women among the ***non-executive*** directors of listed companies by establishing measures aimed at accelerated

*Amendment*

This Directive lays down measures to ensure a more balanced representation of men and women among the directors of listed companies by establishing measures aimed at accelerated progress towards

progress towards gender balance while allowing companies sufficient time to make the necessary arrangements.

gender balance while allowing companies sufficient time to make the necessary arrangements.

Or. fr

### *Justification*

To be properly effective, this directive should apply to all directors of listed companies. The day-to-day management of such companies is not likely to be disrupted by pursuing the requirement of gender equality among their directors.

## **Amendment 160**

**Sylvie Goulard**

### **Proposal for a directive**

#### **Article 1 – paragraph 1**

#### *Text proposed by the Commission*

This Directive lays down measures to ensure a more balanced representation of men and women among the non-executive directors of listed companies by establishing measures aimed at accelerated progress towards gender balance while allowing companies sufficient time to make the necessary arrangements.

#### *Amendment*

This Directive lays down measures to ensure a more balanced representation of men and women among the non-executive directors of listed companies by establishing ***binding*** measures aimed at accelerated progress towards gender balance while allowing companies sufficient time to make the necessary arrangements.

Or. fr

## **Amendment 161**

**Sven Giegold**

on behalf of the Verts/ALE Group

### **Proposal for a directive**

#### **Article 1 – paragraph 1**

#### *Text proposed by the Commission*

This Directive lays down measures to ensure a ***more*** balanced ***representation of men and women*** among the non-executive

#### *Amendment*

This Directive lays down measures to ensure a balanced ***gender representation*** among the non-executive directors of listed

directors of listed companies by establishing measures aimed at accelerated progress towards gender balance while allowing companies sufficient time to make the necessary arrangements.

companies by establishing measures aimed at accelerated progress towards gender balance while allowing companies sufficient time to make the necessary arrangements.

Or. en

## **Amendment 162**

**Rodi Kratsa-Tsagaropoulou**

### **Proposal for a directive**

#### **Article 2 – paragraph 1 – point 8**

*Text proposed by the Commission*

*Amendment*

***(8) ‘small and medium-sized enterprise’ or ‘SME’ means a company which employs less than 250 persons and has an annual turnover not exceeding EUR 50 million or an annual balance sheet total not exceeding EUR 43 million, or, for an SME which is incorporated in a Member State whose currency is not the euro, the equivalent amounts in the currency of that Member State;***

***deleted***

Or. en

*Justification*

*All listed companies should comply with the objective set by the Directive, given their economic importance and their economic and social responsibilities.*

## **Amendment 163**

**Sari Essayah**

### **Proposal for a directive**

#### **Article 2 – paragraph 1 – point 8 a (new)**

*Text proposed by the Commission*

*Amendment*

***(8a) ‘a small cap listed company’ means company with a market capitalization of***



*less than 150 million Euros.*

Or. en

**Amendment 164**

**Rodi Kratsa-Tsagaropoulou**

**Proposal for a directive**

**Article 3**

*Text proposed by the Commission*

*Amendment*

**Article 3**

***deleted***

***Exclusion of small and medium-sized enterprises***

***This Directive shall not apply to small and medium-sized enterprises ('SMEs').***

Or. en

*Justification*

*All listed companies should comply with the objective set by the Directive, given their economic importance and their economic and social responsibilities.*

**Amendment 165**

**Sari Essayah**

**Proposal for a directive**

**Article 3 – paragraph 1**

*Text proposed by the Commission*

*Amendment*

This Directive shall not apply to small and medium-sized enterprises (***'SMEs'***).

This Directive shall not apply to small and medium-sized enterprises (***'SMEs'***) ***or to small-cap listed companies as defined in Article 2(8b) of this Directive.***

Or. en

**Amendment 166**  
**Gunnar Hökmark**

**Proposal for a directive**  
**Article 4**

*Text proposed by the Commission*

*Amendment*

[...]

*deleted*

Or. en

**Amendment 167**  
**Rachida Dati**

**Proposal for a directive**  
**Article 4 – title**

*Text proposed by the Commission*

*Amendment*

Objectives with regard to ***non-executive***  
directors

Objectives with regard to directors

Or. fr

*Justification*

To be properly effective, this directive should apply to all directors of listed companies. The day-to-day management of such companies is not likely to be disrupted by pursuing the requirement of gender equality among their directors.

**Amendment 168**  
**Wolf Klinz, Ramon Tremosa i Balcells, Anne E. Jensen, Nils Torvalds**

**Proposal for a directive**  
**Article 4 – paragraph 1**

*Text proposed by the Commission*

*Amendment*

1. Member States shall ensure that listed companies ***in whose boards members*** of the under-represented ***sex hold less than 40 per cent*** of the ***non-executive director positions make the appointments to those***

1. Member States shall ***establish binding measures that*** ensure that ***the*** listed companies ***set a target figure for the proportion*** of the under-represented ***gender in boards. The individual company***

*positions on the basis of a comparative analysis of the qualifications of each candidate, by applying pre-established, clear, neutrally formulated and unambiguous criteria, in order to attain the said percentage at the latest by 1 January 2020 or at the latest by 1 January 2018 in case of listed companies which are public undertakings.*

*shall thus specifically set a target which is realistic and ambitious for the company itself. The listed companies are also required to have a policy for increasing the proportion of the under-represented gender at the management levels of the companies in general. This means that the individual company must establish the optimum recruitment basis in the light of its specific needs and ideas. Listed companies must report on the status of fulfilment of the target set out in the annual report, including, if so, why the companies failed to achieve the target set. Moreover, companies must present the policy in the annual report, how the policy is implemented and what has been achieved. If the companies fail to do so, they may be fined. These requirements do not apply to representatives of the employees*

Or. en

**Amendment 169**  
**Diogo Feio**

**Proposal for a directive**  
**Article 4 – paragraph 1**

*Text proposed by the Commission*

1. Member States shall ensure that listed companies in whose **boards** members of the under-represented sex hold less than 40 per cent of the non-executive director positions *make the appointments to those positions on the basis of a comparative analysis of the qualifications of each candidate, by applying pre-established, clear, neutrally formulated and unambiguous criteria*, in order to attain the said percentage at the latest by 1 January 2020 or at the latest by 1 January 2018 in case of listed companies which

*Amendment*

1. Member States shall ensure that listed companies in whose **board's** members of the under-represented sex hold less than 40 per cent of the non-executive director positions *undertake individual commitments in the form of individual targets or gender policies*, in order to significantly improve the gender balance by January 2020. *The individual commitments shall be realistic but ambitious and based on company and branch characteristics.*

*are public undertakings.*

Or. en

#### **Amendment 170**

**Daniël van der Stoep**

#### **Proposal for a directive**

#### **Article 4 – paragraph 1**

##### *Text proposed by the Commission*

1. Member States shall ensure that listed companies in whose boards members of the under-represented sex hold less than **40 per cent** of the non-executive director positions make the appointments to those positions on the basis of a comparative analysis of the qualifications of each candidate, by applying pre-established, clear, neutrally formulated and unambiguous criteria, in order to attain the said percentage at the latest by 1 January **2020** or at the latest by 1 January **2018** in case of listed companies which are public undertakings.

##### *Amendment*

1. Member States shall ensure that listed companies in whose boards members of the under-represented sex hold less than **10 per cent** of the non-executive director positions make the appointments to those positions on the basis of a comparative analysis of the qualifications of each candidate, by applying pre-established, clear, neutrally formulated and unambiguous criteria, in order to attain the said percentage at the latest by 1 January **2040** or at the latest by 1 January **2038** in case of listed companies which are public undertakings.

Or. nl

#### **Amendment 171**

**Sari Essayah**

#### **Proposal for a directive**

#### **Article 4 – paragraph 1**

##### *Text proposed by the Commission*

1. Member States shall ensure that listed companies in whose boards members of the under-represented sex hold less than 40 per cent of the non-executive director positions make the appointments to those positions on the basis of a comparative analysis of the qualifications of each

##### *Amendment*

1. Member States shall ensure that listed companies in whose boards members of the under-represented sex hold less than 40 per cent of the non-executive director positions make the appointments to those positions on the basis of a comparative analysis of the qualifications of each

candidate, by applying pre-established, clear, neutrally formulated and unambiguous criteria, in order to attain the said percentage at the latest by 1 January 2020 or at the latest by 1 January 2018 in case of listed companies which are public undertakings.

candidate, by applying pre-established, clear, neutrally formulated and unambiguous criteria, in order *to try* to attain the said percentage at the latest by 1 January 2020 or at the latest by 1 January 2018 in case of listed companies which are public undertakings.

Or. en

## **Amendment 172**

**Rachida Dati**

### **Proposal for a directive**

#### **Article 4 – paragraph 1**

##### *Text proposed by the Commission*

1. Member States shall ensure that listed companies in whose boards members of the under-represented sex hold less than 40 per cent of the *non-executive* director positions make the appointments to those positions on the basis of a comparative analysis of the qualifications of each candidate, by applying pre-established, clear, neutrally formulated and unambiguous criteria, in order to attain the said percentage at the latest by 1 January 2020 or at the latest by 1 January 2018 in case of listed companies which are public undertakings.

