OG/329/2022
28th September 2022

Chief Executive Officer
All Listed Companies
Manama
Kingdom of Bahrain

Dear Sir/Madam,

Women’s Representation on Boards of Directors of Listed Companies

In pursuit of the Central Bank of Bahrain’s (CBB) objective towards enhancing the corporate governance standards in the capital market of the Kingdom of Bahrain and particularly enhancing equal opportunities between women and men among the Board composition of listed companies, the CBB, is hereby introducing amendments to the High-Level Controls Module (Module HC) of the CBB Rulebook Volume 6, entailing requirements in relation to women’s representation in the board of directors of listed companies.

The amendments to the requirements under Module HC are highlighted as follows:

**HC-1.3.5**

The board **must** have no more than 15 members and no less than 5 members; taking into consideration the representation of women and men in the formation of the board. The board **must** regularly review its size and composition to assure that it is small enough for efficient decision-making yet large enough to have members who can contribute from different specialties and viewpoints. The board **must** recommend changes in board size to the shareholders when a needed change requires amendment of the company’s Memorandum of Association. The company **must** disclose statistics regarding the composition of the board disaggregated by women and men in the company’s annual report.

**HC-8.3.3**

Board, Board Members and Management:

(r) The percentage of women and men on the board, where the absence of representation of either women or men must be stated.
The aforementioned amendments shall come into effect immediately and must be complied with by listed companies from the company’s next board election cycle.

The circular will be available on the CBB website under ad-hoc communications for Volume 6 and the CBB Rulebook will be amended to reflect the above requirements in the upcoming Rulebook updates.

Yours faithfully,

Rasheed M. Al-Maraj
Governor

cc: Bahrain Bourse
    Bahrain Association of Banks
    External Audit Firms
    Law Firms