Statement on AGM Proposals

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BURFORD CAPITAL STATEMENT ON AGM PROPOSALS

Burford Capital Limited ("Burford Capital" or "Burford" or "the Company"), the leading global finance and asset management firm focused on law, today issued the following statement concerning the proposals circulated for consideration at its forthcoming AGM.

As discussed in the Chairman's letter to shareholders, the primary purpose of the proposed amendments to the Articles and the Company's long-term incentive plan is to make them fit for purpose for Burford's anticipated US listing. There are a number of provisions in Burford's Articles, which have not been amended meaningfully since the Company's founding more than a decade ago as a listed fund, that are inconsistent with US practice. The Company has also used this opportunity to refresh the Articles to current Guernsey best practice as advised by leading counsel there.

By moving to a dual listing, shareholders in both countries will need to find common ground to arrive at a mutually viable set of Articles for the Company. There are governance points that are commonplace in the UK that would not be typically seen in the US and vice versa. Rigid adherence to a UK market approach risks a situation where Burford's governance is too far afield from US

norms for a US listing to be viable.

Burford developed the proposed amended Articles through a consultation process involving leading counsel in London, New York and Guernsey, with an effort to reach a set of Articles viable for shareholders in all jurisdictions. Burford explains below the background to certain points raised by ISS and Glass Lewis (without any prior consultation with the Company), and also sets out one modification to the LTIP proposal.

The Board strongly recommends a vote in favor of the resolutions proposed at the AGM.

LTIP

The Company withdraws the proposed amended section 3.4 of the Plan Rules that has attracted negative commentary from ISS and Glass Lewis. While the proposed changes are commonplace in US practice, it is not vital to accommodate that practice on this occasion. The Company has amended the LTIP documents on its website to reflect that no changes shall be made to the existing LTIP approach in this regard.

Neither ISS and Glass Lewis nor shareholders have identified any other concerns with the proposed LTIP amendments and thus the Company assumes that ISS and Glass Lewis will modify their voting recommendation to support the proposed amendments.

Articles

It is the Company's view that the proposed amendments to the Articles, viewed holistically, improve the Company's governance and provide additional significant protections to shareholders. For example, Burford is proposing to eliminate its staggered Board and move to annual elections of all directors. Burford has also modernized the Articles in numerous other ways, including specifically authorizing shareholder proposals to be raised at AGMs and permitting shareholders to nominate candidates for directorships.

ISS has not, however, weighed either the net consequence of the amendments nor their impact on the US listing, and has instead taken issue with four specific points from a purely UK perspective, as to which we comment here. Notably, Glass Lewis does not share ISS' concerns and has recommended a vote in favor of the amendments to the Articles.

1. While not acknowledging the governance benefit of the elimination of the Company's staggered board (a US governance imperative), ISS objects to the possibility of annual director elections occurring on a slate instead of an individual basis. To be clear, the Company does not intend to make use of slate-based elections but having the option to do so is essentially the quid pro quo of moving away from a staggered board.
2. ISS applies UK law to object to the notice period for calling shareholder meetings, but the notice period set forth in the Articles of ten days is (i)

pursuant to and consistent with Guernsey law, which governs Burford, and (ii) the same as it is presently in the current Articles. The amendment merely adds the word "calendar" given US practice in needing to define the number of days as "calendar" or "business". This is an inappropriate objection to something the substance of which is not changing in the Articles.

3. The Company has proposed the removal of an obsolete limitation on its borrowing powers in the Articles that dates to the period when Burford was a listed investment fund and focused on borrowing as a percentage of announced NAV. Burford is of course no longer a fund and is subject to borrowing limitations in its public debt, and does not pursue a highly leveraged strategy. It is inconsistent with US practice to include a borrowing limit in the Articles and this is a place where we suggest compromise is needed.
4. The proposed Articles, in keeping with US practice, do not contain a limit on director compensation, and there are many other ways to address compensation overreach. Again, we suggest compromise is needed.

At bottom, in deciding how to vote on the proposed amendments to the Articles, shareholders will need to decide (i) whether the incremental benefits and protections obtained outweigh these four points and (ii) the relative importance they place on a US listing. The Board strongly recommends a vote in favor to enable the US listing process to proceed without further delay.

Director tenure

Burford has set out a comprehensive plan for refreshing and rotating the board, along with a clear and definite transition schedule. That plan has received considerable shareholder support. However, ISS ignores that plan and also ignores the Company's governing law (Guernsey) and its adherence to the Guernsey Financial Sector Code of Corporate Governance, and Glass Lewis misstates the relevant Code, saying incorrectly that the Company elected to adopt the UK Corporate Governance Code. As a result, two directors are incorrectly classified as non-independent in both firms' reports when they are in fact independent under the Guernsey Code. Given that David Lowe is also retiring at the forthcoming AGM, the Company's clearly articulated transition plan would be materially disrupted if three of its four directors were to be summarily removed from the Board at the AGM next week as suggested by the voting recommendations.

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About Burford Capital

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For more information about Burford: www.burfordcapital.com

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