

Company number: 02956441

JIB Overseas Holdings Limited

Annual Report and Financial Statements

for the Year Ended 31 December 2019

JIB Overseas Holdings Limited

Company number: **02956441**

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JIB Overseas Holdings Limited

Company number: **02956441**

Company Information

Directors

J Flahive

M D Jones

Company secretary

Marsh Secretarial Services Limited

Registered office

The St Botolph Building
138 Houndsditch
London
EC3A 7AW

JIB Overseas Holdings Limited

Company number: **02956441**

Strategic Report for the Year Ended 31 December 2019

The directors present their strategic report for JIB Overseas Holdings Limited ('the Company') for the year ended 31 December 2019.

Principal activities

Until 1 April 2019, the Company formed part of the Managed Services Division of Jardine Lloyd Thompson Group plc ('the JLT Group'). On 1 April 2019 the JLT Group was acquired by Marsh & McLennan Companies, Inc ('MMC' or 'the Group'). The Company acts as an intermediary holding company and expects to continue in this activity for the foreseeable future.

Business review

Profit before taxation amounts to £1,140,582,417 (2018: £4,731,900).

During the year, and as part of a wider Group restructure to integrate the JLT Group companies with the MMC companies, the Company adopted new Articles of Association to facilitate the following:

- On 24 June 2019, the Company was transferred the entire legal and beneficial interest in a loan from JLT US. In consideration for the contribution and assignment of this loan the Company allotted and issued to the transferor 1,000 Ordinary shares of £1.00 each in the capital of the Company. The aggregate valuation of the loan was £313,523,556 resulting in an increase in share capital of £1,000 and share premium of £313,522,556;
- Also on 24 June 2019, the Company transferred the entire legal and beneficial interest in the above loan of £313,523,556 and one other loan of £103,157,128 to JLT US in exchange for shares in JLT US. This resulted in a reduction to debtors and a corresponding increase to fixed asset investments;
- On 22 July 2019 the Company cancelled and extinguished 40,000,000 Ordinary shares of £1.00 each. The amount released as a result of the cancellation and reduction was credited to retained earnings of the Company. In addition, the Company reduced its £398,620,000 share premium account to nil, the reduction being credited to retained earnings;
- On 30 August 2019 the Company sold its investment in JLT Holdings Inc for its fair market value of £583,626,826 in exchange for a loan note. The loan note was then distributed to JIB Group Holdings Limited;
- On 1 November 2019 the Company was transferred the entire legal and beneficial interest in a loan from JLT Canada, Inc. In consideration for the contribution and assignment of the loan the Company allotted and issued to the transferor 1,000 Ordinary shares of £1.00 each in the capital of the Company. The aggregate valuation of the loan was £6,213,261 resulting in an increase in share capital of £1,000 and share premium of £6,212,261;
- On 19 December 2019 the Company reduced its £6,223,000 share premium account to nil and also cancelled and extinguished 20,196,018 Ordinary shares of £1.00 each. The amount released as a result of the cancellations and reductions was credited to retained earnings of the Company; and
- As part of the Group restructure to integrate the JLT Group companies with the MMC companies, the Company disposed of its investments in JLT Holdings Inc, Jardine Lloyd Thompson Ireland Unlimited Company and Jardine Lloyd Thompson Korea Limited. The net assets of the Company's subsidiaries, JLT Holdings (Bermuda) Limited and JMIB Holdings BV, have reduced due to the Group restructure resulting in the Company increasing its provision for impairment accordingly. More details can be found in Note 12.

The results of the Company for the year ended 31 December 2019 are set out in the financial statements on pages 10 to 40.

Key Performance Indicators (KPIs)

Given the straightforward nature of the business, the Company's directors believe that analysis using KPIs for the Company is not necessary or appropriate for an understanding of the development, performance or position of the business.

JIB Overseas Holdings Limited

Company number: **02956441**

Strategic Report for the Year Ended 31 December 2019 (continued)

Section 172 (1) of the Companies Act 2006 (the 'Act') Statement

This Statement is made pursuant to s. 414CZA of the Companies Act 2006.

The Company forms part of the Marsh & McLennan Companies, Inc. Group of Companies (the MMC Group), a global professional services provider, specialising in the areas of risk, strategy and people. It acts as a non-trading intermediate holding company and its activities are aligned to the strategy and risk management and control frameworks of the MMC Group.

The directors of the Company are committed to lead and direct the affairs of the Company in order to promote the long-term sustainable success of the Company, generating value for its shareholder and ensuring sound and prudent management of the firm.

The directors of the Company consider that, both individually and collectively, they have acted in a way, in good faith, that would most likely promote the success of the Company, for the benefit of its members (s. 172(1)), also having regard to the long-term consequences of any decisions taken (172(1)(a)). Distributions to the Company's shareholder are only considered after a full assessment of capital adequacy and the Company's ability to continue as a going concern into the foreseeable future to ensure investment in the future growth of the Company, balanced with stable and sustainable returns to the shareholder.

Sections 172(1)(b)-(e) do not apply to the Company in its capacity as a non-trading intermediate holding company for the MMC Group, as it does not have employees, clients or suppliers.

The Greater Good, which is the MMC Group's Code of Conduct, applies to all directors of the Company and it embodies the MMC Group's commitment to maintaining the highest ethical conduct and professional standards. These non-negotiable standards are outlined in the Greater Good, which emphasises the importance of building trust with colleagues, clients and the wider community.

Principal risks and uncertainties

From the perspective of the Company, the principal risks and uncertainties and financial risks of the Company are integrated with that of the Group and are not managed separately. Accordingly the principal risks and uncertainties and financial risks of the Group, which include those of the Company, are set out in the Finance Director's Review and Risk Management Reports in the annual report of the Group which does not form part of this report.

Emerging risk

Covid-19

On March 11, 2020, the World Health Organization declared the Covid-19 a pandemic. If this continues to spread through contagion, it is likely to further intensify the disruptive impact on the global and UK economy. As the Company does not trade and it is not the directors' intention to commence trading in the foreseeable future, Covid-19 is not considered to have a significant impact on the financial or operational areas of the Company.

Political risk

Brexit

The directors have considered the key risks and impact to its business and operations in the event of a no-deal Brexit and have taken steps to mitigate these. The Company continues to collate activities within its lines of business and across functional areas to ensure the Company is Brexit ready and responsive to changing circumstances.

Approved by the Board on 25 November 2020 and signed on its behalf by:



M D Jones
Director

JIB Overseas Holdings Limited

Company number: **02956441**

Directors' Report for the Year Ended 31 December 2019

The directors present their annual report and the audited financial statements of the Company for the year ended 31 December 2019.

Directors of the company

The directors of the company who were in office during the year and up to the date of signing the financial statements were as follows:

D A Byrne (resigned 20 November 2019)

C L Rayner (resigned 31 March 2020)

J Flahive (appointed 3 June 2019)

The following director was appointed after the year end:

M D Jones (appointed 27 March 2020)

The Company has put in place an indemnity in its Articles of Association to indemnify directors and officers of the Company against losses or liabilities sustained in the execution of their duties of office. The indemnity is a qualifying third party indemnity provision under s232 and s234 of the Companies Act 2006.

Dividends

The directors recommend an interim dividend payment of £1,593,821,467 in respect of the financial year ended 31 December 2019 (2018: £Nil).

