

Company number: 03956316

JLT UK Investment Holdings Limited

Annual Report and Financial Statements

for the Year Ended 31 December 2017



JLT UK Investment Holdings Limited

Company number: 03956316

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JLT UK Investment Holdings Limited

Company number: 03956316

Company Information

Directors T O'Dwyer
T McDonald

Company secretary JLT Secretaries Limited

Registered office The St Botolph Building
138 Houndsditch
London
EC3A 7AW

Independent Auditors PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
7 More London Riverside
London
SE1 2RT

JLT UK Investment Holdings Limited

Company number: 03956316

Strategic Report for the Year Ended 31 December 2017

The directors present their strategic report of JLT UK Investment Holdings Limited (the Company) for the year ended 31 December 2017.

Principal Activities

The Company acts as a holding company for a United Kingdom based subsidiary company, JLT EB Holdings Limited (JLTEBH). The Company derives its income solely from investments in JLTEBH.

Business Review

The loss before taxation amounts to £107,058 (2016: £111,756 Loss) and is derived from interest on amounts owed to/from the Company to/from other Jardine Lloyd Thompson Group plc (the Group) subsidiaries.

The results of the Company for the year ended 31 December 2017 are set out in the financial statements on pages 9 to 28.


Key Performance Indicators (KPIs)

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

Principal risks and uncertainties and financial risk management

From the perspective of the Company, the principal risks and uncertainties and financial risks of the Company are integrated with that of the Group and are not managed separately. Accordingly the principal risks and uncertainties and financial risks of the Group, which include those of the Company, are set out in the Finance Director's Review and Risk Management Reports in the 2017 annual report of JLT Group which does not form part of this report.

Approved by the Board on 27 September 2018 and signed on its behalf by:



.....
T O'Dwyer
Director

JLT UK Investment Holdings Limited

Company number: 03956316

Directors' Report for the Year Ended 31 December 2017

The directors present their annual report and the audited financial statements of the Company for the year ended 31 December 2017.

Directors of the company

The directors of the Company set out below held office during the year ended 31 December 2017 and up to the date of signing of these financial statements.

H L Ashton (resigned 4 August 2017)

M D Jones (resigned 3 April 2018)

H Hay (resigned 1 May 2018)

The following directors were appointed after the year end:

T O'Dwyer (appointed 3 April 2018)

T McDonald (appointed 1 May 2018)

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 maintains appropriate directors' and officers' liability insurance in respect of legal actions against its directors.

Financial risk management

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

Dividends

The directors recommend a final dividend payment of £nil (2016: £nil) be made in respect of the financial year ended 31 December 2017.

Future developments

The directors continue to have confidence in the future of the business and its continued operation.

Important non adjusting events after the financial period

On 18 September 2018, the Boards of JLT Group Plc ("JLT") and Marsh & McLennan Companies Inc. ("MMC") announced that they had reached agreement on the terms of a recommended cash offer for the entire share capital of JLT by MMC, to be effected by means of a Court-sanctioned scheme of arrangement under Part 26 of the Companies Act. Subject to shareholder and regulatory approval the transaction is expected to complete in Spring 2019.

Disclosure of information to the auditors

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

Reappointment of auditors

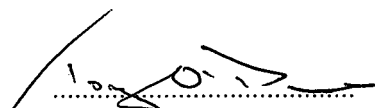
The auditors, PricewaterhouseCoopers LLP have indicated their willingness to continue in office. Accordingly, pursuant to Section 487 of the Companies Act 2006, the auditors will be deemed to be reappointed and will therefore continue in office.

JLT UK Investment Holdings Limited

Company number: 03956316

Directors' Report for the Year Ended 31 December 2017 (continued)

Approved by the Board on 27 September 2018 and signed on its behalf by:



T O'Dwyer
Director

JLT UK Investment Holdings Limited

Company number: 03956316

Statement of Directors' Responsibilities

The directors are responsible for preparing the Directors' Report, Strategic Report and the financial statements in accordance with applicable law and 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 Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS 101 'Reduced Disclosure Framework' ('FRS 101'). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether FRS 101 has 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 auditors

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

Independent auditors

The auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office and a resolution concerning their re-appointment will be proposed at the Annual General Meeting.

