

WILLIS JAPAN LIMITED

(Registered Number 1689758)

**DIRECTORS' REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016**

Directors

KL Clark (appointed 29 January 2016)
OHW Goodinge
Willis Corporate Director Services Limited

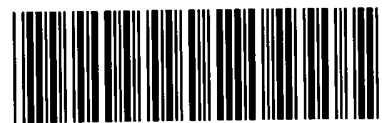
Registered Office

51 Lime Street
London EC3M 7DQ

Auditor

Deloitte LLP
London, UK

THURSDAY



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WILLIS JAPAN LIMITED

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WILLIS JAPAN LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2016

The Directors present their annual report, together with the audited financial statements, for the year ended 31 December 2016.

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

Principal activities and review of developments

Following the closure of its branch operation in Tokyo and the conclusion of various employee secondments, the Company ceased to provide Japanese retail insurance, international insurance and reinsurance activities from the end of 2007. The Company acts as a holding company and is a subsidiary of Willis Towers Watson plc. Willis Towers Watson plc, together with its subsidiaries ('the Group') is one of the world's leading professional service providers of risk management, insurance broking, consulting, technology and solutions and private exchange services.

Merger with Towers Watson & Co.

On 4 January 2016, pursuant to an Agreement and Plan of Merger, the Willis Group Holdings plc group and the Towers Watson & Co. group combined, with Towers Watson & Co. becoming a wholly-owned subsidiary of Willis Group Holdings plc. Immediately following the merger, Willis Group Holdings plc changed its name to Willis Towers Watson plc. The Company was not directly affected by this merger.

Results

The loss on ordinary activities after taxation amounted to £20,000 (2015: profit of £2,538,000) as shown in the income statement on page 7. The profit for the year ended 31 December 2015 was attributable to a dividend received from Willis Japan Holdings K.K., the subsidiary undertaking of the Company amounting to JPY 481 million (£2,618,000)

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

Employees

The Company employed no staff during the year (2015: none).

Going concern

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

Dividends

No interim dividend was paid during the year (2015: £3,000,000).

Directors

The current Directors of the Company are shown on page 1, which forms part of this report. SE Wood resigned as Director of the company on 29 January 2016. KL Clark was appointed as Director of the company on 29 January 2016. There were no other changes in Directors during the year or after the year end.

WILLIS JAPAN LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2016 (continued)

Statement of Directors' responsibilities in relation to the financial statements

The Directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law, the Directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law, the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Disclosure of information to the auditor

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

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

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

Auditor

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

By Order of the Board

Katherine Clark

KL Clark
Director
51 Lime Street
London EC3M 7DQ

3 July 2017

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF WILLIS JAPAN LIMITED

We have audited the financial statements of Willis Japan Limited for the year ended 31 December 2016 which comprise the Income Statement, the Balance Sheet, the Statement of Changes in Equity and the related notes 1 to 12. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS 101 "Reduced Disclosure Framework".

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditor

As explained more fully in the Directors' Responsibilities Statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

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

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2016 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

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

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF WILLIS JAPAN LIMITED (continued)

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to take advantage of the small companies exemption in preparing the Directors' Report or from the requirement to prepare a Strategic Report.



Elanor Gill (Senior Statutory Auditor)
for and on behalf of Deloitte LLP
Statutory Auditor
London, UK

3 July

2017

WILLIS JAPAN LIMITED

INCOME STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2016

	Notes	2016 £000	2015 £000
Turnover	3	-	2,618
Operating expense		-	(100)
Result/profit on ordinary activities before taxation	4	-	2,518
Tax (charge)/credit on result/profit on ordinary activities	7	(20)	20
(Loss)/profit for the year		(20)	2,538

All activities derive from continuing operations.

There is no other comprehensive income in either 2016 or 2015.

WILLIS JAPAN LIMITED**BALANCE SHEET AS AT 31 DECEMBER 2016**

	Notes	2016 £000	2015 £000
Fixed assets			
Investments	9	499	499
Current assets			
Debtors: amounts falling due within one year	10	410	430
Net current assets		410	430
Net assets		909	929
Equity			
Called up share capital	11	1	1
Retained earnings		908	928
Shareholder's equity		909	929

The financial statements of Willis Japan Limited, registered company number 1689758, were approved by the Board of Directors and authorised for issue on 3 July 2017 and signed on its behalf by:

Katherine Clark

KL Clark
Director

WILLIS JAPAN LIMITED

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2016

	Called up share capital £000	Retained earnings £000	Total equity £000
Balance at 1 January 2015	1	1,390	1,391
Profit for the year	-	2,538	2,538
Total comprehensive income for the year	-	2,538	2,538
Dividend to shareholder	-	(3,000)	(3,000)
Balance at 31 December 2015	1	928	929
Loss for the year	-	(20)	(20)
Total comprehensive loss for the year	-	(20)	(20)
Balance at 31 December 2016	1	908	909

WILLIS JAPAN LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2016

1. Accounting policies

Basis of preparation

The Company meets the definition of a qualifying entity under Financial Reporting Standard 100 and, consequently, has prepared these financial statements in accordance with Financial Reporting Standard 101, Reduced Disclosure Framework ("FRS 101").