##### *Amendment*

1. Member States shall ensure that listed companies in whose boards members of the under-represented sex hold less than 40 per cent of the director positions make the appointments to those positions on the basis of a comparative analysis of the qualifications of each candidate, by applying pre-established, clear, neutrally formulated and unambiguous criteria, in order to attain the said percentage at the latest by 1 January 2020 or at the latest by 1 January 2018 in case of listed companies which are public undertakings.

Or. fr

##### *Justification*

To be properly effective, this directive should apply to all directors of listed companies. The day-to-day management of such companies is not likely to be disrupted by pursuing the requirement of gender equality among their directors.

## **Amendment 173**

**Sven Giegold**

on behalf of the Verts/ALE Group

**Proposal for a directive**  
**Article 4 – paragraph 1**

*Text proposed by the Commission*

1. Member States shall ensure that listed companies in whose boards members of the under-represented sex hold less than 40 per cent of the non-executive director positions ***make the appointments to those positions*** on the basis of a comparative analysis of the qualifications of each candidate, by applying pre-established, clear, neutrally formulated and unambiguous criteria, in order to attain the said percentage at the latest by 1 January 2020 or at the latest by 1 January 2018 in case of listed companies which are public undertakings.

*Amendment*

1. Member States shall ensure that listed companies in whose boards members of the under-represented sex hold less than 40 per cent of the non-executive director positions ***adjust their recruitment, selection or appointment procedure in order to attain the said percentage at the latest by 1 January 2020. For listed companies which are public undertakings, at the latest by 1 January 2018. The adjustment in the procedure may particular but not limited to, involve a selection*** on the basis of a comparative analysis of the qualifications of each candidate, by applying pre-established, clear, neutrally formulated and unambiguous criteria; ***ensuring sufficient diversity in the selection pool of candidates; in case of an election procedure, ensuring gender balance in the composition of the short-listed selection list*** in order to attain the said percentage at the latest by 1 January 2020 or at the latest by 1 January 2018 in case of listed companies which are public undertakings.

Or. en

*Justification*

*The Commission emphasis how candidates are selected for board positions should be transparent, objective and based on individual qualifications. In some Member States board members are appointed or elected by workers or union members, as in the German "Mitbestimmung". A balance among different professions, skills, demographical representation or other objective considerations, can be decisive factors in the choice of Directors and ask for more diversity than gender in the manner of selection.*

**Amendment 174**  
**Olle Ludvigsson**

**Proposal for a directive**  
**Article 4 – paragraph 1**

*Text proposed by the Commission*

1. Member States shall ensure that listed companies in whose boards members of the under-represented sex hold less than 40 per cent of the non-executive director positions make the appointments to those positions on the basis of a comparative analysis of the qualifications of each candidate, by applying pre-established, clear, neutrally formulated and unambiguous criteria, in order to attain the said percentage at the latest by 1 January 2020 or at the latest by 1 January 2018 in case of listed companies which are public undertakings.

*Amendment*

1. Member States shall ensure that listed companies in whose boards members of the under-represented sex hold less than 40 per cent of the non-executive director positions make the appointments to those positions on the basis of a ***vacancy announcement opening up for applications and a*** comparative analysis of the qualifications of each candidate, by applying pre-established, clear, neutrally formulated and unambiguous criteria, in order to attain the said percentage at the latest by 1 January 2020 or at the latest by 1 January 2018 in case of listed companies which are public undertakings.

Or. en

*Justification*

*For the positive action model to work, more transparency is necessary in the first phase of the process. Possible candidates need to know that there is an upcoming vacancy and that an application or an expression of interest can be submitted. Otherwise it would be difficult to get the timing of the application right, to establish a candidacy in a clear way and to generally follow the proceedings. This would in turn make it difficult, if things go wrong, to present a legally solid complaint.*

**Amendment 175**  
**Sari Essayah**

**Proposal for a directive**  
**Article 4 – paragraph 1 a (new)**

*Text proposed by the Commission*

*Amendment*

***1a. Member States may decide not to apply the procedural rules of paragraph 1 in cases where the shareholders meeting has proposed candidates for board election during the shareholders' meeting***

*where the election is carried out.*

Or. en

*Justification*

*In certain company law systems (e.g. Finland, Sweden) the shareholders meeting can decide to propose candidates during the shareholders meeting where the election takes place. In those cases it is not possible carry out the comparative analysis required by paragraph 1.*

**Amendment 176**

**Sven Giegold**

on behalf of the Verts/ALE Group

**Proposal for a directive**

**Article 4 – paragraph 2**

*Text proposed by the Commission*

*Amendment*

**2. The number of non-executive director positions necessary to meet the objective laid down in paragraph 1 shall be the number closest to the proportion of 40 per cent, but not exceeding 49 per cent.** *deleted*

Or. en

**Amendment 177**

**Diogo Feio**

**Proposal for a directive**

**Article 4 – paragraph 2**

*Text proposed by the Commission*

*Amendment*

**2. The number of non-executive director positions necessary to meet the objective laid down in paragraph 1 shall be the number closest to the proportion of 40 per cent, but not exceeding 49 per cent.** *deleted*

Or. en



**Amendment 178**

**Wolf Klinz, Ramon Tremosa i Balcells, Anne E. Jensen, Nils Torvalds**

**Proposal for a directive**

**Article 4 – paragraph 2**

*Text proposed by the Commission*

*Amendment*

**2. The number of non-executive director positions necessary to meet the objective laid down in paragraph 1 shall be the number closest to the proportion of 40 per cent, but not exceeding 49 per cent.**

**deleted**

Or. en

**Amendment 179**

**Daniël van der Stoep**

**Proposal for a directive**

**Article 4 – paragraph 2**

*Text proposed by the Commission*

*Amendment*

2. The number of non-executive director positions necessary to meet the objective laid down in paragraph 1 shall be the number closest to the proportion of **40 per cent**, but not exceeding **49 per cent**.

2. The number of non-executive director positions necessary to meet the objective laid down in paragraph 1 shall be the number closest to the proportion of **10 per cent**, but not exceeding **19 per cent**.

Or. nl

**Amendment 180**

**Rachida Dati**

**Proposal for a directive**

**Article 4 – paragraph 2**

*Text proposed by the Commission*

*Amendment*

2. The number of **non-executive** director positions necessary to meet the objective laid down in paragraph 1 shall be the number closest to the proportion of 40 per

2. The number of director positions necessary to meet the objective laid down in paragraph 1 shall be the number closest to the proportion of 40 per cent, but not

cent, but not exceeding 49 per cent.

exceeding 49 per cent.

Or. fr

*Justification*

To be properly effective, this directive should apply to all directors of listed companies. The day-to-day management of such companies is not likely to be disrupted by pursuing the requirement of gender equality among their directors.

**Amendment 181**

**Mojca Kleva Kekuš**

**Proposal for a directive**

**Article 4 – paragraph 2**

*Text proposed by the Commission*

2. The number of non-executive director positions necessary to meet the objective laid down in paragraph 1 shall be ***the number closest to the proportion of*** 40 per cent, but not exceeding ***49*** per cent.

*Amendment*

2. The number of non-executive director positions necessary to meet the objective laid down in paragraph 1 shall be ***at least*** 40 per cent, but not exceeding ***50*** per cent.

Or. en

**Amendment 182**

**Rodi Kratsa-Tsagaropoulou, Corien Wortmann-Kool**

**Proposal for a directive**

**Article 4 – paragraph 2**

*Text proposed by the Commission*

2. The number of non-executive director positions necessary to meet the objective laid down in paragraph 1 shall be the number closest to the proportion of 40 per cent, but not exceeding ***49*** per cent.

*Amendment*

2. The number of non-executive director positions necessary to meet the objective laid down in paragraph 1 shall be the number closest to the proportion of 40 per cent, but not exceeding ***50*** per cent.

