

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Ordinary Shares, nominal value \$0.000304635 per share	WLTW	NASDAQ Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934.

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.01 Entry into a Material Definitive Agreement.

On October 30, 2020, Willis Towers Watson Public Limited Company (the “Company”) and Aon plc (“Aon”) entered into Amendment No. 1 (the “Amendment”) to the Business Combination Agreement (the “Business Combination Agreement”), dated as of March 9, 2020, between the Company and Aon, providing for the combination of the two companies (the “Transaction”).

As previously disclosed and pursuant to the Business Combination Agreement, at the Effective Time (as defined in the Business Combination Agreement), four members of the Company’s board of directors (including the Company’s chief executive officer) will be appointed to Aon’s board of directors (the “Aon Board”). The Amendment amends the Business Combination Agreement to provide that the total number of directors on the Aon Board at such time shall comprise twelve members (rather than eleven members), including a director mutually agreed by Aon and the Company. The Company and Aon separately stipulated that this twelfth, mutually agreed director will be Byron Spruell. Pursuant to the Amendment, if Mr. Spruell becomes unable to serve, resigns or otherwise is not serving on the Aon Board prior to the Effective Time, then the size of the Aon Board at the Effective Time will revert to eleven members.

Mr. Spruell is the President of League Operations at the National Basketball Association. Prior to joining the National Basketball Association, Mr. Spruell spent 20 years at Deloitte LLP, most recently as its Vice Chairman, Central Region Marketplace Leader and Chicago Managing Principal. He serves on several non-profit boards, including the University of Notre Dame Board of Trustees and the Jackie Robinson Foundation, among others. Mr. Spruell joined the current Aon Board as an independent director effective October 27, 2020.

The Company has agreed to the increased size of the Aon Board following consummation of the Transaction, and the inclusion of Mr. Spruell as the twelfth member of the Aon Board at that time, because the Company believes that Mr. Spruell will be a strong addition to the post-Transaction Aon Board and that his service will benefit the combined company and its stakeholders.

Other than as expressly modified pursuant to the Amendment, the Business Combination Agreement remains in full force and effect as originally executed. The foregoing description of the Amendment does not purport to be complete and is subject to, and qualified in its entirety by, the full text of the Amendment, which has been filed as Exhibit 2.1 hereto and is incorporated herein by reference.

Statement Required by the Irish Takeover Rules

The directors of the Company accept responsibility for the information contained in this document. To the best of the knowledge and belief of the directors of the Company (who have taken all reasonable care to ensure such is the case), the information contained in this document for which they respectively accept responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.

Dealing Disclosure Requirements

Under the provisions of Rule 8.3 of the Irish Takeover Rules, if, during an “offer period,” any person is, or becomes “interested” (directly or indirectly) in 1 per cent. or more of any class of “relevant securities” of Aon or the Company, all “dealings” in any “relevant securities” of Aon or the Company (including by means of an option in respect of, or a derivative referenced to, any such relevant securities) must be publicly disclosed by no later than 3.30pm (Eastern time) in respect of the relevant securities of Aon and the Company on the business day following the date of the relevant transaction. The requirement will continue until this offer period ends. If two or more persons co-operate on the basis of any agreement, either express or tacit, either oral or written, to acquire an interest in relevant securities of Aon or the Company, they will be deemed to be a single person for the purposes of Rule 8.3 of the Irish Takeover Rules. Under Rule 8.1 of the Irish Takeover Rules, all dealings in relevant securities of the Company by Aon, or relevant securities of Aon by the Company, or by any party