JLT UK Investment Holdings Limited

Company number: 03956316

Independent Auditors' Report to the members of JLT UK Investment Holdings Limited

Report on the audit of the financial statements

Our Opinion

In our opinion, JLT UK Investment Holdings Limited's financial statements:

- give a true and fair view of the Company's affairs as at 31 December 2017 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report and Financial Statements (the "Annual Report"), which comprise: the Balance Sheet as at 31 December 2017; the Income Statement; the Statement of Comprehensive Income, the Statement of Changes in Equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which ISAs (UK) require us to report to you when:

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

However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern.

JLT UK Investment Holdings Limited

Company number: 03956316

Independent Auditors' Report to the members of JLT UK Investment Holdings Limited (continued)

Reporting on Other Information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

With respect to the Strategic Report and Directors' Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on the responsibilities described above and our work undertaken in the course of the audit, ISAs (UK) require us also to report certain opinions and matters as described below.

Strategic Report and Directors' Report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic Report and Directors' Report for the year ended 31 December 2017 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic Report and Directors' Report.

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Statement of Directors' Responsibilities set out on page 4, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they 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.

Auditors' responsibilities for the audit of the financial statements

JLT UK Investment Holdings Limited

Company number: 03956316

Independent Auditors' Report to the members of JLT UK Investment Holdings Limited (continued)

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 auditors' 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 auditors' report.

Use of this report

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

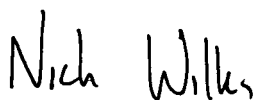
Other required reporting

Companies Act 2006 exception reporting

Under the Companies Act 2006 we are required to report to you if, in our opinion:

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

We have no exceptions to report arising from this responsibility



.....
Nick Wilks (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London

27 September 2018

JLT UK Investment Holdings Limited

Company number: 03956316

Income Statement for the Year Ended 31 December 2017

| | Note | 2017 £ 000 | 2016 £ 000 |
|--|------|---------------------|---------------------|
| Interest receivable and similar income | 5 | 1,300 | 1,357 |
| Interest payable and similar expenses | 6 | <u>(1,407)</u> | <u>(1,469)</u> |
| Loss before taxation | | (107) | (112) |
| Tax on loss | 8 | <u>(1)</u> | <u>6</u> |
| Loss for the financial year | | <u><u>(108)</u></u> | <u><u>(106)</u></u> |

The above results were derived from continuing operations.

JLT UK Investment Holdings Limited

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Statement of Comprehensive Income for the Year Ended 31 December 2017

| | 2017 £ 000 | 2016 £ 000 |
|--|-----------------------------|-----------------------------|
| Loss for the financial year | <u>(108)</u> | <u>(106)</u> |
| Total comprehensive expense for the year | <u><u>(108)</u></u> | <u><u>(106)</u></u> |

JLT UK Investment Holdings Limited

Company number: 03956316

Balance Sheet as at 31 December 2017

| | Note | 2017 £ 000 | 2016 £ 000 |
|--|------|---------------|---------------|
| Fixed assets | | | |
| Investments | 9 | 81,183 | 81,183 |
| Current assets | | | |
| Debtors | 10 | 58,291 | 56,992 |
| | | 58,291 | 56,992 |
| Creditors: Amounts falling due within one year | 11 | (63,101) | (61,695) |
| Net current liabilities | | (4,810) | (4,703) |
| Net assets | | 76,373 | 76,480 |
| Capital and reserves | | | |
| Called up share capital | 12 | 6,071 | 6,071 |
| Share premium account | | 66,417 | 66,417 |
| Profit and loss account | | 3,885 | 3,992 |
| Total shareholders' funds | | 76,373 | 76,480 |

