

Organization and Compensation Committee Charter

September 2020

I. Purpose

The Organization and Compensation 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 assist the Board in carrying out its overall responsibilities with regard to executive compensation, including oversight of the determination and administration of the Company’s compensation philosophy, policies, programs and plans for executive officers and non-employee directors.

II. Membership, Structure and Organization

1. **Members.** The membership of the Committee shall be determined by the Board and shall consist of three (3) or more directors who are not members of management of the Company. The Board shall also appoint a chairperson of the Committee from the membership of the Committee. All of the members of the Committee shall meet the independence requirements of the New York Stock Exchange (the “NYSE”) and any other applicable laws and regulations, and the requirements for a “non-employee director” contained in Rule 16b-3 under the Securities Exchange Act of 1934. 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 fewer than three (3) times per calendar year. Meetings of the Committee may be held in-person, telephonically, video conference and / or through any other method of electronic communication. 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 or other independent directors, and may delegate to such subcommittees and management power and authority to carry out such duties as the Committee may delegate.
4. **Resources.** The Committee has the authority, in its sole discretion, to retain or obtain the advice of outside advisors, including compensation consultants, legal counsel or other experts (collectively, “Advisors”), as it deems appropriate, and shall be directly responsible for the appointment, termination, compensation and oversight of the work of any Advisor retained by the Committee. The Committee shall receive appropriate funding from the Company, as determined by the Committee, for the payment of compensation to any Advisors retained by the Committee. The Committee shall have the sole authority to approve an Advisor’s retention terms, including limitations on the Advisor’s ability to perform work for the Company or management, except as approved by the Chairperson of the Committee and in support of the purpose and responsibilities of the Committee under this charter. The Committee shall assess any conflicts of interests with an

Advisor and may select an Advisor only after taking into consideration factors relevant to such Advisor's independence, including any factors required to be considered under the listing standards of the NYSE and any other applicable law.

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 Board on the Committee's activities, findings and recommendations, including the results of the Committee evaluation. The report to the Board may take the form of a written or 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 representative designated by the Company Secretary shall assist the Committee in maintaining minutes or other records of meetings and activities.

III. Responsibilities

The responsibilities of the Committee shall include the following:

1. **Compensation Philosophy and Program.** The Committee shall review and oversee the Company's compensation philosophy, and oversee the development and implementation of the Company's executive compensation programs. The Committee shall annually review the Company's executive compensation programs, including the peer companies for competitive pay and performance comparisons, and make any modifications that it deems necessary or advisable.
2. **Compensation of the Chief Executive Officer.** The Committee shall: (i) annually establish the Company's goals and objectives relevant to the compensation of the Chief Executive Officer of the Company (the "Chief Executive Officer"); and (ii) evaluate the performance of the Chief Executive Officer relative to those goals and objectives, the Company's financial performance and the Chief Executive Officer's individual performance. Based on such evaluation, and the review of competitive data and tally sheets, the Committee shall make recommendations for consideration and approval by the independent directors of the Board with respect to the compensation (including base salary, incentive compensation and equity-based awards) of the Chief Executive Officer.
3. **Officer Compensation.** The Committee shall annually review and approve the compensation of the Company's officers subject to Section 16 of the Securities Exchange Act of 1934, as amended ("Section 16 Officers"), and such other members of senior management as the Committee deems appropriate.
4. **Employment and Other Compensation Arrangements.** Other than with respect to the Chief Executive Officer, the Committee shall review and approve the terms of any

- employment agreement, severance or transition agreement or other compensation arrangements to which any Section 16 Officer will be a party, and may, at its discretion, review the terms of any such agreements or arrangements to which any other member of senior management will be a party. With respect to any employment agreement, severance or transition agreement or other compensation arrangements to which the Chief Executive Officer is a party, the Committee shall make recommendations for consideration and approval by the independent directors of the Board with respect to such agreements or arrangements.
5. ***Incentive and Equity-Based Compensation Plans.*** The Committee shall review and make recommendations to the Independent members of the Board, when necessary, with respect to the Company's incentive-compensation plans and equity-based compensation plans. The Committee shall exercise such power and authority as may be permitted or required under such plans. The Committee shall also oversee compliance with the requirements of the NYSE with respect to shareholder approval of equity-based compensation plans.
 6. ***Benefit Plans.*** In consultation with management, the Committee shall authorize or approve the adoption, amendment or termination of the Company's material employee benefit plans and programs. In addition, the Committee shall review and approve the appointment of fiduciaries with respect to the fiduciary committees of certain of the Company's employee benefit plans.
 7. ***Director Compensation.*** The Committee shall from time to time review and make recommendations for approval to the independent directors of the Board with respect to the compensation of non-executive directors. This review shall occur no less frequently than every two years.
 8. ***Compensation Discussion and Analysis; Compensation Disclosures.*** The Committee shall review and discuss the Compensation Discussion and Analysis ("CD&A") section proposed for inclusion in the Company's Annual Report on Form 10-K (the "Form 10-K") and annual proxy statement with management, and recommend to the Board whether the CD&A should be included in the Form 10-K and proxy statement. In connection with this review, the Committee shall also review the related tabular and other disclosures about executive and director compensation proposed by management for inclusion in the Form 10-K and proxy statement.
 9. ***Annual Compensation Committee Report.*** The Committee shall produce an annual report for inclusion in the Company's annual proxy statement, all in accordance with applicable rules and regulations.
 10. ***Review of Risk Assessment of Compensation Programs.*** The Committee shall review potential risks associated with the Company's compensation policies and practices, including incentive and commission arrangements for all employees.
 11. ***Shareholder Voting.*** The Committee shall oversee the Company's submissions to shareholders on executive compensation matters, including the advisory votes on executive compensation, the frequency of such votes, and any approvals for the directors' remuneration report (including the directors' remuneration policy) and related follow-up with proxy advisory firms and other shareholder groups. The

Committee shall review the results of any such votes and consider whether to make or recommend adjustments to the Company's executive or director compensation programs as a result of such votes.

12. ***Monitoring Payments.*** The Committee shall oversee, where required by law to do so, the Company's review of any payment of remuneration or payment for loss of office to any current or former executive director to whom the directors' remuneration policy applies for consistency with the most recent directors' remuneration policy that has been approved by shareholders or is otherwise approved by shareholders as required by relevant laws and regulations.
13. ***Administrative Policies.*** The Committee shall develop, implement and oversee appropriate policies, as needed, with respect to: (i) the clawback or recovery of any excess compensation determined to have been paid to current or former employees; and (ii) prohibitions on hedging, pledging, and speculative trading in Company stock.
14. ***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.
15. ***Pay Equity.*** The Committee shall periodically review and monitor the Company's policies and practices with respect to pay equity.
16. ***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 September 18, 2020.