



WILLIS GROUP HOLDINGS PUBLIC LIMITED COMPANY

Corporate Governance and Nominating Committee Charter

Purpose and Responsibility

The Corporate Governance and Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of Willis Group Holdings Public Limited Company (the “Company”) shall have the purpose and responsibility to:

1. Develop and recommend director independence standards to the Board and periodically review those standards.
2. Develop and recommend to the Board the director selection process for identifying, considering and recommending candidates to the Board and periodically review that process.
3. Develop and recommend to the Board the director qualification standards for use in selecting new nominees for the position of Director and periodically review those standards.
4. Advise and make recommendations to the Board from time to time as to changes that the Committee believes to be desirable to the size of the Board or any Committee thereof.
5. Assist the Board in its annual review to evaluate the independence of its non-employee directors.
6. Identify individuals believed to be qualified to become Board members, and to recommend to the Board the nominees to stand for election as directors at the annual meeting of shareholders or, if applicable, at a special meeting of shareholders. In the case of a vacancy in the office of a director (including a vacancy created by an increase in the size of the Board), the Committee shall recommend to the Board an individual to fill such vacancy either through appointment by the Board or through election by shareholders. In nominating candidates, the Committee shall take into consideration the criteria approved by the Board which are set forth in the Corporate Governance Guidelines and such additional factors as it deems appropriate consistent with such Board approval criteria. These additional factors may include skill, diversity, experience with business and other organizations, the interplay of the candidate’s experience with the experience of other Board members, and the extent to which the candidate would be a desirable addition to the Board and any committees thereof.
7. Annually recommend to the Board nominees and a chair for each Board committee, taking into consideration the factors set forth in the charter of the committees, as well as any other factors it deems appropriate, including without limitation the consistency of the candidate’s experience with the goals of the committee and the interplay of the candidate’s experience with the experience of other committee members.
8. Review periodically and recommend changes to the Board from time to time to the corporate governance guidelines applicable to the Company.

9. Review the appropriateness of continued service on the Board of members whose circumstances have changed or who contemplate accepting a directorship to another company or an appointment to an audit committee of another company.

10. Perform any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the nomination of Board and committee members.

11. Each year to administer and oversee on behalf of the Board the evaluation process for the overall effectiveness of the Board (including the effectiveness of the committees) and the Board's performance of its governance responsibilities and report such findings to the full Board.

12. Provide to the Board an annual report of the Committee for inclusion in the Company's annual proxy statement in accordance with applicable SEC rules and regulations.

13. Assist the Board in reviewing succession plans prepared by management for all senior management.

14. Prepare and issue the evaluations and reports required under "Reports" below.

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 New York Stock Exchange ("NYSE") listing standards, as amended from time to time. 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 Committee.

Structure and Operations

The Board shall designate one member of the Committee as its chairperson. The Committee shall meet in person or telephonically at least once a year 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 NYSE 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.

Delegation

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

Reports

The Committee will report its Director nominees for the annual general meeting of shareholders to the Board at an appropriate time prior to preparation of the Company's proxy statement for the annual general meeting. The Committee will also report to the Board annually the results of:

- an oversight review of the performance of the board of directors;
- the Committee's assessment of the Company's corporate governance policies and implementation; and
- its annual performance evaluation.

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

Resources and Authority

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain and terminate counsel and other experts or consultants. The Committee shall have the sole authority to select and retain a consultant or search firm, to terminate any consultant or search firm retained by it, and to approve the consultant or search firm's fees and other retention terms of special counsel or other experts or consultants, as it deems appropriate. With respect to consultants or search firms used to identify director candidates, this authority shall be vested solely in the Committee.

Attendance and Access

The Committee members may invite such members of management to the Committee's meetings as it may deem desirable or appropriate. The Committee is at all times authorized to have direct, independent and confidential access to the Company's other directors, management and personnel to carry out the Committee's purposes.

Performance Evaluation

The Committee shall produce and provide to the Board 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.



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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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