

# **Marsh & McLennan Companies, Inc.**

## **DIRECTORS AND GOVERNANCE COMMITTEE CHARTER**

(As Amended, September 23, 2021)

### Purpose of Committee

The purpose of the Directors and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Marsh & McLennan Companies, Inc. (the “Company”) is to: (i) assist the Board in identifying, considering and recommending qualified individuals to become directors; (ii) oversee the development and implementation of succession planning for the Company’s chief executive officer; and (iii) develop and recommend to the Board the Company’s Guidelines for Corporate Governance, including taking a leadership role in shaping the Company’s corporate governance principles and practices. The Committee shall report to the Board on a regular basis.

### Committee Membership

The Committee shall comprise three or more directors, each of whom is, in the business

### Delegation to Subcommittee

The Committee may delegate all or a portion of its duties and responsibilities to one or more subcommittees.

### Attendance

The Committee chair may invite such members of management or other guests to the Committee's meetings as he or she may deem desirable or appropriate.

### Committee Duties and Responsibilities

The duties and responsibilities of the Committee include the following:

#### *Board and Director Responsibilities*

1. To identify and consider individuals believed to be qualified to become Board members, consistent with criteria approved by the Board, and to recommend to the Board (a) nominees to stand for election as directors at the Company's annual meeting of stockholders or, if applicable, at a special meeting of stockholders, and (b) candidates to fill vacancies or additional seats on the Board.
2. To advise and make recommendations to the Board on standards and criteria for Board determinations of director independence (including evaluation of issues regarding related party transactions), and to assist and advise the Board in connection with its annual review of the independent status of each director.
3. To review periodically with the Board the requisite skills and characteristics for new Board members, as well as the composition and structure of the Board as a whole, including as to gender, race, ethnic and cultural diversity, and to recommend proposed changes to the Board as appropriate.
4. To consider nominations and recommendations from stockholders for director candidates that are properly submitted in writing to the Company's Corporate Secretary.
5. To recommend, in consultation with the Chairman of the Board and the other committee chairs, Committee assignments to the Board.
6. To review periodically and make recommendations to the Board with respect to independent directors' compensation.
7. To oversee director orientation and continuing education.
8. To oversee the annual self-evaluations of the Board and its to

### *CEO Succession Planning*

9. To oversee succession planning for the Company's chief executive officer, and to make related recommendations to the Board.

### *Corporate Governance*

10. To advise and make recommendations to the Board on matters concerning corporate governance, including, without limitation: retirement policies for independent directors; potential conflicts of interest or ethical issues involving directors; the functions and duties of the committees of the Board; and any changes that the Committee believes to be desirable in the size of the Board or any committee of the Board.
11. To review and assess at least annually the adequacy of, and recommend to the Board for approval any proposed changes to, the Company's Guidelines for Corporate Governance.
12. To review and advise the Board with respect to any stockholder proposals received in connection with the Company's annual meeting of stockholders.
13. To oversee the Company's Policy Regarding Related Person Transactions.

### *Other Responsibilities*

14. To carry out such further tasks as the Board may from time to time delegate to the Committee consistent with the provisions of this Charter and the Company's Bylaws.

### Performance Evaluation; Review of Charter

At least annually, the Committee shall (i) evaluate its own performance and (ii) review and reassess the adequacy of this Charter.