Or. en

## *Justification*

*For the sake of clarity, it is more sensible to amend the threshold of 49% to 50%*

### **Amendment 183**

**Wolf Klinz, Ramon Tremosa i Balcells, Anne E. Jensen, Nils Torvalds**

#### **Proposal for a directive**

#### **Article 4 – paragraph 3**

*Text proposed by the Commission*

*Amendment*

***3. In order to attain the objective laid down in paragraph 1, Member States shall ensure that, in the selection of non-executive directors, priority shall be given to the candidate of the under-represented sex if that candidate is equally qualified as a candidate of the other sex in terms of suitability, competence and professional performance, unless an objective assessment taking account of all criteria specific to the individual candidates tilts the balance in favour of the candidate of the other sex.***

***deleted***

Or. en

### **Amendment 184**

**Sven Giegold**

on behalf of the Verts/ALE Group

#### **Proposal for a directive**

#### **Article 4 – paragraph 3**

*Text proposed by the Commission*

*Amendment*

***3. In order to attain the objective laid down in paragraph 1, Member States shall ensure that, in the selection of non-executive directors, priority shall be given to the candidate of the under-represented sex if that candidate is equally qualified as a candidate of the other sex in terms of***

***3. In order to attain the objective laid down in paragraph 1 and in accordance with Article 23 paragraph 2 of the Charter of Fundamental Rights, Member States shall ensure that, in the recruitment, selection and appointment of non-executive directors, priority shall be given to the***

*suitability, competence and professional performance, unless an objective assessment taking account of all criteria specific to the individual candidates tilts the balance in favour of the candidate of the other sex.*

candidate of the under-represented sex if that candidate is equally qualified *unless an objective assessment inclines the balance in favour of the candidate of the over-represented sex* taking into account all criteria specific to the individual candidate. *In case of a competence based selection priority shall be given to the candidate of the underrepresented sex in case that candidate is equally qualified in terms of suitability, competence and professional performance.*

Or. en

### *Justification*

*Other objective criteria or objective sector interests have to be considered and prioritised to ensure the composition of internal balance of representation in the board. If the two candidates are looked as equally competent, but were the same profession of the same gender as the under-represented sex are in a majority, the over -represented sex might be favoured despite of gender to ensure other sector or structural interest in the company structure as a whole.*

## **Amendment 185** **Rachida Dati**

### **Proposal for a directive** **Article 4 – paragraph 3**

#### *Text proposed by the Commission*

3. In order to attain the objective laid down in paragraph 1, Member States shall ensure that, in the selection of **non-executive** directors, priority shall be given to the candidate of the under-represented sex if that candidate is equally qualified as a candidate of the other sex in terms of suitability, competence and professional performance, unless an objective assessment taking account of all criteria specific to the individual candidates tilts the balance in favour of the candidate of the other sex.

#### *Amendment*

3. In order to attain the objective laid down in paragraph 1, Member States shall ensure that, in the selection of directors, priority shall be given to the candidate of the under-represented sex if that candidate is equally qualified as a candidate of the other sex in terms of suitability, competence and professional performance, unless an objective assessment taking account of all criteria specific to the individual candidates tilts the balance in favour of the candidate of the other sex.

*Justification*

To be properly effective, this directive should apply to all directors of listed companies. The day-to-day management of such companies is not likely to be disrupted by pursuing the requirement of gender equality among their directors.

**Amendment 186****Sven Giegold**

on behalf of the Verts/ALE Group

**Proposal for a directive****Article 4 – paragraph 3 a (new)***Text proposed by the Commission**Amendment*

***3a. Member States shall ensure that the requirements concerning the selection of candidates should be met at the appropriate stage of the selection process in accordance with National law and the articles of association of the listed companies concerned.***

*Justification*

*This to ensure a gender balance is secured in the whole process of recruitment for qualified candidates to ensure gender balance in the short-listing for a board position. The process for a board member starts at the stage of building a pool of candidates qualified to be selected. If this pool does not include enough qualified women as a start, it is still unlikely that a woman will be chosen even if the criteria are gender neutral or -objective.*

**Amendment 187****Wolf Klinz, Ramon Tremosa i Balcells, Anne E. Jensen, Nils Torvalds****Proposal for a directive****Article 4 – paragraph 4***Text proposed by the Commission**Amendment*

***4. Member States shall ensure that listed companies are obliged to disclose, on the*** ***deleted***

*request of an unsuccessful candidate, the qualification criteria upon which the selection was based, the objective comparative assessment of those criteria and, where relevant, the considerations tilting the balance in favour of a candidate of the other sex.*

Or. en

**Amendment 188**  
**Ashley Fox**

**Proposal for a directive**  
**Article 4 – paragraph 4**

*Text proposed by the Commission*

4. Member States shall ensure that listed companies are obliged to disclose, on the request of an unsuccessful candidate, the qualification criteria upon which the selection was based, *the objective comparative assessment of those criteria and, where relevant, the considerations tilting the balance in favour of a candidate of the other sex.*

*Amendment*

4. Member States shall ensure that listed companies are obliged to disclose, on the request of an unsuccessful candidate, the qualification criteria upon which the selection was based.

Or. en

**Amendment 189**  
**Sari Essayah**

**Proposal for a directive**  
**Article 4 – paragraph 4**

*Text proposed by the Commission*

4. Member States shall ensure that listed companies are obliged to disclose, on the request of an unsuccessful candidate, the qualification criteria upon which the selection was based, the objective comparative assessment of those criteria

*Amendment*

4. Member States shall ensure that listed companies are obliged to disclose, on the request of an unsuccessful candidate, the qualification criteria upon which the selection was based, the objective comparative assessment of those criteria

and, where relevant, the considerations tilting the balance in favour of a candidate of the other sex.

and, where relevant, the considerations tilting the balance in favour of a candidate of the other sex. ***This obligation does not apply where such disclosure would endanger trade secrets or would be impossible because the elected board member was proposed by the shareholders.***

Or. en

#### **Amendment 190**

**Sven Giegold**

on behalf of the Verts/ALE Group

#### **Proposal for a directive**

##### **Article 4 – paragraph 4**

###### *Text proposed by the Commission*

4. Member States shall ensure that listed companies are obliged to disclose, ***on the request of an*** unsuccessful candidate, the qualification criteria upon which the selection was based, the objective comparative assessment of those criteria and, where relevant, the considerations tilting the balance in favour of ***a*** candidate of the ***other sex***.

###### *Amendment*

4. Member States shall ensure that listed companies are obliged to disclose ***to the*** unsuccessful candidate, the qualification criteria upon which the selection was based, the objective comparative assessment of those criteria and, where relevant, the considerations tilting the balance in favour of ***the other*** candidate, ***and always if the rejected candidate is of the underrepresented sex, the total figures and gender of the pre-selected candidates while respecting their anonymity in accordance with EU law on data protection(.....).***

Or. en

#### **Amendment 191**

**Sven Giegold**

on behalf of the Verts/ALE Group

#### **Proposal for a directive**

##### **Article 4 – paragraph 4 a (new)**

*Text proposed by the Commission*

*Amendment*

***4a. Member States shall ensure that listed companies are obliged to present a detailed proposal how to remedy in the next selection procedure in cases where the pre- selected candidates did not include at least 40% of each sex.***

Or. en

#### **Amendment 192**

**Wolf Klinz, Ramon Tremosa i Balcells, Anne E. Jensen, Nils Torvalds**

**Proposal for a directive**

**Article 4 – paragraph 5**

*Text proposed by the Commission*

*Amendment*

***5. Member States shall take the necessary measures, in accordance with their national judicial systems, to ensure that where an unsuccessful candidate of the under-represented sex establishes facts from which it may be presumed that that candidate was equally qualified as the appointed candidate of the other sex, it shall be for the listed company to prove that there has been no breach of the rule laid down in paragraph 3.*** ***deleted***

Or. en

#### **Amendment 193**

**Ashley Fox**

**Proposal for a directive**

**Article 4 – paragraph 5**

*Text proposed by the Commission*

*Amendment*

***5. Member States shall take the necessary measures, in accordance with their*** ***deleted***



*national judicial systems, to ensure that where an unsuccessful candidate of the under-represented sex establishes facts from which it may be presumed that that candidate was equally qualified as the appointed candidate of the other sex, it shall be for the listed company to prove that there has been no breach of the rule laid down in paragraph 3.*

Or. en

#### **Amendment 194**

**Daniël van der Stoep**

#### **Proposal for a directive Article 4 – paragraph 5**

##### *Text proposed by the Commission*

5. Member States ***shall*** take the necessary measures, in accordance with their national judicial systems, to ensure that where an unsuccessful candidate of the under-represented sex establishes facts from which it may be presumed that that candidate was equally qualified as the appointed candidate of the other sex, it shall be for the listed company to prove that there has been no breach of the rule laid down in paragraph 3.

##### *Amendment*

5. Member States ***may*** take the necessary measures, in accordance with their national judicial systems, to ensure that where an unsuccessful candidate of the under-represented sex establishes facts from which it may be presumed that that candidate was equally qualified as the appointed candidate of the other sex, it shall be for the listed company to prove that there has been no breach of the rule laid down in paragraph 3.