The financial statements have been prepared on the historical cost basis.

The principal accounting policies adopted are set out below.

Disclosure exemptions

The Company has taken advantage of certain disclosure exemptions permitted under FRS 101 primarily in relation to: (i) presentation of a cash flow statement; (ii) financial instruments; (iii) related party transactions and (iv) new International Financial Reporting Standards ('IFRSs') as, where required, equivalent disclosures are given in the group accounts of Willis Towers Watson plc.

Going concern

The Company's business activities and the factors likely to affect its future development and position are set out in the Director's Report.

The Directors have conducted enquiries into the nature and quality of the assets and liabilities that make up the Company's capital. Furthermore, the Directors' enquiries extend to the Company's relationship with the Group and external parties on a financial and non-financial level. Having assessed the responses to their enquiries, the Directors have no reason to believe that a material uncertainty exists that may cast significant doubt upon the ability of the Group to continue as a going concern or its ability to repay loans due to the Company from time to time.

As a consequence of the enquiries the Directors have a reasonable expectation that the Company has appropriate resources to continue in operational existence for the foreseeable future. For this reason, they continue to adopt the going concern basis in preparing the accounts.

True and fair view override

In special disclosure circumstances, where compliance with any of the provisions of the Companies Act as to the matters to be included in a company's accounts (or notes thereto) is inconsistent with the requirement to give a true and fair view of the state of affairs and profit or loss, the directors shall depart from that provision to the extent necessary to give a true and fair view. In these instances, the Company would adopt a true and fair view override.

Parent undertaking and controlling party

The Company's:

- immediate parent company and controlling undertaking is Willis Faber Limited; and
- ultimate parent company is Willis Towers Watson plc, a company incorporated in Ireland, whose registered office is Willis Towers Watson House, Elm Park, Merrion Road, Dublin 4, Ireland.

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

The largest and smallest group in which the results of the Company are consolidated is Willis Towers Watson plc, whose financial statements are available to members of the public from the Group website www.willistowerswatson.com, in the Investor Relations section.

WILLIS JAPAN LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2016 (continued)

1. Accounting policies (continued)

Dividend income

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

Fixed asset investments

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

Foreign currency translation

These financial statements are presented in pounds sterling which is the currency of the primary economic environment in which the Company operates (the 'functional currency').

Transactions in currencies other than the functional currency are initially recorded at the rate of exchange at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are reported at the rates of exchange ruling at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences are recognised in profit or loss in the period in which they arise.

Income taxes

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

Income tax is charged or credited to other comprehensive income if it relates to items that are charged or credited to other comprehensive income. Similarly, income tax is charged or credited directly to equity if it relates to items that are credited or charged directly to equity. Otherwise income tax is recognised in the income statement.

Financial assets and financial liabilities

Financial assets and financial liabilities include amounts owed to / by group undertakings.

The Company classifies its financial assets and financial liabilities in the following categories: as loans, receivables or payable (including amounts owed by / to group undertakings). The classification is made by management at initial recognition and depends on the purpose for which the financial assets or financial liabilities were entered into.

Loans, receivables and payables are non-derivative financial assets or financial liabilities with fixed or determinable receipts or payments that are not quoted in an active market. Such financial assets or financial liabilities are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method. Any resulting interest is recognised in interest income or interest expense, as appropriate.

Recent accounting pronouncements adopted in the current period

The Company did not adopt any new International Financial Reporting Standards ('IFRSs') or interpretations ('IFRICs') issued by the International Accounting Standards Board ('IASB') during the year ended 31 December 2016 and no amendments to IFRSs or International Accounting Standards ('IASs') issued or adopted by the IASB had a significant effect on its financial statements.

WILLIS JAPAN LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2016 (continued)

2. Critical accounting judgements and estimates

The preparation of financial statements in conformity with FRS 101 and in the application of the Company's accounting policies, which are described in note 1, requires management to make judgements, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities as at the dates of the financial statements and the reported amounts of revenues and expenses during the year. Judgements, estimates and assumptions are made about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The following are the critical judgements that management has made in the process of applying the Company's accounting policies and/or the key assumptions or sources of estimation uncertainty that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Impairment of investment in subsidiaries

Determining whether the Company's investment in a subsidiary has been impaired requires estimations of the investment's fair value, less costs of disposal, and/or value in use. Management judgement is required to identify comparable recent transactions and/or to estimate the future cash flows expected to arise from the investment and select a suitable discount rate to use in calculating present value. See note 9 for the carrying amount of investments in subsidiaries. No impairment loss was recognised in 2016 or 2015.

