

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

## **AUDIT COMMITTEE CHARTER**

(As Amended and Restated, July 14, 2021)

### Purpose of Committee

The Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of Marsh & McLennan Companies, Inc. (“MMC” or the “Company”) assists the Board in fulfilling its oversight responsibilities with respect to (i) the integrity of MMC's financial statements, (ii) the qualifications, independence and performance of the Company’s independent auditors, (iii) the performance of the Company’s internal audit function, (iv) compliance by MMC with legal and regulatory requirements, (v) enterprise risk management (“ERM”) policies and processes and (vi) the other responsibilities set out herein.

The function of the Committee is oversight. The management of the Company is responsible for the preparation, presentation, and integrity of the Company’s financial statements and for the Company’s compliance with applicable legal and regulatory requirements and its ERM policies and processes. While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that MMC's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations. These are the responsibilities of management and the independent auditors. Furthermore, while the Committee is responsible for reviewing MMC's policies and processes with respect to risk assessment and management, it is the responsibility of the Chief Executive Officer and senior management to assess and manage MMC's exposure to risk and to develop and supervise the Company’s compliance with applicable legal and regulatory requirements and its ERM policies and processes.

### Committee Membership

The Committee shall be composed of three or more directors. Members of the Committee shall be recommended by the MMC Directors and Governance Committee and be elected by the full Board. As determined in the business judgment of the Board, each member of the Committee shall satisfy the independence requirements of the New York Stock Exchange applicable to directors and audit committee members and shall be financially literate. At least one t



- b. describing any material issues raised by (i) the most recent peer or internal quality control review of the firm or (ii) by any inquiry or investigation by governmental or professional authorities, within the preceding five years, with respect to one or more audits carried out by the firm and any steps taken to deal with any such issues.
  5. The Committee shall review a report or reports prepared at least annually by the independent auditors describing all relationships between the independent auditors and MMC and any other relationships that may impact independence and providing confirmations with respect to the requirements of all applicable auditor independence rules. The Committee shall discuss with the independent auditors any disclosed relationships that may impact the objectivity and independence of the independent auditors and, if necessary, recommend appropriate action in response to the report.
  6. The Committee shall discuss with management and internal audit their views of the independent auditors' performance.
  7. The Committee shall set policies for the hiring by the Company of current or former employees of the independent auditors.
  8. The Committee shall discuss with the independent auditors any audit problems or difficulties and management's response thereto, and review matters relating to the conduct of the audit required to be communicated by the independent auditors by applicable rules and auditing standards.
  9. In connection with its oversight responsibilities, the Committee shall be directly responsible for the resolution of disagreements between management and the independent auditor regarding the Company's financial reporting.
  10. The Committee shall review and discuss with the independent auditors their views about the quality of MMC's finance, internal audit and accounting personnel.
- B. Oversight of Financial Statements and Related Matters:
1. The Committee shall meet to review and discuss, as appropriate with management, internal audit and the independent auditors:
    - a. the annual audited financial statements, including MMC's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" (the "MD&A"), and recommend to the Board whether the audited financial statements, including the MD&A, should be included in MMC's Form 10-K Report, and
    - b. the quarterly financial statements, including MMC's specific disclosures under the MD&A, prior to the filing of MMC's Form 10-Q Reports,

including the results of the independent auditors'

4. The Committee shall receive regular communications from the chief audit executive on internal audit's performance relative to its plan and other matters.
5. The Committee shall approve decisions regarding the appointment and removal of the chief audit executive.
6. The Committee shall assess the performance of and approve the remuneration of the chief audit executive.

D. Oversight of Legal, Regulatory and ERM Matters:

1. The Committee shall have overall responsibility for oversight of, and reporting to the Board on, the Company's policies and implementation of systems and controls designed to promote ethical behavior and compliance with applicable legal and regulatory requirements.
2. The Committee shall oversee the Company's ERM policies and processes, including discussing with management MMC's major risk exposures and the steps that have been taken to monitor and control such exposures.
3. The Committee shall establish and oversee procedures for:
  - a. the receipt, retention and treatment of complaints received by MMC regarding accounting, internal accounting controls or auditing matters, and
  - b. the confidential, anonymous submission by MMC employees of concerns regarding questionable accounting or auditing matters.
4. The Committee shall receive and consider regular reports of major findings from the Company's Chief Compliance Officer and how management is addressing the conditions reported.
5. The Committee shall receive and review reports concerning legal and regulatory matters, including significant regulatory agency examinations that may have a material impact on the financial statements.
6. The Committee chair shall approve decisions regarding the removal of the Company's Chief Compliance Officer.

The Committee shall prepare the audit committee report that Securities and Exchange Commission rules require to be included in MMC's proxy statement.

Performance Evaluation

The Committee shall annually (i) evaluate its own performance and (ii) review and assess the adequacy of this charter and recommend to the Board any necessary amendments.