

**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): February 6, 2024

WILLIS TOWERS WATSON PLC
(Exact name of registrant as specified in its charter)

Ireland
(State or Other Jurisdiction of Incorporation)

001-16503
(Commission File Number)

98-0352587
(I.R.S. Employer Identification No.)

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 obligation 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))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Ordinary Shares, nominal value \$0.000304635 per share	WTW	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 (§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 13(a) of the Exchange Act.

Item 2.02. Results of Operations and Financial Condition.

On February 6, 2024, Willis Towers Watson Public Limited Company (“WTW”) issued a press release announcing its financial results for the period ended December 31, 2023.

A copy of WTW’s press release is attached hereto as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference herein. A reconciliation between certain non-GAAP financial measures and reported financial results is provided as an attachment to the press release.

Item 7.01. Regulation FD Disclosure.

WTW also posted to the investor relations section of its website a slide presentation, which it may refer to during its conference call to discuss the results. The slide presentation is attached hereto as Exhibit 99.2 to this Current Report on Form 8-K and is incorporated by reference herein.

The information contained in Item 2.02 and Item 7.01 of this Current Report on Form 8-K (including Exhibits 99.1 and 99.2) is being furnished and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section. Such information shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in any such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

The following exhibits are furnished herewith:

Exhibit No. Description

99.1	Press release, dated February 6, 2024, announcing the financial results for the period ended December 31, 2023, for WTW.
99.2	Slide Presentation, supplementing the above press release.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

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

WILLIS TOWERS WATSON PLC
(Registrant)

Date: February 6, 2024

By: /s/ Andrew Krasner
Name: Andrew Krasner
Title: Chief Financial Officer

WTW Reports Fourth Quarter and Full Year 2023 Earnings

- Revenue¹ increased 7% to \$2.9 billion for the quarter and increased 7% to \$9.5 billion for the year
- Organic Revenue growth of 6% for the quarter and 8% for the year
- Diluted Earnings per Share were \$5.97 for the quarter, up 11% over prior year, and \$9.95 for the year, up 11% over prior year
- Adjusted Diluted Earnings per Share were \$7.44 for the quarter, up 18% from prior year, and \$14.49 for the year, up 8% over prior year
- Operating Margin was 26.7% for the quarter, up 70 basis points from prior year, and 14.4% for the year, up 110 basis points over prior year
- Adjusted Operating Margin was 34.2% for the quarter, up 180 basis points from prior year, and 22.0% for the year, up 110 basis points over prior year

LONDON, Feb. 06, 2024 (GLOBE NEWSWIRE) -- WTW (NASDAQ: WTW) (the "Company"), a leading global advisory, broking and solutions company, today announced financial results for the fourth quarter and year ended December 31, 2023.

"WTW closed 2023 with robust momentum, delivering strong organic revenue, margin, and earnings growth in the fourth quarter to cap a solid financial performance for the year," said Carl Hess, WTW's chief executive officer. "Our topline results and healthy pipeline for 2024 reflect the success of our growth initiatives with both new and existing clients. Alongside the strong revenue growth, our progress simplifying and transforming our operations drove efficiencies and margin expansion in the quarter. We also made progress on our commitment to improve cash flow. I applaud my colleagues for their hard work in growing, simplifying and transforming WTW. I look forward to our working together in 2024 as we aim to achieve our strategic and financial goals and create value for our shareholders."

Consolidated Results

Fourth Quarter 2023, as reported, USD millions, except %

Key Metrics	Q4-23	Q4-22	Y/Y Change
Revenue ¹	\$2,914	\$2,722	Reported 7% CC 6% Organic 6%
Income from Operations	\$779	\$708	10%
Operating Margin %	26.7%	26.0%	70 bps
Adjusted Operating Income	\$998	\$882	13%
Adjusted Operating Margin %	34.2%	32.4%	180 bps
Net Income	\$623	\$593	5%
Adjusted Net Income	\$775	\$689	12%
Diluted EPS	\$5.97	\$5.40	11%
Adjusted Diluted EPS	\$7.44	\$6.33	18%

¹ The revenue amounts included in this release are presented on a U.S. GAAP basis except where stated otherwise. This excludes reinsurance revenue which is reported in discontinued operations. The segment discussion is on an organic basis.

Revenue was \$2.91 billion for the fourth quarter of 2023, an increase of 7% as compared to \$2.72 billion for the same period in the prior year. Excluding the impact of foreign currency, revenue increased 6%. On an organic basis, revenue increased 6%. See Supplemental Segment Information on page 9 for additional detail on book-of-business settlements and interest income included in revenue.

Net Income for the fourth quarter of 2023 was \$623 million, an increase of 5% compared to Net Income of \$593 million in the prior-year fourth quarter. Adjusted EBITDA for the fourth quarter was \$1.1 billion, or 37.1% of revenue, an increase of 7%, compared to Adjusted EBITDA of \$1.0 billion, or 37.1% of revenue, in the prior-year fourth quarter. The U.S. GAAP tax rate for the fourth quarter was 15.7%, and the adjusted income tax rate for the fourth quarter used in calculating adjusted diluted earnings per share was 19.1%.

Full Year 2023, as reported, USD millions, except %

Key Metrics	FY-23	FY-22	Y/Y Change
Revenue ¹	\$9,483	\$8,866	Reported 7% CC 7% Organic 8%
Income from Operations	\$1,365	\$1,178	16%
Operating Margin %	14.4%	13.3%	110 bps
Adjusted Operating Income	\$2,082	\$1,851	12%
Adjusted Operating Margin %	22.0%	20.9%	110 bps
Net Income	\$1,064	\$1,024	4%
Adjusted Net Income	\$1,536	\$1,507	2%
Diluted EPS	\$9.95	\$8.98	11%
Adjusted Diluted EPS	\$14.49	\$13.41	8%

¹ The revenue amounts included in this release are presented on a U.S. GAAP basis except where stated otherwise. This excludes reinsurance revenue which is reported in discontinued operations. The segment discussion is on an organic basis.

Revenue was \$9.48 billion for the year ended December 31, 2023, an increase of 7% as compared to \$8.87 billion for the prior year. On an organic basis, revenue increased 8%. See Supplemental Segment Information on page 9 for additional detail on book-of-business settlements and interest income included in revenue.

Net Income for the year ended December 31, 2023 was \$1.1 billion, an increase of 4% compared to Net Income of \$1.0 billion in the prior year. Adjusted EBITDA for 2023 was \$2.4 billion, or 25.6% of revenue, an increase of \$43 million, compared to Adjusted EBITDA of \$2.4 billion, or 26.9% of revenue, in the prior year.

The U.S. GAAP tax rate for 2023 was 16.8%, and the adjusted income tax rate for 2023 used in calculating adjusted diluted earnings per share was 20.9%. The adjusted income tax rate for 2023 was impacted by one-time favorable items. Excluding these items, our adjusted income tax rate for 2023 would have been 22.4%.

Cash Flow and Capital Allocation

Cash flow from operating activities were \$1.3 billion for the year ended December 31, 2023, compared to \$812 million for the prior year. Free cash flow for the years ended December 31, 2023 and 2022 was \$1.2 billion and \$674 million, respectively, an improvement of \$518 million. During the fourth quarter and year ended December 31, 2023, the Company repurchased \$196 million and \$1.0 billion of WTW shares, respectively.

Quarterly Business Highlights

- Realized \$37 million of incremental annualized Transformation program savings, bringing the total to \$337 million in cumulative savings since the program's inception. Refer to the Supplemental Slides for additional detail.
- Repurchased 832,009 of our shares for \$196 million.
- Announced the formation of a newly created team, Strategic Client Engagement Leaders, focused on driving growth of large, complex clients within the twelve industry vertical divisions of Corporate Risk & Broking in North America, to further advance our specialization strategy in the Risk & Broking segment.

Fourth Quarter 2023 Segment Highlights

Health, Wealth & Career

As reported, USD millions, except %

Health, Wealth & Career	Q4-23	Q4-22	Y/Y Change
Total Revenue	\$1,798	\$1,722	Reported 4% CC 3% Organic 4%
Operating Income	\$729	\$672	8%
Operating Margin %	40.5%	39.0%	150 bps

The HWC segment had revenue of \$1.80 billion in the fourth quarter of 2023, an increase of 4% (3% increase constant currency and 4% organic) from \$1.72 billion in the prior year. Organic growth in Benefits Delivery & Outsourcing was driven by higher volumes and placements of Medicare Advantage and life policies in Individual Marketplace and increased compliance and other project activity in Outsourcing. Our Wealth businesses generated organic revenue growth from higher levels of Retirement work in North America and Europe, along with new client acquisitions, pension brokerage and higher fees in Investments. Organic revenue growth in Health was driven by the continued expansion of our Global Benefits Management client portfolio, increased brokerage income and a modest tailwind from book-of-business settlement revenue. Career had organic revenue growth from our compensation survey sales and executive compensation, reward-based advisory and employee experience services.

Operating margins in the HWC segment increased 150 basis points from the prior-year fourth quarter to 40.5%, primarily from Transformation savings.

Risk & Broking

As reported, USD millions, except %

Risk & Broking	Q4-23	Q4-22	Y/Y Change
Total Revenue	\$1,076	\$952	Reported 13% CC 12% Organic 12%
Operating Income	\$354	\$269	32%
Operating Margin %	32.9%	28.3%	460 bps

The R&B segment had revenue of \$1.08 billion in the fourth quarter of 2023, an increase of 13% (12% increase constant currency and organic) from \$952 million in the prior year. Corporate Risk & Broking generated exceptional organic revenue growth driven by strong new business, improved client retention and rate increases. Insurance Consulting and Technology had organic revenue growth from software sales and increased project revenue.

Operating margins in the R&B segment increased 460 basis points from the prior-year fourth quarter to 32.9%, due to higher operating leverage, driven by strong organic revenue growth and increased productivity from recent hires, and Transformation savings.

Outlook

Based on current and anticipated market conditions, the Company's full-year targets for 2024, consistent with those targets that have been previously provided, are as follows. Refer to the Supplemental Slides for additional detail.

- Expect to deliver revenue of \$9.9 billion or greater and mid-single digit organic revenue growth for the full year 2024
- Expect to deliver adjusted operating margin of 22.5% - 23.5% for the full year 2024
- Expect to deliver adjusted diluted earnings per share of \$15.40 - \$17.00 for the full year 2024
- Expect approximately \$88 million in non-cash pension income for the full year 2024
- Expect a foreign currency headwind on adjusted earnings per share of approximately \$0.02 for the full year 2024 at today's rates
- Expect to deliver approximately \$425 million of cumulative run-rate savings from the Transformation program by the end of 2024, up from \$380 million previously, and total program costs of \$1.125 billion, up from \$900 million previously.

Outlook includes Non-GAAP financial measures. We do not reconcile forward-looking Non-GAAP measures for reasons explained below.

