

Burford Capital Limited

Remuneration Committee terms of reference

1. Membership

- 1.1 The committee shall comprise at least two members, all of whom shall be independent non-executive directors. The chairman of the board may also serve on the committee as an additional member if he or she was considered independent on appointment as chairman. Members of the committee shall be appointed by the board.
- 1.2 Only members of the committee have the right to attend committee meetings. However, other individuals such as the chief executive and external advisers may be invited to attend for all or part of any meeting, as and when appropriate and necessary.
- 1.3 Appointments to the committee are made by the board and shall be for a period of up to three years, which may be extended for further periods of up three years, provided the director still meets the criteria for membership of the committee. The Board may also elect to act as a committee of the whole and sit as the Remuneration Committee.
- 1.4 The board shall appoint the committee chairman who shall be an independent non-executive director. In the absence of the committee chairman, the remaining members present shall elect one of themselves to chair the meeting who would qualify under these terms of reference to be appointed to that position by the board. The chairman of the board shall not be chairman of the committee.

2. Secretary

The company secretary or his or her nominee shall act as the secretary of the committee.

3. Quorum

The quorum necessary for the transaction of business shall be one. A duly convened meeting of the committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the committee.

4. Meetings

The committee shall meet at least once a year and otherwise as required.

5. Notice of meetings

- 5.1 Meetings of the committee shall be called on reasonable notice by the secretary of the committee at the request of the committee chairman.
- 5.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed along with any supporting papers shall be forwarded to each member of the committee in advance of the meeting.

6. Minutes of meetings

- 6.1 The secretary shall minute the proceedings and resolutions of all committee meetings, including the names of those present and in attendance.
- 6.2 Draft minutes of committee meetings shall be circulated promptly to all members of the committee. Once approved, minutes should be circulated to all other members of the board unless it would be inappropriate to do so.

7. Duties

The committee should carry out the duties below for the parent company, major subsidiary undertakings and the group as a whole, as appropriate, albeit recognising that the Company's UK business has its own remuneration committee.

The committee shall:

- 7.1 determine and agree with the board the remuneration of the company's chief executive officer, chief investment officer, the framework or broad policy for other senior US staff and the remuneration policies for the UK business. The remuneration of non-executive directors shall be a matter for the chairman and the chief executive;
- 7.2 in determining such compensation, take into account all factors which it deems necessary including relevant legal and regulatory requirements. The objective of such policy shall be to ensure that members of the executive management of the company are provided with appropriate incentives to encourage enhanced performance and are, in a fair and responsible manner, rewarded for their individual contributions to the success of the company;
- 7.3 review the ongoing appropriateness and relevance of the remuneration policy;
- 7.5 within the terms of the agreed policy and in consultation with the chief executive, determine the total individual remuneration package of each designated senior executive including bonuses, incentive payments and share options or other share awards;
- 7.6 approve the design of, and determine targets for, any performance related pay schemes operated by the company and approve the total annual payments made under such schemes;
- 7.9 review the design of all share incentive plans for approval by the board and shareholders. For any such plans, determine each year whether awards will be made, and if so, the overall amount of such awards, the individual awards thereunder and the performance targets to be used;
- 7.10 determine the policy for, and scope of, any pension arrangements;
- 7.11 oversee any major changes in employee benefits structures throughout the company or group; and
- 7.12 oversee succession planning for key positions in the senior management team.

8. Reporting responsibilities

- 8.1 The committee chairman shall report to the board on its proceedings after each meeting on all matters within the committee's duties and responsibilities.
- 8.2 The committee shall make whatever recommendations to the board it deems appropriate on any area within its remit where action or improvement is needed.

9. Other matters

The committee shall have access to sufficient resources in order to carry out its duties, including access to the company secretary for assistance as required as well as access to consultants and advisers as reasonably necessary.