



Important Notice
The Depository Trust Company

B #:	2377-14
Date:	December 17, 2014
To:	All Participants
Category:	Dividends
From:	International Services
Attention:	Operations, Reorg & Dividend Managers, Partners & Cashiers
Subject:	<u>Tax Relief</u> – Country: Ireland Willis Group Holdings PLC - CUSIP: G96666105 <u>Record Date:</u> 12/31/2014 <u>Payable Date:</u> 01/15/2015 <u>EDS Cut-Off:</u> 01/09/2015 8:00 P.M. Post Payable EDS Window Cut-off : 01/23/2015 by 8 PM

Participants can use DTC's Elective Dividend System (EDS) function over the Participant Terminal System (PTS) or TaxRelief option on the Participant Browser System (PBS) website to certify all or a portion of their position entitled to the applicable withholding tax rate. Participants are urged to consult the PTS or PBS function TAXI or TaxInfo respectively before certifying their elections over PTS or PBS.

Important: Prior to certifying tax withholding elections, participants are urged to read, understand and comply with the information in the Legal Conditions category found on TAXI or TaxInfo in PTS or PBS respectively. Questions regarding this Important Notice may be directed to GlobeTax at 212-747-9100.

****Please Note** The Pre-Pay Date EDS window will open on January 2, 2015 and will close on January 9, 2015 by 8 PM**

****Please Note** The Post-Pay date EDS window will open on January 16, 2015 and will close on January 23, 2015 by 8PM**

Important Legal Information: *The Depository Trust Company ("DTC") does not represent or warrant the accuracy, adequacy, timeliness, completeness or fitness for any particular purpose of the information contained in this communication, which is based in part on information obtained from third parties and not independently verified by DTC and which is provided as is. The information contained in this communication is not intended to be a substitute for obtaining tax advice from an appropriate professional advisor. In providing this communication, DTC shall not be liable for (1) any loss resulting directly or indirectly from mistakes, errors, omissions, interruptions, delays or defects in such communication, unless caused directly by gross negligence or willful misconduct on the part of DTC, and (2) any special, consequential, exemplary, incidental or punitive damages.*

To ensure compliance with Internal Revenue Service Circular 230, you are hereby notified that: (a) any discussion of federal tax issues contained or referred to herein is not intended or written to be used, and cannot be used, for the purpose of avoiding penalties that may be imposed under the Internal Revenue Code; and (b) as a matter of policy, DTC does not provide tax, legal or accounting advice and accordingly, you should consult your own tax, legal and accounting advisor before engaging in any transaction.

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Non-Confidential



**WILLIS GROUP HOLDINGS PLC (the “Company”)
CUSIP: G96666105
RECORD DATE: December 31, 2014
PAY DATE: January 15, 2015**

Participants can elect to receive a distribution with 0% (tax-exempt rate) Irish dividend withholding tax (“DWT”) withheld on behalf of beneficial owners who meet the following conditions:

1. beneficial owners with a verified U.S. address; or
2. beneficial owners resident for tax purposes in a “relevant territory” (other than the U.S.) (see **Appendix A**) and who have provided the required Irish DWT forms to BNY Mellon or to a Qualifying Intermediary (“QI”) closest to the beneficial owner and the beneficial owner is disclosed to BNY Mellon using **Appendix B** enclosed by 8 P.M. EST. on the last day of the applicable EDS election period; or
3. beneficial owners NOT resident for tax purposes in Ireland or a relevant territory who qualify for other exemptions and have provided the required Irish DWT forms to BNY Mellon or to a Qualifying Intermediary (“QI”) closest to the beneficial owner and the beneficial owner is disclosed to BNY Mellon using **Appendix B** enclosed by 8 P.M. EST. on the last day of the applicable EDS election period; or
4. beneficial owners that are Irish resident companies or other Irish resident entities that are exempt from Irish DWT for Irish tax purposes and have provided the required Irish DWT forms to BNY Mellon or to a Qualifying Intermediary (“QI”) closest to the beneficial owner and the beneficial owner is disclosed to BNY Mellon using **Appendix B** enclosed by 8 P.M. EST. on the last day of the applicable EDS election period.