Conference Call

The Company will host a live webcast and conference call to discuss the financial results for the fourth quarter and full year 2023. It will be held on Tuesday, February 6, 2024, beginning at 9:00 a.m. Eastern Time. A live broadcast of the conference call will be available on WTW's website [here](#). The conference call will include a question-and-answer session. To participate in the question-and-answer session, please register [here](#). An online replay will be available at www.wtwco.com shortly after the call concludes.

About WTW

At WTW (NASDAQ: WTW), we provide data-driven, insight-led solutions in the areas of people, risk and capital. Leveraging the global view and local expertise of our colleagues serving 140 countries and markets, we help organizations sharpen their strategy, enhance organizational resilience, motivate their workforce and maximize performance. Working shoulder to shoulder with our clients, we uncover opportunities for sustainable success—and provide perspective that moves you. Learn more at www.wtwco.com.

WTW Non-GAAP Measures

In order to assist readers of our consolidated financial statements in understanding the core operating results that WTW's management uses to evaluate the business and for financial planning, we present the following non-GAAP measures: (1) Constant Currency Change, (2) Organic Change, (3) Adjusted Operating Income/Margin, (4) Adjusted EBITDA/Margin, (5) Adjusted Net Income, (6) Adjusted Diluted Earnings Per Share, (7) Adjusted Income Before Taxes, (8) Adjusted Income Taxes/Tax Rate, (9) Free Cash Flow and (10) Free Cash Flow Margin.

We believe that those measures are relevant and provide pertinent information widely used by analysts, investors and other interested parties in our industry to provide a baseline for evaluating and comparing our operating performance, and in the case of free cash flow, our liquidity results.

Within the measures referred to as 'adjusted', we adjust for significant items which will not be settled in cash, or which we believe to be items that are not core to our current or future operations. Some of these items may not be applicable for the current quarter, however they may be part of our full-year results. Additionally, we have historically adjusted for certain items which are not described below, but for which we may adjust in a future period when applicable. Items applicable to the quarter or full year results, or the comparable periods, include the following:

- Income and loss from discontinued operations, net of tax – Adjustment to remove the after-tax income or loss from discontinued operations and the after-tax gain attributable to the divestiture of our Willis Re business.
- Restructuring costs and transaction and transformation – Management believes it is appropriate to adjust for restructuring costs and transaction and transformation when they relate to a specific significant program with a defined set of activities and costs that are not expected to continue beyond a defined period of time, or significant acquisition-related transaction expenses. We believe the adjustment is necessary to present how the Company is performing, both now and in the future when the incurrence of these costs will have concluded.
- Impairment – Adjustment to remove the impairment related to the net assets of our Russian business that are held outside of our Russian entities.
- Gains and losses on disposals of operations – Adjustment to remove the gains or losses resulting from disposed operations that have not been classified as discontinued operations.
- Tax effect of the Coronavirus Aid, Relief, and Economic Security ('CARES') Act – Relates to the incremental tax expense or benefit, primarily from the Base Erosion and Anti-Abuse Tax ('BEAT'), generated from electing or changing elections of certain income tax provisions available under the CARES Act.
- Tax effect of internal reorganizations – Relates to the U.S. income tax expense resulting from the completion of internal reorganizations of the ownership of certain businesses that reduced the investments held by our U.S.-controlled subsidiaries.

We evaluate our revenue on an as reported (U.S. GAAP), constant currency and organic basis. We believe presenting constant currency and organic information provides valuable supplemental information regarding our comparable results, consistent with how we evaluate our performance internally.

We consider Constant Currency Change, Organic Change, Adjusted Operating Income/Margin, Adjusted EBITDA/Margin, Adjusted Net Income, Adjusted Diluted Earnings Per Share, Adjusted Income Before Taxes, Adjusted Income Taxes/Tax Rate and Free Cash Flow to be important financial measures, which are used to internally evaluate and assess our core operations and to benchmark our operating and liquidity results against our competitors. These non-GAAP measures are important in illustrating what our comparable operating and liquidity results would have been had we not incurred transaction-related and non-recurring items. Reconciliations of these measures are included in the accompanying tables with the following exception: The Company does not reconcile its forward-looking non-GAAP financial measures to the corresponding U.S. GAAP measures, due to variability and difficulty in making accurate forecasts and projections and/or certain information not being ascertainable or accessible; and because not all of the information, such as foreign currency impacts necessary for a quantitative reconciliation of these forward-looking non-GAAP financial measures to the most directly comparable U.S.

GAAP financial measure, is available to the Company without unreasonable efforts. For the same reasons, the Company is unable to address the probable significance of the unavailable information. The Company provides non-GAAP financial measures that it believes will be achieved, however it cannot accurately predict all of the components of the adjusted calculations and the U.S. GAAP measures may be materially different than the non-GAAP measures.

Our non-GAAP measures and their accompanying definitions are presented as follows:

Constant Currency Change – Represents the year-over-year change in revenue excluding the impact of foreign currency fluctuations. To calculate this impact, the prior year local currency results are first translated using the current year monthly average exchange rates. The change is calculated by comparing the prior year revenue, translated at the current year monthly average exchange rates, to the current year as reported revenue, for the same period. We believe constant currency measures provide useful information to investors because they provide transparency to performance by excluding the effects that foreign currency exchange rate fluctuations have on period-over-period comparability given volatility in foreign currency exchange markets.

Organic Change – Excludes the impact of fluctuations in foreign currency exchange rates, as described above and the period-over-period impact of acquisitions and divestitures on current-year revenue. We believe that excluding transaction-related items from our U.S. GAAP financial measures provides useful supplemental information to our investors, and it is important in illustrating what our core operating results would have been had we not included these transaction-related items, since the nature, size and number of these transaction-related items can vary from period to period.

Adjusted Operating Income/Margin – Income from operations adjusted for amortization, restructuring costs, transaction and transformation and non-recurring items that, in management’s judgment, significantly affect the period-over-period assessment of operating results. Adjusted operating income margin is calculated by dividing adjusted operating income by revenue. We consider adjusted operating income/margin to be important financial measures, which are used internally to evaluate and assess our core operations and to benchmark our operating results against our competitors.

Adjusted EBITDA/Margin – Net Income adjusted for loss/(income) from discontinued operations, net of tax, provision for income taxes, interest expense, depreciation and amortization, restructuring costs, transaction and transformation, gains and losses on disposals of operations and non-recurring items that, in management’s judgment, significantly affect the period-over-period assessment of operating results. Adjusted EBITDA Margin is calculated by dividing adjusted EBITDA by revenue. We consider adjusted EBITDA/margin to be important financial measures, which are used internally to evaluate and assess our core operations, to benchmark our operating results against our competitors and to evaluate and measure our performance-based compensation plans.

Adjusted Net Income – Net Income Attributable to WTW adjusted for loss/(income) from discontinued operations, net of tax, amortization, restructuring costs, transaction and transformation, gains and losses on disposals of operations and non-recurring items that, in management’s judgment, significantly affect the period-over-period assessment of operating results and the related tax effect of those adjustments and the tax effects of internal reorganizations. This measure is used solely for the purpose of calculating adjusted diluted earnings per share.

Adjusted Diluted Earnings Per Share – Adjusted Net Income divided by the weighted-average number of ordinary shares, diluted. Adjusted diluted earnings per share is used to internally evaluate and assess our core operations and to benchmark our operating results against our competitors.

Adjusted Income Before Taxes – Income from operations before income taxes adjusted for amortization, restructuring costs, transaction and transformation, gains and losses on disposals of operations and non-recurring items that, in management’s judgment, significantly affect the period-over-period assessment of operating results. Adjusted income before taxes is used solely for the purpose of calculating the adjusted income tax rate.

Adjusted Income Taxes/Tax Rate – Provision for income taxes adjusted for taxes on certain items of amortization, restructuring costs, transaction and transformation, gains and losses on disposals of operations, the tax effects of internal reorganizations, and non-recurring items that, in management’s judgment, significantly affect the period-over-period assessment of operating results, divided by adjusted income before taxes. Adjusted income taxes is used solely for the purpose of calculating the adjusted income tax rate. Management believes that the adjusted income tax rate presents a rate that is more closely aligned to the rate that we would incur if not for the reduction of pre-tax income for the adjusted items and the tax effects of internal reorganizations, which are not core to our current and future operations.

Free Cash Flow – Cash flows from operating activities less cash used to purchase fixed assets and software for internal use. Free Cash Flow is a liquidity measure and is not meant to represent residual cash flow available for discretionary expenditures. Management believes that free cash flow presents the core operating performance and cash-generating capabilities of our business operations.

Free Cash Flow Margin – Free Cash Flow as a percentage of revenue, which represents how much of revenue would be realized on a cash basis. We consider this measure to be a meaningful metric for tracking cash conversion on a year-over-year basis due to the non-cash nature of our pension income, which is included in our GAAP and Non-GAAP earnings metrics presented herein.

These non-GAAP measures are not defined in the same manner by all companies and may not be comparable to other similarly titled measures of other companies. Non-GAAP measures should be considered in addition to, and not as a substitute for, the information contained within our condensed consolidated financial statements.

WTW Forward-Looking Statements

This document contains ‘forward-looking statements’ within the meaning of Section 27A of the Securities Act of 1933, and Section 21E of the Securities Exchange Act of 1934, which are intended to be covered by the safe harbors created by those laws. These forward-looking statements include information about possible or assumed future results of our operations. All statements, other than statements of historical facts, that address activities, events, or developments that we expect or anticipate may occur in the future, including such things as our outlook, the potential impact of natural or man-made disasters like health pandemics and other world health crises; future capital expenditures; ongoing working capital efforts; future share repurchases; financial results (including our revenue, costs, or margins) and the

impact of changes to tax laws on our financial results; existing and evolving business strategies and acquisitions and dispositions, including our completed sale of Willis Re to Arthur J. Gallagher & Co. ('Gallagher') and transitional arrangements related thereto; demand for our services and competitive strengths; strategic goals; the benefits of new initiatives; growth of our business and operations; the sustained health of our product, service, transaction, client, and talent assessment and management pipelines; our ability to successfully manage ongoing leadership, organizational and technology changes, including investments in improving systems and processes; our ability to implement and realize anticipated benefits of any cost-savings initiatives including the multi-year operational Transformation program; our recognition of future impairment charges; and plans and references to future successes, including our future financial and operating results, short-term and long-term financial goals, plans, objectives, expectations and intentions are forward-looking statements including with respect to free cash flow generation, adjusted net revenue, adjusted operating margin, and adjusted earnings per share. Also, when we use words such as 'may', 'will', 'would', 'anticipate', 'believe', 'estimate', 'expect', 'intend', 'plan', 'continues', 'seek', 'target', 'goal', 'focus', 'probably', or similar expressions, we are making forward-looking statements. Such statements are based upon the current beliefs and expectations of the Company's management and are subject to significant risks and uncertainties. Actual results may differ from those set forth in the forward-looking statements. All forward-looking disclosure is speculative by its nature.

