



STATUTORY INSTRUMENTS.

S.I. No. 215 of 2025

EUROPEAN UNION (GENDER BALANCE ON BOARDS OF CERTAIN
COMPANIES) REGULATIONS 2025

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I, NORMA FOLEY, Minister for Children, Disability and Equality, in exercise of the powers conferred on me by section 3 of the European Communities Act 1972 (No. 27 of 1972), for the purpose of giving effect to Directive (EU) 2022/2381 of the European Parliament and of the Council of 23 November 2022¹, hereby make the following regulations:

Short title and cesser

1. (1) These Regulations may be cited as the European Union (Gender Balance on Boards of Certain Companies) Regulations 2025.

(2) Subject to Article 13(4) of the Directive, these Regulations shall cease to be in operation on and from 31 December 2038.

Definitions

2. In these Regulations -

“applicable listed company” means a relevant listed company that does not achieve the objective specified in paragraph (2) of Regulation 3 by the date specified in paragraph (1) of that Regulation;

“board”, in relation to a relevant listed company, means the board of directors of the company;

“company” means -

(a) a company formed and registered under the Companies Act 2014 (No. 38 of 2014), or

(b) an existing company within the meaning of that Act;

“Directive” means Directive (EU) 2022/2381 of the European Parliament and of the Council of 23 November 2022¹;

“executive director”, in relation to a relevant listed company, means a member of a board who is engaged in the daily management of the company;

“micro, small and medium-sized enterprise or SME” means a company that employs less than 250 persons and has an annual turnover not exceeding €50,000,000 or an annual balance sheet total not exceeding €43,000,000;

“Minister” means the Minister for Children, Disability and Equality;

“non-executive director”, in relation to a relevant listed company, means a member, other than an executive director, of a board;

“publish”, in relation to the Minister, means publish or cause to be published;

¹ OJ No. L 315, 07.12.2022, p. 44

“regulated market” has the meaning given to it in Article 4(1), point 21, of Directive 2014/65/EU of the European Parliament and of the Council of 15 May 2014²;

“relevant listed company” means a company, other than a micro, small and medium-sized enterprise or SME -

- (a) that has its registered office in the State, and
- (b) the shares in which are admitted to trading on a regulated market in at least one Member State;

“relevant year” means a period of 12 months beginning on the 1st day of December in any year.

Objectives with regard to gender balance on boards

3. (1) A relevant listed company shall be subject to the objective specified in paragraph (2) to be reached not later than 30 June 2026.

(2) Subject to paragraph (3), the objective referred to in paragraph (1) is that at least 40% of the non-executive directors of the relevant listed company concerned are members of the underrepresented sex.

(3) The number of non-executive director positions deemed necessary to achieve the objective specified in paragraph (2) shall be the number closest to the proportion of 40% but not exceeding 49% as specified in the Schedule.

(4) A relevant listed company shall -

- (a) set, in writing, individual quantitative objectives with a view to improving the gender balance among executive directors on its board, and
- (b) specify, in writing, the steps the relevant listed company has taken, or is taking, in aiming to achieve, not later than 30 June 2026, the individual quantitative objectives referred to in subparagraph (a).

(5) A relevant listed company shall, not later than 30 November 2026, publish on its website the information specified in subparagraphs (a) and (b) of paragraph (4).

Means to achieve objectives

4. (1) An applicable listed company shall adjust its processes for selecting candidates for appointment or election as non-executive directors whereby it shall -

- (a) select such candidates on the basis of a comparative assessment of the qualifications of each candidate,

² OJ No. L 173, 12.6.2014, p. 349

- (b) for the purpose of paragraph (a), establish in advance of the selection process clear, neutrally formulated and unambiguous criteria in writing, and
- (c) apply, or cause to be applied, the criteria established under subparagraph (b) in a non-discriminatory manner throughout the entire selection process, including during the preparation of vacancy notices, the pre-selection phase, the shortlisting phase and the establishment of pools of such candidates.