All others will be subject to DWT at 20% (unfavorable rate).

Participants can use the DTC’s Elective Dividend System (EDS) function over the Participant Terminal System (PTS) to certify that all or a portion of their positions are entitled to the applicable tax rate.

By participating in the DTC EDS process, Participants agree to comply with all audit requests made by the Irish Revenue Commissioners within twenty one days.

NOTE: THE PRE-PAY DATE EDS WINDOW WILL OPEN ON JANUARY 2, 2015 AND WILL CLOSE ON JANUARY 9, 2015 by 8 PM EST.

NOTE: THE POST-PAY DATE EDS WINDOW WILL OPEN ON JANUARY 16, 2015 AND WILL CLOSE ON JANUARY 23, 2015 by 8 PM EST.

By certifying the exempt rate, the participant is certifying that the beneficial owner meets one of the criteria listed below:

EXEMPT 0% - U.S. RESIDENTS

The direct beneficial owner of the shares to be paid at the exempt rate has a valid U.S. address on the participant's books and records on the record date of December 31, 2014. The participant is **not required** to provide a U.S. Certification of Residence (Form 6166) but must have a valid U.S. address on their books which has been certified by the beneficial owner through a Form W-9.

EXEMPT 0% - RESIDENTS OF RELEVANT TERRITORIES (OTHER THAN THE U.S.)

The direct beneficial owner of the shares to be paid at the exempt rate is tax resident in a "relevant territory" (other than the U.S.) on the record date of December 31, 2014 (**Appendix A**).

To qualify under this category:

- a) An original Non-Resident Form V2A, V2B or V2C is on file with a QI closest to the beneficial owner and the relationship between the QI and the beneficial owner is disclosed to BNY Mellon using **Appendix B** enclosed.
- OR**
- b) An original Non-Resident Form V2A, V2B or V2C is provided to BNY Mellon by the end of the applicable EDS election period and the beneficial owner is disclosed to BNY Mellon using **Appendix B** enclosed.

The beneficial owner must have provided the relevant Non-Resident Form V2A, V2B or V2C to BNY Mellon or other QI as applicable, and the beneficial owner is disclosed to BNY Mellon using **Appendix B** enclosed by 8 P.M. EST. on the last day of the Pre-Pay Date EDS election period to be eligible for payment via relief at source on Pay Date.

EXEMPT 0% - OTHER ELIGIBLE ENTITIES

The direct beneficial owner of the shares to be paid at the exempt rate is a company that is not resident for tax purposes in Ireland or in a relevant territory but is controlled either by one or more persons that are resident in a relevant territory or by a company, the principal class of shares of which, or of its 75% parent company, is substantially and regularly traded on a recognized stock exchange in a relevant territory on the record date of December 31, 2014 (**Appendix A**).

To qualify under this category:

- a) An original Non-Resident Form V2B is on file with a QI closest to the beneficial owner and the relationship between the QI and the beneficial owner is disclosed to BNY Mellon using **Appendix B** enclosed.
- OR**
- b) An original Non-Resident Form V2B is provided to BNY Mellon by the end of the applicable EDS election period and the beneficial owner is disclosed to BNY Mellon using **Appendix B** enclosed.

The beneficial owner must have provided the Non-Resident Form V2B to BNY Mellon or other QI as applicable, and the beneficial owner is disclosed to BNY Mellon using **Appendix B** enclosed by 8 P.M. EST. on the last day of the Pre-Pay Date EDS election period to be eligible for payment via relief at source on Pay Date.

EXEMPT 0% - EXEMPT IRISH RESIDENT CORPORATIONS AND OTHER ENTITIES

The direct beneficial owner of the shares to be paid at the exempt rate is an Irish resident company or other Irish resident entity that is exempt from Irish DWT, such as a pension fund, and is resident in Ireland on the record date of December 31, 2014.

To qualify under this category:

- a) An original Composite Resident Form V3 is on file with a QI closest to the beneficial owner and the relationship between the QI and the beneficial owner is disclosed to BNY Mellon using **Appendix B** enclosed.

