



## **Mercer (Danmark) A/S**

Teknikerbyen 1  
2830 Virum Søllerød  
CVR No. 11989748

## **Annual report 2022**

The Annual General Meeting adopted the  
annual report on 27.06.2023

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**Cilla Katarina Nygård**  
Chairman of the General Meeting

# Contents

Entity details	2
Statement by Management	3
Independent auditor's report	4
Management commentary	7
Income statement for 2022	8
Balance sheet at 31.12.2022	9
Statement of changes in equity for 2022	11
Notes	12
Accounting policies	14

# Entity details

## Entity

Mercer (Danmark) A/S

Teknikerbyen 1

2830 Virum Søllerød

Business Registration No.: 11989748

Registered office: Rudersdal

Financial year: 01.01.2022 - 31.12.2022

## Board of Directors

Cilla Katarina Nygård, Chairman

Dorothee Carolin Gnädinger

Thomas N. Geraghty

## Executive Board

Dorothee Carolin Gnädinger, Managing Director

## Auditors

Deloitte Statsautoriseret Revisionspartnerselskab

Weidekampsgade 6

2300 Copenhagen S

# Statement by Management

The Board of Directors and the Executive Board have today considered and approved the annual report of Mercer (Danmark) A/S for the financial year 01.01.2022 - 31.12.2022.

The annual report is presented in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the Entity's financial position at 31.12.2022 and of the results of its operations for the financial year 01.01.2022 - 31.12.2022.

We believe that the management commentary contains a fair review of the affairs and conditions referred to therein.

We recommend the annual report for adoption at the Annual General Meeting.

Virum, 27.06.2023

## Executive Board

**Dorothee Carolin Gnädinger**

Managing Director

## Board of Directors

**Cilla Katarina Nygård**

Chairman

**Dorothee Carolin Gnädinger**

**Thomas N. Geraghty**

# Independent auditor's report

## To the shareholders of Mercer (Danmark) A/S

### Opinion

We have audited the financial statements of Mercer (Danmark) A/S for the financial year 01.01.2022 - 31.12.2022, which comprise the income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies. The financial statements are prepared in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the Entity's financial position at 31.12.2022 and of the results of its operations for the financial year 01.01.2022 - 31.12.2022 in accordance with the Danish Financial Statements Act.

### Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the "Auditor's responsibilities for the audit of the financial statements" section of this auditor's report. We are independent of the Entity in accordance with the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (IESBA Code) and the additional ethical requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Management's responsibilities for the financial statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the Danish Financial Statements Act, and for such internal control as Management determines 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, Management is responsible for assessing the Entity's ability to continue as a going concern, for disclosing, as applicable, matters related to going concern, and for using the going concern basis of accounting in preparing the financial statements unless Management either intends to liquidate the Entity or to cease operations, or has 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 and the additional requirements applicable in Denmark 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.

As part of an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Entity's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.
- Conclude on the appropriateness of Management's use of the going concern basis of accounting in preparing the financial statements, and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures in the notes, and whether the financial statements represent the underlying transactions and events in a manner that gives a true and fair view.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

#### **Statement on the management commentary**

Management is responsible for the management commentary.

Our opinion on the financial statements does not cover the management commentary, and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the management commentary and, in doing so, consider whether the management commentary is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

Moreover, it is our responsibility to consider whether the management commentary provides the information required under the Danish Financial Statements Act.

Based on the work we have performed, we conclude that the management commentary is in accordance with the financial statements and has been prepared in accordance with the requirements of the Danish Financial Statements Act. We did not identify any material misstatement of the management commentary.

Copenhagen, 27.06.2023

**Deloitte**

Statsautoriseret Revisionspartnerselskab

CVR No. 33963556

**Tim Kjær-Hansen**

State Authorised Public Accountant

Identification No (MNE) mne23295

# Management commentary

## Primary activities

The Company's activities is to render consultancy and advisory services to companies within Compensation & Benefit.

## Description of material changes in activities and finances

The income statement for 2022 shows a profit of DKK 142,656,930 against a profit of DKK 47,095,496 last year, and the balance sheet at 31 December 2022 shows an equity of DKK 146,575,781.