Impairment of loans and receivables

Management judgement is required to assess at the end of each reporting period whether there is any objective evidence that loans and receivables are impaired and, if so, to determine the amount of any impairment loss. See note 10 for the carrying amount of loans and receivables. No impairment loss was recognised in 2016 or 2015.

3. Turnover

Turnover in 2015 arose from Japan and comprised of income from shares in a subsidiary undertaking.

4. Operating result/profit on ordinary activities

The foreign exchange loss in 2015 of £100,000 is attributable to the fluctuation in the value of the pound to the Japanese Yen during the year.

Auditor's remuneration of £2,800 (2015: £2,600) was borne by another Group company.

5. Employee costs

The Company employed no staff during the year (2015: none).

6. Directors' remuneration

The Directors of the Company received no remuneration for services rendered to the Company during the year (2015: £nil).

WILLIS JAPAN LIMITED**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2016 (continued)**

7. Taxation	2016	2015
	£000	£000
(a) Tax charge/(credit) in the income statement		
Current tax:		
UK corporation tax	-	(20)
Adjustments in respect of prior periods	20	-
Total current tax (note 7(b))	20	(20)
	2016	2015
	£000	£000

(b) Reconciliation of total tax charge

The tax assessed for the year is higher than (2015: lower than) the standard rate of corporation tax in the UK of 20% (2015: 20.25%). The differences are explained below:

Profit/result on ordinary activities before taxation	-	2,518
Tax calculated at UK standard rate of corporation tax of 20% (2015: 20.25%)	-	510
Effects of:		
Adjustments in respect of prior periods	20	-
Intra-group dividends which are non-taxable	-	(530)
Total tax charge/(credit) reported in the income statement (note 7(a))	20	(20)

(c) Change in Corporation tax rates

The Finance Act 2013, set the rate of UK corporation tax at 20% with effect from 1 April 2015. The Finance Act 2015 maintained this rate for the year from 1 April 2016. The Finance (No.2) Act 2015, which was substantively enacted on 26 October 2015 and received royal assent on 18 November 2015, reduced the rate to 19% with effect from 1 April 2017 with a further reduction to 18% from 1 April 2020. The Finance Act 2016, which received royal assent on 15 September 2016, subsequently reduced the main rate of corporation tax from 18% to 17% from 1 April 2020. As the changes were substantively enacted prior to 31 December 2016, they have been reflected in these financial statements.

8. Dividends paid	2016	2015
	£000	£000
First interim paid (2015: 29 December 2015)	-	3,000

WILLIS JAPAN LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2016 (continued)

9. Investments held as fixed assets	Subsidiary undertaking £000
<i>Cost and carrying amount</i>	
31 December 2015 and 31 December 2016	<u>499</u>

The subsidiary undertakings at 31 December 2016 were:

	Percentage of share capital held	Class of share	Country of incorporation
<i>Holding Company</i>			
Willis Japan Holdings K.K. *	100%	Ordinary of JPY 0.37 each	Japan
<i>Trading Company</i>			
Willis Japan Services K.K.	100%	Ordinary of JPY 1 each	Japan
Willis Re Japan K.K.	100%	Ordinary of JPY 0.56 each	Japan
<i>Dormant Company</i>			
Willis Consulting K.K.	100%	Ordinary of JPY 1 each	Japan

* Owned directly by Willis Japan Limited: All other undertakings are indirectly held.

The registered office for all the subsidiary undertakings is Toranomon Kotohira Tower 12Fm 2-8, Toranomon Ichrome, Minato-ku, Tokyo 105-0001.

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

WILLIS JAPAN LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2016 (continued)

	2016	2015
	£000	£000
10. Debtors		
<i>Amounts falling due within one year:</i>		
Amounts owed by Group undertakings	410	410
Amounts owed by Group undertakings in respect of corporation tax group relief	-	20
	<u>410</u>	<u>430</u>

	2016	2015
	£000	£000
11. Called up share capital		
Allotted, called up and fully paid		
1,000 (2015: 1,000) ordinary shares of £1 each	<u>1</u>	<u>1</u>

12. Related party transactions

FRS101 (paragraph 8(k)) exempts the reporting of transactions between Group companies in the financial statements of companies that are wholly owned within the group. The Company has taken advantage of this exemption. There are no other transactions requiring disclosure.