Dividends of £545,563,265 have been paid in 2020 so far. These are a result of the continuing Group restructure to integrate the JLT companies with the MMC companies and the receipt of dividends from the Company's subsidiaries.

Going concern

The directors have no plans for a change in the principal activities of the Company or any intention to liquidate the Company in the foreseeable future. These financial statements are therefore presented on a going concern basis.

The Company continues to monitor the uncertainty in the current economic and business environment including the impact of the Covid-19 pandemic. As the Company acts as an intermediate holding company in the MMC Group, the Covid-19 pandemic is not considered to have a material impact on the directors' assessment of the going concern basis.

Subsequent events

Covid-19

On 11 March 2020, the World Health Organization declared the Coronavirus (Covid-19) a pandemic. Developments in the first half of 2020 have created significant uncertainty about the impact on the global economy and have resulted in significant impacts to the financial markets and asset values around the world. The Company considered the emergence and spread of Covid-19 to be a non-adjusting post balance sheet event and expects any impact on the Company to be minimal as it is a non-trading entity.

Share capital and share premium

On 31 May 2020 the Company was also transferred the entire legal and beneficial interest in a loan from JLT South Africa. In consideration for the contribution and assignment of the loan the Company allotted and issued to the transferor 1,000 Ordinary shares of £1.00 each in the capital of the Company. The aggregate valuation of the loan was £10,495,630 resulting in an increase in share capital of £1,000 and share premium of £10,494,630.

JIB Overseas Holdings Limited

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Directors' Report for the Year Ended 31 December 2019 (continued)

Financial risk management

The financial risk management of the Company has been disclosed as part of the "Principal risks and uncertainties" note within the Strategic Report of this Annual Report.

Statement of Disclosure of information to the auditors

So far as the directors are aware, there is no relevant audit information of which the Company's auditors are unaware, and the directors have taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Appointment of auditors

Following the acquisition of JLT Group by MMC, PricewaterhouseCoopers LLP tendered their resignation. Deloitte LLP were appointed as auditor in line with Section 485 of the Companies Act 2006.

Approved by the Board on 25 November 2020 and signed on its behalf by:



.....
M D Jones
Director

JIB Overseas Holdings Limited

Company number: **02956441**

Statement of Directors' Responsibilities

The directors are responsible for preparing the Directors' Report, Strategic Report and the financial statements in accordance with applicable law and regulation.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) including Financial Reporting Standard 101 "Reduced Disclosure Framework" ('FRS101'). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies and apply them consistently;
- state whether applicable accounting standards, have been followed, subject to any material departures explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

In the case of each director in office at the date the Directors' Report is approved:

- so far as the director is aware, there is no relevant audit information of which the Company's auditors are unaware; and
- they have taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

JIB Overseas Holdings Limited

Company number: **02956441**

Independent auditor's Report to the members of JIB Overseas Holdings Limited

Report on the audit of the financial statements

Opinion

In our opinion the financial statements of, JIB Overseas Holdings Limited (the 'Company'):

- give a true and fair view of the state of the Company's affairs as at 31 December 2019 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice including Financial Reporting Standard 101 "Reduced Disclosure Framework"; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the profit and loss account;
- the statement of comprehensive income;
- the balance sheet;
- the statement of changes in equity; and
- the related notes 1 to 17.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 101 "Reduced Disclosure Framework" (United Kingdom Generally Accepted Accounting Practice).

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report.

We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the Financial Reporting Council's (the 'FRC's') Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

We are required by ISAs (UK) to report in respect of the following matters where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the Company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

We have nothing to report in respect of these matters.

JIB Overseas Holdings Limited

Company number: **02956441**

Independent auditor's Report to the members of JIB Overseas Holdings Limited (continued)

Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement of the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in respect of these matters.

Responsibilities of the directors

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

JIB Overseas Holdings Limited

Company number: **02956441**

Independent auditor's Report to the members of JIB Overseas Holdings Limited (continued)

Report on other legal and regulatory requirements.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified any material misstatements in the strategic report or the directors' report.

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required to report in respect of the following matters if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

We have nothing to report in respect of these matters.

Use of this report

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.



.....
Claire Clough ACA (Senior Statutory Auditor)
For and on behalf of Deloitte LLP
Statutory Auditor

London, United Kingdom

25 November 2020

JIB Overseas Holdings Limited

Company number: **02956441**

Profit and Loss Account for the Year Ended 31 December 2019

	Note	2019 £ 000	2018 £ 000
Turnover	3	1,008,148	22
Other income		1	48
Operating profit		1,008,149	70
Profit on disposal of investments		139,891	-
Interest receivable and similar income	5	2,885	5,975
Interest payable and similar expenses	6	(621)	(1,313)
Impairment of investments		(9,722)	-
Profit before taxation		1,140,582	4,732
Tax on profit	10	(5,204)	(127)
Profit for the financial year		1,135,378	4,605

The above results were derived from continuing operations.

The notes on pages 14 to 40 form an integral part of these financial statements.

JIB Overseas Holdings Limited

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Statement of Comprehensive Income for the Year Ended 31 December 2019

	2019	2018
	£ 000	£ 000
Profit for the year	<u>1,135,378</u>	<u>4,605</u>
Total comprehensive income for the year	<u>1,135,378</u>	<u>4,605</u>

The notes on pages 14 to 40 form an integral part of these financial statements.

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Balance Sheet as at 31 December 2019

	Note	2019 £ 000	2018 £ 000
Fixed assets			
Investments	12	84,174	220,679
Current assets			
Debtors	13	9,053	108,630
Creditors: Amounts falling due within one year	14	(73,629)	(171,003)
Net current liabilities		(64,576)	(62,373)
Net assets		19,598	158,306
Capital and reserves			
Called up share capital	15	2	60,196
Share premium		-	85,099
Profit and loss account		19,596	13,011
Total Shareholders' funds		19,598	158,306

The notes on pages 14 to 40 form an integral part of these financial statements.

The financial statements on pages 10 to 40 were approved by the Board on 25 November 2020 and signed on its behalf by:



.....
M D Jones
Director

JIB Overseas Holdings Limited

Company number: **02956441**

Statement of Changes in Equity for the Year Ended 31 December 2019

	Note	Called up share capital £ 000	Share premium account £ 000	Profit and loss account £ 000	Total Shareholders' funds £ 000
At 1 January 2019		60,196	85,099	13,011	158,306
Profit for the financial year		-	-	1,135,378	1,135,378
Total comprehensive income		-	-	1,135,378	1,135,378
Dividends	11	-	-	(1,593,822)	(1,593,822)
New share capital subscribed	15	2	319,734	-	319,736
Share capital reduction	15	(60,196)	(404,833)	465,029	-
At 31 December 2019		2	-	19,596	19,598

	Note	Called up share capital £ 000	Share premium account £ 000	Profit and loss account £ 000	Total Shareholders' funds £ 000
At 1 January 2018		60,196	85,099	8,406	153,701
Profit for the financial year		-	-	4,605	4,605
Total comprehensive income		-	-	4,605	4,605
At 31 December 2018		60,196	85,099	13,011	158,306

The notes on pages 14 to 40 form an integral part of these financial statements.

JIB Overseas Holdings Limited

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Notes to the Financial Statements for the Year Ended 31 December 2019

1 General information

The company is a private company limited by share capital incorporated in the United Kingdom and registered in England and Wales.

