



Marsh A/S

Teknikerbyen 1
2830 Virum
CVR No. 87377016

Annual report 2019

The Annual General Meeting adopted the
annual report on 26.06.2020

Lars Henrik Mathiasen

Chairman of the General Meeting

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Entity details

Entity

Marsh A/S

Teknikerbyen 1

2830 Virum

CVR No.: 87377016

Registered office: Rudersdal

Financial year: 01.01.2019 - 31.12.2019

Board of Directors

Palle Stegelmann Kensø, chairman

Nicholas Mark Bonnor

Thomas Ammonsén

Executive Board

Henrik Larsen

Lars Henrik Mathiasen

Auditors

Deloitte Statsautoriseret Revisionspartnerselskab

Weidekampsgade 6

P. O. Box 1600

0900 Copenhagen C

Statement by Management

The Board of Directors and the Executive Board have today considered and approved the annual report of Marsh A/S for the financial year 01.01.2019 - 31.12.2019.

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 31.12.2019 and of the results of its operations for the financial year 01.01.2019 - 31.12.2019.

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, 26.06.2020

Executive Board

Henrik Larsen

Lars Henrik Mathiasen

Board of Directors

Palle Stegelmann Kensø
chairman

Nicholas Mark Bonnor

Thomas Ammonsens

Independent auditor's report

To the shareholders of Marsh A/S

Opinion

We have audited the financial statements of Marsh A/S for the financial year 01.01.2019 - 31.12.2019, 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 31.12.2019 and of the results of its operations for the financial year 01.01.2019 - 31.12.2019 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 of Accountants' Code of Ethics for Professional Accountants (IESBA Code) and the additional requirements applicable in Denmark, 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.

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.

København, 26.06.2020

Deloitte

Statsautoriseret Revisionspartnerselskab
CVR No. 33963556

Torben Skov

State Authorised Public Accountant
Identification No (MNE) mne19689

Kristoffer Sune Hemmingsen

State Authorised Public Accountant
Identification No (MNE) mne33384

Management commentary

Financial highlights

	2019	2018	2017	2016	2015
	DKK'000	DKK'000	DKK'000	DKK'000	DKK'000
Key figures					
Gross profit/loss	82,900	84,825	97,776	86,147	73,132
Operating profit/loss	5,336	1,529	17,365	15,241	14,060
Net financials	(313)	(13)	(667)	(62)	(875)
Profit/loss for the year	18,044	9,039	21,387	17,972	16,286
Total assets	152,604	157,247	213,841	199,570	129,146
Equity	8,872	15,628	22,909	23,522	42,550
Ratios					
Return on equity (%)	147.3	46.9	92.1	54.4	40.6
Solvency ratio (%)	5.8	9.9	10.7	11.8	32.9
Risk Adjusted Equity ratio*	27.1	40.4	26.0	25.0	48.0

Financial highlights are defined and calculated in accordance with the current version of "Recommendations & Ratios" issued by the CFA Society Denmark.

Return on equity (%):

$\frac{\text{Profit/loss for the year} * 100}{\text{Average equity}}$

Average equity

Solvency ratio (%):

$\frac{\text{Equity} * 100}{\text{Total assets}}$

Total assets

Risk adjusted Equity ratio (%):

$\frac{\text{Equity} * 100}{\text{(Total assets less risk free assets)}}$

(Total assets less risk free assets)

Risk free assets consist of both cash and receivables regarding insurance premiums not settled with the insurance companies at the balance sheet date.

*The calculation method has been adjusted from 2018.

Primary activities

Marsh A/S is part of Marsh & McLennan Companies, Inc. (MMC) a global professional services firm with business in risk and insurance services, investment management, and consulting. MMC is listed on the New York stock exchange.

The Company's activities comprise management of insurance arrangements and risk management consulting.

A considerable part of the consulting is development and delivery of risk strategies and services, and in cooperation with clients to establish the known insurable risks as well as the strategic, commercial, market-related, operational, and other risks that may threaten the values and objectives of a company.

