

July 16, 2015

Financial Technology Partners

FT Partners Research: Transaction Profile



TOWERS WATSON

***combine in a merger of equals
valued at \$18 billion***

Courtesy of:



***The Only Investment Bank
Focused Exclusively on Financial Technology***

www.ftpartners.com



Financial Technology Partners LP
555 Mission St., 23rd Floor
San Francisco, CA 94105
Tel: 415.512.8700

Steve McLaughlin
Managing Partner
Tel: 415.992.8880
steve.mclaughlin@ftpartners.com

Highly Confidential and proprietary information. Unauthorized distribution without prior consent from Financial Technology Partners LP or FTP Securities LLC (together "FT Partners") is strictly prohibited.
This communication should not be regarded as an offer to sell or as a solicitation of an offer to buy any financial product or service, nor is it an official confirmation of any transaction, or representative of an official position or statement of Financial Technology Partners LP, FTP Securities LLC or any other related entity. FTP Securities LLC is a FINRA registered broker-dealer. © 2015

Willis & Towers Watson Merge, Valued at \$18 bn

Transaction Summary

Transaction Summary

- On June 30, 2015, Willis and Towers Watson announced the two companies will combine in an all-stock merger of equals
- The transaction has an implied equity value of \$18 bn based on closing prices of both companies on June 29, 2015
- The combined entity will be called Willis Towers Watson
- Willis shareholders will own approximately 50.1% while Towers Watson's shareholders will own 49.9%; on a fully diluted basis
- Towers Watson shareholders will receive 2.649 Willis shares for each Towers Watson share
 - Also receive one-time \$4.87 per share cash dividend pre-closing
- Subject to Willis' shareholder approval, Willis will implement a 2.649 for 1 reverse stock split
 - One Willis share will be converted to .3775 shares of the combined company
 - If approved, Towers Watson's shareholders will receive 1 share of the combined company for each Towers Watson share
- The transaction is expected to close by December 31, 2015

Cost Synergies⁽¹⁾

- \$100 -125 mm cost synergies to be fully realized in the three years prior to the transaction closing
- Increased efficiencies from scale
- Non-recurring costs to achieve synergies of ~1.25 times savings
- Effective tax rate of ~25% by maintaining Willis' domicile in Ireland, achieving tax savings for Towers Watson through the merger

Transaction Commentary



"This is a tremendous combination of two highly compatible companies with complementary strategic priorities, product and service offerings and geographies that we expect to deliver significant value for both sets of shareholders. We see numerous opportunities to enhance our growth profile by offering integrated solutions that leverage Willis' global distribution network and superb risk advisory and re/insurance broking capabilities to deliver a more robust set of analytics and product solutions across a broader client base, including accelerating penetration of our Exchange Solutions platform into the fast growing middle-market. We also expect to realize substantial efficiencies by bringing our two organizations together and have a well-defined integration roadmap to capitalize on identified savings, ensure the strongest combination of talent and practices, and realize the full benefits of the merger for all of our stakeholders."

John Haley

Chairman & CEO of Towers Watson



"These are two companies with world-class brands and shared values. The rationale for the merger is powerful – at one stroke, the combination fast-tracks each company's growth strategy and offers a truly compelling value proposition to our clients. Together we will help our clients achieve superior performance through effective risk, people and financial management. We will advise over 80% of the world's top-1000 companies, as well as having a significant presence with mid-market and smaller employers around the world."

Dominic Casserly
CEO of Willis

Revenue Growth Opportunities⁽¹⁾

- **Great Britain, Europe + International**
 - Towers Watson's reach expands by 80 countries
 - Internationally expand Towers Watson's Global Health and Group Benefits solution and exchange platform
- **North America**
 - Increase growth of Towers Watson's OneExchange healthcare benefits platform
 - Expand Willis' presence in \$10 bn U.S. large P&C corporate market through Towers Watson's relationships

Source: Company press release, Willis Investor Presentation.

(1) Willis' Investor Presentation.

Willis & Towers Watson Merge, Valued at \$18 bn

Transaction Summary (cont.)

Transaction Structure

\$18 bn Implied Equity Value	Willis	TOWERS WATSON
Stock Price on 06/29/ 2015	\$45.40	\$137.98
Pro Forma Ownership	50.1%	49.9%
Exchange Ratio	na	2.649 Willis shares for 1 Towers Watson share
Reverse Stock Split (if approved)	.3775 Combined company shares for each Willis share	1 Combined company share for each Towers Watson share
One-time Dividend	na	\$4.87 Per share
Board Members	6	6

The exchange ratio, decided in May 2015, is based on a 60-day moving stock price average ⁽³⁾

Governance



James McCaan: *Chairman* Willis

- Previously non-executive chairman of Willis
- Joined Willis in 2004
- Served as CEO of flowers.com from 1976 to 2004



John Haley: *CEO* T

- Previously chairman and CEO of Towers Watson
- Joined Towers Watson in 1977 and named CEO in 1998



Dominic Casserley: *President & Deputy CEO* Willis

- Previously CEO of Willis starting in 2013
- Before Willis, Casserley worked at McKinsey & Co.

