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**MARSH SERVICES LIMITED**

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**ANNUAL REPORT AND FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 31 DECEMBER 2021**

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**MARSH SERVICES LIMITED**

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**COMPANY INFORMATION**

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**Directors**

A J Croft  
N Fowler (appointed 5 July 2021)  
K J Hamilton (resigned 30 June 2021)  
A J Henderson (resigned 28 February 2022)  
A C Herring  
A J King (appointed 1 January 2022)  
A P Knight (appointed 5 May 2022)  
C Netherton  
R I White (resigned 31 December 2021)  
S R Woodhouse

**Company secretary**

E A Nicholls

**Registered number**

03053552

**Registered office**

1 Tower Place West  
Tower Place  
London  
EC3R 5BU

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**MARSH SERVICES LIMITED**

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## MARSH SERVICES LIMITED

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### STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2021

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#### INTRODUCTION

The Directors present their Strategic Report for Marsh Services Limited (the "Company") for the year ended 31 December 2021. The Company's registration number is 03053552.

#### PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

Marsh Services Limited ("MSL") is a service company which is part of the NYSE listed Marsh & McLennan Companies, Inc. and provides services mainly to UK group companies. Its turnover is made up of service charge revenue from MMC Group companies which is based on the recovery of certain of its operating expenses plus a mark-up. Its major expenses are staff salaries and other costs of employment.

The Company is one of the principal employment companies within the Marsh & McLennan Companies Inc. Group ("MMC") of companies in the UK. Most staff employed by the Company are seconded to Marsh Limited, a sister company and a provider of insurance and reinsurance broking and risk management services.

#### FINANCIAL KEY PERFORMANCE INDICATORS

The Company's key financial and other performance indicators during the year were as follows:

	<b>2021</b>	<i>2020</i>	<i>Movement</i>	<i>Movement</i>
	<b>£M</b>	<i>£M</i>	<i>£M</i>	<i>%</i>
Turnover	718	637	81	13
Administration expenses	756	679	(77)	(11)
Loss before tax	(31)	(31)	-	-
Net pension asset	938	668	270	40
Net assets/(liabilities)	410	(93)	503	514

Turnover increased by £81 million in 2021 to £718 million, due to increased costs incurred and subsequently recharged to other MMC companies with an agreed mark-up on costs.

Total administration expenses increased by £77 million in 2021 to £756 million mainly driven by increased wages and salaries and associated costs due to increased staff headcount.

**STRATEGIC REPORT (CONTINUED)  
FOR THE YEAR ENDED 31 DECEMBER 2021**

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**FINANCIAL KEY PERFORMANCE INDICATORS (continued)**

The Company is a participating employer of the MMC UK Pension Fund ("Fund") and thus is responsible for funding the obligations. It therefore carries most of the Fund (along with associated unregistered pension obligations) on its balance sheet and its financial position is affected by actuarial valuations. The Fund is split into separate sections that are accounted for as separate plans. The Company carries the Marsh section, a small part of the Mercer section and most of the Sedgwick section, which arose from the acquisition of Sedgwick in 1998. In addition the Company also acquired on 1 January 2020 the share of the JLT Pension Scheme from JLT Reinsurance Brokers Limited and JLT Management Services Limited. During the year, the assets and obligations of the JLT Pension Scheme were transferred to the JLT section of the UK Fund and a 2.3% share of the JLT Pension Scheme was transferred from Mercer Limited to the Company in exchange for a £3.8 million consideration payable from Mercer Limited to the Company. As a result, the JLT section is now entirely attributable to the Company.

The latest pension valuation for the overall fund has resulted in a net post-retirement asset at the end of 2021 of £938 million (2020: £668 million asset). The actuarial assumptions have changed since the last actuarial valuation which has resulted in an overall decrease in the benefit obligation, resulting in an increase in the net post-retirement asset.

On 11 March 2011 a guarantee was agreed between Marsh Limited (a fellow MMC Group undertaking) and MMC UK Pension Fund Trustee Limited (as Trustee for the MMC UK Pension Fund) in relation to the Company's contributions to the Fund.

A statutory funding valuation was carried out during 2019 for the Fund. The Fund is in a surplus funding position and under the current agreement with the Trustee, no deficit funding is required until 2023. The funding level will be re-assessed during 2022 to determine if deficit contributions are required from 2023.

The JLT Pension Scheme has a funding deficit based on the statutory funding valuation carried out as at 31 March 2020 that concluded in 2021. As a result, the Company paid deficit contributions of £27m in 2021 and expects to pay deficit contributions of £83m in 2022, following which the deficit funding will be reassessed for 2023.

**Capital Contribution**

On 16 December 2021, the Company issued a further 1,000 fully paid ordinary shares with a par value of £1 per share for a capital contribution of £350 million, thus increasing the net assets of the Company.

**SECTION 172 (1) OF THE COMPANIES ACT 2006 (THE "ACT") STATEMENT**

The Wates Corporate Governance Principles for Large Private Companies (which can be found at [www.wates.co.uk/who-we-are/corporate-governance](http://www.wates.co.uk/who-we-are/corporate-governance)) serves as the framework to demonstrate how Directors have had regard for the matters set out in section 172 (1) (a) to (f) of the Act when performing their duties, including how Directors have engaged with and considered the interests of stakeholders including UK employees, suppliers, customers and those in a principal business relationship with the Company.

**Corporate Governance Statement**

The Directors have set out below an explanation of how the Wates Principles have been applied during the 2021 year.

The Company forms part of the MMC Group and further information in respect of the Group's compliance can be found in the Corporate Governance disclosure of its sister company, Marsh Limited's, Report and Accounts for the year ended 31 December 2021.

STRATEGIC REPORT (CONTINUED)  
FOR THE YEAR ENDED 31 DECEMBER 2021

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**Principle 1 – Purpose and leadership**

**Purpose**

The Company forms part of the MMC Group, a global professional services provider, specialising in the areas of risk, strategy and people. These services are delivered through four businesses, namely Marsh, Mercer, Guy Carpenter and Oliver Wyman.

The Company is part of the Marsh business, is a services company and the primary employer for employees of the Marsh, Guy Carpenter (GC) and MMC Group entities in the UK.

**Values and Culture**

The Greater Good, which is the Group's Code of Conduct, applies to all Directors and employees of the Company and it embodies the Group's commitment to maintaining the highest level of 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. The Board and the Executive team are committed to ensuring that the Company makes a positive difference for its clients, its employees, its communities and society at large.

During the year, the Company worked with an external provider to deliver a programme designed to deliver an inclusive culture across a diverse workforce. This included an all employee survey on culture, training on diversity and inclusion delivered to over 900 managers and the setting of diversity and inclusion and culture metrics goals.

**STRATEGIC REPORT (CONTINUED)  
FOR THE YEAR ENDED 31 DECEMBER 2021**

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**Principle 1 - Purpose and Leadership (continued)**

**Strategy**

The impact of the global Covid-19 pandemic and the hybrid working environment continued to present challenges to the business in the 2021 financial year, offset by the benefit of the hard insurance market. The Board retained its focus on ensuring the safety and wellbeing of colleagues.

The principal focus of the Company during 2021 continued to be that of an employing company acting on behalf of other operating companies in the UK such as Marsh Limited. The Board received updates, and monitored matters relating to the Group's people strategy and culture, employee benefits and the benefits harmonisation work which followed the acquisition of the JLT Group of Companies by MMC. In addition, the Board retained a focus on a number of other matters which included the 2021 year-end review process and the total compensation review, attrition rates, gender pay gap reporting, the Modern Slavery Statement, global mobility, changes in HR legislation and relevant internal policies, diversity and inclusion, the graduate and apprenticeship schemes and UK payment practices. The Board has discussed the feedback and actions arising from engagement surveys and the developing culture of the Group remains an important consideration, as does the Organisation's continued response to the Covid-19 pandemic. In addition, the Board provided oversight and challenge in respect of the development of the culture of the organisation.

Colleagues remain a priority and the Group have launched a new UK Colleague Guide which seeks to align and simplify language on all colleague related policies. These have been enhanced in a number of areas, further enabling colleague well-being and supporting a healthy balance between work and home life. Providing a sustainable platform for change into the future has been a particular focus and we have been successful in ensuring that our early careers joiners – graduates, apprentices and interns – are gender, ethnically and racially diverse.

The Board also receives updates from a management committee considering health and safety matters and from members of the Employee Consultative Forums, the Colleague Information and Consultation Forum (CICC). Members of the various employee representative forums have attended Board meetings to provide an update on activities and raise any issues or matters of concern. More recently representatives of the Colleague Resource Groups have been invited to attend Board meetings.

**Principle 2 – Composition**

**Chair**

The Chair is responsible for the leadership of the Board and its effective operation. The former Chair of the Board resigned on 31 December 2021. A female Chair was appointed on 1 January 2022. The new Chair is an experienced and senior leader of the Organisation. One director retired on 28 February 2022 and a further director was appointed on 5 May 2022. The directors have equal voting rights, except the Chair, who has the casting vote. All Directors have access to the advice and services of the Company Secretary and may, if they wish, take professional advice at the Company's expense.

**Balance and Diversity & Size and Structure**

During the year the Board comprised the Chair and six other directors and its composition is appropriate in terms of skills and expertise for its purpose comprising of senior leaders from the business, the Human Resources functions, Finance and Operations. Of the Board of seven, four directors are female.

