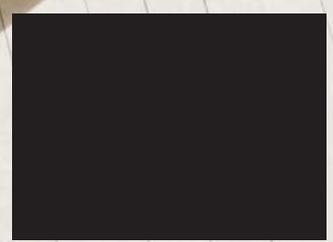




# Executive compensation consulting services

Alignment. Value. Engagement.

In the U.S., Willis Towers Watson is far and away the leading executive compensation consultant to management, with more than twice the market share of our next largest competitor among both the S&P 500 and *Fortune* 1000.

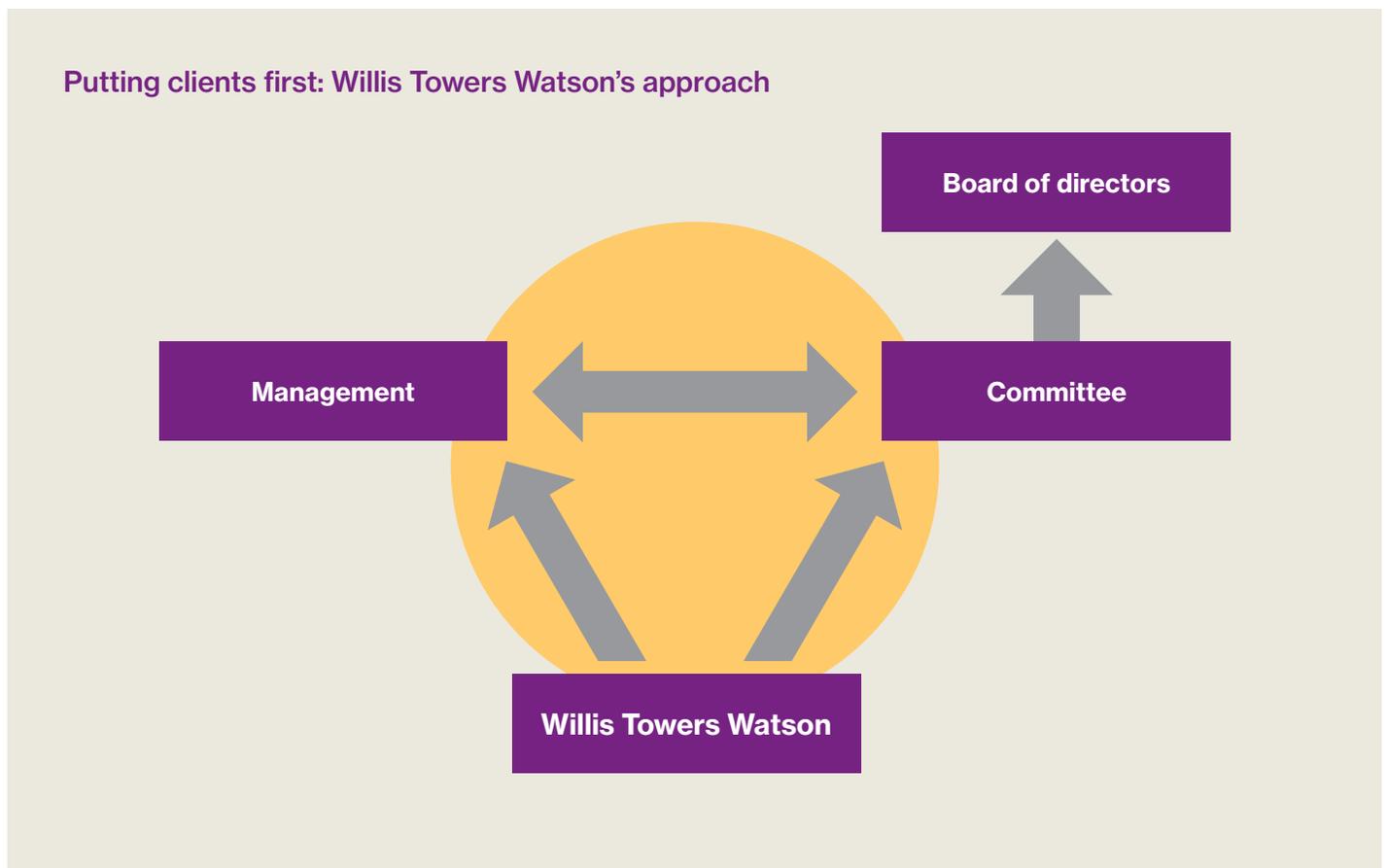


# As the world's largest executive compensation consultancy, Willis Towers Watson works with boards of directors, compensation committees and management to help organizations get executive pay right.

