# UNITED STATES
# SECURITIES AND EXCHANGE COMMISSION

**WASHINGTON, D.C. 20549**

# FORM 10-Q

## ☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

**FOR THE QUARTERLY PERIOD ENDED MARCH 31, 2024**

**OR**

## ☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

**Commission file number 1-7933**

# Aon plc

(Exact Name of Registrant as Specified in Its Charter)

| | |
|---|---|
| **IRELAND** | **98-1539969** |
| (State or Other Jurisdiction of Incorporation or Organization) | (I.R.S. Employer Identification No.) |
| **Metropolitan Building, James Joyce Street, Dublin 1, Ireland** | **D01 K0Y8** |
| (Address of principal executive offices) | (Zip Code) |

**+353 1 266 6000**
(Registrant’s Telephone Number, Including Area Code)

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|---|---|---|
| **Class A Ordinary Shares $0.01 nominal value** | **AON** | **New York Stock Exchange** |
| **Guarantees of Aon plc's 3.50% Senior Notes due 2024** | **AON24** | **New York Stock Exchange** |
| **Guarantees of Aon plc's 3.875% Senior Notes due 2025** | **AON25** | **New York Stock Exchange** |
| **Guarantees of Aon plc's 2.875% Senior Notes due 2026** | **AON26** | **New York Stock Exchange** |
| **Guarantees of Aon Corporation and Aon Global Holdings plc's 2.85% Senior Notes due 2027** | **AON27** | **New York Stock Exchange** |
| **Guarantees of Aon North America, Inc.'s 5.125% Senior Notes due 2027** | **AON27B** | **New York Stock Exchange** |
| **Guarantees of Aon North America, Inc.'s 5.150% Senior Notes due 2029** | **AON29** | **New York Stock Exchange** |
| **Guarantees of Aon Corporation and Aon Global Holdings plc's 2.05% Senior Notes due 2031** | **AON31** | **New York Stock Exchange** |
| **Guarantees of Aon Corporation and Aon Global Holdings plc's 2.60% Senior Notes due 2031** | **AON31A** | **New York Stock Exchange** |
| **Guarantees of Aon North America, Inc.'s 5.300% Senior Notes due 2031** | **AON31B** | **New York Stock Exchange** |
| **Guarantees of Aon Corporation and Aon Global Holdings plc's 5.00% Senior Notes due 2032** | **AON32** | **New York Stock Exchange** |
| **Guarantees of Aon Corporation and Aon Global Holdings plc's 5.35% Senior Notes due 2033** | **AON33** | **New York Stock Exchange** |
| **Guarantees of Aon North America, Inc.'s 5.450% Senior Notes due 2034** | **AON34** | **New York Stock Exchange** |
| **Guarantees of Aon plc's 4.25% Senior Notes due 2042** | **AON42** | **New York Stock Exchange** |
| **Guarantees of Aon plc's 4.45% Senior Notes due 2043** | **AON43** | **New York Stock Exchange** |
| **Guarantees of Aon plc's 4.60% Senior Notes due 2044** | **AON44** | **New York Stock Exchange** |
| **Guarantees of Aon plc's 4.75% Senior Notes due 2045** | **AON45** | **New York Stock Exchange** |
| **Guarantees of Aon Corporation and Aon Global Holdings plc's 2.90% Senior Notes due 2051** | **AON51** | **New York Stock Exchange** |
| **Guarantees of Aon Corporation and Aon Global Holdings plc's 3.90% Senior Notes due 2052** | **AON52** | **New York Stock Exchange** |
| **Guarantees of Aon North America, Inc.'s 5.750% Senior Notes due 2054** | **AON54** | **New York Stock Exchange** |

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

| | | | |
|---|---|---|---|
| Large accelerated filer | ☒ | Accelerated filer | ☐ |
| Non-accelerated filer | ☐ | Smaller reporting company | ☐ |
| | | Emerging growth company | ☐ |

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

Number of class A ordinary shares of Aon plc, $0.01 nominal value, outstanding as of April 25, 2024: 217,430,759

## INFORMATION CONCERNING FORWARD-LOOKING STATEMENTS

This report contains certain statements related to future results, or states our intentions, beliefs, and expectations or predictions for the future, all of which are forward-looking statements as that term is defined in the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, as amended, (the "Securities Act") and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Forward-looking statements represent management's expectations or forecasts of future events. These statements include statements about our plans, objectives, strategies, financial performance and outlook, trends, prospects or other future events and involve known and unknown risks that are difficult to predict. Forward-looking statements are typically identified by words such as "anticipate," "believe," "estimate," "expect," "forecast," "project," "intend," "plan," "probably," "potential," "looking forward," "continue," and other similar terms, and future or conditional tense verbs like "could," "may," "might," "should," "will," and "would." You can also identify forward-looking statements by the fact that they do not relate strictly to historical or current facts. For example, we may use forward-looking statements when addressing topics such as: market and industry conditions, including competitive and pricing trends; changes in our business strategies and methods of generating revenue; the development and performance of our services and products; changes in the composition or level of our revenues; our cost structure and the outcome of cost-saving or restructuring initiatives, including the impacts of the Accelerating Aon United Program; the outcome of contingencies; dividend policy; the expected impact of acquisitions, dispositions, and other significant transactions or the termination thereof; litigation and regulatory matters; pension obligations; cash flow and liquidity; expected effective tax rate; expected foreign currency translation impacts; potential changes in laws or future actions by regulators; and the impact of changes in accounting rules. These forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from either historical or anticipated results depending on a variety of factors. Potential factors, which may be revised or supplemented in subsequent reports filed or furnished with the Securities and Exchange Commission, that could impact results include:

- changes in the competitive environment, due to macroeconomic conditions (including impacts from instability in the banking or commercial real estate sectors) or otherwise, or damage to our reputation;
- fluctuations in currency exchange, interest, or inflation rates that could impact our financial condition or results;
- changes in global equity and fixed income markets that could affect the return on invested assets;
- changes in the funded status of our various defined benefit pension plans and the impact of any increased pension funding resulting from those changes;
- the level of our debt and the terms thereof reducing our flexibility or increasing borrowing costs;
- rating agency actions that could limit our access to capital and our competitive position;
- our global tax rate being subject to a variety of different factors, including the adoption and implementation in the European Union, the United States, the United Kingdom, or other countries of the Organization for Economic Co-operation and Development tax proposals or other pending proposals in those and other countries, which could create volatility in that tax rate;
- changes in our accounting estimates and assumptions on our financial statements;
- limits on our subsidiaries' ability to pay dividends or otherwise make payments to their respective parent entities;
- the impact of legal proceedings and other contingencies, including those arising from acquisition or disposition transactions, errors and omissions and other claims against us (including proceedings and contingencies relating to transactions for which capital was arranged by Vesttoo Ltd.);
- the impact of, and potential challenges in complying with, laws and regulations of the jurisdictions in which we operate, particularly given the global nature of operations and the possibility of differing or conflicting laws and regulations, or the application or interpretation thereof, across such jurisdictions;
- the impact of any regulatory investigations brought in Ireland, the United Kingdom, the United States, and other countries;
- failure to protect intellectual property rights or allegations that we have infringed on the intellectual property rights of others;
- general economic and political conditions in the countries in which we do business around the world;
- the failure to retain, attract and develop experienced and qualified personnel;

- international risks associated with our global operations, including impacts from military conflicts or political instability, such as the ongoing Russian war in Ukraine and the Israel-Hamas conflict;
- the effects of natural or man-made disasters, including the effects of health pandemics and the impacts of climate-related events;
- any system or network disruption or breach resulting in operational interruption or improper disclosure of confidential, personal, or proprietary data, and resulting liabilities or damage to our reputation;
- our ability to develop, implement, update, and enhance new technology;
- the actions taken by third parties that perform aspects of our business operations and client services;
- the extent to which we are exposed to certain risks, including lawsuits, related to our actions we may take in being responsible for making decisions on behalf of clients in our investment businesses or in other advisory services that we currently provide, or will provide in the future;
- our ability to continue, and the costs and risks associated with growing, developing and integrating acquired business, and entering into new lines of business or products;
- our ability to secure regulatory approval and complete transactions, and the costs and risks associated with the failure to consummate proposed transactions;
- changes in commercial property and casualty markets, commercial premium rates or methods of compensation;
- our ability to develop and implement innovative growth strategies and initiatives intended to yield cost savings (including the Accelerating Aon United Program) and the ability to achieve such growth or cost savings;
- the effects of Irish law on our operating flexibility and the enforcement of judgments against us;
- adverse effects on the market price of Aon's securities and/or operating results for any reason, including, without limitation, because of a failure to realize the expected benefits of the acquisition of NFP (including anticipated revenue and growth synergies) in the expected timeframe, or at all;
- significant transaction and integration costs in connection with the acquisition of NFP or unknown or inestimable liabilities; and
- any potential adverse impact of the consummation of the acquisition of NFP on our relationships, including with suppliers, customers, employees, and regulators.

Any or all of our forward-looking statements may turn out to be inaccurate, and there are no guarantees about our performance. The factors identified above are not exhaustive. Aon and its subsidiaries operate in a dynamic business environment in which new risks may emerge frequently. Accordingly, readers should not place undue reliance on forward-looking statements, which speak only as of the dates on which they are made. We are under no (and expressly disclaim any) obligation to update or alter any forward-looking statement that we may make from time to time, whether as a result of new information, future events, or otherwise.

Further information about factors that could materially affect Aon, including our results of operations and financial condition, is contained in the "Risk Factors" section in Part I, Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2023. These factors may be revised or supplemented in our subsequent periodic filings with the SEC.

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The below definitions apply throughout this report unless the context requires otherwise:

| **Term** | **Definition** |
|---|---|
| CODM | Chief Operating Decision Maker |
| DCF | Discounted Cash Flow |
| E&O | Errors and Omissions |
| EBITDA | Earnings Before Interest, Taxes, Depreciation, and Amortization |
| EMEA | Europe, the Middle East, and Africa |
| ERISA | Employee Retirement Income Security Act of 1974 |
| ESG | Environmental, Social, and Governance |
| FCA | Financial Conduct Authority |
| GAAP | Generally Accepted Accounting Principles |
| GHG | Greenhouse Gas |
| LOC | Letter of Credit |
| M&A | Mergers and Acquisitions |
| OECD | Organisation for Economic Co-operation and Development |
| ROU | Right-of-Use |
| SEC | Securities and Exchange Commission |
| U.K. | United Kingdom |
| U.S. | United States |

## Part I Financial Information
## Item 1. Financial Statements

*Aon plc*
**Condensed Consolidated Statements of Income**
**(Unaudited)**

| | Three Months Ended March 31, | |
|---|---|---|
| *(millions, except per share data)* | 2024 | 2023 |
| **Revenue** | | |
| Total revenue | $ 4,070 | $ 3,871 |
| **Expenses** | | |
| Compensation and benefits | 1,883 | 1,792 |
| Information technology | 124 | 139 |
| Premises | 71 | 75 |
| Depreciation of fixed assets | 44 | 38 |
| Amortization and impairment of intangible assets | 16 | 25 |
| Other general expense | 348 | 329 |
| Accelerating Aon United Program expenses | 119 | — |
| Total operating expenses | 2,605 | 2,398 |
| **Operating income** | 1,465 | 1,473 |
| Interest income | 28 | 5 |
| Interest expense | (144) | (111) |
| Other income (expense) | 75 | (25) |
| **Income before income taxes** | 1,424 | 1,342 |
| Income tax expense | 331 | 263 |
| **Net income** | 1,093 | 1,079 |
| Less: Net income attributable to noncontrolling interests | 22 | 29 |
| **Net income attributable to Aon shareholders** | $ 1,071 | $ 1,050 |
| | | |
| Basic net income per share attributable to Aon shareholders | $ 5.38 | $ 5.09 |
| Diluted net income per share attributable to Aon shareholders | $ 5.35 | $ 5.07 |
| Weighted average ordinary shares outstanding - basic | 199.1 | 206.1 |
| Weighted average ordinary shares outstanding - diluted | 200.1 | 207.1 |

See accompanying Notes to Condensed Consolidated Financial Statements (Unaudited).

*Aon plc*
**Condensed Consolidated Statements of Comprehensive Income**
**(Unaudited)**

| | Three Months Ended March 31, | |
|---|---|---|
| *(millions)* | 2024 | 2023 |
| **Net income** | $ 1,093 | $ 1,079 |
| Less: Net income attributable to noncontrolling interests | 22 | 29 |
| **Net income attributable to Aon shareholders** | 1,071 | 1,050 |
| Other comprehensive income, net of tax: | | |
| Change in fair value of financial instruments | 75 | 3 |
| Foreign currency translation adjustments | (132) | 54 |
| Postretirement benefit obligation | 26 | 22 |
| Total other comprehensive income (loss) | (31) | 79 |
| Less: Other comprehensive income attributable to noncontrolling interests | — | — |
| Total other comprehensive income (loss) attributable to Aon shareholders | (31) | 79 |
| **Comprehensive income attributable to Aon shareholders** | $ 1,040 | $ 1,129 |

See accompanying Notes to Condensed Consolidated Financial Statements (Unaudited).

*Aon plc*

**Condensed Consolidated Statements of Financial Position**

| *(millions, except nominal value)* | (Unaudited) March 31, 2024 | | December 31, 2023 | |
|---|---|---|---|---|
| **Assets** | | | | |
| **Current assets** | | | | |
| Cash and cash equivalents | $ | 995 | $ | 778 |
| Short-term investments | | 5,413 | | 369 |
| Receivables, net | | 4,035 | | 3,254 |
| Fiduciary assets | | 17,161 | | 16,307 |
| Other current assets | | 1,020 | | 996 |
| **Total current assets** | | 28,624 | | 21,704 |
| Goodwill | | 8,302 | | 8,414 |
| Intangible assets, net | | 217 | | 234 |
| Fixed assets, net | | 590 | | 638 |
| Operating lease right-of-use assets | | 628 | | 650 |
| Deferred tax assets | | 1,254 | | 1,195 |
| Prepaid pension | | 627 | | 618 |
| Other non-current assets | | 525 | | 506 |
| **Total assets** | $ | 40,767 | $ | 33,959 |
| | | | | |
| **Liabilities and equity (deficit)** | | | | |
| **Liabilities** | | | | |
| **Current liabilities** | | | | |
| Accounts payable and accrued liabilities | $ | 1,925 | $ | 2,262 |
| Short-term debt and current portion of long-term debt | | 606 | | 1,204 |
| Fiduciary liabilities | | 17,161 | | 16,307 |
| Other current liabilities | | 2,146 | | 1,878 |
| **Total current liabilities** | | 21,838 | | 21,651 |
| Long-term debt | | 15,916 | | 9,995 |
| Non-current operating lease liabilities | | 611 | | 641 |
| Deferred tax liabilities | | 129 | | 115 |
| Pension, other postretirement, and postemployment liabilities | | 1,198 | | 1,225 |
| Other non-current liabilities | | 1,103 | | 1,074 |
| **Total liabilities** | | 40,795 | | 34,701 |
| | | | | |
| **Equity (deficit)** | | | | |
| Ordinary shares - $0.01 nominal value Authorized: 500.0 shares (issued: 2024 - 198.6; 2023 - 198.6) | | 2 | | 2 |
| Additional paid-in capital | | 6,969 | | 6,944 |
| Accumulated deficit | | (2,700) | | (3,399) |
| Accumulated other comprehensive loss | | (4,404) | | (4,373) |
| **Total Aon shareholders' deficit** | | (133) | | (826) |
| Noncontrolling interests | | 105 | | 84 |
| **Total deficit** | | (28) | | (742) |
| **Total liabilities and equity (deficit)** | $ | 40,767 | $ | 33,959 |

See accompanying Notes to Condensed Consolidated Financial Statements (Unaudited).