The address of its registered office is:

The St Botolph Building
138 Houndsditch
London
EC3A 7AW

2 Accounting policies

Summary of significant accounting policies and key accounting estimates and judgements

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

Basis of preparation

These financial statements have been prepared in accordance with Financial Reporting Standard 101, 'Reduced Disclosure Framework' (FRS 101).

Going concern

These financial statements have been prepared on a going concern basis under the historical cost convention and in accordance with the Companies Act 2006, except for the following:

- the available-for-sale financial assets, financial assets and liabilities (including derivative financial instruments) are measured at fair value.

The Company continues to monitor the uncertainty in the current economic and business environment including the impact of the Covid-19 pandemic. As the Company acts as an intermediate holding company in the MMC Group, the Covid-19 pandemic is not considered to have a material impact on the directors' assessment of the going concern basis.

New standards, amendments and IFRIC interpretations

There are no new accounting standards, amendments to accounting standards or IFRIC interpretations that are effective for the year ended 31 December 2019 which have a material impact on the Company's financial statements.

Summary of disclosure exemptions

The following exemptions from the requirements of IFRS have been applied in the preparation of these financial statements, in accordance with FRS 101:

JIB Overseas Holdings Limited

Company number: **02956441**

Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

2 Accounting policies (continued)

1. IFRS 7 “Financial Instruments disclosures”.
2. Paragraphs 91 to 99 of IFRS 13 “Fair value measurement” in respect of disclosure of valuation techniques and inputs used for fair value measurement of assets and liabilities.
3. Paragraph 30 and 31 of IAS 8 “Accounting policies, changes in accounting estimates and errors” in respect of the requirement for the disclosure of information when an entity has not applied a new IFRS that has been issued but is not yet effective.
4. IAS 24 “Related party disclosures” in respect of the disclosure of related party transactions entered into between two or more members of a Group.
5. IAS 7 “Statement of cash flows” in respect of the preparation of a statement of cash flow.
6. The following paragraphs of IAS 1 “Presentation of financial statements”:
 - i. Paragraph 79(a)(iv) of IAS 1 in respect of the disclosure of the number of shares outstanding at the beginning and at the end of the period.
 - ii. Paragraph 10(d) in respect of the disclosure of Statement of cash flows.
 - iii. Paragraph 10(f) in respect of the Balance Sheet as at the beginning of the preceding period when an entity applies an accounting policy retrospectively or makes a retrospective restatement of items in its financial statements, or when it reclassifies items in its financial statements.
 - iv. Paragraph 16 in respect of the statement of compliance with all IFRS.
 - v. Paragraph 38A in respect of the requirement for minimum of two primary statements, including cash flow statements.
 - vi. Paragraph 40A-D in respect of the requirement for a third balance sheet when an accounting policy is applied retrospectively or makes a retrospective restatement of items in its financial statements or reclassifies items in its financial statements,
 - vii. Paragraph 111 in respect of cash flow information which provides users of financial statements with a basis to assess the ability of the entity to generate cash and cash equivalents and the needs of the entity to utilise those cash flows and
 - viii. Paragraph 134-136 in respect of capital management disclosures.

JIB Overseas Holdings Limited

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Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

2 Accounting policies (continued)

7. The following paragraphs of IFRS 3 “Business combinations”:

- i. Paragraph 62 - disclosure requirements of paragraph B67.
- ii. Paragraph B64(d) - the primary reasons for the business combination and a description of how the acquirer obtained control of the acquiree.
- iii. Paragraph B64(e) - a qualitative description of the factors that make up the goodwill recognised.
- iv. Paragraph B64(g) - requirements around contingent consideration arrangements and indemnification assets.
- v. Paragraph B64(h) - requirements around acquired receivables.
- vi. Paragraph B64(j) - requirements around unrecognised contingent liabilities.
- vii. Paragraph B64(k) - goodwill expected to be deductible for tax purposes.
- viii. Paragraph B64(l-m) - disclosure requirements of transactions recognised separately from the acquisition of assets and assumption of liabilities in the business combination.
- ix. Paragraph B64(n)(ii) - reasons for gains in a bargain purchase.
- x. Paragraph B64(o)(ii) - valuation techniques and inputs of NCI, if measured at fair value, in acquisitions of less than 100% ownership acquired.
- xi. Paragraph B64(p) - requirements of business combinations achieved in stages.
- xii. Paragraph B64(q)(ii) - disclosure of revenue and profit/loss of combined entity for the current reporting period as though the acquisition date for all business combinations that occurred during the year had been as of the beginning of the annual reporting period.
- xiii. Paragraph B66 - requirements of business combinations acquired after the end of the current reporting period but before the financial statements are authorised for issue.
- xiv. Paragraph B67 - requirements for each material business combination or in the aggregate for individually immaterial business combinations that are material collectively:

8. Paragraphs 134(d-f) and 135(c-e) of IAS 36 “Impairment of assets” in respect of assumptions involved in estimating recoverable amounts of cash generating units containing goodwill or intangible assets with indefinite useful lives and management’s approach to determining these amounts.

Exemption from preparing group financial statements

The Company is a wholly owned subsidiary of Marsh & McLennan Companies, Inc. It is included in the consolidated financial statements of Marsh & McLennan Companies, Inc which are publicly available. Therefore the Company is exempt by virtue of section 400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements.

Dividend income

Dividend income is recognised when the right to receive payment is established.

Interest income and expense

Interest income is recognised using the effective interest method. When a loan and receivable is impaired, the Company reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at the original effective interest rate of the instrument, and continues unwinding the discount as interest income. Interest income on impaired loan and receivables is recognised using the original effective interest rate.

JIB Overseas Holdings Limited

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Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

2 Accounting policies (continued)

Foreign currency transactions and balances

Items included in the financial statements are measured using the currency of the primary economic environment in which the Company operates ('the functional currency'). The financial statements are presented in Sterling, which is the Company's functional and presentational currency.

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement, except when deferred in equity as qualifying cash flow hedges and qualifying net investment hedges. Translation differences on non-monetary items, such as equities held at fair value through profit or loss, are reported as part of the fair value gain or loss. Translation differences on non-monetary items, such as equities classified as available-for-sale financial assets, are included in other comprehensive income.

Tax

Tax is recognised in the income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in shareholders' funds. In this case, the tax is also recognised in other comprehensive income or directly in shareholders' funds, respectively.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the Company operates and generates taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

The charge for taxation is based on the result for the year at current rates of tax and takes into account deferred tax.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, if the deferred income tax arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss, it is not recognised. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

JIB Overseas Holdings Limited

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Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

2 Accounting policies (continued)

Deferred income tax is charged or credited to equity in respect of any item, which is itself either charged or credited directly to equity. Any subsequent recognition of the deferred gain or loss in the income statement is accompanied by the corresponding deferred income tax.

Deferred income tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred income tax is provided on temporary differences arising on investments in subsidiaries and associates, except where the Company controls the timing of the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

Investment in subsidiaries

Investments in subsidiaries are held at cost less accumulated impairment losses.

Impairment of non-financial assets

Investments in subsidiaries and intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount.

The recoverable amount is the higher of an asset's fair value less costs to sell and value-in-use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units).

Dividend distribution

Dividends proposed or declared after the balance sheet dates are not recognised as a liability at the balance sheet date. Dividend distributions to the Company's shareholders are recognised as a liability in the company's financial statements in the period in which the dividends are approved by the company's shareholders.

Critical accounting estimates and judgements

Estimates and judgements used in preparing the financial statements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable. The resulting accounting estimates will, by definition, seldom equal the related actual results.

