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| <b>Form 5500</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security<br>Administration<br><br>Pension Benefit Guaranty Corporation | <b>Annual Return/Report of Employee Benefit Plan</b><br>This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).<br><br><p style="text-align: center;">▶ <b>Complete all entries in accordance with the instructions to the Form 5500.</b></p> | OMB Nos. 1210-0110<br>1210-0089<br><br><b>2013</b><br><br><b>This Form is Open to Public Inspection</b> |
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| <b>Part I</b>                                                                                            | <b>Annual Report Identification Information</b>                                                                                                                                                                                           |
| For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u> |                                                                                                                                                                                                                                           |
| A This return/report is for:                                                                             | <input type="checkbox"/> a multiemployer plan; <input type="checkbox"/> a multiple-employer plan; or<br><input checked="" type="checkbox"/> a single-employer plan; <input type="checkbox"/> a DFE (specify) ____                         |
| B This return/report is:                                                                                 | <input type="checkbox"/> the first return/report; <input type="checkbox"/> the final return/report;<br><input type="checkbox"/> an amended return/report; <input type="checkbox"/> a short plan year return/report (less than 12 months). |
| C If the plan is a collectively-bargained plan, check here. . . . .                                      | <input type="checkbox"/>                                                                                                                                                                                                                  |
| D Check box if filing under:                                                                             | <input checked="" type="checkbox"/> Form 5558; <input type="checkbox"/> automatic extension; <input type="checkbox"/> the DFVC program;<br><input type="checkbox"/> special extension (enter description)                                 |

|                                                                                                                                                                                                                                                                  |                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                                                     |            |                                                             |  |                                                             |  |  |  |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|------------|-------------------------------------------------------------|--|-------------------------------------------------------------|--|--|--|
| <b>Part II</b>                                                                                                                                                                                                                                                   | <b>Basic Plan Information</b> —enter all requested information                                                                                                                                                                                                                                                                                                                                                                    |                                                                     |            |                                                             |  |                                                             |  |  |  |
| <b>1a</b> Name of plan<br><u>TOWERS WATSON SAVINGS PLAN FOR U.S. EMPLOYEES</u>                                                                                                                                                                                   | <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;"><b>1b</b> Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>002</u></td> </tr> <tr> <td colspan="2"><b>1c</b> Effective date of plan<br/><u>01/01/1973</u></td> </tr> </table>                                                                                                                   | <b>1b</b> Three-digit plan number (PN) ▶                            | <u>002</u> | <b>1c</b> Effective date of plan<br><u>01/01/1973</u>       |  |                                                             |  |  |  |
| <b>1b</b> Three-digit plan number (PN) ▶                                                                                                                                                                                                                         | <u>002</u>                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                                     |            |                                                             |  |                                                             |  |  |  |
| <b>1c</b> Effective date of plan<br><u>01/01/1973</u>                                                                                                                                                                                                            |                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                                                     |            |                                                             |  |                                                             |  |  |  |
| <b>2a</b> Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)<br><br><u>TOWERS WATSON PENNSYLVANIA, INC.</u><br><br><u>1500 MARKET ST</u><br><u>CENTER SQUARE EAST</u><br><u>PHILADELPHIA, PA 19102-2146</u> | <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td colspan="2"><b>2b</b> Employer Identification Number (EIN)<br/><u>23-1159360</u></td> </tr> <tr> <td colspan="2"><b>2c</b> Sponsor's telephone number<br/><u>215-246-6000</u></td> </tr> <tr> <td colspan="2"><b>2d</b> Business code (see instructions)<br/><u>541600</u></td> </tr> <tr> <td colspan="2" style="height: 40px;"></td> </tr> </table> | <b>2b</b> Employer Identification Number (EIN)<br><u>23-1159360</u> |            | <b>2c</b> Sponsor's telephone number<br><u>215-246-6000</u> |  | <b>2d</b> Business code (see instructions)<br><u>541600</u> |  |  |  |
| <b>2b</b> Employer Identification Number (EIN)<br><u>23-1159360</u>                                                                                                                                                                                              |                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                                                     |            |                                                             |  |                                                             |  |  |  |
| <b>2c</b> Sponsor's telephone number<br><u>215-246-6000</u>                                                                                                                                                                                                      |                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                                                     |            |                                                             |  |                                                             |  |  |  |
| <b>2d</b> Business code (see instructions)<br><u>541600</u>                                                                                                                                                                                                      |                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                                                     |            |                                                             |  |                                                             |  |  |  |
|                                                                                                                                                                                                                                                                  |                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                                                     |            |                                                             |  |                                                             |  |  |  |

**Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.**

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

|                                                                                                            |                                                   |            |                                                              |
|------------------------------------------------------------------------------------------------------------|---------------------------------------------------|------------|--------------------------------------------------------------|
| <b>SIGN HERE</b>                                                                                           | Filed with authorized/valid electronic signature. | 08/05/2014 | MAYA KATZ                                                    |
|                                                                                                            | Signature of plan administrator                   | Date       | Enter name of individual signing as plan administrator       |
| <b>SIGN HERE</b>                                                                                           | Filed with authorized/valid electronic signature. | 08/05/2014 | MAYA KATZ                                                    |
|                                                                                                            | Signature of employer/plan sponsor                | Date       | Enter name of individual signing as employer or plan sponsor |
| <b>SIGN HERE</b>                                                                                           |                                                   |            |                                                              |
|                                                                                                            | Signature of DFE                                  | Date       | Enter name of individual signing as DFE                      |
| Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional) |                                                   |            | Preparer's telephone number (optional)                       |

|                                                                                                                                                                                                                                                                                                                                                                                                                            |  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |       |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------|
| <b>3a</b> Plan administrator's name and address <input checked="" type="checkbox"/> Same as Plan Sponsor Name <input type="checkbox"/> Same as Plan Sponsor Address                                                                                                                                                                                                                                                        |  | <b>3b</b> Administrator's EIN                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |       |
| <b>4</b> If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:<br><b>a</b> Sponsor's name                                                                                                                                                                                                          |  | <b>3c</b> Administrator's telephone number<br><br><b>4b</b> EIN<br><b>4c</b> PN                                                                                                                                                                                                                                                                                                                                                                                                                   |       |
| <b>5</b> Total number of participants at the beginning of the plan year                                                                                                                                                                                                                                                                                                                                                    |  | <b>5</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | 10513 |
| <b>6</b> Number of participants as of the end of the plan year (welfare plans complete only lines <b>6a</b> , <b>6b</b> , <b>6c</b> , and <b>6d</b> ).                                                                                                                                                                                                                                                                     |  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |       |
| <b>a</b> Active participants .....                                                                                                                                                                                                                                                                                                                                                                                         |  | <b>6a</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | 5900  |
| <b>b</b> Retired or separated participants receiving benefits .....                                                                                                                                                                                                                                                                                                                                                        |  | <b>6b</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | 844   |
| <b>c</b> Other retired or separated participants entitled to future benefits.....                                                                                                                                                                                                                                                                                                                                          |  | <b>6c</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | 3610  |
| <b>d</b> Subtotal. Add lines <b>6a</b> , <b>6b</b> , and <b>6c</b> .....                                                                                                                                                                                                                                                                                                                                                   |  | <b>6d</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | 10354 |
| <b>e</b> Deceased participants whose beneficiaries are receiving or are entitled to receive benefits .....                                                                                                                                                                                                                                                                                                                 |  | <b>6e</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | 17    |
| <b>f</b> Total. Add lines <b>6d</b> and <b>6e</b> .....                                                                                                                                                                                                                                                                                                                                                                    |  | <b>6f</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | 10371 |
| <b>g</b> Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) .....                                                                                                                                                                                                                                                                            |  | <b>6g</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | 10164 |
| <b>h</b> Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested .....                                                                                                                                                                                                                                                                                |  | <b>6h</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | 167   |
| <b>7</b> Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....                                                                                                                                                                                                                                                                                        |  | <b>7</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |       |
| <b>8a</b> If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:<br>2E 2F 2G 2J 3H                                                                                                                                                                                                                                             |  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |       |
| <b>b</b> If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:                                                                                                                                                                                                                                                                |  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |       |
| <b>9a</b> Plan funding arrangement (check all that apply)<br>(1) <input type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> General assets of the sponsor                                                                                                                              |  | <b>9b</b> Plan benefit arrangement (check all that apply)<br>(1) <input type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> General assets of the sponsor                                                                                                                                                                                                     |       |
| <b>10</b> Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)                                                                                                                                                                                                                                                          |  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |       |
| <b>a Pension Schedules</b><br>(1) <input checked="" type="checkbox"/> <b>R</b> (Retirement Plan Information)<br><br>(2) <input type="checkbox"/> <b>MB</b> (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary<br><br>(3) <input type="checkbox"/> <b>SB</b> (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary |  | <b>b General Schedules</b><br>(1) <input checked="" type="checkbox"/> <b>H</b> (Financial Information)<br>(2) <input type="checkbox"/> <b>I</b> (Financial Information – Small Plan)<br>(3) <input type="checkbox"/> <b>A</b> (Insurance Information)<br>(4) <input type="checkbox"/> <b>C</b> (Service Provider Information)<br>(5) <input checked="" type="checkbox"/> <b>D</b> (DFE/Participating Plan Information)<br>(6) <input type="checkbox"/> <b>G</b> (Financial Transaction Schedules) |       |