*Aon plc*
**Condensed Consolidated Statements of Shareholders' Equity (Deficit)**
**(Unaudited)**

| *(millions)* | Shares | Ordinary Shares and Additional Paid-in Capital | Accumulated Deficit | Accumulated Other Comprehensive Loss, Net of Tax | Non-controlling Interests | Total |
|---|---|---|---|---|---|---|
| **Balance at January 1, 2024** | 198.6 | $ 6,946 | $ (3,399) | $ (4,373) | $ 84 | $ (742) |
| Net income | — | — | 1,071 | — | 22 | 1,093 |
| Shares issued - employee stock compensation plans | 0.8 | (104) | — | — | — | (104) |
| Shares repurchased | (0.8) | — | (250) | — | — | (250) |
| Share-based compensation expense | — | 130 | — | — | — | 130 |
| Dividends to shareholders ($0.615 per share) | — | — | (122) | — | — | (122) |
| Net change in fair value of financial instruments | — | — | — | 75 | — | 75 |
| Net foreign currency translation adjustments | — | — | — | (132) | — | (132) |
| Net postretirement benefit obligation | — | — | — | 26 | — | 26 |
| Purchases of subsidiary shares from noncontrolling interests | — | (1) | — | — | — | (1) |
| Dividends paid to noncontrolling interests on subsidiary common stock | — | — | — | — | (1) | (1) |
| **Balance at March 31, 2024** | 198.6 | $ 6,971 | $ (2,700) | $ (4,404) | $ 105 | $ (28) |

| *(millions)* | Shares | Ordinary Shares and Additional Paid-in Capital | Accumulated Deficit | Accumulated Other Comprehensive Loss, Net of Tax | Non-controlling Interests | Total |
|---|---|---|---|---|---|---|
| **Balance at January 1, 2023** | 205.4 | $ 6,866 | $ (2,772) | $ (4,623) | $ 100 | $ (429) |
| Net income | — | — | 1,050 | — | 29 | 1,079 |
| Shares issued - employee stock compensation plans | 0.9 | (131) | (1) | — | — | (132) |
| Shares repurchased | (1.8) | — | (550) | — | — | (550) |
| Share-based compensation expense | — | 127 | — | — | — | 127 |
| Dividends to shareholders ($0.56 per share) | — | — | (115) | — | — | (115) |
| Net change in fair value of financial instruments | — | — | — | 3 | — | 3 |
| Net foreign currency translation adjustments | — | — | — | 54 | — | 54 |
| Net postretirement benefit obligation | — | — | — | 22 | — | 22 |
| Dividends paid to noncontrolling interests on subsidiary common stock | — | — | — | — | (1) | (1) |
| **Balance at March 31, 2023** | 204.5 | $ 6,862 | $ (2,388) | $ (4,544) | $ 128 | $ 58 |

See accompanying Notes to Condensed Consolidated Financial Statements (Unaudited).

*Aon plc*
**Condensed Consolidated Statements of Cash Flows**
**(Unaudited)**

| *(millions)* | Three Months Ended March 31, 2024 | 2023 |
|---|---|---|
| **Cash flows from operating activities** | | |
| Net income | $ 1,093 | $ 1,079 |
| Adjustments to reconcile net income to cash provided by operating activities: | | |
| Depreciation of fixed assets | 44 | 38 |
| Amortization and impairment of intangible assets | 16 | 25 |
| Share-based compensation expense | 130 | 127 |
| Deferred income taxes | (76) | (70) |
| Other, net | (82) | — |
| Change in assets and liabilities: | | |
| Receivables, net | (826) | (664) |
| Accounts payable and accrued liabilities | (343) | (443) |
| Accelerating Aon United Program liabilities | 34 | — |
| Current income taxes | 163 | 126 |
| Pension, other postretirement and postemployment liabilities | (12) | (9) |
| Other assets and liabilities | 168 | 234 |
| **Cash provided by operating activities** | 309 | 443 |
| **Cash flows from investing activities** | | |
| Proceeds from investments | 118 | 13 |
| Purchases of investments | (56) | (11) |
| Net sales (purchases) of short-term investments - non fiduciary | (5,046) | 280 |
| Acquisition of businesses, net of cash and funds held on behalf of clients | (4) | (2) |
| Sale of businesses, net of cash and funds held on behalf of clients | 75 | 1 |
| Capital expenditures | (48) | (76) |
| **Cash provided by (used for) investing activities** | (4,961) | 205 |
| **Cash flows from financing activities** | | |
| Share repurchase | (250) | (550) |
| Proceeds from issuance of shares | 25 | 25 |
| Cash paid for employee taxes on withholding shares | (130) | (157) |
| Commercial paper issuances, net of repayments | (591) | (173) |
| Issuance of debt | 5,942 | 744 |
| Increase in fiduciary liabilities, net of fiduciary receivables | 394 | 636 |
| Cash dividends to shareholders | (123) | (115) |
| Noncontrolling interests and other financing activities | (6) | (6) |
| **Cash provided by financing activities** | 5,261 | 404 |
| Effect of exchange rates on cash and cash equivalents and funds held on behalf of clients | (146) | 58 |
| Net increase in cash and cash equivalents and funds held on behalf of clients | 463 | 1,110 |
| Cash, cash equivalents and funds held on behalf of clients at beginning of period | 7,722 | 7,076 |
| **Cash, cash equivalents and funds held on behalf of clients at end of period** | $ 8,185 | $ 8,186 |
| **Reconciliation of cash and cash equivalents and funds held on behalf of clients:** | | |
| Cash and cash equivalents | $ 995 | $ 1,119 |
| Cash and cash equivalents and funds held on behalf of clients classified as held for sale | 73 | — |
| Funds held on behalf of clients | 7,117 | 7,067 |
| Total cash and cash equivalents and funds held on behalf of clients | $ 8,185 | $ 8,186 |
| **Supplemental disclosures:** | | |
| Interest paid | $ 95 | $ 79 |
| Income taxes paid, net of refunds | $ 244 | $ 206 |

See accompanying Notes to Condensed Consolidated Financial Statements (Unaudited).

**Notes to Condensed Consolidated Financial Statements (Unaudited)**

## 1. Basis of Presentation

The accompanying Condensed Consolidated Financial Statements and Notes thereto have been prepared in accordance with U.S. GAAP. The Condensed Consolidated Financial Statements include the accounts of Aon plc and all of its controlled subsidiaries ("Aon" or the "Company"). Intercompany accounts and transactions have been eliminated. The Condensed Consolidated Financial Statements include, in the opinion of management, all adjustments (consisting of normal recurring adjustments and reclassifications) necessary to present fairly the Company's consolidated financial position, results of operations, and cash flows for all periods presented.

Certain information and disclosures normally included in the Consolidated Financial Statements prepared in accordance with U.S. GAAP have been condensed or omitted. The Condensed Consolidated Financial Statements should be read in conjunction with the Consolidated Financial Statements and Notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2023. The results for the three months ended March 31, 2024 are not necessarily indicative of operating results that may be expected for the full year ending December 31, 2024.

***Use of Estimates***

The preparation of the accompanying Condensed Consolidated Financial Statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the Condensed Consolidated Financial Statements, and the reported amounts of reserves and expenses. These estimates and assumptions are based on management's best estimates and judgments. Management evaluates its estimates and assumptions on an ongoing basis using historical experience and other factors, including the current economic environment. Management believes its estimates to be reasonable given the current facts available. Aon adjusts such estimates and assumptions when facts and circumstances dictate. Illiquid credit markets, volatile equity markets, and foreign currency exchange rate movements increase the uncertainty inherent in such estimates and assumptions. As future events and their effects cannot be determined with precision, actual results could differ significantly from these estimates. Changes in estimates resulting from continuing changes in the economic environment would, if applicable, be reflected in the Condensed Consolidated Financial Statements in future periods.

## 2. Accounting Principles and Practices

**New Accounting Pronouncements**

***Accounting Standards Issued But Not Yet Adopted***

*Improvements to Reportable Segment Disclosures*

In November 2023, the FASB issued new accounting guidance, requiring new segment disclosures under ASC 280, *Segment Reporting,* including disclosure of significant segment expense categories and amounts that are regularly reported to the CODM and included in the segment's profit or loss. Additionally, all disclosure requirements under ASC 280, including new requirements under this new guidance, will be required on an interim basis. The new guidance is effective for Aon for the year ended December 31, 2024 and interim periods thereafter, with early adoption permitted. An entity will apply the new guidance on a retrospective basis for all periods presented. The Company is currently evaluating the impact the guidance will have on the Notes to Consolidated Financial Statements.

*Improvements to Income Tax Disclosures*

In December 2023, the FASB issued new accounting guidance under ASC 740, *Income Taxes,* which requires additional income tax disclosures on an annual basis, including disaggregation of information presented within the reconciliation of the expected tax to the reported tax by specific categories, with certain reconciling items 5% or greater broken out by nature and/or jurisdiction. The new guidance also requires disclosure of income taxes paid, net of refunds, broken out by federal, state/local, and foreign, including disclosure of individual jurisdictions when greater than 5% of total net income taxes paid. The new guidance is effective for Aon for the year ended December 31, 2025, with early adoption permitted. The Company is evaluating the period of adoption and transition approach, as well as the impact the disclosures will have on the Notes to Consolidated Financial Statements.

**Securities and Exchange Commission Final Rules**

*The Enhancement and Standardization of Climate-Related Disclosures for Investors*

In March 2024, the SEC adopted final rules to enhance and standardize climate-related disclosures. The final rules will require the Company to provide certain climate-related information in Item 7, *Management's Discussion and Analysis* regarding material climate-related risks, activities to mitigate or adapt to such risks, information regarding oversight and management of climate-related risks, information on climate-related targets or goals, and disclosure of Scope 1 and 2 greenhouse gas ("GHG") emissions. Additionally, within the Notes to Consolidated Financial Statements, the Company will be required to disclose the financial statement effects of severe weather events and other natural conditions. The final rules are effective for Aon for the year-ended December 31, 2025, with the exception of GHG emissions disclosures which are effective for Aon for the year-ended December 31, 2026. After the adoption of the final rules, the final rules became subject to several legal challenges, and on April 4, 2024 the SEC voluntarily stayed the final rules pending judicial review. The Company is currently evaluating the impact that the guidance will have on our disclosures and will monitor the judicial process for impacts on the disclosure requirements.

## 3. Revenue from Contracts with Customers

***Disaggregation of Revenue***

The following table summarizes revenue from contracts with customers by principal service line (in millions):

| | Three Months Ended March 31, 2024 | Three Months Ended March 31, 2023 |
|---|---|---|
| Commercial Risk Solutions | $ 1,808 | $ 1,778 |
| Reinsurance Solutions | 1,167 | 1,077 |
| Health Solutions | 733 | 671 |
| Wealth Solutions | 370 | 350 |
| Eliminations | (8) | (5) |
| Total revenue | $ 4,070 | $ 3,871 |

Consolidated revenue from contracts with customers by geographic area, which is attributed on the basis of where the services are performed, is as follows (in millions):

| | Three Months Ended March 31, 2024 | Three Months Ended March 31, 2023 |
|---|---|---|
| United States | $ 1,512 | $ 1,495 |
| Americas other than United States | 323 | 301 |
| United Kingdom | 583 | 554 |
| Ireland | 33 | 30 |
| Europe, Middle East, & Africa other than United Kingdom and Ireland | 1,209 | 1,102 |
| Asia Pacific | 410 | 389 |
| Total revenue | $ 4,070 | $ 3,871 |

***Contract Costs***

An analysis of the changes in the net carrying amount of costs to fulfill contracts with customers are as follows (in millions):

| | Three Months Ended March 31, | |
|---|---|---|
| | **2024** | **2023** |
| Balance at beginning of period | $ 370 | $ 355 |
| Additions | 380 | 362 |
| Amortization | (478) | (462) |
| Impairment | — | — |
| Foreign currency translation and other | (3) | 2 |
| Balance at end of period | $ 269 | $ 257 |

An analysis of the changes in the net carrying amount of costs to obtain contracts with customers are as follows (in millions):

| | Three Months Ended March 31, | |
|---|---|---|
| | **2024** | **2023** |
| Balance at beginning of period | $ 195 | $ 185 |
| Additions | 14 | 10 |
| Amortization | (13) | (12) |
| Impairment | — | — |
| Foreign currency translation and other | (2) | — |
| Balance at end of period | $ 194 | $ 183 |

## 4. Accelerating Aon United Program

In the third quarter of 2023, Aon initiated a three-year restructuring program called the Accelerating Aon United Program (the "Program") with the purpose of streamlining the Company's technology infrastructure, optimizing its leadership structure and resource alignment, and reducing the real estate footprint to align to its hybrid working strategy. The Program will include technology-related costs to facilitate streamlining and simplifying operations, headcount reduction costs, and costs associated with asset impairments, including real estate consolidation and technology costs.

Program charges are recognized within Accelerating Aon United Program expenses on the accompanying Condensed Consolidated Statements of Income and consists of the following cost activities:

- *Technology and other* – includes costs associated with actions taken to rationalize certain applications and to optimize technology across the Company. These costs may include contract termination fees and other non-capitalizable costs associated with Program initiatives, which include professional service fees.
- *Workforce optimization* – includes costs associated with headcount reduction and other separation-related costs.
- *Asset impairments* – includes non-cash costs associated with impairment of assets, as they are identified, including ROU lease assets, leasehold improvements, and other capitalized assets no longer providing economic benefit.

The Program is currently expected to result in cumulative costs of approximately $1.0 billion, consisting of approximately $900 million of cash charges and approximately $100 million of non-cash charges. For the three months ended March 31, 2024, total Program costs incurred were $119 million. The Company expects to continue to review the implementation of elements of the Program throughout the course of the Program and, therefore, there may be changes to expected timing, estimates of expected costs, and related savings.

The Company's unpaid liabilities for charges under the Program are generally included in Accounts payable and accrued liabilities in the Condensed Consolidated Statements of Financial Position.

The changes in the Company's liabilities for the Program as of March 31, 2024 are as follows (in millions):

| | Technology and other | Workforce optimization | Asset impairments | Total |
|---|---|---|---|---|
| Liability Balance as of January 1, 2024 | $ 14 | $ 86 | $ — | $ 100 |
| Charges | 19 | 64 | 36 | 119 |
| Cash payments | (12) | (25) | — | (37) |
| Foreign currency translation and other | — | (1) | — | (1) |
| Non-cash charges | (7) | (5) | (36) | (48) |
| Liability balance as of March 31, 2024 | $ 14 | $ 119 | $ — | $ 133 |
| Total costs incurred from inception to date | $ 33 | $ 167 | $ 54 | $ 254 |

## 5. Cash and Cash Equivalents and Short-Term Investments

Cash and cash equivalents include cash balances and all highly liquid instruments with initial maturities of three months or less. Short-term investments consist of money market funds. The estimated fair value of Cash and cash equivalents and Short-term investments approximates their carrying values.

At March 31, 2024, Cash and cash equivalents and Short-term investments were $6.4 billion compared to $1.1 billion at December 31, 2023, an increase of $5.3 billion primarily related to net proceeds from debt offerings to be used for general corporate purposes, including to fund the acquisition of NFP. Refer to Note 9 "Debt" for further information. Of the total balances, $112 million and $120 million were restricted as to their use at March 31, 2024 and December 31, 2023, respectively. Included within Short-term investments as of March 31, 2024 and December 31, 2023, were £55 million ($70 million at March 31, 2024 exchange rates) and £63 million ($80 million at December 31, 2023 exchange rates), respectively, of operating funds required to be held by the Company in the U.K. by the FCA, a U.K.-based regulator.

## 6. Other Financial Data

**Condensed Consolidated Statements of Income Information**

***Other Income (Expense)***

Other income (expense) consists of the following (in millions):

| | Three Months Ended March 31, | |
|---|---|---|
| | 2024 | 2023 |
| Foreign currency remeasurement | 4 | (19) |
| Equity earnings | 2 | 3 |
| Pension and other postretirement | (10) | (17) |
| Financial instruments and other (1) | 79 | 8 |
| Total | $ 75 | $ (25) |

(1) For the period ended March 31, 2024, an $82 million gain was recognized related to deferred consideration from the affiliates of The Blackstone Group L.P and the other designated purchasers related to a divestiture completed in a prior year period, refer to Note 7, "Acquisitions and Dispositions of Businesses" for additional information.

## Condensed Consolidated Statements of Financial Position Information

### *Allowance for Doubtful Accounts*

Changes in the net carrying amount of allowance for doubtful accounts are as follows (in millions):

| | Three Months Ended March 31, | |
|---|---|---|
| | 2024 | 2023 |
| Balance at beginning of period | $ 79 | $ 76 |
| Provision | 5 | 7 |
| Accounts written off, net of recoveries | (2) | — |
| Foreign currency translation and other | (1) | — |
| Balance at end of period | $ 81 | $ 83 |

### *Other Current Assets*

The components of Other current assets are as follows (in millions):

| As of | March 31, 2024 | December 31, 2023 |
|---|---|---|
| Assets held for sale [(1)] | $ 446 | $ 354 |
| Costs to fulfill contracts with customers [(2)] | 269 | 370 |
| Prepaid expenses | 128 | 100 |
| Taxes receivable | 19 | 35 |
| Other | 158 | 137 |
| Total | $ 1,020 | $ 996 |

(1) Refer to Note 7 "Acquisitions and Dispositions of Businesses" for further information.
(2) Refer to Note 3 "Revenue from Contracts with Customers" for further information.