Or. nl

#### **Amendment 195**

**Olle Ludvigsson**

#### **Proposal for a directive Article 4 – paragraph 6**

##### *Text proposed by the Commission*

***6. Member States may provide that listed companies where the members of the***

##### *Amendment*

***deleted***

***under-represented sex represent less than 10 per cent of the workforce are not subject to the objective laid down in paragraph 1.***

Or. en

*Justification*

*Regarding large listed companies, the workforce is not by far the only recruitment base for non-executive directors of the board. External recruitment is very common. To directly link the gender balance in the workforce to the possibilities of having a gender balanced board would therefore not make sense. In addition, this provision would create highly counter-productive incentives for some companies not to improve the gender balance in the workforce.*

**Amendment 196**

**Sven Giegold**

on behalf of the Verts/ALE Group

**Proposal for a directive**

**Article 4 – paragraph 6**

*Text proposed by the Commission*

*Amendment*

***6. Member States may provide that listed companies where the members of the under-represented sex represent less than 10 per cent of the workforce are not subject to the objective laid down in paragraph 1.*** ***deleted***

Or. en

**Amendment 197**

**Mojca Kleva Kekuš**

**Proposal for a directive**

**Article 4 – paragraph 6**

*Text proposed by the Commission*

*Amendment*

***6. Member States may provide that listed companies where the members of the*** ***deleted***

*under-represented sex represent less than 10 per cent of the workforce are not subject to the objective laid down in paragraph 1.*

Or. en

**Amendment 198**

**Wolf Klinz, Ramon Tremosa i Balcells, Anne E. Jensen, Nils Torvalds**

**Proposal for a directive**

**Article 4 – paragraph 6**

*Text proposed by the Commission*

*Amendment*

**6. Member States may provide that listed companies where the members of the under-represented sex represent less than 10 per cent of the workforce are not subject to the objective laid down in paragraph 1.** *deleted*

Or. en

**Amendment 199**

**Ashley Fox**

**Proposal for a directive**

**Article 4 – paragraph 6**

*Text proposed by the Commission*

*Amendment*

**6. Member States may provide that listed companies where the members of the under-represented sex represent less than 10 per cent of the workforce are not subject to the objective laid down in paragraph 1.** *deleted*

Or. en

**Amendment 200**  
**Rodi Kratsa-Tsagaropoulou, Corien Wortmann-Kool**

**Proposal for a directive**  
**Article 4 – paragraph 6**

*Text proposed by the Commission*

*Amendment*

**6. Member States may provide that listed companies where the members of the under-represented sex represent less than 10 per cent of the workforce are not subject to the objective laid down in paragraph 1.** **deleted**

Or. en

*Justification*

*All companies must comply with the obligation of enhancing gender-balance and therefore, no exemption should be foreseen. Particularly, the Directive offers to all companies flexibility in adopting adequate procedures, fitting the needs of their sector. Finally, non-executive directors usually perform supervisory tasks and give input on general management tasks which are not directly linked to sectoral issues.*

**Amendment 201**  
**Rachida Dati**

**Proposal for a directive**  
**Article 4 – paragraph 7**

*Text proposed by the Commission*

*Amendment*

**7. Member States may provide that the objective laid down in paragraph 1 is met where listed companies can show that members of the under-represented sex hold at least one third of all director positions, irrespective of whether they are executive or non-executive.** **deleted**

Or. fr

*Justification*

To be properly effective, this directive should apply to all directors of listed companies. The

day-to-day management of such companies is not likely to be disrupted by pursuing the requirement of gender equality among their directors.

#### **Amendment 202**

**Wolf Klinz, Ramon Tremosa i Balcells, Anne E. Jensen, Nils Torvalds**

#### **Proposal for a directive**

#### **Article 4 – paragraph 7**

*Text proposed by the Commission*

*Amendment*

**7. Member States may provide that the objective laid down in paragraph 1 is met where listed companies can show that members of the under-represented sex hold at least one third of all director positions, irrespective of whether they are executive or non-executive.**

**deleted**

Or. en

#### **Amendment 203**

**Sven Giegold**

on behalf of the Verts/ALE Group

#### **Proposal for a directive**

#### **Article 4 – paragraph 7**

*Text proposed by the Commission*

*Amendment*

7. Member States may provide that the objective laid down in paragraph 1 is met where listed companies can show that members of the under-represented sex hold at least one third of all director positions, **irrespective of whether they** are executive or non-executive.

7. Member States may provide that the objective laid down in paragraph 1 is met where listed companies can show that members of the under-represented sex hold at least one third of all director positions, **provided that at least 40% of these positions** are executive positions.

Or. en

#### **Amendment 204**

**Sylvie Goulard**

**Proposal for a directive**  
**Article 4 – paragraph 7**

*Text proposed by the Commission*

7. Member States may provide that the objective laid down in paragraph 1 is met where listed companies can show that members of the under-represented sex hold at least one third of all director positions, irrespective of whether they are executive or non-executive.

*Amendment*

7. Member States may provide that the objective laid down in paragraph 1 is met where listed companies can show that members of the under-represented sex hold at least one third of all director positions, irrespective of whether they are executive or non-executive. ***Such companies shall, however, continue to set out in their annual reports and on their websites the gender balance on their boards and their policies in this area, in accordance with Article 5(2) of this directive.***

Or. fr

**Amendment 205**  
**Sari Essayah**

**Proposal for a directive**  
**Article 4 – paragraph 7**

*Text proposed by the Commission*

7. Member States may provide that the objective laid down in paragraph 1 is met where listed companies can show that members of the under-represented sex hold at least one third of all director positions, irrespective of whether they are executive or non-executive.

*Amendment*

7. Member States may provide that the objective laid down in paragraph 1 is met where listed companies can show that members of the under-represented sex hold at least one third of all director positions, irrespective of whether they are executive or non-executive. ***The number necessary for meeting this one third -objective shall be the number closest to the proportion of one third.***

Or. en

**Amendment 206**  
**Rachida Dati**

**Proposal for a directive**  
**Article 5 – paragraph 1**

*Text proposed by the Commission*

*Amendment*

**1. Member States shall ensure that listed companies undertake individual commitments regarding gender-balanced representation of both sexes among executive directors to be achieved at the latest by 1 January 2020, or, in case of listed companies which are public undertakings, by 1 January 2018.**

**deleted**

Or. fr

*Justification*

To be properly effective, this directive should apply to all directors of listed companies. The day-to-day management of such companies is not likely to be disrupted by pursuing the requirement of gender equality among their directors.

**Amendment 207**  
**Daniël van der Stoep**

**Proposal for a directive**  
**Article 5 – paragraph 1**

*Text proposed by the Commission*

*Amendment*

1. Member States shall ensure that listed companies undertake individual commitments regarding gender-balanced representation of both sexes among executive directors to be achieved at the latest by 1 January **2020**, or, in case of listed companies which are public undertakings, by 1 January **2018**.

1. Member States shall ensure that listed companies undertake individual commitments regarding gender-balanced representation of both sexes among executive directors to be achieved at the latest by 1 January **2040**, or, in case of listed companies which are public undertakings, by 1 January **2038**.

Or. nl

**Amendment 208**  
**Sylvie Goulard**

**Proposal for a directive**  
**Article 5 – paragraph 1**

*Text proposed by the Commission*

1. Member States shall ensure that listed companies undertake individual commitments regarding gender-balanced representation of both sexes among executive directors to be achieved at the latest by 1 January 2020, or, in case of listed companies which are public undertakings, by 1 January 2018.

*Amendment*

1. Member States shall ensure that listed companies undertake individual commitments regarding gender-balanced representation of both sexes among executive directors to be achieved at the latest by 1 January 2020, or, in case of listed companies which are public undertakings, by 1 January 2018. ***Member States shall ensure that the quota system is accompanied by a genuine gender equality policy at all levels of society, including for example training schemes, career development mentoring programmes, more flexible working hours, flexible parental leave arrangements, etc.***

Or. fr

**Amendment 209**  
**Sven Giegold**  
on behalf of the Verts/ALE Group

**Proposal for a directive**  
**Article 5 – paragraph 1**

*Text proposed by the Commission*

1. Member States shall ensure that listed companies undertake individual commitments regarding gender-balanced representation of both sexes among executive directors to be achieved at the latest by 1 January 2020, or, in case of listed companies which are public undertakings, by 1 January 2018.

*Amendment*

1. Member States shall ensure that listed companies undertake individual commitments regarding gender-balanced representation of both sexes among executive directors to be achieved at the latest by 1 January 2020, or, in case of listed companies which are public undertakings, by 1 January 2018. ***These commitments shall aim to achieve tangible progress from the individual company's current position to ensure a balanced gender representation at***



*executive level.*

Or. en

**Amendment 210**

**Sven Giegold**

on behalf of the Verts/ALE Group

**Proposal for a directive**

**Article 5 – paragraph 2**

*Text proposed by the Commission*

2. Member States shall require listed companies to provide information to the competent national authorities, once a year ***as from [two years after adoption]***, about the gender representation on their boards, distinguishing between non-executive and executive directors ***and about the*** measures taken in view of the objectives laid down in Article 4(1) and in paragraph 1 of this Article, ***and to publish that information in an appropriate and accessible manner on their website.***

*Amendment*

2. Member States shall require listed companies to provide information to the competent national authorities, ***to the public in an appropriate and accessible manner on their website and in their annual audit report*** once a year [ after adoption], about the gender representation on their boards, distinguishing between non-executive and executive directors; ***the percentile difference in remuneration and compensation schemes by gender between directors, executive and non-executive positions; the progress made and*** measures taken in view of the objectives laid down in Article 4(1) and in paragraph 1 of this Article. ***As well as the gender composition of candidates to any director and executive position filled during the reference period***

Or. en

*Justification*

*Based on input from the Norwegian Counsellor for Equality and Non-Discrimination on the experience from the effect of the Norwegian quota legislation. It is not a demand for identical remuneration or compensation scheme in the board for any board member. Most companies have gender equality and non-discrimination in their strategy documents and company values published; this is to bring attention not to develop a gender divergence scheme, but an transparent objective compensations scheme.*

## Amendment 211

Rodi Kratsa-Tsagaropoulou, Corien Wortmann-Kool

### Proposal for a directive

#### Article 5 – paragraph 2

##### *Text proposed by the Commission*

2. Member States shall require listed companies to provide information to the competent national authorities, once a year as from [two years after adoption], about the gender representation on their boards, distinguishing between non-executive and executive directors and about the measures taken in view of the objectives laid down in Article 4(1) and in paragraph 1 of this Article, and to publish that information in an appropriate and accessible manner on their website.

