

**ARTHUR J. GALLAGHER & CO.**

**NOMINATING/GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS**

**CHARTER**

**Purpose**

The Nominating/Governance Committee shall be appointed by the Board of Directors to (i) identify and recommend individuals qualified to be directors of the Company to the Board for either appointment to the Board or to stand for election at a meeting of the stockholders, and (ii) develop and recommend to the Board corporate governance guidelines for the Company.

**Membership**

The Committee shall be comprised of three or more members of the Board, each of whom, (i) meets the independence requirements of the New York Stock Exchange and (ii) qualifies as “independent” under the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder (the “Exchange Act”). Determinations as to whether a particular director satisfies the requirements for membership of the Committee shall be made by the Board.

The members of the Committee shall be appointed by the Board on the recommendation of the Committee and shall serve for such terms as the Board may determine, or until their earlier resignation, death, or removal by the Board. A chairperson of the Committee shall be designated by the Board.

**Operations**

The Committee shall meet with such frequency and at such intervals as it shall determine is necessary to carry out its duties and responsibilities, but in any case, not less than twice a year. The Committee will meet at such times as determined by its chairperson or as requested by any two of its members. Notice of all meetings shall be given, and waiver thereof determined, pursuant to the provisions contained in the Company’s bylaws. The chairperson will preside, when present, at all meetings of the Committee. The Committee may meet by telephone or video conference and may take action by written consent.

Each member of the Committee shall have one vote. A majority of the members, but not less than two, shall constitute a quorum. The Committee shall be authorized to take any permitted action only by the affirmative vote of a majority of the Committee members present at any meeting at which a quorum is present, or by the unanimous written consent of all of the Committee members.

The Committee shall maintain copies of minutes of each meeting of the Committee, and each written consent to action taken without a meeting, reflecting the actions so authorized or taken by the Committee. A copy of the minutes of each meeting and all consents shall be placed in the Company's minute book.

The Committee may form, and delegate authority to, subcommittees when it deems appropriate.

### **Authority, Duties and Responsibilities**

The Committee shall:

1. Identify individuals that the Committee believes are qualified to become Board members and recommend that the Board select such nominee or nominees to stand for election at the next meeting of stockholders of the Company in which directors will be elected. The Committee shall take into account the applicable requirements for directors under the Exchange Act and the listing standards of the NYSE. The Committee may take into consideration such other factors and criteria as it deems appropriate in evaluating a candidate, including his or her judgment, skill, integrity, diversity, and business or other experience. The Committee may (but is not required to) consider candidates suggested by management or other members of the Board.
2. In the event there is a vacancy on the Board, identify individuals that the Committee believes are qualified to become Board members and recommend such person or persons for appointment to the Board.
3. Identify Board members qualified to fill a vacancy on a committee of the Board and recommend such nominee or nominees to the Board for appointment to such committee. The Committee shall take into account the applicable requirements for members of committees of boards of directors under the Exchange Act and the listing standards of the NYSE. The Committee also shall take into consideration the factors and requirements set forth in the charter of such committee, if any. The Committee may take into consideration such other factors or criteria that the Committee deems appropriate in evaluating a candidate, including his or her judgment, skill, integrity, diversity, and business or other experience.
4. Make recommendations to the Board regarding changes to the size and composition of the Board or any committee thereof.
5. Develop and recommend to the Board standards to be applied in making determinations on the types of relationships that constitute material relationships between the Company and a director for purposes of determining director independence.
6. Develop and recommend to the Board a set of corporate governance guidelines applicable to the Company, taking into account the provisions of the Exchange Act, the listing standards of the NYSE, and any other sources that the Committee deems appropriate.
7. Review the Company's corporate governance guidelines at least once per year, and recommend any proposed changes to the Board for approval.

8. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
9. Conduct an annual performance evaluation of the Committee.
10. Regularly report to the Board on the activities of the Committee.
11. Provide oversight of the evaluation of the management of the Company.
12. Develop and recommend to the Board for its approval an annual self-evaluation process of the Board and its committees. Oversee the annual self-evaluations.
13. Select, retain, terminate, and approve the fees and other retention terms of special counsel to the Committee or other experts or consultants, as the Committee deems appropriate and at the Company's expense, without approval of the Board or management of the Company.
14. Have the sole authority to retain and terminate consultants and search firms to be used to assist in the identification and evaluation of director candidates, including the sole authority to approve the fees and other retention terms for such consultants.
15. Perform any other duties and responsibilities delegated to the Committee by the Board.