### *Other Non-Current Assets*

The components of Other non-current assets are as follows (in millions):

| As of | March 31, 2024 | December 31, 2023 |
|---|---|---|
| Costs to obtain contracts with customers [(1)] | $ 194 | $ 195 |
| Taxes receivable | 98 | 100 |
| Investments | 80 | 45 |
| Leases | 21 | 26 |
| Other | 132 | 140 |
| Total | $ 525 | $ 506 |

(1) Refer to Note 3 "Revenue from Contracts with Customers" for further information.

***Other Current Liabilities***

The components of Other current liabilities are as follows (in millions):

| As of | March 31, 2024 | December 31, 2023 |
|---|---|---|
| Taxes payable | $ 397 | $ 291 |
| Deferred revenue (1) | 360 | 270 |
| Leases | 179 | 182 |
| Liabilities held for sale (2) | 129 | 69 |
| Other | 1,081 | 1,066 |
| Total | $ 2,146 | $ 1,878 |

(1) During the three months ended March 31, 2024, revenue of $179 million was recognized in the Condensed Consolidated Statements of Income. During the three months ended March 31, 2023, revenue of $167 million was recognized in the Condensed Consolidated Statements of Income.
(2) Refer to Note 7 "Acquisitions and Dispositions of Businesses" for further information.

***Other Non-Current Liabilities***

The components of Other non-current liabilities are as follows (in millions):

| As of | March 31, 2024 | December 31, 2023 |
|---|---|---|
| Taxes payable (1) | $ 866 | $ 827 |
| Compensation and benefits | 55 | 59 |
| Deferred revenue | 31 | 33 |
| Leases | 5 | 10 |
| Other | 146 | 145 |
| Total | $ 1,103 | $ 1,074 |

(1) Includes $72 million for the non-current portion of the one-time mandatory transition tax on accumulated foreign earnings as of March 31, 2024 and December 31, 2023.

## 7. Acquisitions and Dispositions of Businesses

***Completed Acquisitions***

The Company completed no acquisitions during the three months ended March 31, 2024 and no acquisitions during the three months ended March 31, 2023.

*2023 Acquisitions*

On November 30, 2023, the Company completed the acquisition of 100% of the share capital of Gi&Bi S.r.l., an Italy-based insurance broker specialized in the agricultural business segment.

On August 30, 2023, the Company completed the acquisition of 100% of the share capital of NGS (Uruguay) S.A., a risk management consultant firm in Uruguay.

On June 22, 2023, the Company completed the acquisition of 100% of the share capital of Benefits Corredores de Seguros and Asesorías e Inversiones Benefits, a business that provides health and benefits brokerage and benefit administration in Chile.

***Completed Dispositions***

The Company completed one disposition during the three months ended March 31, 2024 and no dispositions during the three months ended March 31, 2023.

There were no pretax gains recognized related to dispositions for the three months ended March 31, 2024 or 2023, respectively. Gains recognized as a result of a disposition are included in Other income (expense) in the Condensed Consolidated Statements of Income. There were no losses recognized for the three months ended March 31, 2024 or 2023, respectively.

***Assets and Liabilities Held for Sale***

As of March 31, 2024, Aon classified certain assets and liabilities as held for sale, as the Company has committed to a plan to sell the assets and liabilities within one year. Total assets and liabilities, for disposal groups classified as held for sale within

Other current assets and Other current liabilities in the Condensed Consolidated Statements of Financial Position were $446 million and $129 million, respectively. Of the $446 million total assets classified as held for sale, $156 million relate to intangible assets.

***Other Significant Activity***

On May 1, 2017, the Company completed the sale of the benefits administration and business process outsourcing business (the "Divested Business") to an entity controlled by affiliates of The Blackstone Group L.P. (the "Buyer") and certain designated purchases that are direct or indirect subsidiaries of the Buyer. The Buyer purchased all of the outstanding equity interests of the Divested Business, plus certain related assets and liabilities for a purchase price of $4.3 billion in cash paid at closing and deferred consideration of up to $500 million. In the first quarter of 2024, the Company earned $82 million of deferred consideration from the Buyer and the other designated purchasers.

## 8. Goodwill and Other Intangible Assets

The changes in the net carrying amount of goodwill for the three months ended March 31, 2024 are as follows (in millions):

| | |
|---|---|
| Balance as of December 31, 2023 | $ 8,414 |
| Foreign currency translation and other | (112) |
| Balance as of March 31, 2024 | $ 8,302 |

Other intangible assets by asset class are as follows (in millions):

| | March 31, 2024 | | | December 31, 2023 | | |
|---|---|---|---|---|---|---|
| | Gross Carrying Amount | Accumulated Amortization and Impairment | Net Carrying Amount | Gross Carrying Amount | Accumulated Amortization and Impairment | Net Carrying Amount |
| Customer-related and contract-based | $ 1,857 | $ 1,683 | $ 174 | $ 1,873 | $ 1,686 | $ 187 |
| Technology and other | 367 | 324 | 43 | 371 | 324 | 47 |
| Total | $ 2,224 | $ 2,007 | $ 217 | $ 2,244 | $ 2,010 | $ 234 |

The estimated future amortization for finite-lived intangible assets as of March 31, 2024 is as follows (in millions):

| | |
|---|---|
| Remainder of 2024 | $ 52 |
| 2025 | 55 |
| 2026 | 34 |
| 2027 | 22 |
| 2028 | 17 |
| 2029 | 12 |
| Thereafter | 25 |
| Total | $ 217 |

## 9. Debt

***Notes***

On March 1, 2024, Aon North America, Inc. issued $600 million 5.125% Senior Notes due in March 2027, $1 billion 5.150% Senior Notes due in March 2029, $650 million 5.300% Senior Notes due in March 2031, $1.75 billion 5.450% Senior Notes due in March 2034, and $2 billion 5.750% Senior Notes due in March 2054, totaling to an aggregate amount of $6 billion. The Company intends to use the net proceeds from the offering for general corporate purposes, including a portion of which that was used, together with the proceeds of the delayed draw term loan available under the credit agreement entered into on February 16, 2024 described below, to pay a portion of the cash consideration in connection with the acquisition of NFP, to repay certain debt of NFP and to pay related fees and expenses.

On February 16, 2024, Aon North America, Inc. entered into a credit agreement in which lenders committed to provide a $2 billion delayed draw term loan, which was subsequently drawn on April 25, 2024. The Company intends to use proceeds, together with the proceeds of the notes issued on March 1, 2024 described above, to pay a portion of the cash consideration in connection with the NFP acquisition, to repay certain debt of NFP and to pay related fees and expenses.

In November 2023, Aon Global Limited's $350 million 4.00% Senior Notes matured and were repaid in full.

In June 2023, Aon Global Limited's $600 million 3.50% Senior Notes due June 2024 were classified as Short-term debt and current portion of long-term debt in the Condensed Consolidated Statement of Financial Position as the date of maturity is in less than one year.

On February 28, 2023, Aon Corporation, a Delaware corporation, and Aon Global Holdings plc, a public limited company formed under the laws of England and Wales, both wholly owned subsidiaries of the Company, co-issued $750 million 5.35% Senior Notes due in February 2033. The Company intends to use the net proceeds from the offering for general corporate purposes.

***Revolving Credit Facilities***

As of March 31, 2024, Aon had two primary committed credit facilities outstanding: its $1.0 billion multi-currency U.S. credit facility expiring in September 2027 and its $1.0 billion multi-currency U.S. credit facility expiring in October 2028. In aggregate, these two facilities provide $2.0 billion in available credit.

Each of these primary committed credit facilities and the delayed draw term loan includes customary representations, warranties, and covenants, including financial covenants that require Aon to maintain specified ratios of adjusted consolidated EBITDA to consolidated interest expense and consolidated debt to adjusted consolidated EBITDA, in each case, tested quarterly. Aon did not have borrowings under either of these primary committed credit facilities nor the delayed draw term loan as of March 31, 2024 and December 31, 2023, respectively. Additionally, Aon was in compliance with the financial covenants and all other covenants contained therein during the rolling 12 months ended March 31, 2024.

***Commercial Paper***

Aon Corporation has established a U.S. commercial paper program (the "U.S. Program") and Aon Global Holdings plc has established a European multi-currency commercial paper program (the "European Program" and, together with the U.S. Program, the "Commercial Paper Program"). Commercial paper may be issued in aggregate principal amounts of up to approximately $1.3 billion under the U.S. Program and €625 million ($677 million at March 31, 2024 exchange rates) under the European Program, not to exceed the amount of the Company's committed credit facilities, which was $2.0 billion at March 31, 2024. The aggregate capacity of the Commercial Paper Program remains fully backed by the Company's committed credit facilities. The U.S. Program was fully and unconditionally guaranteed by Aon plc, Aon Global Limited, Aon North America, Inc., and Aon Global Holdings plc and the European Program was fully and unconditionally guaranteed by Aon plc, Aon Global Limited, Aon North America, Inc., and Aon Corporation.

Commercial paper outstanding, which is included in Short-term debt and current portion of long-term debt in the Condensed Consolidated Statements of Financial Position, is as follows (in millions):

| | March 31, 2024 | December 31, 2023 |
|---|---|---|
| Commercial paper outstanding | $ — | $ 597 |

The weighted average commercial paper outstanding and its related interest rates are as follows (in millions, except percentages):

| | Three Months Ended March 31, | |
|---|---|---|
| | 2024 | 2023 |
| Weighted average commercial paper outstanding | $ 381 | $ 393 |
| Weighted average interest rate of commercial paper outstanding | 5.65 % | 3.38 % |

## 10. Income Taxes

The effective tax rate on Net income was 23.2% for the three months ended March 31, 2024. The effective tax rate on Net income was 19.6% for the three months ended March 31, 2023.

For the three months ended March 31, 2024, the tax rate was primarily driven by the geographical distribution of income and certain discrete items, including the favorable impact of share-based payments offset by the unfavorable impact of discrete items.

For the three months ended March 31, 2023, the tax rate was primarily driven by the geographical distribution of income and certain discrete items, primarily the favorable impacts of share-based payments.

## 11. Shareholders' Equity (Deficit)

***Ordinary Shares***

Aon has a share repurchase program authorized by the Company's Board of Directors ("the Repurchase Program"). The Repurchase Program was established in April 2012 with $5.0 billion in authorized repurchases, and was increased by $5.0 billion in authorized repurchases in each of November 2014, June 2017, and November 2020, and by $7.5 billion in February 2022 for a total of $27.5 billion in repurchase authorizations.

Under the Repurchase Program, the Company's class A ordinary shares may be repurchased through the open market or in privately negotiated transactions, from time to time, based on prevailing market conditions, and will be funded from available capital.

The following table summarizes the Company's share repurchase activity (in millions, except per share data):

| | Three Months Ended March 31, 2024 | Three Months Ended March 31, 2023 |
|---|---|---|
| Shares repurchased | 0.8 | 1.8 |
| Average price per share | $ 310.56 | $ 305.31 |
| Repurchase costs recorded to accumulated deficit | $ 250 | $ 550 |

At March 31, 2024, the remaining authorized amount for share repurchases under the Repurchase Program was approximately $3.1 billion. Under the Repurchase Program, the Company has repurchased a total of 169.9 million shares for an aggregate cost of approximately $24.4 billion.

***Weighted Average Ordinary Shares***

Weighted average ordinary shares outstanding are as follows (in millions):

| | Three Months Ended March 31, 2024 | Three Months Ended March 31, 2023 |
|---|---|---|
| Basic weighted average ordinary shares outstanding | 199.1 | 206.1 |
| Dilutive effect of potentially issuable shares | 1.0 | 1.0 |
| Diluted weighted average ordinary shares outstanding | 200.1 | 207.1 |

Potentially issuable shares are not included in the computation of Diluted net income per share attributable to Aon shareholders if their inclusion would be antidilutive. There were 0.1 million shares excluded from the calculation for the three months ended March 31, 2024 and no shares excluded from the calculation for the three months ended March 31, 2023.

***Accumulated Other Comprehensive Loss***

Changes in Accumulated other comprehensive loss by component, net of related tax, are as follows (in millions):

| | Change in Fair Value of Financial Instruments (1) | Foreign Currency Translation Adjustments | Postretirement Benefit Obligation (2) | Total |
|---|---|---|---|---|
| Balance at December 31, 2023 | $ 2 | $ (1,584) | $ (2,791) | $ (4,373) |
| Other comprehensive income (loss) before reclassifications, net | 72 | (132) | — | (60) |
| Amounts reclassified from accumulated other comprehensive income | | | | |
| Amounts reclassified from accumulated other comprehensive income | 4 | — | 35 | 39 |
| Tax expense | (1) | — | (9) | (10) |
| Amounts reclassified from accumulated other comprehensive income, net | 3 | — | 26 | 29 |
| Net current period other comprehensive income (loss) | 75 | (132) | 26 | (31) |
| Balance at March 31, 2024 | $ 77 | $ (1,716) | $ (2,765) | $ (4,404) |

| | Change in Fair Value of Financial Instruments (1) | Foreign Currency Translation Adjustments | Postretirement Benefit Obligation (2) | Total |
|---|---|---|---|---|
| Balance at December 31, 2022 | $ (11) | $ (1,861) | $ (2,751) | $ (4,623) |
| Other comprehensive income (loss) before reclassifications, net | — | 54 | (1) | 53 |
| Amounts reclassified from accumulated other comprehensive income | | | | |
| Amounts reclassified from accumulated other comprehensive income | 5 | — | 32 | 37 |
| Tax expense | (2) | — | (9) | (11) |
| Amounts reclassified from accumulated other comprehensive income, net | 3 | — | 23 | 26 |
| Net current period other comprehensive income (loss) | 3 | 54 | 22 | 79 |
| Balance at March 31, 2023 | $ (8) | $ (1,807) | $ (2,729) | $ (4,544) |

(1) Reclassifications from this category included in Accumulated other comprehensive loss are recorded in Total revenue, Interest expense, and Compensation and benefits in the Condensed Consolidated Statements of Income. Refer to Note 13 “Derivatives and Hedging” for further information regarding the Company’s derivative and hedging activity.

(2) Reclassifications from this category included in Accumulated other comprehensive loss are recorded in Other income (expense) in the Condensed Consolidated Statements of Income.

## 12. Employee Benefits

The following table provides the components of the net periodic (benefit) cost recognized in the Condensed Consolidated Statements of Income for Aon’s significant U.K., U.S., and other major pension plans, which are located in the Netherlands and Canada. Service cost is reported in Compensation and benefits and all other components are reported in Other income (expense) as follows (in millions):

| | Three Months Ended March 31, | | | | | |
|---|---|---|---|---|---|---|
| | U.K. | | U.S. | | Other | |
| | 2024 | 2023 | 2024 | 2023 | 2024 | 2023 |
| Service cost | $ — | $ — | $ — | $ — | $ — | $ — |
| Interest cost | 35 | 36 | 23 | 26 | 9 | 10 |
| Expected return on plan assets, net of administration expenses | (47) | (46) | (33) | (30) | (13) | (12) |
| Amortization of prior-service cost | 1 | — | — | — | — | — |
| Amortization of net actuarial loss | 20 | 18 | 7 | 9 | 3 | 3 |
| Net periodic (benefit) cost | 9 | 8 | (3) | 5 | (1) | 1 |
| Loss on pension settlement | — | — | — | — | — | — |
| Total net periodic (benefit) cost | $ 9 | $ 8 | $ (3) | $ 5 | $ (1) | $ 1 |

***Contributions***

Assuming no additional contributions are agreed to with, or required by, the pension plan trustees, the Company expects to make total cash contributions of approximately $2 million, $53 million, and $13 million (at December 31, 2023 exchange rates) to its significant U.K., U.S., and other major pension plans, respectively, during 2024. The following table summarizes contributions made to the Company’s significant pension plans (in millions):

| | Three Months Ended March 31, | |
|---|---|---|
| | 2024 | 2023 |
| Contributions to U.K. pension plans | $ 1 | $ 1 |
| Contributions to U.S. pension plans | 14 | 16 |
| Contributions to other major pension plans | 2 | 6 |
| Total contributions | $ 17 | $ 23 |

## 13. Derivatives and Hedging

The Company is exposed to market risks, including changes in foreign currency exchange rates and interest rates. To manage the risk related to these exposures, the Company enters into various derivative instruments that reduce these risks by creating offsetting exposures. The Company does not enter into derivative transactions for trading or speculative purposes.