##### *Amendment*

2. Member States shall require listed companies to provide information to the competent national authorities, once a year as from [two years after adoption], about the gender representation on their boards, distinguishing between non-executive and executive directors and about the measures taken in view of the objectives laid down in Article 4(1) and in paragraph 1 of this Article, and to publish that information in an appropriate and accessible manner on their website. ***Furthermore, companies that failed to comply should provide a justification on the reasons for not implementing the adequate mechanisms, and what concrete measures are to be adopted in order to efficiently guarantee that the objective of enhanced gender-balance is met.***

Or. en

## Amendment 212

Rachida Dati

### Proposal for a directive

#### Article 5 – paragraph 2

##### *Text proposed by the Commission*

2. Member States shall require listed companies to provide information to the competent national authorities, once a year as from [two years after adoption], about the gender representation on their boards, ***distinguishing between non-executive and executive directors*** and about the measures taken in view of the objectives laid down

##### *Amendment*

2. Member States shall require listed companies to provide information to the competent national authorities ***and in their annual report***, once a year as from [two years after adoption], about the gender representation on their boards and about the measures taken in view of the objectives laid down in Article 4(1) and in

in Article 4(1) and in paragraph 1 of this Article, and to publish that information in an appropriate and accessible manner on their website.

paragraph 1 of this Article, and to publish that information in an appropriate and easily accessible manner in the annual report and on their website.

Or. fr

### *Justification*

To ensure that the measures they plan to take are properly effective, companies must be required to show a minimum of transparency. Publishing their performance in their annual reports would not only ensure that this information is available to all but would also help spread best practice.

## **Amendment 213** **Olle Ludvigsson**

### **Proposal for a directive** **Article 5 – paragraph 2**

#### *Text proposed by the Commission*

2. Member States shall require listed companies to provide information to the competent national authorities, once a year as from [two years after adoption], about the gender representation on their boards, distinguishing between non-executive and executive directors and about the measures taken in view of the objectives laid down in Article 4(1) and in paragraph 1 of this Article, and to publish that information in an appropriate and accessible manner on their website.

#### *Amendment*

2. Member States shall require listed companies to provide information to the competent national authorities, once a year as from [two years after adoption], about the gender representation on their boards, distinguishing between non-executive and executive directors and about the measures taken in view of the objectives laid down in Article 4(1) and in paragraph 1 of this Article, and to publish that information in an appropriate and *easily* accessible manner *in the annual report and* on their website.

Or. en

## **Amendment 214** **Ildikó Gáll-Pelcz, Livia Járóka**

### **Proposal for a directive** **Article 5 – paragraph 2 a (new)**

*Text proposed by the Commission*

*Amendment*

***2a. Member States shall create appropriate incentives to stimulate exchange of information and best practices; facilitating access of women to the business networks for business development; shaping HR policy to support the female talent pipeline and ensure no gender bias exists;***

Or. en

**Amendment 215**  
**Sylvie Goulard**

**Proposal for a directive**  
**Article 5 – paragraph 3**

*Text proposed by the Commission*

*Amendment*

3. Where a listed company does not meet the objectives laid down in Article 4(1) or its own individual commitments taken pursuant to paragraph 1 of this Article, the information referred to in paragraph 2 of this Article shall include the reasons for not reaching the objectives or commitments and a description of the measures which the company has adopted or intends to adopt in order to meet the objectives or commitments.

***3. Does not affect English version.  
Linguistic correction to French.***

Or. fr

**Amendment 216**  
**Olle Ludvigsson**

**Proposal for a directive**  
**Article 5 – paragraph 3**

*Text proposed by the Commission*

3. Where a listed company does not meet the objectives laid down in Article 4(1) or its own individual commitments taken pursuant to paragraph 1 of this Article, the information referred to in paragraph 2 of this Article shall include the reasons for not reaching the objectives or commitments and a description of the measures which the company has adopted or intends to adopt in order to meet the objectives or commitments.

*Amendment*

3. Where a listed company does not meet the objectives laid down in Article 4(1) or its own individual commitments taken pursuant to paragraph 1 of this Article, the information referred to in paragraph 2 of this Article shall include the reasons for not reaching the objectives or commitments and a ***comprehensive*** description of the measures which the company has adopted or intends to adopt in order to meet the objectives or commitments.

Or. en

**Amendment 217**

**Gianni Pittella**

**Proposal for a directive**

**Article 5 – paragraph 3 a (new)**

*Text proposed by the Commission*

*Amendment*

***3a. Member States may provide that the objective laid down in Article 4 (1) is met where listed companies can show that members of the under-represented sex hold at least one third of all director positions, irrespective of whether they are executive or non executive.***

Or. en

**Amendment 218**

**Rodi Kratsa-Tsagaropoulou, Corien Wortmann-Kool**

**Proposal for a directive**

**Article 5 – paragraph 4**

*Text proposed by the Commission*

*Amendment*

4. Member States shall take the necessary

4. Member States shall take the necessary

measures to ensure that the body or bodies designated in accordance with Article 20 of Directive 2006/54/EC of the European Parliament and of the Council of 5 July 2006 on the implementation of the principle of equal opportunities and equal treatment of men and women in matters of employment and occupation (recast) are also competent for the promotion, analysis, monitoring and support of gender balance on the boards of listed companies.

measures to ensure that the body or bodies designated in accordance with Article 20 of Directive 2006/54/EC of the European Parliament and of the Council of 5 July 2006 on the implementation of the principle of equal opportunities and equal treatment of men and women in matters of employment and occupation (recast) are also competent for the promotion, analysis, monitoring and support of gender balance on the boards of listed companies. ***To this end, Member States shall efficiently collaborate with social partners and civil society.***

Or. en

#### **Amendment 219**

**Sven Giegold**

on behalf of the Verts/ALE Group

#### **Proposal for a directive**

#### **Article 5 – paragraph 4**

##### *Text proposed by the Commission*

4. Member States shall take the necessary measures to ensure that the body or bodies designated in accordance with Article 20 of Directive 2006/54/EC of the European Parliament and of the Council of 5 July 2006 on the implementation of the principle of equal opportunities and equal treatment of men and women in matters of employment and occupation (recast) are also competent for the promotion, analysis, monitoring and support ***of*** gender balance on the boards of listed companies.

##### *Amendment*

4. Member States shall take the necessary measures to ensure that the body or bodies designated in accordance with Article 20 of Directive 2006/54/EC of the European Parliament and of the Council of 5 July 2006 on the implementation of the principle of equal opportunities and equal treatment of men and women in matters of employment and occupation (recast) are also competent ***and equipped with the sufficient resources*** for the promotion, analysis, ***annual*** monitoring and support ***towards achieving*** gender balance on the boards of listed companies.

Or. en

**Amendment 220**

**Sven Giegold**

on behalf of the Verts/ALE Group

**Proposal for a directive**

**Article 6 – paragraph 1**

*Text proposed by the Commission*

1. Member States shall lay down rules on sanctions applicable to infringements of the national provisions adopted pursuant to this Directive and shall take all necessary measures to ensure that they are applied.

*Amendment*

1. Member States shall lay down rules on sanctions applicable to infringements of the national provisions adopted pursuant to this Directive and shall take all necessary measures to ensure that they are applied.