**Effectiveness**

Directors have access to induction materials on appointment. In addition, they are able to keep their skills, knowledge and familiarity with the Company up to date by meeting with other members of senior management, and by attending a schedule of Group board training events and appropriate external seminars and training courses. Individual training can also be arranged by the Company Secretary on specific request.

STRATEGIC REPORT (CONTINUED)  
FOR THE YEAR ENDED 31 DECEMBER 2021

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**Principle 3 – Director Responsibilities**

**Accountability**

The Board operates a programme of five scheduled meetings a year (there is an additional meeting with a number of other entities, which is related to gender pay gap reporting), with ad hoc meetings held as and when required. In 2021, the Board met a total of ten times and considered a number of matters including those outlined in Principle One.

**Integrity of Information**

The Board receives reports on matters within its remit, which includes employee benefits and HR matters, at each scheduled Board meeting.

**Principle 4 - Opportunity and Risk**

**Opportunity**

The Board assists the Marsh Limited and Guy Carpenter UK Boards in fulfilling the responsibility for ensuring that sound risk management and internal control systems operate within the Company's areas of responsibility. The Marsh UK and Ireland Chief Risk Officer attends each scheduled meeting.

**Principle 5 – Remuneration**

**Policies**

The Remuneration Committee is a mechanism to provide regional governance and oversight of remuneration matters within the Marsh UK and Guy Carpenter UK businesses. The Remuneration Committee is chaired by the Chair of the Marsh Limited Board and is responsible for ensuring that the Remuneration Policy and compensation practices of the Company are consistent with, and promote, sound and effective risk management, encourage fair treatment of clients, include measures to avoid conflicts of interest, are in line with business strategy, objectives, values, culture, and the long term interests of the Company. In carrying out its responsibilities, the Committee considers:

- (a) the success and appropriateness of the risk and reward mechanisms available to the businesses to align the success of individual colleagues with the success of the business in a risk adjusted context;
- (b) benchmarks, at a market level, against the stated employee value propositions referencing both remuneration and benefits strategies; and
- (c) the extent to which remuneration structures support the business and development plans and succession planning needs.



STRATEGIC REPORT (CONTINUED)  
FOR THE YEAR ENDED 31 DECEMBER 2021

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**Principle 5 - Remuneration (continued)**

The remuneration packages of all executive directors, members of the Executive Team, and all other colleagues falling within the top 50 employees based upon remuneration, (including base salary, bonuses, performance-related payments, discretionary payments, long-term incentive awards, share options and pension contributions) are reviewed and approved by the Remuneration Committee in order to ensure that executive performance is remunerated based on a balanced set of measures including financial performance as well as customer and conduct measures.

As part of the annual compensation process, the Committee reviews and challenges management on total remuneration and performance data for all colleagues with a view to ensuring that remuneration proposals for the workforce as a whole are balanced, proportionate and aligned with the Company's commitment to building a diverse and inclusive workforce.

The Company produces a Gender Pay Gap Report on an annual basis, which is carefully scrutinised and discussed by the Board. The Company is committed to continue improving the Company's Gender Pay Gap. For further details in this regard, please refer to the Company's latest Gender Pay Gap Report which can be found at <https://www.marsh.com/uk/about-marsh/gender-pay-gap.html>

The MSL Board assists the Marsh Limited and GC Board's in fulfilling the responsibilities within its remit and, in particular, in reviewing and monitoring employee benefits, the year-end reviews and total compensation processes and the approach to diversity and inclusion matters and commitment to building a diverse workforce.

**Principle 6 – Stakeholder Relationships and Engagement**

The purpose of the Company is to protect and promote possibility for the benefit of colleagues, clients and the community

**Shareholder**

As a wholly owned subsidiary, the Board duly considers the views of its ultimate shareholder, Marsh & McLennan Companies Inc., and the interests of the Group as a whole as part of any major decisions and transactions undertaken by the Company.

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 and to ensure investment in the future growth of the Company, balanced with stable and sustainable returns to the shareholder. Further information on dividends is set out in the Notes to the Financial Statements on page 32.

The Chair of the Board provides the primary channel of communication between the Company, its shareholder and the wider Group.

**Clients**

The Company provides employment services to a number of group companies, mainly Marsh Limited, which provides risk, insurance and reinsurance services.

**STRATEGIC REPORT (CONTINUED)  
FOR THE YEAR ENDED 31 DECEMBER 2021**

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**Principle 6 – Stakeholder Relationships and Engagement (continued)**

**Colleagues**

The Company provides staff to other companies in a professional services group, and so employees are at the heart of the Company's business and, throughout 2021, the health, wellbeing and safety of employees has continued to be a key priority for the Board. In July 2021, the Company, in line with Government advice, welcome back colleagues to its offices on a phase approach and in accordance with strict safety measures to ensure the safety and well-being of all colleagues.

The Directors recognise that the Covid-19 pandemic has had a significant impact, not only on employees' work environment but also on a personal level. The Chief Executive Officers and the Executive Teams increased engagement with colleagues through regular virtual Townhall meetings and in ensuring the provision of mental health support. This has continued as offices have gradually re-opened.

Regular employee engagement surveys are conducted and results are carefully scrutinised by the Board to identify and implement actions for improvement. The Board monitors attrition rates and measures absenteeism levels in an effort to identify emerging people risks and trends and to ensure appropriate action is taken to address these. Emerging people risks and trends are highlighted to the Board together with proposed action plans.

The Company is committed to reinforcing a wholly inclusive culture across a truly diverse workforce. One aspect of this is demonstrated through our commitment to the Women in Finance Charter to increase the number of females in senior grades to 25% by the end of 2023. We have seen an increase in our senior female representation during 2021, resulting in 23.3% of our senior management population now being female. This shows significant progress towards our 2023 target.

Our 2021 Women in Finance Charter is published annually and can be found at <https://www.marsh.com/uk/about-marsh/women-in-finance.html>.

We have established a number of Colleague Resource Groups to help the Company better understand and support a wide range of inclusive constituents of our workforce. These groups include , AccessABILITIES, Balance, Mental Health, Military, Multi-Cultural, Pride and Young Professionals group. The Marsh Group has also continued to have in place an Employee Consultative Forum representing employees from all offices and lines of business in discussions with executive management. Representatives from these groups are invited to attend a meeting of the MSL Board.

The Company participates in two UK pension schemes. Both schemes are governed by an Independent Trustee Board made up of both Company appointed and member nominated Trustee Directors. The Trustee Board is responsible for communicating and engaging with pension scheme members and does this on a regular basis, including through an annual newsletter. Members can also ask questions and provide feedback via the administration teams who support the pension schemes. The Company engages with the Trustee Board as part of the Trustee Board's quarterly meeting schedule and through a Joint Working Group which is made up of representatives of both the Company and Trustee Board.

**Community**

The Company, and the Group as a whole, recognises that in a world facing increasing risk and uncertainty, supporting our communities is more important than ever before. To this end, the Group has established a committee, comprised of representatives from across its businesses in the UK, to focus on our Social Impact efforts in the UK. Given the Group's expertise in risk, strategy and people, our social impact efforts are focused on 'building resilient communities through mentoring and disaster response & rebuilding.'

**STRATEGIC REPORT (CONTINUED)  
FOR THE YEAR ENDED 31 DECEMBER 2021**

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**Principle 6 – Stakeholder Relationships and Engagement (continued)**

**Community (continued)**

By aligning its Social Impact programmes with the business priorities and experience, the Group is able to demonstrate its commitment to its communities in the UK while supporting the business. The Group partners with select strategic global non-profit organisations, including; the Cherie Blair Foundation for Women, Junior Achievement, Missing Maps and the British Red Cross in the UK and encourages colleagues to volunteer with its non-profit partners, for local causes that are important to them and their clients. Following a successful partnership with the British Red Cross, the new charity partner is Ambitious about Autism.

The Group has developed climate initiatives which represent a tangible step towards building a more sustainable environment for colleagues, clients, shareholders and future generations. More information on the initiatives may be found in the Greenhouse Gas Emissions, Energy Consumption And Energy Efficiency Action Report on page 14.

**Suppliers**

The Company's business with suppliers is managed through the MMC Group's Global Sourcing and Procurement department. The relationships with suppliers are governed either by a specific contractual agreement or a standard terms and conditions agreement with the supplier, both of which oblige all suppliers to uphold and comply with the MMC Group corporate code of conduct: 'The Greater Good'. This document outlines the key tenants of our anti-fraud, anti-slavery, bribery and corruption policy, diversity and inclusion practices, hiring practices, and more. Suppliers and supplier personnel are required to comply with the relevant provisions of such as part of our contractual agreements.

The Group actively seeks to encourage and assist diverse suppliers interested in competing for opportunities to supply goods and services and encourages all of our suppliers to take similar action. We recognize that by partnering with diverse suppliers, we can create more value for our clients, and the communities we serve. As a commitment to delivering value and leadership through diversity, the MMC Group is doing the following:

- Utilising purchasing strategies, processes, and behaviours consistent with diversity and inclusiveness;
- Actively and routinely seeking out qualified, diverse suppliers that can provide competitive and high-quality goods and services
- Encouraging participation and support of supplier diversity by major suppliers to Marsh McLennan;
- Collaborating with our clients and suppliers on innovative ways to promote supplier diversity;
- Creating opportunities to assist in the development and recognition of diverse supplier groups through instruction, mentoring, and other outreach activities; and
- Monitoring progress on the effectiveness of our supplier diversity efforts.

