

Towers Watson Limited – Advisory and Delegated services – Order Execution Reporting for Calendar Year 2019

The following tables comprise the annual report that Towers Watson Limited (TWL) is required to make public to its clients. It is essential to enable the public and investors to evaluate the quality of an investment firm’s execution practices and to identify the top five execution venues in terms of trading volumes where investment firms executed client orders in the preceding year.

- 1) For trades where we are receiving and transmitting orders (RTO) – this equates to all advisory trades
- 2) For trades where we are executing orders directly – this equates to all delegated trades

TWL provides services to clients on both an advisory basis and a delegated basis.

Under the advisory model, TWL provides recommendations to clients with respect to the selection and deselection of managers and changes to the asset allocation or investment strategy within their portfolio.

Under the delegated model, clients authorise TWL to make decisions and implement changes to their portfolio on their behalf. This usually includes the selection, retention and deselection of managers and changes to the asset allocation of their portfolio. Clients set parameters around their portfolio with regards to which decisions TWL may make on their behalf.

This document applies to:

- Those trades that were received by TWL’s Advisory service and which were transmitted to another entity for execution. The data in this report is based on all trades that were received from advisory clients and transmitted to another entity for execution, over calendar year 2019. For the avoidance of doubt, this report also includes detail on those trades that did not fall under the definition of trades for advisory clients because the service did not amount to receiving and transmitting orders.
- Those trades that were executed by the Delegated service. The data in this report is based on all trades that were executed over calendar year 2019.

The report comprises the following sections:

- 1) Information on the firm’s top five Execution venues
- 2) Summary analysis of execution quality in relation to top five Execution venues

Section 1) TWL Advisory service – Information on top five Execution Venues

Class of instrument	Other instruments (Regulated and unregulated open ended collective investment schemes)	
Notification if <1 average trade per business day in the previous year	No – Greater than 1 advisory trade was executed, on average per business day, during calendar year 2019.	
Top five execution venues ranked in terms of trading volumes (descending order)	Proportion of volume traded as a percentage of total in that class	Proportion of orders executed as a percentage of total in that class
BlackRock Investment Management Ltd 549300QXP30FD81KVQQ43	23.20%	19.93%
AXA Investment Management Ltd 213800PZDUGEXMRMKR15	15.94%	2.10%
State Street Global Advisors Ltd	14.23%	17.13%

8KEPZEVXKHU6G2R0SD14		
Legal & General Investment Management 2138005NNERSR7ODIC73	9.74%	24.48%
Insight Investment Funds Management Ltd 213800GJUQIAM2UBS387	7.15%	6.99%

TWL Delegated service - Information on top five Execution Venues

Class of instrument	Other instruments (Regulated and unregulated open ended collective investment schemes)	
Notification if <1 average trade per business day in the previous year	No – Greater than 1 Delegated trade was executed, on average per business day, during calendar year 2019.	
Top five execution venues ranked in terms of trading volumes (descending order)	Proportion of volume traded as a percentage of total in that class	Proportion of orders executed as a percentage of total in that class
Towers Watson Investment Management Ireland 1 plc 635400NDTKUMI7SKHW08 6354005AONA6UNGX9Y55 635400OKW9VXQS2UEG75 635400YBBH36RSIX8C52 635400TNHQWNGLIUJ486 635400APLUSOLFT4TD09	22.31%	16.46%
Insight Investment Funds Management Ltd 213800GJUQIAM2UBS387	17.04%	31.42%
Legal & General Investment Management 2138005NNERSR7ODIC73	13.28%	15.67%
BlackRock Investment Management Ltd 549300QXP30FD81KVQQ43	11.08%	6.14%
Wellington Investments Ltd 529900460KDE7M4QNN13	3.93%	1.34%

Section 2) TWL Advisory and Delegated service - Summary analysis of execution quality

Class of instrument	Other instruments – (Regulated and unregulated open ended collective investment schemes)
Requirement	Explain the relative importance given to the execution factors of price, costs, speed, likelihood of execution or any other consideration including qualitative factors when assessing the quality of execution
TWL Response	Collective investment scheme orders tend to be placed through the completion of a subscription form which is sent to the relevant collective investment scheme operator in order for TWL to transact on behalf of its clients. During calendar year 2019 TWL only transacted in collective investment schemes and segregated client accounts.