Willis Towers Watson serves as a best-in-class provider of practical advice, data resources and technical information to help clients develop and administer “best fit” compensation programs in the context of each organization's business and reward strategy. We provide consulting services and customized information, including information and insights that may not otherwise be available through public disclosures and generic surveys. We work collaboratively with management (both at headquarters and business units), boards of directors and compensation committees. In the U.S., Willis Towers Watson is far and away the leading executive compensation consultant to management, with more than twice the market share of our next-largest competitor among both the S&P 500 and *Fortune* 1000.

Legislation, regulations and the evolution of corporate governance have, in many cases, changed the executive compensation landscape and working relationships among management, the compensation committee and outside compensation advisors. We understand that there is no single model that works for every organization.

In light of each organization's governance requirements and preferences, we can help define the right relationship structure to put the Willis Towers Watson difference to work for you.



## The Willis Towers Watson difference

We've conducted extensive research to understand organizations' executive compensation consulting needs, preferences and concerns in light of recent regulatory developments. We found that each company approaches the

design and governance of executive compensation programs in its own way. This is consistent with our philosophy that executive compensation should meet a tailored, "best fit" standard. Our research has also identified the capabilities that organizations most value.

What Willis Towers Watson offers	How our clients benefit
<p><b>Depth of resources and expertise available only from the world's largest executive compensation consulting practice</b></p>	<p>Our 400 executive compensation consultants in more than 35 cities worldwide offer responsiveness and experience across industry sectors, public and private companies, and the nonprofit sector. Our clients include organizations large and small, and our executive compensation consultants have deep expertise in a wide range of industry sectors, including financial services, natural resources, energy, pharma/biopharma, media, health care and retail. Our consulting teams staff client programs thoughtfully to leverage our collective experience for each client's benefit and ensure we are available when clients need us.</p>
<p><b>Dedicated in-house experts on legislative and regulatory requirements, tax and accounting issues, proxy advisor policies, disclosure rules and other key considerations</b></p>	<p>Our clients receive frequent updates on the latest developments and trends, and can easily tap our experts for answers on the full range of questions that executive pay programs pose.</p>
<p><b>Unparalleled compensation databases and a dedicated research function offering clients the most extensive research capabilities in our industry</b></p>	<p>Willis Towers Watson conducts proprietary compensation surveys in over 115 countries and offers the world's largest database of current information on executive pay levels, and long- and short-term incentives. This wealth of pay data, including custom analyses, is online 24/7. In addition, our Executive Compensation Resources (ECR) unit conducts ongoing data gathering, research and analysis of executive pay data disclosed in company proxy statements and related disclosures, both in the U.S. and in other key countries where robust pay disclosure is required. ECR creates databases of disclosed pay information covering the S&amp;P 1500 and Russell 3000, offering insights into current practices in the areas of outside director compensation, annual and long-term incentives, employment contracts and severance, perquisites and benefits, share utilization, stock plan design, corporate transactions (e.g., initial public offerings, mergers) and others.</p>
<p><b>Objectivity, quality assurance and data protection</b></p>	<p>Our technical capabilities and best-in-class quality assurance processes ensure sound advice. And whether we are retained by the board's compensation committee or by management, our extensive consulting protocols help ensure that our executive compensation clients receive fully independent, objective advice.</p>
<p><b>The ability to leverage Willis Towers Watson's broader resources to generate integrated solutions to complex business issues</b></p>	<p>Willis Towers Watson's 39,000 employees in more than 120 countries worldwide offer a broad range of expertise to help clients improve performance through effective people, risk and financial management. Our research confirms that many clients value our ability to bring a multidisciplinary approach to the complex challenges they face.</p>
<p><b>Innovative thinking and cutting-edge approaches to clients' problems</b></p>	<p>Our size and extensive resources enable Willis Towers Watson to make significant investments in our clients, including investments in new tools and approaches to meet emerging client needs.</p>
<p><b>A truly global reach – consultants on the ground in key countries worldwide supported by research and data covering the world's top markets</b></p>	<p>Multinational clients look to us for help dealing with the challenges of managing a mobile and geographically diverse cadre of executives. We also help these organizations craft talent and reward strategies to enhance value beyond their headquarters and throughout their global operations. This includes important emerging markets such as Brazil, China and India.</p>