The Company is committed to ensuring that slavery and human trafficking is not taking place in any of the Company's supply chains or any part of its business and has in place a Modern Slavery Policy which has been rolled out to all colleagues and incorporated into the Company's induction programme.

All suppliers are required to comply with modern slavery legislation under the standard terms and conditions of our contracting agreements, the Group's Global Sourcing and Procurement team issue an annual modern slavery supplier questionnaire to certain suppliers (selected on a risk based approach) to monitor compliance. The Board is updated on response rates and the outcome of questionnaires on an annual basis. The Company's Modern Slavery Statement is published annually and can be found at <https://www.marsh.com/uk/modern-slavery-statement.html>

The Company reports on its supplier payment practices on a bi-annual basis, and results are monitored by the Marsh Audit Committee at its quarterly meetings. The Company's latest results can be found at <https://check-payment-practices.service.gov.uk/report/54316>

STRATEGIC REPORT (CONTINUED)  
FOR THE YEAR ENDED 31 DECEMBER 2021

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**PRINCIPAL RISKS AND UNCERTAINTIES**

The principal risks and uncertainties facing the Company are those listed below:

**Availability of IT systems risk**

The Company has a number of Information Technology (IT) systems in order to carry out its day-to-day business and service its clients' requirements. There is a risk that any of these systems as part of the overall IT infrastructure could fail, individually or collectively, with an adverse effect on the Company's operations. The Company is part of the Marsh McLennan Companies, Inc.'s global IT structure and there are business continuity plans in place.

**Credit risk**

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers. The Company has a credit risk policy in place and the exposure to credit risk is monitored on an ongoing basis by management who perform monthly balance reviews. The majority of the Company's receivables are from Group companies. Management does not expect any counterparty to fail to meet its obligations. When considering whether balances are impaired the Company considers any known financial difficulty of the customers and previous settlement history. The Company provides for bad debts if it considers there is a risk of impairment.

**Cyber risk**

The Cyber control framework is managed by the Marsh McLennan Information Security team who monitor and maintain the supporting IT infrastructure, tools and technologies to safeguard the organisation, and its clients, from the rapidly changing cyber threat environment. The Company proactively de-risks its operations through regular patching and security upgrades and supports this with colleague awareness and training campaigns. In the event of heightened Cyber threat, MMC has established incident management procedures which are invoked to mitigate any adverse impacts. Attendance at regulator-led and industry wide forums ensures the business has sight of local UK threats and vulnerabilities.

**Health, Safety and Environment risk**

The Company is responsible for the health, safety and welfare of its employees and contractors whilst working on behalf of the Company and for ensuring that its operations do not unnecessarily harm the environment.

The Company is compliant with all laws and, wherever practicable we implement improvements to health and safety. Directors and individual managers accept responsibility for people and areas under their control and integrate health and safety into everyday activities. They are committed to ensuring the competence of all employees through selection, instruction, training and supervision.

Management of health and safety standards is ensured through effective audit and action resolution and is supported by bespoke software to allow monitoring. Incident reporting, investigation and trend analysis ensures identified workplace hazards are corrected to prevent reoccurrence. Colleague consultation plays a key role and is achieved through the Group's UK Health and Safety Committee, comprised of representatives from across the businesses in the UK, including a representative of the Company. This committee reviews the Company's arrangements in place on a regular basis and works towards continuous improvement of health and safety standards.

STRATEGIC REPORT (CONTINUED)  
FOR THE YEAR ENDED 31 DECEMBER 2021

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**PRINCIPAL RISKS AND UNCERTAINTIES (continued)**

**Interest rate risk**

The Company has both cash deposits and overdrafts. The interest rate risk of the Company is managed by treasury staff, in line with guidelines issued by its ultimate parent company.

In managing interest rate and currency risks the Company aims to reduce the impact of short-term fluctuations on the Company's earnings. Over the longer term, however, permanent changes in interest rates would have an impact on earnings.

**Liquidity and cash flow risk**

Liquidity and cash flow risk is the risk that cash may not be available to pay obligations when due. The Company maintains liquid funds to mitigate against this risk. The Company makes use of forecasts and budgets to monitor and control its cash flows and working capital requirements and has access to other MMC Group liquid funds managed through a central treasury function.

**Outsourcing (including Intra Group Arrangements) risk**

The Company outsources a number of its services to third party organisations, including intra group arrangements. The ability of the Company to perform efficiently is directly impacted by the services of the third party providers. Outsourcing contracts and providers are respectively reviewed against performance expectations and key performance indicators.

**Pandemic risk**

The Company continues to be exposed to pandemic risk, resulting from the impacts of Covid-19 and its associated strains. The systemic nature of the pandemic requires operational changes to be successfully implemented to support client, and colleague, servicing requirements and to ensure that the business operates in line with client and regulatory expectations.

The Company has taken a considered approach to minimising and managing the impact of the pandemic and has well formulated contingency plans, which continue to evolve as changes to circumstances occur.

The Company has proactively sought to minimise Covid-19 impacts on the mental health and well-being of its employees through centrally established support programmes, co-ordinated communications and monitoring of sickness rates. The UK Crisis Management Team continues to develop the Company's response to changing government policy and colleague requirements.

**Pension asset risk**

The Company's defined benefit pension schemes are closed to new members. The Pension schemes valuations are subject to inherent risks from factors beyond the management's direct control such as the investment returns, inflation rates, mortality rates, regulatory changes, legal changes and underlying custodianship risk relating to investments. There are controls in place monitored by the Company and the Trustee to mitigate these as much as possible.

The Company is exposed to financial risks from its defined benefit pension plans. These risks are mitigated by a guarantee from Marsh Limited.

STRATEGIC REPORT (CONTINUED)  
FOR THE YEAR ENDED 31 DECEMBER 2021

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**PRINCIPAL RISKS AND UNCERTAINTIES (continued)**

**People risks**

The willingness of competitors to offer key staff higher remuneration and benefits packages continues to be a risk to the Company's ability to attract and retain key people.

Periodic benchmarking of salaries is carried out to ensure the Company remains competitive. The competitor risk regarding 'colleague or team poaching' is mitigated with proportionate executive and local management governance. Where colleagues exit the company, management, HR and Legal teams exercise covenants as appropriate.

The most proximate People risks remain the impacts of the Covid-19 pandemic on colleagues and enhanced competitor 'colleague poaching'. Both risks are noted in more detail above.

**Political risk**

The Company is indirectly subjected to local and international political risk and is susceptible to any significant instability in the political landscape. Factors such as new governments; government mandates (e.g. Brexit) and changes in government policy all have the potential to negatively impact on strategy and the Group's business model.

The Group proactively manages this risk through horizon scanning and monitoring of the political and economic environment as part of its ongoing forecasting and strategic planning processes. In the event of political change affecting the Group, this will be managed by multi discipline subject matter experts to ensure that any revised legal and/or regulatory requirements are addressed, to adapt business strategy as required, and to ensure that we continue to serve in the best interests of our clients and colleagues.

As at the date of this report, the escalating tensions in Eastern Europe continue to be assessed through regional, and MMC Group level dedicated incident management forums, aligning the responses to both local governmental and MMC Group corporate guidance. The Group has strong controls in place to monitor and respond to the changing sanctions environment and a full risk assessment is underway against all the enterprise risk categories to support executive decision making.

The Company has implemented solutions to mitigate all these areas of risk and uncertainty described above.

This report was approved by the board and was signed on its behalf on 10 August 2022.



Alison Knight  
Director

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## MARSH SERVICES LIMITED

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### DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2021

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The directors present their report and the financial statements for the year ended 31 December 2021.

#### PRINCIPAL ACTIVITIES

The principal activities of the Company are set out in the Strategic Report on page 1. The information that fulfils the Companies Act requirements of the business review is included in the Strategic Report on pages 1 to 11. This includes a review of the development of the business during the year and of likely future developments of the business in the future. Details of the principal risks and uncertainties are also included in the Strategic Report.

#### RESULTS AND DIVIDENDS

The loss for the year, after taxation, amounted to £21 million (2020 - loss £23 million).

The directors do not recommend the payment of a final dividend (2020: £nil).

#### DIRECTORS

The directors who served during the year were:

A J Croft  
K J Hamilton (resigned 30 June 2021)  
A C Herring  
R I White (resigned 31 December 2021)  
A J Henderson (resigned 28 February 2022)  
C Netherton  
S R Woodhouse  
N Fowler (appointed 5 July 2021)

The following directors were appointed after 31 December 2021:

A J King (appointed 1 January 2022)  
A P Knight (appointed 5 May 2022)

#### CAPITAL CONTRIBUTION

On 16 December 2021 the Company issued a further 1,000 fully paid ordinary shares with a par value of £1 per share for a capital contribution of £350 million from its parent company MMC UK Group Limited.

#### FUTURE DEVELOPMENTS

The activities of the Company are expected to continue along similar lines for the foreseeable future.

**DIRECTORS' REPORT (CONTINUED)  
FOR THE YEAR ENDED 31 DECEMBER 2021**

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**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. The directors acknowledge the Company's net current liability position of £69 million (2020: £621 million). During the year the Company issued share capital with a value of £350 million which resulted in a net asset position being reported at 31 December 2021 (2020 net liability : £93 million). 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 and the conflict in Eastern Europe, and the directors are satisfied that the Company's services will continue to be required from its MMC Group of companies.

Further details regarding the adoption of the going concern basis can be found in the statement of accounting policies in note 2 to the financial statements.