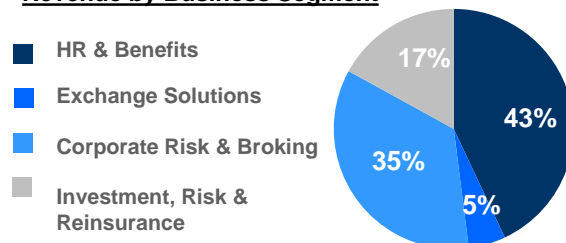


Roger Millay: *CFO* T

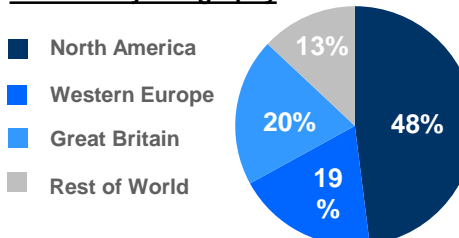
- Previously Vice President & CFO of Towers Watson
- Before merge with Towers Perrin, Millay held the same position at Watson Wyatt

Combined Entity⁽¹⁾

Revenue by Business Segment



Revenue by Geography



Employees:

39,000 across 120 countries

Pro forma revenue:

\$8,200 mm⁽²⁾

Towers Watson's Adjusted & Willis' Underlying EBITDA:

~\$1,700 mm⁽²⁾

Source: Company press release, Willis Investor Presentation.

(1) Willis' Investor Presentation.

(2) Based on CY 2014 results, pro forma for the merger.

(3) Wall Street Journal "Willis-Towers Watson: A Merger of Equals—Not Exactly."

Willis & Towers Watson Merge, Valued at \$18 bn

Towers Watson Overview

Towers Watson Serves:

82%
of *Fortune* 1000

78%
of *Fortune* Global 500

84%
of FTSE 100

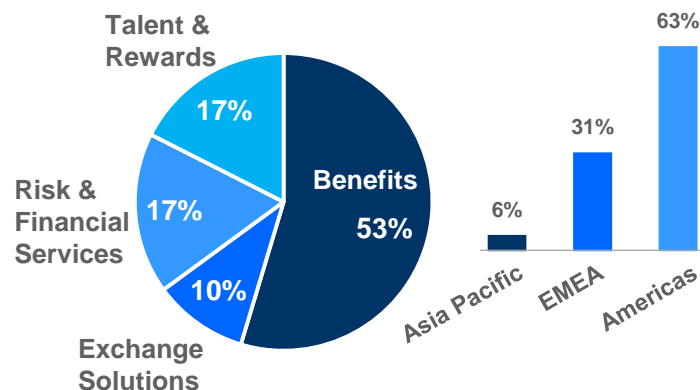
CEO: John Haley

Headquarters: Arlington, VA

Founded: 1865

- Towers Watson is a global professional services firm focused on risk management and financial management solutions and consulting
- The Company has offices located in 37 different countries
- Had a 100% client retention rate from 2013 to 2014 for the Company's largest division, Benefits Technology and Administration Solutions ⁽²⁾

Revenue by Segment / Geography ⁽¹⁾



Product Overview

HR Services / Software

- Communications / Change Management
- Employee Surveys
- HR Service Delivery
- HR Software
- Talent Management

Financial Management / Consulting

- Executive Compensation
- Investment
- Retirement
- M&A and Corporate Transactions
- Rewards Programs
- Sales Effectiveness

Insurance / Risk Management Solutions

- Corporate Risk Management
- Insurance Industry Consulting
- International Consulting
- Risk Software Solutions

Healthcare Benefits Solutions

- OneExchange
- Health and Group Benefits
- Retiree Medical Exit Solution

Selected Recent Transactions

Announce Date	Target	Amt (\$ in mm)	Description
05/11/15	Acclaris	\$140	Acquired Acclaris
11/22/13	LIAZON	215	Acquired Liazon
05/13/15	ExtendHealth	435	Acquired Extend Health