|                                                                                                                                                                                       |  |                                                                                                                                                                                                                                   |  |                                                                                                         |  |
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| <div>SCHEDULE D<br/>(Form 5500)</div> <div>Department of the Treasury<br/>Internal Revenue Service</div> <div>Department of Labor<br/>Employee Benefits Security Administration</div> |  | <div>DFE/Participating Plan Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div> |  | <div>OMB No. 1210-0110</div> <div>2013</div> <div>This Form is Open to Public Inspection.</div>         |  |
| For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013                                                                                            |  |                                                                                                                                                                                                                                   |  |                                                                                                         |  |
| A Name of plan<br>TOWERS WATSON SAVINGS PLAN FOR U.S. EMPLOYEES                                                                                                                       |  |                                                                                                                                                                                                                                   |  | B Three-digit plan number (PN) ▶ 002                                                                    |  |
| C Plan or DFE sponsor's name as shown on line 2a of Form 5500<br>TOWERS WATSON PENNSYLVANIA, INC.                                                                                     |  |                                                                                                                                                                                                                                   |  | D Employer Identification Number (EIN)<br>23-1159360                                                    |  |
| Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)<br>(Complete as many entries as needed to report all interests in DFEs)      |  |                                                                                                                                                                                                                                   |  |                                                                                                         |  |
| a Name of MTIA, CCT, PSA, or 103-12 IE: TOWERS WATSON SAVINGS PLAN TRUST                                                                                                              |  |                                                                                                                                                                                                                                   |  |                                                                                                         |  |
| b Name of sponsor of entity listed in (a): TOWERS WATSON PENNSYLVANIA, INC.                                                                                                           |  |                                                                                                                                                                                                                                   |  |                                                                                                         |  |
| c EIN-PN 22-3555499-004                                                                                                                                                               |  | d Entity code M                                                                                                                                                                                                                   |  | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1615685583 |  |
| a Name of MTIA, CCT, PSA, or 103-12 IE:                                                                                                                                               |  |                                                                                                                                                                                                                                   |  |                                                                                                         |  |
| b Name of sponsor of entity listed in (a):                                                                                                                                            |  |                                                                                                                                                                                                                                   |  |                                                                                                         |  |
| c EIN-PN                                                                                                                                                                              |  | d Entity code                                                                                                                                                                                                                     |  | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)            |  |
| a Name of MTIA, CCT, PSA, or 103-12 IE:                                                                                                                                               |  |                                                                                                                                                                                                                                   |  |                                                                                                         |  |
| b Name of sponsor of entity listed in (a):                                                                                                                                            |  |                                                                                                                                                                                                                                   |  |                                                                                                         |  |
| c EIN-PN                                                                                                                                                                              |  | d Entity code                                                                                                                                                                                                                     |  | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)            |  |
| a Name of MTIA, CCT, PSA, or 103-12 IE:                                                                                                                                               |  |                                                                                                                                                                                                                                   |  |                                                                                                         |  |
| b Name of sponsor of entity listed in (a):                                                                                                                                            |  |                                                                                                                                                                                                                                   |  |                                                                                                         |  |
| c EIN-PN                                                                                                                                                                              |  | d Entity code                                                                                                                                                                                                                     |  | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)            |  |
| a Name of MTIA, CCT, PSA, or 103-12 IE:                                                                                                                                               |  |                                                                                                                                                                                                                                   |  |                                                                                                         |  |
| b Name of sponsor of entity listed in (a):                                                                                                                                            |  |                                                                                                                                                                                                                                   |  |                                                                                                         |  |
| c EIN-PN                                                                                                                                                                              |  | d Entity code                                                                                                                                                                                                                     |  | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)            |  |
| a Name of MTIA, CCT, PSA, or 103-12 IE:                                                                                                                                               |  |                                                                                                                                                                                                                                   |  |                                                                                                         |  |
| b Name of sponsor of entity listed in (a):                                                                                                                                            |  |                                                                                                                                                                                                                                   |  |                                                                                                         |  |
| c EIN-PN                                                                                                                                                                              |  | d Entity code                                                                                                                                                                                                                     |  | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)            |  |
| a Name of MTIA, CCT, PSA, or 103-12 IE:                                                                                                                                               |  |                                                                                                                                                                                                                                   |  |                                                                                                         |  |
| b Name of sponsor of entity listed in (a):                                                                                                                                            |  |                                                                                                                                                                                                                                   |  |                                                                                                         |  |
| c EIN-PN                                                                                                                                                                              |  | d Entity code                                                                                                                                                                                                                     |  | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)            |  |
| a Name of MTIA, CCT, PSA, or 103-12 IE:                                                                                                                                               |  |                                                                                                                                                                                                                                   |  |                                                                                                         |  |
| b Name of sponsor of entity listed in (a):                                                                                                                                            |  |                                                                                                                                                                                                                                   |  |                                                                                                         |  |
| c EIN-PN                                                                                                                                                                              |  | d Entity code                                                                                                                                                                                                                     |  | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)            |  |
| a Name of MTIA, CCT, PSA, or 103-12 IE:                                                                                                                                               |  |                                                                                                                                                                                                                                   |  |                                                                                                         |  |
| b Name of sponsor of entity listed in (a):                                                                                                                                            |  |                                                                                                                                                                                                                                   |  |                                                                                                         |  |
| c EIN-PN                                                                                                                                                                              |  | d Entity code                                                                                                                                                                                                                     |  | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)            |  |

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Schedule D (Form 5500) 2013  
v. 130118

**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity  
code**e** Dollar value of interest in MTIA, CCT, PSA, or  
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity  
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103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity  
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103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity  
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103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity  
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103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity  
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103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity  
code**e** Dollar value of interest in MTIA, CCT, PSA, or  
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity  
code**e** Dollar value of interest in MTIA, CCT, PSA, or  
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity  
code**e** Dollar value of interest in MTIA, CCT, PSA, or  
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity  
code**e** Dollar value of interest in MTIA, CCT, PSA, or  
103-12 IE at end of year (see instructions)

**Part II Information on Participating Plans (to be completed by DFEs)**

(Complete as many entries as needed to report all participating plans)

**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN

|                                                                                                                                                                                                                                                                          |                                                                                                                                                                                                                                                                              |                                                                                                          |
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| <b>SCHEDULE H</b><br><b>(Form 5500)</b><br><br><small>Department of the Treasury<br/>Internal Revenue Service</small><br><br><small>Department of Labor<br/>Employee Benefits Security Administration</small><br><br><small>Pension Benefit Guaranty Corporation</small> | <b>Financial Information</b><br><br>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).<br><br><b>► File as an attachment to Form 5500.</b> | <small>OMB No. 1210-0110</small><br><br><b>2013</b><br><br><b>This Form is Open to Public Inspection</b> |
| For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>                                                                                                                                                                 |                                                                                                                                                                                                                                                                              |                                                                                                          |
| <b>A</b> Name of plan<br><u>TOWERS WATSON SAVINGS PLAN FOR U.S. EMPLOYEES</u>                                                                                                                                                                                            |                                                                                                                                                                                                                                                                              | <b>B</b> Three-digit plan number (PN) <span style="float: right;"><u>002</u></span>                      |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><u>TOWERS WATSON PENNSYLVANIA, INC.</u>                                                                                                                                                                 |                                                                                                                                                                                                                                                                              | <b>D</b> Employer Identification Number (EIN)<br><u>23-1159360</u>                                       |

