



## BURFORD CAPITAL LIMITED

### NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

#### I. Purpose

The nominating and corporate governance committee (the “**Committee**”) of the board of directors (the “**Board**”) of Burford Capital Limited, a company limited by shares incorporated and registered in Guernsey under the Companies (Guernsey) Law, 2008, as amended (the “**Company**”), shall:

- (a) identify individuals qualified to become members of the Board, consistent with criteria approved by the Board;
- (b) recommend to the Board for approval director nominees, consistent with the Company’s director qualifications criteria and, if applicable, any obligations under the Company’s contractual arrangements;
- (c) develop and recommend to the Board for approval corporate governance guidelines applicable to the Company; and
- (d) oversee the evaluation of the Board, its committees and the Company’s management and report to the Board regarding the results of such evaluation.

#### II. Organization

The Committee shall consist of three (3) or more directors, each of whom shall satisfy the applicable independence requirements of the New York Stock Exchange and, to the extent applicable, any other relevant regulatory requirements and governance standards.

Members of the Committee shall be appointed by the Board and may be removed by the Board at any time. The chair of the Committee shall be designated by the Board or, if not so designated, members of the Committee shall elect the chair of the Committee by a vote of the majority of the full Committee.

The Committee may form and delegate authority to subcommittees from time to time as it considers appropriate, provided that the subcommittees are composed entirely of directors who satisfy the applicable independence requirements of the Company’s corporate governance guidelines, the New York Stock Exchange and, to the extent applicable, any other relevant regulatory requirements and governance standards.

The secretary of the Company, or his or her nominee, shall act as the secretary of the Committee.



### **III. Meetings**

The Committee shall meet as frequently as necessary to fulfill its responsibilities under this nominating and corporate governance committee charter (this “*Charter*”). Meetings of the Committee shall be called on reasonable notice by the secretary of the Committee at the request of any member of the Committee. The chair of the Committee shall preside at all meetings of the Committee, unless the Committee or the chair shall select another member of the committee to serve as the chair of the meeting. In the absence of the chair of the Committee at a duly convened meeting, the Committee or the chair shall select a member of the Committee to serve as the chair of the meeting.

Meetings may be held by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other or by other electronic means to the extent permitted by the Company’s organizational documents and applicable law. A member of the Committee participating in a meeting by any such means shall be deemed to be present at such meeting.

A quorum at all meetings of the Committee shall be at least one (1) member of the Committee. In addition, actions of the Committee may be taken by written consent. Each member of the Committee shall have one vote which may be cast on matters considered at the meeting of the Committee.

The Committee shall maintain minutes or other records of the Committee’s meetings and activities. The chair of the Committee shall ascertain, prior to any action of the Committee, the existence of any conflicts of interest and the secretary of the Committee shall record them accordingly.

### **IV. Authority and Responsibilities**

To fulfill its responsibilities, the Committee shall:

1. Develop and recommend to the Board for approval the criteria for membership on the Board, including as to director independence, skills, knowledge, experience and diversity, and periodically review these qualifications with the Board.
2. Identify individuals qualified to become members of the Board in a manner consistent with the criteria approved by the Board and, if applicable, the Company’s contractual arrangements and recommend to the Board the director nominees for the next annual meeting of shareholders or to fill vacancies on the Board. As part of this process, the Committee shall formally review each director’s continuation on the Board every year and conduct all necessary and appropriate inquiries into the backgrounds of possible candidates to serve on the Board. In identifying and reviewing the qualifications of candidates for membership on the Board, the Committee shall consider all factors which it deems necessary or appropriate, including the requirements of the Company’s corporate governance



guidelines and any other criteria approved by the Board.

3. Develop and periodically assess the Company's policies and procedures with respect to the consideration of director nominees submitted by shareholders of the Company and review the qualifications of such candidates pursuant to these policies and procedures.
4. Review and make recommendations to the Board with respect to the size, composition and organization of the Board and committees of the Board.
5. Review and make recommendations to the Board with respect to processes of the Board, including the calendar, agenda and information requirements for meetings of the Board and its committees and executive sessions of non-management directors and of independent directors.
6. Assist the Board in determining whether individual directors have material relationships with the Company that may interfere with their independence, as provided under the requirements of the Company's corporate governance guidelines, the New York Stock Exchange or any other applicable regulatory requirements.
7. Oversee the annual evaluation of the Board and its committees.
8. Periodically review corporate governance trends and best practices applicable to the Company and, based on such review, assess the adequacy of the Company's corporate governance guidelines and recommend to the Board any changes the Committee deems necessary or appropriate.
9. Oversee the Company's orientation programs for new directors and continuing education programs for directors.
10. Review and discuss as appropriate with management the Company's disclosures relating to independence and other qualifications of directors and director nominees, the Board's leadership structure, corporate governance and other director nomination matters and, based on such review and discussion, determine whether to recommend to the Board that such disclosures be disclosed in the Company's annual report on Form 10-K or annual proxy statement filed with the US Securities and Exchange Commission, as applicable.
11. 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 periodically review the policies, programs, practices, goals and initiatives of the Company relating to ESG matters.
12. Review and make recommendations to the Board with respect to any shareholder



proposals submitted in accordance with the procedures set forth in the Company's annual proxy statement.

13. Review and assess annually its own performance and the adequacy of this Charter and recommend to the Board any changes to this Charter deemed necessary or appropriate by the Committee.
14. Report regularly to the Board.
15. Perform any other activities consistent with this Charter, the Company's organizational documents, as the Committee or the Board otherwise deems necessary or appropriate or as the Board may delegate or assign to the Committee from time to time.

## **V. Resources**

The Committee shall have the authority to retain and terminate, in its sole discretion, search firms to identify director candidates and other advisors, consultants or professionals (collectively, "**Advisors**") to assist the Committee in its responsibilities and shall be directly responsible for overseeing the work of such Advisors. The chair of the Committee, at the request of any member of the Committee, may request any officer, employee or Advisor of the Company to attend a meeting of the Committee or otherwise respond to requests of the Committee.

The Committee shall have the sole authority to determine the terms of engagement and the extent of funding necessary (and to be provided by the Company) for payment of (a) any compensation to any Advisors retained to advise the Committee and (b) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

**Adopted and Effective: As of January 1, 2025**