

Aon plc
Form 424B5
May 21, 2013

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The information in this preliminary prospectus supplement is not complete and may be changed. This preliminary prospectus supplement and the accompanying prospectus are not an offer to sell these securities and are not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

**Subject to Completion
Preliminary Prospectus Supplement dated May 21, 2013**

**Filed Pursuant to Rule 424(b)(5)
Registration File No. 333-183686**

**Prospectus Supplement
(To Prospectus Dated August 31, 2012)**

\$

Aon plc
% Senior Notes due 2043
**With a full and unconditional guarantee as to payment of
principal and interest by Aon Corporation**

Aon plc is offering \$ aggregate principal amount of % senior notes due 2043 (the "Notes"). The Notes will mature on May , 2043. Aon plc will pay interest on the Notes on each May and November , commencing on November , 2013. Aon plc may redeem all of the Notes at any time, and some of the Notes from time to time, at the redemption prices set forth in this prospectus supplement under "Description of the Securities - Optional Redemption." We may also redeem all of the Notes at a redemption price equal to 100% of their principal amount plus accrued and unpaid interest, if any, to the redemption date in the event of certain changes in respect of withholding taxes applicable to the Notes and Guarantee, as described in this prospectus supplement under "Description of the Securities - Optional Tax Redemption."

The Notes will be fully and unconditionally guaranteed by Aon Corporation, or Aon Delaware (the "Guarantee" and, together with the Notes, the "Securities").

The Notes will be Aon plc's general unsecured and unsubordinated obligations and will rank equally with each other and with all of Aon plc's other present and future unsecured and unsubordinated obligations. The Notes will not have the benefit of all of the covenants applicable to some of Aon plc's existing unsecured senior debt. The Notes will be effectively subordinated to any secured debt Aon plc may have or incur in the future to the extent of the value of the assets securing such indebtedness. The Notes will be structurally subordinated to the debt and all other obligations of Aon plc's subsidiaries (though you may have a direct claim as to Aon Delaware by virtue of its obligations with respect to the Guarantee).

The Guarantee will be a general unsecured and unsubordinated obligation of Aon Delaware and will rank equally with all of Aon Delaware's other present and future unsecured and unsubordinated obligations. The Guarantee will not have the benefit of all of the covenants applicable to some of Aon Delaware's existing unsecured senior debt. The Guarantee will be effectively subordinated to any secured debt Aon

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Delaware may have or incur in the future to the extent of the value of the assets securing such indebtedness. The Guarantee will be structurally subordinated to the debt and all other obligations of Aon Delaware's subsidiaries.

Investing in the Securities involves a high degree of risk. See "Risk Factors" beginning on page S-10 of this prospectus supplement.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these Securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

	Per Note	Total
Public offering price	%	\$
Underwriting discount	%	\$
Proceeds to us (before expenses)	%	\$

Interest on the Notes will accrue from May , 2013.

We intend to list the Notes on the New York Stock Exchange or another "recognized stock exchange" for purposes of Section 1005 of the U.K. Income Tax Act 2007.

The underwriters expect to deliver the Securities for purchase on or about May , 2013, in book-entry form through the facilities of The Depository Trust Company and its participants, including Clearstream Banking, *société anonyme*, and Euroclear Bank S.A./N.V.

Joint Book-Running Managers

Morgan Stanley

Goldman, Sachs & Co.

The date of this prospectus supplement is May , 2013.

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Neither we nor the underwriters have authorized anyone to provide any information other than that which is contained or incorporated by reference in this prospectus supplement, the accompanying prospectus or any free writing prospectus prepared by or on behalf of us or to which we have referred you. Neither we nor the underwriters take any responsibility for, or provide any assurance as to, the reliability of any other information that others may give you. No offer to sell these Securities is being made in any jurisdiction where the offer or sale is not permitted. The information contained in this prospectus supplement, the accompanying prospectus, any free writing prospectus or any document incorporated by reference is accurate as of the date of the document in which the information appears. Our business, financial condition, results of operations and prospects may change after any of such dates.

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ABOUT THIS PROSPECTUS SUPPLEMENT

This document consists of two parts. The first part is this prospectus supplement, which describes the specific terms of this offering. The second part is the accompanying prospectus, which describes more general information, some of which may not apply to this offering. You should read both this prospectus supplement and the accompanying prospectus, together with the documents incorporated by reference and the additional information described below under the heading "Where You Can Find More Information."

If the description of this offering varies between this prospectus supplement and the accompanying prospectus, you should rely on the information in this prospectus supplement.

Any statement made in this prospectus supplement or in a document incorporated or deemed to be incorporated by reference in this prospectus supplement will be deemed to be modified or superseded for purposes of this prospectus supplement to the extent that a statement contained in this prospectus supplement or in any other subsequently filed document that is also incorporated or deemed to be incorporated by reference in this prospectus supplement or the accompanying prospectus modifies or supersedes that statement. Except as so modified or superseded, any statement so modified or superseded will not be deemed to constitute a part of this prospectus supplement. See "Incorporation of Certain Documents by Reference" in this prospectus supplement.

In this prospectus supplement, we use the terms "Aon plc" or the "Issuer" to refer to Aon plc (not including its subsidiaries), and the terms "Aon," "we," "us" and "our" and similar terms to refer to Aon plc and its subsidiaries (including Aon Delaware), unless the context otherwise requires and except as otherwise described below. We use the terms "Aon Delaware" or the "Guarantor" to refer to Aon Corporation, our wholly-owned subsidiary and the guarantor of the Notes. On April 2, 2012, we completed the reorganization of the corporate structure of the group of companies controlled by Aon Delaware, Aon plc's predecessor as the ultimate holding company of the Aon group. In this prospectus supplement, we refer to this transaction as the "Redomestication." Any references in this prospectus supplement to "Aon," "we," "us" and "our" or any similar references relating to dates or periods before the Redomestication refer to Aon Delaware and its subsidiaries or, if the context so requires, Aon Delaware alone.

WHERE YOU CAN FIND MORE INFORMATION

We are subject to the information reporting requirements of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). In accordance with the Exchange Act, we file annual, quarterly and current reports, proxy statements and other information with the Securities and Exchange Commission (the "SEC"). Our SEC file number is 001-07933. You can read and copy this information at the following location of the SEC:

Public Reference Room
100 F Street, N.E.
Room 1580
Washington, D.C. 20549

You can also obtain copies of these materials from this public reference room, at prescribed rates. Please call the SEC at 1-800-SEC-0330 for further information on its public reference room. The SEC also maintains a web site that contains reports, proxy statements and other information about issuers, including us, who file electronically with the SEC. The address of that site is www.sec.gov.

This prospectus supplement and the accompanying prospectus, which form a part of the registration statement, do not contain all the information that is included in the registration statement. You will find additional information about us in the registration statement. Any statements made in this prospectus supplement, the accompanying prospectus or any documents incorporated by reference in

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this prospectus supplement or the accompanying prospectus concerning the provisions of legal documents are not necessarily complete and you should read the documents that are filed as exhibits to the registration statement or otherwise filed with the SEC for a more complete understanding of the document or matter.

DISCLOSURE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus supplement, the accompanying prospectus and any documents incorporated by reference into this prospectus supplement or the accompanying prospectus contain certain statements related to future results, or states our intentions, beliefs and expectations or predictions for the future which are forward-looking statements as that term is defined in the Private Securities Litigation Reform Act of 1995.

Forward-looking statements relate to expectations or forecasts of future events. They use words such as "anticipate," "believe," "estimate," "expect," "forecast," "project," "intend," "plan," "potential," 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; the outcome of contingencies; dividend policy; the expected impact of acquisitions and dispositions; pension obligations; cash flow and liquidity; 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 that could impact results include:

general economic conditions in different countries in which we do business around the world, including conditions in the European Union relating to sovereign debt and the continued viability of the Euro;

changes in the competitive environment;

changes in global equity and fixed income markets that could influence the return on invested assets;

changes in the funding status of our various defined benefit pension plans and the impact of any increased pension funding resulting from those changes;

rating agency actions that could affect our ability to borrow funds;

fluctuations in exchange and interest rates that could impact revenue and expense;

the impact of class actions and individual lawsuits including client class actions, securities class actions, derivative actions and ERISA class actions;

the impact of any investigations brought by regulatory authorities in the United States (the "U.S."), the United Kingdom (the "U.K.") and other countries;

the cost of resolution of other contingent liabilities and loss contingencies, including potential liabilities arising from errors and omission claims against us;

failure to retain and attract qualified personnel;

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the impact of, and potential challenges in complying with, legislation and regulation in the jurisdictions in which we operate, particularly given the global scope of our business and the possibility of conflicting regulatory requirements across jurisdictions in which we do business;

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the effect of the Redomestication on our operations and financial results, including the reaction of our clients, employees and other constituents, the effect of compliance with applicable U.K. regulatory regimes or the failure to realize some or all of the anticipated benefits;

the extent to which we retain existing clients and attract new businesses and our ability to incentivize and retain key employees;

the extent to which we manage certain risks created in connection with the various services, including fiduciary and advisory services, among others, that we currently provide, or will provide in the future, to clients;

the possibility that the expected efficiencies and cost savings from the acquisition of Hewitt will not be realized, or will not be realized within the expected time period;

the risk that the Hewitt businesses will not be integrated successfully;

our ability to implement restructuring initiatives and other initiatives intended to yield cost savings, and the ability to achieve those cost savings;

the potential of a system or network disruption resulting in operational interruption or improper disclosure of personal data;

any inquiries relating to compliance with the U.S. Foreign Corrupt Practices Act and non-U.S. anti-corruption laws and with U.S. and non-U.S. trade sanctions regimes; and

our ability to grow and develop companies that we acquire or new lines of business.

