

# Inclusion & Diversity Sub-Committee Charter

## I. Purpose

The Inclusion & Diversity Sub-Committee (the “Committee”) is a standing sub-committee of the Governance/Nominating Committee (the “Gov/Nom Committee”) of the Board of Directors (the “Board”) of Aon plc (the “Company”). The purpose of the Committee is to: (a) oversee the Company’s inclusion and diversity strategies and initiatives; and (b) perform any other duties as directed by the Board or the Gov/Nom Committee.

## II. Membership, Structure and Organization

1. **Members.** The membership of the Committee shall be determined by the Gov/Nom Committee and shall consist of three (3) or more directors. The Board shall also appoint a Committee Chairperson. The Board may remove any member from the Committee at any time.
2. **Meetings.** The Committee shall meet as frequently as it determines. Meetings of the Committee may be held in person, telephonically, by video conference, or any other method of electronic communication. The Committee may also act by unanimous 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. The Chairperson of the Committee will report regularly to the Gov/Nom Committee or full Board, as appropriate, on the Committee’s activities, findings and recommendations, including the results of the annual Committee evaluation. The report to the Gov/Nom Committee or 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. ***Inclusion and Diversity Strategy Oversight.*** The Committee shall oversee management's inclusion and diversity strategy and initiatives, including the efforts of the Company's Global Inclusive Leadership Council.
2. ***Policies and Practices.*** The Committee shall periodically review and monitor the Company's policies and practices with respect to inclusion, diversity, and equal employment opportunity.
3. ***Complaints and Coordination with Compliance Sub-Committee.*** The Committee shall receive information on internal and external complaints on employee harassment, discrimination and bullying, in coordination with the Compliance Sub-Committee. The Compliance Sub-Committee shall oversee the review of complaints received from internal and external sources, including the Ethics Helpline.
4. ***Coordination with Organization & Compensation Committee.*** Annually, the Committee or the Chairperson of the Committee shall meet with the full Organization and Compensation Committee or its Chairperson to discuss the Company's progress relating to the Company's inclusion and diversity strategy and initiatives, as well as contributions of relevant members of senior management to inform the Organization and Compensation Committee's assessment of performance with respect to inclusion and diversity goals.
5. ***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.
6. ***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