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Dear Sir

Consultation Document: Gender Diversity on Boards

Mazars, the international accountancy and advisory organisation, is pleased to submit its views on the above consultation.

We support FRC addressing the issue of diversity on boards in the UK Corporate Governance Code. We believe promoting gender diversity is very important along with securing other forms of diversity in the boardroom and that gender diversity is best dealt within this broader context.

We therefore suggest the proposed amendment to Provision B.2.4 should itself be amended to call for a description of the board's policy on diversity, including gender diversity, in the boardroom, together with any measurable objectives the board has set for implementing the policy and progress on achieving the objectives. Indeed, the proposed revised provision could be strengthened by removing the word 'any' before the reference to measurable objectives.

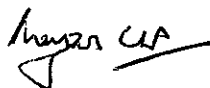
We would support the Code setting out some of the key elements to be covered by a diversity policy, covering gender and other forms of diversity, as we believe it would provide helpful advice to companies applying it. We believe that if included in the Code it is more likely to be successful in ensuring listed companies have regard to it than if published elsewhere.

We would also support adding a new supporting principle to B6 on board evaluations along the lines indicated in the consultation paper subject to references to describing the board's policy on gender diversity referring to describing the policy on diversity more broadly..

On practical grounds, we support the proposal that the revised Code should apply to accounting periods beginning on or after 29 June 2012 for the reasons stated in the consultation paper and would also support companies being encouraged to apply it earlier.

If there are any matters in our response which you would like to discuss further please do not hesitate to contact Anthony Carey on 0207 063 4411 or Rebecca Scott on 01582 700700.

Yours faithfully,



Mazars LLP.

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