OR

- b) An original Composite Resident Form V3 is provided to BNY Mellon by the end of the applicable EDS election period and the beneficial owner is disclosed to BNY Mellon using **Appendix B** enclosed.

The beneficial owner must have provided the Composite Resident Form V3 to BNY Mellon or other QI as applicable, and the beneficial owner is disclosed to BNY Mellon using **Appendix B** enclosed by 8 P.M. EST. on the last day of the Pre-Pay Date EDS election period to be eligible for payment via relief at source on Pay Date.

UNFAVORABLE 20%

For purposes of certifying via EDS on this dividend distribution, all shares that do not meet the criteria for the exempt rate noted above will be paid net of Irish DWT applied at the rate of 20%.

Partnerships and Trusts are entitled for tax relief via EDS as follows:

PARTNERSHIPS

For Irish DWT purposes, a partnership is viewed as a U.S. resident only to the extent that all of the partnership's underlying partners are U.S. residents. If all partners are U.S. residents and have a U.S. address on the participant's books and records on the record date of December 31, 2014 (certified by the beneficial owner through a valid Form W-9), the partnership is entitled to exemption from DWT under the "U.S. Residents" EDS election category.

For Irish DWT purposes, a partnership is viewed as a resident of a "relevant territory" only to the extent that all of the partnership's underlying partners are residents of a "relevant territory."

To qualify under the "Residents of Relevant Territories (Other than the U.S.)" EDS election category, each partner must have:

- a) An original Non-Resident Form V2A, V2B, or V2C on file with a QI closest to the partnership and the partnership and the names of the underlying partners are disclosed to BNY Mellon using **Appendix B**.
- OR**
- b) An original Non-Resident Form V2A, V2B, or V2C provided to BNY Mellon and the partnership and the names of the underlying partners are disclosed to BNY Mellon using **Appendix B**.

Each partner must have provided the relevant Non-Resident Form V2A, V2B, or V2C to BNY Mellon or other QI as applicable, and disclosed the relevant information to BNY Mellon using Appendix B by 8 P.M.

EST on the last day of the pre-pay date EDS election period to be eligible for payment via relief at source on pay date.

A non-relevant territory formed partnership, e.g. Cayman Islands, may potentially qualify under the “Other Eligible Entities” EDS election category. To qualify under this category, the partnership must apply directly to the Irish Revenue Commissioners to receive a letter by concession granting the partnership exemption at source from Irish DWT (provided all partners are resident in a relevant territory or are otherwise entitled to exemption from Irish DWT) and the partnership must have:

- a) A concession letter from the Irish Revenue Commissioners on file with a QI closest to the partnership and the partnership is disclosed to BNY Mellon using **Appendix B**.
- OR**
- b) A concession letter from the Irish Revenue Commissioners provided to BNY Mellon and the partnership is disclosed to BNY Mellon using **Appendix B**.

In order to apply for the concession, the Irish Revenue Commissioners require valid V2 Forms for all partners, a spreadsheet listing of all partners, and their percentage shareholdings.

The partnership must have provided the relevant concession letter to BNY Mellon or other QI as applicable, and the partnership is disclosed to BNY Mellon using Appendix B by 8 P.M. EST on the last day of the pre-pay date EDS election period to be eligible for payment via relief at source on pay date.

In any of these scenarios, if at least one partner is not a resident of a “relevant territory” or otherwise entitled to an exemption from Irish DWT, no part of the partnership's position is entitled to exemption from Irish DWT.

In instances where the partnership has been taxed at source on a dividend payment, either the partnership (if all underlying partners are eligible) or an individual qualifying partner may apply for a refund of the tax withheld via a long form claim. For information on filing a long form claim after pay date, please contact BNY Mellon c/o GlobeTax at 1-800-915-3536.

TRUSTS

Taxable Trusts (for Irish DWT purposes, "discretionary trusts"): If a trust is taxable at the entity level and falls within one of the exempt categories set out above at the level of the trust, it is entitled to exemption from Irish DWT.

