



Kevin Wells

Director and Senior Consultant

Aon

Kevin Wells is a Director and Senior Consultant in Aon's Talent, Rewards & Performance practice. He is also a member of the Practice's Global Technical Shared Services Team, which has global responsibility for technical areas impacting executive and director compensation.

As a member of Aon's Corporate Governance practice, Kevin helps clients understand and assess their potential exposure under the multitude of corporate governance and executive compensation policies and guidelines established by proxy advisory firms and institutional shareholders. Areas of subject matter expertise and related consulting services include: (i) proxy advisory firm and institutional investor governance compliance, (ii) proxy ballot vote projections including director elections and say-on-pay, (iii) company dilution and equity plan share authorization modeling Institutional Shareholder Services (ISS), (iv) long-term incentive plan design, and (v) proxy disclosure preparation.

Kevin provides guidance on a broad range of executive compensation matters, including employment and severance agreements, Dodd-Frank Act CEO Pay Ratio calculation and disclosure, executive pay levels, employment agreements, federal and state securities disclosure and compliance, listing exchange requirements (both U.S. and international), IRC 280G parachute payments, and corporate governance matters.

Areas of subject matter expertise and related consulting services include:

- Incentive plan document drafting (private and public companies);
- Proxy advisory firm and institutional investor proxy voting guidelines compliance analysis;
- Federal, state, and stock exchange listing and disclosure requirements; and
- Proxy proposal drafting.

Kevin also has experience in broker-dealer and investment advisor regulation, ERISA compliance, federal taxation, mergers and acquisitions, and business formations. Kevin has substantial and diverse experience in financial services, having previously served as a financial services lobbyist at the U.S. Chamber of Commerce, Head of U.S. Financial Services Research at proxy advisory firm Institutional Shareholder Services, and a corporate governance consultant with the International Finance Corporation.

Kevin received his Master of Laws in Securities and Financial Regulation from the Georgetown University Law Center, Juris Doctor from the Catholic University Columbus School of Law, and Bachelor of Arts in Government from Connecticut College

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