Any or all of these forward-looking statements may turn out to be inaccurate, and there are no guarantees about our performance. The factors identified above are not exhaustive. We and our subsidiaries operate in a dynamic business environment in which new risks emerge frequently. Accordingly, you 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 obligation (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, 2012 as filed with the SEC.

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SUMMARY

This summary highlights certain information about Aon plc, Aon Delaware and the offering of the Securities. This summary does not contain all the information that may be important to you. You should carefully read this entire prospectus supplement, the accompanying prospectus and those documents incorporated by reference into this prospectus supplement and the accompanying prospectus, including the risk factors and the financial statements and related notes thereto, before making an investment decision.

Aon plc

We are a preeminent professional service firm, focused on the topics of risk and people. We are the leading global provider of risk management services, insurance and reinsurance brokerage, and human resource consulting and outsourcing, delivering distinctive client value via innovative and effective risk management and workforce productivity solutions. We serve clients through two operating segments, Risk Solutions and HR Solutions. Risk Solutions acts as an advisor and insurance and reinsurance broker, helping clients manage their risks via consultation, as well as negotiation and placement of insurance risk with insurance carriers through our global distribution network. HR Solutions partners with organizations to solve their most complex benefits, talent and related financial challenges, and improve business performance by designing, implementing, communicating and administering a wide range of human capital, retirement, investment management, health care, compensation and talent management strategies. As of March 31, 2013, we had approximately 66,000 employees and conducted our operations through various subsidiaries in more than 120 countries and sovereignties.

Our principal executive offices are located at 8 Devonshire Square, London, England EC2M 4PL. Our telephone number is +44 20 7623 5500.

Aon Delaware

Aon Delaware is a wholly-owned Delaware subsidiary of Aon Holdings LLC, which is a wholly-owned direct Delaware subsidiary of Aon plc. Prior to the Redomestication, Aon Delaware was the ultimate holding company for the Aon group. See "Where You Can Find More Information."

Aon Delaware's principal executive offices are located at 200 East Randolph Street, Chicago, Illinois 60601, and its telephone number is (312) 381-1000.

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Offering Summary

The following is a summary of some of the terms of this offering. For a more complete description of the terms of the Securities, please refer to "Description of the Securities" in this prospectus supplement and "Description of Debt Securities and Guarantees" in the accompanying prospectus.

Issuer	Aon plc.
Notes Offered	\$ aggregate principal amount of % Senior Notes due 2043.
Maturity Date	May , 2043.
Interest Rate	The Notes will bear interest from and including May , 2013 at the rate of % per annum, payable semiannually in arrears.
Interest Payment Dates	Interest on the Notes will be payable in arrears on each May and November , commencing on November , 2013.
Guarantor	Aon Delaware.
Guarantee	The Notes will be fully and unconditionally guaranteed by Aon Delaware.
Ranking of the Securities	The Notes are unsecured obligations of Aon plc and will rank equally in right of payment with all of Aon plc's other existing and future senior unsecured indebtedness. The Notes will be effectively subordinated to all of the existing and future secured indebtedness of Aon plc to the extent of the value of the assets securing such indebtedness. As of March 31, 2013, Aon plc had no secured indebtedness for borrowed money. The Notes will be structurally subordinated to all of the existing and future secured and unsecured indebtedness and other liabilities of Aon plc's subsidiaries (though you may have a direct claim as to Aon Delaware by virtue of its obligations with respect to the Notes). As of March 31, 2013, Aon plc's subsidiaries (other than Aon Delaware) had approximately \$5.1 billion of outstanding indebtedness and other liabilities, including trade payables, pension and other post-employment liabilities, other current and non-current liabilities, but excluding intercompany liabilities and fiduciary liabilities, constituting approximately 96% of Aon plc's total consolidated liabilities (other than those of Aon Delaware).

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The Guarantee is an unsecured obligation of Aon Delaware and will rank equally in right of payment with all of Aon Delaware's other existing and future senior unsecured indebtedness. The Guarantee will be effectively subordinated to all of the existing and future secured indebtedness of Aon Delaware to the extent of the value of the assets securing such indebtedness. As of March 31, 2013, Aon Delaware had no secured indebtedness for borrowed money and had approximately \$9.3 billion of consolidated outstanding indebtedness and other liabilities, including trade payables, pension and other post-employment liabilities, other current and non-current liabilities, but excluding intercompany liabilities and fiduciary liabilities. The Guarantee will be structurally subordinated to all of the existing and future secured and unsecured indebtedness and other liabilities of Aon Delaware's subsidiaries. As of March 31, 2013, Aon Delaware's subsidiaries had approximately \$4.4 billion of outstanding indebtedness and other liabilities, including trade payables, pension and other post-employment liabilities, other current liabilities and non-current liabilities, but excluding intercompany liabilities and fiduciary liabilities, constituting approximately 47% of Aon Delaware's total consolidated liabilities.

Optional Redemption

Aon plc may at its option redeem all of the Notes at any time and some of the Notes from time to time, at a redemption price equal to the greater of:

100% of the principal amount of the Notes being redeemed; and

the sum of the present values of the remaining scheduled payments of principal and interest thereon (not including any portion of such payments of interest accrued as of the redemption date), discounted to the date of redemption on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the Treasury Rate (as defined under "Description of the Securities - Optional Redemption"), plus basis points.

plus, in either case, accrued and unpaid interest on the principal amount of the Notes being redeemed to but excluding the redemption date.

On or after February , 2043, Aon plc may redeem any or all of the Notes at a redemption price equal to 100% of the principal amount of the Notes being redeemed, plus accrued and unpaid interest on the principal amount of the Notes being redeemed to but excluding the redemption date.

See "Description of the Securities - Optional Redemption."

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Additional Amounts	Aon plc and Aon Delaware have agreed to pay additional amounts to the holders of Notes from time to time in the event any interest payment on the Notes or any payment made under the Guarantee is subject to withholding or deduction in respect of Taxes (as defined in "Description of the Securities Payment of Additional Amounts"), subject to certain exceptions.
Optional Tax Redemption	In the event of certain changes in respect of Taxes applicable to the Notes or the Guarantee, Aon plc may redeem the Notes in whole, but not in part, at any time, at a redemption price equal to 100% of their principal amount plus accrued and unpaid interest, if any, to the redemption date. See "Description of the Securities Optional Tax Redemption."
Covenants	The indenture includes certain requirements that must be met if Aon plc or Aon Delaware consolidates with or merges into, or transfers or leases its assets substantially as an entirety to, another entity or person.
Use of Proceeds	We intend to use the net proceeds of this offering to repay commercial paper indebtedness and for general corporate purposes. See "Use of Proceeds."
Listing	The Notes are a new issue of securities with no established trading market. Aon plc intends to list the Notes on the New York Stock Exchange ("NYSE") or another "recognized stock exchange" for purposes of Section 1005 of the U.K. Income Tax Act 2007.
Risk Factors	See "Risk Factors" beginning on page S-10 of this prospectus supplement for important information regarding us and an investment in the Securities.
Further Issuances	Aon plc may, from time to time, without the written consent of and without giving notice to holders of the Securities, create and issue additional notes having the same terms and conditions as the Notes in all respects (other than the issue date, issue price, and to the extent applicable, first date of interest accrual and first interest payment date of such notes). Those additional notes will be consolidated with and form a single series with the previously outstanding Notes; <i>provided</i> that if the additional notes are not fungible with the Notes for U.S. federal income tax purposes, the additional notes will have a separate CUSIP number.
Trustee	The Bank of New York Mellon Trust Company, N.A.
Governing Law	The Securities and the indenture will be governed by the laws of the State of New York.

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Selected Historical Financial Data

The following table sets forth the selected historical consolidated financial and operating data for Aon. The selected consolidated financial and operating data as of and for the years ended December 31, 2012, 2011 and 2010 have been derived from Aon's audited consolidated financial statements and related notes contained in its Annual Report on Form 10-K for the year ended December 31, 2012, which is incorporated by reference into this prospectus supplement. The selected consolidated financial and operating data as of and for the three months ended March 31, 2013 and 2012 have been derived from Aon's unaudited condensed consolidated financial statements and related notes contained in Aon's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2013, which is incorporated by reference into this prospectus supplement, except that the balance sheet data as of March 31, 2012 has been derived from Aon's unaudited condensed consolidated financial statements contained in its Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2012, which has not been incorporated by reference in this prospectus supplement. The results for the three months ended March 31, 2013 and 2012 are not necessarily indicative of the results that may be expected for the entire fiscal year. Aon's unaudited interim financial statements reflect all adjustments that management of Aon considers necessary for fair presentation of the financial position and results of operations for such periods in accordance with United States generally accepted accounting principles, which we refer to as GAAP.

