

**ARTHUR J. GALLAGHER & CO.
NOMINATING/GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS
CHARTER**

Purpose

The Nominating/Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Arthur J. Gallagher & Co. (the “Company”) shall be appointed by the Board to (i) identify (consistent with criteria approved by the Board) individuals qualified to be directors of the Company, (ii) recommend to the Board director nominees for either appointment to the Board or to stand for election or re-election at the next annual meeting of the stockholders, (iii) develop and recommend to the Board a set of corporate governance guidelines for the Company, (iv) oversee the evaluation of the Board, (v) review and approve related person transactions; and (vi) engage in succession planning for the Board.

Membership

The Committee shall be comprised of three or more members of the Board, each of whom meets the independence requirements of the New York Stock Exchange (“NYSE”). Determinations as to whether a particular director satisfies the requirements for membership of the Committee shall be made by the Board.

The members of the Committee shall be appointed by the Board on the recommendation of the Committee and shall serve for such terms as the Board may determine, or until their earlier resignation, death, or removal by the Board. A chairperson of the Committee shall be designated by the Board.

Operations

The Committee shall meet with such frequency and at such intervals as it shall determine is necessary to carry out its duties and responsibilities, but in any case, not less than twice a year. The Committee will meet at such times as determined by its chairperson or as requested by any two of its members. Notice of all meetings shall be given, and waiver thereof determined, pursuant to the provisions contained in the Company’s by-laws. The chairperson will preside, when present, at all meetings of the Committee. The Committee may meet by telephone, video conference or Internet conference and may take action by written consent.

The Committee may form and delegate to one or more subcommittees all or any portion of the Committee’s authority, duties and responsibilities, and may establish such rules as it determines necessary or appropriate to conduct its business.

The Committee may retain such outside counsel, experts and other advisors as it deems appropriate to assist it in carrying out its duties and responsibilities, including any search firm needed to identify director candidates, and to approve the fees and expenses of any such advisors retained by the Committee.

Each member of the Committee shall have one vote. A majority of the members, but not fewer than two, shall constitute a quorum. The Committee shall be authorized to take any permitted action only by the affirmative vote of a majority of the Committee members present at any meeting at which a quorum is present, or by the unanimous written consent of all of the Committee members.

The Committee shall maintain copies of minutes of each meeting of the Committee, and each written consent to action taken without a meeting, reflecting the actions so authorized or taken by the Committee.

Authority, Duties and Responsibilities

The Committee shall:

1. Engage in succession planning for the Board and key leadership roles on the Board and its committees.
2. Review with the Board, on an annual basis, the composition of the Board as a whole to assess the skills and characteristics that are currently represented on the Board, and in incumbent Board members, as well as the skills and characteristics that the Board may find valuable in the future in light of the Company's anticipated business needs.
3. Develop and recommend to the Board criteria for identifying and evaluating director candidates and periodically review these criteria.
4. Identify and recruit individuals that the Committee believes are qualified to become Board members consistent with criteria approved by the Board and existing and anticipated business needs. As part of the search process for each new director, include, and request that any search firm engaged includes, qualified women and racially/ethnically diverse persons in the pool from which new director nominees are chosen.
5. Review the qualifications of directors and director candidates in light of criteria approved by the Board and existing and anticipated business needs and assess their independence in determining whether to recommend them for election or re-election to the Board.
6. Recommend to the Board director nominees for appointment to the Board or to stand for election or re-election at the next annual meeting of the stockholders.
7. In consultation with the Chairman and Chief Executive Officer (the "CEO"), consider and make recommendations to the Board concerning the appropriate size and membership needs of the Board or any committee thereof.
8. Consider any director candidates properly recommended by the Company's stockholders pursuant to procedures described in the Company's proxy statement and/or the Company's by-laws, as applicable.
9. In the event there is a vacancy on the Board, identify individuals that the Committee believes are qualified to become Board members and recommend such person or persons for appointment to the Board consistent with criteria approved by the Board and existing and anticipated business needs.

10. Identify Board members qualified to fill a vacancy on a committee of the Board, and recommend such Board members for appointment to such committee. The Committee shall take into account any applicable requirements for members of committees of boards of directors under the Securities Exchange Act of 1934, as amended (the “Exchange Act”) and the listing standards of the NYSE. The Committee also shall take into consideration the factors and requirements set forth in the charter of such committee, if any. The Committee may take into consideration such other factors or criteria that the Committee deems appropriate in evaluating a candidate, including but not limited to his or her judgment, skills, integrity, gender, racial/ethnic diversity, and business or other experience.
11. Regularly review the Board’s leadership structure and recommend changes to the Board as appropriate, and make a recommendation to the independent directors regarding the appointment of the lead independent director (“Lead Director”).
12. Periodically review and make recommendations to the Board with respect to the amount and form of compensation for outside directors.
13. Develop and recommend to the Board standards to be applied in making determinations on the types of relationships that constitute material relationships between the Company and a director for purposes of determining director independence.
14. Review related person transactions, between the Company and its officers, directors and principal stockholders, and approve or disapprove such transactions in accordance with the Company’s Related Person Transactions Policy.
15. Review legal and regulatory compliance risks relating to corporate governance as appropriate, including, but not limited to, the Company’s political contributions and lobbying activities and the Company’s policies and practices regarding political contributions and lobbying activities.
16. Develop and recommend to the Board a set of corporate governance guidelines applicable to the Company (the “Governance Guidelines”), taking into account the provisions of the Exchange Act, the listing standards of the NYSE, and any other factors that the Committee deems appropriate.
17. Review annually the Governance Guidelines and recommend any proposed changes to the Board for approval.
18. Review annually and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
19. Conduct an annual performance evaluation of the Committee.
20. Regularly report to the Board on the activities of the Committee.
21. Develop and recommend to the Board for its approval an annual self-evaluation process of the Board and its committees and oversee such annual self-evaluation process.
22. As part of the annual review of the composition of the Board as a whole (discussed above), review the contributions of each incumbent Board member, other than the Chairman and CEO, and take action to effect changes in incumbent directors if, in the opinion of the Committee after discussion with the Chairman and CEO and the Lead Director, such changes are deemed appropriate.
23. Perform any other duties and responsibilities delegated to the Committee by the Board.

24. Approve directorships at other for-profit organizations offered to directors of the Company.
25. Oversee the orientation process for new directors and ongoing education for directors.

Last Reviewed: January 24, 2024