**DIVERSITY AND INCLUSION**

The Company embraces a diverse and inclusive culture. The directors believe that, in order to deliver the best solutions to clients, the Company's workforce should reflect the local community in which it operates.

**MODERN SLAVERY ACT**

The Company has a longstanding commitment to conducting business in a responsible and ethical way, in accordance with its Code of Conduct, 'The Greater Good'. The Company is also committed to fulfilling its obligations under the Modern Slavery Act 2015. In support of this, the Company has a training programme to raise awareness amongst all UK colleagues to ensure that they are mindful of the risks of modern day slavery.

Global Procurement has implemented specific vetting checks, in addition to existing processes, to support this initiative. Processes to monitor and vet supplier practices are still evolving. The Company statement on Modern Slavery can be found on the Company website ([www.marsh.com/uk/modern-slavery-statement.html](http://www.marsh.com/uk/modern-slavery-statement.html)). The statement is reviewed annually.

**QUALIFYING THIRD PARTY INDEMNITY PROVISIONS**

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, inserted by the Companies (Audit, Investigations and Community Enterprise) Act 2004.



**DIRECTORS' REPORT (CONTINUED)  
FOR THE YEAR ENDED 31 DECEMBER 2021**

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**GREENHOUSE GAS EMISSIONS, ENERGY CONSUMPTION AND ENERGY EFFICIENCY ACTION**

The Company, as part of the MMC Group, recognises its obligation to be good stewards of the environment and continues to look at ways to minimise its carbon footprint and impact on the environment. The Company's UK facilities are largely operated on a shared basis with other operating companies within the MMC group of companies.

The approach to the environment and environmental reporting is managed at a Group level and constantly under review. In 2021 the Group announced it was a CarbonNeutral © certified business. Across many parts of our global businesses, including in the UK, there are initiatives underway that are focused on improving the efficiency of our operations as these relate to greenhouse gas emissions, energy consumption and the impact our business has on the environment. These initiatives include:

- Property optimisation - across a portfolio of approximately 700 locations, containing more than 12 million square feet globally, the Group is identifying ways to quantify and reduce its carbon footprint through green leasing and unique space solutions;
- Technology - six world class data centres are maintained by the Group and are home to more than 17,000 physical and virtual servers that host thousands of applications and systems, with a focus on energy efficiency. In addition, an End of Life Electronic Recycling Program is utilised by the Group, allowing an expansion of the Group's recycling footprint;
- Corporate travel – the Group is focusing on opportunities to strengthen relationships and assess the environmental considerations and options around corporate air travel and hotel accommodation; and
- Education – increasing awareness of environmentally friendly corporate travel options available.

The Company's employees operate from offices that are owned or leased, but which are managed centrally. The majority of the staff employed by the Company are seconded to other MMC Group UK companies and provide risk management, insurance and reinsurance broking services.

A summary of the energy utilisation and carbon emissions of the staff provided by the Company to operating companies is included in the Streamline Energy and Carbon Report ('SECR') reporting of Marsh Limited and Marsh Corporate Services Limited.

**CARBON TRUST UPDATE**

All MMC Group UK operations have been part of an accredited carbon assessment scheme (operated by the Carbon Trust) since 2017. The recertification process is performed for the Trust's reporting period 1 October to 30 September and in arrears of the Company's financial reporting period. Additionally key performance indicators are for two year average periods to reduce spikes in results, mainly as a result of Covid-19 and political uncertainties.

The assessment for the Trust identified a 15.2% reduction in absolute emissions of UK operations for Marsh, Mercer and Guy Carpenter and placed the MMC UK operations in the 55th percentile within the sector and 20th percentile against all certifications. Performance change versus the previous certification reflects a combination of factors including the inclusion of estimated utility kWh consumption (natural gas and electricity) for landlord managed office space, the increased access to actual energy consumption information and the production of a more UK centred sustainability policy. Recertification covering 2021 is scheduled for 2023.

The impact of the pandemic on business operations is still being felt, with reduced occupancy in our offices, and lower levels of international air travel especially, contributing to reduced consumption of energy and lower Greenhouse Gas ('GHG') emissions than would ordinarily be expected.

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**MARSH SERVICES LIMITED**

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**DIRECTORS' REPORT (CONTINUED)  
FOR THE YEAR ENDED 31 DECEMBER 2021**

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**DISCLOSURE OF INFORMATION TO AUDITOR**

Each of the persons who are directors at the time when this Directors' Report is approved has confirmed that:

- so far as the director is aware, there is no relevant audit information of which the Company's auditor is unaware, and
- the director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

**POST BALANCE SHEET EVENTS**

In April 2021, the Company and Guy Carpenter and Company Limited (a fellow subsidiary company in its capacity as appointed representative of Marsh Limited) initiated legal proceeding against Howden Limited in relation to a group of employees previously employed by the Company who left to join Howden Limited. In February 2022, the Company and Guy Carpenter and Company Limited reached a confidential settlement of the legal action.

On 1 April 2022, the employees of Jelf Insurance Brokers Limited transferred into the Company. This will substantially increase the size of the Company. This followed TUPE transfer arrangements whereby, after a consultation process, the employees of former Jelf Companies and their pension scheme liabilities transferred into the Company, further centralising the employment of those colleagues within the United Kingdom for the Risk & Insurance solutions operations of the MMC Group.

**AUDITOR**

Deloitte LLP have expressed their willingness to continue in office as Auditor and appropriate arrangements have been put in place for them to be deemed reappointed as Auditor in the absence of an Annual General Meeting.

This report was approved by the board and was signed on its behalf on 10 August 2022.



Alison Knight  
**Director**

**DIRECTORS' RESPONSIBILITIES STATEMENT  
FOR THE YEAR ENDED 31 DECEMBER 2021**

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The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

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 Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. 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 then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; 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 to 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MARSH SERVICES LIMITED

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**Report on the audit of the financial statements**

**Opinion**

In our opinion the financial statements of Marsh Services Limited (the 'Company'):

- give a true and fair view of the state of the Company's affairs as at 31 December 2021 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland"; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the statement of comprehensive income;
- the statement of financial position;
- the statement of changes in equity; and
- the related notes 1 to 24.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (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**

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MARSH SERVICES LIMITED (CONTINUED)**

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**Other information**

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report. 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.

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 course of 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 this gives rise to a material misstatement in the financial statements themselves. 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 this regard.

**Responsibilities of 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.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditor's report.

**Extent to which the audit was considered capable of detecting irregularities, including fraud**

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below.

We considered the nature of the Company's industry and its control environment, and reviewed the Company's documentation of their policies and procedures relating to fraud and compliance with laws and regulations. We also enquired of management and internal audit about their own identification and assessment of the risks of irregularities.

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MARSH SERVICES LIMITED (CONTINUED)**

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We obtained an understanding of the legal and regulatory framework that the Company operates in, and identified the key laws and regulations that:

- had a direct effect on the determination of material amounts and disclosures in the financial statements. These included UK Companies Act and tax legislations; and
- do not have a direct effect on the financial statements but compliance with which may be fundamental to the Company's ability to operate or to avoid a material penalty.

We discussed among the audit engagement team regarding the opportunities and incentives that may exist within the organisation for fraud and how and where fraud might occur in the financial statements.

In common with all audits under ISAs (UK), we are also required to perform specific procedures to respond to the risk of management override. In addressing the risk of fraud through management override of controls, we tested the appropriateness of journal entries and other adjustments; assessed whether the judgements made in making accounting estimates are indicative of a potential bias; and evaluated the business rationale of any significant transactions that are unusual or outside the normal course of business.

In addition to the above, our procedures to respond to the risks identified included the following:

- reviewing financial statement disclosures by testing to supporting documentation to assess compliance with provisions of relevant laws and regulations described as having a direct effect on the financial statements;
- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
- enquiring of management, internal audit and in-house legal counsel concerning actual and potential litigation and claims, and instances of non-compliance with laws and regulations; and
- reading minutes of meetings of those charged with governance and reviewing internal audit reports.

**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 has 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.

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**MARSH SERVICES LIMITED**

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**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MARSH SERVICES LIMITED (CONTINUED)**

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**Matters on which we are required to report by exception**

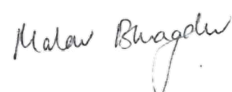
Under the Companies Act 2006 we are required to report in respect of the following matters if, in our opinion:

- 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 our 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.



Malav Bhagdev, FCA (Senior statutory auditor)

for and on behalf of

**Deloitte LLP**

London  
United Kingdom

Date: 12 August 2022

**MARSH SERVICES LIMITED**

**STATEMENT OF COMPREHENSIVE INCOME  
FOR THE YEAR ENDED 31 DECEMBER 2021**

	Note	2021 £M	2020 £M
Turnover	4	718	637
<b>Gross profit</b>		<u>718</u>	<u>637</u>
Administrative expenses		(756)	(679)
Other operating income		-	1
<b>Operating loss</b>		<u>(38)</u>	<u>(41)</u>
Interest payable and similar expenses	8	(3)	(4)
Other finance income	9	10	14
<b>Loss before tax</b>		<u>(31)</u>	<u>(31)</u>
Tax on loss	10	10	8
<b>Loss for the financial year</b>		<u>(21)</u>	<u>(23)</u>
<b>Other comprehensive income /(expense) for the year</b>			
Actuarial gains/(losses) on defined benefit pension scheme	20	235	(29)
Movement of deferred tax relating to pension (deficit)/surplus	14	(99)	(8)
Actuarial gains relating to other retirement benefits		-	1
<b>Other comprehensive income/(expense) for the year</b>		<u>136</u>	<u>(36)</u>
<b>Total comprehensive income/(expense) for the year</b>		<u><u>115</u></u>	<u><u>(59)</u></u>

All transactions derive from continuing activities.