***Member States shall report on the Commission sanctions that are in place to comply with the provisions of this Directive.***

Or. en

**Amendment 221**

**Sari Essayah**

**Proposal for a directive**

**Article 6 – paragraph 2 – introductory part**

*Text proposed by the Commission*

2. The sanctions must be effective, proportionate and dissuasive ***and may*** include the following measures:

*Amendment*

2. The sanctions must be effective, proportionate and dissuasive ***but may not*** include the following measures

Or. en

**Amendment 222**

**Sven Giegold**

on behalf of the Verts/ALE Group

**Proposal for a directive**

**Article 6 – paragraph 2 – introductory part**

*Text proposed by the Commission*

*Amendment*

2. The sanctions must be effective, proportionate and dissuasive and **may** include the following measures:

2. The sanctions must be effective, proportionate and dissuasive and **shall** include ***at least one of*** the following measures:

Or. en

**Amendment 223**

**Rodi Kratsa-Tsagaropoulou, Corien Wortmann-Kool**

**Proposal for a directive**

**Article 6 – paragraph 2 – introductory part**

*Text proposed by the Commission*

*Amendment*

2. The sanctions must be effective, proportionate and dissuasive and **may** include the following measures:

2. The sanctions must be effective, proportionate and dissuasive and **shall** include the following measures:

Or. en

**Amendment 224**

**Sari Essayah**

**Proposal for a directive**

**Article 6 – paragraph 2 – point a**

*Text proposed by the Commission*

*Amendment*

***(a) administrative fines;***

***deleted***

Or. en

**Amendment 225**

**Rodi Kratsa-Tsagaropoulou, Corien Wortmann-Kool**

**Proposal for a directive**

**Article 6 – paragraph 2 – point b**



*Text proposed by the Commission*

(b) nullity or annulment declared by a judicial body of the appointment or of the election of non-executive directors made contrary to the national provisions adopted pursuant to Article 4(1).

*Amendment*

(b) nullity or annulment declared by a judicial body of the appointment or of the election of non-executive directors made contrary to the national provisions adopted pursuant to Article 4(1). ***However, the nullity or annulment of the appointment or of the election of non-executive directors does not affect the decisions taken by the board.***

Or. en

*Justification*

*The nullity or annulment of the appointment or of the election of non-executive directors should not have any consequence on the validity of the decisions taken by the board. This is essential in order to guarantee legal certainty for all economic actors and activities.*

**Amendment 226**

**Rodi Kratsa-Tsagaropoulou, Corien Wortmann-Kool**

**Proposal for a directive**

**Article 6 – paragraph 2 – point b a (new)**

*Text proposed by the Commission*

*Amendment*

***(ba) exclusion from public calls for tenders;***

Or. en

*Justification*

*Given the economic and social responsibility of Member States, regional and local authorities, enhanced transparency of public undertakings is essential. Therefore, listed companies that do not comply with the obligations laid down by the Directive shall be excluded from tenders in public procurement serving general economic interests.*

**Amendment 227**

**Olle Ludvigsson**

**Proposal for a directive**  
**Article 6 – paragraph 2 – point b a (new)**

*Text proposed by the Commission*

*Amendment*

***(ba) forced dissolution, ordered by a competent judicial body in full respect of proper procedural safeguards, in cases of serious and repeated infringements.***

Or. en

*Justification*

*It should be made clear that a wide range of options are open to Member States when it comes to establishing a credible sanctions regime at the national level.*

**Amendment 228**  
**Sven Giegold**  
on behalf of the Verts/ALE Group

**Proposal for a directive**  
**Article 6 – paragraph 2 – point b a (new)**

*Text proposed by the Commission*

*Amendment*

***(ba) full cross compliance for other EU funding whereas obligations under this Directive are breached, access to further EU funding is reduced or excluded***

Or. en

**Amendment 229**  
**Sven Giegold**  
on behalf of the Verts/ALE Group

**Proposal for a directive**  
**Article 6 – paragraph 2 – point b b (new)**

*Text proposed by the Commission*

*Amendment*

***(bb) restricted access to or exclusion from EU-funding***

**Amendment 230**  
**Sven Giegold**  
on behalf of the Verts/ALE Group

**Proposal for a directive**  
**Article 6 – paragraph 2 a (new)**

*Text proposed by the Commission*

*Amendment*

***2a. Eligibility of companies for tenders by an EU institution is dependent on compliance with Article 4 paragraph 1.***

Or. en

**Amendment 231**  
**Sven Giegold**  
on behalf of the Verts/ALE Group

**Proposal for a directive**  
**Article 6 – paragraph 2 b (new)**

*Text proposed by the Commission*

*Amendment*

***2b. Member States may use the achievement of the objective in Article 4 paragraph 1 as an award criteria in public procurement***

Or. en

**Amendment 232**  
**Sari Essayah**

**Proposal for a directive**  
**Article 6 – paragraph 2 c (new)**

*Text proposed by the Commission*

*Amendment*

***2c. A failure to reach the objective laid***

*down in Article 4(1) or 4(7) shall not constitute an infringement of the national provisions adopted pursuant to this Directive and shall not be subject to sanctions.*

Or. en

*Justification*

*The Commission has indicated that only the failure to comply with the procedural requirements of this Directive is subject to sanctions. This must be explicitly stated in Article 6.*

**Amendment 233**

**Ashley Fox**

**Proposal for a directive**

**Article 6 – paragraph 2 d (new)**

*Text proposed by the Commission*

*Amendment*

***2d. Criminal sanctions may not be applied in pursuit of this Directive***

Or. en

**Amendment 234**

**Sven Giegold**

on behalf of the Verts/ALE Group

**Proposal for a directive**

**Article 7 – paragraph 1**

*Text proposed by the Commission*

*Amendment*

Member States ***may*** introduce or maintain provisions which are more favourable than those laid down in this Directive to ensure a more balanced representation of men and women in respect of companies incorporated in their national territory, provided those provisions do not create unjustified discrimination, ***nor hinder the***

Member States ***are invited to*** introduce or maintain provisions which are more favourable than those laid down in this Directive to ***achieve compliance with Article 23 CFREU and*** ensure a more balanced representation of men and women in respect of companies incorporated in their national territory, provided those

*proper functioning of the internal market.*

provisions do not create unjustified discrimination.

Or. en

#### **Amendment 235**

**Daniël van der Stoep**

#### **Proposal for a directive**

#### **Article 8 – paragraph 1**

##### *Text proposed by the Commission*

1. Member States ***shall*** adopt and publish, by [two years after adoption] at the latest, the laws, regulations and administrative provisions necessary to comply with this Directive. They shall ***forthwith*** communicate to the Commission the text of those provisions.

##### *Amendment*

1. Member States ***may*** adopt and publish, by [two years after adoption] at the latest, the laws, regulations and administrative provisions necessary to comply with this Directive. They shall communicate to the Commission the text of those provisions.

Or. nl

#### **Amendment 236**

**Wolf Klinz**

#### **Proposal for a directive**

#### **Article 8 – paragraph 3 – subparagraph 1**

##### *Text proposed by the Commission*

***Without prejudice to Article 4(6) and (7),*** Member States which before the entry into force of this Directive have already taken measures to ensure a more balanced representation ***of women and men among the non-executive directors of listed companies*** may suspend the application of ***the procedural requirements relating to appointments contained in Article 4(1), (3), (4) and (5),*** provided that ***it can be shown that*** those measures ***enable members of the under-represented sex to hold at least 40 per cent of the non-***

##### *Amendment*

Member States which before the entry into force of this Directive have already taken measures to ensure a more balanced representation may suspend the application of ***this Directive*** provided that those measures ***are binding, and that the*** listed companies ***are obliged to report to the Member State on the status of fulfilment of the target on a regular basis.***

*executive director positions of* listed companies *by at the latest 1 January 2020, or at the latest 1 January 2018 for listed companies which are public undertakings.*

Or. en

**Amendment 237**  
**Daniël van der Stoep**

**Proposal for a directive**  
**Article 8 – paragraph 3 – subparagraph 1**

*Text proposed by the Commission*

Without prejudice to Article 4(6) and (7), Member States which before the entry into force of this Directive have already taken measures to ensure a more balanced representation of women and men among the non-executive directors of listed companies may suspend the application of the procedural requirements relating to appointments contained in Article 4(1), (3), (4) and (5), provided that it can be shown that those measures enable members of the under-represented sex to hold at least **40 per cent** of the non-executive director positions of listed companies by at the latest 1 January **2020**, or at the latest 1 January **2018** for listed companies which are public undertakings.

*Amendment*

Without prejudice to Article 4(6) and (7), Member States which before the entry into force of this Directive have already taken measures to ensure a more balanced representation of women and men among the non-executive directors of listed companies may suspend the application of the procedural requirements relating to appointments contained in Article 4(1), (3), (4) and (5), provided that it can be shown that those measures enable members of the under-represented sex to hold at least **10 per cent** of the non-executive director positions of listed companies by at the latest 1 January **2040**, or at the latest 1 January **2038** for listed companies which are public undertakings.

Or. nl

**Amendment 238**  
**Sari Essayah**

**Proposal for a directive**  
**Article 8 – paragraph 3 – subparagraph 1**

*Text proposed by the Commission*

Without prejudice to Article 4(6) **and (7)**,

*Amendment*

Without prejudice to Article 4(6), Member

Member States which before the entry into force of this Directive have already taken measures to ensure a more balanced representation of women and men among the non-executive directors of listed companies may suspend the application of the procedural requirements relating to appointments contained in Article 4(1), (3), (4) and (5), provided that it can be shown that those measures enable members of the under-represented sex to hold at least 40 per cent of the non-executive director positions of listed companies by at the latest 1 January 2020, or at the latest 1 January 2018 for listed companies which are public undertakings.

