

# **WILLIS TOWERS WATSON PUBLIC LIMITED COMPANY**

## **Risk and Operational Oversight Committee Charter**

### **Purpose**

The Risk and Operational Oversight Committee (the “Committee”) of the Board of Directors (the “Board”) of Willis Towers Watson Public Limited Company (the “Company”) shall have the purpose to assist the Board’s oversight of (1) overall risk management at the Company, including the enterprise risk management framework, policies and practices used to identify, assess and manage key risks facing the Company and its subsidiaries; (2) the management of risks arising out of the Company’s operations that support the Company’s businesses; and (3) management’s initiatives to drive operational efficiencies and improvements. Because the Committee’s role is oversight, the Company’s management is responsible for the day-to-day management of operations and related risks.

Additionally, the Committee recognizes that the Board has delegated certain other risk oversight responsibilities to the Audit Committee and other Board Committees, and understands that the other Board Committees may emphasize specific risk monitoring through their respective activities.

### **Membership**

The Committee shall consist of a minimum of three members of the Board who shall be appointed by the Board and have been determined by the Board to be independent as defined in the NASDAQ Stock Market (“NASDAQ”) listing standards, as amended from time to time. Committee members 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 chair. The Committee shall meet in person or by telephone, videoconference, and/or any other method of electronic communication at least once a year at a time and place determined by the Committee chair, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the chair 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:

1. to discuss and review with management its overall efforts and strategy to evaluate and manage the Company's business, from an enterprise risk management perspective;
2. to identify the elements of enterprise risk that are most significant and advise management, as appropriate, on prioritized business risks;
3. to oversee the overall enterprise risk management framework and practices of the Company, including without limitation: the framework and practices used by the Company to identify, assess and manage key risks facing the Company and significant emerging risks; the development and monitoring of risk mitigation plans for the most significant risks to the Company; and the evaluation and monitoring of the overall effectiveness of the Company's enterprise risk mitigation strategies and activities;
4. to assist the Board, as appropriate, with respect to the review of any new material transaction requiring Board approval;
5. to review and make recommendations regarding the adequacy of the Company's resources to perform its enterprise risk management responsibilities;
6. to recommend that the Board assign oversight responsibilities for certain risk areas to the Board's committees as appropriate;
7. to make recommendations to the full Board regarding the oversight of management's initiatives to drive operational efficiencies and improvements;
8. to discuss and review with management its efforts to develop, implement and monitor operational efficiencies;
9. to oversee management's approach to risk identification, risk tolerance, risk monitoring and risk management overall and with respect to key operational risks in particular, including without limitation: technology, cybersecurity, information security, privacy, artificial intelligence and related competitive risks; operations functions and processes; excellence processes that support quality control within the businesses; market-derived income governance; business continuity activities; market security processes; supplier management; oversight of material new products and services that create significant operational risk; climate-related operational risks, if identified as having a material impact on the Company's business strategy or operations; and such other risks that the Board shall determine from time to time (it being acknowledged that other Board Committees have responsibility with respect to the oversight of audit, financial reporting, compliance, compensation, human capital and governance risks, as set forth in their charters);
10. to oversee the insurance programs that the Company purchases;
11. to receive reports and presentations from management, including as appropriate, the Chief Risk Officer, the chief information security officer and the chief information officer 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 overall risk assessment and management (other than those areas specifically covered by other Board Committee charters);

12. to refer to the Audit Committee any items that have a significant financial statement impact or require significant financial statement or regulatory disclosures, and any other similar significant issues (including significant compliance issues and any other overlapping matters, which may be done through the chairs of the Committees); and

### **Reporting and Recommendations**

The Committee will report to the Board regularly as part of each formal quarterly Board meeting on the major items covered by the Committee, including any overlapping matters that may also be covered by the chairs of the Committees, and the Committee will provide additional reports to the Board as the Committee may determine to be appropriate. The Committee will make recommendations to the Board as the Committee deems appropriate. The report to the Board may take the form of an oral report by the chair of the Committee or any other member of the Committee designated by the Committee to make such report.

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 chair 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 independent auditors for special audits, reviews and other procedures and 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.

January 2025