| Part I Asset and Liability Statement                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                 |                       |                   |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------|-----------------------|-------------------|
| <b>1</b> Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. <b>Round off amounts to the nearest dollar.</b> MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions. |                 |                       |                   |
| Assets                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                 | (a) Beginning of Year | (b) End of Year   |
| <b>a</b> Total noninterest-bearing cash .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | <b>1a</b>       |                       |                   |
| <b>b</b> Receivables (less allowance for doubtful accounts):                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                 |                       |                   |
| <b>(1)</b> Employer contributions.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | <b>1b(1)</b>    | <u>1414725</u>        | <u>1457855</u>    |
| <b>(2)</b> Participant contributions.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | <b>1b(2)</b>    | <u>1236565</u>        | <u>1210266</u>    |
| <b>(3)</b> Other.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | <b>1b(3)</b>    | <u>41456</u>          | <u>8027560</u>    |
| <b>c</b> General investments:                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                 |                       |                   |
| <b>(1)</b> Interest-bearing cash (include money market accounts & certificates of deposit).....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>1c(1)</b>    |                       |                   |
| <b>(2)</b> U.S. Government securities .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | <b>1c(2)</b>    |                       |                   |
| <b>(3)</b> Corporate debt instruments (other than employer securities):                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                 |                       |                   |
| <b>(A)</b> Preferred .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>1c(3)(A)</b> |                       |                   |
| <b>(B)</b> All other .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>1c(3)(B)</b> |                       |                   |
| <b>(4)</b> Corporate stocks (other than employer securities):                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                 |                       |                   |
| <b>(A)</b> Preferred .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>1c(4)(A)</b> |                       |                   |
| <b>(B)</b> Common.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | <b>1c(4)(B)</b> |                       |                   |
| <b>(5)</b> Partnership/joint venture interests .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | <b>1c(5)</b>    |                       |                   |
| <b>(6)</b> Real estate (other than employer real property).....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>1c(6)</b>    |                       |                   |
| <b>(7)</b> Loans (other than to participants) .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | <b>1c(7)</b>    |                       |                   |
| <b>(8)</b> Participant loans.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | <b>1c(8)</b>    | <u>13251605</u>       | <u>13586523</u>   |
| <b>(9)</b> Value of interest in common/collective trusts .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | <b>1c(9)</b>    |                       |                   |
| <b>(10)</b> Value of interest in pooled separate accounts .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>1c(10)</b>   |                       |                   |
| <b>(11)</b> Value of interest in master trust investment accounts .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | <b>1c(11)</b>   | <u>1442280866</u>     | <u>1615685583</u> |
| <b>(12)</b> Value of interest in 103-12 investment entities.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | <b>1c(12)</b>   |                       |                   |
| <b>(13)</b> Value of interest in registered investment companies (e.g., mutual funds).....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>1c(13)</b>   |                       |                   |
| <b>(14)</b> Value of funds held in insurance company general account (unallocated contracts).....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | <b>1c(14)</b>   |                       |                   |
| <b>(15)</b> Other.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | <b>1c(15)</b>   |                       |                   |

| <b>1d</b> Employer-related investments:                              |              | (a) Beginning of Year | (b) End of Year |
|----------------------------------------------------------------------|--------------|-----------------------|-----------------|
| (1) Employer securities .....                                        | <b>1d(1)</b> |                       |                 |
| (2) Employer real property .....                                     | <b>1d(2)</b> |                       |                 |
| <b>e</b> Buildings and other property used in plan operation .....   | <b>1e</b>    |                       |                 |
| <b>f</b> Total assets (add all amounts in lines 1a through 1e) ..... | <b>1f</b>    | 1458225217            | 1639967787      |

**Liabilities**

|                                                                           |           |   |   |
|---------------------------------------------------------------------------|-----------|---|---|
| <b>g</b> Benefit claims payable .....                                     | <b>1g</b> |   |   |
| <b>h</b> Operating payables .....                                         | <b>1h</b> |   |   |
| <b>i</b> Acquisition indebtedness .....                                   | <b>1i</b> |   |   |
| <b>j</b> Other liabilities .....                                          | <b>1j</b> |   |   |
| <b>k</b> Total liabilities (add all amounts in lines 1g through 1j) ..... | <b>1k</b> | 0 | 0 |

**Net Assets**

|                                                           |           |            |            |
|-----------------------------------------------------------|-----------|------------|------------|
| <b>l</b> Net assets (subtract line 1k from line 1f) ..... | <b>1l</b> | 1458225217 | 1639967787 |
|-----------------------------------------------------------|-----------|------------|------------|

**Part II Income and Expense Statement**

**2** Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

**Income**

|                                                                                                            |                 | (a) Amount | (b) Total |
|------------------------------------------------------------------------------------------------------------|-----------------|------------|-----------|
| <b>a Contributions:</b>                                                                                    |                 |            |           |
| (1) Received or receivable in cash from: <b>(A)</b> Employers .....                                        | <b>2a(1)(A)</b> | 26716387   |           |
| <b>(B)</b> Participants .....                                                                              | <b>2a(1)(B)</b> | 57280822   |           |
| <b>(C)</b> Others (including rollovers) .....                                                              | <b>2a(1)(C)</b> | 7356429    |           |
| (2) Noncash contributions .....                                                                            | <b>2a(2)</b>    |            |           |
| (3) Total contributions. Add lines <b>2a(1)(A)</b> , <b>(B)</b> , <b>(C)</b> , and line <b>2a(2)</b> ..... | <b>2a(3)</b>    |            | 91353638  |
| <b>b Earnings on investments:</b>                                                                          |                 |            |           |
| (1) Interest:                                                                                              |                 |            |           |
| <b>(A)</b> Interest-bearing cash (including money market accounts and certificates of deposit) .....       | <b>2b(1)(A)</b> |            |           |
| <b>(B)</b> U.S. Government securities .....                                                                | <b>2b(1)(B)</b> |            |           |
| <b>(C)</b> Corporate debt instruments .....                                                                | <b>2b(1)(C)</b> |            |           |
| <b>(D)</b> Loans (other than to participants) .....                                                        | <b>2b(1)(D)</b> |            |           |
| <b>(E)</b> Participant loans .....                                                                         | <b>2b(1)(E)</b> | 563488     |           |
| <b>(F)</b> Other .....                                                                                     | <b>2b(1)(F)</b> |            |           |
| (G) Total interest. Add lines <b>2b(1)(A)</b> through <b>(F)</b> .....                                     | <b>2b(1)(G)</b> |            | 563488    |
| (2) Dividends: <b>(A)</b> Preferred stock .....                                                            | <b>2b(2)(A)</b> |            |           |
| <b>(B)</b> Common stock .....                                                                              | <b>2b(2)(B)</b> |            |           |
| <b>(C)</b> Registered investment company shares (e.g. mutual funds) .....                                  | <b>2b(2)(C)</b> |            |           |
| (D) Total dividends. Add lines <b>2b(2)(A)</b> , <b>(B)</b> , and <b>(C)</b> .....                         | <b>2b(2)(D)</b> |            | 0         |
| (3) Rents .....                                                                                            | <b>2b(3)</b>    |            |           |
| (4) Net gain (loss) on sale of assets: <b>(A)</b> Aggregate proceeds .....                                 | <b>2b(4)(A)</b> |            |           |
| <b>(B)</b> Aggregate carrying amount (see instructions) .....                                              | <b>2b(4)(B)</b> |            |           |
| <b>(C)</b> Subtract line <b>2b(4)(B)</b> from line <b>2b(4)(A)</b> and enter result .....                  | <b>2b(4)(C)</b> |            | 0         |
| (5) Unrealized appreciation (depreciation) of assets: <b>(A)</b> Real estate .....                         | <b>2b(5)(A)</b> |            |           |
| <b>(B)</b> Other .....                                                                                     | <b>2b(5)(B)</b> |            |           |
| (C) Total unrealized appreciation of assets. Add lines <b>2b(5)(A)</b> and <b>(B)</b> .....                | <b>2b(5)(C)</b> |            | 0         |

|                                                                                                |        | (a) Amount | (b) Total |
|------------------------------------------------------------------------------------------------|--------|------------|-----------|
| (6) Net investment gain (loss) from common/collective trusts.....                              | 2b(6)  |            |           |
| (7) Net investment gain (loss) from pooled separate accounts.....                              | 2b(7)  |            |           |
| (8) Net investment gain (loss) from master trust investment accounts.....                      | 2b(8)  |            | 206518963 |
| (9) Net investment gain (loss) from 103-12 investment entities.....                            | 2b(9)  |            |           |
| (10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)..... | 2b(10) |            |           |
| c Other income.....                                                                            | 2c     |            |           |
| d Total income. Add all <b>income</b> amounts in column (b) and enter total.....               | 2d     |            | 298436089 |

**Expenses**

|                                                                                     |       |           |           |
|-------------------------------------------------------------------------------------|-------|-----------|-----------|
| e Benefit payment and payments to provide benefits:                                 |       |           |           |
| (1) Directly to participants or beneficiaries, including direct rollovers.....      | 2e(1) | 124721079 |           |
| (2) To insurance carriers for the provision of benefits.....                        | 2e(2) |           |           |
| (3) Other.....                                                                      | 2e(3) |           |           |
| (4) Total benefit payments. Add lines 2e(1) through (3).....                        | 2e(4) |           | 124721079 |
| f Corrective distributions (see instructions).....                                  | 2f    |           |           |
| g Certain deemed distributions of participant loans (see instructions).....         | 2g    |           |           |
| h Interest expense.....                                                             | 2h    |           |           |
| i Administrative expenses: (1) Professional fees.....                               | 2i(1) |           |           |
| (2) Contract administrator fees.....                                                | 2i(2) |           |           |
| (3) Investment advisory and management fees.....                                    | 2i(3) |           |           |
| (4) Other.....                                                                      | 2i(4) |           |           |
| (5) Total administrative expenses. Add lines 2i(1) through (4).....                 | 2i(5) |           | 0         |
| j Total expenses. Add all <b>expense</b> amounts in column (b) and enter total..... | 2j    |           | 124721079 |

**Net Income and Reconciliation**

|                                                         |       |  |           |
|---------------------------------------------------------|-------|--|-----------|
| k Net income (loss). Subtract line 2j from line 2d..... | 2k    |  | 173715010 |
| l Transfers of assets:                                  |       |  |           |
| (1) To this plan.....                                   | 2l(1) |  | 8027560   |
| (2) From this plan.....                                 | 2l(2) |  |           |

