

JLT EB HOLDINGS LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2021



JLT EB HOLDINGS LIMITED

COMPANY INFORMATION

Directors

T O'Dwyer
T McDonald
B Viswanathan (appointed 9 December 2021)
T D Beach (appointed 15 February 2022)

Registered number

00115332

Registered office

1 Tower Place West
Tower Place
London
EC3R 5BU

JLT EB HOLDINGS LIMITED

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JLT EB HOLDINGS LIMITED

STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2021

The directors present their strategic report of JLT EB Holdings Limited ('the Company') for the year ended 31 December 2021.

Principal Activities

The Company acts as an intermediate holding company in the Marsh & McLennan Companies, Inc. Group ('MMC' or 'the Group'). It expects to continue in this role during the next financial year.

Business review

Loss before taxation amounts to £3.3m (2020: £105.2m profit).

During the year, the Company has purchased additional share capital and increased share premium of two of its subsidiaries.

1) On 8 November 2021, the Company purchased additional share capital of 40,000 Ordinary (Class A) shares of £0.0025 each in its subsidiary, Moola Systems Ltd, increasing its share capital and share premium accounts by £100 and £1,901,900, respectively.

2) On 8 November 2021, the Company purchased additional share capital of 100 Ordinary shares of £1 each in its subsidiary, JLT EB Services Limited, increasing its share capital and share premium accounts by £100 and £1,473,900, respectively.

During the year, an impairment of £7.7m (2020: £120.8m) was reported relating to various subsidiaries of the Company, partially offset by dividends received of £4.4m (2020: £227.5m).

The results of the Company for the year ended 31 December 2021 are set out in the financial statements on pages 11 to 26

Going Concern

The Company will continue as a holding company in the Group and 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 liability position of £72.7m (2020: £69.4m) and have evaluated funding options available to the Company. Following this evaluation they are satisfied that any obligations can be met. These financial statements are therefore presented on a going concern basis.

Key performance indicators

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

JLT EB HOLDINGS LIMITED

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

Section 172 (1) of The Companies Act 2006 (the 'Act') statement

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

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

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

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

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

In 2021, the Group partnered with select strategic global non-profit organisations including Ambitious About Autism and Blueprint for All. Covid-19 significantly impacted fundraising for the Group's social impact programmes, with in person events suspended. In order to mitigate the impact of the pandemic on social impact efforts, virtual fundraising campaigns and events were held during the year.

The Group has developed climate initiatives which represent a tangible step towards building a more sustainable environment for colleagues, clients, shareholders and future generations. In 2021 the Group announced that it was a CarbonNeutral © certified business.

Principal risks and uncertainties

From the perspective of the Company, the principal risks and uncertainties and financial risks of the Company are integrated with that of Group and are not managed separately. Accordingly the principal risks and uncertainties and financial risks of Group, which include those of the Company, are set out in the Finance Directors' Review and Risk Management Reports in the 2021 annual report of Group which does not form part of this report.

Financial risk management

The Company has limited exposure to financial risks as a non-trading holding company in the Group. The Company regularly reviews the carrying value of its investments and other assets and liabilities to ensure they are appropriate.

Credit risk

Credit risk is the risk that a counterparty will be unable to pay amounts in full when due. The main areas where the Company is exposed to credit risk are amounts due from group undertakings. The Company mitigates its credit risk for cash and investments by only depositing money with other companies within the Group.

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

Cyber risk

The Cyber control framework is managed by the Group's 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 Group 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, the Group has established incident management procedures which are invoked to mitigate any adverse impacts. Attendance at the FCA hosted Cyber Co-ordination Group ensures the business has sight of local UK threats and vulnerabilities.

Liquidity/ 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 significant holdings in liquid funds to mitigate against this risk.

Political risk

The Company is subject 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 Company'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 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 the key associated risks have been assessed to support executive decision making.


As a non-trading entity, the impact of political risk on the Company is expected to be minimal.