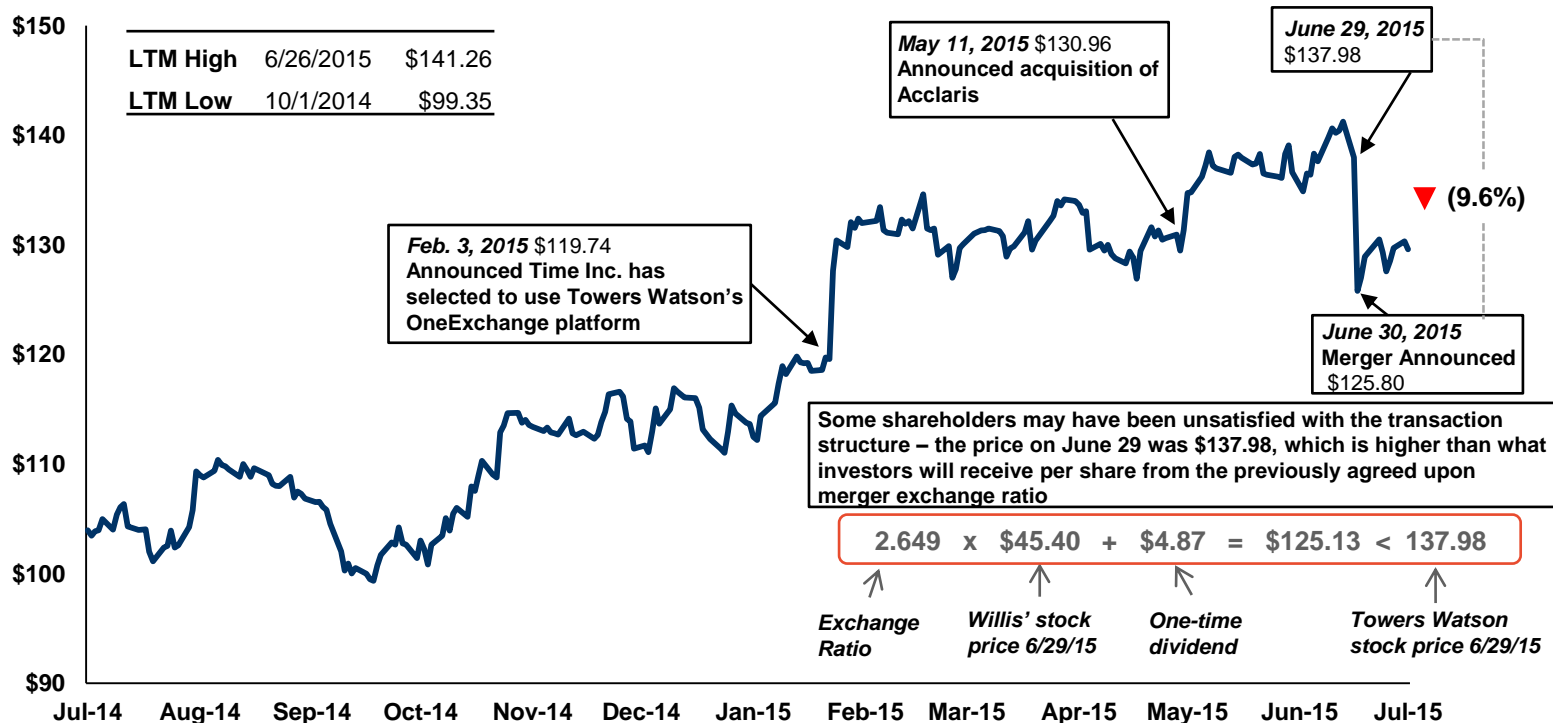
Source: Company press release, Company website.

(1) Towers Watson Management Presentation Results through FQ3 2015.

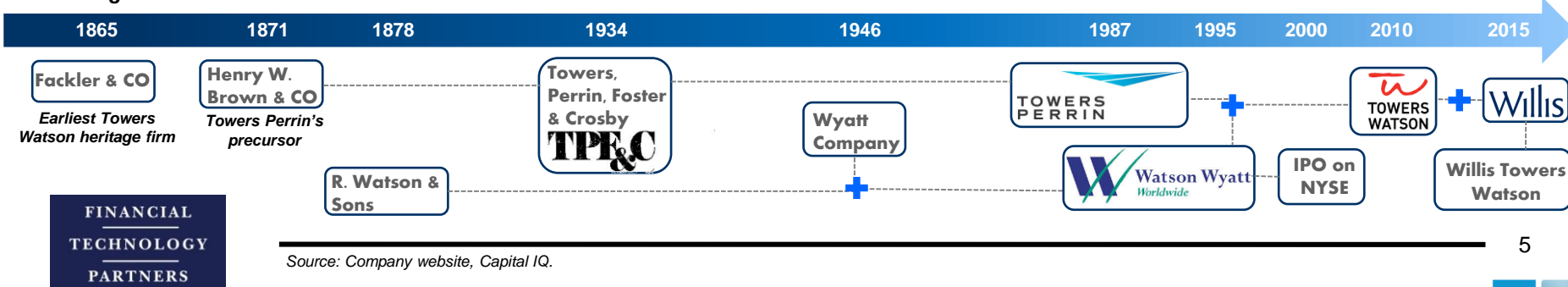
(2) Towers Watson 2014 Annual Report.