**Part III Accountant's Opinion**

**3** Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

**a** The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☒ Unqualified (2) ☐ Qualified (3) ☐ Disclaimer (4) ☐ Adverse

**b** Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☐ Yes ☒ No

**c** Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: **DELOITTE & TOUCHE, LLP**

(2) EIN: **13-3891517**

**d** The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

**Part IV Compliance Questions**

**4** CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

**a** Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

**b** Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....

|    | Yes | No | Amount |
|----|-----|----|--------|
| 4a |     | X  |        |
| 4b |     | X  |        |

|                                                                                                                                                                                                                               | Yes | No | Amount   |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|----------|
| <b>c</b> Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.) .....                                          |     | X  |          |
| <b>d</b> Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.) .....                               |     | X  |          |
| <b>e</b> Was this plan covered by a fidelity bond? .....                                                                                                                                                                      | X   |    | 25000000 |
| <b>f</b> Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? .....                                                                                       |     | X  |          |
| <b>g</b> Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser? .....                                                    |     | X  |          |
| <b>h</b> Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser? .....                                          |     | X  |          |
| <b>i</b> Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.) .....                                                                | X   |    |          |
| <b>j</b> Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.) ..... |     | X  |          |
| <b>k</b> Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC? .....                                                           |     | X  |          |
| <b>l</b> Has the plan failed to provide any benefit when due under the plan? .....                                                                                                                                            |     | X  |          |
| <b>m</b> If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.) .....                                                                                                  |     | X  |          |
| <b>n</b> If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3. ....                                      |     |    |          |

**5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?  
 If "Yes," enter the amount of any plan assets that reverted to the employer this year. .... ☐ Yes ☒ No Amount:

**5b** If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

| 5b(1) Name of plan(s) | 5b(2) EIN(s) | 5b(3) PN(s) |
|-----------------------|--------------|-------------|
|                       |              |             |
|                       |              |             |
|                       |              |             |
|                       |              |             |

**5c** If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ..... ☐ Yes ☐ No ☐ Not determined

## Part V Trust Information (optional)

|                         |                       |
|-------------------------|-----------------------|
| <b>6a</b> Name of trust | <b>6b</b> Trust's EIN |
|                         |                       |

|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                            |                                                                                            |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|
| <b>SCHEDULE R</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Retirement Plan Information</b><br><br>This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).<br><br>▶ <b>File as an attachment to Form 5500.</b> | OMB No. 1210-0110<br><br><b>2013</b><br><br><b>This Form is Open to Public Inspection.</b> |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

|                                                                                                          |                                                                    |
|----------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|
| <b>A</b> Name of plan<br><u>TOWERS WATSON SAVINGS PLAN FOR U.S. EMPLOYEES</u>                            | <b>B</b> Three-digit plan number (PN) ▶<br><u>002</u>              |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><u>TOWERS WATSON PENNSYLVANIA, INC.</u> | <b>D</b> Employer Identification Number (EIN)<br><u>23-1159360</u> |

|               |                      |
|---------------|----------------------|
| <b>Part I</b> | <b>Distributions</b> |
|---------------|----------------------|

All references to distributions relate only to payments of benefits during the plan year.

|                                                                                                                                                                                                                                                                    |          |          |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|----------|
| <b>1</b> Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....                                                                                                                              | <b>1</b> | <u>0</u> |
| <b>2</b> Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):<br><br>EIN(s): <u>43-6389220</u> |          |          |
| <b>Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.</b>                                                                                                                                                                                            |          |          |
| <b>3</b> Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....                                                                                                                                    | <b>3</b> |          |

|                |                                                                                                                                                                              |
|----------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part II</b> | <b>Funding Information</b> (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part) |
|----------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

|                                                                                                                                                                                                                                                                                                                                                                           |                              |                             |                              |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|-----------------------------|------------------------------|
| <b>4</b> Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....                                                                                                                                                                                                                                                       | <input type="checkbox"/> Yes | <input type="checkbox"/> No | <input type="checkbox"/> N/A |
| <b>If the plan is a defined benefit plan, go to line 8.</b>                                                                                                                                                                                                                                                                                                               |                              |                             |                              |
| <b>5</b> If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. <b>Date:</b> Month _____ Day _____ Year _____<br><b>If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.</b> |                              |                             |                              |
| <b>6 a</b> Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived).....                                                                                                                                                                                                                             | <b>6a</b>                    |                             |                              |
| <b>b</b> Enter the amount contributed by the employer to the plan for this plan year.....                                                                                                                                                                                                                                                                                 | <b>6b</b>                    |                             |                              |
| <b>c</b> Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) .....                                                                                                                                                                                                                          | <b>6c</b>                    |                             |                              |
| <b>If you completed line 6c, skip lines 8 and 9.</b>                                                                                                                                                                                                                                                                                                                      |                              |                             |                              |
| <b>7</b> Will the minimum funding amount reported on line 6c be met by the funding deadline?.....                                                                                                                                                                                                                                                                         | <input type="checkbox"/> Yes | <input type="checkbox"/> No | <input type="checkbox"/> N/A |
| <b>8</b> If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....                                                                                                | <input type="checkbox"/> Yes | <input type="checkbox"/> No | <input type="checkbox"/> N/A |

|                 |                   |
|-----------------|-------------------|
| <b>Part III</b> | <b>Amendments</b> |
|-----------------|-------------------|

|                                                                                                                                                                                                                            |                                   |                                   |                               |                             |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|-----------------------------------|-------------------------------|-----------------------------|
| <b>9</b> If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box..... | <input type="checkbox"/> Increase | <input type="checkbox"/> Decrease | <input type="checkbox"/> Both | <input type="checkbox"/> No |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|-----------------------------------|-------------------------------|-----------------------------|

|                |                                                                                                                                                   |
|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part IV</b> | <b>ESOPs</b> (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part. |
|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------|

|                                                                                                                                                                                             |                              |                             |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|-----------------------------|
| <b>10</b> Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? .....                                                     | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>11 a</b> Does the ESOP hold any preferred stock? .....                                                                                                                                   | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>b</b> If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)..... | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>12</b> Does the ESOP hold any stock that is not readily tradable on an established securities market? .....                                                                              | <input type="checkbox"/> Yes | <input type="checkbox"/> No |

**Part V Additional Information for Multiemployer Defined Benefit Pension Plans**

**13** Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): \_\_\_\_\_

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): \_\_\_\_\_

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): \_\_\_\_\_

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): \_\_\_\_\_

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): \_\_\_\_\_

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): \_\_\_\_\_

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

|                                                                          |            |  |
|--------------------------------------------------------------------------|------------|--|
| <b>a</b> The current year .....                                          | <b>14a</b> |  |
| <b>b</b> The plan year immediately preceding the current plan year ..... | <b>14b</b> |  |
| <b>c</b> The second preceding plan year .....                            | <b>14c</b> |  |

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

|                                                                                                       |            |  |
|-------------------------------------------------------------------------------------------------------|------------|--|
| <b>a</b> The corresponding number for the plan year immediately preceding the current plan year ..... | <b>15a</b> |  |
| <b>b</b> The corresponding number for the second preceding plan year .....                            | <b>15b</b> |  |

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

|                                                                                                                                                                        |            |  |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|--|
| <b>a</b> Enter the number of employers who withdrew during the preceding plan year .....                                                                               | <b>16a</b> |  |
| <b>b</b> If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers ..... | <b>16b</b> |  |

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. .... ☐

**Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans**

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment .... ☐

- 19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

**a** Enter the percentage of plan assets held as:  
 Stock: \_\_\_\_\_% Investment-Grade Debt: \_\_\_\_\_% High-Yield Debt: \_\_\_\_\_% Real Estate: \_\_\_\_\_% Other: \_\_\_\_\_%

**b** Provide the average duration of the combined investment-grade and high-yield debt:  
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

**c** What duration measure was used to calculate line 19(b)?  
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): \_\_\_\_\_

## INDEPENDENT AUDITORS' REPORT

To the Trustees and Participants of  
Towers Watson Savings Plan for U.S. Employees

We have audited the accompanying financial statements of Towers Watson Savings Plan for U.S. Employees (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statement of changes in net assets available for benefits for the year ended December 31, 2013, and the related notes to the financial statements.

### Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

### Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Plan's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

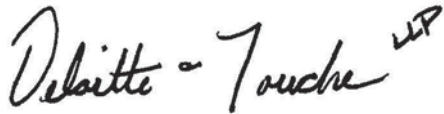
We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of Towers Watson Savings Plan for U.S. Employees as of December 31, 2013 and 2012, and the changes in net assets available for benefits for the year ended December 31, 2013 in accordance with accounting principles generally accepted in the United States of America.

## Report on Supplemental Schedule

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of assets (held at end of year) as of December 31, 2013, is presented for the purpose of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This schedule is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. Such schedule has been subjected to the auditing procedures applied in our audit of the financial statements and certain additional procedures, including comparing and reconciling such schedule directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, such schedule is fairly stated in all material respects in relation to the financial statements as a whole.