There are important risks, uncertainties, events and factors that could cause our actual results or performance to differ materially from those in the forward-looking statements contained in this document, including the following[A1] : our ability to successfully establish, execute and achieve our global business strategy as it evolves; our ability to fully realize anticipated benefits of our growth strategy; our ability to achieve our short-term and long-term financial goals, such as with respect to our cash flow generation, and the timing with respect to such achievement; the risks related to changes in general economic (including a possible recession), business and political conditions, including changes in the financial markets, inflation, credit availability, increased interest rates and trade policies; the risks to our short-term and long-term financial goals from any of the risks or uncertainties set forth herein; the risks relating to the adverse impacts of macroeconomic trends, including inflation, changes in interest rates and trade policies, as well as political events, trade and other international disputes, war, such as the Russia-Ukraine and Israel-Hamas wars, terrorism, natural disasters, public health issues and other business interruptions on the global economy and capital markets, which could have a material adverse effect on our business, financial condition, results of operations, and long-term goals; the risks associated with our withdrawal from our high margin businesses in Russia and our ability to achieve cost-mitigation measures; our ability to successfully hedge against fluctuations in foreign currency rates; the risks relating to the adverse impacts of natural or man-made disasters like health pandemics and other world health crises, on the demand for our products and services, our cash flows and our business operations; material interruptions to or loss of our information processing capabilities, or failure to effectively maintain and upgrade our information technology resources and systems and related risks of cybersecurity breaches or incidents; our ability to comply with complex and evolving regulations related to data privacy, cybersecurity and artificial intelligence; the risks relating to the transitional arrangements in effect subsequent to our now-completed sale of Willis Re to Gallagher; significant competition that we face and the potential for loss of market share and/or profitability; the impact of seasonality and differences in timing of renewals and non-recurring revenue increases from disposals and book-of-business sales; the failure to protect client data or breaches of information systems or insufficient safeguards against cybersecurity breaches or incidents; the risk of increased liability or new legal claims arising from our new and existing products and services, and expectations, intentions and outcomes relating to outstanding litigation; the risk of substantial negative outcomes on existing litigation or investigation matters; changes in the regulatory environment in which we operate, including, among other risks, the impacts of pending competition law and regulatory investigations; various claims, government inquiries or investigations or the potential for regulatory action; our ability to make divestitures or acquisitions, including our ability to integrate or manage such acquired businesses, as well as identify and successfully execute on opportunities for strategic collaboration; our ability to integrate direct-to-consumer sales and marketing solutions with our existing offerings and solutions; our ability to successfully manage ongoing organizational changes, including investments in improving systems and processes; disasters or business continuity problems; the ongoing impact of Brexit on our business and operations; our ability to properly identify and manage conflicts of interest; reputational damage, including from association with third parties; reliance on third-party service providers and suppliers; risks relating to changes in our management structures and in senior leadership; the loss of key employees or a large number of employees and rehiring rates; our ability to maintain our corporate culture; doing business internationally, including the impact of foreign currency exchange rates; compliance with extensive government regulation; the risk of sanctions imposed by governments, or changes to associated sanction regulations (such as sanctions imposed on Russia) and related counter-sanctions; our ability to effectively apply technology, data and analytics changes for internal operations, maintaining industry standards and meeting client preferences; changes and developments in the insurance industry or the U.S. healthcare system, including those related to Medicare and any legislative actions from the current U.S. Congress, and any other changes and developments in legal, economic, business or operational conditions impacting our Medicare benefits businesses such as TRANZACT; the inability to protect our intellectual property rights, or the potential infringement upon the intellectual property rights of others; fluctuations in our pension assets and liabilities and related changes in pension income, including as a result of, related to, or derived from movements in the interest rate environment, investment returns, inflation, or changes in other assumptions that are used to estimate our benefit obligations and its effect on adjusted earnings per share; our capital structure, including indebtedness amounts, the limitations imposed by the covenants in the documents governing such indebtedness and the maintenance of the financial and disclosure controls and procedures of each; our ability to obtain financing on favorable terms or at all; adverse changes in our credit ratings; the impact of recent or potential changes to U.S. or foreign laws, and the enactment of additional, or the revision of existing, state, federal, and/or foreign laws and regulations, recent judicial decisions and development of case law, other regulations and any policy changes and legislative actions, including those that impact our effective tax rate; U.S. federal income tax consequences to U.S. persons owning at least 10% of our shares; changes in accounting principles, estimates or assumptions; our recognition of future impairment charges; risks relating to or arising from environmental, social and governance ('ESG') practices; fluctuation in revenue against our relatively fixed or higher than expected expenses; the risk that investment levels, including cash spending, to achieve additional transformation savings increase; the laws of Ireland being different from the laws of the U.S. and potentially affording less protections to the holders of our securities; and our holding company structure potentially preventing us from being able to receive dividends or other distributions in needed amounts from our subsidiaries. The foregoing list of factors is not exhaustive and new factors may emerge from time to time that could also affect actual performance and results. For more information, please see Part I, Item 1A in our Annual Report on Form 10-K, and our subsequent filings with the SEC. Copies are available online at www.sec.gov or www.wtco.com.

Although we believe that the assumptions underlying our forward-looking statements are reasonable, any of these assumptions, and therefore also the forward-looking statements based on these assumptions, could themselves prove to be inaccurate. Given the significant uncertainties inherent in the forward-looking statements included in this document, our inclusion of this information is not a representation or guarantee by us that our objectives and plans will be achieved.

Our forward-looking statements speak only as of the date made, and we will not update these forward-looking statements unless the securities laws require us to do so. With regard to these risks, uncertainties and assumptions, the forward-looking events discussed in this document may not occur, and we caution you against unduly relying on these forward-looking statements.

Contact

INVESTORS

Claudia De La Hoz | Claudia.Delahoz@wtwco.com

WTW Supplemental Segment Information (In millions of U.S. dollars) (Unaudited)

REVENUE

	Three Months Ended December 31, 2023		As Reported % Change	Components of Revenue Change ⁽ⁱ⁾			
				Less:		Less:	
				Currency Impact	Constant Currency Change	Acquisitions/ Divestitures	Organic Change
Health, Wealth & Career	\$ 1,798	\$ 1,722	4%	1%	3%	0%	4%
Risk & Broking	1,076	952	13%	1%	12%	0%	12%
Segment Revenue	<u>2,874</u>	<u>2,674</u>	7%	1%	6%	0%	7%
Reimbursable expenses and other	40	48					
Revenue	<u>\$ 2,914</u>	<u>\$ 2,722</u>	7%	1%	6%	0%	6%

	Years Ended December 31, 2023		As Reported % Change	Components of Revenue Change ⁽ⁱ⁾			
				Less:		Less:	
				Currency Impact	Constant Currency Change	Acquisitions/ Divestitures	Organic Change
Health, Wealth & Career	\$ 5,582	\$ 5,287	6%	0%	6%	0%	6%
Risk & Broking	3,735	3,460	8%	0%	8%	(1)%	10%
Segment Revenue	<u>9,317</u>	<u>8,747</u>	7%	0%	7%	(1)%	7%
Reimbursable expenses and other	166	119					
Revenue	<u>\$ 9,483</u>	<u>\$ 8,866</u>	7%	0%	7%	0%	8%

⁽ⁱ⁾ Components of revenue change may not add due to rounding.

BOOK-OF-BUSINESS SETTLEMENTS AND INTEREST INCOME

	Three Months Ended December 31,							
	HWC		R&B		Corporate		Total	
	2023	2022	2023	2022	2023	2022	2023	2022
Book-of-business settlements	\$ 1	\$ —	\$ 14	\$ 11	\$ —	\$ —	\$ 15	\$ 11
Interest income	7	4	27	10	5	13	39	27
Total interest and other income	<u>\$ 8</u>	<u>\$ 4</u>	<u>\$ 41</u>	<u>\$ 21</u>	<u>\$ 5</u>	<u>\$ 13</u>	<u>\$ 54</u>	<u>\$ 38</u>

	Years Ended December 31,							
	HWC		R&B		Corporate		Total	
	2023	2022	2023	2022	2023	2022	2023	2022
Book-of-business settlements	\$ 1	\$ 19	\$ 25	\$ 52	\$ —	\$ —	\$ 26	\$ 71
Interest income	25	8	79	25	41	22	145	55
Total interest and other income	<u>\$ 26</u>	<u>\$ 27</u>	<u>\$ 104</u>	<u>\$ 77</u>	<u>\$ 41</u>	<u>\$ 22</u>	<u>\$ 171</u>	<u>\$ 126</u>

SEGMENT OPERATING INCOME ⁽ⁱ⁾

	Three Months Ended December 31,	
	2023	2022
Health, Wealth & Career	\$ 729	\$ 672
Risk & Broking	354	269
Segment Operating Income	\$ 1,083	\$ 941

	Years Ended December 31,	
	2023	2022
Health, Wealth & Career	\$ 1,565	\$ 1,382
Risk & Broking	813	734
Segment Operating Income	\$ 2,378	\$ 2,116

(i) Segment operating income excludes certain costs, including amortization of intangibles, restructuring costs, transaction and transformation expenses, certain litigation provisions, and to the extent that the actual expense based upon which allocations are made differs from the forecast/budget amount, a reconciling item will be created between internally-allocated expenses and the actual expenses reported for U.S. GAAP purposes.

SEGMENT OPERATING MARGINS

	Three Months Ended December 31,	
	2023	2022
Health, Wealth & Career	40.5%	39.0%
Risk & Broking	32.9%	28.3%

	Years Ended December 31,	
	2023	2022
Health, Wealth & Career	28.0%	26.1%
Risk & Broking	21.8%	21.2%

RECONCILIATIONS OF SEGMENT OPERATING INCOME TO INCOME FROM OPERATIONS BEFORE INCOME TAXES

	Three Months Ended December 31,	
	2023	2022
Segment Operating Income	\$ 1,083	\$ 941
Amortization	(60)	(73)
Restructuring costs	(38)	(28)
Transaction and transformation ⁽ⁱ⁾	(121)	(73)
Unallocated, net ⁽ⁱⁱ⁾	(85)	(59)
Income from Operations	779	708
Interest expense	(63)	(54)
Other income, net	23	83
Income from continuing operations before income taxes	\$ 739	\$ 737

	Years Ended December 31,	
	2023	2022
Segment Operating Income	\$ 2,378	\$ 2,116
Impairment ⁽ⁱⁱⁱ⁾	—	(81)
Amortization	(263)	(312)
Restructuring costs	(68)	(99)
Transaction and transformation ⁽ⁱ⁾	(386)	(181)

Unallocated, net ⁽ⁱⁱ⁾	(296)	(265)
Income from Operations	1,365	1,178
Interest expense	(235)	(208)
Other income, net	149	288
Income from operations before income taxes	\$ 1,279	\$ 1,258

(i) In 2023 and 2022, in addition to legal fees and other transaction costs, includes primarily consulting fees and compensation costs related to the Transformation program.