***Foreign Exchange Risk Management***

The Company is exposed to foreign exchange risk when it earns revenues, pays expenses, enters into monetary intercompany transfers or other transactions denominated in a currency that differs from its functional currency. The Company uses foreign exchange derivatives, typically forward contracts, options and cross currency swaps, to reduce its overall exposure to the effects of currency fluctuations on cash flows. These exposures are hedged, on average, for less than two years. These derivatives are accounted for as hedges, and changes in fair value are recorded each period in Other comprehensive income (loss) in the Condensed Consolidated Statements of Comprehensive Income.

The Company also uses foreign exchange derivatives, typically forward contracts and options, to economically hedge the currency exposure of the Company’s global liquidity profile, including monetary assets or liabilities that are denominated in a non-functional currency of an entity, typically on a rolling 90-day basis, but may be for up to one year in the future. These derivatives are not accounted for as hedges, and changes in fair value are recorded each period in Other income (expense) in the Condensed Consolidated Statements of Income.

The notional and fair values of derivative instruments are as follows (in millions):

| | Notional Amount | | Net Amount of Derivative Assets Presented in the Statements of Financial Position (1) | | Net Amount of Derivative Liabilities Presented in the Statements of Financial Position (2) | |
|---|---|---|---|---|---|---|
| | March 31, 2024 | December 31, 2023 | March 31, 2024 | December 31, 2023 | March 31, 2024 | December 31, 2023 |
| Foreign exchange contracts | | | | | | |
| Accounted for as hedges | $ 736 | $ 1,724 | $ 36 | $ 34 | $ — | $ 2 |
| Not accounted for as hedges (3) | 459 | 382 | 1 | 2 | — | 1 |
| Total | $ 1,195 | $ 2,106 | $ 37 | $ 36 | $ — | $ 3 |

(1) Included within Other current assets ($19 million at March 31, 2024 and $17 million at December 31, 2023) or Other non-current assets ($18 million at March 31, 2024 and $19 million at December 31, 2023).
(2) Included within Other current liabilities ($3 million at December 31, 2023).
(3) These contracts typically are for 90-day durations and executed close to the last day of the most recent reporting month, thereby resulting in nominal fair values at the balance sheet date.

The amounts of derivative gains recognized in the Condensed Consolidated Financial Statements are as follows (in millions):

| | Three Months Ended March 31, 2024 | Three Months Ended March 31, 2023 |
|---|---|---|
| Gain recognized in Accumulated other comprehensive loss | $ 97 | $ — |

The amounts of derivative losses reclassified from Accumulated other comprehensive loss to the Condensed Consolidated Statements of Income are as follows (in millions):

| | Three Months Ended March 31, 2024 | Three Months Ended March 31, 2023 |
|---|---|---|
| Losses recognized in Total revenue | $ (4) | $ (5) |

The Company estimates that approximately $2 million of pretax gains currently included within Accumulated other comprehensive loss will be reclassified into earnings in the next twelve months.

During the three months ended March 31, 2024 and March 31, 2023, the Company recorded a loss of $3 million and gain of $9 million, respectively, in Other income (expense) for foreign exchange derivatives not designated or qualifying as hedges.

## 14. Fair Value Measurements and Financial Instruments

Accounting standards establish a three tier fair value hierarchy that prioritizes the inputs used in measuring fair values as follows:

- Level 1 — observable inputs such as quoted prices for identical assets in active markets;
- Level 2 — inputs other than quoted prices for identical assets in active markets, that are observable either directly or indirectly; and
- Level 3 — unobservable inputs in which there is little or no market data which requires the use of valuation techniques and the development of assumptions.

The following methods and assumptions are used to estimate the fair values of the Company's financial instruments:

*Money market funds* consist of institutional prime, treasury, and government money market funds. The Company reviews treasury and government money market funds to obtain reasonable assurance that the fund net asset value is $1 per share, and reviews the floating net asset value of institutional prime money market funds for reasonableness.

*Equity investments* consist of equity securities and equity derivatives valued using the closing stock price on a national securities exchange. Over-the-counter equity derivatives are valued using observable inputs such as underlying prices of the underlying security and volatility. On a sample basis, the Company reviews the listing of Level 1 equity securities in the portfolio, agrees the closing stock prices to a national securities exchange, and independently verifies the observable inputs for Level 2 equity derivatives and securities.

*Fixed income investments* consist of certain categories of bonds and derivatives. Corporate, government, and agency bonds are valued by pricing vendors who estimate fair value using recently executed transactions and proprietary models based on observable inputs, such as interest rate spreads, yield curves, and credit risk. Asset-backed securities are valued by pricing vendors who estimate fair value using DCF models utilizing observable inputs based on trade and quote activity of securities with similar features. Fixed income derivatives are valued by pricing vendors using observable inputs such as interest rates and yield curves. The Company obtains an understanding of the models, inputs, and assumptions used in developing prices provided by its vendors through discussions with the fund managers. The Company independently verifies the observable inputs, as well as assesses assumptions used for reasonableness based on relevant market conditions and internal Company guidelines. If an assumption is deemed unreasonable, based on internal Company guidelines, it is then reviewed by management and the fair value estimate provided by the vendor is adjusted, if deemed appropriate. These adjustments do not occur frequently and historically are not material to the fair value estimates used in the Condensed Consolidated Financial Statements.

*Derivatives* are carried at fair value, based upon industry standard valuation techniques that use, where possible, current market-based or independently sourced pricing inputs, such as interest rates, currency exchange rates, or implied volatility.

*Debt* is carried at outstanding principal balance, less any unamortized issuance costs, discount or premium. Fair value is based on quoted market prices or estimates using DCF analyses based on current borrowing rates for similar types of borrowing arrangements.

The following tables present the categorization of the Company's assets and liabilities that are measured at fair value on a recurring basis at March 31, 2024 and December 31, 2023 (in millions):

| | | Fair Value Measurements Using | | |
|---|---|---|---|---|
| | **Balance at March 31, 2024** | **Quoted Prices in Active Markets for Identical Assets (Level 1)** | **Significant Other Observable Inputs (Level 2)** | **Significant Unobservable Inputs (Level 3)** |
| Assets | | | | |
| Money market funds (1) | $ 8,236 | $ 8,236 | $ — | $ — |
| Other investments | | | | |
| Government bonds | $ 1 | $ — | $ 1 | $ — |
| Derivatives (2) | | | | |
| Gross foreign exchange contracts | $ 58 | $ — | $ 58 | $ — |
| Liabilities | | | | |
| Derivatives (2) | | | | |
| Gross foreign exchange contracts | $ 22 | $ — | $ 22 | $ — |

| | | Fair Value Measurements Using | | |
|---|---|---|---|---|
| | Balance at December 31, 2023 | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| Assets | | | | |
| Money market funds [(1)] | $ 3,204 | $ 3,204 | $ — | $ — |
| Other investments | | | | |
| Government bonds | $ 1 | $ — | $ 1 | $ — |
| Derivatives [(2)] | | | | |
| Gross foreign exchange contracts | $ 49 | $ — | $ 49 | $ — |
| Liabilities | | | | |
| Derivatives [(2)] | | | | |
| Gross foreign exchange contracts | $ 16 | $ — | $ 16 | $ — |

(1) Included within Fiduciary assets or Short-term investments in the Condensed Consolidated Statements of Financial Position, depending on their nature and initial maturity.

(2) Refer to Note 13 "Derivatives and Hedging" for additional information regarding the Company's derivatives and hedging activity.

There were no transfers of assets or liabilities between fair value hierarchy levels in the three months ended March 31, 2024 or 2023. The Company recognized no realized or unrealized gains or losses in the Condensed Consolidated Statements of Income during the three months ended March 31, 2024 or 2023 related to assets and liabilities measured at fair value using unobservable inputs.

The fair value of debt is classified as Level 2 of the fair value hierarchy. The following table provides the carrying value and fair value for the Company's term debt (in millions):

| | March 31, 2024 | | December 31, 2023 | |
|---|---|---|---|---|
| | Carrying Value | Fair Value | Carrying Value | Fair Value |
| Current portion of long-term debt | $ 600 | $ 598 | $ 600 | $ 595 |
| Long-term debt | $ 15,916 | $ 15,151 | $ 9,995 | $ 9,223 |

## 15. Claims, Lawsuits, and Other Contingencies

***Legal***

Aon and its subsidiaries are subject to numerous claims, tax assessments, lawsuits, and proceedings that arise in the ordinary course of business, which frequently include E&O claims. The damages claimed in these matters are or may be substantial, including, in many instances, claims for punitive, treble, or extraordinary damages. While Aon maintains meaningful E&O insurance and other insurance programs to provide protection against certain losses that arise in such matters, Aon has exhausted or materially depleted its coverage under some of the policies that protect the Company and, consequently, is self-insured or materially self-insured for some claims, including coverage from Aon's self-insurance program. Accruals for these exposures, and related insurance receivables, when applicable, are included in the Condensed Consolidated Statements of Financial Position and have been recognized in Other general expense in the Condensed Consolidated Statements of Income to the extent that losses are deemed probable and are reasonably estimable. These amounts are adjusted from time to time as developments warrant. Matters that are not probable and reasonably estimable are not accrued for in the financial statements.

The Company's contingencies and exposures are subject to significant uncertainties, and the determination of likelihood of a loss and estimating any such loss can be complex. The Company is therefore, in certain matters, unable to estimate the range of reasonably possible loss. Although management at present believes that the ultimate outcome of such matters, individually or in the aggregate, will not have a material adverse effect on the consolidated financial position of Aon, legal proceedings are subject to inherent uncertainties and unfavorable rulings or other events. Unfavorable resolutions could include substantial monetary or punitive damages imposed on Aon or its subsidiaries. If unfavorable outcomes of these matters were to occur, future results of operations or cash flows for any particular quarterly or annual period could be materially adversely affected. Certain significant legal proceedings involving us or our subsidiaries are described below.

*Current Matters*

Aon faces legal action arising out of a fatal plane crash in November 2016. Aon U.K. Limited placed an aviation civil liability reinsurance policy for the Bolivian insurer of the airline. After the crash, the insurer determined that there was no coverage under the airline's insurance policy due to the airline's breach of various policy conditions. In November 2018, the owner of the aircraft filed a claim in Bolivia against Aon, the airline, the insurer and the insurance broker. The claim is for $16 million plus any liability the owner has to third parties. In November 2019, a federal prosecutor in Brazil filed a public civil action naming three Aon entities as defendants, along with the airline, the insurer and the lead reinsurer. That claim seeks pecuniary damages for families affected by the crash in the sum of $300 million; or, in the alternative, $50 million; or, in the alternative, $25 million; plus "moral damages" of an equivalent sum. Separately, in March 2020, the Brazilian Federal Senate invited Aon to give evidence to a Parliamentary Commission of Inquiry in an investigation into the accident. Aon cooperated with that inquiry. In August 2020, 43 individuals (surviving passengers and estates of the deceased) filed a motion in the Circuit Court of the 11th Judicial Circuit in and for Miami-Dade County, Florida, seeking permission to commence proceedings against Aon (and the insurer and reinsurers) for claims totaling $844 million. Finally, in April 2021, representatives of 16 passengers issued a claim against Aon in the High Court in England seeking damages under the Fatal Accidents Act 1976 in the sum of £29 million ($37 million at March 31, 2024 exchange rates). In February 2024, the claim brought by representatives of 16 passengers in the High Court in England was dismissed pursuant to an agreement among the parties. In December 2022, the High Court in England granted an anti-suit injunction, restricting the 43 individuals who previously filed a motion in the Circuit Court of the 11th Judicial Circuit in and for Miami Dade County, Florida, from continuing litigation in the Circuit Court of the 11th Judicial Circuit against Aon. Aon believes that it has meritorious defenses and intends to vigorously defend itself against the remaining claims.

Certain of the Company's clients and counterparties have initiated or indicated that they may initiate legal proceedings against the Company following allegations in July 2023 that fraudulent letters of credit were issued in the name of third-party banks in connection with transactions for which capital was arranged by Vesttoo Ltd. ("Vesttoo"). Vesttoo is one of the third parties that identifies capital providers to collateralize insurance and reinsurance obligations of the Company's clients and counterparties. In certain transactions in which Vesttoo identified third party capital providers to collateralize reinsurance obligations, including transactions in which the Company or its affiliates provided brokerage or other services, some letters of credit from third party banks are alleged to have been fraudulent. The pending or threatened legal proceedings against the Company allege, among other theories of liability, that in certain circumstances the Company failed to comply with its alleged duty to procure appropriate letters of credit. In particular, on November 30, 2023, Clear Blue Insurance Company and certain of its affiliates filed a lawsuit in New York State Supreme Court against Aon plc and Aon Insurance Managers (Bermuda) Ltd. alleging such claims. While Aon has settled and/or is in discussions to settle certain claims, Aon believes that it has meritorious defenses and intends to vigorously defend itself against those claims that are not settled. In the fourth quarter of 2023, the Company recognized actual or anticipated legal settlement expenses in connection with these matters of $197 million, of which a potentially significant amount may be recoverable in future periods. Aon may also seek recourse against third parties where appropriate, including in connection with bankruptcy proceedings filed by Vesttoo in the Bankruptcy Court for the U.S. District of Delaware. In addition, in August 2023, joint provisional liquidators were appointed over one of the Company's subsidiaries in Bermuda with respect to segregated accounts that were impacted by the allegedly fraudulent letters of credit. Aon continues to cooperate with regulators in Bermuda, and other regulatory authorities could initiate investigations or proceedings against the Company or third parties.

***Guarantees and Indemnifications***

The Company provides a variety of guarantees and indemnifications to its customers and others. The maximum potential amount of future payments represents the notional amounts that could become payable under the guarantees and indemnifications if there were a total default by the guaranteed parties, without consideration of possible recoveries under recourse provisions or other methods. These amounts may bear no relationship to the expected future payments, if any, for these guarantees and indemnifications. Any anticipated amounts payable are included in the Condensed Consolidated Financial Statements, and are recorded at fair value.

The Company expects that, as prudent business interests dictate, additional guarantees and indemnifications may be issued from time to time.

*Guarantee of Registered Securities*

On June 22, 2023, Aon plc, Aon Global Limited, Aon Global Holdings plc, Aon Corporation, and Aon North America, Inc., and The Bank of New York Mellon Trust Company, N.A., as trustee (the "Trustee"), as applicable, entered into supplemental indentures, each dated June 22, 2023, amending each of the following indentures (as amended, supplemented or modified from time to time) to add for the benefit of the holders of the instruments issued thereunder a full and unconditional guarantee of Aon North America, Inc. thereunder: (i) Second Amended and Restated Indenture, dated April 1, 2020, among Aon Corporation, Aon plc, Aon Global Limited, Aon Global Holdings plc and the Trustee (amending and restating the Amended and Restated Indenture, dated April 2, 2012, amending and restating the Indenture, dated January 13, 1997); (ii) Second Amended and Restated Indenture, dated April 1, 2020, among Aon Corporation, Aon plc, Aon Global Limited, Aon Global Holdings plc and the Trustee (amending and restating the Amended and Restated Indenture, dated April 2, 2012, amending and restating the

Indenture, dated September 10, 2010); (iii) Amended and Restated Indenture, dated April 1, 2020, among Aon plc, Aon Corporation, Aon Global Limited, Aon Global Holdings plc and the Trustee (amending and restating the Indenture, dated December 12, 2012); (iv) Second Amended and Restated Indenture, dated April 1, 2020, among Aon plc, Aon Corporation, Aon Global Limited, Aon Global Holdings plc and the Trustee (amending and restating the Amended and Restated Indenture, dated May 20, 2015, amending and restating the Indenture, dated May 24, 2013); (v) Amended and Restated Indenture, dated April 1, 2020, among Aon plc, Aon Corporation, Aon Global Limited, Aon Global Holdings plc and the Trustee (amending and restating the Indenture, dated November 13, 2015); and (vi) Amended and Restated Indenture, dated April 1, 2020, among Aon Corporation, Aon plc, Aon Global Limited, Aon Global Holdings plc and the Trustee (amending and restating the Indenture, dated December 3, 2018).

***Letters of Credit***

Aon has entered into a number of arrangements whereby the Company's performance on certain obligations is guaranteed by a third party through the issuance of LOCs. The Company had total LOCs outstanding of approximately $139 million at March 31, 2024, and $86 million at December 31, 2023. These LOCs cover the beneficiaries related to certain of Aon's U.S. and Canadian secure non-qualified pension plan schemes, reinsurance obligations related to Aon's own E&O liability insurance program, and secure deductible retentions for Aon's own workers compensation program. The Company has also obtained LOCs to cover contingent payments for taxes and other business obligations to third parties, and other guarantees for miscellaneous purposes at its international subsidiaries.