The estimates and assumptions that have a significant effect on the carrying amounts of assets and liabilities are discussed below.

JIB Overseas Holdings Limited

Company number: **02956441**

Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

2 Accounting policies (continued)

Fair value estimation

The fair value of financial instruments traded in active markets (such as available-for-sale) is based upon quoted market prices at the balance sheet date. The quoted market price used for financial assets held by the Company is the current bid price.

The carrying value less impairment provision of trade receivables and payables is assumed to approximate their fair values. The fair values of financial liabilities are estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Company for similar financial instruments.

The fair value of acquired intangible assets is estimated based upon the present value of modelled related expected future cash flows.

Judgement may be applied in the determination of the growth rates, discount rates and the expected cash flows.

Impairment of assets

Investments in subsidiaries and intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment. Assets that are not subject to amortisation are also reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable, management judgement is used to evaluate which events or changes in circumstances may trigger an impairment. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount.

The recoverable amount of an asset or a cash generating unit is determined based on value-in-use calculations prepared on the basis of management's assumptions and estimates. This determination requires significant judgement. In making this judgement, the Company evaluates, among other factors, the duration and extent to which the fair value of an investment is less than its cost; and the financial health of and near-term business outlook for the investment, including factors such as industry and sector performance, changes in regional economies and operational and financing cash flow.

3 Turnover

	2019	2018
	£ 000	£ 000
Dividends from investments		
JMIB Holdings BV	1,008,148	-
JLT Re Colombia	-	22
	<hr/> 1,008,148	<hr/> 22

JIB Overseas Holdings Limited

Company number: **02956441**

Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

4 Operating profit

Arrived at after (crediting)

	2019	2018
	£ 000	£ 000
Foreign exchange gains	-	(49)

5 Interest receivable and similar income

	2019	2018
	£ 000	£ 000
Other receivable - group	2,885	5,975

Following the acquisition of the JLT Group by MMC, there is a project underway to settle all remaining intercompany balances and, therefore, the treatment of the balances has been aligned with MMC policies.

6 Interest payable and similar expenses

	2019	2018
	£ 000	£ 000
Group interest and similar charges payable	332	1,313
Interest on taxation	289	-

Following the acquisition of the JLT Group by MMC, there is a project underway to settle all remaining intercompany balances and, therefore, the treatment of the balances has been aligned with MMC policies.

7 Staff costs

There were no employees during the year ended 31 December 2019 (2018: £Nil).

8 Directors' remuneration

The directors received no emoluments in respect of their services to JIB Overseas Holdings Limited during the year ended 31 December 2019 (2018: £Nil).

9 Auditor's remuneration

Auditor's remuneration for the statutory audit of the financial statements of the Company for the year ended 31 December 2019 is £10,000 (2018: £2,705).

The auditor's remuneration is paid, on behalf of the Company, by a fellow subsidiary, JLT Management Services Limited.

JIB Overseas Holdings Limited

Company number: **02956441**

Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

10 Tax on profit

	2019 £ 000	2018 £ 000
Current tax charge		
Current year	653	301
Adjustments in respect of prior years	4,551	(174)
	<u>5,204</u>	<u>127</u>

Following the Budget announcement on 11 March 2020, the UK corporation tax rate (from 1 April 2020) will now be maintained at 19% and will no longer reduce to 17% as previously legislated. The Company has not recognised any deferred tax amounts at the balance sheet date.

The tax on the Company's profit before tax differs from the theoretical amount that would arise using the tax rate of the home country of the Company as follows:

	2019 £ 000	2018 £ 000
Profit before taxation	<u>1,140,582</u>	<u>4,732</u>
Tax calculated at UK Corporation Tax rate of 19% (2018: 19%)	216,711	899
Withholding tax	203	-
Expenses not deductible for tax purposes	(24,713)	(594)
Adjustments in respect of prior years	4,551	(174)
Non taxable income	<u>(191,548)</u>	<u>(4)</u>
Total tax charge	<u>5,204</u>	<u>127</u>

11 Dividends

Dividends totalling £1,593,822k (£78.918 per share) were declared and paid during the year as part of the Group restructure project following the acquisition of the JLT Group by MMC on 1 April 2019. The dividends were paid in the year as follows:

	Per share £	Total £000
1 August 2019	45.032	909,459
30 August 2019	28.898	583,626
1 November 2019	4.988	100,737
	<u>78.918</u>	<u>1,593,822</u>

The dividends on 1 August 2019 and 1 November 2019 were settled via the assignment of the benefit of intercompany receivables due to the Company.

JIB Overseas Holdings Limited

Company number: **02956441**

Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

12 Investments

Subsidiaries	£ 000
Cost	
At 1 January 2019	221,702
Additions	422,894
Disposals	<u>(549,677)</u>
At 31 December 2019	<u>94,919</u>
Provision for impairment	
At 1 January 2019	1,023
Provision	<u>9,722</u>
At 31 December 2019	<u>10,745</u>
Carrying amount	
At 31 December 2019	<u>84,174</u>
At 31 December 2018	<u>220,679</u>

As part of a wider Group restructure to integrate the JLT Group companies with the MMC companies, the Company increased its investment in JLT Holdings Inc by £416.7m on 30 August 2019 and JMIB Holdings BV by £6.2m on 1 November 2019. It also disposed of its total investment in JLT Holdings, Inc on 30 August 2019; its investment in Jardine Lloyd Thompson Ireland Unlimited Company on 24 June 2019 and its investment in Jardine Lloyd Thompson Korea Limited on 10 October 2019.

The net assets of the Company's subsidiaries, JLT Holdings (Bermuda) Limited, JIB Holdings (Pacific) Limited and JMIB Holdings BV, have reduced due to the Group restructure. JIB Overseas Holdings Limited has therefore increased its provision for impairment accordingly.

JLT Affinity Colombia Solutions SAS was dissolved on 4 July 2018. The investment was a wholly owned subsidiary of Beneficios Integrales Oportunos SA and held no value for the Company.

Details of the subsidiaries as at 31 December 2019 are as follows:

JIB Overseas Holdings Limited

Company number: **02956441**

Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

12 Investments (continued)

Name of subsidiary	Country of incorporation and principal place of business	Proportion of ownership interest and voting rights held	
		2019	2018
JLT Latin America Holdings Limited	The St Botolph Building, 138 Houndsditch, London, EC3A 7AW, United Kingdom	100%	100%
JLT Colombia Retail	The St Botolph Building, 138 Houndsditch, London, EC3A 7AW, United Kingdom	100%	100%
JLT Colombia Wholesale Limited	The St Botolph Building, 138 Houndsditch, London, EC3A 7AW, United Kingdom	100%	94.37%
JLT LATAM (Southern Cone) Wholesale Limited	The St Botolph Building, 138 Houndsditch, London, EC3A 7AW, United Kingdom	100%	53%
JLT Mexico Holdings Limited	The St Botolph Building, 138 Houndsditch, London, EC3A 7AW, United Kingdom	100%	100%
JLT Peru Retail	The St Botolph Building, 138 Houndsditch, London, EC3A 7AW, United Kingdom	100%	100%
JLT Peru Wholesale Limited	The St Botolph Building, 138 Houndsditch, London, EC3A 7AW, United Kingdom	100%	100%
JLT Peru Reinsurance Solutions Limited	The St Botolph Building, 138 Houndsditch, London, EC3A 7AW, United Kingdom	100%	80.07%
Jardines PF - Consultoria Em Gestao de Risco Lda	Rua Kuamme Knrumah Numero 31, Ingombota, Luanda, Angola	100%	100%
JLT Towner Insurance Management (Anguilla) Limited	Babrow's Commercial Complex, The Valley, AI-2640, Anguilla	100%	100%