As member of Forsikringsmæglerforeningen i Danmark (The Insurance Broker Association in Denmark) the company upholds separate fiduciary accounts for the securing of premium received from clients, which premium is subsequently paid to Insurers.

Development in activities and finances

The year's result shows a profit of DKK'000 18,044, compared to a profit last year of DKK'000 9,039.

The year's result is satisfying and the company have had an increase in number of new clients. However, the gross profit is lower due to less revenue on some of the largest clients.

Outlook

Gross profit and Profit for the year are expected to increase.

May 1, 2020 the company merged with the subsidiary JLT Specialty Insurance Broker A/S by transferring the subsidiary's assets and liabilities as a whole to Marsh A/S as the continuing company,

The company does not expect any material effect on the profit performance as a result of the COVID-19.

Particular risks

Currency risks

The company's cooperation with primarily internationally affiliated companies means that its financial results of operations and shareholders equity are affected by fluctuations in the exchange rates of a number of foreign currencies. As the company's transactions in foreign currencies are not significant, they do not constitute any accounting risk.

Interest-rate risks

As the company currently does not have interest carrying debt, moderate change in the interest level will not have any significant impact on earnings.

Intellectual capital resources

As an intellectual capital resource the employees in particular are important for the future earnings of the company. This involves especially the experience of the employees, professional competence and the interface to all of the different interest groups around the company.

Income statement for 2019

	Notes	2019 DKK'000	2018 DKK'000
Gross profit/loss		82,900	84,825
Staff costs	2	(77,011)	(82,799)
Depreciation, amortisation and impairment losses		(553)	(497)
Operating profit/loss		5,336	1,529
Income from investments in group enterprises		14,814	8,140
Other financial income		108	136
Other financial expenses		(421)	(149)
Profit/loss before tax		19,837	9,656
Tax on profit/loss for the year	3	(1,793)	(617)
Profit/loss for the year	4	18,044	9,039

Balance sheet at 31.12.2019

Assets

	Notes	2019 DKK'000	2018 DKK'000
Other fixtures and fittings, tools and equipment		1,729	1,871
Leasehold improvements		132	174
Property, plant and equipment	5	1,861	2,045
Investments in group enterprises		3,097	3,097
Other investments		352	352
Deposits		819	810
Deferred tax	7	150	148
Other financial assets	6	4,418	4,407
Fixed assets		6,279	6,452
Trade receivables	8	56,200	79,917
Receivables from group enterprises		12,931	1,975
Other receivables		357	0
Income tax receivable		2,319	4,208
Prepayments	9	147	185
Receivables		71,954	86,285
Cash		74,371	64,510
Current assets		146,325	150,795
Assets		152,604	157,247

Equity and liabilities

	Notes	2019 DKK'000	2018 DKK'000
Contributed capital	10	965	965
Retained earnings		7,907	4,663
Proposed dividend		0	10,000
Equity		8,872	15,628
Other payables		2,076	0
Non-current liabilities other than provisions		2,076	0
Trade payables		100,546	105,879
Payables to group enterprises		5,207	2,736
Other payables		30,554	29,250
Deferred income	11	5,349	3,754
Current liabilities other than provisions		141,656	141,619
Liabilities other than provisions		143,732	141,619
Equity and liabilities		152,604	157,247
Events after the balance sheet date	1		
Unrecognised rental and lease commitments	12		
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Statement of changes in equity for 2019

	Contributed capital DKK'000	Retained earnings DKK'000	Proposed extraordinary dividend DKK'000	Proposed dividend DKK'000	Total DKK'000
Equity beginning of year	965	4,663	0	10,000	15,628
Ordinary dividend paid	0	0	0	(10,000)	(10,000)
Extraordinary dividend paid	0	0	(14,800)	0	(14,800)
Profit/loss for the year	0	3,244	14,800	0	18,044
Equity end of year	965	7,907	0	0	8,872

Notes

1 Events after the balance sheet date

May 1, 2020 the company merged with the subsidiary JLT Specialty Insurance Broker A/S by transferring the subsidiary's assets and liabilities as a whole to Marsh A/S as the continuing company.