(2) Where applicable, an applicable listed company shall, not later than 30 November in each year, beginning with the year 2026 -

- (a) document in writing its compliance, during the period from 1 July 2026 to 29 November 2026 and from 1 December to 29 November in each relevant year thereafter, with the obligations provided for in paragraph (1), and
- (b) provide to the Minister, in such form and manner as the Minister may specify, a copy of the document referred to in subparagraph (a).

(3) Where an applicable listed company is selecting candidates for appointment or election as non-executive directors, the company shall, in choosing between candidates who are equally qualified in terms of suitability, competence and professional performance, give priority to the candidate of the underrepresented sex unless, in exceptional cases, reasons of greater legal weight, such as the pursuit of other diversity policies, invoked within the context of an objective assessment which takes into account the specific situation of a candidate of the other sex and which is based on non-discriminatory criteria, override the priority, which should otherwise be accorded to the candidate of the underrepresented sex, in favour of the candidate who is not of the underrepresented sex.

(4) Where an applicable listed company is selecting candidates for appointment or election as non-executive directors, an applicable listed company shall, not later than 30 November in each year, beginning with the year 2026, either -

- (a) (i) document, in writing, its compliance, during the period from 1 July 2026 to 29 November 2026 and from 1 December to 29 November in each relevant year thereafter, with the obligations provided for in paragraph (3), and
- (ii) provide to the Minister, in such form and manner as the Minister may specify, a copy of the document referred to in clause (i), or
- (b) where the priority which should otherwise have been accorded to the candidate of the underrepresented sex was overridden, provide to the Minister, in such form and manner as the Minister may specify, a list of the reasons of greater legal weight it applied in order to override that priority.

(5) Where a candidate who was considered during the selection of candidates for appointment or election as a non-executive director of an applicable listed

company so requests, the applicable listed company shall notify the candidate, in writing, of the following:

- (a) the qualification criteria upon which the selection was based;
 - (b) the criteria specified in paragraph (1)(b);
 - (c) where applicable, the specific considerations exceptionally overriding the priority that should otherwise have been accorded to the candidate of the underrepresented sex in favour of a candidate who is not of the underrepresented sex.
- (6) Where a candidate for appointment or election as a non-executive director of an applicable listed company of the underrepresented sex is not selected for such appointment or election and the candidate establishes facts, before a court or other competent authority, from which it may be presumed that he or she was as equally qualified as the candidate of the other sex who was selected for appointment or election as a non-executive director, it is for that applicable listed company to prove that it did not breach paragraph (3).

Information to be provided to shareholders or employees

5. (1) This Regulation applies where the process for selecting candidates for appointment or election as non-executive directors of an applicable listed company is made through a vote of shareholders or employees of the applicable listed company.

(2) Where this Regulation applies, an applicable listed company shall ensure that the shareholders or employees of the company who vote for the appointment or election of a candidate as a non-executive director of the applicable listed company are properly informed, in writing, in advance of the appointment or election concerned regarding the measures provided for in these Regulations, including the penalties provided for in Regulation 7 for non-compliance by the applicable listed company with such measures.

(3) Where this Regulation applies, an applicable listed company shall, not later than 30 November in each year, beginning with the year 2026, provide to the Minister, in such form and manner as the Minister may specify, a copy of the information referred to in paragraph (2).

Reporting

6. (1) A relevant listed company shall, not later than 30 November (in this Regulation referred to as the “publication date”) in each year, beginning with the year 2026 -

- (a) provide to the Minister the information specified in paragraph (2)(a) in writing by uploading it electronically to such website as the Minister may specify for that purpose,
- (b) provide to the Minister the information specified in paragraphs (2)(b) and (3) in such form and manner as the Minister may specify, and