# An unmatched range of services

As a full-service company, Willis Towers Watson offers a broad array of executive compensation consulting services to address governance and risk issues of the board, the compensation committee and management. Tailored to each client's unique requirements and the complexities of global organizations, these services include:

- Compensation philosophy and strategy development
- Global competitive pay analysis and benchmarking
- Incentive plan design, including metric selection, goal setting and calibration
- Equity compensation program design, including work related to share plan approval
- Executive retirement benefit design and peer analysis
- Equity plan solutions and valuation services
- Employment, severance and change-in-control arrangements
- Proxy statement Compensation Discussion and Analysis (CD&A) preparation, including assessment of incentive plan goals' degree of difficulty, pay-for-performance analyses and assistance with tabular disclosures
- Shareholder say-on-pay engagement strategies and research
- Executive total rewards statements
- Executive succession planning, talent management and development
- Board compensation practices
- Mergers, acquisitions and transaction-related support

## Compensation philosophy and strategy development

We assist clients in developing a total compensation philosophy and strategy that serves as the foundation for program design and ongoing administration. This includes developing:

- Objectives and rationale for pay programs
- Peer group selection and benchmarking strategy
- Program design and pay mix
- Programs that promote performance, alignment, engagement and value creation
- External competitive positioning and internal equity standards
- Stock ownership and wealth accumulation objectives
- Linkages between compensation and broader rewards and people programs

Willis Towers Watson's pay-for-performance analyses test the relative alignment of executive pay and company performance versus peers to accurately demonstrate pay for performance and create more effective incentive plans by:

- Demonstrating alignment of executive pay and performance to investors
- Comparing pay opportunity to compensation actually earned
- Improving the calibration of performance plan goals and resulting rewards



We work closely with clients to ensure that their executive compensation philosophies and strategies directly support their broader talent strategies.

We also work closely with clients to ensure that their executive compensation philosophies and strategies directly support their broader talent strategies. Willis Towers Watson maintains the world's largest database of employee opinions and industry norms, so we can help you develop a talent management strategy grounded in the key drivers of attraction, retention and engagement for employees at all levels of the organization. With our advanced survey techniques, we'll help you better understand your people – what they want, what keeps them engaged and what keeps them at your organization – and the links between their performance and your organization's financial results. Our workforce analytics and planning tools provide the insights you need to proactively manage your global talent strategy. You'll know which talent investments deliver the rights skills and performance at the right time for the right cost.

### Global compensation services

With executive compensation consultants in more than 30 countries worldwide, Willis Towers Watson has global breadth and deep expertise in the business. Guided by our research, we help you design global reward programs that make your workforce cohesive and build shareholder value. Our services include the following:

#### Reward strategy

We help design a consistent reward program that can be implemented globally, something that can be especially challenging for organizations that have grown through mergers and acquisitions.

#### Competitive pay analysis and benchmarking

Market data are not commodities. They represent key input into the executive compensation decision-making process. We help clients identify the best available source(s) of data for determining market pay and provide a framework for interpreting the data to fit the organization's specific circumstances. Peer groups are the subject of recent attention from shareholder groups. We have a methodology that combines quantitative analysis and qualitative characteristics to select appropriate and defensible peer groups for benchmarking executive pay levels and practices.

With the support of a vast survey library of competitive pay in various global markets, we assess the competitive positioning of your compensation programs at all levels. Willis Towers Watson Global Data Services provides local, regional and global databases containing compensation information for more than 30,000 organizations with 15 million incumbents in virtually every industry sector and country on six continents. Its worldwide data network offers reports on remuneration, benefits and employment practices, covering more than 115 countries.

We also have a separate, industry-leading, long-term incentive compensation database covering equity grant levels, policies and practices. And our Global Executive Incentive Design Survey offers unique insights on the design, ongoing administration and cost of annual and long-term incentives in major companies in the Americas; Europe, the Middle East and Africa (EMEA); and Asia Pacific.

#### Leveling

When you seek structural consistency throughout countries, business units and positions, global leveling provides an answer. We use a variety of approaches, including broad banding, factor evaluation and our own Global Grading System methodology.