A handwritten signature in black ink that reads "Deloitte & Touche" followed by "LLP" in a smaller, slightly separate script.

July 25, 2014

# Towers Watson Savings Plan for U.S. Employees

Employer ID No: 23-1159360  
Plan Number: 002

Financial Statements as of December 31, 2013 and  
2012, and for the Year Ended December 31, 2013,  
Supplemental Schedule as of December 31, 2013,  
and Independent Auditors' Report

# TOWERS WATSON SAVINGS PLAN FOR U.S. EMPLOYEES

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## INDEPENDENT AUDITORS' REPORT

To the Trustees and Participants of  
Towers Watson Savings Plan for U.S. Employees

We have audited the accompanying financial statements of Towers Watson Savings Plan for U.S. Employees (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statement of changes in net assets available for benefits for the year ended December 31, 2013, and the related notes to the financial statements.

### Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

### Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Plan's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

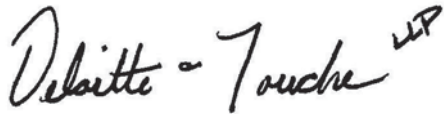
We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of Towers Watson Savings Plan for U.S. Employees as of December 31, 2013 and 2012, and the changes in net assets available for benefits for the year ended December 31, 2013 in accordance with accounting principles generally accepted in the United States of America.

## Report on Supplemental Schedule

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of assets (held at end of year) as of December 31, 2013, is presented for the purpose of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This schedule is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. Such schedule has been subjected to the auditing procedures applied in our audit of the financial statements and certain additional procedures, including comparing and reconciling such schedule directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, such schedule is fairly stated in all material respects in relation to the financial statements as a whole.

A handwritten signature in black ink that reads "Deloitte & Touche" followed by "LLP" in a smaller, slightly separate script.

July 25, 2014

## TOWERS WATSON SAVINGS PLAN FOR U.S. EMPLOYEES

### STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS AS OF DECEMBER 31, 2013 AND 2012

---

|                                                   | 2013                    | 2012                    |
|---------------------------------------------------|-------------------------|-------------------------|
| ASSETS:                                           |                         |                         |
| Plan interest in Towers Watson Savings Plan Trust | \$ 1,615,685,583        | \$ 1,442,280,866        |
| Notes receivable from participants                | 13,586,523              | 13,251,605              |
| Employer contributions receivable                 | 1,457,855               | 1,414,725               |
| Employee contributions receivable                 | 1,210,266               | 1,236,565               |
| Other receivable                                  | <u>-</u>                | <u>41,456</u>           |
| NET ASSETS AVAILABLE FOR BENEFITS                 | <u>\$ 1,631,940,227</u> | <u>\$ 1,458,225,217</u> |

See notes to financial statements.

## TOWERS WATSON SAVINGS PLAN FOR U.S. EMPLOYEES

### STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS YEAR ENDED DECEMBER 31, 2013

---

#### ADDITIONS:

|                                                             |               |
|-------------------------------------------------------------|---------------|
| Employee contributions                                      | \$ 57,280,822 |
| Employer contributions                                      | 26,716,387    |
| Rollover contributions                                      | 7,356,429     |
| Interest income on notes receivable from participants       | 563,488       |
| Plan interest in the Towers Watson Savings Plan Trust — net | 206,518,963   |

|                                                    |                      |
|----------------------------------------------------|----------------------|
| BENEFIT PAYMENTS TO PARTICIPANTS AND BENEFICIARIES | <u>(124,721,079)</u> |
|----------------------------------------------------|----------------------|

|              |             |
|--------------|-------------|
| NET INCREASE | 173,715,010 |
|--------------|-------------|

|                                                       |                      |
|-------------------------------------------------------|----------------------|
| NET ASSETS AVAILABLE FOR BENEFITS — Beginning of year | <u>1,458,225,217</u> |
|-------------------------------------------------------|----------------------|

|                                                 |                        |
|-------------------------------------------------|------------------------|
| NET ASSETS AVAILABLE FOR BENEFITS — End of year | <u>\$1,631,940,227</u> |
|-------------------------------------------------|------------------------|

See notes to financial statements.

# TOWERS WATSON SAVINGS PLAN FOR U.S. EMPLOYEES

## NOTES TO FINANCIAL STATEMENTS

AS OF DECEMBER 31, 2013 AND 2012, AND FOR THE YEAR ENDED DECEMBER 31, 2013

---

### 1. DESCRIPTION OF THE PLAN

The following description of the Towers Watson Savings Plan for U.S. Employees (the “Plan”) is for general information purposes only. More complete information regarding the Plan’s provisions may be found in the Plan document.

**General** — The Plan Sponsor is Towers Watson Pennsylvania, Inc. (“TWPA” or the “Plan Sponsor”). TWPA, along with Towers Watson Delaware, Inc. (“TWDE”) are both wholly-owned subsidiaries of Towers Watson & Co. (the “Company” or “Towers Watson”).

The investment assets of the Plan are combined with those of the Tillinghast-Towers, Perrin, Forster & Crosby, Inc. Money Purchase Pension Plan (the “TNW Plan”), another plan sponsored by the TWPA, and are invested in the Towers Watson Savings Plan Trust (the “Master Trust”) (see Note 3).

The Plan is a defined contribution plan covering substantially all full-time U.S. employees of TWPA and TWDE. The Benefit Plans Administration Committee of the Board of Directors of Towers Watson controls and manages the operations of the Plan. J.P. Morgan Chase Bank, N.A. (“J.P. Morgan” or “the Trustee”) serves as trustee of the Plan and Master Trust as well as the recordkeeper of the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”).

**Contributions** — Subject to Internal Revenue Service (“IRS”) limitations on elective deferral contributions, eligible employees may contribute whole percentages from 1% to 75% of their eligible compensation, as defined in the Plan document. Elective deferral contributions are directed by the participant. Participants aged 50 and older may make “catch-up” contributions to the Plan from 1% to 75% of their total cash compensation as defined in the Plan document, and subject to IRS limitations. The Company matches participant contributions dollar for dollar up to the first 2% of eligible compensation, and an additional 50% on the next 4% of eligible compensation. Company profit sharing contributions are determined at the discretion of the Board of Directors of Towers Watson. There were no profit sharing contributions for 2013 or 2012.

Participants may also contribute amounts representing rollovers from other qualified plans.

Each participant’s account is credited with the participant’s contribution, Company matching contributions and allocations of the Company’s discretionary profit sharing contribution and Plan net earnings, and charged with withdrawals and an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant’s vested account.

**Vesting and Forfeitures** — Participants are vested immediately in their own contributions. Company matching contributions vest 100% after 2 years of service, as defined. Upon termination of employment, Plan forfeitures of nonvested amounts are either utilized to reduce future matching contributions or to restore eligible accounts previously forfeited due to a break in service. Amounts restored are funded first through current forfeitures and then through additional contributions by the employer. In 2013, forfeited non-vested accounts totaling \$888,176 were used to reduce employer contributions. The balance of unused forfeitures was \$940,823 and \$696,852 at December 31, 2013 and 2012, respectively.

**Notes Receivable from Participants** — Participants may borrow up to 50% of their vested account balance. The minimum loan is \$1,000, and the maximum is \$50,000. Loans are secured by the balance in the participant's account. Repayment must be made over a period not to exceed five years, or fifteen years in the case of a loan used to purchase a home. The interest rate for all loans is fixed and determined by reference to the prime rate published in the Wall Street Journal plus 1% as of the last business day of the month preceding the month in which the loan was issued. Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document.

**Payment of Benefits** — Effective January 1, 2012, upon termination of employment, participants may elect to receive the balance in their accounts in a single lump sum. Prior to January 1, 2011, participants could elect to receive their balance in installments or a single lump sum. Participant distributions are made net of applicable taxes. If a participant is terminated from the Company and has not reached age 70 ½, then the participant's vested balance will be transferred into an individual retirement account selected by the Plan Sponsor, if the participant does not make a distribution election and their account balance exceeds \$1,000 but not \$5,000. Benefits payments to participants are recorded when paid.

**Administrative Expenses** — Under the Plan document, the Master Trust bears all investment management expenses, trustee fees and other fees incidental to the management of the Master Trust. Allocated fees are included as a component of the Plan interest in the Towers Watson Savings Plan Trust in the accompanying statement of changes in net assets available for benefits. Certain miscellaneous expenses incurred by the Plan are paid for by the Company, as allowed by the Plan document.

**Plan Termination** — Towers Watson reserves the right at any time by action of its Board of Directors to terminate the Plan in whole or in part. In the event the Plan is terminated or upon the complete discontinuance of contributions under the Plan document, the trustee shall continue to administer the Plan in accordance with the relevant provisions of the Plan, and each participant shall have a fully vested right in the value of his or her account balance. In the event of the termination of the Master Trust, either as a result of, or incidental to, the termination of the Plan, the values of the Company contribution accounts, determined as of the effective date of such termination, shall be paid to the participants or their beneficiaries. Although the Company has not expressed any intent to terminate the Plan, it may do so at any time.