Historical results are not necessarily indicative of the results that may be expected for any future period. This selected consolidated financial and operating data should be read in conjunction with Aon's audited consolidated financial statements, the notes related thereto and "Management's Discussion and Analysis of Financial Condition and Results of Operations" contained in Aon's Annual Report on Form 10-K for the year ended December 31, 2012 and Aon's unaudited consolidated financial statements, the notes related thereto and "Management's Discussion and Analysis of Financial Condition and Results of Operations" contained in Aon's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2013. See "Incorporation of Certain Documents by Reference" in this prospectus supplement.

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	Three Months		Historical		
	Ended March 31, 2013	Ended March 31, 2012	Year Ended December 31, 2012	Year Ended December 31, 2011	Year Ended December 31, 2010
(millions, except shareholders, employees and per share data)					
Income Statement Data					
Commissions, fees and other	\$ 2,908	\$ 2,829	\$ 11,476	\$ 11,235	\$ 8,457
Fiduciary investment income	7	12	38	52	55
Total revenue	\$ 2,915	\$ 2,841	\$ 11,514	\$ 11,287	\$ 8,512
Operating income	\$ 410	\$ 402	\$ 1,596	\$ 1,596	\$ 1,244
Income from continuing operations	272	249	1,021	1,006	759
(Loss) Income from discontinued operations(1)			(1)	4	(27)
Net Income	\$ 272	\$ 249	\$ 1,020	\$ 1,010	\$ 732
Less: Net income attributable to noncontrolling interests	11	11	27	31	26
Net income attributable to Aon shareholders	\$ 261	\$ 238	\$ 993	\$ 979	\$ 706
Basic Net Income (Loss) Per Share Attributable to Aon Shareholders(2)					
Continuing operations	\$ 0.82	\$ 0.72	\$ 3.03	\$ 2.91	\$ 2.50
Discontinued operations				0.01	(0.09)
Net Income	\$ 0.82	\$ 0.72	\$ 3.03	\$ 2.92	\$ 2.41
Diluted Net Income (Loss) Per Share Attributable to Aon Shareholders(2)					
Continuing operations	\$ 0.82	\$ 0.71	\$ 2.99	\$ 2.86	\$ 2.46
Discontinued operations				0.01	(0.09)
Net Income	\$ 0.82	\$ 0.71	\$ 2.99	\$ 2.87	\$ 2.37
Balance Sheet Data					
Fiduciary assets(3)	\$ 12,224	\$ 11,795	\$ 12,214	\$ 10,838	\$ 10,063
Intangible assets including goodwill(4)	11,630	12,099	11,918	12,046	12,258
Total assets	30,029	30,271	30,486	29,552	28,982
Total debt	4,572	4,454	4,165	4,492	4,506
Total equity(5)	7,633	8,416	7,805	8,120	8,306
Class A Ordinary Shares and Other Data					
Dividends paid per share	\$ 0.16	\$ 0.15	\$ 0.62	\$ 0.60	\$ 0.60
Price range:					
High	61.84	49.51	57.92	54.58	46.24
Low	55.30	45.58	45.04	39.68	35.10
At year-end					
Market price	\$ 61.50	\$ 49.06	\$ 55.61	\$ 46.80	\$ 46.01
Common shareholders	264	8,022	240	8,107	9,316
Shares outstanding	309.1	326.4	310.9	324.4	332.3
Number of employees	65,243	63,854	64,725	62,443	59,100

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RISK FACTORS

You should carefully consider the risks described below, the risks set forth in the accompanying prospectus and the other information set forth in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein before making an investment decision. These risks include those set forth in the "Risk Factors" section of our Annual Report on Form 10-K for the year ended December 31, 2012 as filed with the SEC, and include risks that could have a material adverse effect on our and Aon Delaware's financial condition, results of operations or cash flows and which could, in turn, impact our and Aon Delaware's ability to perform our respective obligations under the Securities.

Additional risks and uncertainties not presently known to us, or that we currently deem immaterial, may also impair our or Aon Delaware's business operations. The events discussed in the risk factors below, or the risk factors in the accompanying prospectus or the documents incorporated by reference herein or therein, may occur. If they do, our or Aon Delaware's business, results of operations or financial condition could be materially adversely affected. In such an instance, the trading prices of our or Aon Delaware's securities, including the Notes, could decline and you might lose all or part of your investment.

Risks Related to the Notes

The Notes will be effectively subordinated to all of Aon plc's existing and future secured debt (to the extent of the value of the assets securing such indebtedness) and to the existing and future debt of Aon plc's subsidiaries (though you may have a direct claim as to Aon Delaware by virtue of its obligations with respect to the Guarantee), and the Guarantee will be effectively subordinated to all of Aon Delaware's existing and future secured debt (to the extent of the value of the assets securing such indebtedness) and to the existing and future debt of Aon Delaware's subsidiaries.

The Notes are not secured by any of Aon plc's assets or the assets of its subsidiaries (including Aon Delaware), and the Guarantee is not secured by any of the assets of Aon Delaware or the assets of Aon Delaware's subsidiaries. As a result, the indebtedness represented by the Notes will effectively be subordinated to any secured indebtedness Aon plc or its subsidiaries may incur, and the indebtedness represented by the Guarantee will effectively be subordinated to any secured indebtedness Aon Delaware or its subsidiaries may incur, in each case to the extent of the value of the assets securing such indebtedness. As of March 31, 2013, neither Aon plc nor Aon Delaware had any secured indebtedness for borrowed money. As of March 31, 2013, Aon plc's subsidiaries (other than Aon Delaware) had approximately \$5.1 billion of outstanding indebtedness and other liabilities, including trade payables, pensions and other post-employment liabilities, other current liabilities and non-current liabilities, but excluding intercompany liabilities and fiduciary liabilities and Aon Delaware's subsidiaries had approximately \$4.4 billion of outstanding indebtedness and other liabilities, including trade payables, pensions and other post-employment liabilities, other current liabilities and non-current liabilities, but excluding intercompany liabilities and fiduciary liabilities. In the event of any distribution or payment of Aon plc's assets or those of Aon Delaware in any foreclosure, dissolution, winding up, liquidation or reorganization, or other bankruptcy proceeding, any secured creditors of Aon plc or of Aon Delaware, respectively, would have a superior claim to holders of the Notes to the extent of the value of their collateral. In the event of the dissolution, a winding up, liquidation or reorganization, or other bankruptcy proceeding of a subsidiary of Aon plc, creditors of that subsidiary would generally have the right to be paid in full before any distribution is made to Aon plc or you in respect of the Notes (except with respect to amounts payable by Aon Delaware under the Guarantee). In the event of a dissolution, winding up, liquidation or reorganization, or other bankruptcy proceeding of a subsidiary of Aon Delaware, creditors of that subsidiary would generally have the right to be paid in full before any distribution is made to Aon Delaware or to you in respect of the Guarantee. If any of the foregoing occur, we cannot assure you that there will be sufficient assets to pay amounts due on the Securities.

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We need to maintain adequate liquidity in order to have sufficient cash to meet operating cash flow requirements, repay maturing debt and satisfy other obligations. If we fail to comply with the covenants contained in our various borrowing agreements, our or Aon Delaware's liquidity, results of operations and financial condition may be adversely affected.

Our liquidity is a function of our ability to successfully generate cash flows from operations and improvement therein, access to capital markets and borrowings under our credit agreements. We believe our liquidity (including operating and other cash flows that we expect to generate) will be sufficient to meet operating requirements as they occur; however, our ability to maintain sufficient liquidity going forward depends on our ability to generate cash from operations and access to the capital markets and borrowings, all of which are subject to general economic, financial, competitive, legislative, regulatory and other market factors that are beyond our control.

At March 31, 2013, we have a five-year \$400 million unsecured revolving credit facility in the U.S. ("U.S. Facility"), which expires in 2017. The U.S. facility is for general corporate purposes, including commercial paper support. Additionally, we have a five-year €650 million (\$836 million at March 31, 2013 exchange rates) multi-currency foreign credit facility ("Euro Facility") available, which expires in October 2015. At March 31, 2013, we had borrowings of \$30 million outstanding under the Euro Facility. At March 31, 2013, we were compliant with the financial covenants contained in our U.S. and Euro Facilities. However, failure to comply with material provisions of our covenants in the credit facilities could result in a default under the credit agreements, rendering them unavailable to us and causing a material adverse effect on our or Aon Delaware's liquidity, results of operations and financial condition.

Certain of our financing agreements, including our credit facilities, contain various covenants that limit the discretion of our management in operating our business and could prevent us from engaging in certain potentially beneficial activities, and the violation of these covenants could result in an event of default. The Securities will not have the benefit of all of these covenants.