## Incentive plan design

Our consultants apply their extensive knowledge of business economics, value drivers and strategic priorities to develop short- and long-term incentive compensation plans that improve performance results. These services include:

### Short-term incentives

- Identifying metrics to reward achievement of key annual financial and operating goals
- Developing incentive frameworks that balance financial, operational and strategic objectives
- Creating cascading goals across the organization

### Long-term incentives

- Designing long-term incentives that align with long-term value creation and maximize perceived value at an appropriate cost
- Identifying metrics that align with long-term performance
- Setting goals that are fair to executives and shareholders

### Performance metric selection

- Determining what measures are appropriate
- Evaluating whether relative or absolute measurement is best
- Examining how various measures enhance performance and drive a company's growth

## Goal setting

- Setting goals that balance executives' and shareholders' interests
- Analyzing the probability of achieving specific levels of performance
- Addressing expectations embedded in the stock's current market price

## Calibration

- Determining reasonable performance spreads around target goals
- Calculating the volatility of performance
- Measuring management's level of influence over performance
- Analyzing the impact of improved performance on financial returns and value creation



## Managing equity compensation: working with shareholder advisors

A significant portion of executive compensation is often the stock-based component, which includes options, restricted stock and performance shares. Effectively managing the equity reserve within the constraints of good governance requires an awareness of institutional investor perspectives on equity compensation, including those of shareholder advisory groups.

Willis Towers Watson consultants can assist companies in developing their equity plans to comply with institutional shareholder guidelines both as they relate to the design of the plan (i.e., vesting requirements, repricing and share-counting provisions) and the share authorization request (i.e., the cost of the share plan, potential overhang implications and burn-rate calculations). These activities can involve new plan authorizations or repricings of existing grants.

Willis Towers Watson consultants can manage the stock plan process, including coordinating with the company's legal counsel and proxy solicitor, conducting required share plan modeling and interacting with shareholder advisory groups to ensure the plan receives the strongest possible support.

## Executive retirement benefits

With executive retirement benefits in the spotlight, it's essential for companies to have a clear philosophy and understanding of their retirement programs in the context of total pay programs and market practices. Questions to consider include:

- Are we reviewing executive total retirement benefits given the spotlight on supplemental executive retirement plans?
- How do we determine the competitiveness of retirement programs on their own or as an element of a total pay program?
- How does the compensation committee view retirement benefits? Has that changed with enhanced proxy disclosure of executive retirement benefits?
- Are retirement benefits appropriate? Should retirement benefits be increased or decreased? How do values fit within our total pay philosophy?

## Total Rewards Optimization: The right level of personalization at the right cost

Willis Towers Watson's Total Rewards Optimization tool helps organizations invest in the right rewards – those most meaningful to your key employees. It helps clients determine if they are achieving the desired return in retention and engagement.

The first step is a trade-off exercise in which employees choose reward package alternatives most important to them (e.g., more paid time off in exchange for a smaller bonus opportunity). The second step is a quantitative assessment of the relative costs and potential savings associated with various combinations of rewards.

Combining data from both analyses helps determine the financial and behavioral impact of different reward packages so you can offer each employee segment the right set of rewards to deliver the highest perceived value at optimal cost.



Willis Towers Watson has developed an extensive database of executive retirement benefits, including supplemental retirement plans. We can help articulate an appropriate executive retirement philosophy and design a balanced, reasonable approach.

### Willis Towers Watson's equity valuation solutions

Under current accounting rules, companies are now keenly aware of the costs of their share-based award plans. There is a requirement to accurately value and expense share awards under a set of complex rules and disclose the results in audited financial statements.

Willis Towers Watson has the marketplace experience and understanding to help clients tackle equity compensation plans and reduce potential risks in equity compensation accounting. Our equity valuation solutions ease the burden of complying with accounting requirements and working with external auditors. Employers can focus their time and resources on other core business areas.

### Executive employment, severance and change-in-control arrangements

Change-in-control, employment and severance agreements are some of the most scrutinized aspects of executive pay. Companies need to ensure that any agreements are

properly aligned with shareholder interests, and that they are reasonable in purpose and balanced in value and design.

Willis Towers Watson can help companies review and modify their agreements to ensure:

- All agreement provisions are consistent with current and anticipated market standards.
- The appropriate number of executives are included in the program.
- The overall cost is reasonable.
- The agreements balance the executives' circumstances and the company's interests to minimize the possibility of "pay for failure."