Willis & Towers Watson Merge, Valued at \$18 bn

Towers Watson Overview



Founding Dates

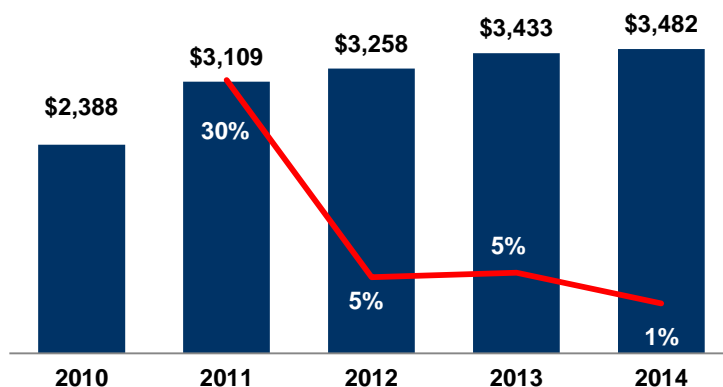


Willis & Towers Watson Merge, Valued at \$18 bn

Towers Watson Financial Overview

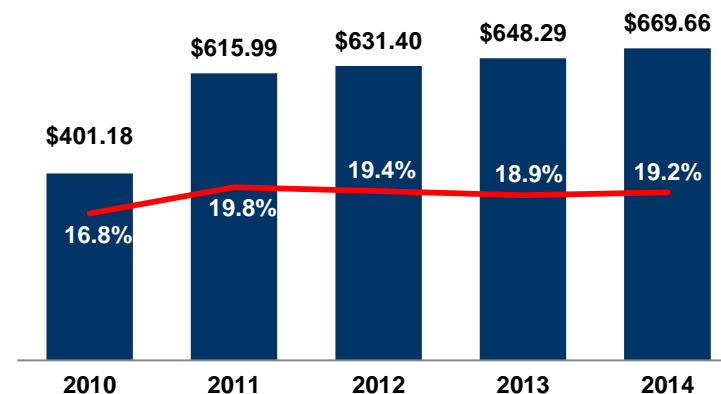
Total Revenue / % Growth

(\$ in mm)



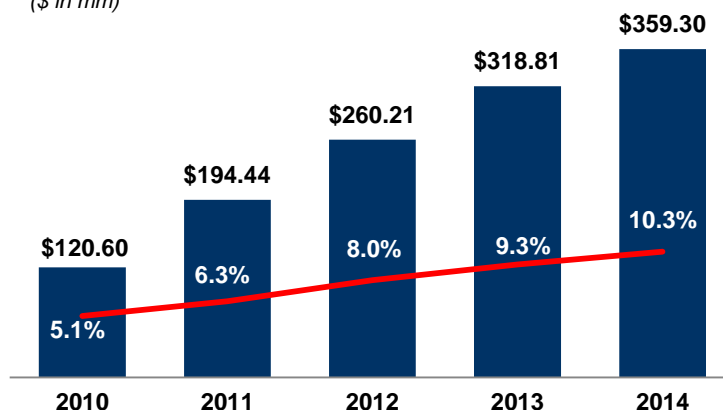
Adjusted EBITDA ⁽¹⁾ / % Margin

(\$ in mm)

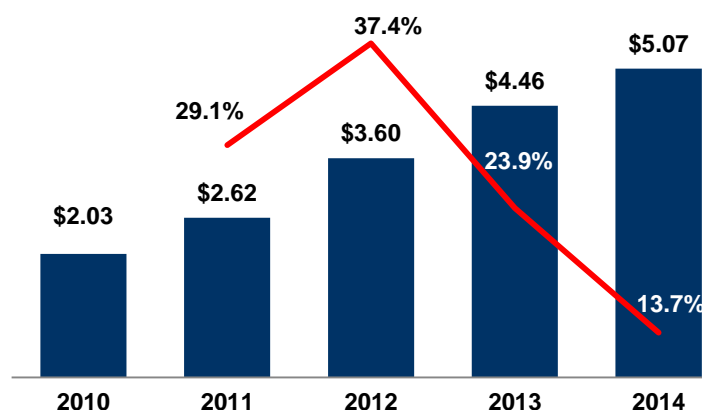


Net Income / % Margin

(\$ in mm)



Diluted EPS / % Growth



Source: SEC filings, Capital IQ.