JIB Overseas Holdings Limited

Company number: **02956441**

Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

12 Investments (continued)

JLT Insurance Brokers S.A	c/o Estudio Beccar Varela, Tucuman 1, 4th Floor, Beunos Aires, Argentina	100%	74.5%
JLT Re Argentina Corredores de Reaseguros S.A.	Della Paolera 265, Torre Boston, 24th Floor Retiro, C.A.B.A, Argentina	100%	53%
AssetVal Pty Ltd	Grosvenor Place' Level 37, 225 George Street, Sydney NSW 2000, Australia	0%	100%
Australian Insurance Brokers Pty Ltd	Grosvenor Place' Level 37, 225 George Street, Sydney NSW 2000, Australia	0%	100%
Broderick Piller Pty Ltd	Grosvenor Place' Level 37, 225 George Street, Sydney NSW 2000, Australia	0%	100%
Echelon Australia Pty Limited	Grosvenor Place' Level 37, 225 George Street, Sydney NSW 2000, Australia	0%	100%
Group Promoters Pty Limited	Grosvenor Place' Level 37, 225 George Street, Sydney NSW 2000, Australia	0%	100%
Jardine Lloyd Thompson Australia Pty Limited	Grosvenor Place' Level 37, 225 George Street, Sydney NSW 2000, Australia	0%	100%
Jardine Lloyd Thompson Pty Limited	Grosvenor Place' Level 37, 225 George Street, Sydney NSW 2000, Australia	0%	100%
JLT Group Services Pty Limited	Grosvenor Place' Level 37, 225 George Street, Sydney NSW 2000, Australia	0%	100%
JLT Re Pty Ltd	Grosvenor Place' Level 37, 225 George Street, Sydney NSW 2000, Australia	0%	100%
Key Underwriting Pty Ltd	Grosvenor Place' Level 37, 225 George Street, Sydney NSW 2000, Australia	0%	100%

JIB Overseas Holdings Limited

Company number: **02956441**

Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

12 Investments (continued)

Local Government Insurance Brokers Pty Limited	Grosvenor Place' Level 37, 225 George Street, Sydney NSW 2000, Australia	0%	100%
Premium Services Australia Pty Limited	Grosvenor Place' Level 37, 225 George Street, Sydney NSW 2000, Australia	0%	100%
Risk Management Australia Pty Limited	Grosvenor Place' Level 37, 225 George Street, Sydney NSW 2000, Australia	0%	100%
The Recovre Group Pty Ltd	Grosvenor Place' Level 37, 225 George Street, Sydney NSW 2000, Australia	0%	100%
Isosceles Insurance (Barbados) Limited	1st Floor, Limegrove Centre, Holetown, St James, Barbados	0%	90.91%
JLT Holdings (Barbados) Ltd	1st Floor, Limegrove Centre, Holetown, St James, Barbados	90.91%	90.91%
JLT Insurance Management (Barbados) Ltd	1st Floor, Limegrove Centre, Holetown, St James, Barbados	90.91%	90.91%
JLT Management (Barbados) Ltd	St James House, Second Street, Holetown, St James, Barbados	90.91%	90.91%
JLT Trust Services (Barbados) Limited	1st Floor, Limegrove Centre, Holetown, St James, Barbados	90.91%	90.91%
Belgibo N.V	De Gerlachekaai 20, 2000 Antwerp, Belgium	100%	100%
CMC - Belgibo	De Gerlachekaai 20, 2000 Antwerp, Belgium	100%	100%
Agnew Higgins Pickering & Co. (Bermuda) Ltd	Clarendon House, 2 Church Street, Hamilton, HM11, Bermuda	100%	100%
Evolution Management Ltd	Crawford House, 50 Cedar Avenue, Hamilton, HM11, Bermuda	100%	100%

JIB Overseas Holdings Limited

Company number: **02956441**

Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

12 Investments (continued)

Isosceles Insurance Ltd	Crawford House, 50 Cedar Avenue, Hamilton, HM11, Bermuda	0%	100%
JLT Bermuda Ltd	Crawford House, 50 Cedar Avenue, Hamilton, HM11, Bermuda	100%	100%
JLT Holdings (Bermuda) Ltd.	Crawford House, 50 Cedar Avenue, Hamilton, HM11, Bermuda	100%	100%
JLT Insurance Management (Bermuda) Limited	Crawford House, 50 Cedar Avenue, Hamilton, HM11, Bermuda	100%	100%
Scalene Re Ltd	Crawford House, 50 Cedar Avenue, Hamilton, HM 11, Bermuda	100%	100%
International Risk Consultants do Brasil Corretora de Seguros Ltda	Praça das Dracenas, nº 50, Centro Comercial de Alphaville, Barueri/SP, CEP: 06453-009, Brazil	91.23%	91.23%
Jardine Lloyd Thompson Canada Inc	Suite 2900, 550 Burrard Street Vancouver BC V6C 0A3, Canada	0%	100%
Colombian Insurance Broking Wholesale Limited	Walkers Corporate Limited, Cayman Corporate Centre, 27 Hospital Road, George Town, Grand Cayman, KY 1-9008, Cayman Islands	74.5%	74.5%
Alta SA	Costanera Sur 2730, Piso 14, Las Condes, Santiago, Chile	100%	50.1%
JLT Asesorias Ltda	Costanera Sur 2730, Piso 14, Las Condes, Santiago, Chile	100%	50.1%
JLT Chile Corredores de Reaseguro Limitada	Costanera Sur 2730, Piso 14, Las Condes, Santiago, Chile	100%	50.1%
JLT Chile Holdings SpA	Miraflores 222 piso 28 Santiago, Chile	100%	100%
JLT-Orbital Corredores de Seguros Limitada	Costanera Sur 2730, Piso 14, Las Condes, Santiago, Chile	50.1%	50.1%

JIB Overseas Holdings Limited

Company number: **02956441**

Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

12 Investments (continued)

JLT Essential Benefits Corporation limited	6/F Buildings 2, Pudong Harvest Park, 3601 Dongfang Road, Pudong, Shanghai, 200125, China	51%	51%
Beneficios Integrales Oportunos SA	Calle 72 N° 10 – 07 Of. 1004. Bogota, Colombia	100%	82.65%
Jardine Lloyd Thompson Valencia y Iragorri Corredores de Seguros SA	Calle 72 N° 10 – 07 Of. 1004. Bogota, Colombia	82.65%	82.65%
JLT Affinity Colombia Solutions SAS	Carrera 7 # 71- 21 , Torre B, Bogota, Colombia	0%	82.65%
JLT Re Colombia, Corredores Colombianos de Reaseguros	Calle 742 No. 10-51 PH, Bogota, Colombia	93.07%	91.8%
JLT Specialty Insurance Broker A/S	Hellerupgardvej 18, 2900 Hellerup, Denmark	100%	100%
JLT Energy (France) SAS	18 Rue de Courcelles, 75008, Paris, France	0%	35.4%
JLT France Holdings	94 Rue de la Victoire, 75009, Paris, France	0%	100%
JLT PLA	94 Rue de la Victoire, 75009, Paris, France	0%	100%
JLT Specialty France	94 Rue de la Victoire, 75009, Paris, France	0%	100%
JL Marine Insurance-Brokers GmbH & Co. KG	Große Bäckerstraße 9, 20095, Hamburg, Germany	100%	100%
JLM Verwaltungs GmbH	Große Bäckerstraße 9, 20095, Hamburg, Germany	100%	100%
JLT Reinsurance Brokers GmbH	Arnulfstrabe 19, 80335, Munchen	100%	100%
OWL Marine Insurance-Brokers GmbH & Co.KG	Große Bäckerstraße 9, 20095, Hamburg, Germany	100%	100%
OWL Marine Verwaltungs GmbH	Große Bäckerstraße 9, 20095, Hamburg, Germany	100%	100%