The restrictive covenants in our financing agreements may impact how we operate our business and prevent us from engaging in certain potentially beneficial activities. For both our U.S. Facility and our Euro Facility, the two most significant covenants require us to maintain a ratio of consolidated EBITDA (earnings before interest, taxes, depreciation and amortization), adjusted for Hewitt-related transaction costs and up to \$50 million in non-recurring cash charges ("Adjusted EBITDA"), to consolidated interest expense and a ratio of consolidated debt to Adjusted EBITDA. For both facilities, the ratio of Adjusted EBITDA to consolidated interest expense must be at least 4 to 1. For the Euro Facility, the ratio of consolidated debt to Adjusted EBITDA must not exceed 3 to 1. For the U.S. Facility, the ratio of consolidated debt to Adjusted EBITDA must not exceed the lower of (a) 3.25 to 1.00 or (b) the greater of (i) 3.00 to 1.00 or (ii) the lowest ratio of consolidated debt to Adjusted EBITDA then set forth in the Euro Facility or our \$450,000,000 term loan facility. The indenture will not include similar covenants. Failure to comply with the covenants contained in our credit facilities or our other existing indebtedness could result in an event of default under the credit facilities or our other existing indebtedness that, if not cured or waived, could have a material adverse effect on our or Aon Delaware's business, financial condition and results of operations. In the event of certain defaults under our credit facilities or our other indebtedness, the lenders thereunder would not be required to lend any additional amounts to us and could elect to declare all borrowings outstanding, together with accrued and unpaid interest and fees, to be due and payable.

If the indebtedness under our credit facilities or our other indebtedness, including the Securities, were to be accelerated, there can be no assurance that our assets would be sufficient to repay such indebtedness in full. See "Description of the Securities."

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There will be no covenants in the indenture limiting our or Aon Delaware's ability to incur future indebtedness, pay dividends or transfer assets among our subsidiaries, and limited restrictions on our or Aon Delaware's ability to engage in other activities, which could adversely affect our or Aon Delaware's ability to pay our respective obligations under the Securities.

The indenture will not contain any financial covenants. The indenture will permit us and our subsidiaries (including Aon Delaware) to incur additional debt, including secured debt. Because the Securities will be unsecured, in the event of any liquidation, dissolution, reorganization, bankruptcy or other similar proceeding regarding us or Aon Delaware, whether voluntary or involuntary, the holders of our or Aon Delaware's secured debt will be entitled to receive payment to the extent of the value of the assets securing that debt before we or Aon Delaware can make any payment with respect to the Securities. If any of the foregoing events occurs, we cannot assure you that we or Aon Delaware will have sufficient assets to pay amounts due on the Securities. As a result, you may receive a payment on the Securities that is less than that which you are entitled to receive or recover nothing if any liquidation, dissolution, reorganization, bankruptcy or other similar proceeding occurs.

The indenture will not limit our, Aon Delaware or our respective subsidiaries' ability to issue or repurchase securities, pay dividends, incur intercompany liabilities or engage in transactions with affiliates. Our and Aon Delaware's ability to use funds for numerous purposes may limit the funds available to pay our or Aon Delaware's obligations under the Securities.

The Securities lack a developed public market.

There can be no assurance regarding the future development of a market for the Securities or the ability of holders of the Securities to sell their Securities or the price at which such holders may be able to sell their Securities. If such a market were to develop, the Securities could trade at prices that may be higher or lower than the initial offering price depending on many factors, including, among other things, prevailing interest rates, our or Aon Delaware's operating results or financial condition and the market for similar securities. Underwriters, broker-dealers and agents that participate in the distribution of the Securities may make a market in the Securities as permitted by applicable laws and regulations but will have no obligation to do so, and any such market-making activities with respect to the Securities may be discontinued at any time without notice. Therefore, there can be no assurance as to the liquidity of any trading market for the Securities or that an active public market for the Securities will develop. See "Underwriting." Aon plc intends to apply for listing of the Notes on the New York Stock Exchange or another "recognized stock exchange" for purposes of Section 1005 of the U.K. Income Tax Act 2007; however, there can be no assurance that the Notes will be so listed by the time the Notes are delivered to purchasers.

Our and Aon Delaware's credit ratings may not reflect all risks of an investment in the Securities.

The credit ratings of the Securities may not reflect the potential impact of all risks related to structure and other factors on any trading market for, or trading value of, the Securities. In addition, real or anticipated changes in our or Aon Delaware's credit ratings will generally affect any trading market for, or trading value of, the Securities.

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USE OF PROCEEDS

The net proceeds to us of this offering after deducting the underwriting discounts and estimated offering expenses payable by us, are expected to be approximately \$. We intend to use the net proceeds from this offering to repay commercial paper indebtedness and for general corporate purposes. All of our commercial paper has maturity of less than one year and interest rates ranging from 0.25% to 0.40%.

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RATIO OF EARNINGS TO FIXED CHARGES

Our ratios of earnings to fixed charges for each of the periods indicated are as follows:

	Three months ended March 31,(1)		Year ended December 31,(2)				
	2013	2012	2012	2011	2010	2009	2008
Ratio of earnings to fixed charges	6.9	5.7	6.0	5.6	5.6	6.5	6.1

- (1) Refer to Exhibit 12.1 of our Quarterly Report on Form 10-Q for the quarter ended March 31, 2013 for the computation of these ratios.
- (2) Refer to Exhibit 12.1 of our Annual Report on Form 10-K for the year ended December 31, 2012 for the computation of these ratios.

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The following table sets forth Aon plc's capitalization as of March 31, 2013, on an actual basis and on an as adjusted basis to give effect to this offering as if it had occurred on such date. You should read the data set forth in the table below in conjunction with "Summary Selected Historical Financial Data" and "Use of Proceeds" appearing elsewhere in this prospectus supplement, as well as "Management's Discussion and Analysis of Financial Condition and Results of Operations," which is incorporated by reference into this prospectus supplement from our Quarterly Report on Form 10-Q for the quarter ended March 31, 2013.

	As of March 31, 2013	
	Actual	As Adjusted(1)
	(Millions)	
Cash and cash equivalents(1)	\$ 408	\$ 408
Outstanding debt		
2043 Notes offered hereby		
3.50% senior notes due September 2015	600	600
3.125% senior notes due May 2016	500	500
4.25% senior notes due December 2042	256	256
5.00% senior notes due September 2020	600	600
6.25% senior notes due September 2040	300	300
Term loan facility due October 2013	371	371
6.25% EUR 500 debt securities due July 2014, including fair value hedge	643	643
8.205% junior subordinated deferrable interest debentures due January 2027	521	521
4.76% CAD senior unsecured debentures due March 2018	369	369
Other	412	412
Total debt	4,572	
Less short-term debt and current portion of long-term debt	802	
Total long-term debt	3,770	
Equity		
Common stock \$0.01 nominal value Authorized: 750 shares (issued: 309.1)	3	3
Additional paid-in capital	4,507	4,507
Retained earnings	5,844	5,844
Treasury stock at cost		
Accumulated other comprehensive loss	(2,775)	(2,775)
Total Aon Shareholders' Equity	7,579	7,579
Noncontrolling interests	54	54
Total Equity	7,633	7,633
Total capitalization	\$ 12,205	\$

(1) Cash and cash equivalents does not take into account expenses and discounts on issuance associated with this offering.

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DESCRIPTION OF THE SECURITIES

The following description of the particular terms of the Securities offered by this prospectus supplement supplements, and to the extent inconsistent therewith, replaces the description of the general terms and provisions of the Securities set forth under the caption "Description of Debt Securities and Guarantees" in the accompanying prospectus. Terms used in this prospectus supplement that are otherwise not defined have the meanings given to them in the accompanying prospectus.

Aon plc will issue \$ _____ aggregate principal amount of _____ % senior notes due 2043 (the "Notes") pursuant to an indenture to be dated May _____, 2013 among Aon plc, as issuer, Aon Delaware, as guarantor, and The Bank of New York Mellon Trust Company, N.A., as Trustee (the "Trustee"). The following is a summary of the material provisions of the indenture. It does not include all of the provisions of the indenture. We urge you to read the indenture because it, not this description, defines your rights. The terms of the Notes include those stated in the indenture and those made part of the indenture by reference to the Trust Indenture Act of 1939, as amended (the "TIA"). A copy of the indenture may be obtained from the Issuer.

Aon plc will issue the Notes in fully registered form in denominations of \$2,000 and integral multiples of \$1,000 in excess thereof. The Trustee will initially act as paying agent and registrar for the Notes. The Notes may be presented for registration of transfer and exchange at the offices of the registrar. Aon plc may change the paying agent and registrar without notice to holders of the Notes. It is expected that Aon plc will pay principal and interest (and premium, if any) on the Notes (and, as necessary, Aon Delaware will pay such amounts in relation to the Guarantee) at the Trustee's corporate office by wire transfer, if book-entry at DTC, or check mailed to the registered address of holders.

