

Aon plc Governance Guidelines

1. Election of Directors

All directors are elected each year at the Annual General Meeting to serve until the next Annual General Meeting, and shall hold office, in accordance with the Company's articles of association (the "Articles") until their successor is elected or until their earlier retirement or removal in accordance with the Articles..

2. Director Qualifications and Selection

The Company shall have a majority of directors who meet the categorical standards of independence adopted by the Board of Directors (the "Board"). The categorical standards will meet or exceed the independence requirements of the New York Stock Exchange (the "NYSE").

The Governance/Nominating Committee is responsible for selecting candidates for Board membership, subject to Board approval. In selecting candidates, the Board seeks members from diverse backgrounds who combine a broad spectrum of experience and expertise with a reputation for integrity. Directors should have experience in positions with a high degree of responsibility, be leaders in the organizations with which they are affiliated, be selected based upon contributions they can make to the Board and management and be free from relationships or conflicts of interest that could interfere with the director's duties to the Company and its shareholders.

The Governance/Nominating Committee shall be responsible for reviewing with the Board, on an annual basis, the requisite skills and characteristics of prospective Board members as well as the composition of the Board as a whole. This assessment will include members' qualification as independent, as well as a consideration of integrity, diversity, leadership, the ability to carry out the duties of a Director, and skills and experience in the context of the needs of the Board.

Consistent with its charter, the Governance/Nominating Committee is responsible for screening candidates for director, establishing criteria for nominees and recommending to the Board a slate of candidates to be considered for election as director at the Annual General Meeting of Shareholders. Candidates for director will be approved by the full Board.

3. Director Responsibilities

The basic responsibility of a director is to exercise his/her business judgment and act in what he/she reasonably believes to be in the best interests of the Company and its shareholders as a whole. In discharging that obligation, a director should be entitled to rely on the honesty and integrity of the Company's senior executives and the Company's outside advisers and auditors.

4. Attendance at Meetings

Directors are expected to attend Board meetings and meetings of committees on which they serve, and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities.

Directors are also expected to attend the Annual General Meeting.

5. Size of the Board

The Board determines its size within a range of no less than 7 and no more than 21 members as required by the Company's Articles. The Board currently believes that a range of no less than 9 and no more than 15 members is appropriate. The precise number is determined from time to time by resolution adopted by a majority vote of directors in office at the time of the vote. The Governance/Nominating Committee shall periodically assess the appropriate size of the Board and make any recommendations for changing the number of directors serving on the Board.

6. Selection of New Directors

The Governance/Nominating Committee, with direct input from each of the Chairman and the Chief Executive Officer (the "CEO"), shall identify qualified individuals to become Board members. The Governance/Nominating Committee shall make recommendations to the full Board for approval.

The Governance/Nominating Committee will consider director candidates properly recommended by shareholders in accordance with the Company's Articles.

7. Annual Performance Evaluation

Board Evaluation

The Board will conduct an annual self-evaluation to review the performance of the Board and its committees. The Governance/Nominating Committee shall provide oversight of the annual review of Board performance, including the peer review evaluation. The Governance/Nominating Committee will receive comments from all directors and report to the Board with an assessment of the Board's performance and any recommendations following each such review. In conducting the evaluation process, the Governance/Nominating Committee may choose to review the practices of other boards of directors; circulate surveys, questions and evaluation forms; hire outside consultants and advisors; and use such other methods as it may deem helpful and appropriate. All directors are free to make suggestions as to the improvement of the Board's practices at any time and are encouraged to do so.

Peer Review

The Board will conduct an annual peer review. The Chairperson of the Governance/Nominating Committee shall discuss the results of the peer review with each individual director.

Based on the results of the peer review and any other factors the Committee deems appropriate and relevant to a director's continued service on the Board, and following discussion with each of the Chairman and the CEO, the Committee shall recommend to the full Board whether a

director shall be nominated to serve for another one year term, and consider changes in the incumbent directors, if such changes are deemed appropriate.

8. Meetings of the Board

The Board meets regularly on previously determined dates and conducts special meetings as may be called by the Chairman or the CEO.