JIB Overseas Holdings Limited

Company number: **02956441**

Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

12 Investments (continued)

Isosceles PCC Limited	Mill Court, La Charroterie, St Peter Port, GY1 4ET, Guernsey	0%	100%
JLT Insurance Management (Guernsey) Limited	P O Box 155, Mill Court, La Charroterie, St Peter Port, GY1 4ET, Guernsey	100%	100%
International Risk Consultants (Asia) Limited	Unit 17, 15/F Chevalies Commercial Centre, 8 Wang Hoi Road, Kowloon Bay	0%	100%
IRC Asia Insurance Brokers Limited	Unit 17, 15/F Chevalies Commercial Centre, 8 Wang Hoi Road, Kowloon Bay	0%	100%
Jardine Lloyd Thompson Limited	25th Floor Devon House, Taikoo Place, 979 King's Road, Quarry Bay, Hong Kong	100%	100%
Jardine Lloyd Thompson PCS Limited	Suite 2001, 20th Floor, Cityplaza Four, 12 Taikoo Wan Road, Taikoo Shing, Island East, Hong Kong	75%	75%
Jardine ShunTak Insurance Brokers Limited	Suite 3402-3406, & 33/F, One Taikoo Place, 979 King's Road, Quarry Bay, Hong Kong	50%	50%
JLT Agencies Limited	Suite 3402-3406, & 33/F, One Taikoo Place, 979 King's Road, Quarry Bay, Hong Kong	100%	100%
JLT Essential Holdings Limited	25th Floor Devon House, Taikoo Place, 979 King's Road, Quarry Bay, Hong Kong	51%	51%
JLT Insurance Agencies Limited	Suite 3402-3406, & 33/F, One Taikoo Place, 979 King's Road, Quarry Bay, Hong Kong	100%	100%
Lambert Brothers Holdings Limited	Suite 3402-3406, & 33/F, One Taikoo Place, 979 King's Road, Quarry Bay, Hong Kong	100%	100%

JIB Overseas Holdings Limited

Company number: **02956441**

Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

12 Investments (continued)

Lambert Brothers Insurance Brokers (Employee Benefits) Ltd	Suite 3402-3406, & 33/F, One Taikoo Place, 979 King's Road, Quarry Bay, Hong Kong	100%	100%
Lambert Brothers Insurance Brokers (Hong Kong) Ltd	Suite 3402-3406, & 33/F, One Taikoo Place, 979 King's Road, Quarry Bay, Hong Kong	100%	100%
Jardine Lloyd Thompson Insurance Consultants Limited	E-2/16, 2nd Floor, White House, Ansari Road, Darya Ganj, New Dehli, 110002, India	92.61%	92.61%
PT Jardine Lloyd Thompson	World Trade Center, 10th Floor Jl. Jendral Sudirman Kav. 29-31, Jakarta 12920, Indonesia	80%	80%
PT JLT Reinsurance Brokers	World Trade Center, 10th Floor, Jl. Jendral Sudirman Kav. 29-31, Jakarta, 12920, Indonesia	75%	75%
PT Nexus Asia Pacific	World Trade Center, 10th Floor, Jl. Jendral Sudirman Kav. 29-31, Jakarta, 12920, Indonesia	100%	100%
Freedom Trust Services Limited	Cherrywood Business Park, Loughlinstown, Dublin, 18, Ireland	100%	100%
International Loss Control Services Limited	25-28 Adelaide Road, DUBLIN 2, Ireland	100%	100%
Jardine Lloyd Thompson Ireland Holdings Limited	25-28 Adelaide Road, DUBLIN 2, Ireland	100%	100%
Jardine Lloyd Thompson Ireland Unlimited Company	Cherrywood Business Park, Loughlinstown, Dublin, 18, Ireland	0%	100%
Jardine Pension Trustees Ireland Limited	25-28 Adelaide Road, DUBLIN 2, Ireland	100%	100%
JLT Financial Planning Limited	Charlotte House, Charlemont Street, Dublin 2, Ireland	100%	100%

JIB Overseas Holdings Limited

Company number: **02956441**

Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

12 Investments (continued)

JLT Insurance Brokers Ireland Limited	25-28 Adelaide Road, DUBLIN 2, Ireland	100%	100%
JLT Intellectual Property Limited	Friends First House, Cherrywood Business Park, Loughlinstown, Dublin 18, Ireland	0%	100%
JLT QFM Services Limited	Charlotte House, Charlemont Street, Dublin 2, Ireland	100%	100%
JLT Risk Management Limited	25-28 Adelaide Road, DUBLIN 2, Ireland	100%	100%
JLT Holdings Japan Limited	Halifax Bldg. 4F, 16-26 Roppongi 3-chome, Minato- ku, Tokyo,	100%	100%
JLT Japan Limited	Halifax Bldg. 4F, 16-26 Roppongi 3-chome, Minato- ku, Tokyo, Japan	100%	100%
JLT Risk Services Japan Limited	Halifax Bldg. 4F, 16-26 Roppongi 3-chome, Minato- ku, Tokyo, Japan	100%	100%
Jardine Lloyd Thompson Korea Limited	(Gongpyeong-dong), 16th Floor, 47, Jong-ro,, Jongno- gu, Seoul, Korea, Republic of	0%	100%
Echelon Claims Consultants Sdn Bhd	Level 42-01B (West Wing), Q Sentral 2A, Jalan Stesen Sentral 2, 50470 Kuala Lumpur Sentral, Kuala Lumpur, Malaysia	100%	100%
Jardine Lloyd Thompson Sdn Bhd	Level 42-01B (West Wing), Q Sentral 2A, Jalan Stesen Sentral 2, 50470 Kuala Lumpur Sentral, Kuala Lumpur, Malaysia	49%	49%
JLT Asia Shared Services Sdn Bhd	Level 42-01C (West Wing), Q Sentral, 2A Stesen Sentral, KL Sentral, 50470 Kuala Lumper, Malaysia	100%	100%

