

OPUS HOLDINGS LIMITED

(Registered Number 3625614)

DIRECTORS' REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014

Directors

SE Wood
OHW Goodinge
Willis Corporate Director Services Limited

Secretary

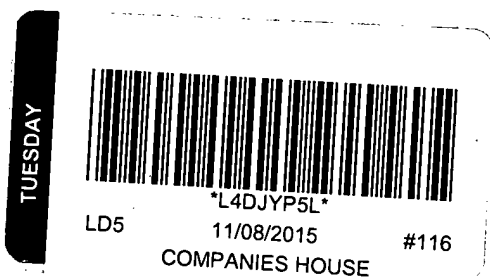
AC Peel

Registered Office

51 Lime Street
London EC3M 7DQ

Auditor

Deloitte LLP
London



OPUS HOLDINGS LIMITED

CONTENTS

	Page
Directors' report.....	3
Independent auditor's report.....	5
Profit and loss account.....	7
Balance sheet.....	8
Movement in shareholder's funds.....	9
Notes to the financial statements.....	10

OPUS HOLDINGS LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2014

The Directors present their annual report, together with the audited financial statements, for the year ended 31 December 2014.

The Directors' report has been prepared in accordance with the provisions applicable to companies entitled to the small companies' exemption.

Principal activities and review of developments

The Company acts as a holding company and is a subsidiary of Willis Group Holdings plc ('the Group'). The Group is one of the world's leading professional service providers of risk management solutions, risk transfer expertise through insurance and reinsurance broking, and related specialised consultancy services.

Opus Insurance Services Limited and Opus London Market Limited, dormant subsidiary undertakings of the Company, entered into members' voluntary liquidation on 9 December 2014. These are expected to be dissolved during 2015. Their capital and reserves were distributed as dividends to the Company during 2014.

Results

The result on ordinary activities after taxation amounted to £nil (2013: profit of £210,000) as shown in the profit and loss account on page 7. The distribution received from Opus Insurance Services Limited and Opus London Market Limited of £1,666,000 was offset by writing down the investment in these companies to £nil. The profit for the year 2013 is attributable to the write-back of a provision for additional commissions no longer required and the associated deferred tax asset.

The Directors do not anticipate any changes in the Company's position for the foreseeable future.

Going concern

The Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. For this reason they continue to adopt the going concern basis in preparing the financial statements. Further details regarding the adoption of the going concern basis can be found in note 1 to the financial statements on page 10.

Dividends

No interim dividend was paid during the year (2013: £nil). The Directors do not recommend the payment of a final dividend (2013: £nil).

Directors

The current Directors of the Company are shown on page 1, which forms part of this report. There were no changes in Directors during the year or after the year end.

OPUS HOLDINGS LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2014 (continued)

Statement of Directors' responsibilities in relation to the financial statements

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). 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 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.

Disclosure of information to the auditor

Each of the persons who is a Director at the date of approval of this report confirms that:

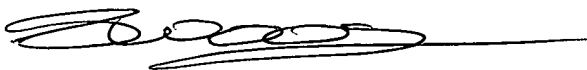
- so far as the Director is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- the Director has taken all the steps that they ought to have taken as a Director in order to make themselves aware of any relevant audit information and to establish that the Company's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

This confirmation is given and should be interpreted in accordance with the provisions of Section 418 of the Companies Act 2006.

Auditor

Deloitte LLP have indicated their willingness to be reappointed for another term and appropriate arrangements have been put in place for them to be deemed reappointed as auditor in the absence of an Annual General Meeting.

By Order of the Board



SE Wood
Director
51 Lime Street
London EC3M 7DQ

9 July

2015

INDEPENDENT AUDITOR'S REPORT TO THE MEMBER OF OPUS HOLDINGS LIMITED

We have audited the financial statements of Opus Holdings Limited for the year ended 31 December 2014 which comprise the Profit and Loss Account, the Balance Sheet, the Movement in Shareholder's Funds and the related notes 1 to 14. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

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.