Willis Towers Watson can also assist a company in calculating and describing potential costs in the proxy disclosure for these executive agreements. We also help companies prepare for successful say-on-parachute shareholder votes required by the Dodd-Frank Wall Street Reform and Consumer Protection Act.

## Communicating with shareholders: preparation of proxy disclosures and shareholder engagement

One of the most important executive compensation matters today is the preparation of the CD&A that's included in the annual proxy statement.

Willis Towers Watson consultants, supported by our industry-leading technical experts, can help ensure that your proxy development process produces a value-added communication piece. Specifically, we track the latest Securities and Exchange Commission (SEC) developments and CD&A best practices to enhance your CD&A disclosure, and ensure it meets all requirements and conveys the right messages. We help develop your explanation for how and why the company has designed its compensation package for its executives, and assist with the required tables and narrative.

Key review areas include:

- How compensation earned by executives relates to the company's performance
- Analysis and disclosure of performance goals, including degree of difficulty for confidential goals
- Ensuring the technical requirements established by the SEC are met, including Dodd-Frank requirements regarding the disclosure of pay-for-performance alignment and the CEO pay ratio
- Ensuring the CD&A is written in a clear and concise manner, and is easy to read
- Consideration of how investors and other stakeholders will view your disclosure

## Shareholder say-on-pay engagement strategies and research

With say on pay and Dodd-Frank's requirement for enhanced proxy disclosure of the link between pay and performance, companies need to understand what shareholders are likely to support or reject. Willis Towers Watson helps companies efficiently and proactively gather shareholder views on a broad range of executive compensation programs and issues. Our consultants help companies communicate and engage with shareholders, proxy advisors and others in a constructive dialogue about executive pay. These discussions foster an understanding and support for company programs.

## Executive total rewards statements

Compensation plans are now more complicated than ever before. Their value has become more difficult for companies to communicate and for executives to appreciate. This is especially true for executives, whose total rewards packages typically include a variety of complex compensation vehicles. Willis Towers Watson's executive total rewards statements aggregate complex compensation data from internal and external sources to provide an uncomplicated view of the total value of your executive reward package.

Willis Towers Watson's executive total rewards statements relate an executive's compensation, including stock options and bonus/incentive plan payouts, to overall company performance. In addition, these statements allow executives to model the future value of their compensation using company financial and stock price performance. These values are displayed in a concise, easy-to-read format.



These modeling tools allow executives to gauge the value of their compensation using various components of their reward packages, including:

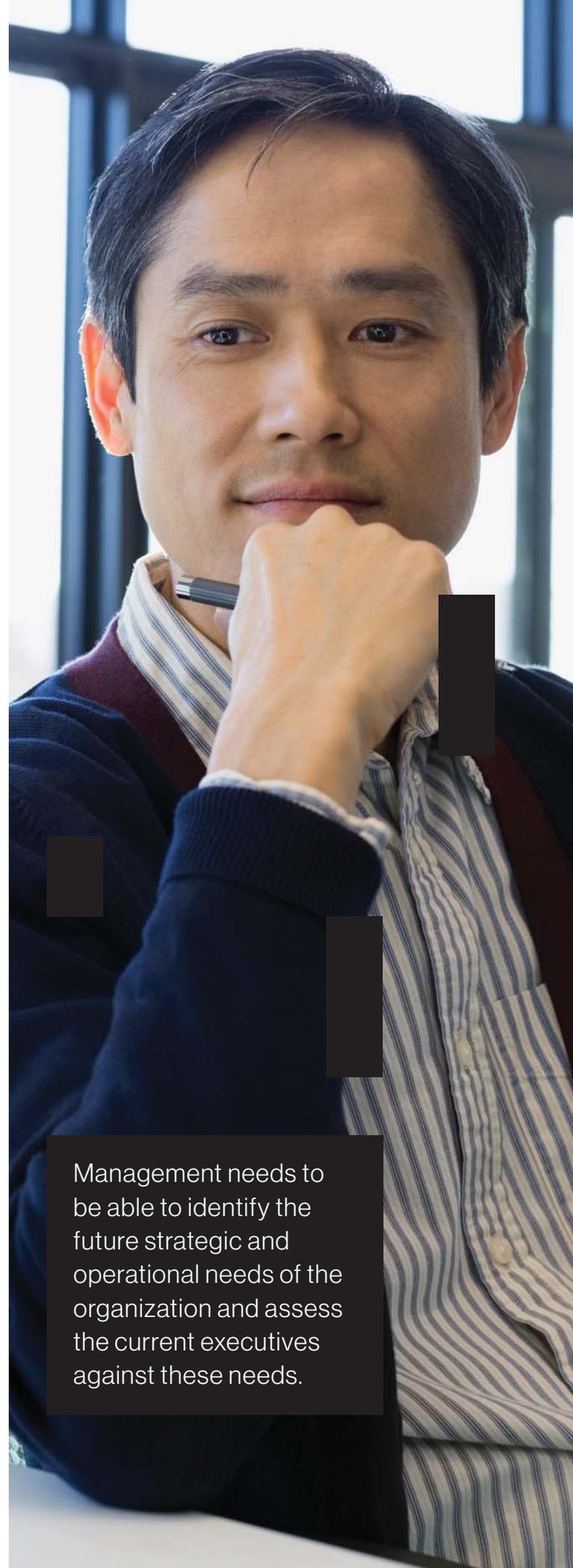
- Cash compensation
- Stock incentives
- Performance incentive plans
- Retirement and supplemental savings plans
- Perks and other benefits