9. Board Meeting Agendas

The Chairman establishes the agenda for each Board meeting in consultation with the CEO. Board members are encouraged to suggest items for inclusion on the agenda.

10. Board Materials

The agenda and written materials for each meeting are provided to the directors sufficiently in advance of the meeting to allow the directors to prepare for discussion of matters at the meeting.

11. Executive Sessions of Directors

Nonmanagement directors will meet regularly in executive session without management participation. The Chairman of the Board shall preside at the executive sessions. Executive sessions are generally scheduled immediately before or after each regular Board meeting. In addition, to the extent that the nonmanagement directors are not all independent under rules of the SEC and NYSE and the Company's categorical standards of independence, the independent directors will meet in executive session at least once a year.

12. Director Compensation

The Board sets the level of compensation for directors, based on the recommendation of the Organization and Compensation Committee. Directors who are also current employees of the Company receive no additional compensation for service as directors.

From time to time the Organization and Compensation Committee reviews the amount and form of compensation paid to directors, taking into account the compensation paid to directors of other companies in its peer group and other large U.S. companies of similar size. The Committee's review may be conducted with the assistance of outside experts in the field of executive compensation.

13. Share Ownership Guidelines

All nonmanagement directors are expected to hold an investment position in the Company's Class A Ordinary Shares consistent with the Company's Share Ownership Guidelines for Nonmanagement Directors. New nonmanagement directors will have five years to meet the ownership level in the Share Ownership Guidelines.

All management directors are expected to hold an investment position in the Company's Class A Ordinary Shares consistent with the Company's Share Ownership Guidelines for Senior Executives.

14. Change in Job Responsibilities/Other Circumstances

If a Director materially changes the nature of the job he/she held when he/she was elected to the Board, or if a significant change in a Director's circumstances occurs, the Director shall offer to submit his/her resignation to the Chairperson of the Governance/Nominating Committee. The Governance/Nominating Committee, on behalf of the Board, shall review the continued appropriateness of the Director's Board membership in light of the new circumstances.

15. Service on Other Boards

A Director shall serve on the boards of no more than five other public companies, in addition to his or her service on the Board of the Company.

16. Election of Directors

The Company's Articles provide that, with the exception of contested elections in which the number of nominees for election exceeds the number of Directors to be elected, Directors are elected by a majority of the votes cast with respect to the Director. In the event an incumbent Director fails to receive a majority of the votes cast in an election that is not a contested election, such Director shall immediately offer to tender his or her resignation, and the Board of Directors shall decide, through a process managed by the Governance/Nominating Committee and excluding the Director in question, whether to accept or reject the resignation, or whether other action shall be taken. In reaching its decision, the Governance/Nominating Committee and the Board of Directors may consider any factors they deem appropriate and relevant. The Board will act on the recommendation of the Governance/Nominating Committee at its next regularly scheduled Board meeting, and will promptly disclose the rationale for its decision in a Form 8-K furnished to the Securities and Exchange Commission.

17. Resignation or Retirement of Director

If a Director decides that he/she wishes to resign or retire from the Board of Directors or to not stand for re-election at the next Annual General Meeting of Shareholders, the Director shall notify the Company's secretary in writing of such decision. Until such notice is delivered to the Company's secretary, the Director shall not be deemed to have given the Company notice of the Director's intent to resign, retire or not stand for re-election.

18. Board Access to Senior Management and Independent Advisers

Board members have complete access to the Company's management and employees and its independent advisers. It is assumed that Board members will use judgment to ensure that such contact with management and employees and the Company's independent advisers is not

distracting to the business operations of the Company and that each of the Chairman and the CEO will be advised of any such contact.

19. Regular Attendance of Members of Management

The Board believes it is important for directors to interact with the Company's key senior officers. The Chairman and the CEO shall designate key members of senior management to regularly attend meetings of the Board.

20. Board Committees

The Board establishes committees to assist the Board in overseeing the affairs of the Company.