(ii) Includes certain costs, primarily related to corporate functions which are not directly related to the segments, and certain differences between budgeted expenses determined at the beginning of the year and actual expenses that we report for U.S. GAAP purposes.

(iii) Represents the impairment related to the net assets of our Russian business that are held outside of our Russian entities.

WTW
Reconciliations of Non-GAAP Measures
(In millions of U.S. dollars, except per share data)
(Unaudited)

RECONCILIATIONS OF NET INCOME ATTRIBUTABLE TO WTW TO ADJUSTED DILUTED EARNINGS PER SHARE

	Three Months Ended December 31,	
	2023	2022
Net Income attributable to WTW	\$ 622	\$ 588
Adjusted for certain items:		
Loss from discontinued operations, net of tax	—	13
Amortization	60	73
Restructuring costs	38	28
Transaction and transformation	121	73
Loss/(gain) on disposal of operations	1	(18)
Tax effect on certain items listed above ⁽ⁱ⁾	(67)	(72)
Tax effect of internal reorganizations	—	4
Adjusted Net Income	<u>\$ 775</u>	<u>\$ 689</u>
Weighted-average ordinary shares, diluted	104	109
Diluted Earnings Per Share	\$ 5.97	\$ 5.40
Adjusted for certain items: ⁽ⁱⁱ⁾		
Loss from discontinued operations, net of tax	—	0.12
Amortization	0.58	0.67
Restructuring costs	0.36	0.26
Transaction and transformation	1.16	0.67
Loss/(gain) on disposal of operations	0.01	(0.17)
Tax effect on certain items listed above ⁽ⁱ⁾	(0.64)	(0.66)
Tax effect of internal reorganizations	—	0.04
Adjusted Diluted Earnings Per Share⁽ⁱⁱ⁾	<u>\$ 7.44</u>	<u>\$ 6.33</u>

(i) The tax effect was calculated using an effective tax rate for each item.

(ii) Per share values and totals may differ due to rounding.

	Years Ended December 31,	
	2023	2022
Net Income attributable to WTW	\$ 1,055	\$ 1,009
Adjusted for certain items:		
Loss from discontinued operations, net of tax	—	40
Impairment	—	81
Amortization	263	312
Restructuring costs	68	99
Transaction and transformation	386	181
Gain on disposal of operations	(43)	(7)
Tax effect on certain items listed above ⁽ⁱ⁾	(195)	(188)

Tax effect of the CARES Act	—	(24)
Tax effects of internal reorganizations	2	4
Adjusted Net Income	<u>\$ 1,536</u>	<u>\$ 1,507</u>
Weighted-average ordinary shares, diluted	106	112
Diluted Earnings Per Share	\$ 9.95	\$ 8.98
Adjusted for certain items: ⁽ⁱⁱ⁾		
Loss from discontinued operations, net of tax	—	0.36
Impairment	—	0.72
Amortization	2.48	2.78
Restructuring costs	0.64	0.88
Transaction and transformation	3.64	1.61
Gain on disposal of operations	(0.41)	(0.06)
Tax effect on certain items listed above ⁽ⁱ⁾	(1.84)	(1.67)
Tax effect of the CARES Act	—	(0.21)
Tax effects of internal reorganizations	0.02	0.04
Adjusted Diluted Earnings Per Share⁽ⁱⁱ⁾	<u>\$ 14.49</u>	<u>\$ 13.41</u>

(i) The tax effect was calculated using an effective tax rate for each item.

(ii) Per share values and totals may differ due to rounding.

RECONCILIATIONS OF NET INCOME TO ADJUSTED EBITDA

	Three Months Ended December 31,			
	2023		2022	
Net Income	\$ 623	21.4%	\$ 593	21.8%
Loss from discontinued operations, net of tax	—		13	
Provision for income taxes	116		131	
Interest expense	63		54	
Depreciation	58		64	
Amortization	60		73	
Restructuring costs	38		28	
Transaction and transformation	121		73	
Loss/(gain) on disposal of operations	1		(18)	
Adjusted EBITDA and Adjusted EBITDA Margin	<u>\$ 1,080</u>	37.1%	<u>\$ 1,011</u>	37.1%

	Years Ended December 31,			
	2023		2022	
Net Income	\$ 1,064	11.2%	\$ 1,024	11.5%
Loss from discontinued operations, net of tax	—		40	
Provision for income taxes	215		194	
Interest expense	235		208	
Impairment	—		81	
Depreciation	242		255	
Amortization	263		312	
Restructuring costs	68		99	
Transaction and transformation	386		181	
Gain on disposal of operations	(43)		(7)	
Adjusted EBITDA and Adjusted EBITDA Margin	<u>\$ 2,430</u>	25.6%	<u>\$ 2,387</u>	26.9%

RECONCILIATIONS OF INCOME FROM OPERATIONS TO ADJUSTED OPERATING INCOME

	Three Months Ended December 31,			
	2023		2022	
Income from operations and Operating margin	\$ 779	26.7%	\$ 708	26.0%
Adjusted for certain items:				
Amortization	60		73	
Restructuring costs	38		28	

Transaction and transformation	121		73	
Adjusted operating income and Adjusted operating income margin	<u>\$ 998</u>	34.2%	<u>\$ 882</u>	32.4%

	Years Ended December 31,			
	<u>2023</u>		<u>2022</u>	
Income from operations and Operating margin	\$ 1,365	14.4%	\$ 1,178	13.3%
Adjusted for certain items:				
Impairment	—		81	
Amortization	263		312	
Restructuring costs	68		99	
Transaction and transformation	386		181	
Adjusted operating income and Adjusted operating income margin	<u>\$ 2,082</u>	22.0%	<u>\$ 1,851</u>	20.9%

RECONCILIATIONS OF GAAP INCOME TAXES/TAX RATE TO ADJUSTED INCOME TAXES/TAX RATE

	Three Months Ended December 31,	
	<u>2023</u>	<u>2022</u>
Income from continuing operations before income taxes	\$ 739	\$ 737
Adjusted for certain items:		
Amortization	60	73
Restructuring costs	38	28
Transaction and transformation	121	73
Loss/(gain) on disposal of operations	1	(18)
Adjusted income before taxes	<u>\$ 959</u>	<u>\$ 893</u>
Provision for income taxes	\$ 116	\$ 131
Tax effect on certain items listed above ⁽ⁱ⁾	67	72
Tax effect of internal reorganizations	—	(4)
Adjusted income taxes	<u>\$ 183</u>	<u>\$ 199</u>
U.S. GAAP tax rate	15.7%	17.7%
Adjusted income tax rate	19.1%	22.2%

	Years Ended December 31,	
	<u>2023</u>	<u>2022</u>
Income from continuing operations before income taxes	\$ 1,279	\$ 1,258
Adjusted for certain items:		
Impairment	—	81
Amortization	263	312
Restructuring costs	68	99
Transaction and transformation	386	181
Gain on disposal of operations	(43)	(7)
Adjusted income before taxes	<u>\$ 1,953</u>	<u>\$ 1,924</u>
Provision for income taxes	\$ 215	\$ 194
Tax effect on certain items listed above ⁽ⁱ⁾	195	188
Tax effect of the CARES Act	—	24
Tax effect of internal reorganizations	(2)	(4)
Adjusted income taxes	<u>\$ 408</u>	<u>\$ 402</u>
U.S. GAAP tax rate	16.8%	15.4%
Adjusted income tax rate	20.9%	20.9%

⁽ⁱ⁾ The tax effect was calculated using an effective tax rate for each item.

RECONCILIATION OF CASH FLOWS FROM OPERATING ACTIVITIES TO FREE CASH FLOW

	Years Ended December 31,	
	2023	2022
Cash flows from operating activities	\$ 1,345	\$ 812
Less: Additions to fixed assets and software for internal use	(153)	(138)
Free Cash Flow	<u>\$ 1,192</u>	<u>\$ 674</u>
Revenue	\$ 9,483	\$ 8,866
Free Cash Flow Margin	12.6%	7.6%

WILLIS TOWERS WATSON PUBLIC LIMITED COMPANY
Condensed Consolidated Statements of Income
(In millions of U.S. dollars, except per share data)
(Unaudited)

	Three Months Ended December 31,		Years Ended December 31,	
	2023	2022	2023	2022
Revenue	<u>\$ 2,914</u>	<u>\$ 2,722</u>	<u>\$ 9,483</u>	<u>\$ 8,866</u>
Costs of providing services				
Salaries and benefits	1,325	1,263	5,344	5,065
Other operating expenses	533	513	1,815	1,776
Depreciation	58	64	242	255
Amortization	60	73	263	312
Restructuring costs	38	28	68	99
Transaction and transformation	121	73	386	181
Total costs of providing services	<u>2,135</u>	<u>2,014</u>	<u>8,118</u>	<u>7,688</u>
Income from operations	779	708	1,365	1,178
Interest expense	(63)	(54)	(235)	(208)
Other income, net	23	83	149	288
INCOME FROM CONTINUING OPERATIONS BEFORE INCOME TAXES	739	737	1,279	1,258
Provision for income taxes	<u>(116)</u>	<u>(131)</u>	<u>(215)</u>	<u>(194)</u>
INCOME FROM CONTINUING OPERATIONS	623	606	1,064	1,064
LOSS FROM DISCONTINUED OPERATIONS, NET OF TAX	—	(13)	—	(40)
NET INCOME	<u>623</u>	<u>593</u>	<u>1,064</u>	<u>1,024</u>
Income attributable to non-controlling interests	<u>(1)</u>	<u>(5)</u>	<u>(9)</u>	<u>(15)</u>
NET INCOME ATTRIBUTABLE TO WTW	<u>\$ 622</u>	<u>\$ 588</u>	<u>\$ 1,055</u>	<u>\$ 1,009</u>
EARNINGS PER SHARE				
Basic earnings per share				
Income from continuing operations per share	\$ 6.02	\$ 5.54	\$ 10.01	\$ 9.36
Loss from discontinued operations per share	—	(0.12)	—	(0.36)
Basic earnings per share	<u>\$ 6.02</u>	<u>\$ 5.42</u>	<u>\$ 10.01</u>	<u>\$ 9.00</u>
Diluted earnings per share				
Income from continuing operations per share	\$ 5.97	\$ 5.52	\$ 9.95	\$ 9.34
Loss from discontinued operations per share	—	(0.12)	—	(0.36)
Diluted earnings per share	<u>\$ 5.97</u>	<u>\$ 5.40</u>	<u>\$ 9.95</u>	<u>\$ 8.98</u>
Weighted-average ordinary shares, basic	<u>103</u>	<u>108</u>	<u>105</u>	<u>112</u>
Weighted-average ordinary shares, diluted	<u>104</u>	<u>109</u>	<u>106</u>	<u>112</u>

