For U.S. incorporated entities:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Board Diversity Matrix (As of [DATE])** | | | | |
| Total number of directors | [#] | | | |
|  | **Female** | **Male** | **Non-Binary** | **Did Not Disclose Gender** |
| **Part I: Gender Identity** | | | | |
| Directors | [#] | [#] | [#] | [#] |
| **Part II: Demographic Background** | | | | |
| African American or Black | [#] | [#] | [#] | [#] |
| Alaskan Native or Native | [#] | [#] | [#] | [#] |
| American Asian | [#] | [#] | [#] | [#] |
| Hispanic or Latinx | [#] | [#] | [#] | [#] |
| Native Hawaiian or Pacific Islander | [#] | [#] | [#] | [#] |
| White | [#] | [#] | [#] | [#] |
| Two or More Races or Ethnicities | [#] | [#] | [#] | [#] |
| LGBTQ+ | [#] | | | |
| Did Not Disclose Demographic Background | [#] | | | |

\* \* \* \*

|  |
| --- |
| [“Substantially similar”: In this box, or elsewhere but below the above table,  a company may supplement its disclosure by providing additional information related to its directors. E.g.: a company may choose to provide the information on a director-by-director basis or may choose to include any skills, experience, and attributes of each of its directors that are relevant to the company. |

For Foreign Issuers:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Board Diversity Matrix (As of [DATE])**  To be completed by Foreign Issuers (with principal executive offices outside of the U.S.)  and Foreign Private Issuers | | | | |
| Country of Principal Executive Offices | [Insert Country Name] | | | |
| Foreign Private Issuer | Yes/No | | | |
| Disclosure Prohibited Under Home Country Law | Yes/No | | | |
| Total number of directors | [#] | | | |
|  | **Female** | **Male** | **Non-Binary** | **Did Not Disclose Gender** |
| **Part I: Gender Identity** | | | | |
| Directors | [#] | [#] | [#] | [#] |
| **Part II: Demographic Background** | | | | |
| Underrepresented Individual in Home Country Jurisdiction | [#] | | | |
| LGBTQ+ | [#] | | | |
| Did Not Disclose Demographic Background | [#] | | | |

Definitions (as defined by Nasdaq):

|  |  |
| --- | --- |
| Racial or ethnic group | Definition |
| African American or Black (not of Hispanic or Latinx origin) | A person having origins in any of the Black racial groups of Africa. |
| Alaskan Native or Native American | A person having origins in any of the original peoples of North and South America (including Central America), and who maintain cultural identification through tribal affiliation or community recognition. |
| Asian | A person having origins in any of the original peoples of the Far East, Southeast Asia, or the Indian subcontinent, including, for example, Cambodia, China, India, Japan, Korea, Malaysia, Pakistan, the Philippine Islands, Thailand, and Vietnam. |
| Hispanic or Latinx | A person of Cuban, Mexican, Puerto Rican, South or Central American, or other Spanish culture or origin, regardless of race. The term Latinx applies broadly to all gendered and gender-neutral forms that may be used by individuals of Latin American heritage, including individuals who self-identify as Latino/a/e. |
| Native Hawaiian or Pacific Islander | A person having origins in any of the peoples of Hawaii, Guam, Samoa, or other Pacific Islands. |
| White (not of Hispanic or Latinx origin) | A person having origins in any of the original peoples of Europe, the Middle East, or North Africa. |
| Two or More Races or Ethnicities | A person who identifies with more than one of the above categories. |
| Non-Binary | Refers to genders that are not solely man or woman. Someone who is nonbinary may have more than one gender, no gender, or their gender may not be in relation to the gender binary. |
| Underrepresented Individual in Home Country Jurisdiction | A person who self-identifies as an underrepresented individual based on national, racial, ethnic, indigenous, cultural, religious, or linguistic identity in the country of the Foreign Issuer’s principal executive offices (as reported on the Foreign Issuer’s Forms F-1, 10-K, 20-F, or 40-F). |
| LGBTQ+ | A person who identifies as any of the following: lesbian, gay, bisexual, transgender, or as a member of the queer community. |

Sample questions for board members:

|  |  |
| --- | --- |
| Question examples | Answer options |
| **Gender Identity (Part I)**:  How do you describe your gender identity? | * “Female” * “Male” * “Non-Binary” |
| **Demographic Background (Part II)**:  What racial/ethnic groups do you belong to? Select all that apply. | * “African American or Black” * “Alaskan Native or Native” * “American Asian” * “Hispanic or Latinx” * “Native Hawaiian or Pacific Islander” * “White” * “Two or More Races or Ethnicities” (must specify a minimum of two above) |
| **Demographic Background (Part II):**  Do you identify as LGBTQ+ | * “Yes” * “No” |
| **NOTE: Did not disclose** – Each question could include an option for the director to not disclose any information | * E.g.: opt to not disclose/prefer not to say/chose to not disclose, or other version of this language meaning resulting in the category “did not disclose” |