The company does not expect any material effect on the profit performance as a result of the COVID-19.

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

2 Staff costs

	2019	2018
	DKK'000	DKK'000
Wages and salaries	68,726	73,937
Pension costs	7,888	8,434
Other social security costs	397	428
	77,011	82,799

Average number of full-time employees	91	105
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	Remuneration of management 2019 DKK'000	Remuneration of management 2018 DKK'000
Total amount for management categories	6,070	5,074
	6,070	5,074

3 Tax on profit/loss for the year

	2019	2018
	DKK'000	DKK'000
Current tax	1,795	670
Change in deferred tax	(2)	(53)
	1,793	617

4 Proposed distribution of profit and loss

	2019 DKK'000	2018 DKK'000
Ordinary dividend for the financial year	0	10,000
Extraordinary dividend distributed in the financial year	14,800	8,145
Retained earnings	3,244	(9,106)
	18,044	9,039

5 Property, plant and equipment

	Other fixtures and fittings, tools and equipment DKK'000	Leasehold improvements DKK'000
Cost beginning of year	8,571	869
Additions	369	0
Disposals	(597)	0
Cost end of year	8,343	869
Depreciation and impairment losses beginning of year	(6,700)	(695)
Depreciation for the year	(511)	(42)
Reversal regarding disposals	597	0
Depreciation and impairment losses end of year	(6,614)	(737)
Carrying amount end of year	1,729	132

6 Financial assets

	Investments in group enterprises DKK'000	Other investments DKK'000	Deposits DKK'000	Deferred tax DKK'000
Cost beginning of year	5,597	352	810	148
Additions	0	0	9	2
Cost end of year	5,597	352	819	150
Impairment losses beginning of year	(2,500)	0	0	0
Impairment losses end of year	(2,500)	0	0	0
Carrying amount end of year	3,097	352	819	150

Investments in subsidiaries	Registered in	Corporate form	Equity interest %	Equity DKK'000	Profit/loss DKK'000
Marsh Kindlustusmaakler AS	Estonia	AS	100	5,035	2,195
Marsh Lietuva UADBB	Lithuania	UADBB	100	3,178	1,286
Marsh & McLennan Agency A/S	Rudersdal	A/S	100	8,045	6,928

7 Deferred tax

	2019 DKK'000	2018 DKK'000
Property, plant and equipment	150	148
Deferred tax	150	148

Changes during the year	2019 DKK'000
Beginning of year	148
Recognised in the income statement	2
End of year	150

Deferred tax realizes for future tax deductions, which management estimates may be used to reduce future tax payable.

8 Trade receivables

In the item unpaid premiums due to Insurance Companies, which relates to premiums not paid by policyholders, is included with DKK '000 49,343.

9 Prepayments

Prepayments include prepayments of insurance and other expenses.

10 Share capital

	Number	Par value DKK'000	Nominal value DKK'000
A-Shares	900	1000	900
B-Shares	65	1000	65
	965		965

11 Deferred income

Deferred income include accrued revenue relating to insurance offerings sold.

12 Unrecognised rental and lease commitments

	2019 DKK'000	2018 DKK'000
Liabilities under rental or lease agreements until maturity in total	3,288	3,794

13 Contingent liabilities

The Entity is the administration company in a Danish joint taxation arrangement. According to the joint taxation provisions of the Danish Corporation Tax Act, the Entity is therefore liable from the financial year 2013 for income taxes etc for the jointly taxed companies and from 1 July 2012 also for obligations, if any, relating to the withholding of tax on interest, royalties and dividend for the jointly taxed companies.