The Board has established the following standing Committees: Executive, Audit, Compliance, Finance, Governance/Nominating, and Organization and Compensation. Each of the Audit, Governance/Nominating, and Organization and Compensation Committees shall be composed entirely of, and chaired by, independent directors. In addition, the members of each of the Audit, Governance/Nominating, and Organization and Compensation Committees shall meet any additional criteria for membership set forth in the rules and regulations of the NYSE and applicable law.

The Audit, Governance/Nominating, and Organization and Compensation Committees will each have its own charter in compliance with the NYSE requirements. The charter will set forth the purpose and responsibilities of each Committee, as well as specific membership requirements.

The Board may establish additional standing, ad hoc and temporary committees as appropriate.

21. Committee Agendas

The Chairperson of each Committee, in consultation with Committee members and appropriate members of management, shall determine Committee agendas. The Chairperson will also determine the length and frequency of Committee meetings consistent with any applicable requirements set forth in the Committee's charter, statute, the Company's Articles.

22. Membership of Board Committees

The Governance/Nominating Committee, in consultation with the Chairman and the CEO, and taking into account the wishes of the individual directors, recommends to the full Board the membership of each Committee.

23. Service on Multiple Audit Committees

If an Audit Committee member simultaneously serves on the audit committee of more than three public companies, the Board shall determine whether such simultaneous service would impair the ability of such member to effectively serve on the Company's Audit Committee and will disclose such determination in the Company's annual proxy statement.

24. Committee Materials

The agenda and written materials for each Committee meeting are provided sufficiently in advance of the meeting to allow members to prepare for discussion of matters at the meeting.

25. Rotation of Committee Assignments

The Board believes the Committee assignments should be based on the director's knowledge, interests and areas of expertise. The Board believes experience and continuity are more important than rotation and that Board members should only be rotated if rotation is likely to improve Committee performance or facilitate the work of the Committee.

26. Formal Evaluation

The Organization and Compensation Committee annually reviews and evaluates the performance of the CEO. The review is based upon objective criteria, including the performance of the Company and accomplishments of objectives previously established in consultation with the CEO.

The Organization and Compensation Committee Chairperson shall report to the Board on the evaluation in executive session.

The results of the review and evaluation are communicated to the CEO by the Chairperson of the Organization and Compensation Committee and are used by that Committee and the Board when considering the compensation of the CEO.

27. Management Development and Succession Planning

The Governance/Nominating Committee shall report periodically to the Board with respect to the process utilized to evaluate management development and succession planning. As part of this review, the CEO shall advise the Board as to his/her recommendation for a successor, as well as his/her recommendations for the successors of other members of senior management.

28. External Communication

The CEO is responsible for all communication with the media, financial community or other external entities pertaining to the affairs of the Company.

29. Director Orientation and Continuing Education

Each new nonmanagement director shall participate in the Company's orientation program, which shall be conducted as soon as practicable after the new director is elected to the Board. This orientation will include presentations by senior management to familiarize new directors with the Company's strategic plans; its significant financial, accounting and risk management issues; its compliance programs; its Code of Business Conduct and Governance Guidelines; and its principal officers. All other directors will be invited to attend the orientation program.

Directors are encouraged to attend continuing education seminars that will be beneficial to them in the discharge of their duties as directors. The Company will pay for the cost and related travel expenses of such seminars.

30. Code of Business Conduct

The Company shall adopt and disclose a Code of Business Conduct that shall apply to directors, officers and employees. The Board or a Board Committee shall approve all waivers of the code and guidelines for executive officers and directors and all waivers shall be disclosed to shareholders.

31. Shareholder Approval

Shareholders shall have the opportunity to vote on all equity compensation plans, and material revisions thereto, in accordance with NYSE regulations.

32. Web Site Posting

Each of the Governance Guidelines; the charters for the Audit, Compliance, Finance, Governance/Nominating, and Organization and Compensation Committees and the Code of Business Conduct; shall be posted on the Company's Web site.

33. Review of Governance Guidelines

These Governance Guidelines shall be reviewed by the Board at least annually.

Adopted by the Board of Directors on February 15, 2013.