WILLIS TOWERS WATSON PUBLIC LIMITED COMPANY
Condensed Consolidated Balance Sheets
(In millions of U.S. dollars, except share data)
(Unaudited)

	December 31, 2023	December 31, 2022
ASSETS		
Cash and cash equivalents	\$ 1,424	\$ 1,262
Fiduciary assets	9,073	11,772
Accounts receivable, net	2,572	2,387
Prepaid and other current assets	364	414
Total current assets	13,433	15,835
Fixed assets, net	720	718
Goodwill	10,195	10,173
Other intangible assets, net	2,016	2,273
Right-of-use assets	565	586
Pension benefits assets	588	827
Other non-current assets	1,573	1,357
Total non-current assets	15,657	15,934
TOTAL ASSETS	\$ 29,090	\$ 31,769
LIABILITIES AND EQUITY		
Fiduciary liabilities	\$ 9,073	\$ 11,772
Deferred revenue and accrued expenses	2,104	1,915
Current debt	650	250
Current lease liabilities	125	126
Other current liabilities	678	716
Total current liabilities	12,630	14,779
Long-term debt	4,567	4,471
Liability for pension benefits	563	480
Deferred tax liabilities	542	748
Provision for liabilities	365	357
Long-term lease liabilities	592	620
Other non-current liabilities	238	221
Total non-current liabilities	6,867	6,897
TOTAL LIABILITIES	19,497	21,676
COMMITMENTS AND CONTINGENCIES		
EQUITY⁽ⁱ⁾		
Additional paid-in capital	10,910	10,876
Retained earnings	1,466	1,764
Accumulated other comprehensive loss, net of tax	(2,856)	(2,621)
Treasury shares, at cost, 17,519 shares in 2022	—	(3)
Total WTW shareholders' equity	9,520	10,016
Non-controlling interests	73	77
Total Equity	9,593	10,093
TOTAL LIABILITIES AND EQUITY	\$ 29,090	\$ 31,769

(i) Equity includes (a) Ordinary shares \$0.000304635 nominal value; Authorized 1,510,003,775; Issued 102,538,072 (2023) and 106,756,364 (2022); Outstanding 102,538,072 (2023) and 106,756,364 (2022) and (b) Preference shares, \$0.000115 nominal value; Authorized 1,000,000,000 and Issued none in 2023 and 2022.

WILLIS TOWERS WATSON PUBLIC LIMITED COMPANY
Condensed Consolidated Statements of Cash Flows
(In millions of U.S. dollars)
(Unaudited)

	Years Ended December 31,	
	2023	2022
CASH FLOWS FROM OPERATING ACTIVITIES		
NET INCOME	\$ 1,064	\$ 1,024
Adjustments to reconcile net income to total net cash from operating activities:		
Depreciation	242	255
Amortization	263	312

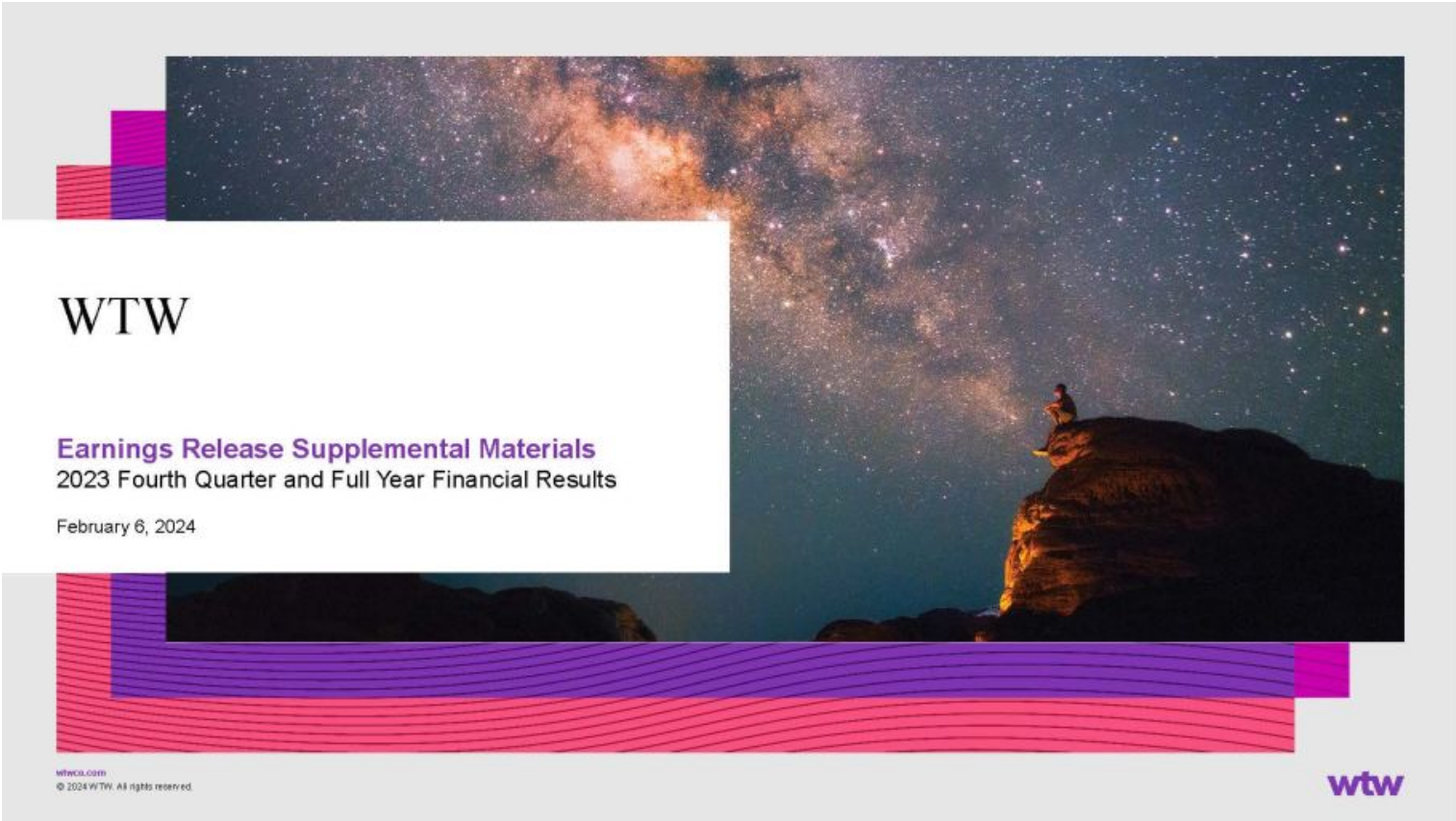
Impairment	—	81
Non-cash restructuring charges	38	71
Non-cash lease expense	105	120
Net periodic benefit of defined benefit pension plans	(26)	(153)
Provision for doubtful receivables from clients	6	13
Benefit from deferred income taxes	(109)	(50)
Share-based compensation	125	99
Net (gain)/loss on disposal of operations	(43)	59
Non-cash foreign exchange loss/(gain)	20	(137)
Other, net	31	6
Changes in operating assets and liabilities, net of effects from purchase of subsidiaries:		
Accounts receivable	(206)	(188)
Other assets	(185)	(197)
Other liabilities	16	(495)
Provisions	4	(8)
Net cash from operating activities	<u>1,345</u>	<u>812</u>
CASH FLOWS USED IN INVESTING ACTIVITIES		
Additions to fixed assets and software for internal use	(153)	(138)
Capitalized software costs	(89)	(66)
Acquisitions of operations, net of cash acquired	(6)	(81)
Net proceeds/(payments) from sale of operations	89	(59)
Cash and fiduciary funds transferred in sale of operations	(922)	(29)
(Purchase)/sale of investments	(4)	200
Net cash used in investing activities	<u>(1,085)</u>	<u>(173)</u>
CASH FLOWS USED IN FINANCING ACTIVITIES		
Senior notes issued	748	750
Debt issuance costs	(7)	(5)
Repayments of debt	(254)	(585)
Repurchase of shares	(1,000)	(3,530)
Proceeds from issuance of shares	—	7
Net (payments)/proceeds from fiduciary funds held for clients	(234)	354
Payments of deferred and contingent consideration related to acquisitions	(12)	(22)
Cash paid for employee taxes on withholding shares	(26)	(34)
Dividends paid	(352)	(369)
Acquisitions of and dividends paid to non-controlling interests	(63)	(11)
Net cash used in financing activities	<u>(1,200)</u>	<u>(3,445)</u>
DECREASE IN CASH, CASH EQUIVALENTS AND RESTRICTED CASH	(940)	(2,806)
Effect of exchange rate changes on cash, cash equivalents and restricted cash	11	(164)
CASH, CASH EQUIVALENTS AND RESTRICTED CASH, BEGINNING OF PERIOD ⁽ⁱ⁾	<u>4,721</u>	<u>7,691</u>
CASH, CASH EQUIVALENTS AND RESTRICTED CASH, END OF PERIOD ⁽ⁱ⁾	<u>\$ 3,792</u>	<u>\$ 4,721</u>

(i) The amounts of cash, cash equivalents and restricted cash, their respective classification on the condensed consolidated balance sheets, as well as their respective portions of the increase or decrease in cash, cash equivalents and restricted cash for each of the periods presented have been included in the Supplemental Disclosures of Cash Flow Information section.

SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION

	Years Ended December 31,	
	2023	2022
Supplemental disclosures of cash flow information:		
Cash and cash equivalents	\$ 1,424	\$ 1,262
Fiduciary funds (included in fiduciary assets)	2,368	3,459
Total cash, cash equivalents and restricted cash	<u>\$ 3,792</u>	<u>\$ 4,721</u>
Increase/(decrease) in cash, cash equivalents and other restricted cash	\$ 163	\$ (3,177)
(Decrease)/increase in fiduciary funds	(1,103)	371
Total ⁽ⁱ⁾	<u>\$ (940)</u>	<u>\$ (2,806)</u>

(i) Does not include the effect of exchange rate changes on cash, cash equivalents and restricted cash.