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

**Basis of Accounting** — The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP").

**Use of Estimates** — The preparation of financial statements in conformity with GAAP requires the Plan administrator to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from these estimates.

**Investment Valuation and Income Recognition** — Investments are stated at fair value. The Plan follows the guidance of Accounting Standards Codification 820, *Fair Value Measurements and Disclosures* ("ASC 820"), which establishes a framework for measuring fair value.

See Note 4 for a discussion of fair value measurements. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on an accrual basis. Dividends are recorded on the ex-dividend date.

### 3. INTEREST IN THE MASTER TRUST

The assets of the Plan are combined with those of the TNW Plan and are invested in the Master Trust. At December 31, 2013 and 2012, the Plan's interest in the net assets of the Master Trust was approximately 99.57% and 99.46%, respectively.

The Master Trust was established to invest and manage the assets of the Plan and the assets of the TNW Plan. The trustee of the Master Trust is responsible for the safekeeping of the Plan's assets together with income or losses and is responsible for making disbursements to participants on behalf of participating plans, as instructed. Investment decisions are made by investment advisors appointed by the Benefit Plans Administration Committee specifically for that purpose. Expenses incurred by the trustee and investment advisors in the performance of their duties under these agreements, including fees for their services, are paid by the Master Trust.

The following table presents the net assets of the Master Trust:

|                                   | <b>December 31,</b>     |                         |
|-----------------------------------|-------------------------|-------------------------|
|                                   | <b>2013</b>             | <b>2012</b>             |
| Cash                              | \$ 851,458              | \$ 702,492              |
| Investments at fair value:        |                         |                         |
| Short-term investments            | 55,918,352              | 55,402,435              |
| Common stock                      | 60,580,920              | 47,394,269              |
| Corporate debt                    | 202,088                 | 191,763                 |
| Commingled trust funds            | 78,906,818              | 72,393,808              |
| Mutual funds                      | 1,382,888,932           | 1,240,998,252           |
| Self-directed brokerage           | 43,646,408              | 32,997,196              |
| Other                             | 395                     | 395                     |
| Total investments                 | <u>1,622,143,913</u>    | <u>1,449,378,118</u>    |
| Dividends and interest receivable | 56,793                  | 37,502                  |
| Receivable for investments sold   | 66,317                  | 287,394                 |
| Other (payable)/receivable        | (263,176)               | 225,902                 |
| Accrued fees                      | (118,115)               | (371,285)               |
| Payable for investments purchased | <u>(69,350)</u>         | <u>(115,504)</u>        |
| Net assets of the Master Trust    | <u>\$ 1,622,667,840</u> | <u>\$ 1,450,144,619</u> |

Net investment income for the Master Trust for the year ended December 31, 2013, is as follows:

|                                                               |                      |
|---------------------------------------------------------------|----------------------|
| Net appreciation (depreciation) in fair value of investments: |                      |
| Corporate debt                                                | \$ 10,325            |
| Common stock                                                  | 16,815,883           |
| Commingled trust funds                                        | (2,523,941)          |
| Mutual funds                                                  | 151,851,041          |
| Self-directed brokerage                                       | <u>7,885,825</u>     |
| Total                                                         | 174,039,133          |
| Interest and dividend income                                  | 34,675,326           |
| Other investment income                                       | (57,503)             |
| Fees                                                          | <u>(1,238,920)</u>   |
| Net investment income                                         | <u>\$207,418,036</u> |

Under the Master Trust investment options, participants may invest in various asset classes, diversified portfolio mixes based on their age and projected retirement date, or a self-directed brokerage account which allows participants to directly purchase various types of stocks or fixed income securities.

The following table presents the fair values of individual investments held in the Master Trust that represent 5% or more of the net assets of the Master Trust as of December 31, 2013 and 2012:

|                                                        | <u>December 31,</u> |               |
|--------------------------------------------------------|---------------------|---------------|
|                                                        | <u>2013</u>         | <u>2012</u>   |
| Investments at fair value:                             |                     |               |
| Mutual funds:                                          |                     |               |
| Vanguard Long-Term Bond Index Fund                     | \$ 92,888,759       | \$ 86,176,061 |
| Vanguard Total International Stock Index Fund          | 428,647,315         | 389,341,693   |
| Vanguard Total Bond Market Index Fund                  | 208,922,808         | 215,001,408   |
| Vanguard Institutional Index Fund                      | 357,237,374         | 290,646,814   |
| Vanguard Extended Market Index Institutional Plus Fund | 170,119,744         | 128,642,669   |

#### 4. FAIR VALUE MEASUREMENTS

The Plan follows the guidance of ASC 820, which establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurement) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are described as follows:

*Level 1* — Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the plan has the ability to access.

*Level 2* — Inputs to the valuation methodology include

- a) Quoted prices for similar assets or liabilities in active markets;
- b) Quoted prices for identical or similar assets or liabilities in inactive markets;

- c) Inputs other than quoted prices that are observable for the asset or liability; and
- d) Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

*Level 3* — Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used maximize the use of observable inputs and minimize the use of unobservable inputs.

The Plan's investment in the Master Trust is presented at fair value, which has been determined based on the fair value of the underlying investments of the Master Trust.

Following is a description of the valuation methodologies used for assets at fair value. There have been no changes in the methodologies used.

*Short-Term Investments, Commingled Trust Funds and certain Mutual Funds* — Valued at the net asset value of shares held by the Plan at year end. The investment manager determines the net asset values of shares by reference to the quoted market prices of the underlying investments held in the portfolio and by reference to the closing market price of the underlying investment held in the fund.

*Government Securities* — Held through the self-directed brokerage account. Valued at the closing price reported in the active market in which the individual security is traded. Other government securities are valued based on yields currently available for comparable securities of issues with similar credit ratings.

*Common and Preferred Stock and Exchange-Traded Mutual Funds* — Held through the self-directed brokerage account. Valued at the closing price reported in the active market in which the common stock, preferred stock or exchange-traded mutual fund is traded.

*Corporate Debt* — Valued based on yields currently available on comparable securities of issuers with similar credit ratings. The corporate debt investments classified as level 3 have been put on a trading freeze by regulators. The corporate debt investment classified as level 1 within the self-directed brokerage account has been valued at the closing price reported in the active market in which the bond is traded.

The preceding methods described may produce fair value calculations that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan and Master Trust believe its valuation methodologies are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by nature, risk and level within the fair value hierarchy, the Master Trust's assets at fair value as of December 31, 2013:

|                                         | Level 1                 | Level 2               | Level 3          | Total                     |
|-----------------------------------------|-------------------------|-----------------------|------------------|---------------------------|
| Short-term investments                  | \$ -                    | \$ 55,918,352         | (f) \$ -         | \$ 55,918,352             |
| Corporate debt                          | -                       | -                     | 202,088          | 202,088                   |
| Common stock:                           |                         |                       |                  |                           |
| Capital equipment                       | 4,849,259               | -                     | -                | 4,849,259                 |
| Consumer goods                          | 13,494,218              | -                     | -                | 13,494,218                |
| Energy                                  | 3,419,876               | -                     | -                | 3,419,876                 |
| Financial                               | 12,752,643              | -                     | -                | 12,752,643                |
| International                           | 2,955,843               | -                     | -                | 2,955,843                 |
| Materials                               | 4,835,011               | -                     | -                | 4,835,011                 |
| Services                                | 7,468,650               | -                     | -                | 7,468,650                 |
| Technology                              | 7,826,139               | -                     | -                | 7,826,139                 |
| Other miscellaneous                     | 2,979,281               | -                     | -                | 2,979,281                 |
| Commingled trust funds:                 |                         |                       |                  |                           |
| International equities funds            | -                       | 2,051,441             | (a) -            | 2,051,441                 |
| Bond funds                              | -                       | 15,123,107            | (b) -            | 15,123,107                |
| Inflation-indexed funds                 | -                       | 48,701,615            | (c) -            | 48,701,615                |
| U.S. equities                           | -                       | 13,030,655            | (d) -            | 13,030,655                |
| Mutual funds:                           |                         |                       |                  |                           |
| Small/mid cap equity funds              | 170,119,745             | -                     | -                | 170,119,745               |
| International equities funds            | 447,361,502             | -                     | -                | 447,361,502               |
| U.S. equities-index linked              | 357,237,374             | -                     | -                | 357,237,374               |
| Bond funds                              | 310,714,110             | -                     | -                | 310,714,110               |
| U.S. Government securities              | -                       | 26,912,460            | (c) -            | 26,912,460                |
| Industry specific                       | 70,543,741              | -                     | -                | 70,543,741                |
| Self-directed brokerage:                |                         |                       |                  |                           |
| Interest-bearing cash                   | 7,789,204               | -                     | -                | 7,789,204                 |
| Short-term investments                  | -                       | 765                   | -                | 765                       |
| Corporate debt                          | 53,902                  | 219,128               | -                | 273,030                   |
| Common stock                            | 17,213,714              | 1,094                 | -                | 17,214,808                |
| Preferred stock                         | 829,539                 | -                     | -                | 829,539                   |
| Towers Watson common stock              | 6,707,978               | (e) -                 | -                | 6,707,978                 |
| U.S. government securities              | 479,047                 | -                     | -                | 479,047                   |
| Mutual funds                            | 10,352,037              | -                     | -                | 10,352,037                |
| Other                                   | -                       | -                     | 395              | 395                       |
| Total Master Trust assets at fair value | <u>\$ 1,459,982,813</u> | <u>\$ 161,958,617</u> | <u>\$202,483</u> | <u>\$ 1,622,143,913</u> * |

\* The Plan's interest in the net assets of the Master Trust at December 31, 2013 and 2012, was approximately 99.57% and 99.46%, respectively.