Respective responsibilities of directors and auditor

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. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the Company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2014 and of its result for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006


In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBER OF OPUS HOLDINGS LIMITED (continued)

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you 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; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies exemption from preparing a Strategic Report or in preparing the Directors' Report.



Andrew Holland ACA (Senior Statutory Auditor)
for and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditor
London, UK.

14 July

2015

OPUS HOLDINGS LIMITED

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2014

	Notes	2014 £000	2013 £000
Turnover	2	1,666	-
Operating income		-	273
Operating profit		1,666	273
Amounts written off fixed asset investments	3	(1,666)	-
Result/profit on ordinary activities before taxation		-	273
Tax charge on result/profit on ordinary activities	7	-	(63)
Result/profit on ordinary activities after taxation		-	210

All activities derive from continuing operations.

There are no recognised gains or losses in either 2014 or 2013 other than the result/profit for those years.

OPUS HOLDINGS LIMITED**BALANCE SHEET AS AT 31 DECEMBER 2014**

	Notes	2014 £000	2013 £000
Fixed assets			
Investments	8	-	1,666
Current assets			
Debtors: amounts falling due within one year	10	2,287	621
Net current assets		2,287	621
Net assets		2,287	2,287
Capital and reserves			
Called up share capital	12	52	52
Share premium	13	1,379	1,379
Profit and loss account	13	856	856
Shareholder's funds		2,287	2,287

The financial statements of Opus Holdings Limited, registered company number 3625614, were approved by the Board of Directors and authorised for issue on 9 July 2015 and signed on its behalf by:



SE Wood
Director

OPUS HOLDINGS LIMITED

MOVEMENT IN SHAREHOLDER'S FUNDS FOR THE YEAR ENDED 31 DECEMBER 2014

	2014 £000	2013 £000
Movement in shareholder's funds		
Result/profit on ordinary activities after taxation	-	210
Net movement in shareholder's funds for the year	-	210
Shareholder's funds at beginning of year	2,287	2,077
Shareholder's funds at end of year	2,287	2,287

OPUS HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014

1. Accounting policies

Basis of preparation

The principal accounting policies are summarised below. They have all been applied consistently throughout the year and the preceding year.

The financial statements have been prepared:

- under the historical cost convention; and
- in accordance with applicable law and accounting standards in the United Kingdom.

After making enquiries, the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. The expectation is based on the following reasons:

- the Company is an intermediate holding company within the Willis Group;
- the Company has net current assets of £2,287,000 (2013: £621,000); and
- the Directors believe the Willis Group is a going concern.

For these reasons, the Directors continue to adopt the going concern basis in preparing the accounts.

Parent undertaking and controlling party

The Company's:

- immediate parent company and controlling undertaking is Willis Faber Limited; and
- ultimate parent company is Willis Group Holdings plc, a company incorporated in Ireland.

In accordance with Section 400 of the Companies Act 2006, the Company is exempt from the requirement to produce group financial statements.

The largest and smallest group in which the results of the Company are consolidated is Willis Group Holdings plc, whose financial statements are available to members of the public from the Company Secretary, 51 Lime Street, London EC3M 7DQ.

Fixed asset investments

Investments in subsidiaries are carried at cost less provision for impairment.

Taxation

Current tax is provided at amounts expected to be paid or recovered using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

OPUS HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014 (continued)

1. Accounting policies (continued)

Cash flow statement

Under FRS1 'Cash flow statements' the Company is exempt from the requirement to prepare a cash flow statement on the grounds that the Company is a 90 per cent or more owned subsidiary undertaking and the consolidated cash flow statement that is prepared at Group level is publicly available.

2. Turnover

Turnover arises solely in the UK and comprises income from shares in subsidiary undertakings.

	2014	2013
3. Amounts written off fixed asset investments	£000	£000
Amounts written off fixed asset investments	1,666	-

During the current year the Company wrote down its cost of investment in Opus Insurance Services Limited and Opus London Market Limited by £1,666,000. These two companies entered members' voluntary liquidation on 9 December 2014.

4. Auditor's remuneration

Auditor's remuneration of £2,700 (2013: £2,700) was borne by another Group company.