The financial statements on pages 8 to 28 were approved by the Board on 27 September 2018 and signed on its behalf by:



T O'Dwyer
Director

JLT UK Investment Holdings Limited

Company number: 03956316

Statement of Changes in Equity for the Year Ended 31 December 2017

| | Called up share capital £ 000 | Share premium account £ 000 | Profit and loss account £ 000 | Total shareholders' funds £ 000 |
|--|-------------------------------------|--------------------------------------|-------------------------------------|--|
| At 1 January 2017 | 6,071 | 66,417 | 3,993 | 76,481 |
| Loss for the financial year | - | - | (108) | (108) |
| Total comprehensive expense for the year | - | - | (108) | (108) |
| At 31 December 2017 | 6,071 | 66,417 | 3,885 | 76,373 |
| | Called up share capital £ 000 | Share premium account £ 000 | Profit and loss account £ 000 | Total shareholders' funds £ 000 |
| At 1 January 2016 | 6,071 | 66,417 | 4,098 | 76,586 |
| Loss for the financial year | - | - | (106) | (106) |
| Total comprehensive expense for the year | - | - | (106) | (106) |
| At 31 December 2016 | 6,071 | 66,417 | 3,992 | 76,480 |

JLT UK Investment Holdings Limited

Company number: 03956316

Notes to the Financial Statements for the Year Ended 31 December 2017

1 General information

The company is a private company limited by share capital incorporated and domiciled in United Kingdom.

The address of its registered office is:

The St Botolph Building
138 Houndsditch
London
EC3A 7AW

These financial statements were authorised for issue by the Board on 27 September 2018.

2 Accounting policies

Basis of preparation

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

A letter of support to the Company has been provided by its parent to enable the financial statements to be prepared on a going concern basis under the historical cost convention and in accordance with the Companies Act 2006, except for the following:

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

Summary of disclosure exemptions

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

1. IFRS 7 "Financial Instruments disclosures" as the equivalent disclosures are included in the consolidated financial statements of the Group.
2. Paragraphs 91 to 99 of IFRS 13 "Fair value measurement" in respect of disclosure of valuation techniques and inputs used for fair value measurement of assets and liabilities.
3. Paragraph 30 and 31 of IAS 8 "Accounting policies, changes in accounting estimates and errors" in respect of the requirement for the disclosure of information when an entity has not applied a new IFRS that has been issued but is not yet effective.
4. IAS 24 "Related party disclosures" in respect of the disclosure of related party transactions entered into between two or more members of a Group.
5. IAS 7 "Statement of cash flows" in respect of the preparation of a statement of cash flow.

JLT UK Investment Holdings Limited

Company number: 03956316

Notes to the Financial Statements for the Year Ended 31 December 2017 (continued)

2 Accounting policies (continued)

Summary of disclosure exemptions (continued)

6. The following paragraphs of IAS 1 "Presentation of financial statements":

- i. Paragraph 79(a)(iv) of IAS 1 in respect of the disclosure of the number of shares outstanding at the beginning and at the end of the period
- ii. Paragraph 10(d) in respect of the disclosure of Statement of cash flows
- iii. Paragraph 10(f) in respect of the Balance Sheet as at the beginning of the preceding period when an entity applies an accounting policy retrospectively or makes a retrospective restatement of items in its financial statements, or when it reclassifies items in its financial statements
- iv. Paragraph 16 in respect of the statement of compliance with all IFRS
- v. Paragraph 38A in respect of the requirement for minimum of two primary statements, including cash flow statements
- vi. Paragraph 40A-D in respect of the requirement for a third balance sheet when an accounting policy is applied retrospectively or makes a retrospective restatement of items in its financial statements or reclassifies items in its financial statements,
- vii. Paragraph 111 in respect of cash flow information which provides users of financial statements with a basis to assess the ability of the entity to generate cash and cash equivalents and the needs of the entity to utilise those cash flows and
- viii. Paragraph 134-136 in respect of capital management disclosures.