- (a) The balance is composed entirely of the SSgA Global All Cap Equity Ex-U.S. Index Fund, which is composed of international equity securities and seeks to approximate the return of the Morgan Stanley Capital International Europe Australasia, Far East Index ("MSCI EAFE") Index over the long term. Fair value is based on the calculated net asset value of shares held by the Plan as reported by the sponsor of the funds. This fund trades daily based on its calculated net asset value. There are no redemption restrictions on this fund and no unfunded commitments.
- (b) This category is composed of four funds. Fair value is based on the calculated net asset value of shares held by the Plan as reported by the sponsor of the funds. These funds trade daily based on their calculated net asset value. There are no redemption restrictions on these funds and no unfunded commitments. The fair value of each fund at December 31, 2013 and a description of each fund strategy are as follows:
1. Loomis, Sales — Core Plus Fixed Income Commingled Fund (\$4,480,671) — comprised mainly of investment-grade securities, the fund seeks high total investment return through a combination of current income and capital appreciation.

2. Prudential Fixed Income — Core Fixed Income Commingled Fund (\$4,462,933) — invests primarily in investment grade fixed income securities and seeks an excess return over the Barclays Capital U.S. Aggregate Bond Index or similar benchmark.
  3. Pyramis Global Advisors — Core Plus Commingled Fund (\$4,469,136) — invests in investment grade and five extended sectors of fixed income securities and seeks an excess return over the Barclays Capital U.S. Aggregate Bond Index.
  4. SSgA U.S. Bond Index Fund (\$1,710,367) — seeks a return that approximates the Barclays Capital U.S. Aggregate Bond Index.
- (c) Blackrock U.S. Treasury Inflation Protected Securities Fund — seeks to maximize real return consistent with preservation of real capital and prudent investment management by investing primarily in inflation-indexed bonds of varying maturities. The fund also invests in U.S. Treasury bills, notes and obligations guaranteed by the U.S. Treasury, and seeks as high a level of current income as is consistent with liquidity and stability of principal. Fair value is based on the calculated net asset value of shares held by the Plan as reported by the sponsor of the funds. This fund trades daily based on its calculated net asset value. There are no redemption restrictions on this fund and no unfunded commitments.
- (d) This category is composed of two funds. Fair value is based on the calculated net asset value of shares held by the Plan as reported by the sponsor of the funds. The fair value of each fund at December 31, 2013, a description of each fund strategy and any redemption restrictions are as follows:
1. Baillie Gifford — The International Equity Fund (Privately Registered) (\$8,062,017) — seeks to maximize investment return through investment in equity securities in various economic sectors in the U.S. This fund trades on any day on which the New York Stock Exchange is open for unrestricted trading and trades based on its calculated net asset value. Redemption notification of 5 days is required for this fund.
  2. SSgA Russell All Cap Index Fund (\$4,968,638) — seeks an investment return that approximates as closely as practicable the performance of the Russell 3000 Index over the long term. This fund trades daily based on its calculated net asset value. There are no redemption restrictions on this fund and no unfunded commitments.
- (e) See Note 7 for exempt party-in-interest transactions disclosures regarding the Master Trust's holdings of Towers Watson common stock.
- (f) The strategy of the short-term investment funds is to invest in high-quality, short-term securities. There are no redemption restrictions on these funds and no unfunded commitments.

The following table sets forth by nature, risk and level within the fair value hierarchy, the Master Trust's assets at fair value as of December 31, 2012:

|                                         | Level 1                 | Level 2               | Level 3           | Total                     |
|-----------------------------------------|-------------------------|-----------------------|-------------------|---------------------------|
| Short-term investments                  | \$ -                    | \$ 55,402,435         | (f) \$ -          | \$ 55,402,435             |
| Corporate debt                          | -                       | -                     | 191,763           | 191,763                   |
| Common stock:                           |                         |                       |                   |                           |
| Capital equipment                       | 4,361,002               | -                     | -                 | 4,361,002                 |
| Consumer goods                          | 11,326,621              | -                     | -                 | 11,326,621                |
| Energy                                  | 3,591,624               | -                     | -                 | 3,591,624                 |
| Financial                               | 7,757,380               | -                     | -                 | 7,757,380                 |
| International                           | 2,321,927               | -                     | -                 | 2,321,927                 |
| Materials                               | 3,910,420               | -                     | -                 | 3,910,420                 |
| Services                                | 4,625,929               | -                     | -                 | 4,625,929                 |
| Technology                              | 6,882,289               | -                     | -                 | 6,882,289                 |
| Other miscellaneous                     | 2,617,077               | -                     | -                 | 2,617,077                 |
| Commingled trust funds:                 |                         |                       |                   |                           |
| International equities funds            | -                       | 373,347               | (a) -             | 373,347                   |
| Bond funds                              | -                       | 15,307,125            | (b) -             | 15,307,125                |
| Inflation-indexed funds                 | -                       | 48,617,992            | (c) -             | 48,617,992                |
| U.S. equities                           | -                       | 8,095,344             | (d) -             | 8,095,344                 |
| Mutual funds:                           |                         |                       |                   |                           |
| Small/mid cap equity funds              | 128,642,669             | -                     | -                 | 128,642,669               |
| International equities funds            | 405,551,114             | -                     | -                 | 405,551,114               |
| U.S. equities-index linked              | 290,646,814             | -                     | -                 | 290,646,814               |
| Bond funds                              | 311,079,038             | -                     | -                 | 311,079,038               |
| U.S. Government securities              | -                       | 36,683,809            | (c) -             | 36,683,809                |
| Industry specific                       | 68,394,808              | -                     | -                 | 68,394,808                |
| Self-directed brokerage:                |                         |                       |                   |                           |
| Interest-bearing cash                   | 5,782,393               | -                     | -                 | 5,782,393                 |
| Short-term investments                  | -                       | 540                   | -                 | 540                       |
| Corporate debt                          | 116,430                 | 209,194               | -                 | 325,624                   |
| Common stock                            | 11,848,540              | 159                   | -                 | 11,848,699                |
| Preferred stock                         | 838,657                 | -                     | -                 | 838,657                   |
| Towers Watson common stock              | 3,226,869               | (e) -                 | -                 | 3,226,869                 |
| U.S. government securities              | 423,995                 | -                     | -                 | 423,995                   |
| Mutual funds                            | 10,550,419              | -                     | -                 | 10,550,419                |
| Other                                   | -                       | -                     | 395               | 395                       |
| Total Master Trust assets at fair value | <u>\$ 1,284,496,015</u> | <u>\$ 164,689,945</u> | <u>\$ 192,158</u> | <u>\$ 1,449,378,118</u> * |

\* The Plan's interest in the net assets of the Master Trust at December 31, 2013 and 2012, was approximately 99.57% and 99.46%, respectively.

- (a) The balance is composed entirely of the SSgA Global All Cap Equity Ex-U.S. Index Fund, which is composed of international equity securities and seeks approximate the return of the Morgan Stanley Capital International Europe Australasia, Far East Index ("MSCI EAFE") Index over the long term. Fair value is based on the calculated net asset value of shares held by the Plan as reported by the sponsor of the funds. This fund trades daily based on its calculated net asset value. There are no redemption restrictions on this fund and no funded commitments.
- (b) This category is composed of four funds. Fair value is based on the calculated net asset value of shares held by the Plan as reported by the sponsor of the funds. These funds trade daily based on their calculated net asset value. There are no redemption restrictions on these funds and no unfunded commitments. The fair value of each fund at December 31, 2012 and a description of each fund strategy are as follows:
- a. Loomis, Sales — Core Plus Fixed Income Commingled Fund (\$4,968,019) — comprised mainly of investment-grade securities, the fund seeks high total investment return through a combination of current income and capital appreciation.