As the Company is planning to sell its investment in Mercer (Norge) AS, the recoverable amount of this investment has been reassessed. This has resulted in a partial reversal of the write-down of Mercer (Norge) AS as made in previous years. The reversal of the write-down amounts to DKK. 74,028 thousand.

As of the date of issuance of these Financial Statements, the impact of the military conflict between Russia and Ukraine has not had a significant impact on the Company's operations or financial results. The Company continues to monitor the potential impacts on our business, financial condition, results of operations and cash flows.

## Events after the balance sheet date

No events have occurred after the balance sheet date to this date, which would influence the evaluation of this annual report.



# Income statement for 2022

	Notes	2022 DKK	2021 DKK
<b>Gross profit/loss</b>		<b>35,112,075</b>	<b>31,950,802</b>
Staff costs	1	(22,739,210)	(18,342,499)
<b>Operating profit/loss</b>		<b>12,372,865</b>	<b>13,608,303</b>
Income from investments in group enterprises	2	133,314,435	36,864,590
Other financial expenses	3	(347,082)	(473,660)
<b>Profit/loss before tax</b>		<b>145,340,218</b>	<b>49,999,233</b>
Tax on profit/loss for the year	4	(2,683,288)	(2,903,737)
<b>Profit/loss for the year</b>		<b>142,656,930</b>	<b>47,095,496</b>
<b>Proposed distribution of profit and loss</b>			
Ordinary dividend for the financial year		80,400,000	70,000,000
Retained earnings		62,256,930	(22,904,504)
<b>Proposed distribution of profit and loss</b>		<b>142,656,930</b>	<b>47,095,496</b>

# Balance sheet at 31.12.2022

## Assets

	Notes	2022 DKK	2021 DKK
Investments in group enterprises		101,143,073	27,115,152
<b>Financial assets</b>	5	<b>101,143,073</b>	<b>27,115,152</b>
<b>Fixed assets</b>		<b>101,143,073</b>	<b>27,115,152</b>
Trade receivables		10,844,895	8,944,903
Contract work in progress		1,362,864	302,323
Receivables from group enterprises		54,848,864	1,657,537
Deferred tax		51,570	65,120
Other receivables		499,708	336,009
Income tax receivable		830,262	91,374
Prepayments		0	58,740
<b>Receivables</b>		<b>68,438,163</b>	<b>11,456,006</b>
<b>Cash</b>		<b>0</b>	<b>62,948,837</b>
<b>Current assets</b>		<b>68,438,163</b>	<b>74,404,843</b>
<b>Assets</b>		<b>169,581,236</b>	<b>101,519,995</b>

**Equity and liabilities**

	<b>Notes</b>	<b>2022 DKK</b>	<b>2021 DKK</b>
Contributed capital		1,507,000	1,507,000
Retained earnings		64,668,781	2,411,851
Proposed dividend		80,400,000	70,000,000
<b>Equity</b>		<b>146,575,781</b>	<b>73,918,851</b>
Prepayments received from customers		3,469,801	2,256,226
Trade payables		0	487,276
Payables to group enterprises		12,089,201	14,901,353
Other payables		7,446,453	9,956,289
<b>Current liabilities other than provisions</b>		<b>23,005,455</b>	<b>27,601,144</b>
<b>Liabilities other than provisions</b>		<b>23,005,455</b>	<b>27,601,144</b>
<b>Equity and liabilities</b>		<b>169,581,236</b>	<b>101,519,995</b>
Unrecognised rental and lease commitments	6		
Contingent liabilities	7		
Assets charged and collateral	8		
Group relations	9		

# Statement of changes in equity for 2022

	<b>Contributed capital DKK</b>	<b>Retained earnings DKK</b>	<b>Proposed dividend DKK</b>	<b>Total DKK</b>
Equity beginning of year	1,507,000	2,411,851	70,000,000	73,918,851
Ordinary dividend paid	0	0	(70,000,000)	(70,000,000)
Profit/loss for the year	0	62,256,930	80,400,000	142,656,930
<b>Equity end of year</b>	<b>1,507,000</b>	<b>64,668,781</b>	<b>80,400,000</b>	<b>146,575,781</b>