There were no recognised gains and losses for 2021 or 2020 other than those included in the statement of comprehensive income.

The notes on pages 25 to 48 form part of these financial statements.



**MARSH SERVICES LIMITED**  
**REGISTERED NUMBER: 03053552**

**STATEMENT OF FINANCIAL POSITION**  
**AS AT 31 DECEMBER 2021**

	Note	2021 £M	2020 £M
<b>Current assets</b>			
Debtors: amounts falling due after more than one year	11	5	5
Debtors: amounts falling due within one year	11	149	215
Cash at bank and in hand		-	2
		154	222
Creditors: amounts falling due within one year	12	(223)	(843)
<b>Net current liabilities</b>		(69)	(621)
<b>Total assets less current liabilities</b>		(69)	(621)
Creditors: amounts falling due after more than one year	13	(200)	-
<b>Provisions for liabilities</b>			
Deferred tax	14	(230)	(124)
Other provisions	15	(28)	(15)
		(258)	(139)
Pension asset	20	938	668
Post-retirement medical benefit		(1)	(1)
<b>Net assets/(liabilities)</b>		410	(93)
<b>Capital and reserves</b>			
Share premium account	17	350	-
Profit and loss account	17	60	(93)
		410	(93)

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 10 August 2022.



Alison Knight  
Director

The notes on pages 25 to 48 form part of these financial statements.

**MARSH SERVICES LIMITED**

**STATEMENT OF CHANGES IN EQUITY  
FOR THE YEAR ENDED 31 DECEMBER 2021**

	Share premium account £M	Profit and loss account £M	Total equity £M
At 1 January 2021	-	(93)	(93)
<b>Comprehensive expense for the year</b>			
Loss for the year	-	(21)	(21)
Actuarial gains on pension scheme	-	235	235
Deferred tax movements	-	(99)	(99)
<b>Total other comprehensive expense for the year</b>	-	136	136
<b>Total comprehensive expense for the year</b>	-	115	115
Capital contribution from parent	350	-	350
Credit to equity for equity settled share based payments	-	38	38
<b>Total transactions with owners</b>	350	38	388
<b>At 31 December 2021</b>	350	60	410

The notes on pages 25 to 48 form part of these financial statements.

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**MARSH SERVICES LIMITED**

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**STATEMENT OF CHANGES IN EQUITY  
FOR THE YEAR ENDED 31 DECEMBER 2020**

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	<b>Profit and loss account</b>	<b>Total equity</b>
	<b>£M</b>	<b>£M</b>
At 1 January 2020	(69)	(69)
<b>Comprehensive income for the year</b>		
Profit for the year	(23)	(23)
Actuarial gains on defined benefit pension scheme	(29)	(29)
Deferred tax movements	(8)	(8)
Actuarial gains relating to other retirement benefits	1	1
<b>Total other comprehensive expense for the year</b>	(36)	(36)
<b>Total comprehensive expense for the year</b>	(59)	(59)
Credit to equity for equity settled share based payments	35	35
<b>Total transactions with owners</b>	35	35
<b>At 31 December 2020</b>	(93)	(93)

The notes on pages 25 to 48 form part of these financial statements.

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2021**

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**1. GENERAL INFORMATION**

Marsh Services Limited is a private company limited by shares incorporated in the United Kingdom under the Companies Act and is registered in England and Wales. The address of the registered office is given on Company Information page at the beginning of these financial statements. The nature of the Company's operations and its principal activities are set out in the strategic report and the directors' report on pages 1 to 15.

**2. ACCOUNTING POLICIES**

**2.1 Basis of preparation of financial statements**

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies (see note 3).

**2.2 Financial reporting standard 102 - reduced disclosure exemptions**

The Company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by the FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland":

- the requirements of Section 7 Statement of Cash Flows;
- the requirements of Section 3 Financial Statement Presentation paragraph 3.17(d);
- the requirements of Section 11 Financial Instruments paragraphs 11.42, 11.44 to 11.45, 11.47, 11.48(a)(iii), 11.48(a)(iv), 11.48(b) and 11.48(c);
- the requirements of Section 12 Other Financial Instruments paragraphs 12.26 to 12.27, 12.29(a), 12.29(b) and 12.29A;
- the requirements of Section 26 Share-based Payment paragraphs 26.18(b), 26.19 to 26.21 and 26.23;
- the requirements of Section 33 Related Party Disclosures paragraph 33.7.

Where applicable, this information is included in the consolidated financial statements of Marsh & McLennan Companies Inc. as at 31 December 2021 and these financial statements may be obtained from Companies House, Crown Way, Cardiff, CF14 3UZ.

NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2021

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2. ACCOUNTING POLICIES (continued)

2.3 GOING CONCERN

The Company's business activities, together with the factors likely to affect its future development, performance and position are set out in the business review which forms part of the Strategic Report.

The Strategic Report also describes the financial position of the Company, its liquidity risk and its exposure to credit risk.

The Company meets its day-to-day working capital requirements from corporate cash balances. The current economic conditions resulting from the Covid-19 global pandemic and the conflict in Eastern Europe, create uncertainty particularly over (a) the level of demand for the Company's services; (b) the exchange rate between sterling and foreign currencies; and (c) the Company's cost base.

The Company continues to monitor the uncertainty in the current economic and business environment including the impact of the Covid-19 pandemic, and the directors are satisfied that the Company's services will continue to be attractive to MMC Group companies. This monitoring and analysis considered our business resilience and continuity plans, and stress testing of liquidity and financial resources. The analysis modelled the financial impact assuming an increasing severity of impact in relation to revenue, for a 12 month period so that the potential impact on profitability and liquidity could be assessed.

The Directors acknowledge the latest guidance on going concern. The Company continues to monitor the uncertainty in the current economic and business environment, and the directors are satisfied through the review of forecast and analyses that the services of Marsh Limited, for whom the Company ultimately provides most of its services, will continue to be attractive to the clients.

During the year the Company issued share capital with a value of £350 million which resulted in a net asset position being reported at 31 December 2021 (2020 net liability : £93 million). Having assessed the responses to their enquiries, including those related to Covid-19, and considered the available funding options for the Company's net current liability position of £69 million (2020: £621 million), the Directors have no reason to believe that a material uncertainty exists that may cast significant doubt on the ability of the Company to continue as a going concern. Accordingly, the directors continue to adopt going concern basis in preparing the annual report and financial statements.

NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2021

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2. ACCOUNTING POLICIES (continued)

2.4 FOREIGN CURRENCY TRANSLATION

**Functional and presentation currency**

The Company's functional and presentational currency is GBP.

**Transactions and balances**

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss except when deferred in other comprehensive income as qualifying cash flow hedges.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the Statement of Comprehensive Income within 'finance income or costs'. All other foreign exchange gains and losses are presented in profit or loss within 'other operating income'.

2.5 TURNOVER

Turnover is recognised to the extent that it is probable that the economic benefits will flow to the Company and the turnover can be reliably measured. Turnover is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes.

**Rendering of services**

Turnover from a contract to provide services is recognised in the period in which the services are provided in accordance with the stage of completion of the contract when all of the following conditions are satisfied:

- the amount of turnover can be measured reliably;
- it is probable that the Company will receive the consideration due under the contract;
- the stage of completion of the contract at the end of the reporting period can be measured reliably; and
- the costs incurred and the costs to complete the contract can be measured reliably.

Turnover represents fees receivable from other MMC Group companies for services provided and is recognised in the year to which it relates. All turnover arises in the United Kingdom.

2.6 INTEREST INCOME

Interest income is recognised in profit or loss using the effective interest method.

NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2021

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2. ACCOUNTING POLICIES (continued)

2.7 BORROWING COSTS

All borrowing costs are recognised in profit or loss in the year in which they are incurred.

Finance cost comprises interest payable on funds borrowed. Interest payable is recognised in the income statement as it accrues.

The difference between interest payable in the year and interest actually paid is shown as an accrual in the statement of financial position.

2.8 PENSIONS AND OTHER POST-RETIREMENT BENEFITS

**Defined benefit pension plan**

For the defined benefit section of the pension scheme the amounts charged to operating profit are the current service costs and gains and losses on settlements and curtailments. They are included as part of staff costs. Past service costs are recognised immediately in the Statement of Comprehensive Income.

The net interest cost on the net defined benefit liability is shown within finance costs.

Remeasurement compromising actuarial gains and losses, the effect of the asset ceiling (if applicable) and the return on scheme assets (excluding interest) are recognised immediately in other comprehensive income.

Defined benefit schemes are funded with the assets of the scheme held separately from those of the Company, in a separate trustee administered fund. Pension scheme assets are measured at fair value and liabilities are measured on an actuarial basis using the projected unit credit method. The actuarial valuations are prepared annually by a professionally qualified actuary employed within the Marsh & McLennan Companies, Inc. Group.

The Company participates in defined benefit plans that share risks between entities under common control. The policy for charging the defined benefit costs is determined for each defined benefit plan based on an allocation of accounting liabilities for each member between the employers participating in the plan. The share of each plan's assets attributable to the Company is determined based on the Company's share of the accounting liabilities in the plan.