- b. Prudential Fixed Income — Core Fixed Income Commingled Fund (\$4,940,302) — invests primarily in investment grade fixed income securities and seeks an excess return over the Barclays Capital U.S. Aggregate Bond Index or similar benchmark.
  - c. Pyramis Global Advisors — Core Plus Commingled Fund (\$4,939,105) — invests in investment grade and five extended sectors of fixed income securities and seeks an excess return over the Barclays Capital U.S. Aggregate Bond Index.
  - d. SSgA U.S. Bond Index Fund (\$459,700) — seeks a return that approximates the Barclays Capital U.S. Aggregate Bond Index.
- (c) Blackrock U.S. Treasury Inflation Protected Securities Fund — seeks to maximize real return consistent with preservation of real capital and prudent investment management by investing primarily in inflation-indexed bonds of varying maturities. The fund also invests in U.S. Treasury bills, notes and obligations guaranteed by the U.S. Treasury, and seeks as high a level of current income as is consistent with liquidity and stability of principal. Fair value is based on the calculated net asset value of shares held by the Plan as reported by the sponsor of the funds. This fund trades daily based on its calculated net asset value. There are no redemption restrictions on this fund and no unfunded commitments.
- (d) This category is composed of two funds. Fair value is based on the calculated net asset value of shares held by the Plan as reported by the sponsor of the funds. The fair value of each fund at December 31, 2012, a description of each fund strategy and any redemption restrictions are as follows:
- a. Baillie Gifford — The International Equity Fund (Privately Registered) (\$6,945,588) — seeks to maximize investment return through investment in equity securities in various economic sectors in the U.S. This fund trades on any day on which the New York Stock Exchange is open for unrestricted trading and trades based on its calculated net asset value. Redemption notification of 5 days is required for this fund. There are no unfunded commitments.
  - b. SSgA Russell All Cap Index Fund (\$1,149,755) — seeks an investment return that approximates as closely as practicable the performance of the Russell 3000 Index over the long term. This fund trades daily based on its calculated net asset value. There are no redemption restrictions on this fund and no unfunded commitments.
- (e) See Note 7 for exempt party-in-interest transactions disclosures regarding the Master Trust's holdings of Towers Watson common stock.
- (f) The strategy of the short-term investment funds is to invest in high-quality, short-term securities. There are no redemption restrictions on these funds and no unfunded commitments.

The Master Trust recognized a net \$138,944,914 gain for the year ended December 31, 2013, included in the change in net assets that is attributable to the change in unrealized gains or losses relating to those assets and liabilities still held at December 31, 2013. The net unrealized gain was included within the Plan interest in the Towers Watson Savings Plan Trust on the accompanying statement of changes in net assets available for benefits.

The following table sets forth a summary of changes in the fair value of the Master Trust's level 3 assets for the year ended December 31, 2013:

|                                                    | <b>Corporate<br/>debt</b> | <b>Other</b>  |
|----------------------------------------------------|---------------------------|---------------|
| Balance — December 31, 2012                        | \$ 191,763                | \$ 395        |
| Transfer to Level 3                                | -                         | -             |
| Unrealized appreciation                            | 10,325                    | -             |
| Purchases, sales, issuances, and settlements — net | <u>-</u>                  | <u>-</u>      |
| Balance — December 31, 2013                        | <u>\$ 202,088</u>         | <u>\$ 395</u> |

The following table sets forth a summary of changes in the fair value of the Master Trust's level 3 assets for the year ended December 31, 2012:

|                                                    | <b>Corporate<br/>debt</b> | <b>Other</b>  |
|----------------------------------------------------|---------------------------|---------------|
| Balance — December 31, 2011                        | \$ -                      | \$ -          |
| Transfer to Level 3                                | 184,186                   | 395           |
| Unrealized appreciation                            | 7,577                     | -             |
| Purchases, sales, issuances, and settlements — net | <u>-</u>                  | <u>-</u>      |
| Balance — December 31, 2012                        | <u>\$ 191,763</u>         | <u>\$ 395</u> |

*Changes in Fair Value Levels* — The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period.

We evaluate the significance of transfers between levels based upon the nature of the financial instrument and size of the transfer relative to total net assets available for benefits. As presented above for the year ended December 31, 2012, certain assets were transferred from level 2 to level 3 at the beginning of the plan year due to certain trading restrictions placed on these assets. There were no other significant transfers between levels 1, 2 or 3 in the year ended December 31, 2013.

## 5. NONEXEMPT PARTY-IN-INTEREST TRANSACTION

Due to an administrative error recently discovered, certain expenses related to the 2011 audit of the TNW Plan were paid by the Plan during 2012 from forfeiture account funds. The Plan has since been reimbursed for the \$40,000 expense and \$1,456 interest. The Company has filed a Form 5330 with the IRS and paid the required excise tax on the transactions during the 2013 plan year. Participant accounts were not impacted by the transactions.

## 6. TAX STATUS

The IRS has determined and informed the Company by a letter dated February 17, 2012, that the Plan and related trust were designed in accordance with the applicable regulations of the Internal Revenue Code ("IRC"). The Company and Plan management believe that the Plan is currently designed and operated in compliance with the applicable requirements of the IRC, and the Plan and related trust continue to be tax-exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements.

GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2013 and 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions. The Plan recently underwent an IRS examination for the 2010 through 2012 Plan year-ends. The Company received a closing letter from the IRS dated June 9, 2014 noting all Form 5500 returns as filed have been accepted. In conjunction with the examination, the IRS noted errors in certain annual discrimination testing. The

closing letter notes such error have been properly corrected via the IRS Self-Correction Program outline in Revenue Procedure 2013–12. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

## 7. EXEMPT PARTY-IN-INTEREST TRANSACTIONS

During the years ended December 31, 2013 and 2012, certain Master Trust investments were held in funds managed by the Trustee or by investment managers responsible for managing the Master Trust's investment portfolio. Transactions with the trustee, investment managers and recordkeeper qualify as party-in-interest transactions. Allocated fees are included as a component of the Plan interest in the Towers Watson Savings Plan Trust in the accompanying statement of changes in net assets available for benefits.

Through the self-directed brokerage account, the Master Trust held 52,566 and 57,407 shares, respectively, of common stock of the Company, the sponsoring employer, during the years ended December 31, 2013 and 2012. These shares had a cost basis of \$1,035,270 and \$191,121, respectively, at December 31, 2013 and 2012. There was no dividend income during the year ended December 31, 2013. These holdings were acquired completely at the discretion of Plan participants or participants of the TNW plan and the Company does not direct, recommend or otherwise solicit the acquisition of Company stock as part of the Plan's investment options.

## 8. RISKS AND UNCERTAINTIES

The Master Trust invests in various securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the participants' account balances and the amounts reported in the statements of net assets available for benefits.

## 9. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500:

|                                                                | <b>December 31,<br/>2013</b>  |
|----------------------------------------------------------------|-------------------------------|
| Net assets available for benefits per the financial statements | \$1,631,940,227               |
| Transfer receivable                                            | <u>8,027,560</u>              |
| Net assets available for benefits per the Form 5500            | <u><u>\$1,639,967,787</u></u> |

The following is a reconciliation of transfer receivables per the financial statements to the Form 5500:

|                                                   | <b>December 31,<br/>2013</b> |
|---------------------------------------------------|------------------------------|
| Transfer receivables per the financial statements | \$ -                         |
| Add transfer receivables at December 31, 2013     | <u>8,027,560</u>             |
| Transfer receivables per Form 5500                | <u><u>\$8,027,560</u></u>    |

There were no reconciling items for the year ended December 31, 2012.

#### **10. SUBSEQUENT EVENTS**

Effective January 1, 2014, the assets and participants of the Extend Health, Inc. 401(k) Plan were merged into the Plan. As part of this plan merger, assets totaling \$8,027,560 were transferred into the Plan.

For the year ended December 31, 2013, subsequent events were evaluated through July 25, 2014, the date the financial statements were issued.

\* \* \* \* \*

## **SUPPLEMENTAL SCHEDULE**

# TOWERS WATSON SAVINGS PLAN FOR U.S. EMPLOYEES

EIN 23-1159360

Plan No. 002

FORM 5500, SCHEDULE H, PART IV, LINE 4i — SCHEDULE OF ASSETS  
(HELD AT END OF YEAR)  
AS OF DECEMBER 31, 2013

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| (a)<br>(b) Identify of Issue, Borrower<br>Lessor or Similar Party | (c) Description of Investment, Including<br>Maturity Date, Rate of Interest,<br>Collateral, and Par or Maturity Value | (d) Current<br>Fair<br>Value |
|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|------------------------------|
| * Participant loans                                               | Interest rates ranging from 3.25% through<br>8.75% maturing through 2029                                              | <u>\$13,586,523</u>          |

\* Denotes party-in-interest.

# TOWERS WATSON SAVINGS PLAN FOR U.S. EMPLOYEES

EIN 23-1159360

Plan No. 002

FORM 5500, SCHEDULE H, PART IV, LINE 4i — SCHEDULE OF ASSETS  
(HELD AT END OF YEAR)  
AS OF DECEMBER 31, 2013

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| (a)<br>(b) Identify of Issue, Borrower<br>Lessor or Similar Party | (c) Description of Investment, Including<br>Maturity Date, Rate of Interest,<br>Collateral, and Par or Maturity Value | (d) Current<br>Fair<br>Value |
|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|------------------------------|
| * Participant loans                                               | Interest rates ranging from 3.25% through<br>8.75% maturing through 2029                                              | <u>\$13,586,523</u>          |

\* Denotes party-in-interest.