7. The following paragraphs of IFRS 3 "Business combinations":

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

JLT UK Investment Holdings Limited

Company number: 03956316

Notes to the Financial Statements for the Year Ended 31 December 2017 (continued)

2 Accounting policies (continued)

Summary of disclosure exemptions (continued)

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

Exemption from preparing group financial statements

The company is a wholly owned subsidiary of JLT EB Holdings Limited and of its ultimate parent, Jardine Lloyd Thompson Group plc. It is included in the consolidated financial statements of Jardine Lloyd Thompson Group plc which are publically available. Therefore the Company is exempt by virtue of section 400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements.

Income & Deferred Income Tax

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

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

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

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

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

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

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

JLT UK Investment Holdings Limited

Company number: 03956316

Notes to the Financial Statements for the Year Ended 31 December 2017 (continued)

2 Accounting policies (continued)

Investment in subsidiaries

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

Financial assets

Classification

The Company classifies its financial assets as loans and receivables and available-for-sale assets. The classification depends upon the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for maturities greater than 12 months after the balance sheet date. The Company's loans and receivables comprise trade and other receivables and cash and cash equivalents in the balance sheet. Loans and receivables are carried at amortised cost.

Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the company or the counterparty.

Financial liabilities

Classification

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the balance sheet date.

Borrowings are recognised initially at fair value, net of transaction costs incurred. They are subsequently stated at amortised cost using the effective interest rate method.

Critical accounting estimates and judgments

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.

JLT UK Investment Holdings Limited

Company number: 03956316

Notes to the Financial Statements for the Year Ended 31 December 2017 (continued)

2 Accounting policies (continued)

Fair value estimation

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

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

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

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

JLT UK Investment Holdings Limited

Company number: 03956316

Notes to the Financial Statements for the Year Ended 31 December 2017 (continued)

3 Directors' remuneration

The directors' remuneration for the year was as follows:

| | 2017 £ 000 | 2016 £ 000 |
|--------------|---------------|---------------|
| Remuneration | <u>2</u> | <u>3</u> |

During the year the number of directors who were receiving benefits and share incentives was as follows:

| | 2017 No. | 2016 No. |
|---|-------------|-------------|
| Received or were entitled to receive shares under long term incentive schemes | 1 | 1 |
| Exercised share options | 1 | 1 |
| Accruing benefits under money purchase pension scheme | <u>1</u> | <u>1</u> |

The emoluments for M D Jones were borne by JLT Benefit Solutions Limited, a fellow JLT Group company. H Ashton and H Hay received no remuneration for their service as a director of the Company.

Highest paid director

The highest paid director for the year has not been disclosed as the aggregate emoluments shown above do not exceed £200,000 in accordance with schedule 5, part 2, paragraph 3 of the Statutory Instrument 410 of the Companies Act 2006.

4 Auditors' remuneration

| | 2017 £ 000 | 2016 £ 000 |
|----------------------|---------------|---------------|
| Audit of the Company | <u>3</u> | <u>3</u> |

The Auditors' remuneration is paid, on behalf of the Company, by a fellow Jardine Lloyd Thompson Group subsidiary, JLT Benefit Solutions Limited.

5 Interest receivable and similar income

| | 2017 £ 000 | 2016 £ 000 |
|-----------------------------|---------------|---------------|
| Interest receivable - Group | <u>1,300</u> | <u>1,357</u> |

JLT UK Investment Holdings Limited

Company number: 03956316

Notes to the Financial Statements for the Year Ended 31 December 2017 (continued)

6 Interest payable and similar expenses

| | 2017 £ 000 | 2016 £ 000 |
|--------------------------|---------------|---------------|
| Interest payable - Group | <u>1,407</u> | <u>1,469</u> |

7 Staff costs

The Company employed no staff other than directors during the year ended 31 December 2017 (2016: Nil).