Non-taxable trusts (for Irish DWT purposes, "non-discretionary trusts"): If a trust is not taxable at the entity level, eligibility for exemption from Irish DWT depends on the residency of its underlying beneficiaries. If all beneficiaries are residents of relevant territories or are otherwise entitled to exemption from Irish DWT, the trust is entitled to exemption from Irish DWT. If at least one beneficiary is not a resident of a relevant territory or are otherwise entitled to exemption from Irish DWT, no part of the trust's position is entitled to exemption from Irish DWT and the trust's entire position is subject to the 20% Irish DWT.

Withholding rate with Participant EDS certification for taxable trusts falling within one of the exempt categories set out above at the level of the trust with and non-taxable trusts whose beneficiaries are all qualifying non-residents: 0%

Withholding rate without Participant EDS certification and for non-taxable trusts with at least one beneficiary not a resident of a “relevant territory” or otherwise entitled to exemption from Irish DWT: 20%

SPECIAL SITUATIONS

U.S. Citizens and Residents on long-term assignment abroad

If a shareholder has an address in a relevant territory but has a valid Form W-9 on file that validates his/her residency in the U.S. then this shareholder may obtain the exempt withholding rate with,

Either:

AN ELECTION IN THE EXEMPT 0% - U.S. RESIDENTS CATEGORY IF:

Either

- a) There is still a valid U.S. address on file with the DTC Participant.

Or

- a) An original Non-Resident Form V2A and an I.R.S. form 6166 are provided to either the QI closest to the beneficial owner or to BNY Mellon and the beneficial owner is disclosed to BNY Mellon using **Appendix B** enclosed. Should the relevant forms be on file with the QI, the relationship between the QI and the beneficial owner must be disclosed to BNY Mellon using **Appendix B** enclosed

Or:

AN ELECTION IN THE EXEMPT 0% - RESIDENTS OF RELEVANT TERRITORIES (OTHER THAN THE U.S.) CATEGORY IF:

He/she meets the requirements listed for residents in Relevant Territories (other than the U.S.) above.

Residents of a Relevant Territory residing in the U.S.

If a shareholder has an address in the U.S. but has a Form W-8BEN on file that validates his residency in a relevant territory (other than the U.S.) he may claim exemption in the EXEMPT 0% - RESIDENTS OF RELEVANT TERRITORIES (OTHER THAN THE U.S.) provided that he satisfies all other terms and conditions under that category.

To ensure that beneficial owners who meet the exempt treatment criteria receive their **WILLIS GROUP HOLDINGS PLC** dividends gross please notify DTC, via EDS, no later than **January 23, 2015**, as to the declaration of the shares representing Exempt and Unfavorable holders as of the record date of **December 31, 2014**.

Individual residents of Ireland may not benefit from the exempt / favorable rate program unless they are entitled to exemption from DWT under Irish law by reason of incapacity or infirmity and have completed a Composite Resident Form V3 to this effect.

ESP

powered by **GLOBETAX**

BNY Mellon offers ESP powered by GlobeTax, which allows for the secure and simplified transfer of beneficial owner level data from the Participant to BNY Mellon, and creates applicable documentation on the Participant's behalf. These claims should be submitted through the following website:

<https://www.globetaxesp.com>

Please use the above contact information if you have any questions about this process.

This system is available for At Source, Quick Refund, and Long Form claims.

For information about filing reclaims after **January 23, 2015**, as well as receiving the appropriate tax forms, please contact:

BNY Mellon in c/o GlobeTax
90 Broad Street – 16th Floor
New York, NY 10004
Attn: April Richland
Telephone: 1-800-915-3536
Email: April_Richland@GlobeTax.com

For DTC participants who filed incorrectly via the DTC EDS process and wish to amend their filing, please call BNY Mellon at 800-915-3536. Late filings are subject to a Tax Relief Fee of up to \$0.0075 per share with a minimum service charge of \$25.00 withheld by BNY Mellon.

If Participants do not certify through EDS for the exempt rate, they will receive the dividend with 20% DWT withheld.

