

BURFORD CAPITAL LIMITED

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

(updated 18 May 2022)

1. MEMBERSHIP

- 1.1 The nominating and governance committee (the “*Committee*”) of the board of directors (the “*Board*”) of Burford Capital Limited (the “*Company*”) shall comprise at least two members. Members of the Committee shall be appointed by the Board and may be removed by the Board at any time.
- 1.2 All members of the Committee shall be non-executive directors all of whom shall satisfy the applicable independence and other nominating and governance committee membership requirements. Determinations of independence shall be made by the Board in accordance with any applicable legal and/or regulatory requirements.
- 1.3 Only members of the Committee have the right to attend meetings of the Committee. However, other directors and executives of the Company and its subsidiaries, advisers and Oak Fund Services (Guernsey) Limited, or any successor as the Company’s secretary and/or administrator, may be invited to attend all or part of any meeting of the Committee as and when appropriate.
- 1.4 The Board shall appoint the chair of the Committee who may be the chair of the Board. In the absence of the chair of the Committee and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting of the Committee from those who would qualify under this nominating and governance committee charter (this “*Charter*”) to be appointed to that position by the Board. The chair of the Board shall not chair the Committee when it is dealing with the matter of succession to the chair position.

2. SECRETARY

The secretary of the Company, 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 at least one member. 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. FREQUENCY OF MEETINGS

The Committee shall meet at least twice a year and otherwise as required or requested by any member of the Committee or otherwise as and when appropriate and necessary.

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 any of the members of the Committee.
- 5.2 Unless otherwise agreed, notice of each meeting of the Committee confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee in advance of the meeting of the Committee.

6. VOTING ARRANGEMENTS

- 6.1 Each member of the Committee shall have one vote which may be cast on matters considered at the meeting. Votes can be cast by members attending a meeting of the Committee or by written consent.
- 6.2 If a matter that is considered by the Committee is one where a member of the Committee (either directly or indirectly) has a personal interest, that member shall not be permitted to vote at the meeting.
- 6.3 Save where he has a personal interest, the chair of the Committee will have a casting vote.

7. MINUTES OF MEETINGS

- 7.1 The secretary of the Committee shall minute the proceedings and resolutions of all meetings of the Committee, including the names of those present and in attendance.
- 7.2 Meetings of the Committee may be held telephonically or by other electronic means to the extent permitted by the Company's organizational documents and applicable law.
- 7.3 The chair of the Committee shall ascertain, at the beginning of each meeting of the Committee, the existence of any conflicts of interest and the secretary of the Committee shall minute them accordingly.
- 7.4 Draft minutes of meetings of the Committee 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.

8. DUTIES

The Committee should carry out the duties below for the Company, major subsidiary undertakings and the group as a whole, as and when appropriate and necessary.

The Committee shall:

- 8.1 regularly review the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board and make recommendations to the Board with respect to any changes;
- 8.2 give full consideration to succession planning for directors in the course of its work, taking into account the challenges and opportunities facing the Company and the skills, knowledge, experience and diversity needed on the Board in the future;
- 8.3 be responsible for identifying and nominating for the approval of the Board candidates to fill vacancies on the Board as and when they arise and, before any nomination is made to the Board, evaluate the balance of skills, knowledge, experience and diversity on the Board. In identifying suitable candidates for the Board, the Committee shall:
 - 8.3.1 use open advertising or the services of external advisers to facilitate the search, if considered appropriate and necessary;
 - 8.3.2 consider candidates from a wide range of backgrounds; and
 - 8.3.3 consider candidates on merit and against objective criteria and with due regard for the benefits of diversity on the Board, including gender, race / ethnic identity and any other relevant criteria, taking care to ensure that candidates have sufficient time available to devote to the position.
- 8.4 in connection with the appointment of the chair of the Board, the Committee should consider the time commitment expected. A proposed chair of the Board's other significant commitments should be disclosed to the Board before appointment, and

any changes to the chair of the Board's other commitments should be reported to the Board as they arise;

- 8.5 the proposed director candidates should be required to disclose any business interests that may result in a conflict of interest prior to his or her appointment as a director and be required to report any future business interests that could result in a conflict of interest;
- 8.6 oversee the Company's orientation and onboarding programs for new directors and continuing education programs for directors;
- 8.7 review the results of the Board's performance evaluation process that relate to the composition of the Board;
- 8.8 assist the Board in its oversight of the Company's management in defining and implementing the company's strategy relating to environmental, social and governance ("**ESG**") matters, including policies, programs, practices, goals and initiatives; and
- 8.9 review at least annually the policies, programs, practices, goals and initiatives of the Company relating to ESG matters;

The Committee shall also make recommendations to the Board concerning:

- 8.10 formulating plans for succession for non-executive directors, in particular for the key role of the chair of the Board;
- 8.11 suitable candidates for the role of senior independent director, if applicable;
- 8.12 membership of the audit and compensation committees and any other committees of the Board as appropriate, in consultation with the chairs of those committees;
- 8.13 the re-appointment of any non-executive director having given due regard to such director's performance and ability to continue to contribute to the Board in the light of any applicable considerations with respect to skills, knowledge, experience and diversity;
- 8.14 any matters relating to the continuation in office of any director at any time;
- 8.15 the appointment of any director to executive or other office; and
- 8.16 changes to the Company's corporate governance framework and the delegation of authority and authority levels in light of best practices.

9. REPORTING RESPONSIBILITIES

- 9.1 The chair of the Committee shall report to the Board on the Committee's proceedings after each meeting of the Committee on all matters within the Committee's duties and responsibilities.
- 9.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

10. OTHER MATTERS

The Committee shall consider such other matters as may be requested by the Board. Furthermore, the Committee shall:

- 10.1 have access to sufficient resources in order to carry out its duties, including access to the secretary of the Company for assistance as required;
- 10.2 be provided with appropriate and timely training, both in the form of an induction program for new members and on an ongoing basis for all members;
- 10.3 give due consideration to applicable or relevant laws and regulations, including, among others, the provisions of any corporate governance code to which the Company is subject, the requirements of the London Stock Exchange's rules for AIM

companies, the UK Listing Authority's Listing, Prospectus and Disclosure and Transparency Rules, the listing standards of the New York Stock Exchange and the applicable rules and regulations of the US Securities and Exchange Commission, as appropriate; and

- 10.4 at least annually, review its own performance, constitution and this Charter to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

11. AUTHORITY

The Committee is authorized by the Board to examine any activity within this Charter and to obtain, at the Company's expense, outside legal or other professional advice on any matter within this Charter. The Committee is authorized to request any information it requires from any employee or director of the Company or its subsidiaries or Oak Fund Services (Guernsey) Limited, or any successor as the Company's secretary and/or administrator, and all such parties will be directed to co-operate with any request made by the Committee.