***Premium Payments***

The Company has certain contractual contingent guarantees for premium payments owed by clients to certain insurance companies. The maximum exposure with respect to such contractual contingent guarantees was approximately $110 million at March 31, 2024 compared to $194 million at December 31, 2023.

## 16. Segment Information

The Company operates as one segment that includes all of Aon's operations, which as a global professional services firm provides a broad range of Risk and Human Capital Solutions through four solution lines — Commercial risk, Reinsurance, Health, and Wealth, which make up its principal products and services. The CODM assesses the performance of the Company and allocates resources based on one segment: Aon United.

The Company's reportable operating segment has been determined using a management approach, which is consistent with the basis and manner in which the CODM uses financial information for the purposes of allocating resources and evaluating performance. The CODM assesses performance and allocates resources based on total Aon results against its key four metrics, expense discipline, and collaborative behaviors that maximize value for Aon and its shareholders, regardless of which solution line it benefits.

As Aon operates as one segment, segment profit or loss is consistent with consolidated reporting as disclosed in the Condensed Consolidated Statements of Income. Refer to Note 3 "Revenue from Contracts with Customers" for further information on revenue by principal service line.

## 17. Subsequent Events

***NFP Acquisition***

On April 25, 2024, the Company completed its acquisition of NFP, a leading middle-market provider of property and casualty brokerage, benefits consulting, wealth management, and retirement plan consulting, with more than 7,700 colleagues. The Company acquired NFP Intermediate Holdings A Corp. in a cash-and-stock merger for an aggregate preliminary purchase price totaling $9.1 billion, with approximately $3.2 billion to settle NFP indebtedness and cash consideration to the selling shareholders, and approximately 19 million class A ordinary shares with a fair value of approximately $5.9 billion. The initial accounting for the acquisition is incomplete as of the date of this Form 10-Q, as the information necessary to complete such evaluations was not practicable due to the timing of acquisition closing. We have not yet determined the purchase price allocation, including the fair value of the acquisition. The preliminary accounting impact of this acquisition will be included in our Condensed Consolidated Financial Statements beginning in the second quarter of 2024.

***Debt Activity***

On April 2, 2024, Aon plc announced that its wholly owned subsidiary, Randolph Acquisition Corp., commenced cash tender offers for any and all of the outstanding 6.875% Senior Notes due 2028, 4.875% Senior Secured Notes due 2028, 7.500% Senior Secured Notes due 2030 and 8.500% Senior Secured Notes due 2031, each issued by NFP Corp. (together, the "NFP Notes"), upon the terms and subject to the conditions set forth in the Offer to Purchase and Consent Solicitation Statement, dated as of April 2, 2024. On April 26, 2024, the Offeror purchased those NFP Notes that were validly tendered and not validly withdrawn prior to April 15, 2024, effecting the early settlement of the Offers (the "Early Settlement"). In addition, on April 16, 2024, NFP Corp. delivered notices of redemption of all NFP Notes not validly tendered pursuant to the Offers and purchased at the Early Settlement, at a purchase price equal to the price paid to holders of the NFP Notes in connection with the Early Settlement, with a redemption date of April 26, 2024. As a result of the Early Settlement of the Offers and the related redemption which occurred on April 26, 2024, no NFP Notes remain outstanding.

***Disposition of Business***

On April 20, 2024, Aon signed a definitive agreement to sell Healthy Paws, its U.S.-based managing general agent specializing in pet insurance, to Chubb Limited. Assets and liabilities associated with this disposal group were classified as held for sale as of March 31, 2024. The disposition is expected to be completed in the second quarter of 2024.

## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

### EXECUTIVE SUMMARY OF FIRST QUARTER 2024 FINANCIAL RESULTS

Aon plc is a leading global professional services firm providing a broad range of Risk and Human Capital Solutions. Through our experience, global reach, and comprehensive analytics, we help clients meet rapidly changing, increasingly complex, and interconnected challenges related to risk and people. We are committed to accelerating innovation to address unmet and evolving client needs so that our clients are better informed, better advised, and able to make better decisions to protect and grow their business. Management remains focused on strengthening Aon and uniting the firm with one portfolio of capability enabled by data and analytics and one operating model to deliver additional insight, connectivity, and efficiency.

#### *Financial Results*

The following is a summary of our first quarter of 2024 financial results.

- Revenue increased $199 million, or 5%, to $4.1 billion compared to the prior year period reflecting organic revenue growth of 5%, a 1% favorable impact from fiduciary investment income and a 1% favorable impact from foreign currency translation, partially offset by a 2% unfavorable impact from acquisitions, divestitures and other items.
- Total operating expenses in the first quarter increased $207 million, or 9%, to $2.6 billion compared to the prior year period due primarily to Accelerating Aon United restructuring charges, an increase in expense associated with 5% organic revenue growth, investments in long-term growth, and a $22 million unfavorable impact from foreign currency translation, partially offset by $20 million of restructuring savings realized in the quarter.
- Operating margin decreased to 36.0% from 38.1% in the prior year period. The decrease was driven by an increase in operating expenses as listed above, partially offset by organic revenue growth of 5%.
- Due to the factors set forth above, net income increased $14 million, or 1%, to $1.1 billion compared to the prior year period.
- Diluted earnings per share was $5.35 compared to $5.07 per share for the prior year period.
- Cash flows provided by operating activities was $309 million for the first three months of 2024, a decrease of $134 million from the prior year period, primarily due to higher receivables, payments related to E&O, restructuring, higher cash taxes and transaction and integration costs, partially offset by strong operating income growth.

We focus on four key metrics not presented in accordance with U.S. GAAP that we communicate to shareholders: organic revenue growth, adjusted operating margin, adjusted diluted earnings per share, and free cash flow. These non-GAAP metrics should be viewed in addition to, not instead of, our Condensed Consolidated Financial Statements. The following is our measure of performance against these four metrics for the first quarter of 2024:

- Organic revenue growth is a non-GAAP measure defined under the caption "Review of Consolidated Results — Organic Revenue Growth." Organic revenue growth was 5% for the first quarter of 2024, driven by ongoing strong retention, net new business generation, and management of the renewal book.
- Adjusted operating margin, a non-GAAP measure defined under the caption "Review of Consolidated Results — Adjusted Operating Margin," was 39.7% for the first quarter of 2024 compared to 38.7% in the prior year period. The increase in adjusted operating income reflects organic revenue growth, increased fiduciary investment income, and $20 million of restructuring savings realized in the quarter, partially offset by increased expenses and investments in long-term growth.
- Adjusted diluted earnings per share, a non-GAAP measure defined under the caption "Review of Consolidated Results — Adjusted Diluted Earnings per Share," was $5.66 per share for the first quarter of 2024, compared to $5.17 per share for the respective prior year period.
- Free cash flow, a non-GAAP measure defined under the caption "Review of Consolidated Results — Free Cash Flow," decreased in the first three months of 2024 by $106 million from the prior year period, to $261 million, reflecting a decrease in cash flows from operations, partially offset by a $28 million decrease in capital expenditures.

### ENVIRONMENTAL, SOCIAL, AND GOVERNANCE

For many companies, the management of ESG risks and opportunities has become increasingly important, and ESG-related challenges, such as extreme weather events, supply chain disruptions, cyber events, regulatory changes, ongoing public health impacts, and the increased focus on workforce resilience in various work environments, continue to create volatility and uncertainty for our clients. At Aon, helping clients manage risk - including ESG risk - is at the core of what we do. We offer a wide range of risk assessment, consulting, and advisory solutions, many of which are significant parts of our core business offerings, designed to address and manage ESG issues for clients, and to enable our clients to create more sustainable value. We see significant opportunity in enhancing our impact and delivering innovative client solutions on ESG matters.

## ACQUISITION OF NFP

On April 25, 2024, the Company completed its acquisition of NFP, a leading middle-market provider of property and casualty brokerage, benefits consulting, wealth management, and retirement plan consulting, with more than 7,700 colleagues. The Company acquired NFP Intermediate Holdings A Corp. in a cash-and-stock merger for an aggregate preliminary purchase price totaling $9.1 billion, with approximately $3.2 billion to settle NFP indebtedness and cash consideration to the selling shareholders, and approximately 19 million class A ordinary shares with a fair value of approximately $5.9 billion.

## REVIEW OF CONSOLIDATED RESULTS

### Summary of Results

Our consolidated results (unaudited) are as follows (in millions):

| | Three Months Ended March 31, | |
|---|---|---|
| | **2024** | **2023** |
| **Revenue** | | |
| Total revenue | $ 4,070 | $ 3,871 |
| **Expenses** | | |
| Compensation and benefits | 1,883 | 1,792 |
| Information technology | 124 | 139 |
| Premises | 71 | 75 |
| Depreciation of fixed assets | 44 | 38 |
| Amortization and impairment of intangible assets | 16 | 25 |
| Other general expense | 348 | 329 |
| Accelerating Aon United Program expenses | 119 | — |
| Total operating expenses | 2,605 | 2,398 |
| **Operating income** | 1,465 | 1,473 |
| Interest income | 28 | 5 |
| Interest expense | (144) | (111) |
| Other income (expense) | 75 | (25) |
| **Income before income taxes** | 1,424 | 1,342 |
| Income tax expense | 331 | 263 |
| **Net income** | 1,093 | 1,079 |
| Less: Net income attributable to noncontrolling interests | 22 | 29 |
| **Net income attributable to Aon shareholders** | $ 1,071 | $ 1,050 |
| Diluted net income per share attributable to Aon shareholders | $ 5.35 | $ 5.07 |
| Weighted average ordinary shares outstanding - diluted | 200.1 | 207.1 |

### *Revenue*

Total revenue increased $199 million, or 5%, to $4.1 billion, compared to the prior year period, with organic revenue growth of 5%, driven by ongoing strong retention, net new business generation, and management of the renewal book, a 1% favorable impact from fiduciary investment income and a 1% favorable impact from foreign currency translation partially offset by a 2% unfavorable impact from acquisitions, divestitures and other items.

*Commercial Risk Solutions* revenue increased $30 million, or 2%, to $1.8 billion in the first quarter of 2024, compared to the first quarter of 2023. Organic revenue growth was 3% in the first quarter of 2024, reflecting growth across most major geographies driven by strong retention, management of the renewal book, and net new business generation. Growth in retail brokerage was highlighted by solid growth in EMEA and Asia and the Pacific, driven by continued strength in core P&C. Results in the U.S. were pressured, reflecting lower net new business and the ongoing impacts from external capital markets activity. Results also reflect growth in Affinity globally across both consumer and benefits solutions. On average globally, exposures and pricing were positive, resulting in modestly positive market impact.

*Reinsurance Solutions* revenue increased $90 million, or 8%, to $1.2 billion in the first quarter of 2024, compared to $1.1 billion in the first quarter of 2023. Organic revenue growth was 7% in the first quarter of 2024, reflecting strong growth in treaty, driven by strong retention and new business generation, as well as double-digit growth in the Strategy and Technology Group. Market impact was modestly positive on results in the quarter. The majority of revenue in our treaty portfolio is recurring in nature and is recorded in connection with the major renewal periods that take place throughout the first half of the year, while the second half of the year is typically driven by facultative placements, capital markets activity and advisory work that is more transactional in nature.

*Health Solutions* revenue increased $62 million, or 9%, to $733 million in the first quarter of 2024, compared to $671 million in the first quarter of 2023. Organic revenue growth was 6% in the first quarter of 2024, reflecting strong growth globally in core health and benefits brokerage driven by new business generation and management of the renewal book. Strength in the core was highlighted by solid growth in all major geographies. Results also reflect strong growth in Consumer Benefit Solutions, partially offset by a decline in Talent driven by lower project-related revenue in advisory solutions.

*Wealth Solutions* revenue increased $20 million, or 6%, to $370 million in the first quarter of 2024, compared to $350 million in the first quarter of 2023. Organic revenue growth was 4% in the first quarter of 2024, reflecting strong growth in Retirement, driven by advisory demand and project-related work related to pension de-risking and ongoing impact of regulatory changes. Investments declined modestly as strong advisory demand in North America was more than offset by a decline in project-related work in the U.K.

***Compensation and Benefits***

Compensation and benefits expense increased $91 million, or 5%, compared to the prior year period due primarily to an increase in expense associated with 5% organic revenue growth, and an $18 million unfavorable impact from foreign currency translation, partially offset by savings from Accelerating Aon United restructuring actions.

***Information Technology***

Information technology expenses, which represent costs associated with supporting and maintaining our infrastructure, decreased $15 million, or 11%, compared to the prior year period due primarily to elevated technology costs and investments in the prior year period, noting that spend may vary between quarters given timing of projects and investments within the year.

***Premises***

Premises expenses, which represent the cost of occupying offices in various locations throughout the world, decreased $4 million, or 5%, in the first quarter of 2024 compared to the prior year period, reflecting a reduction to our real estate footprint.

***Depreciation of Fixed Assets***

Depreciation of fixed assets primarily relates to software, leasehold improvements, furniture, fixtures, and equipment, computer equipment, buildings, and automobiles. Depreciation of fixed assets increased $6 million, or 16%, in the first quarter of 2024 compared to the prior year period due primarily to ongoing investments in Aon Business Services-enabled technology platforms to drive long-term growth.

***Amortization and Impairment of Intangible Assets***

Amortization and impairment of intangible assets primarily relates to finite-lived customer-related and contract-based assets as well as technology and other assets. Amortization and impairment of intangible assets decreased $9 million, or 36% in the first quarter of 2024 compared to the prior year period due primarily to ongoing portfolio management and a decrease associated with assets fully amortized in the prior year period.

***Other General Expense***

Other general expenses increased $19 million, or 6%, in the first quarter of 2024 compared to the prior year period primarily due to $15 million of transaction and integration costs associated with the acquisition of NFP.

***Accelerating Aon United Program Expenses***

Accelerating Aon United Program expenses were $119 million for the three months ended March 31, 2024, relating to workforce optimization, asset impairments, and technology and other costs.

***Interest Income***

Interest income represents income, net of expense, earned on operating cash balances and other income-producing investments. It does not include interest earned on funds held on behalf of clients. During the first quarter of 2024, interest income increased $23 million to $28 million compared to the prior year period primarily reflecting interest earned on the investment of $5 billion of term debt proceeds which were used to fund the purchase of NFP.

***Interest Expense***

Interest expense, which represents the cost of our debt obligations, increased $33 million to $144 million during the first quarter of 2024 compared to the prior year period, reflecting an overall increase in total debt, primarily due to the issuance of $5 billion of term debt to fund the purchase of NFP, and higher interest rates.

***Other Income (Expense)***

Other income (expense) for the first quarter of 2024 increased $100 million compared to the prior year period. Other income was $75 million for the first quarter of 2024, primarily related to deferred consideration from the 2017 sale of our outsourcing business. Other expense was $25 million for the first quarter of 2023 primarily reflecting the unfavorable impact of exchange rates on the remeasurement of assets and liabilities in non-functional currencies and non-cash net periodic pension cost.

***Income before Income Taxes***

Due to the factors discussed above, Income before income taxes for the first quarter of 2024 was $1.4 billion, a 6% increase from $1.3 billion in the first quarter of 2023.

***Income Taxes***

The effective tax rate on Net income was 23.2% for the three months ended March 31, 2024. The effective tax rate on Net income was 19.6% for the three months ended March 31, 2023.

For the three months ended March 31, 2024, the tax rate was primarily driven by the geographical distribution of income and certain discrete items, including the favorable impact of share-based payments offset by the unfavorable impact of discrete items.

For the three months ended March 31, 2023, the tax rate was primarily driven by the geographical distribution of income and certain discrete items, primarily the favorable impact of share-based payments.

Ireland, the U.K., and many E.U. member states, among others, have enacted legislation to implement the global minimum tax that are consistent with the OECD’s proposed Pillar Two tax regime. There remains significant uncertainty, however, as to how Ireland’s Pillar Two tax regime and the OECD’s past and potentially future Pillar Two guidance will ultimately apply to the Company. The Company is monitoring developments in this area and continues to evaluate the potential impacts this may have on its global effective tax rate, results of operations, cash flows, and financial condition in 2024.

***Net Income Attributable to Aon Shareholders***

Net income attributable to Aon shareholders for the first quarter of 2024 increased to $1.1 billion, or $5.35 per diluted share, from $1.1 billion, or $5.07 per diluted share, in the prior year period.