JIB Overseas Holdings Limited

Company number: **02956441**

Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

12 Investments (continued)

JLT Re Labuan Limited	Level 42-01B (West Wing), Q Sentral, 2A Jalan Stesen Sentral 2, Kuala Lumpur Sentral, 50470 Kuala Lumpur, Malaysia	100%	100%
Jl Holdings Limited	c/o SGG Corporate Services (Mauritius) Ltd, Les Cascades, Edith Cavell Street, Port Louis, Republic of Mauritius	100%	100%
JLT Mexico, Intermediario de Reaseguro, S.A. de C.V.	Avenida Insurgentes Sur 1898, Piso 19, Colonia Florida, CP 01030 Mexico City	100%	100%
JLT Asia Holdings BV	Conradstraat 18, 3013 AP Rotterdam, Netherlands	100%	100%
JLT Netherlands BV	Schouwburgplein 30-34, 3012 CL, Rotterdam, Netherlands	100%	100%
JMIB Holdings BV	Conradstraat 18, 3013 AP Rotterdam, Netherlands	100%	100%
Alpha Consultants Limited	Level 5, Tower Centre, 45 Queen Street, Auckland, New Zealand	0%	100%
Client Provide Limited	Level 5, Tower Centre, 45 Queen Street, Auckland, New Zealand	0%	90.1%
Echelon New Zealand Limited	Level 5, Tower Centre, 45 Queen Street, Auckland, New Zealand	0%	100%
Jardine Lloyd Thompson Limited	Level 5, Tower Centre, 45 Queen Street, Auckland, New Zealand	0%	100%
JLT Holdings (NZ) Limited	Level 5, Tower Centre, 45 Queen Street, Auckland, New Zealand	0%	100%
Wellnz Limited	Level 5, Tower Centre, 45 Queen Street, Auckland, New Zealand	0%	90.1%

JIB Overseas Holdings Limited

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Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

12 Investments (continued)

JLT Norway AS	Strandveien 13, 1366 Lysaker, P.O.BOX 142, Norway	100%	100%
JLT Corredores de Reaseguros SA	Avda Santa Maria 110-140, oficina 202. Miraflores, Lima, Peru	100%	80.1%
JLT Peru Corredores de Seguros SA	Av, Santo Toribio 173, San Isidro, Lima, Peru	99.32%	99.32%
Jardine Lloyd Thompson Insurance and Reinsurance Brokers, Inc.	111 Paseo de Roxas Building, Legaspi Village, Makati City 1229, Philippines	100%	100%
Jardine IBR Limited	Office 120, 4th Floor - 29 Serebryanicheskaya, Embankment, 109028, Moscow, Russia	100%	100%
JLT (Insurance Brokers) Limited	8 Marina View #09-02, Asia Square Tower 1, Singapore, 018960, Singapore	100%	100%
Anda Insurance Agencies Pte Ltd	239 Alexandra Road, Singapore 159930	100%	100%
Jardine Lloyd Thompson Asia Pte Limited	239 Alexandra Road, Singapore, 159930	100%	100%
Jardine Lloyd Thompson PCS Pte Ltd	80 Robinson Road #02-00, Singapore, 068898, Singapore	75%	75%
Jardine Lloyd Thompson Private Limited	8 Marina View #09-02, Asia Square Tower 1, Singapore, 018960, Singapore	100%	100%
JLT Interactive Pte Ltd	239 Alexandra Road, Singapore 159930	100%	100%
JLT Singapore Holdings Pte Ltd	239 Alexandra Road, Singapore 159930	100%	100%
JLT Specialty Pte Ltd	239 Alexandra Road, Singapore 159930	100%	100%
JLTPCS Holdings Pte. Ltd	239 Alexandra Road, Singapore 159930	75%	75%
Jardine Lloyd Thompson (Proprietary) Limited	Block D, Nicol Main Office Park, 2 Burton Road, Bryanston, 2191, South Africa	100%	80%

JIB Overseas Holdings Limited

Company number: **02956441**

Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

12 Investments (continued)

JLT Benefit Solutions SA (Pty) Ltd	Block D, Nicol Main Office Park, 2 Burton Road, Bryanston, 2191, South Africa	100%	100%
JLT Employee Benefits Holding Company (Pty) LTD	Building 1, CNR 5th Street and Fredman Drive, Alice Lane Sandton, Gauteng, 2060, South Africa	100%	100%
JLT Employee Benefits SA (Pty) Ltd	Block D, Nicol Main Office Park, 2 Burton Road, Bryanston, 2191, South Africa	100%	100%
JLT IB Holdings Company (Pty) Limited	Block D, Nicol Main Office Park, 2 Burton Road, Bryanston, 2191, South Africa	100%	100%
JLT Marine (Pty) Ltd	Corner 5th Street and Fredman Drive, Entrance 1, Building 1, Alice Lane, Sandton, 2196, South Africa	100%	100%
JLT Re Iberia, Correduria de reaseguros, S.A.U	Calle Principe de Vergara n°. 43, 3°, Spain	100%	100%
JLT Re (Northern Europe) AB	Jakobsbergsgatan 7, 11144 Stockholm, Sweden	100%	100%
JLT Risk Solutions AB	Jakobsbergsgatan 7, 11144 Stockholm, Sweden	100%	65%
Lavaretus Underwriting AB	Jakobsbergsgatan 7, 11144 Stockholm, Sweden	100%	100%
Jardine Lloyd Thompson PCS SA	Rue de Chantepoulet 1-3,, 1201, Geneva , Switzerland	75%	75%
Jardine Lloyd Thompson Limited	13F, 50 Hsin Sheng S. Road, Sec 1, Taipei, Taiwan	100%	100%
Jardine Lloyd Thompson Limited	The 9th Towers, 31st Floor, Rama 9 Road, Huay Khwang, Bangkok, 10310, Thailand	0%	49%
JLT Life Assurance Brokers Limited	The 9th Towers, 31st Floor, Rama 9 Road, Huay Khwang, , Bangkok , 10310, Thailand	0%	49%

JIB Overseas Holdings Limited

Company number: **02956441**

Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

12 Investments (continued)

JLT Sigorta ve Reasürans Brokerliği A.Ş.	Kavak Sok, Smart Plaza, No: 31/1 B Blok Kat: 4, 34805 Beykoz, Istanbul, Turkey	75.1%	75.1%
Insure Direct - Jardine Lloyd Thompson Limited	P.O. Box 9731, Dubai , UAE	100%	61.3%
Insure Direct (Brokers) LLC	Level 23, Burj Al Salam, World Trade Centre Roundabout, Sheikh Zayed Road, Dubai, P.O.BOX 57006, United Arab Emirates	49%	49%
Jardine Lloyd Thompson PCS (Dubai) Limited	Unit 510, Level 5, Gate Precinct Building 3, Dubai International Financial Centre, Dubai, PO BOX 507288, United Arab Emirates	75%	75%
1763 Enterprises LLC	2711 Centerville Road, Suite 400, Wilmington, Delaware, 19808	0%	100%
Charter Risk Management Services LLC	141 Weston Street #1981, Hartford, Connecticut 06144	0%	35.7%
Construction Risk Partners LLC	Campus View Plaza, 1250 Route 28, Suite 201, Branchburg NJ 08876	0%	45.74%
Core Risks Ltd. LLC	Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, Delaware, 19808	0%	100%
CRP Holdings Company LLC	Campus View Plaza, 1250 Route 28, Suite 201, Branchburg NJ 08876	0%	45.74%
GCube Insurance Services Inc	CSC Lawyers Incorporating Service, 2710 Gateway Oaks Drive, Suite 150N, Sacramento, CA95833	0%	100%

JIB Overseas Holdings Limited

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Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