Pandemic risk

The Group 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 of the Company's direct and indirect subsidiaries, and to ensure their businesses operate in line with client and regulatory expectations.

As a non-trading entity with no employees, the Company itself is not directly impacted by pandemic risk.

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


T. O'Dwyer
Director

JLT EB HOLDINGS LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2021

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

Results and dividends

The loss for the year, after taxation, amounted to £3.3m (2020 - £105.2m profit).

The Directors do not recommend a final dividend (2020: £389m) to be made in respect of the financial year ended 31 December 2021.

Directors

The directors who served during the year were:

T O'Dwyer
T McDonald
B Viswanathan (appointed 9 December 2021)

The following director was appointed after 31 December 2021:

T D Beach (appointed 15 February 2022)

There being no provision in the Company's Articles of Association for the retirement of directors by rotation, the present directors will continue in office.

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.

Future developments

The directors expect the Company to continue as an intermediate holding company in the Group for the foreseeable future.

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.

JLT EB HOLDINGS LIMITED

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

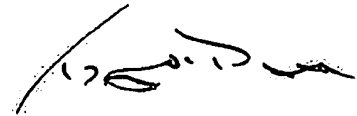
Post balance sheet events

On 25 July 2022 the Company agreed to sell three of its subsidiary companies to a third party. As a part of this transaction the Company will acquire another group company, Burke Ford Trustees (Leicester) Limited, from another group entity. The transaction is expected to complete on 31 August 2022.

Auditor

The auditor, Deloitte LLP, has indicated their willingness to continue in office and will be deemed to be reappointed under Section 487 (2) of the Companies Act 2006.

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



T O'Dwyer
Director

JLT EB HOLDINGS LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2021

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 FRS 101 "Reduced Disclosure Framework". 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.

JLT EB HOLDINGS LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF JLT EB HOLDINGS LIMITED

Report on the audit of the financial statements

Opinion

In our opinion the financial statements of JLT EB Holdings 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 101 "Reduced Disclosure Framework"; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the profit and loss account;
- the statement of comprehensive income;
- the balance sheet;
- the statement of changes in equity; and
- the related notes 1 to 13.

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

Basis for opinion

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

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

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the director uses 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 director with respect to going concern are described in the relevant sections of this report.

JLT EB HOLDINGS LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF JLT EB HOLDINGS LIMITED (CONTINUED)

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 director is 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 director's responsibilities statement, the director is 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 director is 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 director either intends 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. 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.

JLT EB HOLDINGS LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF JLT EB HOLDINGS LIMITED (CONTINUED)

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

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

JLT EB HOLDINGS LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF JLT EB HOLDINGS LIMITED (CONTINUED)

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.



Claire Clough ACA (Senior statutory auditor)

For and on behalf of Deloitte LLP
Statutory Auditor
London, United Kingdom

Date: 10 August 2022

JLT EB HOLDINGS LIMITED

**PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 DECEMBER 2021**

	Note	2021 £000	2020 £000
Administrative expenses		1	(1,500)
Operating profit/(loss)		<u>1</u>	<u>(1,500)</u>
Income from shares in group undertakings		4,387	227,500
Impairment of investments	8	(7,691)	(120,848)
(Loss)/profit before tax		<u>(3,303)</u>	<u>105,152</u>
Tax on (loss)/profit	7	-	-
(Loss)/profit for the financial year		<u><u>(3,303)</u></u>	<u><u>105,152</u></u>

The notes on pages 16 to 26 form part of these financial statements.

The above results were derived from continuing operations.

JLT EB HOLDINGS LIMITED

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

	Note	2021 £000	2020 £000
(Loss)/profit for the financial year		(3,303)	105,152
Total comprehensive (expense)/income for the year		(3,303)	105,152


The notes on pages 16 to 26 form part of these financial statements.