- (c) publish the information referred to in paragraphs (a) and (b) in an appropriate and easily accessible manner on its website.
- (2) Subject to paragraph (3), the information referred to in -
 - (a) paragraph (1)(a) is information concerning the gender representation on the board of a relevant listed company, which information shall distinguish between executive and non-executive directors of the relevant listed company, and
 - (b) paragraph (1)(b) is information concerning the gender representation on the board of a relevant listed company, which information shall relate to the measures taken by the relevant listed company concerned with a view to achieving the applicable objectives specified in paragraphs (2) and (4)(a) of Regulation 3.
- (3) Where a relevant listed company has not achieved the objectives specified in paragraphs (2) and (4)(a) of Regulation 3 by the dates specified in those paragraphs in respect of the respective sets of objectives, the information specified in paragraph (2) (to be provided under paragraph (1)) shall also include the following information:
 - (a) the reasons why the relevant listed company did not achieve those objectives;
 - (b) a comprehensive description of the measures that the relevant listed company has already taken or intends to take in order to achieve those objectives.
- (4) A relevant listed company shall, where applicable -
 - (a) include the information specified in paragraphs (2) and (3) in the subsequent corporate governance statement following the publication date, and
 - (b) submit, in such form and manner as the Minister may specify, a copy of that corporate governance statement to the Minister as soon as practicable thereafter.

Penalties

7. (1) The Minister may, each relevant year, beginning with the relevant year beginning on 1 December 2027, (in this Regulation referred to as the “publication year”) publish on a website maintained by or on behalf of the Minister -

- (a) the name of each relevant listed company that contravened -
 - (i) paragraph (5) of Regulation 3, and
 - (ii) any of the following before 1 December 2026 or in a particular relevant year thereafter that precedes the publication year concerned:
 - (I) paragraph (2) of Regulation 4;
 - (II) paragraph (3) of Regulation 5;

(III) subparagraph (a) or (b) of paragraph (1) or subparagraph (b) of paragraph (4) of Regulation 6, and

(b) a statement stating the provision that was contravened.

(2) Where -

- (a) an applicable listed company does not provide to the Minister the document specified in clause (ii) of subparagraph (a) of paragraph (4) of Regulation 4 by the date specified in the said paragraph for such provision in a particular period, or
- (b) where the Minister is not satisfied with the completeness of the document provided,

the Minister may, beginning with the publication year beginning on 1 December 2027 and in each relevant year thereafter, publish on a website maintained by or on behalf of the Minister -

- (i) the name of the applicable listed company concerned -
 - (I) that did not provide the document by the date specified, being a date before 1 December 2026 or a date in a particular relevant year thereafter that precedes the publication year concerned, or
 - (II) with whose document the Minister is not satisfied, and
- (ii) a statement that -
 - (I) the applicable listed company concerned did provide the document specified by the date specified, or
 - (II) the Minister is not satisfied with the completeness of the document so provided.

Bodies for promotion of gender balance in relevant listed companies

8. (1) The Irish Human Rights and Equality Commission shall be the body responsible in the State for the promotion of gender balance on the boards of relevant listed companies for the purposes of Article 10 of the Directive.

(2) The Minister shall be responsible in the State for the monitoring and analysis of gender balance on the boards of relevant listed companies for the purposes of Article 10 of the Directive.

SCHEDULE

*Regulation 3*TARGET NUMBERS OF NON-EXECUTIVE DIRECTORS OF THE
UNDERREPRESENTED SEX

Number of positions on the board	Minimum number of non-executive directors of the underrepresented sex necessary to meet the objective of 40 %
1	-
2	-
3	1 (33.3%)
4	1 (25%)
5	2 (40%)
6	2 (33.3%)
7	3 (42.9%)
8	3 (37.5%)
9	4 (44.4%)
10	4 (40%)
11	4 (36.4%)
12	5 (41.7%)
13	5 (38.4%)
14	6 (42.9%)
15	6 (40%)
16	6 (37.5%)
17	7 (41.2%)
18	7 (38.9%)
19	8 (42.1%)
20	8 (40%)
21	8 (38.1%)
22	9 (40.1%)
23	9 (39.1%)
24	10 (41.7%)
25	10 (40%)
26	10 (38.5%)
27	11 (40.7%)
28	11 (39.3%)
29	12 (41.4%)
30	12 (40%)



L.S.

GIVEN under my Official Seal,
28 May, 2025.

NORMA FOLEY,
Minister for Children, Equality and Disability.

BAILE ÁTHA CLIATH
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