States which before the entry into force of this Directive have already taken measures to ensure a more balanced representation of women and men among the non-executive directors of listed companies ***or Member States where other e.g. self-regulatory measures aiming to ensure a more balanced representation of women and men among the non-executive directors of listed companies exist*** may suspend the application of the procedural requirements relating to appointments contained in Article 4(1), (3), (4) and (5) ***and the application of Article 5(1)***, provided that it can be shown that those measures enable members of the under-represented sex to hold ***either*** at least 40 per cent of the non-executive director positions of listed companies ***or the one-third objective referred to in Article 4(7)*** by at the latest 1 January 2020, or at the latest 1 January 2018 for listed companies which are public undertakings. ***The Member State in question shall notify this information to the Commission.***

Or. en

#### *Justification*

*Also self-regulatory measures (e.g. corporate governance codes) that have proven efficient should justify the suspension of the procedural requirements.*

#### **Amendment 239**

**Rachida Dati**

#### **Proposal for a directive**

#### **Article 8 – paragraph 3 – subparagraph 1**

##### *Text proposed by the Commission*

Without prejudice to Article 4(6) and (7), Member States which before the entry into force of this Directive have already taken measures to ensure a more balanced representation of women and men among

##### *Amendment*

Without prejudice to Article 4(6) and (7), Member States which before the entry into force of this Directive have already taken measures to ensure a more balanced representation of women and men among

the ***non-executive*** directors of listed companies may suspend the application of the procedural requirements relating to appointments contained in Article 4(1), (3), (4) and (5), provided that it can be shown that those measures enable members of the under-represented sex to hold at least 40 per cent of the ***non-executive*** director positions of listed companies by at the latest 1 January 2020, or at the latest 1 January 2018 for listed companies which are public undertakings.

the directors of listed companies may suspend the application of the procedural requirements relating to appointments contained in Article 4(1), (3), (4) and (5), provided that it can be shown that those measures enable members of the under-represented sex to hold at least 40 per cent of the director positions of listed companies by at the latest 1 January 2020, or at the latest 1 January 2018 for listed companies which are public undertakings.

Or. fr

### *Justification*

To be properly effective, this directive should apply to all directors of listed companies. The day-to-day management of such companies is not likely to be disrupted by pursuing the requirement of gender equality among their directors.

#### **Amendment 240**

**Sven Giegold**

on behalf of the Verts/ALE Group

#### **Proposal for a directive**

#### **Article 8 – paragraph 3 – subparagraph 1**

##### *Text proposed by the Commission*

Without prejudice to Article 4(6) and (7), Member States which before the entry into force of this Directive have already taken measures to ensure a more balanced representation of women and men among the non-executive directors of listed companies may suspend the application of the procedural requirements relating to appointments contained in Article 4(1), (3), (4) and (5), provided that ***it can be shown*** that those measures enable members of the under-represented sex to hold at least 40 per cent of the non-executive director positions of listed companies by at the latest 1 January 2020, or at the latest 1 January 2018 for listed companies which

##### *Amendment*

Without prejudice to Article 4(6) and (7), Member States which before the entry into force of this Directive have already taken measures to ensure a more balanced representation of women and men among the non-executive directors of listed companies may suspend the application of the procedural requirements relating to appointments contained in Article 4(1), (3), (4) and (5), provided that ***an assessment by the European Commission indicates*** that those measures enable members of the under-represented sex to hold at least 40 per cent of the non-executive director positions of listed companies by at the latest 1 January 2020, or at the latest 1



are public undertakings.

January 2018 for listed companies which are public undertakings.

Or. en

**Amendment 241**

**Sven Giegold**

on behalf of the Verts/ALE Group

**Proposal for a directive**

**Article 8 – paragraph 3 – subparagraph 2**

*Text proposed by the Commission*

The Member State in question shall notify this information to the Commission.

*Amendment*

The Member State in question shall notify this information to the Commission. ***and shall request the Commission to grant suspension of the relevant provisions on the basis of the information provided. The Commission shall inform the European Parliament about the Member State's request and the Commission's assessment. The suspension will be automatically revoked if the percentage in Article 4 paragraph 1 is lower than 25% by 2015 for the listed public undertakings.***

Or. en

**Amendment 242**

**Olle Ludvigsson**

**Proposal for a directive**

**Article 9 – paragraph -1 (new)**

*Text proposed by the Commission*

*Amendment*

***-1. The Commission shall, no later than 1 January 2016, present a proposal for the inclusion in the scope of this Directive of non-listed companies which are not SMEs. The proposal might incorporate provisions aimed at reflecting the specificities and varying nature of these***

*companies.*

Or. en

*Justification*

*In principle, there are no good arguments in favour of excluding large non-listed from the scope. While often operating across borders, these companies have a strong impact on the economy and the gender situation in society. On the contrary, their exclusion would create very unfortunate incentives for companies to de-list or not to list. In practice, however, more work is probably needed to be able to include the non-listed companies in an adequate way given their specificities and diversity.*

**Amendment 243**

**Daniël van der Stoep**

**Proposal for a directive**

**Article 9 – paragraph 1**

*Text proposed by the Commission*

1. Member States shall communicate to the Commission by 1 January **2017** at the latest and every **two years** thereafter a report on the implementation of this Directive. These reports shall include, amongst others, comprehensive information about the measures taken with a view to attaining the objectives laid down in Article 4(1), information provided in accordance with Article 5(2) and information about individual commitments taken by listed companies pursuant to Article 5(1).

*Amendment*

1. Member States shall communicate to the Commission by 1 January **2037** at the latest and every **10 years** thereafter a report on the implementation of this Directive. These reports shall include, amongst others, comprehensive information about the measures taken with a view to attaining the objectives laid down in Article 4(1), information provided in accordance with Article 5(2) and information about individual commitments taken by listed companies pursuant to Article 5(1).

Or. nl

**Amendment 244**

**Daniël van der Stoep**

**Proposal for a directive**

**Article 9 – paragraph 2 – subparagraph 1**

*Text proposed by the Commission*

Member States having suspended pursuant to Article 8(3) the application of the procedural requirements relating to appointments contained in Article 4(1), (3), (4) and (5) shall include information in the reports mentioned in paragraph 1 demonstrating the concrete results obtained by the national measures referred to in Article 8(3). The Commission shall then issue a specific report ascertaining whether those measures effectively enable members of the under-represented sex to hold at least **40 per cent** of the non-executive director positions by 1 January **2018** for listed companies which are public undertakings, and by 1 January **2020** for listed companies which are not public undertakings. The first such report shall be issued by the Commission by 1 July **2017**, and subsequent reports shall be issued within six months after notification of the respective national reports under paragraph 1.

*Amendment*

Member States having suspended pursuant to Article 8(3) the application of the procedural requirements relating to appointments contained in Article 4(1), (3), (4) and (5) shall include information in the reports mentioned in paragraph 1 demonstrating the concrete results obtained by the national measures referred to in Article 8(3). The Commission shall then issue a specific report ascertaining whether those measures effectively enable members of the under-represented sex to hold at least **10 per cent** of the non-executive director positions by 1 January **2038** for listed companies which are public undertakings, and by 1 January **2040** for listed companies which are not public undertakings. The first such report shall be issued by the Commission by 1 July **2037**, and subsequent reports shall be issued within six months after notification of the respective national reports under paragraph 1.

Or. nl

**Amendment 245**

**Wolf Klinz**

**Proposal for a directive**

**Article 9 – paragraph 2 – subparagraph 1**

*Text proposed by the Commission*

Member States having suspended pursuant to Article 8(3) the application of the procedural requirements relating to appointments contained in Article 4(1), **(3), (4) and (5)** shall include information in the reports mentioned in paragraph 1 demonstrating the concrete results obtained by the national measures referred to in Article 8(3). The Commission shall then

*Amendment*

Member States having suspended pursuant to Article 8(3) the application of the procedural requirements relating to appointments contained in Article 4(1) **and Article 5(1)** shall include information in the reports mentioned in paragraph 1 demonstrating the concrete results obtained by the national measures referred to in Article 8(3). The Commission shall then

issue a specific report ascertaining whether those measures effectively enable members of the under-represented sex to hold at least 40 per cent of the non-executive director positions *by 1 January 2018 for* listed companies *which are public undertakings, and* by 1 January 2020 *for listed companies which are not public undertakings*. The first such report shall be issued by the Commission by 1 July 2017, and subsequent reports shall be issued within six months after notification of the respective national reports under paragraph 1.

issue a specific report ascertaining whether those measures effectively enable members of the under-represented sex to hold at least 40 per cent of the non-executive director positions *of* listed companies by 1 January 2020. The first such report shall be issued by the Commission by 1 July 2017, and subsequent reports shall be issued within six months after notification of the respective national reports under paragraph 1.