JLT EB HOLDINGS LIMITED
REGISTERED NUMBER: 00115332

BALANCE SHEET
AS AT 31 DECEMBER 2021

	Note	2021 £000	2020 £000
Fixed assets			
Investments	8	223,696	228,011
		<u>223,696</u>	<u>228,011</u>
Current assets			
Debtors: amounts falling due within one year	9	4,174	35,707
		<u>4,174</u>	<u>35,707</u>
Creditors: amounts falling due within one year	10	(300,536)	(333,081)
		<u>(296,362)</u>	<u>(297,374)</u>
Net current liabilities			
		<u>(296,362)</u>	<u>(297,374)</u>
Total assets less current liabilities		<u>(72,666)</u>	<u>(69,363)</u>
Net liabilities		<u>(72,666)</u>	<u>(69,363)</u>
Capital and reserves			
Called up share capital	11	1	1
Profit and loss account		(72,667)	(69,364)
		<u>(72,666)</u>	<u>(69,363)</u>

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


T O'Dwyer
 Director

The notes on pages 16 to 26 form part of these financial statements.

JLT EB HOLDINGS LIMITED

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

	Called up share capital	Profit and loss account	Total equity
	£000	£000	£000
At 1 January 2021	1	(69,364)	(69,363)
Loss for the year	-	(3,303)	(3,303)
Total comprehensive expense for the year	-	(3,303)	(3,303)
Total transactions with owners	-	-	-
At 31 December 2021	1	(72,667)	(72,666)

The notes on pages 16 to 26 form part of these financial statements.

JLT EB HOLDINGS LIMITED

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

	Called up share capital £000	Profit and loss account £000	Total equity £000
At 1 January 2020	1	214,484	214,485
Comprehensive income for the year			
Profit for the year	-	105,152	105,152
Dividends	-	(389,000)	(389,000)
Total transactions with owners	-	(389,000)	(389,000)
At 31 December 2020	1	(69,364)	(69,363)

The notes on pages 16 to 26 form part of these financial statements.

JLT EB HOLDINGS LIMITED

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

1. General information

The Company is a private company limited by share capital incorporated, domiciled and registered in England, United Kingdom under the Companies Act 2006. The nature of the Company's operations and its principal activities are set out in the Strategic Report on pages 1 to 3.

The address of its registered office is:
1 Tower Place West
Tower Place
London
EC3R 5BU

2. Accounting policies

2.1 Basis of preparation of financial statements

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

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 101 'Reduced Disclosure Framework' and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 101 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 101 - reduced disclosure exemptions

The Company has taken advantage of the following disclosure exemptions under FRS 101:

- the requirements of paragraphs 62, B64(d), B64(e), B64(g), B64(h), B64(j) to B64(m), B64(n)(ii), B64(o)(ii), B64(p), B64(q)(ii), B66 and B67 of IFRS 3 Business Combinations
- the requirements of IFRS 7 Financial Instruments: Disclosures
- the requirements of paragraphs 91-99 of IFRS 13 Fair Value Measurement
- the requirements of paragraphs 10(d), 10(f), 16, 38A, 38B, 38C, 38D, 40A, 40B, 40C, 40D, 111 and 134-136 of IAS 1 Presentation of Financial Statements
- the requirements of IAS 7 Statement of Cash Flows
- the requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors
- the requirements of paragraph 17 and 18A of IAS 24 Related Party Disclosures
- the requirements of paragraphs 130(f)(ii), 130(f)(iii), 134(d)-134(f) and 135(c)-135(e) of IAS 36 Impairment of Assets.

2.3 Exemption from preparing group financial statements

The Company is a wholly owned subsidiary of Mercer Limited and of its ultimate parent, Marsh & McLennan Companies, Inc. It is included in the consolidated financial statements of Marsh & McLennan Companies, Inc which are publicly available. Therefore the Company is exempt by virtue of section 401 of the Companies Act 2006 from the requirement to prepare consolidated financial statements.

JLT EB HOLDINGS LIMITED

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

2. Accounting policies (continued)

2.4 Going concern

These financial statements have been prepared on a going concern basis under the historical cost convention and in accordance with the Companies Act 2006.