8 Tax on loss

| | 2017 £ 000 | 2016 £ 000 |
|---|---------------|---------------|
| Current tax expense | | |
| Current year | (21) | (22) |
| Adjustments in respect of prior periods | <u>22</u> | <u>16</u> |
| | <u>1</u> | <u>(6)</u> |

The headline rate of UK corporation tax is currently 19%, this will reduce to 17% from 1 April 2020. As at 31 December 2017, the rate reduction to 17% from April 2020 has been enacted. The impact of the rate reduction to 17% has been incorporated into the income tax charge for the year ended 31 December 2017, taking into consideration when temporary differences are expected to reverse.

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

| | 2017 £ 000 | 2016 £ 000 |
|---|---------------|---------------|
| Loss before taxation | <u>(107)</u> | <u>(112)</u> |
| Tax calculated at UK Corporation Tax rate of 19.25% (2016: 20%) | (21) | (22) |
| Adjustments in respect of prior years | <u>22</u> | <u>16</u> |
| Total tax charge/(credit) | <u>1</u> | <u>(6)</u> |

JLT UK Investment Holdings Limited

Company number: 03956316

Notes to the Financial Statements for the Year Ended 31 December 2017 (continued)

9 Investments

| Subsidiaries | £ 000 |
|------------------------|---------------|
| Cost | |
| At 1 January 2016 | <u>81,183</u> |
| At 31 December 2016 | <u>81,183</u> |
| At 1 January 2017 | <u>81,183</u> |
| At 31 December 2017 | <u>81,183</u> |
| Provision | |
| Carrying amount | |
| At 31 December 2017 | <u>81,183</u> |
| At 31 December 2016 | <u>81,183</u> |

JLT UK Investment Holdings Limited

Company number: 03956316

Notes to the Financial Statements for the Year Ended 31 December 2017 (continued)

9 Investments (continued)

Details of the direct and indirect subsidiaries as at 31 December 2017 are as follows:

JLT UK Investment Holdings Limited

Company number: 03956316

Notes to the Financial Statements for the Year Ended 31 December 2017 (continued)

9 Investments (continued)

| Name of subsidiary | Principal activity | Country of incorporation and principal place of business | Proportion of ownership interest and voting rights held | |
|--|----------------------------------|--|---|------|
| | | | 2017 | 2016 |
| JLT EB Holdings Limited, The St Botolphs Building, 138 Houndsditch, London, EC3A 7AW, England* | Management and holding company | United Kingdom | 100% | 100% |
| Burke Ford Group Limited, BDO LLP, 55 Baker Street, London, W1U 7EU, England* | Holding company | United Kingdom | 0% | 100% |
| Aldgate Trustees Limited, The St Botolph Building, 138 Houndsditch, London, EC3A 7AW, England | Corporate Trustee | United Kingdom | 100% | 100% |
| Aviary Limited, 55 Baker Street, London, W1U 7EU | Pensions administration software | United Kingdom | 100% | 100% |
| Burke Ford Trustees (Leicester) Limited, The St Botolph Building, 138 Houndsditch, London, EC3A 7AW, England | Dormant | United Kingdom | 100% | 100% |
| CPRM Limited, Lochside House, 7 Lochside Avenue, Edinburgh, EH12 9DJ, Scotland | Pensions administrator | United Kingdom | 100% | 100% |
| Expacare Limited, The St Botolph Building, 138 Houndsditch, London, EC3A 7AW, England | Medical insurance | United Kingdom | 0% | 100% |

JLT UK Investment Holdings Limited

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Notes to the Financial Statements for the Year Ended 31 December 2017 (continued)