WTW

Earnings Release Supplemental Materials
2023 Fourth Quarter and Full Year Financial Results

February 6, 2024

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WTW Forward-Looking Statements

This document contains 'forward-looking statements' within the meaning of Section 27A of the Securities Act of 1933, and Section 21E of the Securities Exchange Act of 1934, which are intended to be covered by the safe harbors created by those laws. These forward-looking statements include information about possible or assumed future results of our operations. All statements, other than statements of historical facts, that address activities, events, or developments that we expect or anticipate may occur in the future, including such things as our outlook, the potential impact of natural or man-made disasters like health pandemics and other world health crises; future capital expenditures; ongoing working capital efforts; future share repurchases; financial results (including our revenue, costs, or margins) and the impact of changes to tax laws on our financial results; existing and evolving business strategies and acquisitions and dispositions, including our completed sale of Willis Re to Arthur J. Gallagher & Co. ('Gallagher') and transitional arrangements related thereto; demand for our services and competitive strengths; strategic goals; the benefits of new initiatives; growth of our business and operations; the sustained health of our product, service, transaction, client, and talent assessment and management pipelines; our ability to successfully manage ongoing leadership, organizational and technology changes, including investments in improving systems and processes; our ability to implement and realize anticipated benefits of any cost-savings initiatives including the multi-year operational Transformation program; our recognition of future impairment charges; and plans and references to future successes, including our future financial and operating results, short-term and long-term financial goals, plans, objectives, expectations and intentions are forward-looking statements including with respect to free cash flow generation, adjusted net revenue, adjusted operating margin, and adjusted earnings per share. Also, when we use words such as 'may,' 'will,' 'would,' 'anticipate,' 'believe,' 'estimate,' 'expect,' 'intend,' 'plan,' 'continue,' 'seek,' 'target,' 'goal,' 'focus,' 'probably,' or similar expressions, we are making forward-looking statements. Such statements are based upon the current beliefs and expectations of the Company's management and are subject to significant risks and uncertainties. Actual results may differ from those set forth in the forward-looking statements. All forward-looking disclosure is speculative by its nature.

There are important risks, uncertainties, events and factors that could cause our actual results or performance to differ materially from those in the forward-looking statements contained in this document, including the following[A1]: our ability to successfully establish, execute and achieve our global business strategy as it evolves; our ability to fully realize anticipated benefits of our growth strategy, our ability to achieve our short-term and long-term financial goals, such as with respect to our cash flow generation, and the timing with respect to such achievement; the risks related to changes in general economic (including a possible recession), business and political conditions, including changes in the financial markets, inflation, credit availability, increased interest rates and trade policies; the risks to our short-term and long-term financial goals from any of the risks or uncertainties set forth herein; the risks relating to the adverse impacts of macroeconomic trends, including inflation, changes in interest rates and trade policies, as well as political events, trade and other international disputes, war, such as the Russia-Ukraine and Israel-Hamas wars, terrorism, natural disasters, public health issues and other business interruptions on the global economy and capital markets, which could have a material adverse effect on our business, financial condition, results of operations, and long-term goals; the risks associated with our withdrawal from our high margin businesses in Russia and our ability to achieve cost-mitigation measures; our ability to successfully hedge against fluctuations in foreign currency rates; the risks relating to the adverse impacts of natural or man-made disasters like health pandemics and other world health crises, on the demand for our products and services, our cash flows and our business operations; material interruptions to or loss of our information processing capabilities, or failure to effectively maintain and upgrade our information technology resources and systems and related risks of cybersecurity breaches or incidents; our ability to comply with complex and evolving regulations related to data privacy, cybersecurity and artificial intelligence; the risks relating to the transitional arrangements in effect subsequent to our now-completed sale of Willis Re to Gallagher, significant competition that we face and the potential for loss of market share and/or profitability; the impact of seasonality and differences in timing of renewals and non-recurring revenue increases from disposals and book-of-business sales; the failure to protect client data or breaches of information systems or insufficient safeguards against cybersecurity breaches or incidents; the risk of increased liability or new legal claims arising from our new and existing products and services, and expectations, intentions and outcomes relating to outstanding litigation; the risk of substantial negative outcomes on existing litigation or investigation matters; changes in the regulatory environment in which we operate, including, among other risks, the impacts of pending competition law and regulatory investigations; various claims, government inquiries or investigations or the potential for regulatory action; our ability to make divestitures or acquisitions, including our ability to integrate or manage such acquired businesses, as well as identify and successfully execute on opportunities for strategic collaboration; our ability to integrate direct-to-consumer sales and marketing solutions with our existing offerings and solutions; our ability to successfully manage ongoing organizational changes, including investments in improving systems and processes, disasters or business continuity problems; the ongoing impact of Brexit on our business and operations; our ability to properly identify and manage conflicts of interest, reputational damage, including from association with third parties; reliance on third-party service providers and suppliers; risks relating to changes in our management structures and in senior leadership; the loss of key employees or a large number of employees and rehiring rates; our ability to maintain our corporate culture; doing business internationally, including the impact of foreign currency exchange rates; compliance with extensive government regulation; the risk of sanctions imposed by governments, or changes to associated sanction regulations (such as sanctions imposed on Russia) and related counter-sanctions; our ability to effectively apply technology, data and analytics changes for internal operations, maintaining industry standards and meeting client preferences; changes and developments in the insurance industry or the U.S. healthcare system, including those related to Medicare and any legislative actions from the current U.S. Congress, and any other changes and developments in legal, economic, business or operational conditions impacting our Medicare benefits businesses such as TRANZACT; the inability to protect our intellectual property rights, or the potential infringement upon the intellectual property rights of others; fluctuations in our pension assets and liabilities and related changes in pension income, including as a result of, related to, or derived from movements in the interest rate environment, investment returns, inflation, or changes in other assumptions that are used to estimate our benefit obligations and its effect on adjusted earnings per share, our capital structure, including indebtedness amounts, the limitations imposed by the covenants in the documents governing such indebtedness and the maintenance of the financial and disclosure controls and procedures of each; our ability to obtain financing on favorable terms or at all; adverse changes in our credit ratings; the impact of recent or potential changes to U.S. or foreign laws, and the enactment of additional, or the revision of existing, state, federal, and/or foreign laws and regulations, recent judicial decisions and development of case law; other regulations and any policy changes and legislative actions, including those that impact our effective tax rate; U.S. federal income tax consequences to U.S. persons owning at least 10% of our shares; changes in accounting principles, estimates or assumptions; our recognition of future impairment charges; risks relating to or arising from environmental, social and governance ('ESG') practices; fluctuation in revenue against our relatively fixed or higher than expected expenses; the risk that investment levels, including cash spending, to achieve additional transformation savings increase; the laws of Ireland being different from the laws of the U.S. and potentially affording less protections to the holders of our securities; and our holding company structure potentially preventing us from being able to receive dividends or other distributions in needed amounts from our subsidiaries. The foregoing list of factors is not exhaustive and new factors may emerge from time to time that could also affect actual performance and results. For more information, please see Part I, Item 1A in our Annual Report on Form 10-K, and our subsequent filings with the SEC. Copies are available online at www.sec.gov or www.wtwco.com.

Although we believe that the assumptions underlying our forward-looking statements are reasonable, any of these assumptions, and therefore also the forward-looking statements based on these assumptions, could themselves prove to be inaccurate. Given the significant uncertainties inherent in the forward-looking statements included in this document, our inclusion of this information is not a representation or guarantee by us that our objectives and plans will be achieved.

Our forward-looking statements speak only as of the date made, and we will not update these forward-looking statements unless the securities laws require us to do so. With regard to these risks, uncertainties and assumptions, the forward-looking events discussed in this document may not occur, and we caution you against unduly relying on these forward-looking statements.

WTW Non-GAAP Measures

In order to assist readers of our consolidated financial statements in understanding the core operating results that WTW's management uses to evaluate the business and for financial planning, we present the following non-GAAP measures: (1) Constant Currency Change, (2) Organic Change, (3) Adjusted Operating Income/Margin, (4) Adjusted EBITDA/Margin, (5) Adjusted Net Income, (6) Adjusted Diluted Earnings Per Share, (7) Adjusted Income Before Taxes, (8) Adjusted Income Taxes/Tax Rate and (9) Free Cash Flow.

The Company believes that these measures are relevant and provide useful information widely used by analysts, investors and other interested parties in our industry to provide a baseline for evaluating and comparing our operating performance, and in the case of free cash flow, our liquidity results.

Reconciliations of these measures are included in the accompanying appendix of these earning release supplemental materials.

The Company does not reconcile its forward-looking non-GAAP financial measures to the corresponding U.S. GAAP measures, due to variability and difficulty in making accurate forecasts and projections and/or certain information not being ascertainable or accessible, and because not all of the information, such as foreign currency impacts necessary for a quantitative reconciliation of these forward-looking non-GAAP financial measures to the most directly comparable U.S. GAAP financial measure, is available to the Company without unreasonable efforts. For the same reasons, the Company is unable to address the probable significance of the unavailable information. The Company provides non-GAAP financial measures that it believes will be achieved, however it cannot accurately predict all of the components of the adjusted calculations and the U.S. GAAP measures may be materially different than the non-GAAP measures.

Key Takeaways



Organic revenue growth¹ of 6% in Q4-23 and 8% for full year 2023, and Adjusted Operating Margin¹ expansion of +180 bps in Q4-23 and +110 bps for full year 2023



Continued to make significant progress on strategic priorities



Realized \$37 million of incremental annualized savings in Q4-23, bringing the total to \$337 million since the Transformation Program inception



Continued to return capital to shareholders, with share repurchases of \$1 billion and dividends of \$352 million for full year 2023



Remain focused on delivering our 2024 financial targets

¹ Signifies Non-GAAP financial measures. See appendix for Non-GAAP reconciliations.

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Fourth Quarter and Full Year 2023 GAAP Financial Results

Key figures

\$USD million, except EPS and %	Three months ended December 31,		Years ended December 31,	
	2023	2022	2023	2022
Revenue	\$2,914	\$2,722	\$9,483	\$8,866
<i>% change</i>	<i>7%</i>		<i>7%</i>	
Income from Operations	\$779	\$708	\$1,365	\$1,178
<i>% change</i>	<i>10%</i>		<i>16%</i>	
Operating Margin %	26.7%	26.0%	14.4%	13.3%
<i>change, basis points</i>	<i>70 bps</i>		<i>110 bps</i>	
Net Income	\$623	\$593	\$1,064	\$1,024
<i>% change</i>	<i>5%</i>		<i>4%</i>	
Diluted EPS	\$5.97	\$5.40	\$9.95	\$8.98
<i>% change</i>	<i>11%</i>		<i>11%</i>	
Net Cash From Operating Activities			\$1,345	\$812
<i>% change</i>			<i>66%</i>	

Q4 2023 Key Figures, Including Non-GAAP Financial Results

Q4 2023 Results

Total Revenue	\$2.9B Q4 2023	+6% Q4 2023 Organic ¹	+5% Q4 2022 Organic ¹
Adjusted Diluted EPS ¹	\$7.44 Q4 2023	+18% Q4 2023	\$6.33 Q4 2022
Adjusted Operating Margin ¹	34.2% Q4 2023	+180bps Q4 2023	+32.4% Q4 2022
Transformation Program	\$37M of incremental run rate savings in Q4 2023		

¹ Signifies Non-GAAP financial measures. See appendix for Non-GAAP reconciliations.