	<p>In respect of collective investment scheme orders TWL considers that price is not a factor when assessing the quality of execution as there is only one route to execution, for each transaction, through which the price of the transaction is determined. The costs of each transaction are fixed so cost is also not a factor when assessing the quality of execution. The speed of execution is not a factor to be considered as there are pre-agreed dealing times for subscribing and redeeming collective investment schemes, as dictated by the venue. We consider that the size of the order is a factor in assessing the quality of execution, however, this is only a factor if a dilution levy is applied to the order.</p> <p>In assessing the quality of execution for transactions in collective investment schemes, we place relatively high importance on how quickly the order to subscribe or redeem units is transacted.</p> <p>Note that there were no secondary market transactions within collective investment schemes made by TWL during calendar year 2019.</p>
<p>Requirement</p>	<p>Describe any close links, conflicts of interests, and common ownerships with respect to any execution venues used to execute orders</p>
<p>TWL Response</p>	<p>Close links</p> <p>Of the top five execution venues reported, Towers Watson Investment Management (Ireland) (TWIMI) is a Close Link of TWL as both entities are part of the Willis Towers Watson group. Controls are in place to ensure that any transactions are conducted on an arms' length basis – and only when it is in the client's best interest to do so.</p> <p>Conflicts of interest</p> <p>The top five execution venues are all investment managers, with our clients investing assets in products managed by those managers. There are a number of possible conflicts involved in recommending investment managers' products to our clients, and these are discussed below.</p> <p>Our Manager Research team is independent of all external investment managers. The team maintains up to date research on a selected group of managers, with that selection being the result of extensive screening of the full universe. We aim to have, at all times, a high quality line up of managers to recommend to our advisory clients in every asset class that we believe are likely to be of interest to, and in practice implementable for our clients.</p> <p>If, for a particular investment opportunity, there is more demand from clients than available capacity, we apply our Fair Allocation Policy, which ensures that no client, or group of clients, is given preferential treatment over any other.</p> <p>If the Manager Research team downgrades a rating on a specific external investment manager product, all clients invested in that product are told of the rating change (via a system generated email, unless they have opted out) at the same time as all of our client consultants and delegated portfolio managers.</p> <p>Each TWIM fund exists to provide an improved solution, net of fees, to clients, in comparison to the standard products we are aware of that are offered by asset managers. For comparative purposes, we maintain a list of our preferred non-Willis Towers Watson single manager multi-asset class funds that we can provide to clients when they are considering the use of TWIM funds.</p>

We do not, as standard, maintain ratings on our direct competitors. We define a competitor as a firm that provides open-architecture, multi-manager, multi-strategy solutions. We will undertake specific projects as requested by clients to research and provide a rating on a competitor firm, subject to the agreement of that competitor to provide the level of access and transparency that we require to do due diligence. Notwithstanding the absence of formal ratings we are of course aware of our competitors, and on request we will provide clients (or prospective clients) with the names of those we understand to offer alternative solutions, albeit without any accompanying views on their capabilities.

We are often asked if we will advise our clients to exit our pooled funds. The answer is yes, if advisory services are part of our role, and the fund is no longer appropriate to the client's strategy, or if the fund is inconsistent with the client's investment beliefs. We will not advise a client to exit one of our funds on performance grounds alone. If a fund is performing poorly, we have a structured approach to improving that performance, starting with a thorough review to determine whether any of the underlying managers should be changed, through to changing the portfolio management team or process.

We strive to negotiate value-for-money fees with the external investment managers appointed by our clients. Our aim is to treat all our clients fairly when negotiating fees with those managers, who often have different views on what fee structure they should offer, and how this should vary depending on the size and type of relationships they have with our clients. We want to negotiate the best deal we can in aggregate for our clients but we do not want to create a bias towards any one segment of our clients beyond that which is driven by the manager's views on fee structures.

We have three gifts and hospitality policies as follows:

- 1) Group-wide Anti-bribery and Corruption Gifts and Hospitality policy (GEHP). The GEHP is focused on both accepting and giving gifts, entertainment and hospitality from both suppliers and third party organisations including investment managers and clients of TWL.
- 2) Investment Line of Business (LoB) Global Hospitality Policy – This policy is focused on the acceptance of hospitality from investment managers.
- 3) MiFID II Inducements policy – This policy is focused on the acceptance or giving of non-monetary benefits from/to non-clients, and includes treatment of investment research as an inducement.