Principal, Maturity and Interest

The Notes will mature on May _____, 2043. \$ _____ in aggregate principal amount of Notes will be issued in this offering. After the issue date of the Notes, additional Notes ("Additional Notes") may be issued from time to time; *provided, however*, that if the Additional Notes are not fungible with the Notes for U.S. federal income tax purposes, the Additional Notes will have a separate CUSIP number. The Notes and any Additional Notes that are actually issued will be treated as a single class for all purposes, under the indenture, including, without limitation, as to waivers, amendments, redemptions and offers to purchase. Unless the context otherwise requires, for all purposes of the indenture and this "Description of the Securities," references to the Notes include any Additional Notes actually issued.

Interest on the Notes will accrue at the rate of _____ % per annum and will be payable semi-annually in arrears in cash on each May _____ and November _____, commencing on November _____, 2013, to the persons who are registered holders at the close of business on the _____ or _____, as the case may be, immediately preceding the applicable interest payment date. Interest on the Notes will accrue from the most recent date to which interest has been paid or, if no interest has been paid, from and including the date of issuance to but excluding the actual interest payment date.

Interest will be computed on the basis of a 360-day year comprised of twelve 30-day months.

Optional Redemption

Aon plc may at its option redeem all of the Notes at any time and some of the Notes from time to time, at a redemption price equal to the greater of:

- (i) 100% of the principal amount of the Notes being redeemed; and
- (ii) the sum of the present values of the remaining scheduled payments of principal and interest thereon (not including any portion of such payments of interest accrued as of the redemption date),

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discounted to the date of redemption on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the Treasury Rate (as defined below), plus basis points,

plus, in either case, accrued and unpaid interest on the principal amount of the Notes being redeemed to but excluding the redemption date.

On or after February , 2043, Aon plc may redeem any or all of the Notes at a redemption price equal to 100% of the principal amount of the Notes being redeemed, plus accrued and unpaid interest on the principal amount of the Notes being redeemed to but excluding the redemption date.

Notwithstanding the foregoing, installments of interest on Notes being redeemed that are due and payable on interest payment dates falling on or prior to a redemption date will be payable on the interest payment date to the registered holders as of the close of business on the relevant record date according to the Notes and the indenture.

"Comparable Treasury Issue" means the United States Treasury security selected by the Quotation Agent as having a maturity comparable to the remaining term of the Notes to be redeemed that would be utilized, at the time of selection and in accordance with customary financial practice, in pricing new issues of corporate debt securities of comparable maturity to the remaining term of such Notes.

"Comparable Treasury Price" means, with respect to any redemption date, (i) the average of three Reference Treasury Dealer Quotations for such redemption date, after excluding the highest and lowest such Reference Treasury Dealer Quotations, or (ii) if the Quotation Agent is given fewer than five such Reference Treasury Dealer Quotations, the average of all such quotations, or (iii) if only one Reference Treasury Dealer Quotation is received, such quotation.

"Quotation Agent" means the Reference Treasury Dealer appointed by us.

"Reference Treasury Dealer" means each of Morgan Stanley & Co. LLC and Goldman, Sachs & Co. (or their respective affiliates that are primary U.S. government securities dealers in New York City, each of which we refer to as a Primary Treasury Dealer) and their respective successors and any other nationally recognized investment banking firm that is a Primary Treasury Dealer appointed from time to time by us; *provided, however*, that if any of the foregoing shall cease to be a Primary Treasury Dealer, we will substitute therefor another Primary Treasury Dealer.

"Reference Treasury Dealer Quotations" means, with respect to each Reference Treasury Dealer and any redemption date, the average, as determined by the Quotation Agent, of the bid and asked prices for the Comparable Treasury Issue (expressed in each case as a percentage of its principal amount) quoted in writing to the Quotation Agent by such Reference Treasury Dealer at 5:00 p.m., New York City time, on the third business day preceding such redemption date.

"Treasury Rate" means, with respect to any redemption date, the rate per annum equal to the semi-annual equivalent yield to maturity of the Comparable Treasury Issue, assuming a price for the Comparable Treasury Issue (expressed as a percentage of its principal amount) equal to the Comparable Treasury Price for such redemption date.

Notice of any redemption described under " Optional Redemption" will be mailed at least 30 days but not more than 90 days before the redemption date to each holder of the Notes to be redeemed. Unless we and Aon Delaware default in payment of the redemption price, on and after the redemption date, interest will cease to accrue on the Notes or portions thereof called for redemption. If less than all the Notes are to be redeemed, the Notes to be redeemed shall be selected by the Trustee using a method the Trustee deems to be appropriate and fair, and, if applicable, that is in accordance with the procedures of the Depository Trust Company.

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Guarantee

Under the Guarantee, Aon Delaware will fully and unconditionally guarantee the due and punctual payment of the principal, interest, premium (if any) and all other amounts due on the Notes when the Notes become due and payable, whether at maturity, pursuant to optional redemption, by acceleration or otherwise, in each case after any applicable grace periods or notice requirements, according to the terms of the Notes.

The obligations of Aon Delaware under the Guarantee will be unconditional, regardless of the enforceability of the Notes, and will not be discharged until all obligations under the Notes and the indenture are satisfied. Holders of the Notes may proceed directly against Aon Delaware under the Guarantee if an event of default affecting the Notes occurs without first proceeding against Aon plc.

Ranking

The Notes:

will be Aon plc's general unsecured obligation;

will be effectively subordinated to all of Aon plc's existing and future secured indebtedness to the extent of the value of the assets securing such indebtedness;

will be structurally subordinated to the existing and future claims of creditors of Aon plc's subsidiaries (though you may have a direct claim as to Aon Delaware by virtue of its obligations with respect to the Guarantee);

will rank equally in right of payment with Aon plc's existing and future unsecured and unsubordinated indebtedness; and

will be senior in right of payment to any of Aon plc's existing and future subordinated indebtedness.

The Guarantee:

will be Aon Delaware's general unsecured obligations;

will be effectively subordinated to all of Aon Delaware's existing and future secured indebtedness to the extent of the value of the assets securing such indebtedness;

will be structurally subordinated to the existing and future claims of creditors of Aon Delaware's subsidiaries;

will rank equally in right of payment with Aon Delaware's existing and future unsecured and unsubordinated indebtedness; and

will be senior in right of payment to any of Aon Delaware's existing and future subordinated indebtedness.

As noted above, the Notes will be structurally subordinated to all of Aon plc's subsidiaries' existing and future obligations (though you may have a direct claim as to Aon Delaware by virtue of its obligations with respect to the Guarantee). In addition, the Guarantee will be effectively subordinated to all of Aon Delaware's existing and future secured indebtedness to the extent of the value of the assets securing such indebtedness and structurally subordinated to all of Aon Delaware's subsidiaries' existing and future obligations. See "Risk Factors" The Notes will be effectively subordinated to all of Aon plc's existing and future secured debt (to the extent of the value of the assets securing such indebtedness)

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and to the existing and future debt of Aon plc's subsidiaries (though you may have a direct claim as to Aon Delaware by virtue of its obligations with respect to the Guarantee), and the Guarantee will be effectively subordinated to all of Aon Delaware's existing and future secured debt (to

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the extent of the value of the assets securing such indebtedness) and to the existing and future debt of Aon Delaware's subsidiaries." As of March 31, 2013, Aon plc had no secured indebtedness for borrowed money and Aon plc's subsidiaries (excluding Aon Delaware) had approximately \$5.1 billion of outstanding indebtedness and other liabilities, including trade payables, pension and other post employment liabilities, other current liabilities and non-current liabilities, but excluding intercompany liabilities and fiduciary liabilities, constituting approximately 96% of Aon plc's total consolidated liabilities (other than those of Aon Delaware). As of March 31, 2013, Aon Delaware had no secured indebtedness for borrowed money and had approximately \$9.3 billion of consolidated outstanding indebtedness and other liabilities, including trade payables, pension and other post employment liabilities, other current liabilities and non-current liabilities, but excluding intercompany liabilities and fiduciary liabilities. As of March 31, 2013, Aon Delaware's subsidiaries had no secured indebtedness for borrowed money and had approximately \$4.4 billion of outstanding indebtedness and other liabilities including trade payables, pension and other post employment liabilities, other current liabilities and non-current liabilities, but excluding intercompany liabilities and fiduciary liabilities, constituting approximately 47% of Aon Delaware's total consolidated liabilities.

Payment of Additional Amounts

Payments made by Aon plc, Aon Delaware or a paying agent, as applicable, on the Notes or in respect of the Guarantee will be made free and clear of and without withholding or deduction for or on account of any present or future income, stamp or other tax, duty, levy, impost, assessment or other governmental charge of any nature whatsoever imposed or levied by or on behalf of the government of the jurisdiction in which Aon plc is organized (the "Home Country Jurisdiction"), of any territory of the Home Country Jurisdiction or by any authority or agency therein or thereof having the power to tax, which we refer to collectively as "Taxes," unless Aon plc, Aon Delaware or a paying agent is required to withhold or deduct Taxes by law.

