

WILLIS TOWERS WATSON PUBLIC LIMITED COMPANY

Operational Transformation Committee Charter

Purpose

The Operational Transformation 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 management’s initiatives to drive operational efficiencies and the implementation of the Company’s operational transformation plan. The Committee shall also assist the Board’s oversight of risks arising out of the Company’s operations that support the Company’s businesses. Because the Committee’s role is oversight, the Company’s management is responsible for the day-to-day management of operations and related risks.

Term

The Committee shall have a term ending on December 31, 2024, concurrent with the term of the Company’s operational transformation plan. The Board may, in its discretion, extend the term of the Committee. If the Committee’s term ends, the Board shall re-allocate to other Board committees, in its discretion, the Committee duties and powers that are ongoing in nature, such as those related to operational risk management.

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 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 make recommendations to the full Board regarding the oversight of management's initiatives to drive operational efficiencies;
2. to help oversee the implementation of the Company's operational transformation plan, which aims to achieve significant run rate cost savings by the end of 2024;
3. to discuss and review with management its efforts to develop, implement and monitor the operational transformation plan (including performance measures to assess progress) and drive operational efficiencies;
4. to oversee management's approach to risk identification, risk tolerance, risk monitoring and risk management for risks:
 - (a) relating to the Company's operational transformation plan and its efforts to drive operational efficiencies, and
 - (b) arising out of the Company's operational processes and functions that support the Company's businesses, including without limitation technology, cybersecurity and information security; 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; and climate-related operational risks, if identified as having a material impact on the Company's business strategy or operations; and
5. to receive reports and presentations from management, including as appropriate the Chief Risk Officer and other members of management, or any outside advisors, such as the independent auditors, compensation consultant or legal counsel, regarding operational risk areas covered by this charter (other than those areas specifically covered by other Board committee charters); and
6. to confer at least annually with the chair of the Audit and Risk Committee with respect to this Committee's risk assessment of the risk areas covered by this charter.

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 at each Committee meeting, 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 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.

December 2022