

WILLIS TOWERS WATSON PUBLIC LIMITED COMPANY

Risk Committee Charter

Purpose

The Risk Committee (the “Committee”) of the Board of Directors (the “Board”) of Willis Towers Watson Public Limited Company (together with its subsidiaries, the “Company”) shall have the purpose to assist the Board’s oversight of the framework, policies and practices used by the Company to identify, assess and manage key strategic and operational risks facing the Company.

Membership

The Committee shall consist of a minimum of three members of the Board, the majority of whom have been determined by the Board to be independent as defined in the NASDAQ listing standards, as amended from time to time, and who shall be appointed by the Board. They shall serve at the pleasure of the Board and for such term or terms as the Board may determine. In making such appointments, the Board shall consider any nominations recommended by the Corporate Governance and Nominating Committee.

Committee members may invite other directors, members of management, outside professionals, or others to the Committee’s meetings and provide pertinent information as desirable, necessary or appropriate.

Delegation

The Committee may, in its discretion, delegate a portion of its duties and responsibilities to a subcommittee of the Committee in accordance with the Company’s articles of association.

Structure and Operations

The Board shall designate one member of the Committee as its chairperson. The Committee shall meet in person or telephonically as often as it deems necessary, at a time and place determined by the Committee chairperson, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the chairperson or a majority of the Committee members. A majority of the authorized number of Committee members will constitute a quorum for the transaction of Committee business, and the vote of a majority of the Committee members present at a meeting at which a quorum is present will be the act of the Committee, unless in either case a greater number is required by this charter, the articles of association or the NASDAQ listing standards. The Committee will keep written minutes of its meetings and deliver copies of the minutes to the corporate secretary for inclusion in the Company’s corporate records.

Duties and Powers

To achieve its purpose, the Committee shall have the following duties and powers:

The Committee shall oversee the Company’s management of material enterprise risks. In doing so, the Committee recognizes the responsibilities delegated to other committees by the Board and understands that other Board committees may emphasize specific risk monitoring through their respective activities and that, because the Committee’s role is oversight, the Company’s management is responsible for the day-to-day management of risks. In connection therewith, the Committee shall have the following duties:

1. to discuss and review with management its efforts and strategy to evaluate and manage the Company’s business from a risk perspective;

2. to oversee management's approach to risk identification, risk tolerance, risk assessment and risk management for strategic, operational and financial risks facing the Company, including, but not limited to, cybersecurity risk (it being acknowledged that other Board committees have responsibility with respect to the oversight of audit, compensation and human capital, and governance risks, as set forth in their Charters);
3. to identify the elements of enterprise risk that are most significant and the prioritization of business risks;
4. to receive reports and presentations from management, including as appropriate the Head of Risk and other members of management, or any outside advisors, such as the independent auditors, compensation consultant or legal counsel, regarding risks the Company faces and the Company's risk assessment and management;
5. to oversee the development of plans for risk mitigation for the most significant risks to the Company; and to monitor management's implementation of such plans, and the effectiveness generally of its risk mitigation strategies and activities;
6. to assist the Board, as appropriate, with respect to the review of any new material transaction, product or service requiring Board approval;
7. to review and make recommendations regarding the adequacy of the Company's resources to perform its risk management responsibilities;
8. to recommend that the Board assign oversight responsibilities for certain risk areas to the Board's committees as appropriate; and
9. to confer annually with the Chairman of the Company's Compensation Committee with respect to its risk assessment of the Company compensation programs required by the regulations of the SEC.

Reporting and Recommendations

The Committee will also report to the Board regularly following each meeting on the major items covered by the Committee at each Committee meeting, and provide additional reports and make recommendations to the Board as the Committee may determine to be appropriate.

The Committee shall conduct an annual performance evaluation of the Committee, which evaluation shall compare the performance of the Committee with the requirements of this charter and set forth the goals and objectives of the Committee for the upcoming year; the performance evaluation shall also recommend to the Board any improvements to the Committee's charter deemed necessary or desirable by the Committee; the performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate; the report to the Board may take the form of an oral report by the chairperson of the Committee or any other member of the Committee designated by the Committee to make such report.

Resources and Authority

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities. In particular, it will be authorized to engage outside counsel and other advisors, experts or consultants as it determines necessary to carry out its duties or otherwise deems appropriate, without seeking approval of the Board or management. The Committee shall receive appropriate funding, as determined by the Committee, from the Company for payment of compensation for any such advisors, experts and consultants, and for the payment of ordinary administrative expenses that are necessary or appropriate in

carrying out the Committee's duties. The Committee is also empowered to meet with Company officers, as necessary, and seek any information it requires from employees – all of whom are directed to cooperate with the Committee's request – or external parties so authorized by the Committee.

Reliance on Others

Nothing in this charter is intended to preclude or impair any protection provided by applicable law for good faith reliance by members of the Committee on reports or other information provided by others.

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