

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

WILLIS TOWERS WATSON UK HOLDINGS LIMITED
(the "Company")

Company No: 10385658

March 1, 2017

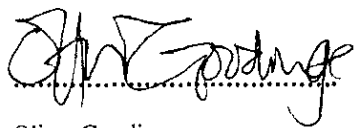
(the "Circulation Date")

We, the undersigned, being the shareholder of the Company who (at the time of the circulation of the resolution (the "**Resolution**") has the right to vote in relation to the Resolution) hereby unanimously resolve as follows in accordance with chapter 2 of part 13 of the Companies Act 2006 (the "**Act**") and unanimously agree that the following Resolution shall for all purposes be valid and effective as if passed as an ordinary resolution at a general meeting of the Company duly convened and held.

ORDINARY RESOLUTION

THAT the Directors be generally and unconditionally authorised for the purpose of section 551 of the Act to allot: (i) 100 US\$ 1 ordinary shares; and (ii) 5,000,000,000 US\$ 0.01 preferred shares, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date five years from the passing of this Ordinary Resolution, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or rights to be granted and the Directors may allot shares or grant rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.



A handwritten signature in black ink, appearing to read 'O. Goodinge', written over a horizontal dotted line.

Oliver Goodinge
Authorised signatory

TA I Limited

Date: March 1, 2017

NOTES

1. If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

- By Hand: delivering the signed copy to Edoardo Troina, Weil, Gotshal & Manges, 110 Fetter Lane, London EC4A 1AY.
- Post: returning the signed copy by post to

Edoardo Troina

Weil, Gotshal & Manges

110 Fetter Lane

London EC4A 1AY

- E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to natalie.hellio@weil.com. Please enter "Written resolution dated March 2017" in the e-mail subject box.

If you do not agree with the resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to a resolution, you may not revoke your agreement.
3. If, after 28 days from the date of circulation of this Resolution, insufficient agreement has been received in order to pass the Resolution, such Resolution will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or on this date.
4. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.