5. Employee costs

The Company employed no staff during the year (2013: none).

6. Directors' remuneration

The Directors of the Company received no remuneration for services rendered to the Company during the year (2013: £nil).

OPUS HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014 (continued)

	2014	2013
7. Tax on result/profit on ordinary activities	£000	£000
<i>(a) Analysis of charge for the year</i>		
Current tax:		
UK corporation tax on result/profit at 21.50% (2013: 23.25%)	-	-
Total current tax (note 7(b))	-	-
Deferred tax:		
Effect of decrease in tax rate on opening asset	-	4
Adjustments to the estimated recoverable amount of deferred tax arising in previous periods	-	59
Total deferred tax (note 11)	-	63
Tax on result/profit on ordinary activities	-	63

(b) Factors affecting current tax for the year

The tax assessed for the year is equal to (2013: lower than) the standard rate of corporation tax in the UK of 21.50% (2013: 23.25%). The differences are explained below:

Result/profit on ordinary activities before taxation	-	273
Result/profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 21.50% (2013: 23.25%)	-	63
Effects of:		
Intra-group dividends which are non-taxable	(358)	-
Amounts not deductible for tax purposes	358	(63)
Total current tax charge for the year (note 7(a))	-	-

(c) Circumstances affecting current and future tax charges

The Finance Act 2013, which was substantively enacted on 2 July 2013, included provisions to reduce the rate of UK corporation tax to 21% with effect from 1 April 2014 and to 20% with effect from 1 April 2015. As the changes were substantively enacted prior to 31 December 2014, they have been reflected in these financial statements.

OPUS HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014 (continued)

8. Investments held as fixed assets	Subsidiary undertakings £000
<i>Cost</i>	
1 January 2014 and 31 December 2014	1,666
<i>Provisions</i>	
1 January 2014	-
Charge for the year (i)	(1,666)
31 December 2014	(1,666)
<i>Net book value 31 December 2014</i>	-
<i>Net book value 31 December 2013</i>	1,666

(i) Charge for the year

On 31 October 2014, the Company wrote down its cost of investment in Opus Insurance Services Limited and Opus London Market Limited by £1,666,000.

In the opinion of the Directors, the value of the shares in the subsidiary undertakings is not less than the amount shown in the balance sheet.

9. Shares in direct subsidiary undertakings

Opus Insurance Services Limited (£1 ordinary shares, 100% owned) and Opus London Market Limited (£1 ordinary shares, 100% owned), both incorporated in the United Kingdom, were previously listed as non trading subsidiary undertakings of the Company. They entered into members' voluntary liquidation on 9 December 2014 and are expected to be dissolved during 2015.

The Company is exempt from the obligation to prepare group financial statements in accordance with Section 400 of the Companies Act 2006 as the Company is a wholly-owned subsidiary of Willis Group Holdings plc, in whose financial statements it is consolidated. These financial statements relate to the Company only and not to its Group.

	2014	2013
10. Debtors	£000	£000
<i>Amounts falling due within one year:</i>		
Amounts owed by Group undertaking	2,287	621

OPUS HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014 (continued)

	2014 £000	2013 £000
11. Deferred tax		
At 1 January	-	63
Deferred tax charge in profit and loss account (note 7 (a))	-	(63)
At 31 December	-	-

The Company continues not to recognise deferred tax on its losses given the restrictions under UK tax legislation that govern their utilisation.

	2014 Full potential recovery £000	2013 Full potential recovery £000
Tax losses	771	771

	2014 £000	2013 £000
12. Called up share capital		
Allotted, called up and fully paid		
526,120 (2013: 526,120) ordinary shares of 10p each	52	52

	Share capital £000	Share premium £000	Profit and loss account £000	Total £000
13. Reserves and shareholder's funds				
1 January 2014 and 31 December 2014	52	1,379	856	2,287

OPUS HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014 (continued)

14. Related party transactions

FRS8 (paragraph 3(c)) exempts the reporting of transactions between group companies in the financial statements of companies that are wholly owned within the group. The Company has taken advantage of this exemption. There are no other transactions requiring disclosure.