# Notes

## 1 Staff costs

	<b>2022</b>	<b>2021</b>
	<b>DKK</b>	<b>DKK</b>
Wages and salaries	19,393,518	15,166,724
Pension costs	1,791,699	1,523,815
Other social security costs	115,783	57,265
Other staff costs	1,438,210	1,594,695
	<b>22,739,210</b>	<b>18,342,499</b>

Average number of full-time employees	<b>20</b>	<b>17</b>
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## 2 Income from investments in group enterprises

The income from investments in group enterprises consist of dividends received in 2022 of DKK. 59,286 thousand as well as a partially reversal of the write-down of Mercer (Norge) AS as made in previous years. The reversal of the write-down amounts to DKK. 74,028 thousand. Hence, the total income from investments in group enterprises amounts to DKK. 133,314 thousand.

As described in the Management Commentary, the income from investments in group enterprises is significantly affected by a reversal of the write-down of Mercer (Norge) AS as made in previous years. The total write-down made in previous years amounts to DKK. 79,630 thousand. Of this amount, DKK. 74,028 thousand is being reversed in 2022 causing an income of the same amount. The reversal is booked due to strongly improved financial results in Mercer (Norge) AS.

## 3 Other financial expenses

	<b>2022</b>	<b>2021</b>
	<b>DKK</b>	<b>DKK</b>
Other interest expenses	253,322	465,037
Other financial expenses	93,760	8,623
	<b>347,082</b>	<b>473,660</b>

## 4 Tax on profit/loss for the year

	<b>2022</b>	<b>2021</b>
	<b>DKK</b>	<b>DKK</b>
Current tax	2,669,738	2,914,616
Change in deferred tax	13,550	(10,879)
	<b>2,683,288</b>	<b>2,903,737</b>

## 5 Financial assets

	<b>Investments in group enterprises DKK</b>
Cost beginning of year	106,745,254
<b>Cost end of year</b>	<b>106,745,254</b>
Impairment losses beginning of year	(79,630,102)
Reversal of impairment losses	74,027,921
<b>Impairment losses end of year</b>	<b>(5,602,181)</b>
<b>Carrying amount end of year</b>	<b>101,143,073</b>

## 6 Unrecognised rental and lease commitments

	<b>2022 DKK</b>	<b>2021 DKK</b>
Liabilities under rental or lease agreements until maturity in total	<b>6,258,419</b>	<b>5,017,289</b>

## 7 Contingent liabilities

The Entity participates in a Danish joint taxation arrangement where Marsh A/S serves as the administration company. According to the joint taxation provisions of the Danish Corporation Tax Act, the Entity is therefore liable for income taxes etc for the jointly taxed entities, Marsh A/S and for obligations, if any, relating to the withholding of tax on interest, royalties and dividend for the jointly taxed entities. The jointly taxed entities' total known net liability under the joint taxation arrangement is disclosed in the administration company's financial statements.

## 8 Assets charged and collateral

The Company has not provided any security or other collateral in assets at 31 December 2022.

## 9 Group relations

Name and registered office of the Parent preparing consolidated financial statements for the largest group: Marsh & McLennan Companies, Inc., 1166 Avenue of the Americas, New York, USA.

# Accounting policies

## Reporting class

This annual report has been presented in accordance with the provisions of the Danish Financial Statements Act governing reporting class B enterprises with addition of a few provisions for reporting class C.

The accounting policies applied to these financial statements are consistent with those applied last year.

## Consolidated financial statements

Referring to section 112(2) of the Danish Financial Statements Act, no consolidated financial statements have been prepared.

## Foreign currency translation

On initial recognition, foreign currency transactions are translated applying the exchange rate at the transaction date. Receivables, payables and other monetary items denominated in foreign currencies that have not been settled at the balance sheet date are translated using the exchange rate at the balancesheet date. Exchange differences that arise between the rate at the transaction date and the rate in effect at the payment date, or the rate at the balance sheet date, are recognised in the income statement as financial income or financial expenses.

When recognising foreign subsidiaries and associates that are independent entities, the income statements are translated at average exchange rates for the months that do not significantly deviate from the rates at the transaction date. Balance sheet items are translated using the exchange rates at the balance sheet date. Exchange differences arising out of the translation of foreign subsidiaries equity at the beginning of the year at the balance sheet date exchange rates and out of the translation of income statements from average rates to the exchange rates at the balance sheet date are recognised directly in translation reserve in equity.