**Non-GAAP Metrics**

In our discussion of consolidated results, we sometimes refer to certain non-GAAP supplemental information derived from consolidated financial information specifically related to organic revenue growth, adjusted operating margin, adjusted diluted earnings per share, adjusted net income attributable to Aon shareholders, adjusted net income per share, other income (expense), as adjusted, adjusted effective tax rate, free cash flow, and the impact of foreign exchange rate fluctuations on operating results. Management believes that these measures are important to make meaningful period-to-period comparisons and that this supplemental information is helpful to investors. Management also uses these measures to assess operating performance and performance for compensation. This non-GAAP supplemental information should be viewed in addition to, not instead of, our Condensed Consolidated Financial Statements.

### *Organic Revenue Growth*

We use supplemental information related to organic revenue growth to help us and our investors evaluate business growth from ongoing operations. Organic revenue growth is a non-GAAP measure that includes the impact of certain intercompany activity and excludes the impact of changes in foreign exchange rates, fiduciary investment income, acquisitions, divestitures (including held for sale disposal groups), transfers between revenue lines, and gains or losses on derivatives accounted for as hedges. This supplemental information related to organic revenue growth represents a measure not in accordance with U.S. GAAP and should be viewed in addition to, not instead of, our Condensed Consolidated Financial Statements. Industry peers provide similar supplemental information about their revenue performance, although they may not make identical adjustments. A reconciliation of this non-GAAP measure to the reported Total revenue is as follows (in millions, except percentages):

| | Three Months Ended March 31, | | | | | | |
|---|---|---|---|---|---|---|---|
| | 2024 | 2023 | % Change | Less: Currency Impact (1) | Less: Fiduciary Investment Income (2) | Acquisitions, Divestitures & Other Items | Organic Revenue Growth (3) |
| **Revenue** | | | | | | | |
| Commercial Risk Solutions | $ 1,808 | $ 1,778 | 2 % | 1 % | 1 % | (3)% | 3 % |
| Reinsurance Solutions | 1,167 | 1,077 | 8 | — | 1 | — | 7 |
| Health Solutions | 733 | 671 | 9 | 1 | — | 2 | 6 |
| Wealth Solutions | 370 | 350 | 6 | 2 | — | — | 4 |
| Eliminations | (8) | (5) | N/A | N/A | N/A | N/A | N/A |
| **Total revenue** | $ 4,070 | $ 3,871 | 5 % | 1 % | 1 % | (2)% | 5 % |

(1) Currency impact represents the effect on prior year period results if they were translated at current period foreign exchange rates.

(2) Fiduciary investment income for the three months ended March 31, 2024 and 2023, was $79 million and $52 million, respectively.

(3) Organic revenue growth includes the impact of certain intercompany activity and excludes the impact of changes in foreign exchange rates, fiduciary investment income, acquisitions, divestitures (including held for sale disposal groups), transfers between revenue lines, and gains or losses on derivatives accounted for as hedges.

***Adjusted Operating Margin***

We use adjusted operating margin as a non-GAAP measure of our core operating performance. Adjusted operating margin excludes the impact of certain items, as listed below, because management does not believe these expenses are the best indicators of our core operating performance. This supplemental information related to adjusted operating margin represents a measure not in accordance with U.S. GAAP and should be viewed in addition to, not instead of, our Condensed Consolidated Financial Statements.

A reconciliation of this non-GAAP measure to the reported operating margin is as follows (in millions, except percentages):

| | Three Months Ended March 31, | |
|---|---|---|
| | **2024** | **2023** |
| **Revenue** | $ 4,070 | $ 3,871 |
| | | |
| **Operating income - as reported** | $ 1,465 | $ 1,473 |
| Amortization and impairment of intangible assets | 16 | 25 |
| Accelerating Aon United Program expenses (1) | 119 | — |
| Transaction and integration costs (2) | 15 | — |
| **Operating income - as adjusted** | $ 1,615 | $ 1,498 |
| | | |
| **Operating margin - as reported** | 36.0 % | 38.1 % |
| **Operating margin - as adjusted** | 39.7 % | 38.7 % |

(1) Total charges are expected to include technology-related costs to facilitate streamlining and simplifying operations, headcount reduction costs, and costs associated with asset impairments, including real estate consolidation and technology costs.

(2) In the fourth quarter of 2023, Aon entered into a definitive agreement to acquire NFP, which closed on April 25, 2024. As part of the acquisition, Aon incurred $11 million of transaction costs in the three months ended March 31, 2024 including advisory, legal, accounting, regulatory, and other professional or consulting fees required to complete the acquisition. The NFP acquisition also will result in certain non-recurring integration costs associated with colleague severance, termination of redundant third-party agreements, costs associated with legal entity rationalization, and professional or consulting fees related to alignment of management processes and controls, as well as costs associated with the assessment of NFP information technology environment and security protocols. Aon incurred $4 million of integration costs in the three months ended March 31, 2024.

*Adjusted Diluted Earnings per Share*

We use adjusted diluted earnings per share as a non-GAAP measure of our core operating performance. Adjusted diluted earnings per share excludes the impact of certain items, as listed below, because management does not believe these expenses are the best indicators of our core operating performance. This supplemental information related to adjusted diluted earnings per share represents a measure not in accordance with U.S. GAAP and should be viewed in addition to, not instead of, our Condensed Consolidated Financial Statements.

A reconciliation of this non-GAAP measure to reported diluted earnings per share is as follows (in millions, except per share data and percentages):

| | Three Months Ended March 31, 2024 | | |
|---|---|---|---|
| | U.S. GAAP | Adjustments | Non-GAAP Adjusted |
| **Operating income** | $ 1,465 | $ 150 | $ 1,615 |
| Interest income | 28 | — | 28 |
| Interest expense | (144) | — | (144) |
| Other income (expense) (1) | 75 | (82) | (7) |
| **Income before income taxes** | 1,424 | 68 | 1,492 |
| Income tax expense (2) | 331 | 6 | 337 |
| **Net income** | 1,093 | 62 | 1,155 |
| Less: Net income attributable to noncontrolling interests | 22 | — | 22 |
| **Net income attributable to Aon shareholders** | $ 1,071 | $ 62 | $ 1,133 |
| Diluted net income per share attributable to Aon shareholders | $ 5.35 | $ 0.31 | $ 5.66 |
| Weighted average ordinary shares outstanding - diluted | 200.1 | — | 200.1 |
| **Effective tax rates (2)** | 23.2 % | | 22.6 % |

| | Three Months Ended March 31, 2023 | | |
|---|---|---|---|
| | U.S. GAAP | Adjustments | Non-GAAP Adjusted |
| **Operating income** | $ 1,473 | $ 25 | $ 1,498 |
| Interest income | 5 | — | 5 |
| Interest expense | (111) | — | (111) |
| Other income (expense) | (25) | — | (25) |
| **Income before income taxes** | 1,342 | 25 | 1,367 |
| Income tax expense (2) | 263 | 5 | 268 |
| **Net income** | 1,079 | 20 | 1,099 |
| Less: Net income attributable to noncontrolling interests | 29 | — | 29 |
| **Net income attributable to Aon shareholders** | $ 1,050 | $ 20 | $ 1,070 |
| Diluted net income per share attributable to Aon shareholders | $ 5.07 | $ 0.10 | $ 5.17 |
| Weighted average ordinary shares outstanding - diluted | 207.1 | — | 207.1 |
| **Effective tax rates (2)** | 19.6 % | | 19.6 % |

(1) In the first quarter of 2024, the Company earned $82 million of deferred consideration from the affiliates of The Blackstone Group L.P. and the other designated purchasers related to the 2017 sale of the benefits administration and business process outsourcing business.

(2) Adjusted items are generally taxed at the estimated annual effective tax rate, except for the applicable tax impact associated with the anticipated sale of certain assets and liabilities classified as held for sale, certain legal settlements, Program expenses, deferred consideration from a prior year sale of business, and certain transaction and integration costs related to the acquisition of NFP, which are adjusted at the related jurisdictional rate.

### *Free Cash Flow*

We use free cash flow, defined as cash flow provided by operations less capital expenditures, as a non-GAAP measure of our core operating performance and cash-generating capabilities of our business operations. This supplemental information related to free cash flow represents a measure not in accordance with U.S. GAAP and should be viewed in addition to, not instead of, our Condensed Consolidated Financial Statements. Management believes the supplemental information related to free cash flow is helpful to investors when evaluating our operating performance and liquidity results. The use of this non-GAAP measure does not imply or represent the residual cash flow for discretionary expenditures. A reconciliation of this non-GAAP measure to the reported Cash provided by operating activities is as follows (in millions):

| | Three Months Ended March 31, | |
|---|---|---|
| | 2024 | 2023 |
| Cash provided by operating activities | $ 309 | $ 443 |
| Capital expenditures | (48) | (76) |
| **Free cash flow** | $ 261 | $ 367 |

### *Impact of Foreign Exchange Rate Fluctuations*

Because we conduct business in over 120 countries and sovereignties, foreign exchange rate fluctuations may have a significant impact on our business. Foreign exchange rate movements may be significant and may distort true period-to-period comparisons of changes in revenue or pretax income. Therefore, to give financial statement users meaningful information about our operations, we have provided an illustration of the impact of foreign currency exchange rates on our financial results. The methodology used to calculate this impact isolates the impact of the change in currencies between periods by translating the prior year quarter’s revenue, expenses, and net income using the current quarter’s foreign exchange rates.

Currency fluctuations had a favorable impact of $0.02 on net income per diluted share during the three months ended March 31, 2024 if prior year period results were translated at current period foreign exchange rates. Currency fluctuations had an unfavorable impact of $0.14 on net income per diluted share during the three months ended March 31, 2023 if 2022 results were translated at 2023 rates.

Currency fluctuations had a favorable impact of $0.02 on adjusted diluted earnings per share during the three months ended March 31, 2024 if prior year period results were translated at current period foreign exchange rates. Currency fluctuations had an unfavorable impact of $0.14 on adjusted diluted earnings per share during the three months ended March 31, 2023 if 2022 results were translated at 2023 rates. These translations are performed for comparative and illustrative purposes only and do not impact the accounting policies or practices for amounts included in our Condensed Consolidated Financial Statements.

## LIQUIDITY AND FINANCIAL CONDITION

### Liquidity

### *Executive Summary*

We believe that our balance sheet and strong cash flow provide us with adequate liquidity. Our primary sources of liquidity in the near-term include cash flows provided by operations and available cash reserves; primary sources of liquidity in the long-term include cash flows provided by operations, debt capacity available under our credit facilities, and capital markets. Our primary uses of liquidity are operating expenses and investments, capital expenditures, acquisitions, share repurchases, pension obligations, shareholder dividends, and Accelerating Aon United Program cash charges. We believe that cash flows from operations, available credit facilities, available cash reserves, and the capital markets will be sufficient to meet our liquidity needs, including principal and interest payments on debt obligations, capital expenditures, pension contributions, and anticipated working capital requirements in the next twelve months and over the long-term.

Cash on our balance sheet includes funds available for general corporate purposes, as well as amounts restricted as to their use. Funds held on behalf of clients in a fiduciary capacity are segregated and shown together with uncollected insurance premiums in Fiduciary assets in our Condensed Consolidated Statements of Financial Position, with a corresponding amount in Fiduciary liabilities.

In our capacity as an insurance broker or agent, we collect premiums from insureds and, after deducting our commission, remit the premiums to the respective insurance underwriters. We also collect claims or refunds from underwriters on behalf of insureds, which are then returned to the insureds. Unremitted insurance premiums and claims are held by us in a fiduciary capacity. The levels of funds held on behalf of clients and liabilities can fluctuate significantly depending on when we collect the premiums, claims, and refunds, make payments to underwriters and insureds, and collect funds from clients and make payments on their behalf, and upon the impact of foreign currency movements. Funds held on behalf of clients, because of their nature, are generally invested in highly liquid securities with highly rated, credit-worthy financial institutions. Fiduciary assets include funds held on behalf of clients comprised of cash and cash equivalents of $7.1 billion and $6.9 billion at March 31, 2024 and December 31, 2023, respectively, and fiduciary receivables of $10.0 billion and $9.4 billion at March 31, 2024 and December 31, 2023, respectively. While we earn investment income on the funds held in cash and money market funds, the funds cannot be used for general corporate purposes.

We maintain multicurrency cash pools with third-party banks in which various Aon entities participate. Individual Aon entities are permitted to overdraw on their individual accounts provided the overall global balance does not fall below zero. At March 31, 2024, cash balances of one or more non-U.S. entities may have been negative; however, the overall balance was positive.

The following table summarizes our Cash and cash equivalents, Short-term investments, and Fiduciary assets as of March 31, 2024 (in millions):

| | Statement of Financial Position Classification | | | |
|---|---|---|---|---|
| **Asset Type** | **Cash and Cash Equivalents** | **Short-term Investments** | **Fiduciary Assets** | **Total** |
| Certificates of deposit, bank deposits, or time deposits | $ 995 | $ — | $ 4,294 | $ 5,289 |
| Money market funds | — | 5,413 | 2,823 | 8,236 |
| Cash, Short-term investments, and funds held on behalf of clients | 995 | 5,413 | 7,117 | 13,525 |
| Fiduciary receivables | — | — | 10,044 | 10,044 |
| Total | $ 995 | $ 5,413 | $ 17,161 | $ 23,569 |

Cash and cash equivalents and funds held on behalf of clients, including $73 million of cash and cash equivalents and funds held on behalf of clients classified as held for sale, increased $463 million in 2024. A summary of our cash flows provided by and used for operating, investing, and financing activities is as follows (in millions):

| | Three Months Ended March 31, | |
|---|---|---|
| | **2024** | **2023** |
| Cash provided by operating activities | $ 309 | $ 443 |
| Cash provided by (used for) investing activities | $ (4,961) | $ 205 |
| Cash provided by financing activities | $ 5,261 | $ 404 |
| Effect of exchange rates on cash and cash equivalents and funds held on behalf of clients | $ (146) | $ 58 |
| Net increase in cash and cash equivalents and funds held on behalf of clients | $ 463 | $ 1,110 |

***Operating Activities***

Net cash provided by operating activities during the three months ended March 31, 2024 decreased $134 million from the prior year period to $309 million. This amount represents Net income reported, generally adjusted for gains from sales of businesses, losses from sales of businesses, share-based compensation expense, depreciation expense, amortization and impairments, and other non-cash income and expenses, including pension settlement charges. Adjustments also include changes in working capital, that relate primarily to the timing of payments of accounts payable and accrued liabilities, collection of receivables, and payments for Accelerating Aon United Program expenses.

*Pension Contributions*

Pension contributions were $17 million for the three months ended March 31, 2024, as compared to $23 million for the three months ended March 31, 2023. For the remainder of 2024, we expect to contribute approximately $51 million in cash to our pension plans, including contributions to non-U.S. pension plans, which are subject to changes in foreign exchange rates.

*Accelerating Aon United Program Expenses*

In the third quarter of 2023, we initiated the Program with the purpose of streamlining our technology infrastructure, optimizing our leadership structure and resource alignment, and reducing the real estate footprint to align to our hybrid working strategy. The Program will include technology-related costs to facilitate streamlining and simplifying operations, headcount reduction costs, and costs associated with asset impairments, including real estate consolidation and technology costs.

Program charges are recognized within Accelerating Aon United Program expenses on the accompanying Condensed Consolidated Statements of Income and consists of the following cost activities:

- *Technology and other* – includes costs associated with actions taken to rationalize certain applications and to optimize technology across the Company. These costs may include contract termination fees and other non-capitalizable costs associated with Program initiatives, which include professional service fees.
- *Workforce optimization* – includes costs associated with headcount reduction and other separation-related costs.
- *Asset impairments* – includes costs associated with impairment of assets, as they are identified, including ROU lease assets, leasehold improvements, and other capitalized assets no longer providing economic benefit.

