



Finance Committee Charter

I. Purpose

The Finance Committee (the “Committee”) is a standing committee of the Board of Directors (the “Board”) of Aon plc (the “Company”). The primary purpose of the Committee is to assist the Board with monitoring and overseeing the balance sheet of the Company, including the capital management strategy, capital structure, investments, returns and related policies. The oversight responsibility of the Committee shall not extend to financial reporting, which shall be the responsibility of the Audit Committee of the Board.

II. Membership, Structure and Organization

1. **Members.** The membership of the Committee shall be determined by the Board of Directors and shall consist of three (3) or more Directors who are not members of management. The Board shall also appoint a Committee Chairperson. A majority of the members of the Committee shall meet the independence standards of the Company and the independence requirements of the New York Stock Exchange (the “NYSE”) and any other applicable regulations. The Board may remove any member from the Committee at any time.
2. **Meetings.** The Committee shall meet as frequently as it determines, but not less than three times per year. Meetings of the Committee may be held in person, telephonically, by video conference and / or any other electronic communication and the Committee may also act by written resolution in lieu of a meeting. The Committee may elect to meet from time to time in executive session at its discretion.
3. **Delegation of Authority.** To the extent permitted by applicable law and the listing standards of the NYSE, the Committee may establish subcommittees consisting of one or more members, other directors and management to carry out such duties as the Committee may delegate.
4. **Resources.** The Committee has the authority to retain such outside advisors, including legal counsel or other experts, as it deems appropriate, and to approve the fees and expenses of such advisors. The Committee shall receive appropriate funding from the Company, as determined by the Committee, for the payment of compensation to such advisors.
5. **Charter.** The Committee shall annually review and reassess the adequacy of this charter and recommend any proposed changes to the Board for approval.

6. ***Agenda, Minutes and Reports.*** The Chairperson of the Committee shall be responsible for setting the agendas for meetings. The agenda and information concerning the business to be conducted at each Committee meeting shall, to the extent practicable, be communicated to members sufficiently in advance of each meeting to permit meaningful review by Committee members prior to such meeting. The Chairperson of the Committee will report regularly to the full Board on the Committee's activities, findings and recommendations, including the results of the Committee evaluation. Reports to the Board may take the form of an oral report by the Chairperson or by any other member of the Committee designated by the Chairperson to make such report. The Company Secretary or a representative designated by the Corporate Secretary shall assist the Committee in maintaining minutes or other records of meetings and activities.

III. Responsibilities

The responsibilities of the Finance Committee shall include the following:

1. ***Long-term Capital Plan.*** The Committee shall review the capital plan of the Company and provide advice and guidance on the sources and uses of capital and expected returns on capital deployed.
2. ***Capital Structure and Management.*** The Committee shall review, as it deems appropriate, the Company's financial policies, capital structure and strategy for obtaining financial resources, and make such reports and recommendations to the Board with respect thereto as it deems advisable. The Committee shall periodically review the Company's share repurchase activities and plans and recommend to the Board any share repurchase programs deemed necessary or advisable by the Committee. The Committee shall also review and make recommendations to the Board with respect to the Company's dividend policy as it deems advisable.
3. ***Mergers, Acquisitions, Divestitures and Other Strategic Investments.*** In accordance with the Company's policies and practices for mergers, acquisitions, divestitures and other strategic investments, including thresholds for review and approval as established by the chief financial officer and approved by the Board, the Committee shall review proposed mergers, acquisitions, joint ventures and divestitures and the financial implications of such proposed transactions and, to the extent consistent with the Company's policies and practices, make recommendations with respect to such proposed transactions to the Board. The Committee will monitor the financial performance of transactions completed by the Company as it deems advisable.
4. ***Passive Investments.*** The Committee shall review and approve all private equity, hedge fund, and other passive investments of the

Company. However, any co-investments by the Townsend business shall be reviewed and approved in accordance with the Company's Townsend co-investment policy as established by the Chief Financial Officer and approved by the Board.

5. ***Benefit and Retirement Plans.*** The Committee shall oversee the financial, investment and actuarial policies and objectives of the Company's ERISA-qualified defined benefit plans and shall review the investment performance of such plans. With respect to non-U.S. benefit and retirement plans, the Committee shall periodically review investment performance, make recommendations regarding investment guidelines, and provide other guidance and non-binding recommendations to the various plan trustees.
6. ***Corporate Financing.*** The Committee shall have general oversight responsibility for the issuance or guarantee of securities by the Company and its subsidiaries, and the offering terms of such securities and guarantees.
7. ***Treasury Activities.*** The Committee shall have general oversight responsibility for the Company's treasury activities, including, without limitation, reviewing entry into and status of the Company's credit facilities and the use of derivatives and management of foreign exchange risk.
8. ***Risk Management/Insurance Coverage.*** The Committee shall periodically review the Company's overall risk management program and major insurance programs. In addition, the Committee shall review significant financial exposures and contingent liabilities of the Company, including the use of derivatives and other risk management techniques.
9. ***Committee Evaluation.*** The Committee shall perform an annual review of its performance, including a review of compliance with this charter. The Committee shall conduct such evaluation and review in such manner as it deems appropriate and report the results of the evaluation to the Board.
10. ***Other Duties.*** The Committee shall also carry out such other duties as may be delegated to it by the Board from time to time.

Effective April 1, 2020.