9 Investments (continued)

| | | | | |
|--|---|----------------|------|------|
| Gracechurch Trustees Limited, The St Botolph Building, 138 Houndsditch, London, EC3A 7AW, England | Corporate trustee | United Kingdom | 100% | 100% |
| Gresham Pension Trustees Limited, The St Botolph Building, 138 Houndsditch, London, EC3A 7AW, England | Corporate trustee | United Kingdom | 100% | 100% |
| iimia (Holdings) Limited, 55 Baker Street, London, W1U 7EU | Wealth and investment management | United Kingdom | 100% | 100% |
| Independent Trustee Services Limited, The St Botolph Building, 138 Houndsditch, London, EC3A 7AW, England | Corporate trustee | United Kingdom | 100% | 100% |
| JLT Actuaries and Consultants Limited, The St Botolph Building, 138 Houndsditch, London, EC3A 7AW, England | Employee benefits and actuarial consultants | United Kingdom | 100% | 100% |
| JLT Benefit Consultants Limited, The St Botolph Building, 138 Houndsditch, London, EC3A 7AW, England | Employee benefits and actuarial consultants | United Kingdom | 100% | 100% |
| JLT Benefit Solutions Limited, The St Botolph Building, 138 Houndsditch, London, EC3A 7AW, England | Employee benefits and actuarial consultants | United Kingdom | 100% | 100% |

JLT UK Investment Holdings Limited

Company number: 03956316

Notes to the Financial Statements for the Year Ended 31 December 2017 (continued)

9 Investments (continued)

| | | | | |
|---|---|----------------|------|------|
| JLT Consultants & Actuaries Limited, The St Botolph Building, 138 Houndsditch, London, EC3A 7AW, England | Employee benefits and actuarial consultants | United Kingdom | 100% | 100% |
| JLT EB Services Limited, The St Botolph Building, 138 Houndsditch, London, EC3A 7AW, England | Services company | United Kingdom | 100% | 100% |
| JLT Financial Consultants Limited, 55 Baker Street, London, W1U 7EU | Non-trading | United Kingdom | 100% | 100% |
| JLT iimia Limited, BDO LLP, 55 Baker Street, London, W1J 7EU, England | Liquidated | United Kingdom | 0% | 100% |
| JLT Investment Management Limited, The St Botolph Building, 138 Houndsditch, London, EC3A 7AW, England | Investment management | United Kingdom | 100% | 100% |
| JLT Pension Trustees Limited, The St Botolph Building, 138 Houndsditch, London, EC3A 7AW, England | Dormant | United Kingdom | 100% | 100% |
| JLT Pensions Administration Holdings Limited, The St Botolph Building, 138 Houndsditch, London, EC3A 7AW, England | Holding company | United Kingdom | 100% | 100% |

JLT UK Investment Holdings Limited

Company number: 03956316

Notes to the Financial Statements for the Year Ended 31 December 2017 (continued)

9 Investments (continued)

| | | | | |
|--|-------------------------|----------------|------|------|
| JLT Pensions Administration Limited, The St Botolph Building, 138 Houndsditch, London, EC3A 7AW, England | Pensions administration | United Kingdom | 100% | 100% |
| JLT Trustees (Southern) Limited, The St Botolph Building, 138 Houndsditch, London, EC3A 7AW, England | Dormant | United Kingdom | 100% | 100% |
| JLT Trustees Limited, The St Botolph Building, 138 Houndsditch, London, EC3A 7AW, England | Dormant | United Kingdom | 100% | 100% |
| JLT Wealth Management (Falmouth) Limited, BDO LLP, 55 Baker Street, London, W1U 7EU, England | Liquidated | United Kingdom | 0% | 100% |
| JLT Wealth Management Limited, The St Botolph Building, 138 Houndsditch, London, EC3A 7AW, England | Wealth management | United Kingdom | 100% | 100% |
| Leadenhall Independent Trustees Limited, The St Botolph Building, 138 Houndsditch, London, EC3A 7AW, England | Corporate trustee | United Kingdom | 100% | 100% |

JLT UK Investment Holdings Limited

Company number: 03956316

Notes to the Financial Statements for the Year Ended 31 December 2017 (continued)