The difference between the market value of assets and the present value of accrued pension liabilities is shown as an asset or liability in the balance sheet.

NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2021

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2. ACCOUNTING POLICIES (continued)

2.9 PENSIONS AND OTHER POST-RETIREMENT BENEFITS (continued)

**Defined contribution pension plan**

For the defined contribution section of the pension scheme the amount charged to the profit and loss account in respect of pension costs and other post-retirement benefits is the contributions payable in the year. Differences between contributions payable in the year and contributions actually paid are shown as either accruals or prepayments in the Statement of Financial Position.

**Post-retirement medical benefits**

The Company also operates an unfunded non-contributory scheme for medical benefits, whereby defined medical benefits are provided to current and retired UK members who started their services with the Company on or prior to 1 December 1988 and completed five years of service with the Company at retirement.

2.10 SHARE-BASED PAYMENTS

The Company's ultimate parent company, Marsh & McLennan Companies, Inc., maintains multiple equity settled share-based payment arrangements in the UK, under which employees are awarded grants of Stock Options and Save As You Earn (SAYE) awards, Stock Awards and Share Purchase Plans.

Share-based payments are measured at the fair value at grant, expensed over the vesting period, based on the Company's estimate of shares that will eventually vest and adjusted for the effect of non-market based vesting conditions.

Stock Options vest at 25% per annum beginning one year from the date of grant, and have a maximum contractual term of 10 years.

Fair value is measured using either the Black-Scholes pricing model (no market-based triggering event) or the Binomial valuation model (market based triggering event). The expected life used in the models is estimated using the contractual term of the option and the effects of employees' expected exercise and post-vesting employment termination behaviour.

SAYE awards vest over a period of either 3 or 5 years. Options must be exercised within 6 months of vesting.

Stock Awards vest over a period of up to 5 years, after taking into account the estimated effect of forfeitures. Members are entitled to receive dividend payments during the vesting period.

The Company also provides employees with the ability to purchase MMC's ordinary shares at 95% of the current market value. The Company records an expense, based on the 5% discount, on the date the shares are purchased.



NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2021

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**2. ACCOUNTING POLICIES (continued)**

**2.11 CURRENT AND DEFERRED TAXATION**

The tax expense for the year comprises current and deferred tax. Tax is recognised in profit or loss except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the Company operates and generates income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the Statement of Financial Position date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date.

**2.12 DEBTORS**

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

**2.13 CASH AND CASH EQUIVALENTS**

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

**2.14 CREDITORS**

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2021

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2. ACCOUNTING POLICIES (continued)

2.15 PROVISION FOR LIABILITIES

Provisions are made where an event has taken place that gives the Company a legal or constructive obligation that probably requires settlement by a transfer of economic benefit, and a reliable estimate can be made of the amount of the obligation.

Provisions are charged as an expense to profit or loss in the year that the Company becomes aware of the obligation, and are measured at the best estimate at the Statement of Financial Position date of the expenditure required to settle the obligation, taking into account relevant risks and uncertainties.

When payments are eventually made, they are charged to the provision carried in the Statement of Financial Position.

2.16 INCAPACITY PROVISION

The incapacity provision comprises the current value of expected future amounts payable to or on behalf of staff on the long-term disability scheme, net of amounts covered by insurance. Payments are expected to be made over a number of years in the future. The interest cost is charged to the profit and loss account, and included within other finance charges. Payments made to beneficiaries are charged to the provision, and actuarial adjustments to the provision are taken to other comprehensive income.

2.17 FINANCIAL INSTRUMENTS

The Company only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in ordinary shares.

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade debtors and creditors, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration expected to be paid or received. However, if the arrangements of a short-term instrument constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms or in case of an out-right short-term loan that is not at market rate, the financial asset or liability is measured, initially at the present value of future cash flows discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost, unless it qualifies as a loan from a director in the case of a small company, or a public benefit entity concessionary loan.

Investments in non-derivative instruments that are equity to the issuer are measured:

- at fair value with changes recognised in the Statement of Comprehensive Income if the shares are publicly traded or their fair value can otherwise be measured reliably;
- at cost less impairment for all other investments.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the Statement of Comprehensive Income.

For financial assets measured at amortised cost, the impairment loss is measured as the difference between an asset's carrying amount and the present value of estimated cash flows discounted at the

NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2021

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2. ACCOUNTING POLICIES (continued)

2.17 FINANCIAL INSTRUMENTS (CONTINUED)

asset's original effective interest rate. If a financial asset has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

For financial assets measured at cost less impairment, the impairment loss is measured as the difference between an asset's carrying amount and best estimate of the recoverable amount, which is an approximation of the amount that the Company would receive for the asset if it were to be sold at the reporting date.

Financial assets and liabilities are offset and the net amount reported in the Statement of Financial Position when there is an enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

Derivatives, including interest rate swaps and forward foreign exchange contracts, are not basic financial instruments. Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. Changes in the fair value of derivatives are recognised in profit or loss in finance costs or income as appropriate. The company does not currently apply hedge accounting for interest rate and foreign exchange derivatives.

2.18 DIVIDENDS

Dividends are the way that the Company makes distributions from the Company's profits to its shareholder. The dividend is determined in sterling, the economic currency of the Company. The Directors may choose to declare dividends in any currency provided that a sterling equivalent is announced.

The Board decides the level of dividend in consultation or with consideration of various stakeholders, including the management of the Company's ultimate parent company, Marsh & McLennan Companies, Inc. The amount and timing of a dividend is influenced by factors such as:

- the Company's working capital requirements to sustain its business plans,
- consideration of future employer contributions required for the closed defined benefit pension plan, should the fund be in deficit.
- the Company's future capital investment needs, and
- the Company's excess financial resources.

Equity dividends are recognised when they become legally payable.

NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2021

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**3. JUDGEMENTS IN APPLYING ACCOUNTING POLICIES AND KEY SOURCES OF ESTIMATION UNCERTAINTY**

In the application of the Company's accounting policies, which are described above, the directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

**Critical judgements in applying the Company's accounting policies**

The Company has no critical judgements, apart from those involving estimations (which are dealt with separately below), that the directors have made in the process of applying the Company's accounting policies and that have the most significant effect on the amounts recognised in the financial statements.

**Key sources of estimation uncertainty**

The key assumptions concerning the future, and other key sources of estimation uncertainty at the balance sheet date, that have significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

**(i) Pension and other post-retirement benefits**

The cost of defined benefit pension plan and other post-employment benefits are determined using actuarial valuations. The actuarial valuation involves making assumptions about discount rates, future salary increases, mortality rates and future pension increases. Due to the complexity of the valuation, the underlying assumptions and the long term nature of the plan, such estimates are subject to significant uncertainty. Further details are provided in note 20.

**(ii) Deferred tax**

Deferred tax timing differences have been provided at tax rates enacted at the balance sheet date which are expected to apply when the timing differences are expected to reverse. Deferred tax balances are reviewed and only recognised to the extent that it is probable that future taxable profits will allow the asset to be recovered.

**(iii) Incapacity benefits**

The incapacity provision comprises the current value of expected future amounts payable to or on behalf of staff on the long-term disability scheme, net of amounts covered by insurance. Payments are expected to be made over a number of years in the future.

**(iv) Payroll tax provision**

The payroll tax provision relates to National Insurance Contributions which are payable on exercise of employee shared-based remuneration. The amount payable is dependent on Marsh & McLennan Companies, Inc.'s share price at the date of vesting. The provision has been calculated based on the number of shares expected to vest and the share price at the balance sheet date.

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**MARSH SERVICES LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2021**

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**4. TURNOVER**

Turnover represents fees receivable from other MMC Group companies for services provided.

	<b>2021</b>	<i>2020</i>
	<b>£M</b>	<i>£M</i>
United Kingdom	718	637
	<u>718</u>	<u>637</u>

All turnover arose within the United Kingdom.

**5. AUDITOR'S REMUNERATION**

In 2021 the Company paid £0.2 million in audit fees (2020: £0.2 million) to the Company's auditor relating to the auditing of the financial statements.

The Company has not engaged its auditor for any non-audit services.

**6. EMPLOYEES**

Staff costs, including directors' remuneration, were as follows:

	<b>2021</b>	<i>2020</i>
	<b>£M</b>	<i>£M</i>
Wages and salaries	610	547
Social security costs	90	73
Cost of defined benefit scheme	6	12
Cost of defined contribution scheme	33	29
	<u>739</u>	<u>661</u>

The average monthly number of employees, including the directors, during the year was as follows:

	<b>2021</b>	<i>2020</i>
	<b>No.</b>	<i>No.</i>
Employees recharged for Insurance, support and management related services	<u>5,952</u>	<u>5,351</u>

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**MARSH SERVICES LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2021**

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**7. DIRECTORS' REMUNERATION**

	<b>2021 £M</b>	<i>2020 £M</i>
Directors' emoluments	1	-
	<u>1</u>	<u>-</u>
	<u><u>1</u></u>	<u><u>-</u></u>

The highest paid director received remuneration of £0.4m (2020 - £NIL).

The value of the company's contributions paid to a defined contribution pension scheme in respect of the highest paid director amounted to £NIL (2020 - £NIL).