We also offer extensive communication and change management consulting services to help our clients educate executives about the value of their compensation programs, and implement and support program changes.

### Executive succession planning and talent development

CEO and senior executive succession planning are increasingly recognized by boards as a critical part of good governance and risk mitigation. The preparation of succession plans goes far beyond a list of names. Management needs to be able to identify the future strategic and operational needs of the organization and assess the current executives against these needs. This assessment provides confidence in the organization's bench strength and, at an individual level, the basis for development plans. When done properly, executive succession planning and talent development help ensure that the organization has future talent for senior executive roles in both the short and long term.

Willis Towers Watson consultants are able to apply their extensive skills and experience to translate your organization's strategic plans into needed executive skills and help you create near- and longer-term succession plans. Companies find this independent perspective helpful to evaluate bench strength, add credibility to the process, demonstrate investment in executives and create meaningful behavioral change.



Management needs to be able to identify the future strategic and operational needs of the organization and assess the current executives against these needs.

## Board compensation practices

Compensation for outside directors is among the most sensitive pay issues due to its visibility and the messages it sends about the organization’s approach to governance. At the same time, however, most companies recognize that effective and knowledgeable directors are critical to the business – and that qualified people are in short supply. As demands on directors’ time have increased, attracting and retaining qualified individuals has become increasingly difficult, especially in those industries in which specialized skills or knowledge are pivotal to the board’s work.

Willis Towers Watson helps companies define total compensation programs for directors that fairly compensate them for their important and challenging roles, and help align their interests with those of the company’s shareholders. We support our recommendations with extensive proprietary data on director pay levels and trends, and our consultants provide insights and experience with the full array of tax-effective wealth accumulation and deferral arrangements for directors.

Most companies recognize that effective and knowledgeable directors are critical to the business — and that qualified people are in short supply.

## Support along the corporate life cycle, including mergers, acquisitions and other transactions

Willis Towers Watson provides a full range of services to companies at all stages of the corporate life cycle – start-ups, mature companies, and those undergoing M&As and divestitures. In addition to our usual services, our clients value our help with the unique issues they face at each development stage.

Stage of the corporate life cycle	Early stage (start-up through rapid growth)	Initial public offerings and trade sales, including spin-offs	Mature	International expansion	M&A
<b>Typical areas of focus related to compensation</b>	<ul style="list-style-type: none"> <li>▪ Compensation philosophy and strategy</li> <li>▪ Benchmarking</li> <li>▪ Long-term incentive design</li> <li>▪ Basic contracts and incentive templates</li> <li>▪ Director compensation</li> </ul>	<ul style="list-style-type: none"> <li>▪ Compensation philosophy and strategy</li> <li>▪ Benchmarking</li> <li>▪ Executive contracts</li> <li>▪ Short- and long-term incentive design, including share ownership</li> <li>▪ Disclosure support</li> <li>▪ Governance-related support</li> </ul>	<ul style="list-style-type: none"> <li>▪ Value creation, innovation and alignment</li> <li>▪ Incentives and benchmarking</li> <li>▪ Long-term incentive design</li> </ul>	<ul style="list-style-type: none"> <li>▪ Global compensation philosophy and strategy</li> <li>▪ Global benchmarking</li> <li>▪ Pay programs and incentive design to support new country entry and expansion</li> <li>▪ Compensation for internationally mobile employees</li> </ul>	<ul style="list-style-type: none"> <li>▪ Due diligence</li> <li>▪ Retention program design</li> <li>▪ Integration and transition planning</li> <li>▪ Post-merger integration</li> </ul>