The Company meets its day-to-day working capital requirements from corporate cash balances. The current economic conditions create uncertainty particularly over the exchange rate between sterling and foreign currencies.

The Company continues to monitor the uncertainty in the current economic and business environment including the impact of the Covid-19 pandemic. This monitoring and analysis considered our business resilience and continuity plans of the Company's investments and stress testing of liquidity and financial resources.

Having considered available funding options for the Company's net liability position of £72.7m (2020: £69.4m), and considered the current and potential future impact of Covid-19 on the Company, the directors have no reason to believe that a material uncertainty exists that may cast significant doubt upon the ability of the Company to continue as a going concern.

The directors acknowledge the latest guidance on going concern. The directors have a reasonable expectation that the Company will continue in operational existence for a period of twelve months from the date of the approval of the financial statements and, therefore, they continue to adopt the going concern basis in preparing the annual financial statements.

2.5 New international reporting standards, amendments and interpretations effective in 2020

There are no new accounting standards, amendments to accounting standards or IFRIC interpretations that are effective for the year ended 31 December 2021 which have a material impact on the Company's financial statements.

2.6 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

2.7 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.

2.8 Creditors

Creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers.

Creditors are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

JLT EB HOLDINGS LIMITED

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

2. Accounting policies (continued)

2.9 Financial instruments

The Company recognises financial instruments when it becomes a party to the contractual arrangements of the instrument. Financial instruments are de-recognised when they are discharged or when the contractual terms expire. The Company's accounting policies in respect of financial instruments transactions are explained below:

Financial assets and financial liabilities are initially measured at fair value.

Financial assets

All recognised financial assets are subsequently measured in their entirety at either fair value or amortised cost, depending on the classification of the financial assets.

Fair value through profit or loss

All of the Company's financial assets other than those which meet the criteria to be measured at fair value through other comprehensive income are subsequently measured at fair value at the end of each reporting period, with any fair value gains or losses being recognised in profit or loss to the extent they are not part of a designated hedging relationship. The net gain or loss recognised in profit or loss includes any dividend or interest earned on the financial asset.

Debt instruments at fair value through other comprehensive income

Debt instruments are subsequently measured at fair value through other comprehensive income where they are financial assets held within a business model whose objective is achieved by both collecting contractual cash flows and selling the financial assets, and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Equity instruments at fair value through other comprehensive income

On initial recognition of an investment in equity instrument, the Company may make an irrevocable election to designate the financial assets as at fair value through other comprehensive income, providing that it is not held for trading nor is it contingent consideration recognised by an acquirer in a business combination to which IFRS 3 applies.

Impairment of financial assets

The Company recognises a loss allowance for expected credit losses on investments in debt instruments that are measured at amortised or at FVOCI. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Company always recognises lifetime ECL for trade receivables and amounts due on contracts with customers. The expected credit losses on these financial assets are estimated based on the Company's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate. Lifetime ECL represents the expected credit losses that will result from all possible default events over the expected life of a financial instrument.

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

2. Accounting policies (continued)

2.9 Financial instruments (continued)

Financial liabilities

Fair value through profit or loss

Financial liabilities are classified as at fair value through profit or loss, when the financial liability is held for trading, or is designated as at fair value through profit or loss. This designation may be made if such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise, or the financial liability forms part of a group of financial instruments which is managed and its performance is evaluated on a fair value basis, or the financial liability forms part of a contract containing one or more embedded derivatives, and IFRS 9 permits the entire combined contract to be designated as at fair value through profit or loss. Any gains or losses arising on changes in fair value are recognised in profit or loss to the extent that they are not part of a designated hedging relationship.

At amortised cost

Financial liabilities which are neither contingent consideration of an acquirer in a business combination, held for trading, nor designated as at fair value through profit or loss are subsequently measured at amortised cost using the effective interest method. This is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or where appropriate a shorter period, to the amortised cost of a financial liability.

2.10 Dividends

Equity dividends are recognised when they become legally payable. Interim equity dividends are recognised when paid. Final equity dividends are recognised when approved by the shareholders at an annual general meeting.