Please note: Claimants will not benefit from the accelerated tax refund procedure if they file after the deadline of **January 23, 2015**, but may submit claims to BNY Mellon, who is available to assist in claiming refunds from the Irish Revenue Commissioners under the traditional long form process until **December 15, 2019**. Be advised that it is generally more advantageous to file a claim earlier, specifically under the accelerated tax refund procedure, as refunds claimed through the traditional long form procedure customarily experience extensive costs and delays.

APPENDIX A
RELEVANT TERRITORIES

Relevant Territories

ALBANIA	GREECE	PANAMA
ARMENIA	HONG KONG	POLAND
AUSTRALIA	HUNGARY	PORTUGAL
AUSTRIA	ICELAND	QATAR
BAHRAIN	INDIA	ROMANIA
BELARUS	ISRAEL	RUSSIA
BELGIUM	ITALY	SAUDI ARABIA
BOSNIA & HERZEGOVINA	JAPAN	SERBIA
BOTSWANA	KOREA	SINGAPORE
BULGARIA	KUWAIT	SLOVAK REPUBLIC
CANADA	LATVIA	SLOVENIA
CHILE	LITHUANIA	SOUTH AFRICA
CHINA	LUXEMBOURG	SPAIN
CROATIA	MACEDONIA	SWEDEN
CYPRUS	MALAYSIA	SWITZERLAND
CZECH REPUBLIC	MALTA	THAILAND
DENMARK	MEXICO	REPUBLIC OF TURKEY, THE
EGYPT	MOLDOVA	UKRAINE
ESTONIA	MONTENEGRO	UNITED ARAB EMIRATES
ETHIOPIA	MOROCCO	UNITED KINGDOM
FINLAND	NETHERLANDS	UNITED STATES
FRANCE	NEW ZEALAND	UZBEKISTAN
GEORGIA	NORWAY	VIETNAM
GERMANY	PAKISTAN	ZAMBIA

We ask that BNY Mellon, as Qualifying Intermediary, present these dividend withholding exemption requests on the above beneficial owners' behalf. Please contact the undersigned at <Telephone Number> should you have any questions.

Agreements, Representations and Indemnification

We hereby agree that this tax reclaim assistance service is wholly voluntary and discretionary and outside the terms and conditions of any applicable deposit agreement. We hereby accept and agree to pay the fees of BNY Mellon of up to \$0.0075 per share for standard Long Form tax reclaim (with a minimum of \$25.00), and any other charges, fees or expenses payable by or due to BNY Mellon or its agents, including the (respective) custodian, in connection with the tax reclaim process, or to tax authorities or regulators (which fees, charges or expenses may be deducted from the dividend or any other distribution or by billing or otherwise in BNY Mellon's discretion). We hereby agree that any such fees, charges or expenses may be due and payable whether or not a successful reduction in rate or reclamation is obtained. We hereby acknowledge that fees paid to BNY Mellon may be shared with its agents and affiliates.

We hereby agree that in addition to statutory and documentation requirements and the deduction of fees, tax reclaim benefits will be subject to review and approval by the applicable custodian and the applicable tax regulators, and that BNY Mellon is not providing any legal, tax, accounting or other professional advice on these matters and has expressly disclaimed any liability whatsoever for any loss howsoever arising from or in reliance hereto.

We certify that to the best of our knowledge that each of the beneficial owners identified above are eligible for the preferential rates as stated herein and we declare that we have performed all the necessary due diligence to satisfy ourselves as to the accuracy of the information submitted to us by these beneficial owners.

We will be fully liable for any and all claims, penalties and / or interest, including without limitation, any foreign exchange fluctuations associated therewith. BNY Mellon shall not be liable for the failure to secure any refund. In consideration of the assistance of BNY Mellon and the custodian in processing such claims, we expressly agree that BNY Mellon and its agents or affiliates shall not have any liability for, and we shall indemnify, defend and hold each of BNY Mellon and its agents and affiliates harmless from and against, any and all loss, liability, damage, judgment, settlement, fine, penalty, demand, claim, cost or expense (including without limitation fees and expenses of defending itself or enforcing this agreement) arising out of or in connection herewith.

Sincerely,

Authorized Signature

Telephone Number