Or. en

#### **Amendment 246** **Sari Essayah**

#### **Proposal for a directive** **Article 9 – paragraph 2 – subparagraph 1**

##### *Text proposed by the Commission*

Member States having suspended pursuant to Article 8(3) the application of the procedural requirements relating to appointments contained in Article 4(1), (3), (4) and (5) shall include information in the reports mentioned in paragraph 1 demonstrating the concrete results obtained by the national measures referred to in Article 8(3). The Commission shall then issue a specific report ascertaining whether those measures effectively enable members of the under-represented sex to hold at least 40 per cent of the non-executive director positions by 1 January 2018 for listed companies which are public undertakings, and by 1 January 2020 for listed companies which are not public undertakings. The first such report shall be issued by the Commission by 1 July 2017, and subsequent reports shall be issued within six months after notification of the

##### *Amendment*

Member States having suspended pursuant to Article 8(3) the application of the procedural requirements relating to appointments contained in Article 4(1), (3), (4) and (5) shall include information in the reports mentioned in paragraph 1 demonstrating the concrete results obtained by the national *or self-regulatory* measures referred to in Article 8(3). The Commission shall then issue a specific report ascertaining whether those measures effectively enable members of the under-represented sex to hold at least 40 per cent of the non-executive director positions by 1 January 2018 for listed companies which are public undertakings, and by 1 January 2020 for listed companies which are not public undertakings. The first such report shall be issued by the Commission by 1 July 2017, and subsequent reports shall be issued within six months after notification

respective national reports under paragraph 1.

of the respective national reports under paragraph 1.

Or. en

#### **Amendment 247**

**Daniël van der Stoep**

#### **Proposal for a directive**

#### **Article 9 – paragraph 2 – subparagraph 2**

##### *Text proposed by the Commission*

Member States in question shall ensure that listed companies, which by applying the national measures referred to in Article 8(3) have not appointed or elected members of the under-represented sex for at least **40 per cent** of the non-executive director positions of their boards by 1 January **2018**, where they are public undertakings, or by 1 January **2020**, where they are not public undertakings, apply the procedural requirements relating to appointments contained in Article 4(1), (3), (4) and (5) with effect respectively from those dates.

##### *Amendment*

Member States in question shall ensure that listed companies, which by applying the national measures referred to in Article 8(3) have not appointed or elected members of the under-represented sex for at least **10 per cent** of the non-executive director positions of their boards by 1 January **2038**, where they are public undertakings, or by 1 January **2040**, where they are not public undertakings, apply the procedural requirements relating to appointments contained in Article 4(1), (3), (4) and (5) with effect respectively from those dates.

Or. nl

#### **Amendment 248**

**Rachida Dati**

#### **Proposal for a directive**

#### **Article 9 – paragraph 2 – subparagraph 2**

##### *Text proposed by the Commission*

Member States in question shall ensure that listed companies, which by applying the national measures referred to in Article 8(3) have not appointed or elected members of the under-represented sex for at least 40 per cent of the **non-executive**

##### *Amendment*

Member States in question shall ensure that listed companies, which by applying the national measures referred to in Article 8(3) have not appointed or elected members of the under-represented sex for at least 40 per cent of the director positions

director positions of their boards by 1 January 2018, where they are public undertakings, or by 1 January 2020, where they are not public undertakings, apply the procedural requirements relating to appointments contained in Article 4(1), (3), (4) and (5) with effect respectively from those dates.

of their boards by 1 January 2018, where they are public undertakings, or by 1 January 2020, where they are not public undertakings, apply the procedural requirements relating to appointments contained in Article 4(1), (3), (4) and (5). with effect respectively from those dates.

Or. fr

### *Justification*

To be properly effective, this directive should apply to all directors of listed companies. The day-to-day management of such companies is not likely to be disrupted by pursuing the requirement of gender equality among their directors.

## **Amendment 249**

**Wolf Klinz**

### **Proposal for a directive**

#### **Article 9 – paragraph 2 – subparagraph 2**

##### *Text proposed by the Commission*

Member States in question shall ensure that listed companies, which by applying the national measures referred to in Article 8(3) have not appointed or elected members of the under-represented sex for at least 40 per cent of the non-executive director positions of their boards by 1 January **2018, where they are public undertakings, or by 1 January 2020, where they are not public undertakings,** apply the procedural requirements **relating to appointments** contained in Article 4(1), (3), (4) and (5) with effect **respectively from those dates**.

##### *Amendment*

Member States in question shall ensure that listed companies, which by applying the national measures referred to in Article 8(3) have not appointed or elected members of the under-represented sex for at least 40 per cent of the non-executive director positions of their boards by 1 January **2020** apply the procedural requirements contained in Article 4(1) **and Article 5(1)** with effect **from that date**.

Or. en

## **Amendment 250**

**Sari Essayah**

**Proposal for a directive**

**Article 9 – paragraph 2 – subparagraph 2**

*Text proposed by the Commission*

Member States in question shall ensure that listed companies, which by applying the national measures referred to in Article 8(3) have not appointed or elected members of the under-represented sex for at least 40 per cent of the non-executive director positions of their boards by 1 January 2018, where they are public undertakings, or by 1 January 2020, where they are not public undertakings, apply the procedural requirements relating to appointments contained in Article 4(1), (3), (4) and (5) with effect respectively from those dates.

*Amendment*

Member States in question shall ensure that listed companies, which by applying the national **or self-regulatory** measures referred to in Article 8(3) have not appointed or elected members of the under-represented sex for at least 40 per cent of the non-executive director positions of their boards by 1 January 2018, where they are public undertakings, or by 1 January 2020, where they are not public undertakings, apply the procedural requirements relating to appointments contained in Article 4(1), (3), (4) and (5) with effect respectively from those dates.

Or. en

**Amendment 251**

**Daniël van der Stoep**

**Proposal for a directive**

**Article 9 – paragraph 3**

*Text proposed by the Commission*

3. The Commission shall review the application of this Directive and report to **the European Parliament and** the Council by 31 December **2021** at the latest and every two years thereafter. The Commission shall evaluate in particular whether the objectives of this Directive have been achieved.

*Amendment*

3. The Commission shall review the application of this Directive and report to the Council by 31 December **2041** at the latest and every two years thereafter. The Commission shall evaluate in particular whether the objectives of this Directive have been achieved.

Or. nl

**Amendment 252**

**Olle Ludvigsson**

**Proposal for a directive**  
**Article 9 – paragraph 3**

*Text proposed by the Commission*

3. The Commission shall review the application of this Directive and report to the European Parliament and the Council by **31 December 2021** at the latest and every two years thereafter. The Commission shall evaluate in particular whether the objectives of this Directive have been achieved.

*Amendment*

3. The Commission shall review the application of this Directive and report to the European Parliament and the Council by **1 July 2018** at the latest and every two years thereafter. The Commission shall evaluate in particular whether the objectives of this Directive have been achieved.

Or. en

**Amendment 253**  
**Daniël van der Stoep**

**Proposal for a directive**  
**Article 9 – paragraph 4**

*Text proposed by the Commission*

***4. In its report, the Commission shall assess whether, in the light of developments in the representation of men and women in the boards of listed companies and at different levels of decision-making throughout the economy and taking into account whether the progress made is sufficiently sustainable, there is a need to extend the duration of this Directive beyond the date specified in Article 10(2) or to amend it.***

*Amendment*

***deleted***

Or. nl

**Amendment 254**  
**Sylvie Goulard**

**Proposal for a directive**  
**Article 9 – paragraph 4**



*Text proposed by the Commission*

4. In its report, the Commission shall assess whether, in the light of developments in the representation of men and women in the boards of listed companies and at different levels of decision-making throughout the economy and taking into account whether the progress made is sufficiently sustainable, there is a need to extend the duration of this Directive beyond the date specified in Article 10(2) or to amend it.

*Amendment*

4. In its report, the Commission shall assess whether, in the light of developments in the representation of men and women in the boards of listed companies and at different levels of decision-making throughout the economy and taking into account whether the progress made is sufficiently sustainable, there is a need to extend the duration of this Directive beyond the date specified in Article 10(2) or to amend it. ***It shall also assess the need to extend the scope of this directive to non-listed companies where this is justified by their size and impact on the market (number of staff, turnover, balance-sheet total, etc.). An appropriate threshold must be set above which the directive will apply.***

Or. fr

**Amendment 255**

**Daniël van der Stoep**

**Proposal for a directive**

**Article 10 – paragraph 2**

*Text proposed by the Commission*

2. It shall expire on 31 December **2028**.

*Amendment*

2. It shall expire on 31 December **2013**.

Or. nl

**Amendment 256**

**Ashley Fox**

**Proposal for a directive**

**Article 10 – paragraph 2 a (new)**

*Text proposed by the Commission*

*Amendment*

***2a. This Directive shall not enter into force until all of the following conditions have been met:***

*(a) one third or more of the members of the European Commission;*

*(b) one third or more of the members of the Governing Council of the European Central Bank; and*

*(c) one third or more of the Directors General of the European Commission;*  
*are members of the under-represented sex.*

Or. en