If Aon plc, Aon Delaware or a withholding agent is required to withhold or deduct any amount for or on account of Taxes from any payment made with respect to the Notes or the Guarantee, Aon plc or Aon Delaware, as applicable, will pay such additional amounts as may be necessary so that the net amount received by each beneficial owner (including additional amounts) after such withholding or deduction will not be less than the amount the beneficial owner would have received if the Taxes had not been withheld or deducted; *provided* that no additional amounts will be payable with respect to Taxes:

that would not have been imposed but for the existence of any present or former connection between such holder or beneficial owner of the Securities (or between a fiduciary, settlor, beneficiary, member or shareholder of, or possessor of a power over, such holder or beneficial owner, if such holder or beneficial owner is an estate, trust, partnership or corporation) and the Home Country Jurisdiction or any political subdivision or territory or possession thereof or therein or area subject to its jurisdiction, including, without limitation, such holder or beneficial owner (or such fiduciary, settlor, beneficiary, member, shareholder or possessor) being or having been a citizen or resident thereof or treated as a resident thereof or domiciled thereof or a national thereof or being or having been present or engaged in trade or business therein or having or having had a permanent establishment therein;

that are estate, inheritance, gift, sales, transfer, personal property, wealth or similar taxes, duties, assessments or other governmental charges;

payable other than by withholding from payments of principal of and premium, if any, or interest on the Notes or from payments in respect of the Guarantee;

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that would not have been imposed but for the failure of the applicable recipient of such payment to comply with any certification, identification, information, documentation or other reporting requirement to the extent:

such compliance is required by applicable law or administrative practice or an applicable treaty as a precondition to exemption from, or reduction in, the rate of deduction or withholding of such Taxes; and

at least 30 days before the first payment date with respect to which such additional amounts shall be payable, Aon plc or Aon Delaware, as the case may be, has notified such recipient in writing that such recipient is required to comply with such requirement;

that would not have been imposed but for the presentation of a Security (where presentation is required) for payment on a date more than 30 days after the date on which such payment became due and payable or the date on which payment thereof was duly provided for, whichever occurred later;

that are imposed on a payment to an individual and are required to be made pursuant to any European Union Directive on the taxation of savings income relating to the proposal for a directive on the taxation of savings income published by the ECOFIN Council on December 13, 2001 or any other Directive implementing the conclusions of the ECOFIN Council meeting of November 26-27, 2000 on the taxation of savings income, or any law implementing or complying with, or introduced in order to conform to, such Directive;

that would not have been imposed if presentation for payment of a Security had been made to a paying agent other than the paying agent to which the presentation was made; or

any combination of the foregoing items;

nor shall additional amounts be paid with respect to any payment of the principal of or premium, if any, or interest, if any, on any Note or any payment in respect of the Guarantee to any such holder who is a fiduciary or a partnership or a beneficial owner who is other than the sole beneficial owner of such payment to the extent a beneficiary or settlor with respect to such fiduciary or a member of such partnership or a beneficial owner would not have been entitled to such additional amounts had it been the holder of the Security.

All references in this prospectus supplement and the accompanying prospectus, other than under " Defeasance" in the accompanying prospectus, to the payment of the principal of or premium, if any, or interest, if any, on or the net proceeds received on the sale or exchange of, any Notes or any payment made under the Guarantee shall be deemed to include additional amounts to the extent that, in that context, additional amounts are, were or would be payable.

Aon plc has agreed in the indenture that at least one paying agent for the Notes will be located outside the United Kingdom. Aon plc has also agreed that if it maintains a paying agent with respect to the Notes in any member state of the European Union, it will maintain a paying agent in at least one member state (other than the United Kingdom) that will not be obliged to withhold or deduct taxes pursuant to any law implementing European Council Directive 2003/48/EC or any other Directive implementing the conclusions of the ECOFIN Council meeting of November 26-27, 2000 on the taxation of savings income, provided there is at least one member state that does not require a paying agent to withhold or deduct pursuant to such Directive.

Aon plc's and Aon Delaware's obligations to pay additional amounts if and when due will survive the termination of the indenture and the payment of all other amounts in respect of the Notes.

If, as a result of Aon plc's or Aon Delaware's consolidation, merger with or conversion into a successor person organized under the laws of a jurisdiction other than the current Home Country

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Jurisdiction or the United States (or, in each case, any political subdivision or taxing authority thereof) as described in the accompanying prospectus under "Description of the Debt Securities and Guarantees Consolidation and Merger," or the conveyance, transfer or lease by Aon plc or Aon Delaware of its assets substantially as an entirety to such successor person, and such an entity expressly assumes the obligations of Aon plc or Aon Delaware under the indenture and the Notes or the Guarantee, as applicable, such successor person will pay additional amounts on the same basis as described above, except that references to the "Home Country Jurisdiction" will be treated as references to both the current Home Country Jurisdiction and the country in which such successor person is organized or resident (or deemed resident for tax purposes).

Optional Tax Redemption

Aon plc may redeem the Notes in whole, but not in part, at its option at any time prior to maturity, upon the giving of not less than 30 nor more than 90 days' notice of tax redemption to the holders, at a redemption price equal to the principal amount of the Notes plus accrued and unpaid interest, if any, to the redemption date, if:

it determines that, as a result of any change in, amendment to or announced proposed change in the laws or any regulations or rulings promulgated thereunder of the Home Country Jurisdiction (or of any political subdivision or taxing authority thereof) or, in the event of the assumption of its or Aon Delaware's obligations under the Notes or the Guarantee, as applicable, by a successor person not organized under the laws of the United States or the current Home Country Jurisdiction (or, in each case, any political subdivision or taxing authority thereof as described in the accompanying prospectus under "Description of the Debt Securities and Guarantees Consolidation and Merger"), the jurisdiction in which such successor person is organized (or deemed resident for tax purposes), or any change in the application or official interpretation of such laws, regulations or rulings, or any change in the application or official interpretation of, or any execution of or amendment to, any treaty or treaties affecting taxation to which any such jurisdiction is a party, which change, execution or amendment becomes effective on or after (i) the issue date of the Notes or (ii) in the event of the assumption by a successor person of Aon plc's or Aon Delaware's obligations under the Indenture and the Notes or the Guarantee, as applicable, as described in the accompanying prospectus under "Description of the Debt Securities and Guarantees Consolidation and Merger," under the laws of a jurisdiction other than the United States or the current Home Country Jurisdiction (or, in each case, any political subdivision or taxing authority thereof), with respect to taxes imposed by such other jurisdiction, the date of the transaction resulting in such assumption and, in the case of either of (i) or (ii), Aon plc or Aon Delaware, as applicable would be required to pay additional amounts (as described under " Payment of Additional Amounts") with respect to the Notes or the Guarantee on the next succeeding interest payment date and the payment of such additional amounts cannot be avoided by the use of reasonable measures available to Aon plc or Aon Delaware, as applicable, or such successor person; or

it determines, based upon an opinion of independent counsel of recognized standing that, as a result of any action taken by any legislative body of, taxing authority of, or any action brought in a court of competent jurisdiction in, the Home Country Jurisdiction (or any political subdivision or taxing authority thereof) or, in the event of the assumption of its or Aon Delaware's obligations under the Notes or Guarantee, as applicable, by a successor person not organized under the laws of the United States or the current Home Country Jurisdiction (or, in each case, any political subdivision thereof as described under "Description of the Debt Securities and Guarantees Consolidation and Merger"), the jurisdiction in which such successor person is organized (or deemed resident for tax purposes), which action is taken or brought on or after (i) the issue date of the Notes or (ii) in the event of the assumption by a successor person of

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Aon plc's or Aon Delaware's obligations under the Indenture and the Notes or the Guarantee, as applicable, as described in the accompanying prospectus under "Description of the Debt Securities and Guarantees Consolidation and Merger," under the laws of a jurisdiction other than the United States or the current Home Country Jurisdiction (or, in each case, any political subdivision or taxing authority thereof), with respect to taxes imposed by such other jurisdiction, the date of the transaction resulting in such assumption and, in the case of either of (i) and (ii), there is a substantial probability that the circumstances described above would exist.

No notice of any such redemption may be given earlier than 90 days prior to the earliest date on which Aon plc or Aon Delaware, as applicable, would be obligated to pay any additional amounts.

Aon plc or Aon Delaware will also pay to each holder, or make available for payment to each such holder, on the redemption date, any additional amounts resulting from the payment of such redemption price by it. Prior to the delivery of any notice of redemption, Aon plc will deliver to the Trustee an officer's certificate stating that it is entitled to effect or cause a redemption and setting forth a statement of facts showing that the conditions precedent of the right so to redeem or cause such redemption have occurred, and in the case of a redemption based on an opinion of independent counsel referred to in the second bullet above, such independent counsel's opinion.

Any notice of redemption will be irrevocable once an officer's certificate has been delivered to the Trustee.

Governing Law

The indenture and the Securities will be governed by, and construed in accordance with, the laws of the State of New York.

Concerning Our Relationship with the Trustee

Aon Delaware and Aon plc have commercial deposits and custodial arrangements with The Bank of New York Mellon Trust Company, N.A., or "BNYM," and may have borrowed money from BNYM in the normal course of business. Aon Delaware and Aon plc may enter into similar or other banking relationships with BNYM in the future in the normal course of business. In addition, Aon Delaware and Aon plc have provided brokerage and other insurance services in the ordinary course of our business for BNYM. BNYM may also act as trustee with respect to other debt securities issued by Aon Delaware and Aon plc.