2.11 Dividend income

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

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

3. Judgments in applying accounting policies and key sources of estimation uncertainty

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

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

Critical judgments in applying the Company's accounting policies

Impairment of assets

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

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

Key sources of estimation uncertainty

Management have considered key sources of estimation uncertainty. There are no key assumptions concerning the future, and other key sources of estimation uncertainty at the balance sheet date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

4. Auditor's remuneration

	2021	2020
	£000	£000
Fees payable to the Company's auditor and its associates for the audit of the Company's annual financial statements	8	10

The Company has taken advantage of the exemption not to disclose amounts paid for non audit services as these are disclosed in the group accounts of the parent Company.

5. Employees

There were no staff employed by the Company during the year (2020: Nil).

JLT EB HOLDINGS LIMITED

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

6. Directors' remuneration

The directors received no emoluments in respect of their services to JLT EB Holdings Limited during the year ended 31 December 2021 (2020: Nil).

7. Taxation

	2021 £000	2020 £000
Total current tax	-	-
Deferred tax		
Total deferred tax	-	-
Taxation on profit on ordinary activities	-	-

Factors affecting tax charge/(credit) for the year

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

	2021 £000	2020 £000
(Loss)/profit on ordinary activities before tax	(3,303)	105,152
(Loss)/profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2020 - 19%)	(628)	19,979
Effects of:		
Non-tax deductible impairment	1,461	23,246
Dividends from UK companies	(833)	(43,225)
Total tax charge for the year	-	-

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%.

JLT EB HOLDINGS LIMITED

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

8. Fixed asset investments

	Investments in subsidiary companies £000
Cost or valuation	
At 1 January 2021	355,410
Additions	3,376
At 31 December 2021	<u>358,786</u>
Impairment	
At 1 January 2021	127,399
Charge for the period	7,691
At 31 December 2021	<u>135,090</u>
Net book value	
At 31 December 2021	<u><u>223,696</u></u>
At 31 December 2020	<u><u>228,011</u></u>

1) On 8 November 2021, the Company purchased additional share capital of 40,000 Ordinary class A shares of £0.0025 each in its subsidiary, Moola Systems Ltd, increasing its share capital and share premium accounts by £100 and £1,901,900, respectively.

2) On 8 November 2021, the Company purchased additional share capital of 100 Ordinary shares of £1 each in its subsidiary, JLT EB Services Limited, increasing its share capital and share premium accounts by £100 and £1,473,900, respectively.

The value of the Company's subsidiaries, JLT Investment Management Limited, Chartwell Healthcare Limited, JLT Pensions Administration Limited, Moola Systems Limited and JLT EB Services Limited, have reduced due to the ongoing Group restructure. JLT EB Holdings Limited has therefore increased its provision for impairment by £7.7m accordingly.

JLT EB HOLDINGS LIMITED

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

8. Fixed asset investments (continued)

Subsidiary undertakings

The following were subsidiary undertakings of the Company during the year under review:

Name	Registered office	Principal activity	Class of shares	Holding
JLT Benefit Solutions Limited	1 Tower Place West, Tower Place, London, EC3R 5BU	Employee benefits and actuarial consultants	Ordinary	100%
JLT Consultants and Actuaries Limited	1 Tower Place West, Tower Place, London, EC3R 5BU	Dormant	Ordinary	100%
JLT EB Services Limited	1 Tower Place West, Tower Place, London, EC3R 5BU	Non-trading	Ordinary	100%
JLT Pension Administration Limited	1 Tower Place West, Tower Place, London, EC3R 5BU	In run off (previously a Pensions Administrator)	Ordinary	100%
JLT Pension Trustees Limited	1 Tower Place West, Tower Place, London, EC3R 5BU	Dormant	Ordinary	100%
JLT Trustees Limited	1 Tower Place West, Tower Place, London, EC3R 5BU	Dormant	Ordinary	100%
JLT Trustees (Southern) Limited	1 Tower Place West, Tower Place, London, EC3R 5BU	Dormant	Ordinary	100%
JLT Wealth Management Limited	1 Tower Place West, Tower Place, London, EC3R 5BU	Wealth Management	Ordinary	100%
Profund Solutions Limited	1 Tower Place West, Tower Place, London, EC3R 5BU	Pension administration software	Ordinary	100%
Aldgate Trustees Limited	1 Tower Place West, Tower Place, London, EC3R 5BU	Corporate trustees	Ordinary	100%
Burke Ford Trustees (Leicester) Limited	1 Tower Place West, Tower Place, London, EC3R 5BU	Dormant	Ordinary	100%
CPRM Limited	Lochside House, 7Lochside Avenue, Edinburgh, EH12 9DJ, Scotland	In run off (previously a Pensions Administrator)	Ordinary	100%
Marsh McLennan Global Services India Private Limited (formerly Jardine Lloyd Thompson India Private Limited)	1001-A, Supreme Business Park, Supreme City, Hiranandani Gardens, Powai, Mumbai, Maharashtra, 400076, India	Pension Administrator	Ordinary	100%
Chartwell Healthcare Limited	1 Tower Place West, Tower Place, London, EC3R 5BU	In run off (previously a Medical Insurance Broker)	Ordinary	100%

JLT EB HOLDINGS LIMITED

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

8. Fixed asset investments (continued)**Subsidiary undertakings (continued)**

Name	Registered office	Principal activity	Class of shares	Holding
JLT Investment Management Limited	1 Tower Place West, Tower Place, London, EC3R 5BU	In run off (previously Investment Management)	Ordinary	100%
Personal Pension Trustees Limited	1 Tower Place West, Tower Place, London, EC3R 5BU	Dormant	Ordinary	100%
Portsoken Trustees (No. 2) Limited	1 Tower Place West, Tower Place, London, EC3R 5BU	Corporate trustee	Ordinary	100%
Portsoken Trustees Limited	1 Tower Place West, Tower Place, London, EC3R 5BU	Corporate trustee	Ordinary	100%
Premier Pension Trustees Limited	1 Tower Place West, Tower Place, London, EC3R 5BU	Dormant	Ordinary	100%
Gresham Pension Trustees Limited	1 Tower Place West, Tower Place, London, EC3R 5BU	Corporate trustee	Ordinary	100%
Moola Systems Limited	1 Tower Place West, Tower Place, London, EC3R 5BU	In run off (previously Online wealth management system provider)	Ordinary	100%

JLT EB HOLDINGS LIMITED

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

9. Debtors: Amounts falling due within one year

	2021	2020
	£000	£000
Amounts owed by group undertakings	4,124	35,657
Other debtors	50	50
	<u>4,174</u>	<u>35,707</u>

The amounts owed from group undertakings are unsecured, interest free and repayable on demand.

10. Creditors: Amounts falling due within one year

	2021	2020
	£000	£000
Amounts owed to group undertakings	300,536	333,081
	<u>300,536</u>	<u>333,081</u>

The amounts due to group undertakings are unsecured, interest free and repayable on demand.

11. Share capital

	2021	2020
	£000	£000
Allotted, called up and fully paid		
1,000 (2020 - 1,000) Ordinary shares of £1.00 each	<u>1</u>	<u>1</u>

**NOTES TO THE FINANCIAL STATEMENTS
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12. Controlling party

The Company's immediate parent is Mercer 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, United States of America.

For the period ended 31 December 2021 the smallest and largest group in which the results of the Company are consolidated is Marsh & McLennan Companies, Inc. The consolidated financial statements of Marsh & McLennan Companies, Inc are available to the public and may be obtained from:

Companies House
Crown Way
Cardiff
CF14 3UZ

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

13. Post balance sheet events

On 25 July 2022 the Company agreed to sell three of its subsidiary companies to a third party. As a part of this transaction the Company will acquire another group company, Burke Ford Trustees (Leicester) Limited, from another group entity. The transaction is expected to complete on 31 August 2022.