The changes in the Company's liabilities for the Program as of March 31, 2024 are as follows (in millions):

| | Technology and other | Workforce optimization | Asset impairments | Total |
|---|---|---|---|---|
| Liability Balance as of January 1, 2024 | $ 14 | $ 86 | $ — | $ 100 |
| Charges | 19 | 64 | 36 | 119 |
| Cash payments | (12) | (25) | — | (37) |
| Foreign currency translation and other | — | (1) | — | (1) |
| Non-cash charges | (7) | (5) | (36) | (48) |
| Liability balance as of March 31, 2024 | $ 14 | $ 119 | $ — | $ 133 |
| Total costs incurred from inception to date | $ 33 | $ 167 | $ 54 | $ 254 |

The Program is currently expected to result in cumulative costs of approximately $1.0 billion, consisting of approximately $900 million of cash charges and approximately $100 million of non-cash charges. The Program is estimated to generate annualized expense savings of approximately $350 million by the end of 2026, largely benefiting Compensation and benefits, Information technology, and Premises on the Condensed Consolidated Statements of Income. For the three months ended March 31, 2024, total Program costs incurred were $119 million. The Company expects to continue to review the implementation of elements of the Program throughout the course of the Program and, therefore, there may be changes to expected timing, estimates of expected costs and related savings. We estimate that expense savings resulting from Program actions taken in 2023 will begin to be realized in 2024, including $20 million of savings realized in the first three months of 2024 within Compensation and benefits on the Condensed Consolidated Statements of Income.

***Investing Activities***

Cash flow used for investing activities was $4,961 million during the three months ended March 31, 2024, a decrease of $5,166 million compared to $205 million of Cash flow provided by investing activities in the prior year period. Generally, the primary drivers of cash flows used for investing activities are acquisition of businesses, purchases of short-term investments, capital expenditures, and payments for investments. Generally, the primary drivers of cash flows provided by investing activities are sales of businesses, sales of short-term investments, and proceeds from investments. The gains and losses corresponding to cash flows provided by proceeds from investments and used for payments for investments are primarily recognized in Other income (expense) in our Condensed Consolidated Statements of Income.

*Short-term Investments*

As of March 31, 2024, short-term investments increased $5.0 billion to $5.4 billion compared to December 31, 2023. The majority of our investments carried at fair value are money market funds. These money market funds are held throughout the world with various financial institutions. We are not aware of any market liquidity issues that would materially impact the fair value of these investments.

*Acquisitions and Dispositions of Businesses*

During the first three months of 2024, we completed no acquisitions. Cash consideration, net of cash and funds held on behalf of clients acquired, was $4 million, which relates to acquisitions completed in 2023. During the first three months of 2023, we completed no acquisitions. Cash consideration, net of cash and funds held on behalf of clients acquired, was $2 million, which relates to an acquisition completed in 2022.

During the first three months of 2024, we completed one disposition, which had an insignificant cash flow impact, however, we received $75 million of cash related to the deferred consideration earned in the first three months of 2024 for the 2017 sale of the benefits administration and business process outsourcing business. During the first three months of 2023, no businesses were sold, however, there was a $1 million impact, net of cash and funds held on behalf of clients, to the Condensed Consolidated Statements of Cash Flows related to dispositions completed in 2022.

*Capital Expenditures*

Our additions to fixed assets, including capitalized software, amounted to $48 million and $76 million for the three months ended March 31, 2024 and 2023, respectively, which primarily relate to the refurbishing and modernizing of office facilities, software development costs, and computer equipment purchases. In the current period, we continue to support certain technology projects to drive long-term growth and real estate projects to align with our Smart Working strategy.

***Financing Activities***

Cash flow provided by financing activities during the three months ended March 31, 2024 was $5.3 billion, an increase of $4,857 million compared to $404 million of Cash flow provided by financing activities in the prior year period. Generally, the primary drivers of cash flow used for financing activities are repayments of debt, share repurchases, cash paid for employee taxes on withholding shares, dividends paid to shareholders, transactions with noncontrolling interests, and other financing activities, such as collection of or payments for deferred consideration in connection with prior year business acquisitions and divestitures. Generally, the primary drivers of cash flow provided by financing activities are issuances of debt, changes in net fiduciary liabilities, and proceeds from issuance of shares.

We have a share repurchase program authorized by our Board of Directors. The Repurchase Program was established in April 2012 with $5.0 billion in authorized repurchases, and was increased by $5.0 billion in authorized repurchases in each of November 2014, June 2017, and November 2020, and by $7.5 billion in February 2022 for a total of $27.5 billion in repurchase authorizations.

The following table summarizes our share repurchase activity (in millions, except per share data):

| | Three Months Ended March 31, | |
|---|---|---|
| | 2024 | 2023 |
| Shares repurchased | 0.8 | 1.8 |
| Average price per share | $ 310.56 | $ 305.31 |
| Repurchase costs recorded to accumulated deficit | $ 250 | $ 550 |

At March 31, 2024, the remaining authorized amount for share repurchase under the Repurchase Program was approximately $3.1 billion. Under the Repurchase Program, the Company has repurchased a total of 169.9 million shares for an aggregate cost of approximately $24.4 billion. For further information regarding the Repurchase Program, see Part II, Item 2 of this report.

*Borrowings*

Total debt at March 31, 2024 was $16.5 billion, an increase of $5.3 billion compared to December 31, 2023. Further, commercial paper activity during the three months ended March 31, 2024 and 2023 is as follows (in millions):

| | Three Months Ended March 31, | |
|---|---|---|
| | 2024 | 2023 |
| Total issuances (1) | $ 948 | $ 870 |
| Total repayments | (1,539) | (1,043) |
| Net repayments | $ (591) | $ (173) |

(1) The proceeds of the commercial paper issuances are generally used for short-term working capital needs.

On March 1, 2024, Aon North America, Inc. issued $600 million 5.125% Senior Notes due in March 2027, $1 billion 5.150% Senior Notes due in March 2029, $650 million 5.300% Senior Notes due in March 2031, $1.75 billion 5.450% Senior Notes due in March 2034, and $2 billion 5.750% Senior Notes due in March 2054, totaling to an aggregate amount of $6 billion. The Company intends to use the net proceeds from the offering for general corporate purposes, including a portion of which that was used, together with the proceeds of the delayed draw term loan available under the credit agreement entered into on February 16, 2024 described below, to pay a portion of the cash consideration in connection with the acquisition of NFP, to repay certain debt of NFP and to pay related fees and expenses.

On February 16, 2024, Aon North America, Inc. entered into a credit agreement in which lenders committed to provide a $2 billion delayed draw term loan, which was subsequently drawn on April 25, 2024. The Company intends to use proceeds, together with the proceeds of the notes issued on March 1, 2024 described above, to pay a portion of the cash consideration in connection with the NFP acquisition, to repay certain debt of NFP and to pay related fees and expenses.

In November 2023, Aon Global Limited's $350 million 4.00% Senior Notes matured and were repaid in full.

In June 2023, Aon Global Limited's $600 million 3.50% Senior Notes due June 2024 were classified as Short-term debt and current portion of long-term debt in the Condensed Consolidated Statement of Financial Position as the date of maturity is in less than one year.

On February 28, 2023, Aon Corporation and Aon Global Holdings plc co-issued $750 million 5.35% Senior Notes due in February 2033. The Company intends to use the net proceeds from the offering for general corporate purposes.

***Other Liquidity Matters***

*Distributable Profits*

We are required under Irish law to have available "distributable profits" to make share repurchases or pay dividends to shareholders. Distributable profits are created through the earnings of the Irish parent company and, among other methods, through intercompany dividends or a reduction in share capital approved by the High Court of Ireland. Distributable profits are not linked to a U.S. GAAP reported amount (e.g. Accumulated Deficit). As of March 31, 2024 and December 31, 2023, we had distributable profits in excess of $27.1 billion and $27.5 billion, respectively. We believe that we will have sufficient distributable profits for the foreseeable future.

*Revolving Credit Facilities*

We expect cash generated by operations for 2024 to be sufficient to service our debt and contractual obligations, finance capital expenditures, and continue to pay dividends to our shareholders. Although cash from operations is expected to be sufficient to service these activities, we have the ability to access the commercial paper markets or borrow under our credit facilities to accommodate any timing differences in cash flows. Additionally, under current market conditions, we believe that we could access capital markets to obtain debt financing for longer-term funding, if needed.

As of March 31, 2024, Aon had two primary committed credit facilities outstanding: its $1.0 billion multi-currency U.S. credit facility expiring in September 2027 and its $1.0 billion multi-currency U.S. credit facility expiring in October 2028. In aggregate, these two facilities provide $2.0 billion in available credit.

Each of these primary committed credit facilities and the delayed draw term loan includes customary representations, warranties, and covenants, including financial covenants that require us to maintain specified ratios of adjusted consolidated EBITDA to consolidated interest expense and consolidated debt to adjusted consolidated EBITDA, in each case, tested quarterly. Aon did not have borrowings under either of these primary committed credit facilities nor the delayed draw term loan as of March 31, 2024 and December 31, 2023, respectively. Additionally, Aon was in compliance with the financial covenants and all other covenants contained therein during the rolling 12 months ended March 31, 2024.

*Subsequent Events*

On April 25, 2024, the Company completed its acquisition of NFP, a leading middle-market provider of property and casualty brokerage, benefits consulting, wealth management, and retirement plan consulting, with more than 7,700 colleagues. The Company acquired NFP Intermediate Holdings A Corp. in a cash-and-stock merger for an aggregate preliminary purchase price totaling $9.1 billion, with approximately $3.2 billion to settle NFP indebtedness and cash consideration to the selling shareholders, and approximately 19 million class A ordinary shares with a fair value of approximately $5.9 billion.

On April 2, 2024, Aon plc announced that its wholly owned subsidiary, Randolph Acquisition Corp., commenced cash tender offers for any and all of the outstanding 6.875% Senior Notes due 2028, 4.875% Senior Secured Notes due 2028, 7.500% Senior Secured Notes due 2030 and 8.500% Senior Secured Notes due 2031, each issued by NFP Corp. (together, the "NFP Notes"), upon the terms and subject to the conditions set forth in the Offer to Purchase and Consent Solicitation Statement, dated as of April 2, 2024. On April 26, 2024, the Offeror purchased those NFP Notes that were validly tendered and not validly withdrawn prior to April 15, 2024, effecting the early settlement of the Offers (the "Early Settlement"). In addition, on April 16, 2024, NFP Corp. delivered notices of redemption of all NFP Notes not validly tendered pursuant to the Offers and purchased at the Early Settlement, at a purchase price equal to the price paid to holders of the NFP Notes in connection with the Early Settlement, with a redemption date of April 26, 2024. As a result of the Early Settlement of the Offers and the related redemption which occurred on April 26, 2024, no NFP Notes remain outstanding.

On April 20, 2024, Aon signed a definitive agreement to sell Healthy Paws, its U.S.-based managing general agent specializing in pet insurance, to Chubb Limited. Assets and liabilities associated with this disposal group were classified as held for sale as of March 31, 2024. The disposition is expected to be completed in the second quarter of 2024.

*Shelf Registration Statement*

On June 22, 2023, we filed a shelf registration statement with the SEC, registering the offer and sale from time to time of an indeterminate amount of, among other securities, debt securities, preference shares, class A ordinary shares and convertible securities. Our ability to access the market as a source of liquidity is dependent on investor demand, market conditions, and other factors.

*Rating Agency Ratings*

The major rating agencies' ratings of our debt at April 26, 2024 appear in the table below.

| | Ratings | | |
|---|---|---|---|
| | **Senior Long-term Debt** | **Commercial Paper** | **Outlook** |
| Standard & Poor's | A- | A-2 | Negative |
| Moody's Investor Services | Baa2 | P-2 | Stable |
| Fitch, Inc. | BBB+ | F-2 | Negative |

*Letters of Credit and Other Guarantees*

We have entered into a number of arrangements whereby our performance on certain obligations is guaranteed by a third party through the issuance of a letter of credit. We had total LOCs outstanding of approximately $139 million at March 31, 2024, compared to $86 million at December 31, 2023. These LOCs cover the beneficiaries related to certain of our U.S. and Canadian secure non-qualified pension plan schemes, reinsurance obligations related to our own E&O liability insurance program, and secure deductible retentions for our own workers' compensation program. We also have obtained LOCs to cover contingent payments for taxes and other business obligations to third parties, and other guarantees for miscellaneous purposes at our international subsidiaries.

We have certain contractual contingent guarantees for premium payments owed by clients to certain insurance companies. The maximum exposure with respect to such contractual contingent guarantees was approximately $110 million at March 31, 2024, compared to $194 million at December 31, 2023.

*Guarantee of Registered Securities*

Newly issued and outstanding debt securities by Aon Corporation are guaranteed by Aon Global Limited, Aon plc, Aon North America, Inc., and Aon Global Holdings plc, and include the following (collectively, the "Aon Corporation Notes"):

| **Aon Corporation Notes** |
|---|
| 8.205% Junior Subordinated Notes due January 2027 |
| 4.50% Senior Notes due December 2028 |
| 3.75% Senior Notes due May 2029 |
| 2.80% Senior Notes due May 2030 |
| 6.25% Senior Notes due September 2040 |

All guarantees of Aon plc, Aon Global Limited, Aon North America, Inc., and Aon Global Holdings plc of the Aon Corporation Notes are joint and several as well as full and unconditional. Senior Notes rank pari passu in right of payment with all other present and future unsecured debt which is not expressed to be subordinate or junior in rank to any other unsecured debt of Aon Corporation. There are no subsidiaries other than those listed above that guarantee the Aon Corporation Notes.

Newly issued and outstanding debt securities by Aon Global Limited are guaranteed by Aon plc, Aon Global Holdings plc, Aon North America, Inc., and Aon Corporation, and include the following (collectively, the "Aon Global Limited Notes"):

| Aon Global Limited Notes |
|---|
| 3.50% Senior Notes due June 2024 |
| 3.875% Senior Notes due December 2025 |
| 2.875% Senior Notes due May 2026 |
| 4.25% Senior Notes due December 2042 |
| 4.45% Senior Notes due May 2043 |
| 4.60% Senior Notes due June 2044 |
| 4.75% Senior Notes due May 2045 |

All guarantees of Aon plc, Aon Global Holdings plc, Aon North America, Inc., and Aon Corporation of the Aon Global Limited Notes are joint and several as well as full and unconditional. Senior Notes rank pari passu in right of payment with all other present and future unsecured debt which is not expressed to be subordinate or junior in rank to any other unsecured debt of Aon Global Limited. There are no subsidiaries other than those listed above that guarantee the Aon Global Limited Notes.

Newly issued and outstanding debt securities by Aon North America, Inc. are guaranteed by Aon Global Limited, Aon plc, Aon Global Holdings plc, and Aon Corporation, and include the following (collectively, the "Aon North America, Inc. Notes"):

| Aon North America, Inc. Notes |
|---|
| 5.125% Senior Notes due March 2027 |
| 5.150% Senior Notes due March 2029 |
| 5.300% Senior Notes due March 2031 |
| 5.450% Senior Notes due March 2034 |
| 5.750% Senior Notes due March 2054 |

All guarantees of Aon Global Limited, Aon plc, Aon Global Holdings plc, and Aon Corporation of the Aon North America, Inc. Notes are joint and several as well as full and unconditional. Senior Notes rank pari passu in right of payment with all other present and future unsecured debt which is not expressed to be subordinate or junior in rank to any other unsecured debt of Aon North America, Inc. There are no subsidiaries other than those listed above that guarantee the Aon North America, Inc. Notes.

Newly co-issued and outstanding debt securities by Aon Corporation and Aon Global Holdings plc (together, the "Co-Issuers") are guaranteed by Aon plc, Aon North America, Inc., and Aon Global Limited and include the following (collectively, the "Co-Issued Notes"):

| Co-Issued Notes - Aon Corporation and Aon Global Holdings plc |
|---|
| 2.85% Senior Notes due May 2027 |
| 2.05% Senior Notes due August 2031 |
| 2.60% Senior Notes due December 2031 |
| 5.00% Senior Notes due September 2032 |
| 5.35% Senior Notes due February 2033 |
| 2.90% Senior Notes due August 2051 |
| 3.90% Senior Notes due February 2052 |

All guarantees of Aon plc, Aon Global Limited, and Aon North America, Inc. of the Co-Issued Notes are joint and several as well as full and unconditional. Senior Notes rank pari passu in right of payment with all other present and future unsecured debt which is not expressed to be subordinate or junior in rank to any other unsecured debt of the Co-Issuers. There are no subsidiaries other than those listed above that guarantee the Co-Issued Notes.

Aon Corporation, Aon North America, Inc., Aon Global Limited, and Aon Global Holdings plc are indirect wholly owned subsidiaries of Aon plc. Aon plc, Aon Global Limited, Aon Global Holdings plc, Aon North America, Inc., and Aon Corporation together comprise the revised "Obligor group". The following tables set forth summarized financial information for the revised Obligor group, which reflects the financial results of Aon North America, Inc. for the year ended December 31, 2023 and for the period ended March 31, 2024.