(1) Adjusted EBITDA is defined as Net income (attributable to common stockholders) adjusted for discontinued operations, net of tax, provision for income taxes, interest, net, depreciation and amortization, transaction and integration expenses, and other non-operating income excluding income from variable interest entity.

Willis & Towers Watson Merge, Valued at \$18 bn

Willis Overview

Willis Overview

- CEO:** Dominic Casserly
- Headquarters:** London, UK
- Founded:** 1828
- Willis is a global risk advisory, (re) / insurance broking, human capital and benefits company
 - Solutions and services include advisory and broking in the areas of Talent & Rewards, Benefits, Exchange Solutions, Re/insurance and areas in risk & capital management

Selected Recent Transactions

Announce Date	Target	Amt (\$ in mm)	Description
04/22/15	 GRAS SAVOYE	\$615	Acquired Gras Savoye
2/22/15	 almondz	na	Acquired a 49% stake in Almondz Insurance Brokers
01/22/15	 Miller	na	Acquired an 85% stake in Miller Insurance Services
06/08/08	 HRH	2,138	Acquired Hilb Rogal & Hobbs

Products / Services

Four Business Segments

Willis GB

- Great Britain-based Specialty and Retail businesses

Willis International

- Serves corporate clients across Asia, CEMEA, Latin America and Western Europe
- Includes 100% of Gras Savoye operations upon the closing of the transaction

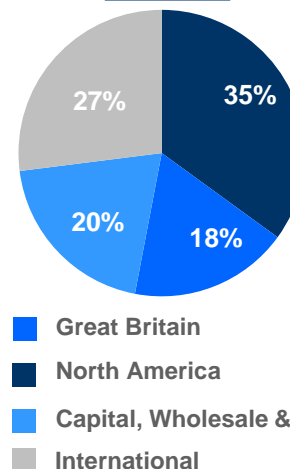
Willis Capital, Wholesale and Reinsurance

- Willis Re
- Willis Capital Markets & Advisory
- Wholesale Businesses (ie. Miller)
- Willis Portfolio & Underwriting Services