14 Related parties with controlling interest

Name	Registered office	Basis of influence
Marsh & McLennan Companies, Inc.	1166 Avenue of Americas, NY 10036 New York, USA	Ultimate parent
Marsh LLC	1166 Avenue of Americas, NY 10036 New York, USA	Parent of the below listed entity
Marsh USA Inc.	1166 Avenue of Americas, NY 10036 New York, USA	Parent of the below listed entity
Marsh Int'l Holdings Inc.	1166 Avenue of Americas, NY 10036 New York, USA	Parent of the below listed entity
Marsh Int'l Holdings II	1166 Avenue of Americas, NY 10036 New York, USA	Parent of the below listed entity
MMC Int'l Holdings LLC	1166 Avenue of Americas, NY 10036 New York, USA	Parent of the below listed entity
Cascade Regional Holdings Ltd.	1 Tower Place West, London EC3R 5BU	Parent of the below listed entity
MMC Regional Europe Holdings B.V	Conradstraat 18A, 3013 AP Rotterdam	Parent company

15 Group relations

Name and registered office of the Parent preparing consolidated financial statements for the smallest group:
Marsh & McLennan Companies, Inc., 1166 Avenue of Americas, NY 10036 New York, USA.

Copies of the consolidated financial statements of Marsh & McLennan Companies, Inc. may be ordered at the following address:

Marsh & McLennan Companies, Inc., 1166 Avenue of Americas, NY 10036 New York, USA

Accounting policies

Reporting class

This annual report has been prepared in accordance with the provisions of the Danish Financial Statements Act governing reporting class C enterprises (medium).

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

Consolidated financial statements

Referring to 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 balance sheet 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.

Income statement

Gross profit or loss

Gross profit or loss comprises revenue and external expenses.

Revenue

Revenue from the mediation of insurance services is included in revenues when delivery and transfer of risk to the buyer has occurred, at the earliest when the underlying brokered insurance contract is in force.

Revenue from other services is recognized upon delivery.

Revenue is recognised net of VAT, duties and sales discounts and is measured at fair value of the consideration fixed.

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 as well as social security contributions, pension contributions, etc for entity staff.

Depreciation, amortisation and impairment losses

Depreciation, amortisation and impairment losses relating to property, plant and equipment and intangible assets comprise depreciation, amortisation and impairment losses for the financial year, calculated on the basis of the residual values and useful lives of the individual assets and impairment testing as well as gains and losses from the sale of intangible assets as well as property, plant and equipment.

Income from investments in group enterprises

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

Other financial income

Other financial income comprises interest income, net capital gains on payables and foreign currency transactions as well as tax relief under the Danish Tax Prepayment Scheme etc.

Other financial expenses

Other financial expenses comprise interest expenses, net capital losses on payables and foreign currency transactions as well as 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 subsidiaries. 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**Property, plant and equipment**

Other fixtures and fittings, tools and equipment as well as leasehold improvements are measured at cost less accumulated depreciation and impairment losses.

Cost comprises the acquisition price, costs directly attributable to the acquisition and preparation costs of the asset until the time when it is ready to be put into operation.

The basis of depreciation is cost less estimated residual value after the end of useful life. Straightline depreciation is made on the basis of the following estimated useful lives of the assets:

Other fixtures and fittings, tools and equipment	3-10 years
Leasehold improvements	10 years

For leasehold improvements, the depreciation period cannot exceed the contract period.

Estimated useful lives and residual values are reassessed annually.

Items of property, plant and equipment are written down to the lower of recoverable amount and carrying amount.

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.

Other investments

Other investments comprise unlisted securities which are measured at cost.

Other investments are written down to the lower of recoverable amount and carrying amount.

Deferred tax

Deferred tax is recognised on all temporary differences between the carrying amount and tax-based value of assets and liabilities, for which the tax-based value of assets is calculated based on the planned use of each asset.

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.

Receivables

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

Income 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 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.

Deferred income

Deferred income comprises income received for recognition in subsequent financial years. Deferred income is measured at cost.

Cash flow statement

Pursuant to section 86(1) of the Danish Financial Statements Act there has not been prepared cash flow statement.