12 Investments (continued)

International Risk Consultants Inc	692 North high Street, Columbus OH, United States	0%	91.3%
Isosceles insurance Company Limited	148 College Street, Suite 204, Burlington, Vermont 05401	0%	100%
Jardine Lloyd Thompson Capital Markets Inc.	Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, Delaware, 19808	0%	100%
Jardine Lloyd Thompson Insurance Services, Inc	Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, Delaware, 19808	0%	100%
JLT Aerospace (North America) Inc	Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, Delaware, 19808	0%	100%
JLT Facilities, Inc.	Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, Delaware, 19808	0%	100%
JLT Holdings Inc	Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, Delaware, 19808	0%	100%
JLT Re (North America) Inc	Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, Delaware, 19808	0%	100%
JLT Re Consultants Inc	Corporation Service Company, 1201 Hays Street, Tallahassee, FL 32301	0%	100%

JIB Overseas Holdings Limited

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Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

12 Investments (continued)

JLT Re Solutions Inc	Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, Delaware, 19808	0%	100%
JLT Specialty Insurance Services Inc	Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, Delaware, 19808	0%	91.3%
JLT Towner Insurance Management (USA) LLC	100 Main Street, Suite 2, Barre, VT 0541	0%	70%
Johnstone Downey Klein, Inc	692 North high Street, Columbus OH, United States	0%	91.3%
Risk and Reinsurance Solutions Corporation	9150 S Dadeland Blvd, Suite 1008, Miami, FL 33156	0%	100%
Weston Preference LLC	Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, Delaware, 19808	0%	100%
Worldlink Specialty Insurance Services Inc	22 Century Hill Drive, Suite 102, Latham, NY 12110	0%	100%
Jardine Lloyd Thompson Limited	5th Floor, CJ Building, 6 Le Thanh Ton Street, District 1, Ho Chi Minh City, Vietnam	100%	100%
JIB Holdings (Pacific) Limited	Skelton Building, Main Street, Road Town, Tortola, Virgin Islands, British	100%	100%

JIB Overseas Holdings Limited

Company number: **02956441**

Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

12 Investments (continued)

Associates

Details of the associates as at 31 December 2019 are as follows:

Name of associate	Country of incorporation and principal place of business	Proportion of ownership interest and voting rights held	
		2019	2018
GrECo International Holding AG	Elmargasse 2-4, Postfach 299, Vienna, 1190, Austria	20%	20%
MAG JLT Italy S.p.A.	Francesco Crispi 74, Naples, Italy	25%	25%
March-JLT, Correduria de Seguros y Reaseguros S.A.	Calle de Lagasca 88, Madrid, Spain	25%	25%
JLT Vantage Risk and Benefit Consulting Private Limited	C-6.2 Dr Herekar Park, Nehru Park, Pune, Maharashtra, 411004, India	49%	49%
JLT Independent Insurance Brokers Private Limited	Peninsula Corporate Park, Ganpat Rao Kadam Marg, Off, Senapati Bapat Marg, Mumbai, 400013, India	49%	49%
JLT Insurance Management Malta Limited	Abate Rigord Street, Ta'Xbiex XBX 1111 Malta	34%	34%
Manoel Management Services Ltd	Abate Rigord Street, Ta'Xbiex XBX 1111, Malta	34%	34%

JIB Overseas Holdings Limited

Company number: **02956441**

Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

12 Investments (continued)

Intermediate Holding Company

Details of the Intermediate Holding Companies as at 31 December 2019 are as follows:

Name of Intermediate Holding Company	Country of incorporation and principal place of business	Proportion of ownership interest and voting rights held	
		2019	2018
JLT Latin American Holdings Limited	England	100%	100%
JMIB Holdings BV	The Netherlands	100%	100%
JLT Holdings (Bermuda) Limited	Bermuda	100%	100%
JLT Holdings Inc	USA	0%	100%

13 Debtors

	2019	2018
	£ 000	£ 000
Amounts due from group undertakings	9,053	108,630

Following the acquisition of the JLT Group by MMC, there is a project underway to settle all remaining intercompany balances and, therefore, the treatment of the balances has been aligned with MMC policies.

JIB Overseas Holdings Limited

Company number: **02956441**

Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

14 Creditors: Amounts falling due within one year

	2019	2018
	£ 000	£ 000
Trade payables	1	-
Amount due to group undertakings	68,360	170,702
Accruals	289	-
Income tax liability	4,979	301
	<u>73,629</u>	<u>171,003</u>

Following the acquisition of the JLT Group by MMC, there is a project underway to settle all remaining intercompany balances and, therefore, the treatment of the balances has been aligned with MMC policies.

15 Called up share capital

Allotted, called up and fully paid shares

	No.	2019	No.	2018
		£		£
Ordinary shares of £1 each	2,000	2,000	60,196,018	60,196,018

All shares rank pari passu in all respects.

On 24 June 2019, the Company was transferred the entire legal and beneficial interest in a loan from JLT US. In consideration for the contribution and assignment of this loan the Company allotted and issued to the transferor 1,000 Ordinary shares of £1.00 each in the capital of the Company. The aggregate valuation of the loan was £313,523,556 resulting in an increase in share capital of £1,000 and share premium of £313,522,556.

On 22 July 2019 the Company cancelled and extinguished 40,000,000 Ordinary shares of £1.00 each. The amount released as a result of the cancellation and reduction was credited to retained earnings of the Company. In addition, the Company reduced its £398,620,000 share premium account to nil, the reduction being credited to retained earnings.

On 1 November 2019 the Company was transferred the entire legal and beneficial interest in a loan from JLT Canada, Inc. In consideration for the contribution and assignment of the loan the Company allotted and issued to the transferor 1,000 Ordinary shares of £1.00 each in the capital of the Company. The aggregate valuation of the loan was £6,213,261 resulting in an increase in share capital of £1,000 and share premium of £6,212,261.

On 19 December 2019 the Company reduced its £6,223,000 share premium account to nil and also cancelled and extinguished 20,196,018 Ordinary shares of £1.00 each. The amount released as a result of the cancellations and reductions was credited to retained earnings of the Company.

JIB Overseas Holdings Limited

Company number: **02956441**

Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

16 Parent and ultimate parent undertaking

The Company's immediate parent undertaking is JIB Group Holdings Limited.

On 1 April 2019 the Company's ultimate parent company, Jardine Lloyd Thompson Group Limited (formerly Jardine Lloyd Thompson Group plc), was acquired by Marsh & McLennan Companies, Inc which became the Company's ultimate parent undertaking at that date. For the period ended 31 December 2019 the smallest and largest group in which the results of the Company are consolidated is Marsh & McLennan Companies, Inc. The consolidated financial statements of Marsh & McLennan Companies, Inc are available to the public and may be obtained from:

Companies House
Crown Way
Cardiff
CF14 3UZ

and also from:

The Company Secretary
MMC Treasury Holdings (UK) Limited
1 Tower Place West
Tower Place
London
EC3R 5BU

17 Subsequent events

Covid-19

On 11 March 2020, the World Health Organization declared the Coronavirus (Covid-19) a pandemic. Developments in the first quarter of 2020 have created significant uncertainty about the impact on the global economy and have resulted in significant impacts to the financial markets and asset values around the world. The Company considered the emergence and spread of Covid-19 to be a non-adjusting post balance sheet event and expects any impact on the Company to be minimal as it is a non-trading entity.

Share capital and share premium

On 31 May 2020 the Company was also transferred the entire legal and beneficial interest in a loan from JLT South Africa. In consideration for the contribution and assignment of the loan the Company allotted and issued to the transferor 1,000 Ordinary shares of £1.00 each in the capital of the Company. The aggregate valuation of the loan was £10,495,630 resulting in an increase in share capital of £1,000 and share premium of £10,494,630.