Willis North America

- Serves corporate clients in the United States and Canada

Revenues

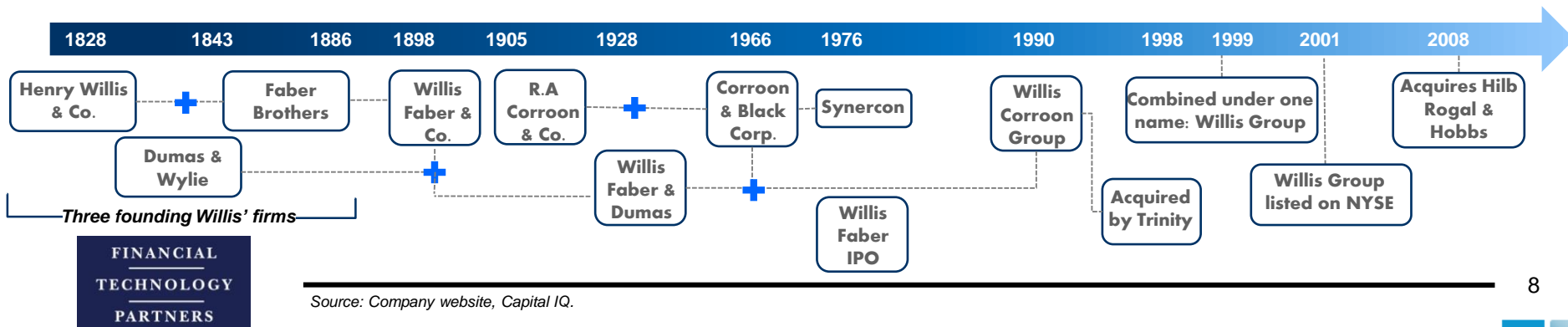
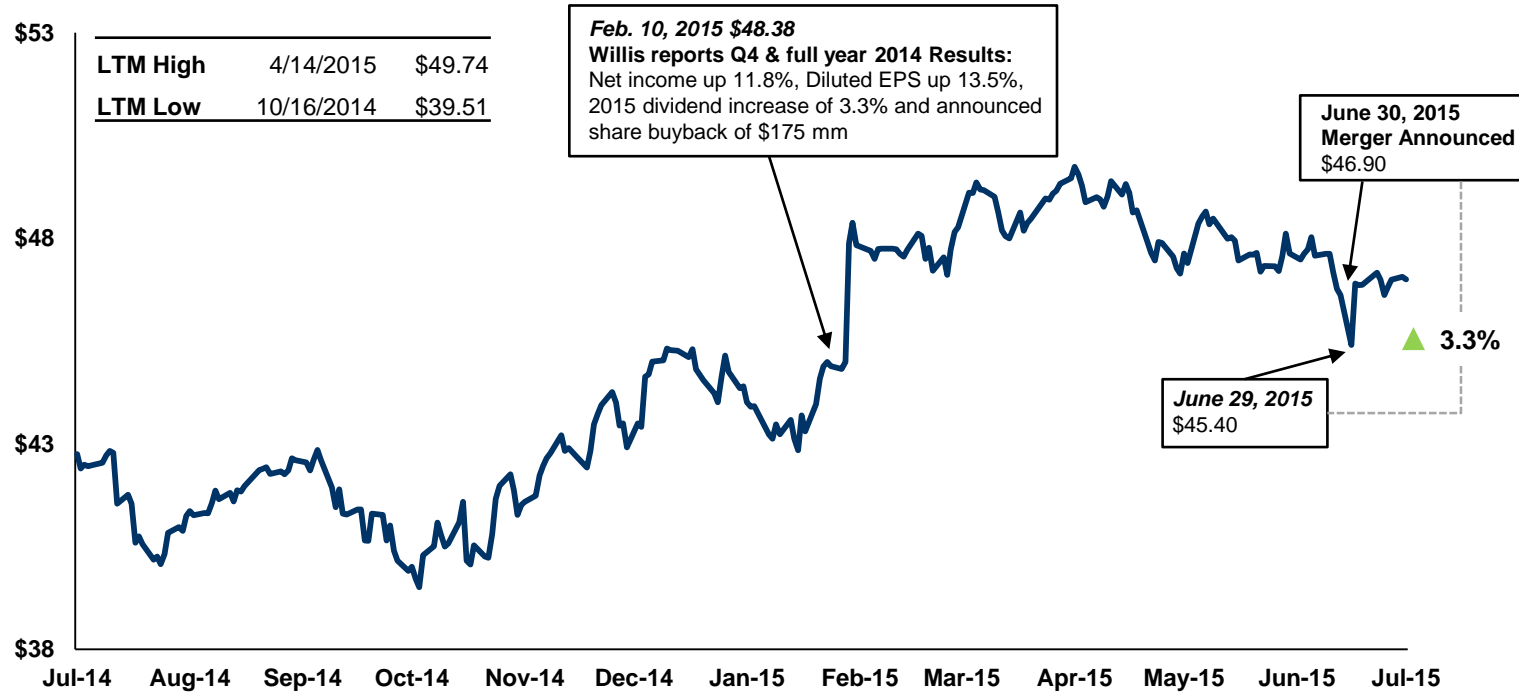


Key Financials – FY14

Market Cap	\$8.4 bn
Revenue	\$3.8 bn
Underlying EBITDA	\$829 mm
Free Cash Flow	\$364 mm

Willis & Towers Watson Merge, Valued at \$18 bn

Willis Overview (cont.)



Source: Company website, Capital IQ.

Willis & Towers Watson Merge, Valued at \$18 bn

Willis Financial Overview

Notes on Net Income

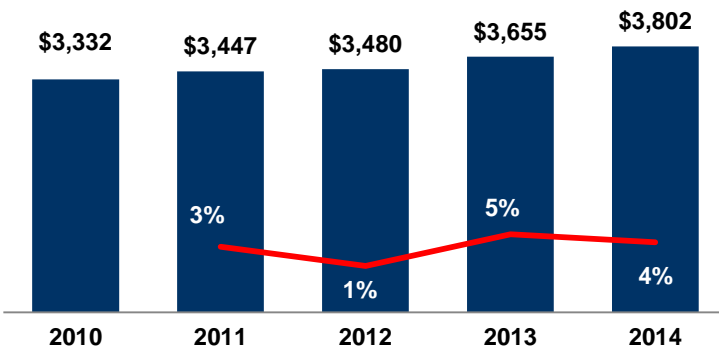
The reduction in net income for 2011 reflects an increase in total expenses (operational review, a write-off of uncollectible accounts receivables, an unfavorable foreign currency translation & a UK FSA regulatory settlement) and the \$131 mm post-tax cost relating to the make-whole amounts on the repurchase and redemption of \$500 mm of senior debt. Net income was also adversely affected by declining performance in Gras Savoye ⁽³⁾