Offers to Purchase; Open Market Purchases

Neither Aon Delaware nor Aon plc is required to make any sinking fund payments or any offers to purchase with respect to the Securities. Aon Delaware or Aon plc may at any time and from time to time purchase Securities in the open market or otherwise.

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CERTAIN UNITED STATES FEDERAL INCOME TAX CONSEQUENCES

The following is a general discussion of the material U.S. federal income tax consequences to beneficial owners of the Notes of the acquisition, ownership, and disposition of the Notes. This discussion is based upon the Internal Revenue Code of 1986, as amended (the "Code"), the U.S. Treasury regulations promulgated thereunder, administrative pronouncements and judicial decisions, all as of the date hereof and all of which are subject to change, possibly on a retroactive basis.

This discussion applies only to beneficial owners that acquire the Notes in connection with their initial issuance at their initial offering price and hold the Notes as "capital assets" within the meaning of section 1221 of the Code. This discussion does not address all aspects of U.S. federal income taxation that might be important to particular investors in light of their individual circumstances or the U.S. federal income tax consequences applicable to special classes of taxpayers, such as banks and other financial institutions, insurance companies, real estate investment trusts, regulated investment companies, tax-exempt organizations, partnerships (or entities properly classified as partnerships for U.S. federal income tax purposes) or other pass-through entities, dealers in securities, traders in securities that elect to use a mark-to-market method of tax accounting, persons liable for U.S. federal alternative minimum tax, U.S. Holders (as defined below) whose functional currency is not the U.S. dollar, former citizens or residents of the United States, and persons holding the Notes as part of a hedging or conversion transaction or a straddle. The discussion does not address any foreign, state, local or non-income tax consequences of the acquisition, ownership or disposition of the Notes to beneficial owners of the Notes.

As used in this prospectus supplement, the term "U.S. Holder" means a beneficial owner of a Note who or which is for U.S. federal income tax purposes:

a citizen or individual resident of the United States;

a corporation (or other entity properly classified as a corporation for U.S. federal income tax purposes) created or organized in or under the laws of the United States, any state within the United States, or the District of Columbia;

an estate, the income of which is subject to U.S. federal income taxation regardless of its source; or

a trust, if (i) a U.S. court is able to exercise primary supervision over the trust's administration and one or more "United States persons" (as defined in the Code) have the authority to control all substantial decisions of the trust, or (ii) in the case of a trust that was treated as a domestic trust under the laws in effect before 1997, a valid election is in place under applicable U.S. Treasury regulations to treat such trust as a domestic trust.

The term "Non-U.S. Holder" means any beneficial owner of a Note who or which is not a U.S. Holder and is not a partnership or other entity properly classified as a partnership for U.S. federal income tax purposes. For the purposes of this prospectus supplement, U.S. Holders and Non-U.S. Holders are referred to collectively as "Holders."

If a partnership or other entity properly classified as a partnership for U.S. federal income tax purposes is a beneficial owner of a Note, the tax treatment of a partner will generally depend upon the status of the partner and the activities of the entity. Such entities and partners in such entities should consult their own tax advisors about the U.S. federal income and other tax consequences of the acquisition, ownership and disposition of a Note.

This discussion is for general purposes only. Holders should consult their own tax advisors regarding the application of the U.S. federal income tax laws to their particular situations and the consequences under federal estate or gift tax laws, as well as foreign, state or local laws and tax treaties, and the possible effects of changes in tax laws.

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U.S. Federal Income Taxation of U.S. Holders

Payments of Interest

Stated interest on Notes beneficially owned by a U.S. Holder generally will be taxable as ordinary interest income at the time payments are accrued or are received in accordance with the U.S. Holder's regular method of accounting for U.S. federal income tax purposes.

Sale, Exchange or Redemption of the Notes

Upon the sale, exchange, redemption or other taxable disposition of the Notes, a U.S. Holder generally will recognize gain or loss equal to the difference, if any, between (i) the amount realized upon the sale, exchange, redemption or other taxable disposition of the Notes, other than amounts attributable to accrued and unpaid interest (which will be taxed as ordinary interest income to the extent such interest has not been previously included in income), and (ii) the U.S. Holder's adjusted tax basis in the Notes. The amount realized by a U.S. Holder is the sum of cash plus the fair market value of all other property received on such sale, exchange, redemption or other taxable disposition. A U.S. Holder's adjusted tax basis in the Notes generally will be its cost for the Notes.

Gain or loss a U.S. Holder recognizes on the sale, exchange, redemption or other taxable disposition of the Notes generally will be capital gain or loss. Such gain or loss generally will be long-term capital gain or loss if a U.S. Holder has held the Notes for more than one year. For non-corporate U.S. Holders, long-term capital gains are taxed at a lower rate than ordinary income. The deductibility of capital losses is subject to limitations. A U.S. Holder should consult its own tax advisor regarding the deductibility of capital losses in its particular circumstances.

Backup Withholding and Information Reporting

In general, a U.S. Holder that is not an "exempt recipient" will be subject to U.S. federal backup withholding at the applicable rate (currently 28%) with respect to payments on the Notes and the proceeds of a sale, exchange, redemption or other taxable disposition of the Notes, unless the U.S. Holder provides its taxpayer identification number to the paying agent and certifies, under penalties of perjury, that it is not subject to backup withholding on an Internal Revenue Service Form W-9 (Request for Taxpayer Identification Number and Certification) and otherwise complies with the applicable requirements of the backup withholding rules. Backup withholding is not an additional tax. The amount of any backup withholding from a payment to a U.S. Holder may be allowed as a credit against such U.S. Holder's U.S. federal income tax liability and may entitle such U.S. Holder to a refund, provided the required information is furnished to the Internal Revenue Service in a timely manner. In addition, payments on the Notes made to, and the proceeds of a sale or other taxable disposition received by, a U.S. Holder that is not an exempt recipient generally will be subject to information reporting requirements.

Medicare Tax

Certain U.S. Holders who are individuals, estates or trusts will be required to pay a 3.8% Medicare tax on all or part of their "net investment income," which includes, among other items, interest on, and capital gains from the sale or other taxable disposition of, a Note. Prospective investors should consult their tax advisors regarding the consequences, if any, with respect to this tax on their investment in the Notes.

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U.S. Federal Income Taxation of Non-U.S. Holders

Payments of Interest

A Non-U.S. Holder will generally not be subject to U.S. federal income or withholding tax on payments of interest on the Notes provided that such interest is not effectively connected with the conduct of a trade or business within the United States by the Non-U.S. Holder (and, if certain tax treaties apply, is not attributable to a permanent establishment or fixed base maintained within the United States by the Non-U.S. Holder). Because Aon plc is incorporated in the U.K., a Non-U.S. Holder generally will not be required to satisfy certification requirements as to the Non-U.S. Holder's foreign status for U.S. federal income tax purposes. Notwithstanding the foregoing, the Internal Revenue Service (the "IRS") may assert that Aon plc should be treated as a U.S. corporation for U.S. federal tax purposes under the rules of Section 7874 of the Code. If the IRS were successful in this assertion, Non-U.S. Holders would be required to satisfy these certification requirements in order to establish an exemption from U.S. federal income and withholding tax. Because we believe Aon plc should not be treated as a U.S. corporation, we do not currently intend to request that Non-U.S. Holders provide these forms, although we may do so in the future. Moreover, another withholding agent may require that a Non-U.S. Holder provide these forms in order for interest on the Notes not to be subject to withholding tax.

If interest on the Notes is effectively connected with the conduct of a trade or business within the United States by a Non-U.S. Holder (and, if certain tax treaties apply, is attributable to a permanent establishment or fixed base maintained within the United States by the Non-U.S. Holder), then the Non-U.S. Holder will generally be subject to U.S. federal income tax on such interest in the same manner as if such Non-U.S. Holder were a U.S. person and, in the case of a Non-U.S. Holder that is a foreign corporation, may also be subject to the branch profits tax (currently imposed at a rate of 30% or a lower applicable treaty rate).

Sale, Exchange or Redemption of the Notes

Generally, any gain recognized by a Non-U.S. Holder on the sale, exchange, redemption or other taxable disposition of a Note (other than amounts attributable to accrued and unpaid interest, which will be treated as described under " Payments of Interest" above) will be exempt from U.S. federal income and withholding tax, unless:

the gain is effectively connected with the Non-U.S. Holder's conduct of a trade or business within the United States (and, if a treaty applies, is attributable to a permanent establishment or fixed base maintained by the Non-U.S. Holder in the United States); or

the Non-U.S. Holder is an individual who is present in the United States for 183 days or more during the taxable year, and certain other conditions are met.

