

WILLIS GROUP HOLDINGS LIMITED

Corporate Governance and Nominating Committee Charter

Purpose and responsibility of Committee

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

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

- 9 Review the appropriateness of continued service on the Board of members whose circumstances have changes or who contemplate accepting a directorship to another company or an appointment to an audit committee of another company.
- 10 Perform any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the nomination of Board and committee members.
- 11 Periodically evaluate the overall effectiveness of the organisation of the Board (including the effectiveness of the committees) and the Board's performance of its governance responsibilities and report such findings to the full Board of Directors.
- 12 Provide to the Board an annual report of the Corporate Governance and Nominating Committee for inclusion in the Company's annual proxy statement in accordance with applicable SEC rules and regulations.

Committee Membership

The Committee shall consist of at least three members of the Board who shall be appointed by the Board in accordance with the independence requirements of the New York Stock Exchange. They shall serve at the pleasure of the Board and for such term or terms as the Board may determine. In making such appointments, the Board shall consider any nominations recommended by the Committee.

Resources and Authority of the Committee

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

Committee Structure and Operations

The Board shall designate one member of the Committee as its chairperson. The Committee shall meet in person or telephonically at least once a year at a time and place determined by the Committee chairperson, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its chairperson.

Delegation to Subcommittee

The Committee may delegate all or a portion of its duties and responsibilities to a subcommittee or subcommittees of the Committee.

Attendance

The Committee chairperson may invite such members of management to the Committee's meetings as he or she may deem desirable or appropriate.

Performance Evaluation

The Committee shall produce and provide to the Board an annual performance evaluation of the Committee, which evaluation shall compare the performance of the Committee with the requirements of this charter and set forth the goals and objectives of the Committee for the upcoming year. The performance evaluation shall also recommend to the Board any improvements to the Committee's charter deemed necessary or desirable by the Committee. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate. The report to the Board may take the form of an oral report by the chairperson of the Committee or any other member of the Committee designated by the Committee to make such report.

March 2004