Adjustments are made to the tables to eliminate intercompany balances and transactions between the revised Obligor group. Intercompany balances and transactions between the revised Obligor group and non-guarantor subsidiaries are presented as separate line items within the summarized financial information. These balances are presented on a net presentation basis, rather than a gross basis, as this better reflects the nature of the intercompany positions and presents the funding or funded position that is to be received or owed. No balances or transactions of non-guarantor subsidiaries are presented in the summarized financial information, including investments of the revised Obligor group in non-guarantor subsidiaries.

| | Obligor Group Summarized Statement of Income Information | |
|---|---|---|
| | Three Months Ended | |
| *(millions)* | March 31, 2024 | |
| Revenue | $ | — |
| Operating loss | $ | (30) |
| Expense from non-guarantor subsidiaries before income taxes | $ | (37) |
| Net loss | $ | (160) |
| Net loss attributable to Aon shareholders | $ | (160) |

| | Obligor Group Summarized Statement of Financial Position Information | | | |
|---|---|---|---|---|
| | As of | | As of | |
| *(millions)* | March 31, 2024 | | December 31, 2023 | |
| Receivables due from non-guarantor subsidiaries | $ | 3,482 | $ | 1,431 |
| Other current assets | | 5,309 | | 230 |
| **Total current assets** | $ | 8,791 | $ | 1,661 |
| | | | | |
| Non-current receivables due from non-guarantor subsidiaries | $ | 10,867 | $ | 10,873 |
| Other non-current assets | | 1,293 | | 1,228 |
| **Total non-current assets** | $ | 12,160 | $ | 12,101 |
| | | | | |
| Payables to non-guarantor subsidiaries | $ | 5,660 | $ | 3,750 |
| Other current liabilities | | 4,848 | | 4,987 |
| **Total current liabilities** | $ | 10,508 | $ | 8,737 |
| | | | | |
| Non-current payables to non-guarantor subsidiaries | $ | 10,912 | $ | 10,933 |
| Other non-current liabilities | | 17,345 | | 11,447 |
| **Total non-current liabilities** | $ | 28,257 | $ | 22,380 |

## CRITICAL ACCOUNTING POLICIES AND ESTIMATES

There have been no changes in our critical accounting policies, which include revenue recognition, pensions, goodwill and other intangible assets, contingencies, share-based payments, income taxes, and Accelerating Aon United restructuring charges as discussed in our Annual Report on Form 10-K for the year ended December 31, 2023.

## NEW ACCOUNTING PRONOUNCEMENTS

Note 2 “Accounting Principles and Practices” to our Financial Statements contained in Part I, Item 1 of this report contains a discussion of recently announced Securities and Exchange Commission final rules and their impact or future potential impact on our financial results, if determinable.

## Item 3. Quantitative and Qualitative Disclosures about Market Risk

We are exposed to potential fluctuations in earnings, cash flows, and the fair values of certain of our assets and liabilities due to changes in interest rates and foreign exchange rates. To manage the risk from these exposures, we enter into a variety of derivative instruments. We do not enter into derivatives or financial instruments for trading or speculative purposes.

The following discussion describes our specific exposures and the strategies we use to manage these risks. Refer to Note 2 "Summary of Significant Accounting Principles and Practices" in the Notes to Consolidated Financial Statements as discussed in Part II, Item 8 of the Company's Annual Report on Form 10-K for the year ended December 31, 2023 for a discussion of our accounting policies for financial instruments and derivatives.

### *Foreign Exchange Risk*

We are subject to foreign exchange rate risk. Our primary exposures include exchange rates between the U.S. dollar and the euro, the British pound, the Canadian dollar, the Australian dollar, the Indian rupee, and the Japanese yen. We use over-the-counter options and forward contracts to reduce the impact of foreign currency risk to our financial statements.

Additionally, some of our non-U.S. brokerage subsidiaries receive revenue in currencies that differ from their functional currencies. Our U.K. subsidiaries earn a portion of their revenue in U.S. dollars, euro, and Japanese yen, but most of their expenses are incurred in British pounds. At March 31, 2024, we have hedged approximately 45% of our U.K. subsidiaries' expected exposures to U.S. dollar, euro, and Japanese yen transactions for the years ending December 31, 2024 and 2025, respectively. We generally do not hedge exposures beyond three years.

We also use forward and option contracts to economically hedge foreign exchange risk associated with monetary balance sheet exposures, such as intercompany notes and current assets and liabilities that are denominated in a non-functional currency and are subject to remeasurement.

The translated value of revenues and expenses from our international brokerage operations are subject to fluctuations in foreign exchange rates. If we were to translate prior year results at current quarter exchange rates, diluted earnings per share would have a favorable $0.02 impact during the three months ended March 31, 2024. Further, adjusted diluted earnings per share, a non-GAAP measure as defined and reconciled under the caption "Review of Consolidated Results — Adjusted Diluted Earnings Per Share," would have a favorable $0.02 impact during the three months ended March 31, 2024 if we were to translate prior year results at current quarter exchange rates.

### *Interest Rate Risk*

Our fiduciary investment income is affected by changes in international and domestic short-term interest rates. We monitor our net exposure to short-term interest rates and, as appropriate, hedge our exposure with various derivative financial instruments. This activity primarily relates to brokerage funds held on behalf of clients in the U.S. and in continental Europe. A decrease in global short-term interest rates adversely affects our fiduciary investment income.

## Item 4. Controls and Procedures

**Evaluation of disclosure controls and procedures.** We have conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), as of the end of the period covered by this quarterly report of March 31, 2024. Based on this evaluation, our chief executive officer and chief financial officer concluded that our disclosure controls and procedures were effective such that the information relating to Aon, including our consolidated subsidiaries, required to be disclosed in our SEC reports is recorded, processed, summarized and reported within the time periods specified in appropriate statute, SEC rules and forms, and is accumulated and communicated to Aon's management, including our chief executive officer and chief financial officer, as appropriate to allow timely decisions regarding required disclosure.

**Changes in internal control over financial reporting.** No changes in Aon's internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) occurred during the quarter ended March 31, 2024 that have materially affected, or that are reasonably likely to materially affect, Aon's internal control over financial reporting.

## Part II Other Information

### Item 1. Legal Proceedings

See Note 15 "Claims, Lawsuits, and Other Contingencies" to our Financial Statements contained in Part I, Item 1 of this report, which is incorporated by reference herein.

### Item 1A. Risk Factors

The risk factors set forth in the "Risk Factors" section in Part I, Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2023 reflect certain risks associated with existing and potential lines of business and contain "forward-looking statements" as discussed in "Information Concerning Forward-Looking Statements" elsewhere in this report. Readers should consider them in addition to the other information contained in this report as our business, financial condition or results of operations could be adversely affected if any of these risks actually occur.

### Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

***Issuer Purchases of Equity Securities***

The following information relates to the purchase of equity securities by Aon or any affiliated purchaser during each month within the first quarter of 2024:

| Period | Total Number of Shares Purchased | Average Price Paid per Share (1) | Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (2) | Maximum Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs (1)(2) |
|---|---|---|---|---|
| 1/1/24 - 1/31/24 | 274,850 | $ 298.78 | 274,850 | $ 3,235,150,333 |
| 2/1/24 - 2/29/24 | 167,219 | $ 306.03 | 167,219 | $ 3,183,975,641 |
| 3/1/24 - 3/31/24 | 362,932 | $ 321.57 | 362,932 | $ 3,067,268,255 |
| | 805,001 | $ 310.56 | 805,001 | $ 3,067,268,255 |

(1) Does not include commissions paid to repurchase shares.
(2) The Repurchase Program was established in April 2012 with $5.0 billion in authorized repurchases and was increased by $5.0 billion in authorized repurchases in each of November 2014, June 2017, and November 2020, and by $7.5 billion in February 2022 for a total of $27.5 billion in repurchase authorizations.

***Unregistered Sales of Equity Securities***

We did not make any unregistered sales of equity in the first quarter of 2024.

### Item 3. Defaults Upon Senior Securities

Not Applicable.

### Item 4. Mine Safety Disclosures

Not Applicable.

### Item 5. Other Information

On March 8, 2024, Darren Zeidel, Executive Vice President, General Counsel and Company Secretary of the Company, adopted a new Rule 10b5-1 trading plan. The plan's maximum length is until December 31, 2024 and first trades will not occur until June 7, 2024, at the earliest. The plan is intended to permit Mr. Zeidel to sell 3,299 and 3,298 class A ordinary shares of Aon in two separate transactions.

The Company is reporting the following information in lieu of reporting on a Current Report on Form 8-K:

**Disclosure Pursuant to Item 2.03 of Form 8-K:** Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

On April 25, 2024, Aon North America, Inc. drew in full its $2 billion delayed draw term loan facility (the "Term Loan Facility") pursuant to the Term Loan Credit Agreement dated as of February 16, 2024 (as amended, the "Term Loan Agreement"), among Aon North America, Inc., Aon, Aon Corporation, Aon Global Holdings plc, Aon Global Limited, Citibank, N.A., as administrative agent, and the lenders party thereto. The proceeds of the Term Loan Facility were used to pay a portion of the cash consideration in connection with the NFP acquisition, to repay certain debt of NFP and to pay related fees and expenses.

The Term Loan Facility will mature on April 23, 2027, and includes customary representations, warranties and covenants, including financial covenants that require Aon to maintain specified ratios of adjusted consolidated EBITDA to consolidated interest expense and consolidated debt to adjusted consolidated EBITDA, in each case, tested quarterly.

The foregoing summary is qualified in its entirety by reference to the Term Loan Agreement and Amendment No. 1 to the Term Loan Agreement, copies of which are filed herewith as Exhibit 10.4 and Exhibit 10.5, respectively, and incorporated herein by reference.

**Item 6. Exhibits**

Exhibits — The exhibits filed with this report are listed on the attached Exhibit Index.

## Signature

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

| | |
|---|---|
| | Aon plc<br>(Registrant) |
| April 26, 2024 | By: /s/ Michael Neller |
| | Michael Neller<br>SENIOR VICE PRESIDENT AND<br>GLOBAL CONTROLLER<br>(Principal Accounting Officer and duly authorized officer of Registrant) |

## Exhibit Index

| Exhibit Number | Description of Exhibit |
|---|---|
| 2.1 | Agreement and Plan of Merger, by and among Aon plc, Randolph Acquisition Corp., Randolph Merger Sub LLC, NFP Intermediate Holdings A. Corp and NFP Parent Co, LLC, dated as of December 19, 2023 (incorporated by reference to Exhibit 2.1 to Aon's Current Report on Form 8-K filed with the SEC on December 20, 2023). |
| 3.1 | Memorandum and Articles of Association of Aon plc (Incorporated by reference to Exhibit 3.1 to Aon's Current Report on Form 8-K filed with the SEC on June 4, 2021). |
| 4.1 | Base Indenture, dated as of March 1, 2024, among Aon North America, Inc., Aon plc, Aon Corporation, Aon Global Holdings plc, Aon Global Limited and The Bank of New York Mellon Trust Company, N.A. (Incorporated by reference to Exhibit 4.1 to Aon plc's Current Report on Form 8-K filed with the SEC on March 1, 2024). |
| 4.2 | First Indenture Supplement, dated as of March 1, 2024, among Aon North America, Inc., Aon plc, Aon Corporation, Aon Global Holdings plc, Aon Global Limited and The Bank of New York Mellon Trust Company, N.A. (Incorporated by reference to Exhibit 4.2 to Aon plc's Current Report on Form 8-K filed with the SEC on March 1, 2024). |
| 4.3 | Form of 5.125% senior unsecured 2027 Note (and guarantees thereof) (Incorporated by reference to Exhibit 4.3 to Aon plc's Current Report on Form 8-K filed with the SEC on March 1, 2024). |
| 4.4 | Form of 5.150% senior unsecured 2029 Note (and guarantees thereof) (Incorporated by reference to Exhibit 4.4 to Aon plc's Current Report on Form 8-K filed with the SEC on March 1, 2024). |
| 4.5 | Form of 5.300% senior unsecured 2031 Note (and guarantees thereof) (Incorporated by reference to Exhibit 4.5 to Aon plc's Current Report on Form 8-K filed with the SEC on March 1, 2024). |
| 4.6 | Form of 5.450% senior unsecured 2034 Note (and guarantees thereof) (Incorporated by reference to Exhibit 4.6 to Aon plc's Current Report on Form 8-K filed with the SEC on March 1, 2024). |
| 4.7 | Form of 5.750% senior unsecured 2054 Note (and guarantees thereof) (Incorporated by reference to Exhibit 4.7 to Aon plc's Current Report on Form 8-K filed with the SEC on March 1, 2024). |
| 10.1# | Amendment to Employment Agreement, dated as of April 2, 2024, by and among Aon plc, Aon Corporation and Gregory C. Case (Incorporated by reference to Exhibit 10.1 to Aon plc's Current Report on Form 8-K filed with the SEC on April 3, 2024). |
| 10.2#* | Aon plc Leadership Performance Program (as amended and restated, effective January 1, 2024). |
| 10.3#* | Form of Restricted Stock Unit Agreement |
| 10.4 | Term Loan Credit Agreement, dated as of February 16, 2024, by and among, Aon North America, Inc., Aon plc, Aon Corporation, Aon Global Holdings plc, Aon Global Limited, Citibank, N.A., as administrative agent, HSBC Securities (USA) Inc., JPMorgan Chase Bank, N.A., and Morgan Stanley Senior Funding, Inc. as syndication agents, and the lenders party thereto. (Incorporated by reference to Exhibit 10.2 to Aon plc's Annual Report on Form 10-K filed with the SEC on February 16, 2024). |
| 10.5 | Amendment No. 1 to the Term Loan Credit Agreement, dated as of February 16, 2024, by and among Aon plc, Aon Corporation, Aon Global Holdings plc, Aon Global Limited and Aon North America, Inc., Citibank, N.A., as administrative agent, and the lenders party thereto (Incorporated by reference to Exhibit 10.1 to Aon plc's Current Report on Form 8-K filed with the SEC on April 19, 2024). |
| 10.6 | Amendment No. 1 to the Credit Agreement, dated as of October 19, 2023, by and among Aon plc, Aon Corporation, Aon Global Holdings plc, Aon Global Limited and Aon North America, Inc., Citibank, N.A., as administrative agent, and the lenders party thereto. (Incorporated by reference to Exhibit 10.3 to Aon plc's Annual Report on Form 10-K filed with the SEC on February 16, 2024). |
| 10.7 | Amendment No. 2 to the Credit Agreement, dated as of October 19, 2023, by and among Aon plc, Aon Corporation, Aon Global Holdings plc, Aon Global Limited and Aon North America, Inc., Citibank, N.A., as administrative agent, and the lenders party thereto (Incorporated by reference to Exhibit 10.2 to Aon plc's Current Report on Form 8-K filed with the SEC on April 19, 2024). |
| 10.8 | Amendment No. 3 to the Credit Agreement, dated as of September 28, 2021, by and among Aon plc, Aon Corporation, Aon Global Holdings plc, Aon Global Limited, Aon UK Limited and Aon North America, Inc., Citibank, N.A., as administrative agent and the lenders party thereto. (Incorporated by reference to Exhibit 10.4 to Aon plc's Annual Report on Form 10-K filed with the SEC on February 16, 2024). |
| 10.9 | Amendment No. 4 to the Credit Agreement, dated as of September 28, 2021, by and among Aon plc, Aon Global Limited, Aon Global Holdings plc, Aon Corporation, Aon North America, Inc., Aon UK Limited, Citibank, N.A., as administrative agent, and the lenders party thereto (Incorporated by reference to Exhibit 10.3 to Aon plc's Current Report on Form 8-K filed with the SEC on April 19, 2024). |
| 22.1* | Subsidiary Guarantors and Issuers of Guaranteed Securities. |
| 31.1* | Certification of CEO. |
| 31.2* | Certification of CFO. |
| 32.1* | Certification of CEO Pursuant to section 1350 of Title 18 of the United States Code. |
| 32.2* | Certification of CFO Pursuant to section 1350 of Title 18 of the United States Code. |

| | |
|---|---|
| 101* | Interactive Data Files. The following materials are filed electronically with this Quarterly Report on Form 10-Q: |
| | 101.SCH XBRL Taxonomy Extension Schema Document |
| | 101.CAL XBRL Taxonomy Calculation Linkbase Document |
| | 101.DEF XBRL Taxonomy Definition Linkbase Document |
| | 101.PRE XBRL Taxonomy Presentation Linkbase Document |
| | 101.LAB XBRL Taxonomy Calculation Linkbase Document |
| 104 | Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101) |

* Filed herewith

# Indicates a management contract or compensatory plan or arrangement