

Compliance Committee Charter

June 2021

I. Purpose

The Compliance Committee (the “Committee”) is a standing subcommittee of the Audit Committee (the “Audit Committee”) of the Board of Directors (the “Board”) of Aon plc (the “Company”) that has general responsibility to oversee the Company’s compliance and ethics programs, policies and procedures. The purpose of the Committee is to: (i) oversee the Company’s implementation of compliance programs, policies and procedures that are designed to respond to the various compliance and regulatory risks facing the Company; (ii) assist the Audit Committee in fulfilling its oversight responsibility for the Company’s compliance and ethics programs, policies and procedures; and (iii) perform any other duties as directed by the Board or the Audit Committee.

The oversight responsibility of the Committee shall not extend to planning or conducting audits, conducting investigations, or assuring compliance with relevant laws and regulations, the Company’s Code of Business Conduct, or other relevant standards, including those imposed by any settlement agreements. These are the responsibilities of management.

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. All of the members of the Committee shall meet 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 to be appropriate, but not less than four (4) 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 Committee members, other directors or 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 Company will provide for appropriate funding, as determined by the Committee, for 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. The Chairperson of the Committee will report regularly to the Audit Committee, as well as 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 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 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 Compliance Committee shall include:

1. **Compliance Matters Generally.** Acknowledging that the Audit Committee shall have sole oversight over matters of financial compliance (including auditing, financial reporting, and disclosures to investors), the Committee shall have oversight responsibility for matters of non-financial compliance, including the Company's overall compliance programs, policies and procedures; significant legal or regulatory compliance exposure; and material reports or inquiries from government or regulatory agencies.
2. **Compliance Programs, Policies and Procedures.** The Committee shall oversee the Company's compliance efforts with respect to relevant Company policies, the Company's Code of Business Conduct, and relevant laws and regulations. The Committee shall monitor the Company's efforts to implement compliance programs, policies and procedures that: respond to the various compliance and regulatory risks facing the Company and support lawful and ethical business conduct by the Company's employees. The Committee shall also monitor the Company's efforts to fulfill obligations arising from governmental or regulatory agreements, orders, or other similar documents and shall review, at

its discretion, and issue any reports required by such agreements, orders or other documents.

3. ***Investigations.*** The Committee shall, at its discretion, oversee the investigation of, and may also request the investigation of, any significant allegations of noncompliance with laws or the Company's compliance programs, policies or procedures, or potential compliance violations that are reported to the Committee; provided, however, that any such significant matters related to financial noncompliance or potential financial compliance violations shall be directed to the Audit Committee for investigation.
4. ***Compliance Risk Assessment Plan.*** The Committee shall regularly review the compliance risks of the Company's Enterprise Risk Management plan.
5. ***Review of Complaints.*** The Committee shall oversee the review of complaints received from internal and external sources, including the Ethics Helpline.
6. ***Committee Evaluation.*** The Committee shall perform an annual review of its performance, including a review of compliance with this charter. The Committee shall conduct that evaluation and review in a manner that it deems appropriate and report the results of the evaluation to the Board.
7. ***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 June 25, 2021.