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Full Year 2023 Key Figures, Including Non-GAAP Financial Results

Full Year 2023 Results

Total Revenue	\$9.5B 2023	+8% 2023 Organic ¹	+4% 2022 Organic ¹
Adjusted Diluted EPS ¹	\$14.49 2023	+8% 2023	\$13.41 2022
Adjusted Operating Margin ¹	22.0% 2023	+110 bps 2023	20.9% 2022
Free Cash Flow ¹	\$1.2B 2023	+\$518M 2023 v. 2022	\$674M 2022
Transformation Program	\$337M of run rate savings since inception		

¹ Signifies Non-GAAP financial measures. See appendix for Non-GAAP reconciliations.

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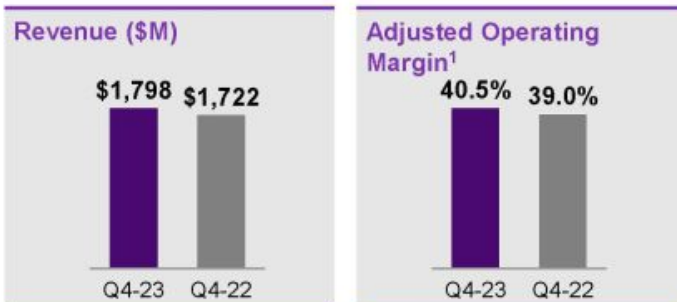
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Financial Review

Quarterly Segment Performance: Health, Wealth & Career

Segment Highlights

- For the quarter, HWC had organic revenue growth¹ of 4%.
 - Health had organic revenue growth with the continued expansion of our Global Benefits Management client portfolio and increased brokerage income. Excluding a modest tailwind from book-of-business settlement revenue, Health had organic revenue growth of 5%.
 - Wealth generated organic revenue growth from higher levels of Retirement work in North America and Europe, along with new client acquisitions, pension brokerage and higher fees in Investments.
 - Career had organic revenue growth from our compensation surveys and executive compensation, reward-based advisory and employee experience services.
 - BD&O generated organic revenue growth driven with higher volumes and placements of Medicare Advantage and life policies in Individual Marketplace and increased compliance and other project activity in Outsourcing.
- Operating income was \$729M in the quarter, an increase of 8% from the prior year. Operating margin increased 150 bps from the prior year primarily from Transformation savings.



Organic Revenue Growth ¹	Q4-23	Q4-22
Health	6%	0%
Wealth	5%	5%
Career	6%	9%
Benefits Delivery & Outsourcing (BD&O)	3%	6%
Health, Wealth & Career	4%	5%

¹ Signifies Non-GAAP financial measure. See appendix for Non-GAAP reconciliations.

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Quarterly Segment Performance: Risk & Broking

Segment Highlights

- For the quarter, R&B had organic revenue growth¹ of 12%. Book-of-business settlement revenue did not meaningfully impact organic revenue growth for the quarter.
 - CRB generated solid organic revenue growth driven by strong new business, improved client retention and rate increases. Book-of-business settlement revenue did not meaningfully impact organic revenue growth for the quarter.
 - ICT had organic revenue growth from software sales and increased project revenue.
- Operating income of \$354M in the quarter increased by 32%.
- Operating margin improved by 460 bps due to higher operating leverage, driven by strong organic revenue growth and increased productivity from recent hires, and Transformation savings.



Organic Revenue Growth ¹	Q4-23	Q4-22
Corporate Risk & Broking (CRB)	12%	3%
Insurance Consulting & Technology (ICT)	8%	17%
Risk & Broking	12%	5%

¹ Signifies Non-GAAP financial measure. See appendix for Non-GAAP reconciliations.

Transformation Program: Savings

Projected to generate \$425 million of annualized savings through 2024

(\$ millions)	Full Year 2023	Cumulative From Inception	Projected
Real Estate Rationalization	\$27	\$72	
Technology Modernization	\$42	\$42	
Process Optimization	\$119	\$223	
Total Savings	\$188	\$337	~\$425

Delivering on our financial commitments

- Delivering **\$425 million of run-rate savings to contribute ~425 bps of margin improvement**, while investing for growth, up from \$380 million previously
- Realized **\$37 million of incremental annualized savings** during the fourth quarter and **\$337 million of annualized savings** since program inception
- Cumulative run-rate savings of \$337M are primarily attributable to Process Optimization as we focus on building an infrastructure from which to **drive further efficiencies**

Transformation Program: Costs to Achieve

(\$ millions)	Full Year 2023	Cumulative From Inception	Projected
Real Estate Rationalization	\$55	\$159	
Technology Modernization	\$138	\$192	
Process Optimization	\$222	\$325	
Total Restructuring / Transformation Costs	\$415	\$676	~\$995
Total Capital Expenditures	\$54	\$90	~\$130
Total Costs Incurred	\$469	\$766	~\$1,125
% Cash / % Non-Cash	~90%/10%	~85%/15%	~90%/10%
Cash Costs to Achieve / Savings			2.4x

- Incurred **\$155 million of restructuring / transformation related charges** during the fourth quarter
- Incurred **\$6 million of capital expenditures** during the fourth quarter
- The cumulative total investment (OpEx + CapEx) is **\$766 million representing ~68%** of expected total one-time program costs

Maintaining a Flexible Balance Sheet

Reinforcing our business fundamentals; safeguarding WTW's financial strengths

(\$ millions)	Dec 31, 2023	Dec 31, 2022
Cash and Cash Equivalents	1,424	1,262
Total Debt ¹	5,217	4,721
Total Equity	9,593	10,093
Debt to Adj. EBITDA ² <i>Trailing 12-month</i>	2.1x	2.0x

Disciplined capital management strategy

Provides WTW with the **financial flexibility** to reinvest in our businesses, capitalize on market growth opportunities and support significant value creation for shareholders

- Our capital structure provides a solid foundation of business strength and reinforces our ability to capture long-term growth
- History of effectively managing our leverage with a commitment to **maintaining our investment grade credit rating**
- Committed to a **disciplined approach to managing outstanding debt** and our leverage profile

¹ Total Debt equals sum of current debt and long-term debt as shown on the Consolidated Balance Sheets.
² Signifies Non-GAAP financial measure. See appendix for Non-GAAP reconciliations.

Executing Against a Balanced Capital Allocation Strategy

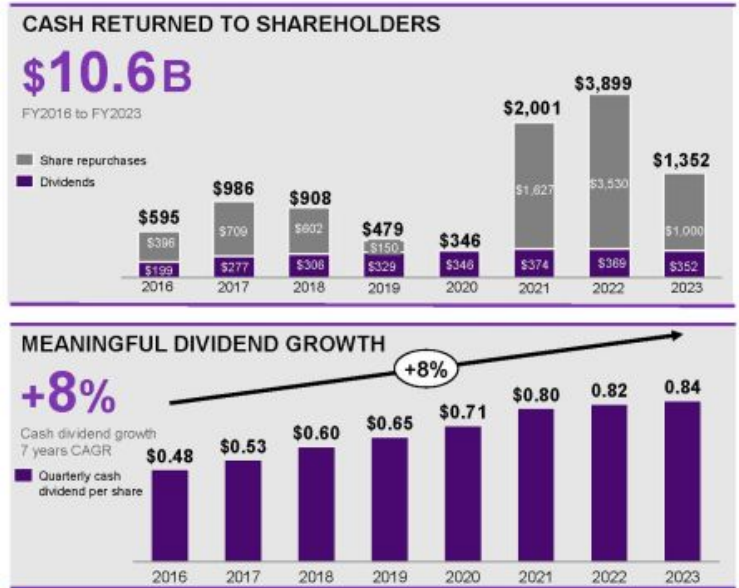
Allocating capital to opportunities with the potential for highest return

Capital Allocation Priorities

- Reinvest in capabilities, businesses, and processes
- Invest in innovation, technology, and new business
- Return excess cash to shareholders through share repurchases and dividends to create long-term shareholder value
- Strengthen balance sheet and liquidity
- Sustain dividends and payout ratio
- Business portfolio management
- Pursue opportunistic M&A to strengthen capabilities

2023 Highlights

- Repurchased \$196 million of shares during the fourth quarter and \$1 billion of shares during the year
- Paid quarterly cash dividend of \$0.84 per common share



Business Overview

We Have a Portfolio of Leading Businesses in Attractive Markets

Delivering superior advice, broking and solutions in the areas of people, risk and capital

We have:

A distinctive mix of complementary businesses

- Accomplished and aspiring talent
- Collaborative client-first culture
- Sophisticated data and analytics
- Powerful tools

A strong balance sheet and significant financial flexibility

<p>We have 48,000 employees serving more than 140 countries and markets</p> 	<p>WTW is trusted by the world's leading organizations</p> 
<p>We've been putting clients first since 1828</p> 	<p>We work with... 91% of the Fortune Global 500 89% of the U.S. Fortune 1000 95% of the FTSE 100</p> 
<p>~37M individuals use our platforms to access benefits and insurance</p>	

Segment Overview: Health, Wealth & Career¹

Health, Wealth & Career: World-class portfolio of leading businesses providing advisory and consulting services within human capital, employee benefits and retirement verticals

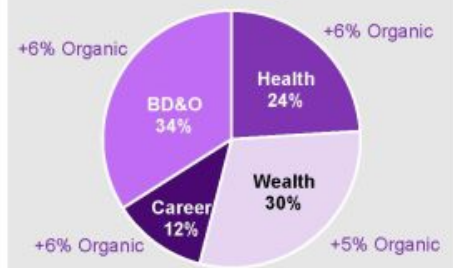
Health provides advice, broking, solutions and software for employee benefit plans, HR organizations and management teams of our clients

Wealth provides advice and management for retirement and investment asset owners using a sophisticated framework for managing risk

Career provides compensation advisory services, employee experience software and platforms, and other career-related consulting services to our clients

Benefits Delivery & Outsourcing provides medical exchange and outsourcing services to active employees and retirees across the group and individual markets as well as pension outsourcing

FY 2023 Revenue and Organic Growth



Revenue (\$M)



Operating Income (\$M)



Operating Margin %



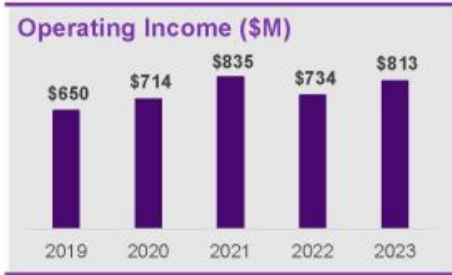
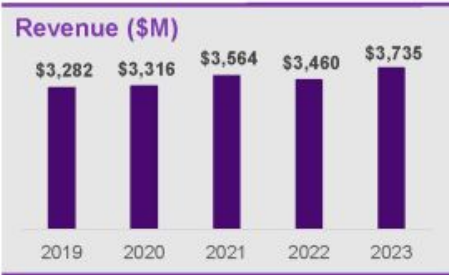
¹ Includes Segment financial measures. See accompanying Earnings Release for Supplemental Segment Information. Segment results prior to 2022 were recast to reflect the realignment effective January 1, 2022.

