

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

## **DIRECTORS AND GOVERNANCE COMMITTEE CHARTER**

(As Amended, September 20, 2017)

### 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 judgment of the Board, "independent" under the rules of the New York Stock Exchange. Members of the Committee shall be elected by the full Board.

### Resources and Authority of the Committee

The Committee shall have the resources and authority necessary to discharge its duties and responsibilities, including full access to the Company’s officers and other employees and authority to retain such outside counsel, experts, and other advisors as the Committee determines appropriate to assist it in the full performance of its functions. In particular, the Committee shall have the sole authority to retain the services and approve the fees and retention terms of any search firm used to identify director candidates.

### Committee Structure and Operations

The Board shall designate one member of the Committee as its chair. The Committee may meet in person or telephonically or act by unanimous written consent. The Committee chair, in consultation with the other Committee members, shall determine the schedule of meetings of the Committee, which shall occur at least four times per year. The Committee chair, who may consult with the Chairman of the Board, other Committee members or members of management, develops the Committee’s meeting agendas. Where practicable, materials will be distributed to Committee members prior to each Committee meeting.

### 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:

1. 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.
2. 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.
3. 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.
4. To oversee the development and implementation of succession planning for the Company's chief executive officer, and to make related recommendations to the Board.
5. To periodically review 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, and to recommend proposed changes to the Board as appropriate.
6. To consider nominations and recommendations from stockholders for director candidates that are properly submitted in writing to the Company's Corporate Secretary.
7. In consultation with the Chairman of the Board and the other committee chairs, to recommend Committee assignments to the Board.
8. To review periodically and make recommendations to the Board with respect to independent directors' compensation.
9. To oversee director orientation and continuing education.
10. To develop processes for and oversee the annual self-evaluations of the Board and its committees.

11. To review and advise the Board with respect to any stockholder proposals received in connection with the Company's annual meeting of stockholders.
12. To develop, review and reassess at least annually the adequacy of, and recommend to the Board for approval any proposed changes to, the Company's Guidelines for Corporate Governance.
13. To oversee the Company's Policy Regarding Related Person Transactions.
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 By-laws.

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.