## Ensuring the objectivity of our advice

Willis Towers Watson has long maintained formal procedures to ensure the objectivity and independence of our advice to clients. All of our consultants are required to follow the policies below so that the advice and counsel we provide are not compromised in any way, irrespective of the number of client relationships we might have or services we might provide to a particular client:

- Our Code of Business Ethics and Conduct requires our consultants to notify Willis Towers Watson of any potential conflicts of interest discovered during the course of their work.
- To avoid the appearance or reality of conflicts where Willis Towers Watson provides executive compensation services to a company's compensation committee and also provides other services to the company, our compensation consultants who work directly with the committee do not have explicit cross-selling goals or receive incentive compensation that directly relates to selling other services to company management. Further, these committee consultants are not allowed to serve as account directors for the client or be involved in account planning activities

for broader services. Our account directors, managing consultants and others not directly involved in providing executive compensation services are not allowed to have any control or influence over executive compensation advice.

- Our peer review and other quality assurance processes are designed to ensure that our advice is appropriate and impartial. All significant executive pay recommendations receive an independent peer review by a qualified senior executive compensation consultant who does not regularly perform other work for the client. And we strive to be transparent regarding all our business relationships with each client and allow for reasonable procedures to manage these relationships.
- Regardless of who retains our services, it's our policy that we work for the enterprise, not individuals. Our recommendations are shaped by what's appropriate for the organization, rather than by their effect on the personal welfare of individual executives. We avoid accepting engagements where we do not believe our objective professional advice is being sought.

**Our 39,000 employees in more than 120 countries work together to deliver the perspectives that give our clients a clear path forward.**

### Asia Pacific

Australia  
China  
India  
Indonesia  
Japan  
Malaysia  
Philippines  
Singapore  
South Korea  
Taiwan  
Thailand  
Vietnam

### EMEA

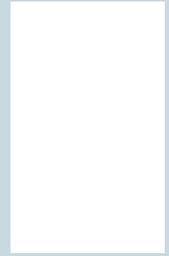
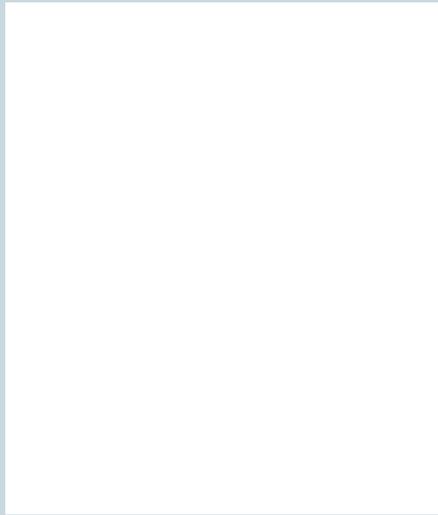
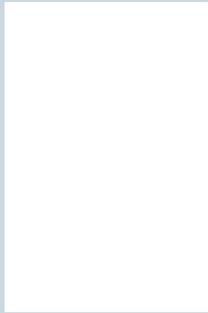
Austria  
Belgium  
France  
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Portugal  
Russia  
Spain  
Sweden  
Switzerland  
Turkey  
United Arab Emirates  
United Kingdom

### Latin America

Argentina  
Brazil  
Chile  
Colombia  
Mexico  
Uruguay

### North America

Bermuda  
Canada  
United States



## About Willis Towers Watson

Willis Towers Watson (NASDAQ: WLTW) is a leading global advisory, broking and solutions company that helps clients around the world turn risk into a path for growth. With roots dating to 1828, Willis Towers Watson has 39,000 employees in more than 120 countries. We design and deliver solutions that manage risk, optimize benefits, cultivate talent, and expand the power of capital to protect and strengthen institutions and individuals. Our unique perspective allows us to see the critical intersections between talent, assets and ideas – the dynamic formula that drives business performance. Together, we unlock potential. Learn more at [willistowerswatson.com](http://willistowerswatson.com).