Segment Overview: Risk & Broking¹

Risk & Broking: Risk advisory and solutions business delivering innovative, integrated solutions tailored to client needs and underpinned by cutting edge data and analytics, technology and experienced risk thinkers

Corporate Risk & Broking provides a broad range of risk advice insurance brokerage and consulting services to clients worldwide ranging from small businesses to multinational corporations

Insurance Consulting and Technology provides advice and technology solutions to the insurance industry to help clients measure and manage risk and capita and improve performance



¹ Includes Segment financial measures. See accompanying Earnings Release for Supplemental Segment Information. Segment results prior to 2022 were recast to reflect the realignment effective January 1, 2022.

Value Creation Framework

1. Seek profitable growth through innovation in attractive markets
2. Target superior shareholder returns through buybacks and prudent investments
3. Defensive business model with historically lower volatility than other financial services subsectors
4. Accelerate operational transformation, resulting in meaningful margin improvements
5. Experienced, diverse management and global leadership team focused on achieving targets

Strategy & Outlook

2024 Financial Targets¹

Grow, Simplify, Transform: Focus on the execution on our strategy with a clear path to 2024 Financial Targets

Revenue \$9.9B+

Mid-single digit (MSD) organic revenue growth with no meaningful year-over-year impact expected from both book-of-business settlements and interest income

Foreign exchange expected to be a minimal impact based on current spot rates



Adjusted Operating Margin 22.5% - 23.5%

Margin expansion driven by improved operational efficiency and expense discipline in both HWC and R&B, net of investments

Transformation Savings to deliver \$425M of cumulative run-rate savings by year-end



Adjusted Diluted EPS \$15.40 - \$17.00

Increased adjusted operating income to contribute to strong EPS growth

Expect approximately \$88M in **non-cash pension income**, down from \$109M in 2023



¹ Reflects the Company's current beliefs and expectations as of February 8, 2024 and are subject to significant risks and uncertainties. Also includes Non-GAAP financial measures. We do not reconcile forward-looking Non-GAAP measures for reasons explained in the appendix.
² Includes the impact of other items, including but not limited to share repurchases, interest expense and provision for income taxes. Share repurchases are subject to market conditions among other relevant factors, including but not limited to, Management's perspective on relative return opportunities.

Free Cash Flow Margin Expectations



Appendix: Reconciliation of Non-GAAP Measures

Constant Currency and Organic Revenue Change

As reported, USD millions except %

	Three Months Ended December 31,		As Reported % Change	Components of Revenue Change ⁽¹⁾			
	2023	2022		Less: Currency Impact	Constant Currency Change	Less: Acquisitions/ Divestitures	Organic Change
	Health, Wealth & Career	\$ 1,798		\$ 1,722	4%	1%	3%
Risk & Broking	1,076	952	13%	1%	12%	0%	12%
Segment Revenue	2,874	2,674	7%	1%	6%	0%	7%
Reimbursable expenses and other	40	48					
Revenue	\$ 2,914	\$ 2,722	7%	1%	6%	0%	6%

	Years Ended December 31,		As Reported % Change	Components of Revenue Change ⁽¹⁾			
	2023	2022		Less: Currency Impact	Constant Currency Change	Less: Acquisitions/ Divestitures	Organic Change
	Health, Wealth & Career	\$ 5,582		\$ 5,287	6%	0%	6%
Risk & Broking	3,735	3,460	8%	0%	8%	(1)%	10%
Segment Revenue	9,317	8,747	7%	0%	7%	(1)%	7%
Reimbursable expenses and other	166	119					
Revenue	\$ 9,483	\$ 8,866	7%	0%	7%	0%	8%

⁽¹⁾ Components of revenue change may not add due to rounding

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Adjusted Op Income and Margin, Adj. EBITDA and Margin QTD

As reported, USD millions except %

	Three Months Ended December 31,					
	2023		2022			
Income from operations and Operating margin	\$	779	26.7%	\$	708	26.0%
Adjusted for certain items:						
Amortization		60			73	
Restructuring costs		36			28	
Transaction and transformation		121			73	
Adjusted operating income and Adjusted operating income margin	\$	<u>998</u>	<u>34.2%</u>	\$	<u>882</u>	<u>32.4%</u>

	Three Months Ended December 31,					
	2023		2022			
Net Income	\$	623	21.4%	\$	593	21.8%
Loss from discontinued operations, net of tax		—			13	
Provision for income taxes		116			131	
Interest expense		63			54	
Depreciation		58			64	
Amortization		60			73	
Restructuring costs		38			28	
Transaction and transformation		121			73	
Loss/(gain) on disposal of operations		1			(18)	
Adjusted EBITDA and Adjusted EBITDA Margin	\$	<u>1,080</u>	<u>37.1%</u>	\$	<u>1,011</u>	<u>37.1%</u>

Adjusted Op Income and Margin, Adj. EBITDA and Margin Full Year

As reported, USD millions except %

	Years Ended December 31,					
	2023		2022			
Income from operations and Operating margin	\$	1,365	14.4%	\$	1,178	13.3%
Adjusted for certain items:						
Impairment		—			81	
Amortization		263			312	
Restructuring costs		68			99	
Transaction and transformation		386			181	
Adjusted operating income and Adjusted operating income margin	\$	<u>2,082</u>	<u>22.0%</u>	\$	<u>1,851</u>	<u>20.9%</u>
	Years Ended December 31,					
	2023		2022			
Net Income	\$	1,064	11.2%	\$	1,024	11.5%
Loss from discontinued operations, net of tax		—			40	
Provision for income taxes		215			194	
Interest expense		235			208	
Impairment		—			81	
Depreciation		242			255	
Amortization		263			312	
Restructuring costs		68			99	
Transaction and transformation		386			181	
Gain on disposal of operations		(43)			(7)	
Adjusted EBITDA and Adjusted EBITDA Margin	\$	<u>2,430</u>	<u>25.6%</u>	\$	<u>2,387</u>	<u>26.9%</u>

Adjusted Net Income and Adjusted Diluted EPS, QTD

As reported, USD millions except %

	Three Months Ended December 31,	
	2023	2022
Net Income attributable to WTW	\$ 622	\$ 588
Adjusted for certain items:		
Loss from discontinued operations, net of tax	—	13
Amortization	60	73
Restructuring costs	38	28
Transaction and transformation	121	73
Loss/(gain) on disposal of operations	1	(18)
Tax effect on certain items listed above ⁽¹⁾	(67)	(72)
Tax effect of internal reorganizations	—	4
Adjusted Net Income	\$ 775	\$ 689
Weighted-average ordinary shares, diluted	104	109
Diluted Earnings Per Share	\$ 5.97	\$ 5.40
Adjusted for certain items: ⁽²⁾		
Loss from discontinued operations, net of tax	—	0.12
Amortization	0.58	0.67
Restructuring costs	0.38	0.26
Transaction and transformation	1.16	0.67
Loss/(gain) on disposal of operations	0.01	(0.17)
Tax effect on certain items listed above ⁽¹⁾	(0.64)	(0.86)
Tax effect of internal reorganizations	—	0.04
Adjusted Diluted Earnings Per Share⁽²⁾	\$ 7.44	\$ 6.33

⁽¹⁾ The tax effect was calculated using an effective tax rate for each item.

⁽²⁾ Per share values and totals may differ due to rounding.

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Adjusted Net Income and Adjusted Diluted EPS, Full Year

As reported, USD millions except %

	Years Ended December 31,	
	2023	2022
Net Income attributable to WTW	\$ 1,055	\$ 1,009
Adjusted for certain items:		
Loss from discontinued operations, net of tax	—	40
Impairment	—	81
Amortization	263	312
Restructuring costs	68	99
Transaction and transformation	388	181
Gain on disposal of operations	(43)	(7)
Tax effect on certain items listed above ⁽¹⁾	(195)	(188)
Tax effect of the CARES Act	—	(24)
Tax effect of internal reorganizations	2	4
Adjusted Net Income	\$ 1,536	\$ 1,507
Weighted-average ordinary shares, diluted	108	112
Diluted Earnings Per Share	\$ 9.95	\$ 8.98
Adjusted for certain items: ⁽¹⁾		
Loss from discontinued operations, net of tax	—	0.36
Impairment	—	0.72
Amortization	2.48	2.78
Restructuring costs	0.64	0.88
Transaction and transformation	3.64	1.61
Gain on disposal of operations	(0.41)	(0.08)
Tax effect on certain items listed above ⁽¹⁾	(1.84)	(1.67)
Tax effect of the CARES Act	—	(0.21)
Tax effect of internal reorganizations	0.02	0.04
Adjusted Diluted Earnings Per Share⁽¹⁾	\$ 14.48	\$ 13.41

⁽¹⁾ The tax effect was calculated using an effective tax rate for each item.

⁽²⁾ Per share values and totals may differ due to rounding.

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Adjusted Income Before Taxes, Adjusted Income Tax Rate and Free Cash Flow

As reported, USD millions except %

	Three Months Ended December 31,	
	2023	2022
Income from continuing operations before income taxes	\$ 739	\$ 737
Adjusted for certain items:		
Amortization	60	73
Restructuring costs	38	28
Transaction and transformation	121	73
Loss/(gain) on disposal of operations	1	(18)
Adjusted income before taxes	\$ 959	\$ 893
Provision for income taxes	\$ 116	\$ 131
Tax effect on certain items listed above ⁱ⁾	67	72
Tax effect of internal reorganizations	—	(4)
Adjusted income taxes	\$ 183	\$ 199
U.S. GAAP tax rate	15.7%	17.7%
Adjusted income tax rate	19.1%	22.2%

	Years Ended December 31,	
	2023	2022
Cash flows from operating activities	\$ 1,345	\$ 812
Less: Additions to fixed assets and software for internal use	(153)	(138)
Free Cash Flow	\$ 1,192	\$ 674
Revenue	\$ 9,483	\$ 8,868
Free Cash Flow Margin	12.6%	7.6%

ⁱ⁾The tax effect was calculated using an effective tax rate for each item.

	Years Ended December 31,	
	2023	2022
Income from continuing operations before income taxes	\$ 1,279	\$ 1,258
Adjusted for certain items:		
Impairment	—	81
Amortization	263	312
Restructuring costs	68	99
Transaction and transformation	386	181
Gain on disposal of operations	(43)	(7)
Adjusted income before taxes	\$ 1,953	\$ 1,924
Provision for income taxes	\$ 215	\$ 194
Tax effect on certain items listed above ⁱⁱ⁾	195	188
Tax effect of the CARES Act	—	24
Tax effect of internal reorganizations	(2)	(4)
Adjusted income taxes	\$ 408	\$ 402
U.S. GAAP tax rate	16.8%	15.4%
Adjusted income tax rate	20.9%	20.9%

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