Exchange adjustments of outstanding accounts with independent foreign subsidiaries, which are considered part of the total investment in the subsidiary in question, are recognised directly in translation reserve in equity.

## Income statement

### Gross profit or loss

Gross profit or loss comprises revenue, changes in inventories of finished goods and work in progress, own work capitalised, other operating income, cost of raw materials and consumables and external expenses.

### Revenue

Revenue from the sale of services is recognised in the income statement when delivery is made to the buyer. Revenue is recognised net of VAT, duties and sales discounts and is measured at fair value of the consideration fixed.

Contract work in progress is included in revenue based on the stage of completion so that revenue corresponds to the selling price of the work performed in the financial year (the percentage-of-completion method).

### Other external expenses

Other external expenses include expenses relating to the Entity's ordinary activities, including expenses for premises, stationery and office supplies, marketing costs, etc. This item also includes write-downs of receivables recognised in current assets.

**Staff costs**

Staff costs comprise salaries and wages, and social security contributions, pension contributions, etc. for entity staff.

**Income from investments in group enterprises**

Income from investments in group enterprises comprises dividends etc. received from the individual group enterprises in the financial year.

**Other financial expenses**

Other financial expenses comprise interest expenses, including interest expenses on payables to group enterprises, net capital or exchange losses on securities, payables and transactions in foreign currencies, amortisation of financial liabilities, and tax surcharge under the Danish Tax Prepayment Scheme etc.

**Tax on profit/loss for the year**

Tax for the year, which consists of current tax for the year and changes in deferred tax, is recognised in the income statement by the portion attributable to the profit for the year and recognised directly in equity by the portion attributable to entries directly in equity.

The Entity is jointly taxed with all Danish group enterprises. The current Danish income tax is allocated among the jointly taxed entities proportionally to their taxable income (full allocation with a refund concerning tax losses).

**Balance sheet****Investments in group enterprises**

Investments in group enterprises are measured at cost. Investments are written down to the lower of recoverable amount and carrying amount.

**Receivables**

Receivables are measured at amortised cost, usually equalling nominal value less write-downs for bad and doubtful debts.

**Contract work in progress**

Contract work in progress is measured at the selling price of the work carried out at the balance sheet date.

The selling price is measured based on the stage of completion and the total estimated income from the individual contracts in progress. Usually, the stage of completion is determined as the ratio of actual to total budgeted consumption of resources.

If the selling price of a project in progress cannot be made up reliably, it is measured at the lower of costs incurred and net realisable value.

Each contract in progress is recognised in the balance sheet under receivables or liabilities other than provisions, depending on whether the net value, calculated as the selling price less prepayments received, is positive or negative.

Costs of sales work and of securing contracts, and finance costs are recognised in the income statement as incurred.



**Deferred tax**

Deferred tax is recognised on all temporary differences between the carrying amount and the tax-based value of assets and liabilities, for which the tax-based value is calculated based on the planned use of each asset. However, no deferred tax is recognised for amortisation of goodwill disallowed for tax purposes and temporary differences arising at the date of acquisition that do not result from a business combination and that do not have any effect on profit or loss or on taxable income.

Deferred tax assets, including the tax base of tax loss carryforwards, are recognised in the balance sheet at their estimated realisable value, either as a set-off against deferred tax liabilities or as net tax assets.

**Tax payable or receivable**

Current tax payable or receivable is recognised in the balance sheet, stated as tax computed on this year's taxable income, adjusted for prepaid tax.

**Prepayments**

Prepayments comprise incurred costs relating to subsequent financial years. Prepayments are measured at cost.

**Cash**

Cash comprises cash in hand and bank deposits.

**Dividend**

Dividend is recognised as a liability at the time of adoption at the general meeting. Proposed dividend for the financial year is disclosed as a separate item in equity. Extraordinary dividend adopted in the financial year is recognised directly in equity when distributed and disclosed as a separate item in Management's proposal for distribution of profit/loss.

**Other financial liabilities**

Other financial liabilities are measured at amortised cost, which usually corresponds to nominal value.

**Prepayments received from customers**

Prepayments received from customers comprise amounts received from customers prior to delivery of the goods agreed or completion of the service agreed.