

**Return of Allotment of Shares**Company Name: **WILLIS GROUP LIMITED**Company Number: **00621757**Received for filing in Electronic Format on the: **13/10/2017**

X6GY8KRV

Shares Allotted (including bonus shares)

Date or period during which shares are allotted	From
	29/08/2017

Class of Shares:	ORDINARY	Number allotted	10000
Currency:	USD	Nominal value of each share	1
		Amount paid:	1
		Amount unpaid:	0

Non-cash consideration

THE TRANSFER OF THE ENTIRE ISSUED SHARE CAPITAL OF TOWERS WATSON HOLDING GMBH IN ACCORDANCE WITH THE TERMS OF A SHARE TRANSFER AGREEMENT DATED 29 AUGUST 2017.

Statement of Capital (Share Capital)

Class of Shares:	ORDINARY	Number allotted	483028274
Currency:	GBP	Aggregate nominal value:	60378534.25

Prescribed particulars

VOTING RIGHTS: HOLDERS OF THESE SHARES ARE ENTITLED TO ATTEND AND VOTE AT ANY GENERAL MEETING OF THE COMPANY AND HAVE ONE VOTE PER SHARE COUNTED ON EACH SEPARATE MATTER TO BE CONSIDERED. EACH SHARE RANKS EQUALLY FOR ANY DIVIDEND DECLARED AND FOR ANY DISTRIBUTION MADE ON A WINDING UP. THE SHARES ARE NOT REDEEMABLE

Class of Shares:	USD	Number allotted	10130323
	ORD	Aggregate nominal value:	10130323

Currency: USD

Prescribed particulars

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Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	483028274
		Total aggregate nominal value:	60378534.25
		Total aggregate amount unpaid:	0
Currency:	USD	Total number of shares:	10130323
		Total aggregate nominal value:	10130323
		Total aggregate amount unpaid:	0

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Administrator, Administrative Receiver, Receiver, Receiver Manager, CIC Manager.