9 Investments (continued)

| | | | | |
|---|------------------------------------|----------------|------|------|
| P3 Corporate Pensions Software Limited, The St Botolph Building, 138 Houndsditch, London, EC3A 7AW, England | Liquidated | United Kingdom | 0% | 100% |
| Pensions Capital Strategies Limited, 55 Baker Street, London, W1U 7EU | Advisor to pension scheme sponsors | United Kingdom | 100% | 100% |
| Personal Pension Trustees Limited, The St Botolph Building, 138 Houndsditch, London, EC3A 7AW, England | Dormant | United Kingdom | 100% | 100% |
| Portland Pensions Limited, 55 Baker Street, London, W1U 7EU | Pensions administrator | United Kingdom | 100% | 100% |
| Portsoken Trustees (no. 2) Limited, The St Botolph Building, 138 Houndsditch, London, EC3A 7AW, England | Corporate trustee | United Kingdom | 100% | 100% |
| Portsoken Trustees Limited, The St Botolph Building, 138 Houndsditch, London, EC3A 7AW, England | Corporate trustee | United Kingdom | 100% | 100% |
| Premier Pensions Trustees Limited, The St Botolph Building, 138 Houndsditch, London, EC3A 7AW, England | Dormant | United Kingdom | 100% | 100% |

JLT UK Investment Holdings Limited

Company number: 03956316

Notes to the Financial Statements for the Year Ended 31 December 2017 (continued)

9 Investments (continued)

| | | | |
|--|----------------|------|------|
| Profund, Solutions Pensions Limited, The St administration Botolph Building, 138 software Houndsditch, London, EC3A 7AW, England | United Kingdom | 100% | 100% |
| Jardine Lloyd Pension Administrator India Thompson India Private Limited, 1001-A, Supreme Business Park, Supreme City, Hiranandani, Gardens, Powai, Mumbai, Maharashtra, 400076, India | India | 100% | 100% |

* indicates direct investment of JIB UK Holdings Limited

The directors believe that the carrying value of the investments is supported by their underlying net assets.

The Company is exempt from the requirements to prepare group financial statements under section 400 of the Companies Act 2006, as the group is included in the consolidated financial statements of Jardine Lloyd Thompson Group plc, a company registered in England.

10 Debtors

| | 2017 £ 000 | 2016 £ 000 |
|---|---------------|---------------|
| Amounts owed by group undertakings | 58,270 | 56,970 |
| Corporation tax | 21 | 22 |
| Total current trade and other receivables | <u>58,291</u> | <u>56,992</u> |

An effective interest rate of 2.30% (2016: 2.46%) has been charged on amounts due from group undertakings. The remaining amounts are unsecured, interest free and repayable on demand.

JLT UK Investment Holdings Limited

Company number: 03956316

Notes to the Financial Statements for the Year Ended 31 December 2017 (continued)

11 Creditors: Amounts falling due within one year

| | 2017 £ 000 | 2016 £ 000 |
|--------------------------------|---------------|---------------|
| Amounts due to related parties | <u>63,101</u> | <u>61,695</u> |

An effective interest rate of 2.30% (2016: 2.46%) has been charged on amounts due to group undertakings. The remaining amounts are unsecured, interest free and repayable on demand.

12 Called up share capital

Allotted, called up and fully paid shares

| | No. | 2017 £ | No. | 2016 £ |
|----------------------------|------------------|------------------|------------------|------------------|
| Ordinary shares of £1 each | <u>6,070,608</u> | <u>6,070,608</u> | <u>6,070,608</u> | <u>6,070,608</u> |

13 Parent and ultimate parent undertaking

The company's immediate parent is JIB UK Holdings Limited.

The ultimate parent and controlling party is Jardine Lloyd Thompson Group plc. These financial statements are available upon request from The St Botolph Building, 138 Houndsditch, London, EC3A 7AW.