

WILLIS GROUP HOLDINGS LIMITED
NOMINATION OF DIRECTORS BY SHAREHOLDERS

The following is an extract of the Company's bye-laws explaining how a shareholder proposes an individual to the Corporate Governance and Nominating Committee for its consideration as a nominee to election to the Board of the Company. The shareholder's proposal of an individual must be made in writing to the Group General Counsel, 7 Hanover Square, New York, New York 10004-2594. The Corporate Governance and Nominating Committee will consider the shareholder's nominee proposal in accordance with the selection process and specific qualification standards as set out in the Company's Corporate Governance Guidelines. • [Link to Corporate Governance Guidelines.](#)

VOTING

66. Save where a greater percentage is required by the Companies Acts or these Bye-Laws, any question proposed for consideration at any general meeting shall be decided on by a simple majority of votes cast at such meeting.

APPOINTMENT AND REMOVAL OF DIRECTORS

86. The Company may by Resolution determine (i) the minimum number of Directors, which shall be not less than 2 and which is hereby set at 2 until such number is amended by a further Resolution and (ii) the maximum number of Directors, which shall not be more than 20 and which is hereby set at 20 until such number is amended by a further Resolution, and any vacancies on the Board shall be deemed casual vacancies for the purposes of these Bye-Laws. Without prejudice to the power of the Company by Resolution in pursuance of any of the provisions of these Bye-Laws to appoint any person to be a Director, the Board, so long as a quorum of Directors remains in office, shall have power at any time and from time to time to appoint any individual to be a Director so as to fill a casual vacancy. A Director so appointed shall hold office only until the next following Annual General Meeting. If not reappointed at such Annual General Meeting, he shall vacate office at the conclusion thereof.
87. Except as otherwise required by the Companies Acts and these Bye-Laws, the appointment of any person proposed as a Director shall be effected by a separate Resolution voted on at a general meeting pursuant to Bye-Law 66. The Board of Directors of the Company shall by resolution nominate such number of persons qualified to serve as independent Directors as shall be necessary or appropriate under

applicable law or the rules and regulations of any securities exchange or automated quotation system on which the securities of the Company may be listed.

88. No Person shall be appointed a Director, unless:--

- (a) in the case of an Annual or Special General Meeting, such person is recommended by the Board; or
- (b) (i) if the Company is a foreign private issuer within the meaning of Rule 405 of the United States Securities Act of 1933, as amended (a “foreign private issuer”), in the case of an Annual General Meeting, not less than 120 nor more than 150 days before the date fixed for the meeting, notice has been given to the Company by a Shareholder qualified to vote at the meeting of the intention to propose such person for appointment or reappointment; or
(ii) if the Company is not a foreign private issuer, in the case of an Annual General Meeting, not less than 120 nor more than 150 days before the date of the Company’s proxy statement released to Shareholders in connection with the prior year’s Annual General Meeting, notice executed by a Shareholder (not being the person to be proposed) has been received by the Secretary of the Company of the intention to propose such person for appointment,
in the case of each of clause (i) and (ii), setting forth as to each person whom the Shareholder proposes to nominate for election or re-election as a Director (A) the name, age, business address and residence address of such person, (B) the principal occupation or employment of such person, (C) the class, series and number of Shares which are beneficially owned by such person, (D) particulars which would, if he were so appointed, be required to be included in the Company’s Register of Directors and Officers and (E), in the case of clause (ii), all other information relating to such person that is required to be disclosed in solicitations for proxies for the election of directors pursuant to the rules and regulations of the United States Securities and Exchange Commission under Section 14 of the United States Exchange Act of 1934, as amended, together with notice executed by such person of his willingness to serve as a Director if so elected; *provided, however*, that no Shareholder shall be entitled to propose any person to be appointed, elected or re-elected Director at any Special General Meeting.

89. All Directors, following election or appointment, must provide written acceptance of their appointment, in such form as the Board may think fit, to the Registered Office within 30 days of their appointment.
90. The Shareholders may in a Special General Meeting called for that purpose remove a Director, *provided* notice of any such meeting shall be served upon the Director concerned not less than 14 days before the meeting and he shall be entitled to be heard at that meeting. Any vacancy created by the removal of a Director at a Special General Meeting may be filled at such meeting by the election of another Director in his place or, in the absence of any such election, by the Board in accordance with Bye-Law 86.

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