**8. INTEREST PAYABLE AND SIMILAR EXPENSES**

	<b>2021 £M</b>	<i>2020 £M</i>
Bank interest payable	1	1
Loans from group undertakings	2	3
	<u>3</u>	<u>4</u>
	<u><u>3</u></u>	<u><u>4</u></u>

**9. OTHER FINANCE INCOME**

	<b>2021 £M</b>	<i>2020 £M</i>
Interest income on pension scheme assets	10	14
	<u>10</u>	<u>14</u>
	<u><u>10</u></u>	<u><u>14</u></u>

**MARSH SERVICES LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2021**

**10. TAXATION**

	<b>2021 £M</b>	<b>2020 £M</b>
<b>CORPORATION TAX</b>		
Current tax on profits for the year	(11)	(6)
Adjustments in respect of previous periods	(6)	-
	(17)	(6)
	(17)	(6)
<b>DEFERRED TAX</b>		
Origination and reversal of timing differences	6	(1)
Adjustments in respect of previous periods	3	-
Changes to tax rates	(2)	(1)
	7	(2)
	7	(2)
<b>TAXATION ON LOSS</b>		
	(10)	(8)

**FACTORS AFFECTING TAX CREDIT FOR THE YEAR**

The tax assessed for the year is lower than (2020 - lower than) the standard rate of corporation tax in the UK of 19% (2020 - 19%). The differences are explained below:

	<b>2021 £M</b>	<b>2020 £M</b>
Loss before tax	(31)	(31)
	(31)	(31)
Loss multiplied by standard rate of corporation tax in the UK of 19% (2020 - 19%)	(6)	(6)
<b>EFFECTS OF:</b>		
Adjustments to tax charge in respect of prior periods	(2)	-
Other timing differences leading to an increase in taxation	1	-
Changes to tax rates	(2)	(1)
Other differences leading to decrease in the tax charge	(1)	(1)
	(10)	(8)
	(10)	(8)

**MARSH SERVICES LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2021**

**10. TAXATION (continued)**

**FACTORS THAT MAY AFFECT FUTURE TAX CHARGES**

Following enactment of the Finance Bill 2021 on 10 June 2021, the UK Corporation Tax rate (from 1 April 2023) has been increased to 25%.

**11. DEBTORS**

	<b>2021</b>	<i>2020</i>
	<b>£M</b>	<i>£M</i>
<b>DUE AFTER MORE THAN ONE YEAR</b>		
Deferred tax asset	5	5
	5	5
	5	5
	<b>2021</b>	<i>2020</i>
	<b>£M</b>	<i>£M</i>
<b>DUE WITHIN ONE YEAR</b>		
Amounts owed by group undertakings	112	195
Other debtors	10	3
Amounts recoverable from group undertakings - Tax	23	13
Deferred taxation	4	4
	149	215
	149	215

Amounts owed by group undertakings are unsecured, interest free and repayable on demand.

**12. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	<b>2021</b>	<i>2020</i>
	<b>£M</b>	<i>£M</i>
Bank overdrafts	185	282
Amounts owed to group undertakings	-	528
Other taxation and social security	1	2
Accruals and deferred income	37	31
	223	843
	223	843

All amounts owed to group undertakings are unsecured, interest free and repayable on demand.



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**MARSH SERVICES LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2021**

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**13. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR**

	<b>2021</b>	<i>2020</i>
	<b>£M</b>	<i>£M</i>
Amounts owed to group undertakings	200	-
	<u>200</u>	<u>-</u>
	<u><u>200</u></u>	<u><u>-</u></u>

Amounts owed to group undertakings consists of a loan of £200 million which attracts interest at 1.5236% and is repayable in December 2024.

**14. DEFERRED TAXATION**

	<b>2021</b>	<i>2020</i>
	<b>£M</b>	<i>£M</i>
At beginning of year	(115)	(142)
Charged to profit or loss	(7)	1
Charged to other comprehensive income	(99)	(8)
Arising on business combinations	-	34
<b>AT END OF YEAR</b>	<u>(221)</u>	<u>(115)</u>
	<u><u>(221)</u></u>	<u><u>(115)</u></u>

**MARSH SERVICES LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2021**

**14. DEFERRED TAXATION (continued)**

The deferred tax balance is made up as follows:

	<b>2021</b>	<b>2020</b>
	<b>£M</b>	<b>£M</b>
Other timing differences	9	9
Pension and post retirement benefit obligations	(230)	(124)
	(221)	(115)
	(221)	(115)
<b>COMPRISING:</b>		
Asset - due after one year	5	5
Asset - due within one year	4	4
Liability	(230)	(124)
	(221)	(115)
	(221)	(115)

Following enactment of the Finance Bill 2021 on 10 June 2021, the UK Corporation Tax rate (from 1 April 2023) has been increased to 25%.

Deferred tax timing differences have been provided for at the enacted tax rate at the balance sheet date.

There are no unrecognised deferred tax balances.

**15. OTHER PROVISIONS**

	<b>Incapacity benefits £M</b>	<b>Payroll tax provision £M</b>	<b>Total £M</b>
At 1 January 2021	5	10	15
Charged to profit or loss	-	13	13
	5	23	28
<b>AT 31 DECEMBER 2021</b>	5	23	28

The incapacity provision comprises the current value of expected future amounts payable to or on behalf of staff on long-term disability scheme, net of amounts covered by insurance. Payments are expected to be made over a number of years in the future.

The payroll tax provision relates to National Insurance Contributions (NIC) which will become payable on the exercise of employee share-based remuneration. The amount payable is dependent on Marsh & McLennan Companies, Inc.'s share price at the date of vesting. The provision has been calculated based on the number of shares expected to vest and the share price at the balance sheet date of \$173.23 (2020: \$116.50).

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**MARSH SERVICES LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2021**

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**16. SHARE CAPITAL**

	<b>2021</b>	<b>2020</b>
	<b>£</b>	<b>£</b>
<b>ALLOTTED, CALLED UP AND FULLY PAID</b>		
2,000 (2020 - 1,000) Ordinary shares of £1.00 each	2,000	1,000

The share capital of the Company consists of fully paid ordinary shares with a par value of £1 per share. All shares are equally eligible to receive dividends and the repayment of capital and represent one vote at shareholders' meetings of the Company.

On 16 December 2021 the Company issued a further 1,000 fully paid ordinary shares with a par value of £1 per share for a capital contribution of £350,000,000. The additional capital received above the par value per share totalling £349,999,000 being credited to the Share premium account.

**17. RESERVES**

**Share premium account**

Share premium represents the premium received above the par value on ordinary share capital transactions.

The share premium account includes the premium on the issue of 1,000 ordinary shares of £1 each at a premium of £349,999,000 during the year.

**Profit and loss account**

The profit and loss reserve represents cumulative profits or losses net of dividends paid and other adjustments.

**18. SHARE BASED PAYMENTS**

The Company's ultimate parent company, Marsh & McLennan Companies, Inc., maintains multiple equity-settled share-based payment arrangements in the UK, under which employees are awarded grants of stock options and Save As You Earn (SAYE) awards, Shares Awards and Share Purchase arrangements (Share Purchase Plan and Share Incentive Plan).

As no benefit is granted by the Company under the Share Incentive Plan, this plan does not fall under the scope of FRS 102.

**19. CONTINGENT LIABILITIES**

The Company participates in cash pooling agreements with banks. Each member of the pool indemnifies against all losses incurred as a result of the failure of any other pool member, limited to any net cash balance held in the pool. As at 31 December 2021 the Company had a total overdrawn of £185 million (2020: £282 million) and so had no exposure under the agreements at that time but could in the future have a liability if its funds in the pool became a positive cash balance. The other members of the pooling arrangements are companies fully owned by Marsh & McLennan Companies, Inc.

NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2021

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**20. PENSION COMMITMENTS**

The Company is a participating employer in a defined benefit pension scheme in the UK.

The existing sections of the Fund closed to all future benefit accrual with effect from 1 August 2014. Pension benefits accrued prior to that date retain the link to future salary growth or career revaluation, as applicable. In addition the JLT Pension Scheme's obligations and assets are attributable to the Company.

A comprehensive actuarial valuation of the defined benefit sections was carried out at 31 December 2021 by a qualified actuary (who is employed within the Marsh & McLennan Companies Group), based on membership data at 31 December 2020 in respect of the Fund, as at 31 December 2021 for the unapproved plan pensioners and as at 31 March 2020 in respect of the JLT Pension Scheme. The valuation made an approximate allowance since the date of the membership data for known cashflows, inflation experience and the estimated effect of changes in assumptions.

The statutory funding objective is for the defined benefit plans to have sufficient and appropriate assets to pay their benefits as they fall due (the technical provisions). The general funding principles are that the technical provision assumptions taken as a whole will be sufficiently prudent, including appropriate margins to allow for the possibility of events turning out worse than expected. However, the funding method and assumptions do not completely remove the risk that the technical provisions could be insufficient to provide benefits in the future.

A statutory funding valuation was carried out during 2019 for the Fund. The Fund is in a surplus funding position and under the current agreement with the Trustee, no deficit funding is required until 2023. The funding level will be re assessed during 2022 to determine if deficit contributions are required from 2023.

The JLT Pension Scheme has a funding deficit based on the statutory funding valuation carried out as at 31 March 2020 that concluded in 2021. As a result, the Company paid deficit contributions of £27 million in 2021 and expects to pay deficits contributions of £83 million in 2022, following which the deficit funding will be reassessed for 2023.

The Company participates in defined benefit plans that share risks between entities under common control. The policy for charging the defined benefit costs is determined for each defined benefit plan based on an allocation of accounting liabilities for each member between the employers participating in the plan. The share of each plan's assets attributable to the Company is determined based on the Company's share of the accounting liabilities in the plan.

