

## **COMPENSATION COMMITTEE CHARTER OF LAZARD LTD**

### **Purpose**

The Compensation Committee is appointed by the Board of Directors (the “Board”) to discharge the Board’s responsibilities relating to compensation of Lazard Ltd’s (the “Company’s”) Chief Executive Officer (the “CEO”) and the Company’s other executive officers (the “Senior Executives”). The Compensation Committee oversees the compensation plans, policies and programs of the Company as they affect the CEO and the Senior Executives, and has full authority to determine and approve the compensation of the CEO and the Senior Executives.

The Compensation Committee (i) shall review and discuss with the Company’s management the Compensation Discussion and Analysis (CD&A) to be included in the Company’s annual proxy statement and determine whether to recommend to the Board of Directors that the CD&A be included in the proxy statement and (ii) shall be responsible for producing the Compensation Committee Report for inclusion in the Company’s proxy statement or annual report.

### **Committee Membership**

The members of the Compensation Committee shall meet the independence requirements of the New York Stock Exchange (the “NYSE”), Section 10C of the Securities Exchange Act of 1934 (the “Exchange Act”) and the rules and regulations of the Securities and Exchange Commission. The members of the Compensation Committee shall be appointed annually, and vacancies filled or members removed by the Board, on the recommendation of the Nominating & Governance Committee. One member of the Compensation Committee shall be appointed as its Chairperson by the Board. A Compensation Committee member may resign by giving written notice to the Board and may resign Compensation Committee membership without resigning from the Board. The Compensation Committee may delegate authority to individuals or subcommittees when it deems appropriate.

### **Meetings**

The Compensation Committee shall meet as often as necessary to carry out its responsibilities. The Chairperson shall preside at each meeting and, in the absence of the Chairperson, one of the other members of the Compensation Committee shall be designated as the acting chair of the meeting. All meetings of the Compensation Committee shall be held pursuant to the Bye-laws of the Company with regard to notice and waiver thereof, and written minutes of each meeting, in the form approved at the immediately following meeting, shall be duly filed in the Company records.

### **Committee Authority and Responsibilities**

1. The Compensation Committee shall have the authority and necessary funding to retain or obtain the advice of such compensation consultants, outside counsel and other advisors as the Compensation Committee may deem appropriate in its sole discretion after

considering all factors relevant to the advisor's independence, including the factors specified by applicable NYSE listing standards. The Compensation Committee shall have sole authority and responsibility for hiring, approving the fees and retention terms for, overseeing the work of, and terminating the services of, such advisors.

2. The Compensation Committee shall annually review and approve goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those goals and objectives, and determine and approve the CEO's overall compensation levels based on this evaluation. In determining the incentive components of CEO compensation, the Compensation Committee shall consider the Company's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the CEO in past years.
3. The Compensation Committee shall, at least annually, review and approve the annual base salary and annual incentive opportunities and compensation of the CEO and the Senior Executives. In addition, periodically and as and when appropriate, the Compensation Committee shall review and approve the following as they affect the CEO and the Senior Executives: (a) all incentive awards and opportunities, including both cash-based and equity-based awards and opportunities; (b) any employment agreements and severance arrangements; and (c) any change-in-control agreements and change-in-control provisions affecting any elements of compensation and benefits. In addition, the Compensation Committee shall receive periodic reports on the Company's compensation programs as they affect all managing directors and employees. Finally, the Compensation Committee shall review and approve any special or supplemental compensation and benefits for the CEO and the Senior Executives and persons who formerly served as the CEO and/or as Senior Executives, including supplemental retirement benefits and the perquisites provided to them during and after employment.
4. The Compensation Committee shall monitor the Company's compliance with the requirements under the Sarbanes-Oxley Act of 2002 relating to 401(k) plans and loans to directors and officers and with all other applicable laws affecting managing director or employee compensation and benefits.
5. The Compensation Committee shall oversee the Company's compliance with the requirement under NYSE rules that shareholders approve equity compensation plans, with limited exceptions, as well as the requirement under Section 14A of the Exchange Act that shareholders be given an opportunity to participate in advisory votes regarding executive compensation and the frequency of such votes.
6. The Compensation Committee may form and delegate authority to subcommittees when appropriate.
7. The Compensation Committee shall make regular reports to the Board.
8. The Compensation Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Compensation Committee shall annually review its own performance.