



Governance/Nominating Committee Charter

April 2020

I. Purpose

The Governance/Nominating Committee (the “Committee”) is a standing committee of the Board of Directors (the “Board”) of Aon plc (the “Company”). The purpose of the Committee is to: (a) identify individuals qualified to become members of the Board, consistent with criteria approved by the Board; (b) recommend to the Board director nominees for each annual general meeting of shareholders and nominees to fill any vacancies on the Board; (c) develop and recommend to the Board, and assist the Board with the interpretation of, the Company’s Governance Guidelines and any other similar governance documents adopted by the Board; (d) oversee the evaluation of the Board and its committees; and (e) take a leadership role in shaping the corporate governance of the Company.

II. Membership, Structure and Organization

1. **Members.** The membership of the Committee shall be determined by the Board in consultation with each of the Chairperson of the Board and the Chief Executive Officer (the “CEO”), and shall consist of three or more directors who are not members of management. The Board shall also appoint a Committee Chairperson. The Chairperson of the Governance/Nominating Committee shall (a) chair all meetings of the Committee; (b) oversee the annual performance evaluation of the Board and the peer review process; and (c) perform such other activities as from time to time are requested by the Chairperson of the Board, or the other directors or as circumstances indicate. Each member of the Committee shall meet the independence requirements of the New York Stock Exchange (the “NYSE”) and any other applicable rules and 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 four times per year. Meetings of the Committee may be held in person, telephonically, by video conference and / or any other method of 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. In addition, the Committee shall also have the sole authority to retain and terminate any search firm to be used to assist it in identifying candidates to serve as directors of the Company, and to approve the fees and expenses of such search firm. The Committee shall receive appropriate funding from the Company, as determined by the Committee, for the payment of compensation to such advisors and search firm.
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. 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 annual Committee evaluation. The report 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

1. **Director Selection Criteria.** The Committee shall establish criteria for the selection of new directors to serve as members of the Board. The criteria shall reflect, among other factors, integrity, independence, diversity and leadership, as well as the qualifications set forth in the Company's Governance Guidelines. In addition, the current composition of the Board should be considered when establishing selection criteria.
2. **Identification of Director Candidates.** The Committee shall identify, consider and recommend individuals to fill new positions or vacancies on the Board, and shall review any candidate recommended by the shareholders in accordance with the provisions of the Company's Articles of Association. The Committee shall oversee all necessary and appropriate inquiries into the backgrounds and qualifications of director candidates.
3. **Recommendation of Director Nominees.** The Committee shall recommend the slate of director nominees for approval by the Board and the shareholders at the Company's annual general meeting.

4. ***Committee Membership and Operations.*** The Committee shall advise the Board with respect to the structure and operations of, as well as the qualifications for membership on, the various committees of the Board.
5. ***Evaluation Process.*** The Committee shall oversee the Board's annual performance evaluation, including soliciting comments from all directors, preparing a report to the Board with an assessment of the performance of the Board and making recommendations for improvements in the Board's operations. In addition, a peer review assessment will be overseen by the Committee's Chairperson.
6. ***Review of Skills and Characteristics.*** The Committee shall lead the Board in its annual review of the skills and characteristics of individual Board members as well as the composition of the Board as a whole, including assessments of independence of nonmanagement directors, and shall take action to effect changes in incumbent directors if deemed appropriate.
7. ***Shareholder Proposals.*** The Committee shall review and make recommendations to the Board with respect to shareholder proposals properly submitted for inclusion in the Company's proxy statement or for consideration at the Company's annual general meeting. The Committee may refer any such proposal to another committee for review and recommendation as deemed appropriate.
8. ***Related Party Transactions.*** The Committee shall review policies and procedures with respect to any transaction involving the Company and any related party that would be required to be disclosed as a related party transaction in the Company's proxy statement, and approve or ratify any such related party transactions, as the Committee deems appropriate.
9. ***Compliance with Share Ownership Guidelines.*** The Committee shall establish share ownership guidelines and periodically review compliance by executive officers and directors with such guidelines.
10. ***Governance Guidelines.*** The Committee shall review the Governance Guidelines annually and make recommendations to the Board with respect to changes to the Governance Guidelines.
11. ***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.
12. ***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.