| SEC Form 4 | |
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

| | | | of Section So(n) of the investment Company Act of 1940 | | | | | | | | |
|--|---------|----------|--|-------------------|---|-----------------------|--|--|--|--|--|
| C/O WILLIS GROUP LIMITED 51 LIME STREET | | Person* | 2. Issuer Name and Ticker or Trading Symbol WILLIS TOWERS WATSON PLC [WTW] | | ationship of Reporting Po (all applicable) Director | 10% Owner | | | | | |
| | | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 05/22/2024 | 1 | Officer (give title below) | Other (specify below) | | | | | |
| | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indiv Line) | dividual or Joint/Group Filing (Check Applicable) | | | | | | |
| | | | - | X | Form filed by One Reporting Person | | | | | | |
| (Street) LONDON | X0 | EC3M 7DQ | | | Form filed by More th Person | an One Reporting | | | | | |
| (City) | (State) | (Zip) | Rule 10b5-1(c) Transaction Indication | | | | | | | | |
| | | | Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. | | | | | | | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | | | 4. Securities Disposed Of 5) | | | 5. Amount of Securities Beneficially Owned Following | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership |
|---|--|---|------|---|------------------------------------|---------------|-------------|---|---|---|
| | | | Code | v | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | | (Instr. 4) |
| Ordinary Shares, nominal value \$0.000304635 per share | 05/22/2024 | | Α | | 858(1) | A | \$ <u>0</u> | 1,966 | D | |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | | | | | , | | | • • | | | | , | | | |
|---|---|--|---|------------------------------|---|-----|-----|--|---|-------|---|--|-------|--|--|
| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transa Code (8) | | of | | 6. Date Exerc Expiration Da (Month/Day/N | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | Form: | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |

Explanation of Responses:

1. Comprised of 858 restricted share units ("RSUs"), which represent the right to receive ordinary shares, par value \$0.000304635 per share, of the Issuer. The RSUs shall vest in full on the earlier of May 22, 2025 and the Issuer's 2025 Annual General Meeting of Shareholders.

<u>/s/ Michael P. Hammond by</u> <u>Elaine Wiggins, Attorney-in-</u> <u>Fact (power of attorney</u> <u>previously filed)</u> 05/24/2024

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).