
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): May 22, 2024

**Willis Towers Watson Public Limited
Company**
(Exact name of registrant as specified in its charter)

Ireland
(State or other jurisdiction
of incorporation)

001-16503
(Commission
File Number)

98-03525
(IRS Emplo
Identification)

c/o Willis Group Limited, 51 Lime Street, London, EC3M 7DQ, England
(Address, including Zip Code, of Principal Executive Offices)

Registrant's telephone number, including area code: (011) 44-20-3124-6000

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 101(b) of the Securities Exchange Act. ☐

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

Title of each class	Trading Symbol(s)	Name of each ex on which regis
Ordinary Shares, nominal value \$0.000304635 per share	WTW	NASDAQ Global Se

Item 5.07 Submission of Matters to a Vote of Security Holders.

On May 22, 2024, Willis Towers Watson Public Limited Company (the “Company”) held its 2024 Annual Meeting of Shareholders (the “2024 AGM”). Proxies for the 2024 AGM were solicited pursuant to Regulation 14a-1 of the Securities Exchange Act of 1934, as amended, and there was no solicitation in opposition to the Company’s solicitation.

A total of 91,841,782 ordinary shares (representing approximately 89.81% of 102,257,774 ordinary shares outstanding and entitled to vote as of March 25, 2024, the record date for the 2024 AGM) were present in person or by proxy, constituted a quorum for the transaction of business, and were voted at the 2024 AGM. As described in the Company’s proxy statement, the Company’s shareholders approved each of the proposals considered at the 2024 AGM.

The shareholders elected each of the director nominees, who are named in the table below, to serve as directors of the Company, effective as of the date of the 2024 AGM until the next annual general meeting of shareholders or until his or her successor is elected and qualified. The table below sets forth the number of votes cast for and against each director nominee, as well as abstentions and broker non-votes:

DIRECTOR	FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
Dame Inga Beale	87,527,910	194,540	66,286	4,053,046
Fumbi Chima	86,843,548	880,815	64,373	4,053,046
Stephen Chipman	87,524,863	191,684	72,189	4,053,046
Michael Hammond	87,459,541	260,487	68,708	4,053,046
Carl Hess	83,812,467	3,910,459	65,810	4,053,046
Jacqueline Hunt	86,745,892	971,348	71,496	4,053,046
Paul Reilly	86,659,094	1,057,256	72,386	4,053,046
Michelle Swanback	86,516,328	1,204,566	67,842	4,053,046
Paul Thomas	83,661,442	4,062,088	65,206	4,053,046
Fredric Tomczyk	86,712,220	1,004,042	72,474	4,053,046

The shareholders ratified, on an advisory, non-binding basis, the selection of (i) Deloitte & Touche LLP as the Company’s financial auditors and (ii) Deloitte Ireland LLP to audit the Company’s Irish Statutory Accounts. The shareholders also authorized, in a binding vote, the Company’s Board of Directors, acting through the Audit and Risk Committee, to determine the independent auditors’ remuneration. Of the shares voted, 91,717,077 voted in favor, 64,427 voted against, and 60,278 abstained.

The shareholders approved, on an advisory, non-binding basis, the compensation of the Company’s executive officers as disclosed in the Company’s Proxy Statement for the 2024 AGM in accordance with the Securities and Exchange Commission’s rules, including the “Compensation Discussion and Analysis,” the “Executive Compensation” table and the related tables and disclosure. Of the shares voted, 78,725,921 voted in favor, 103,342 voted against, 103,342 abstained and there were 4,053,046 broker non-votes.

The shareholders approved the renewal of the directors’ existing authority to issue shares under Irish law for rights issues and, separately, for issuances up to approximately 10% of the Company’s issued ordinary share capital. Of the shares voted, 90,769,425 voted in favor, 996,157 voted against and 76,200 abstained.

The shareholders approved the renewal of the directors’ existing authority to opt out of statutory provisions relating to the Company’s rights under Irish law for rights issues and, separately, for issuances up to approximately 10% of the Company’s issued ordinary share capital. Of the shares voted, 90,578,724 voted in favor, 1,183,038 voted against and 80,020 abstained.

SIGNATURES

Pursuant to the requirement of the Securities Exchange Act of 1934, the registrant has duly caused this signed on its behalf by the undersigned hereunto duly authorized.

Date: May 24, 2024

**WILLIS TOWERS WATSON
PUBLIC LIMITED COMPANY**

By: /s/ Matthew Furman
Matthew Furman
General Counsel