The Company also operates unfunded unapproved pension benefits that cannot be provided through the fund.

**MARSH SERVICES LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2021**

**20. PENSION COMMITMENTS (continued)**

Reconciliation of present value of plan liabilities:

	<b>2021 £M</b>	<i>2020 £M</i>
<b>RECONCILIATION OF PRESENT VALUE OF PLAN LIABILITIES</b>		
At the beginning of the year	5,261	4,103
Interest cost	72	96
Increase due to business combination/transfer	17	692
Benefits paid	(173)	(192)
Effect of changes in assumptions/experience adjustments	(246)	555
Loss on plan changes, settlement or curtailment	-	7
<b>AT THE END OF THE YEAR</b>	<b>4,931</b>	<b>5,261</b>

Composition of plan liabilities:

	<b>2021 £M</b>	<i>2020 £M</i>
Funded	4,914	5,240
Unfunded	17	21
<b>TOTAL PLAN LIABILITIES</b>	<b>4,931</b>	<b>5,261</b>

Reconciliation of present value of plan assets:

	<b>2021 £M</b>	<i>2020 £M</i>
At the beginning of the year	5,929	4,975
Interest income	82	110
Administration expenses	(6)	(5)
Increase due to business combination	13	492
Contributions	35	23
Benefits paid	(173)	(192)
Return on plan assets (excluding interest income)	(11)	526
<b>AT THE END OF THE YEAR</b>	<b>5,869</b>	<b>5,929</b>

**MARSH SERVICES LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2021**

**20. PENSION COMMITMENTS (continued)**

Composition of plan assets:

	<b>2021</b>	<i>2020</i>
	<b>£M</b>	<i>£M</i>
Cash and cash equivalents	21	49
Equity instruments	1,313	1,533
Government bonds/LDI instruments	1,969	1,786
Other debt instruments	2,275	2,167
Real estate	126	214
Other	165	180
<b>TOTAL PLAN ASSETS</b>	<b>5,869</b>	<i>5,929</i>
	<b>2021</b>	<i>2020</i>
	<b>£M</b>	<i>£M</i>
Fair value of plan assets	5,869	5,929
Present value of plan liabilities	(4,931)	(5,261)
<b>NET PENSION SCHEME ASSET</b>	<b>938</b>	<i>668</i>

The amounts recognised in the statement of comprehensive income are as follows:

	<b>2021</b>	<i>2020</i>
	<b>£M</b>	<i>£M</i>
Administration expenses	(6)	(5)
Net interest income	10	14
Loss on plan changes, settlement or curtailment	-	(7)
<b>TOTAL</b>	<b>4</b>	<i>2</i>
Effect of changes in assumptions	267	(528)
Effect of experience adjustments	(21)	(27)
Return on plan assets (excluding interest income)	(11)	526
	<b>235</b>	<i>(29)</i>

**MARSH SERVICES LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2021**

**20. PENSION COMMITMENTS (continued)**

The net pension asset consists of the following:

	<b>2021</b>	2020
	<b>£M</b>	£M
Defined benefit plans in surplus	1,096	917
Defined benefit plans in deficit	(158)	(249)
	<u>938</u>	<u>668</u>

There is one defined benefit pension section of the Fund in deficit, which is segregated from the other three sections of the Fund that are in surplus.

Reconciliation of fair value of plan assets were as follows:

	<b>2021</b>	2020
	<b>£M</b>	£M
Opening net defined benefit asset	668	872
Interest income on pension scheme assets	10	14
Administration expenses	(6)	(5)
Losses on curtailments and settlements	-	(7)
Contributions by employer	35	23
Actuarial gains/(losses)	235	(29)
Increase in obligations due to business combination	(4)	(200)
	<u>938</u>	<u>668</u>

The Company expects to contribute £89 million to its defined benefit pension scheme in the UK in 2022.

If future life expectancy for all members were to increase by an additional year then this would increase the liabilities for FRS 102 purposes by about 4.4%. A change in the life expectancy assumption at the year end balance sheet date also leads to an increase in the following year's interest cost charges to the profit and loss account. This would be partly mitigated by a longevity swap that covers most of the pensioner members and would create an asset gain if life expectancy increases by one year.

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2021**

**20. PENSION COMMITMENTS (continued)**

Principal actuarial assumptions at the Statement of Financial Position date (expressed as weighted averages):

	<b>2021</b>	2020
	%	%
Discount rate	1.82	1.40
Future salary increases	3.54	2.92
Future RPI inflation assumption	3.17	2.78
CPI inflation assumption	2.73	2.24
 Mortality rates		
- for a male aged 65 now	23.4	23.4
- at 65 for a male aged 45 now	24.6	24.6
- for a female aged 65 now	25.3	25.3
- at 65 for a female member aged 45 now	26.3	26.3

**Defined contribution scheme**

Prior to 1 August 2014, the Group also operated a defined contribution scheme for employees who were not eligible or chose not to join the defined benefit scheme.

From 1 August 2014, the Company's defined benefit section of the pension scheme and the existing defined contribution plan were both closed to future benefit accrual. All future pension benefits from 1 August 2014 are provided under a new defined contribution section of the pension scheme. The Company made defined contribution payments of £33 million during 2021 (2020: £29 million).



**MARSH SERVICES LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2021**

**21. POST-RETIREMENT MEDICAL**

The Company operates an unfunded non-contributory scheme for medical benefits. As part of this scheme, defined medical benefits are provided to certain retired UK members who started their services with the Company on or prior to 1 December 1988 and completed five years of service with the Company at retirement. This group of pensioners is entitled to fully insured benefits in retirement for themselves, their spouses and eligible dependants. On a pensioner's death the benefit continues for the widow or widower until their death. As at 31 December 2021 there were 233 (2020: 249) pensioners and 1 (2020: 1) active members in receipt of these benefits.

A full actuarial valuation of the accrued liability and annual charge in respect of post retirement medical benefit was carried out as at 31 December 2021 by a qualified actuary (who is employed by the Company). The method used was the project unit method. The major assumptions used for the actuarial valuation were (in nominal terms):

Assumptions	31 December 2021	31 December 2020	31 December 2019	31 December 2018	31 December 2017
Gross interest rate	1.6%	1.3%	1.8%	2.9%	2.6%
Medical cost trend rate for one year	5.4%	5.4%	5.4%	5.4%	5.4%
Medical cost trend rate after one year	5.4%	5.4%	5.4%	5.4%	5.4%

Interest on scheme liabilities in 2021 in respect of post retirement medical benefits under the requirement of FRS 102 that were recognised in the statement of comprehensive income in the year to 31 December 2020 was £0.02 million (2020: £0.04 million).

The following amounts have been recognised in the performance statements in the year to 31 December 2021 in respect of post retirement medical benefits under the requirements of FRS 102:

	2021 £M	2020 £M
<b>Analysis of the actuarial gain in the Comprehensive Income Statement</b>		
Effects of changes in assumptions underlying the present value of scheme liabilities	0.1	1.2
Actuarial gain	0.1	1.2
<b>Movement in scheme liability during the year:</b>		
Liability in the scheme at 1 January	(1)	(3)
Utilisation of provision	-	1
Actuarial gain	-	1
Liability in the scheme at 31 December	(1)	(1)

**MARSH SERVICES LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2021**

**21. POST-RETIREMENT MEDICAL (continued)**

<b>History of experience gains and losses</b>	<b>2021</b>	<b>2020</b>	<b>2019</b>	<b>2018</b>	<b>2017</b>
<b>Experience gains/(losses) on scheme liabilities:</b>					
Amount (£'m)	0.02	0.04	0.1	0.1	0.8
Percentage of the present value of the scheme liabilities (%)	1.4%	3.2%	3.5%	4.8%	12.3%
<b>Total actuarial gain/(loss) recognised gains and losses:</b>					
Amount (£'m)	0.12	1.2	1.8	2.4	(1.4)
Percentage of the present value of the scheme liabilities (%)	8.5%	77.9%	60.0%	57.1%	21.5%

**22. RELATED PARTY TRANSACTIONS**

Advantage has been taken of the exemption under FRS 102 Section 33.1A not to disclose transactions between entities within the Marsh Group, where no less than 100% of voting rights are controlled within the Marsh & McLennan Companies, Inc. Group, whose consolidated financial statements are publicly available. There are no other transactions requiring disclosure.

**23. POST BALANCE SHEET EVENTS**

In April 2021, the Company and Guy Carpenter and Company Limited (a fellow subsidiary company in its capacity as appointed representative of Marsh Limited) initiated legal proceeding against Howden Limited in relation to a group of employees previously employed by the Company who left to join Howden Limited. In February 2022, the Company and Guy Carpenter and Company Limited reached a confidential settlement of the legal action.

On 1 April 2022, the employees of Jelf Insurance Brokers Limited transferred into the Company. This will substantially increase the size of the Company. This followed TUPE transfer arrangements whereby, after a consultation process, the employees of former Jelf Companies and their pension scheme liabilities transferred into the Company, further centralising the employment of those colleagues within the United Kingdom for the Risk & Insurance solutions operations of MMC.

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**MARSH SERVICES LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
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**24. CONTROLLING PARTY**

The Company's immediate parent company is MMC UK Group Limited, registered in England and Wales. The Company's ultimate parent company and controlling entity is Marsh & McLennan Companies, Inc., incorporated in the state of Delaware, USA.

The smallest and largest group in which the results of Marsh Services Limited are consolidated is that headed by 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.