Net income & Diluted EPS for 2012 are adjusted numbers because the Company incurred significant charges during the fourth quarter related to goodwill impairment in North America and a change in the Company's cash retention awards program. The Company also set up a valuation allowance against its deferred tax asset ⁽²⁾

FINANCIAL
TECHNOLOGY
PARTNERS

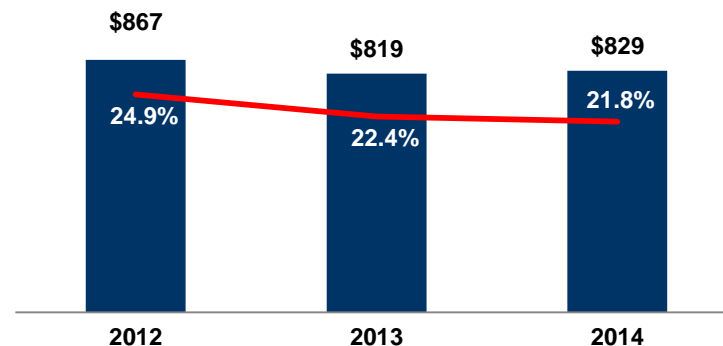
Total Revenue / % Growth

(\$ in mm)



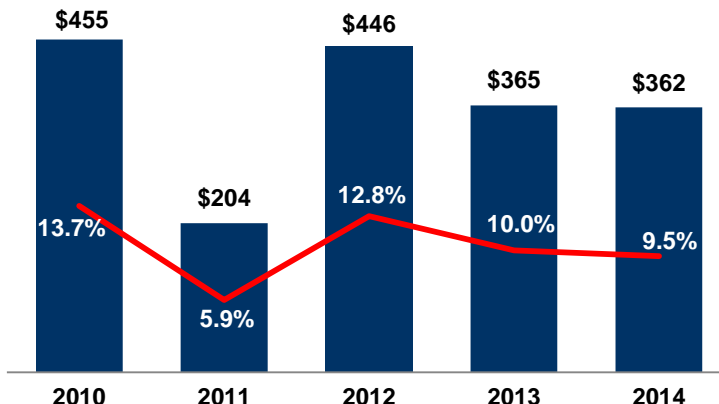
Underlying EBITDA ⁽¹⁾ / % Margin

(\$ in mm)

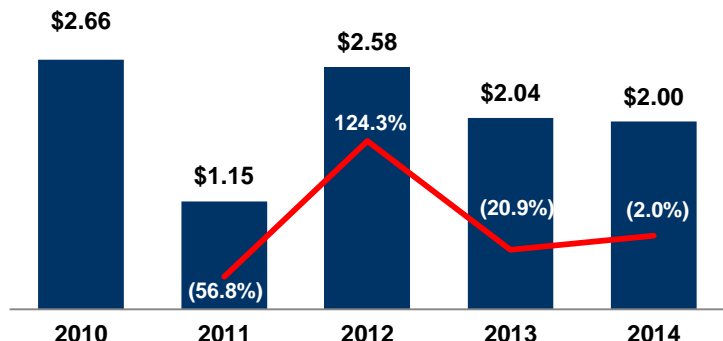


Net Income / % Margin

(\$ in mm)



Diluted EPS / % Growth



Source: SEC filings, Capital IQ.

(1) Underlying EBITDA is a non-GAAP measure that excludes certain items: restructuring charges relating the Operational Improvement Program, costs associated with the 2013 Expense Reduction Initiative, fees related to the extinguishment of debt, the additional incentive accrual recognized following the replacement of annual cash retention awards with annual cash bonuses which do not feature a repayment requirement, write-off of unamortized cash retention awards following the decision to eliminate the repayment requirement on past awards, India joint venture settlement and the goodwill impairment charge.

(2) Willis Group Fourth Quarter 2012 Results Report.

(3) Willis 2011 10-K.