In the case of gain recognized by a Non-U.S. Holder that is effectively connected with the Non-U.S. Holder's conduct of a trade or business (and, if a treaty applies, is attributable to a permanent establishment or fixed base maintained by the Non-U.S. Holder) within the United States the Non-U.S. Holder will generally be subject to U.S. federal income tax on such gain in the same manner as if such Non-U.S. Holder were a U.S. person and, in addition, if the Non-U.S. Holder is a foreign corporation may also be subject to the branch profits tax as described above. An individual Non-U.S. Holder that is present in the U.S. for 183 days or more during the taxable year and meets certain other conditions will be subject to a flat 30% tax (or a lower applicable treaty rate) on the gain derived from the sale, exchange or other taxable disposition of the Notes, which may be offset by certain U.S. capital losses (notwithstanding the fact that he or she is not considered a U.S. resident for U.S. federal income tax purposes).

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Backup Withholding and Information Reporting

In general, payments of interest on the Notes payable by a U.S. paying agent or other U.S. intermediary to a Non-U.S. Holder will be subject to information reporting, unless the Non-U.S. Holder certifies under penalties of perjury that it is a non-United States person and the paying agent or intermediary does not have actual knowledge to the contrary. In addition, backup withholding generally will apply to these payments to a Non-U.S. Holder if such holder fails to provide the certification on IRS Form W-8BEN (or IRS Form W-8ECI, if applicable) (or successor forms), does not otherwise provide evidence of exempt status or the paying agent or intermediary has actual knowledge, or reason to know, to the contrary. In certain circumstances the amount of such payments made to a Non-U.S. Holder with respect to the Notes, the name and address of the beneficial owner and the amount, if any, of tax withheld may be reported to the IRS. Backup withholding is not an additional tax. A Non-U.S. Holder may obtain a refund or credit against its U.S. federal income tax liability of any amounts withheld under the backup withholding rules, provided the required information is furnished to the IRS in a timely matter.

Non-U.S. Holders should consult their tax advisors regarding the application of information reporting and backup withholding in their particular situations, the availability of an exemption therefrom, and the procedures for obtaining such an exemption, if available.

The U.S. federal income tax discussion set forth above is included for general information only and may not be applicable depending upon a Holder's particular situation. Prospective purchasers of the Notes should consult their own tax advisors with respect to the tax consequences to them of the acquisition, ownership and disposition of the Notes, including the tax consequences under state, local, estate, foreign and other tax laws and tax treaties and the possible effects of changes in U.S. or other tax laws.

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CERTAIN U.K. TAX CONSEQUENCES

The following is a general summary of the U.K. withholding tax consequences and reporting requirements in relation to payments of interest on the Notes and payments in respect of the Guarantee and of the U.K. stamp duty and stamp duty reserve tax consequences on the issue or transfer of the Notes. This summary does not deal with other U.K. tax aspects of acquiring, holding or disposing of the Securities. This summary is based upon U.K. tax law and the published practice of HM Revenue and Customs ("HMRC") in effect on the date of this prospectus supplement and is subject to any change in law or practice which may take effect after that date (including with retrospective effect).

Holders (or prospective holders) of Securities who are in any doubt as to their tax position should consult their professional advisors.

U.K. Withholding Tax

Payments of interest on the Notes

If the Notes are and continue to be listed on a "recognised stock exchange" within the meaning of section 1005 of the U.K. Income Tax Act 2007, interest payments on the Notes may be made without withholding on account of U.K. tax. The Notes are intended to be listed on the New York Stock Exchange, which is currently a recognised stock exchange for these purposes, or on another recognised stock exchange.

In all other circumstances, payments of interest on the Notes may be subject to withholding on account of U.K. income tax at the basic rate (currently 20 per cent), subject to such relief as may be available under the provisions of any applicable double tax treaty or any other relief or exemption that may apply.

Payments in respect of the Guarantee

Depending on the correct analysis under U.K. law of payments in respect of the Guarantee, it is possible that such payments would be subject to withholding on account of U.K. income tax at the basic rate (currently 20 per cent), subject to such relief as may be available under the provisions of any applicable double tax treaty or any other exemption which may apply.

Provision of Information by U.K. Paying and Collecting Agents

Holders of Securities should be aware that where any interest on the Securities is paid to them (or to any person acting on their behalf) by any person in the U.K. (a "paying agent"), or is received by any person in the U.K. acting on their behalf (other than solely by clearing or arranging the clearing of a cheque) (a "collecting agent"), then the paying agent or the collecting agent (as the case may be) may, in certain cases, be required to supply to HMRC details of the payment and certain details relating to the relevant holder of Securities (including the name and address of the relevant holder of the Securities). These provisions will apply whether or not the interest has been paid subject to withholding of U.K. income tax and whether or not the relevant holder of Securities is resident in the U.K. for U.K. tax purposes. Where the relevant holder of Securities is not so resident, the details provided to HMRC may, in certain cases, be passed by HMRC to the tax authorities of the jurisdiction in which the relevant Holder is resident for tax purposes.

Stamp duty and stamp duty reserve tax

No U.K. stamp duty or stamp duty reserve tax should be payable on the issue or transfer of the Notes.

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EUROPEAN UNION SAVINGS TAX DIRECTIVE

Under European Council Directive 2003/48/EC on the taxation of savings income in the form of interest payments, each member state of the European Union must provide to the tax authorities of another member state details of payments of interest (or similar income) made by a person within its jurisdiction to an individual (or certain other types of person) resident in that other member state. However, for a transitional period, Austria, and Luxembourg are instead required (unless they elect otherwise during that period) to operate a withholding system in relation to such payments at a current rate of 35%. The ending of such transitional period is dependent upon the conclusion of certain other agreements relating to information exchange with certain other countries. On April 10, 2013, the Luxembourg Ministry of Finance announced that Luxembourg's transitional period will end with effect from January 1, 2015.

A number of non-EU countries and territories, including Switzerland, together with certain dependent or associated territories of member states, have adopted similar measures (a withholding system in the case of Switzerland).

The European Commission has proposed certain amendments to this Directive which, if implemented, may amend or broaden the scope of the requirements described above.

If Aon plc maintains a paying agent in a member state with respect to the Notes, it is required to do so in a member state (other than the U.K.) that will not be obliged to withhold or deduct tax pursuant to the Directive or to such similar measures.

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BOOK-ENTRY, DELIVERY AND FORM

We have obtained the information in this section concerning The Depository Trust Company ("DTC"), Clearstream Banking, S.A., Luxembourg ("Clearstream, Luxembourg") and Euroclear Bank S.A./N.V., as operator of the Euroclear System ("Euroclear") and their book-entry systems and procedures from sources that we believe to be reliable. We take no responsibility for an accurate portrayal of this information. In addition, the description of the clearing systems in this section reflects our understanding of the rules and procedures of DTC, Clearstream, Luxembourg and Euroclear as they are currently in effect. Those systems could change their rules and procedures at any time.

The Notes will initially be represented by one or more fully registered global Notes. Each such global note will be deposited with, or on behalf of, DTC or any successor thereto and registered in the name of Cede & Co. (DTC's nominee). You may hold your interests in the global Notes in the United States through DTC, or in Europe through Clearstream, Luxembourg or Euroclear, either as a participant in such systems or indirectly through organizations which are participants in such systems. Clearstream, Luxembourg and Euroclear will hold interests in the global Notes on behalf of their respective participating organizations or customers through customers' securities accounts in Clearstream, Luxembourg's or Euroclear's names on the books of their respective depositaries, which in turn will hold those positions in customers' securities accounts in the depositaries' names on the books of DTC. Citibank, N.A. will act as depositary for Clearstream, Luxembourg and JPMorgan Chase Bank, N.A. will act as depositary for Euroclear.

So long as DTC or its nominee is the registered owner of the global securities representing the Notes, DTC or such nominee will be considered the sole owner and holder of the Notes for all purposes of the Notes and the indenture. Except as provided below, owners of beneficial interests in the Notes will not be entitled to have the Notes registered in their names, will not receive or be entitled to receive physical delivery of the Notes in definitive form and will not be considered the owners or holders of the Notes under the indenture, including for purposes of receiving any reports delivered by us, Aon Delaware or the trustee pursuant to the indenture. Accordingly, each person owning a beneficial interest in a note must rely on the procedures of DTC or its nominee and, if such person is not a participant, on the procedures of the participant through which such person owns its interest, in order to exercise any rights of a holder of Notes.

Unless and until Aon plc issues the Notes in fully certificated, registered form under the limited circumstances described below under the heading " Certificated Notes":

you will not be entitled to receive a certificate representing your interest in the Notes;

all references in this prospectus or an accompanying prospectus supplement to actions by holders will refer to actions taken by DTC upon instructions from its direct participants; and

all references in this prospectus or an accompanying prospectus supplement to payments and notices to holders will refer to payments and notices to DTC or Cede & Co., as the registered holder of the Notes, for distribution to you in accordance with DTC procedures.

The Depository Trust Company

DTC will act as securities depositary for the Notes. The Notes will be issued as fully registered Notes registered in the name of Cede & Co. DTC is:

a limited-purpose trust company organized under the New York Banking Law;

a "banking organization" under the New York Banking Law;

a member of the Federal Reserve System;

a "clearing corporation" under the New York Uniform Commercial Code; and