We have assessed all records of Gifts and Hospitality received over calendar year 2019, in relation to the top five venues with which TWL (comprising both Advisory and Delegated businesses) has transacted over the period. The following sets out the number of Gifts and Hospitality records logged in respect of each venue. All records relate to the receipt of non-monetary benefits of a minor nature.

Venue 1: Towers Watson Investment Management
Number of Gifts and Hospitality records: Zero

Venue 2: BlackRock Investment Management Ltd
Number of Gifts and Hospitality records: Three

Venue 3: Insight Investment Funds Management Ltd
Number of Gifts and Hospitality records: One

	<p>Venue 4: Legal & General Investment Management Number of Gifts and Hospitality records: Three</p> <p>Venue 5: State Street Global Advisors Ltd Number of Gifts and Hospitality records: Zero</p> <p>Across Willis Towers Watson as a whole, we have a large number of clients in the financial services sector. Inevitably therefore, we find ourselves undertaking research on investment managers where the manager, its parent or an associated pension fund is a client of another part of Willis Towers Watson. Within the Investment LoB, we do not provide any advisory services to investment managers in relation to their investment management business. However, we may provide services to them in relation to their pension fund – either directly to the sponsor or to the pension fund trustees.</p> <p>Common ownerships</p> <p>Of the top five execution venues reported, on the basis of our group structure we have common ownership with Towers Watson Investment Management (Ireland) (TWIMI) only. The extent of the ownership is, however, somewhat diluted due to characteristics of the Willis Towers Watson Group structure.</p>
<p>Requirement</p>	<p>Describe any specific arrangements that the Firm has with execution venues regarding payments made or received, discounts, rebates or non-monetary benefits received</p>
<p>TWL Response</p>	<p>All arrangements that we have with execution venues are in respect of the improvement of terms and conditions for various products managed by these execution platforms, fee discounts and rebates which our Manager Research team negotiates with asset managers on behalf of our clients. All the fee discounts and rebates in their entirety flow through and benefit our clients and do not benefit the firm in any way. We do not receive or make any payments or non-monetary benefits from asset managers. However our Thinking Ahead Institute, of which some of the top five execution venues may be members, receives subscription fees purely for membership purposes. This arrangement has no direct link to the services provided by our Manager Research team. We have fee discount arrangements in place with four of the top five execution venues reported. The fee discounts are for some, but not all, of the products managed by each of the four execution venues.</p> <p>TWIM is an entity within the Towers Watson group. Each fund is managed by Towers Watson Investment Management Ireland (TWIMI) and is an open-architecture multi-manager solution for our clients. Most of the managers in which TWIMI funds invest will provide fee discounts to TWIM. Where a TWL client invests in TWIM, the benefits of the fee discounts will always flow through in their entirety to the client, via the TWIM platform.</p>
<p>Requirement</p>	<p>Explain the factors that led to a change in the list of the Firm’s execution venues listed in the Firm’s execution policy, if such a change occurred.</p>
<p>TWL Response</p>	<p>TWL Advisory and Delegated execution venues are shown in section 1.</p> <p>There has not been any change in the composition of the top five venues with which TWL (comprising both Advisory and Delegated businesses) has transacted over the period compared to the report which was made public on 30 April 2019 relating to transactions made in the calendar year 2018.</p>

Requirement	Explain how the order execution differs according to client categorisation, where the firm treats categories of clients differently and where it may affect the order execution arrangements
TWL Response	TWL Advisory and Delegated services professional and eligible counterparty clients. There is no difference in the order execution arrangements for each type of client.
Requirement	Explain whether other criteria were given precedence over immediate price and cost when executing retail client orders and how these other criteria were instrumental in delivering the best possible result in terms of the total consideration to the client
TWL Response	This requirement is not applicable to TWL Advisory or Delegated services as neither service has any retail clients.
Requirement	Explain how the Firm has used any data or tools relating to the quality of execution including any data published by execution venues
TWL Response	For all transactions Willis Towers Watson compares the actual transaction costs incurred against the quoted estimate. A comparison of transaction costs is also made against other investment managers' comparative collective investment scheme spreads.
Requirement	Explain how the Firm has used any output from a consolidated tape provider
TWL Response	This is not applicable to TWL Advisory or Delegated as neither service has signed up to a consolidated tape provider or accessed data from a consolidated tape provider.