Overview of FT Partners

FT Partners is the Leader in Financial Technology Investment Banking

FT Partners has advised on some of the most prominent transactions in the Insurance Technology sector

Financial Technology Partners LP
FTP Securities LLC

is pleased to announce its role as
strategic and financial advisor to

SAFE-GUARD

on its sale to an Affiliate of

Goldman Sachs

FINANCIAL TECHNOLOGY PARTNERS

The Only Investment Bank
Focused Exclusively on Financial Technology

Leading provider of finance and insurance ("F&I") solutions to the automotive industry

Financial Technology Partners LP
FTP Securities LLC

is pleased to announce its exclusive role as
sole strategic and financial advisor to

squaretrade protection plans

in its recapitalization by

BainCapital
BainCapital Ventures

of approximately

\$ 238,000,000

FINANCIAL TECHNOLOGY PARTNERS

The Only Investment Bank
Focused Exclusively on Financial Technology

Highlights FT Partners' ability to rapidly and confidentially execute complex transactions

Financial Technology Partners LP
FTP Securities LLC

is pleased to announce its exclusive role as
sole strategic and financial advisor to

AmWINS
Group, Inc.

in its growth recapitalization by

NMC
NEW MOUNTAIN CAPITAL LLC

valued at approximately

\$ 1,300,000,000

FINANCIAL TECHNOLOGY PARTNERS

The Only Investment Bank
Focused Exclusively on Financial Technology

Significant interest from leading private equity firms and strategic partners

Financial Technology Partners LP
FTP Securities LLC

is pleased to announce its role as exclusive
strategic and financial advisor to

insureon

in its acquisition of

IN Insurance NOODLE

a subsidiary of

Willis

FINANCIAL TECHNOLOGY PARTNERS

The Only Investment Bank
Focused Exclusively on Financial Technology

Successful combination of Insureon's online strategy with Noodle's network of brokers / agents

Financial Technology Partners LP
FTP Securities LLC

is pleased to announce its role as
exclusive Strategic and Financial advisor to

ZYWAVE

in its sale of

Zywave Insurance Solutions
to

AURORA
CAPITAL GROUP

FINANCIAL TECHNOLOGY PARTNERS

The Only Investment Bank
Focused Exclusively on Financial Technology

Provides insurance software to the P&C insurance distribution and employee benefits industries

Financial Technology Partners LP
FTP Securities LLC

is pleased to announce its role as exclusive
strategic and financial advisor to

aplifi
We Simplify Selling Insurance

in its sale to

iPipeline

FINANCIAL TECHNOLOGY PARTNERS

The Only Investment Bank
Focused Exclusively on Financial Technology

Provides life insurance and annuity automation solutions

Financial Technology Partners LP
FTP Securities LLC

is pleased to announce its exclusive role as
sole strategic and financial advisor to

INSURANCE TECHNOLOGIES

in its sale to

MOELIS CAPITAL PARTNERS

FINANCIAL TECHNOLOGY PARTNERS

The Only Investment Bank
Focused Exclusively on Financial Technology

Offers software and tech-enabled sales automation platforms for insurers

Overview of FT Partners

Award-Winning Investment Banking Franchise Focused on Superior Client Results

FT Partners has been recognized as Investment Banking Firm of the Year and regularly achieves Merger and Financing Deal of the Year recognition



M&A Advisor Awards

- | | |
|------|--|
| 2014 | <ul style="list-style-type: none"> ■ Equity Financing Deal of the Year ■ Professional Services Deal of the Year, Above \$100mm |
| 2012 | <ul style="list-style-type: none"> ■ Dealmaker of the Year ■ Professional Services Deal of the Year, Above \$100 mm |
| 2011 | <ul style="list-style-type: none"> ■ Boutique Investment Bank of the Year ■ Deal of the Decade ■ <i>10 Deal of the Year Nominations Across 9 Categories</i> |
| 2010 | <ul style="list-style-type: none"> ■ Upper Middle Market Deal of the Year, Above \$500 mm ■ IT Services Deal of the Year, Below \$500mm ■ Cross-Border Deal of the Year, Below \$500mm |
| 2007 | <ul style="list-style-type: none"> ■ Dealmaker of the Year – Steve McLaughlin ■ Business to Business Services Deal of the Year ■ Computer and Information Technology Deal of the Year, Above \$100mm ■ Financial Services Deal of the Year, Above \$100mm |



- | | |
|-----------|---|
| 2006-2008 | <ul style="list-style-type: none"> ■ Steve McLaughlin consecutively ranked (2006, 2007 and 2008) among the top Bankers in Financial Technology |
|-----------|---|



Middle Market Financing Awards

- | | |
|------|--|
| 2008 | <ul style="list-style-type: none"> ■ Equity Financing Dealmaker of the Year – Steve McLaughlin ■ Information Technology Deal of the Year ■ Financial Services Deal of the Year |
| 2006 | <ul style="list-style-type: none"> ■ Financing Professional of the Year – Steve McLaughlin ■ <i>Financing Deal of the Year - Equity</i> ■ <i>Financing Deal of the Year - Debt</i> |

Note: **Bold** represents awards that FT Partners has won, *italics* represents nominations.