

WILLIS JAPAN LIMITED

(Registered Number 1689758)

DIRECTORS' REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

Directors

SE Wood
Willis Corporate Director Services Limited
OHW Goodinge (appointed 1 January 2012)

Secretary

AC Peel (appointed 3 September 2012)

Registered Office

51 Lime Street
London EC3M 7DQ

Auditor

Deloitte LLP
London



DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2012

The Directors present their annual report, together with the audited financial statements, for the year ended 31 December 2012

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

Results

The loss on ordinary activities after taxation amounted to £153,000 (2011 profit of £62,000) as shown in the profit and loss account on page 6. The loss is attributable to adverse foreign exchange movements during the year.

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

Going concern

The Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. For this reason they continue to adopt the going concern basis in preparing the financial statements. Further details regarding the adoption of the going concern basis can be found in note 1 to the financial statements on page 9.

Dividends

No interim dividend was paid during the year (2011: £nil). The Directors do not recommend the payment of a final dividend (2011: £nil).

Directors

The current Directors of the Company are shown on page 1, which forms part of this report. OHW Gooding was appointed as Director with effect from 1 January 2012. There were no other changes in Directors during the year or after the year end.

Statement of Directors' responsibilities in relation to the financial statements

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

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

- select suitable accounting policies and then apply them consistently,
- make judgments and accounting estimates that are reasonable and prudent,

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2012 (continued)

Statement of Directors' responsibilities in relation to the financial statements (continued)

- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements, and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business

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

Disclosure of information to the auditor

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

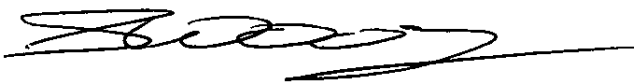
- so far as the Director is aware, there is no relevant audit information of which the Company's auditor is unaware, and
- the Director has taken all the steps that they ought to have taken as a Director in order to make themselves aware of any relevant audit information and to establish that the Company's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

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

Auditor

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

By Order of the Board



SE Wood
Director
51 Lime Street
London EC3M 7DQ

28 June 2013

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 2012 which comprise the Profit and Loss Account, the Balance Sheet, the Reconciliation of Movement in Shareholders' Funds 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).

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. 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 2012 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.

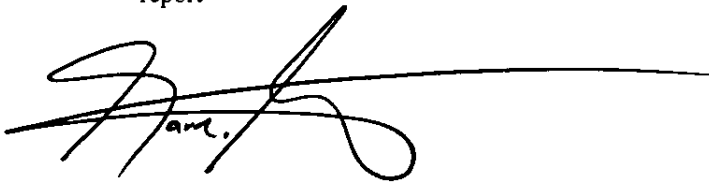
Opinion on other matter prescribed by the Companies Act 2006

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

A handwritten signature in black ink, appearing to read 'M. McIlquham', with a long horizontal line extending to the right.

Mark McIlquham (Senior Statutory Auditor)
for and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditor
London
United Kingdom

28th June 2013

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2012

	Notes	2012 £000	2011 £000
Operating income – foreign exchange (loss)/gain		(206)	78
Operating (loss)/profit	2	(206)	78
Interest receivable from Group undertaking		3	6
(Loss)/profit on ordinary activities before taxation		(203)	84
Tax credit/(charge) on (loss)/profit on ordinary activities	5	50	(22)
(Loss)/profit on ordinary activities after taxation		(153)	62

All activities derive from continuing operations

There are no recognised gains or losses in either 2012 or 2011 other than the result for those years

WILLIS JAPAN LIMITED

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BALANCE SHEET AS AT 31 DECEMBER 2012

	Notes	2012 £000	2011 £000
Fixed assets			
Investments	6	499	499
Current assets			
Debtors amounts falling due within one year	8	986	1,161
Current liabilities			
Creditors amounts falling due within one year	9	-	(22)
Net current assets		986	1,139
Net assets		1,485	1,638
Capital and reserves			
Called up share capital	10	1	1
Profit and loss account	11	1,484	1,637
Shareholders' funds		1,485	1,638

The financial statements of Willis Japan Limited, registered company number 1689758, were approved by the Board of Directors and authorised for issue on 28 June 2013 and signed on its behalf by



SE Wood
Director

MOVEMENT IN SHAREHOLDERS' FUNDS FOR THE YEAR ENDED 31 DECEMBER 2012

Movement in shareholders' funds	2012 £000	2011 £000
(Loss)/profit on ordinary activities after taxation	(153)	62
Net movement in shareholders' funds for the year	(153)	62
Shareholders' funds at beginning of year	1,638	1,576
Shareholders' funds at end of year	1,485	1,638

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

1. Accounting policies**Basis of preparation**

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

The financial statements have been prepared

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

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

- the Company is an intermediate holding company within the Willis Group,
- the Company has net current assets of £986,000 (2011: £1,139,000), and
- the Directors believe the Willis Group is a going concern.

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

Parent undertaking and controlling party

The Company's

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

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

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

Interest receivable from Group undertaking

Interest receivable is accounted for on an accruals basis.

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').

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the profit and loss account.

Fixed asset investments

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

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012 (continued)

1. Accounting policies (continued)**Taxation**

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

Cash flow statement

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

2. Operating (loss)/profit

The foreign exchange loss of £206,000 (2011 gain of £78,000) shown in the profit and loss account is mainly attributable to the revaluation of a loan with a subsidiary undertaking, denominated in Japanese Yen

Auditor's remuneration of £2,600 (2011 £2,600) was borne by another Group company

3. Employee costs

The Company employed no staff during the year (2011 none)

4. Directors' remuneration

The Directors of the Company received no remuneration for services rendered to the Company during the year (2011 £nil)

5. Tax on (loss)/profit on ordinary activities

	2012 £000	2011 £000
(a) Analysis of (credit)/charge for the year		
Current tax:		
UK corporation tax on (loss)/profit at 24.5% (2011 26.5%)	(50)	22
(b) Factors affecting current tax for the year		

The tax assessed for the year is equal to (2011 equal to) the standard rate of corporation tax in the UK (24.5% (2011 26.5%))

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012 (continued)

5. Tax on (loss)/profit on ordinary activities (continued)

(c) Circumstances affecting current and future tax charges

The Government announced on 23 March 2011 that it intended to reduce the rate of UK corporation tax from 28% to 23% over four years. Consequently the Finance Act 2011, which was substantively enacted on 5 July 2011, included provisions to reduce the rate of UK corporation tax to 26% with effect from 1 April 2011 and to 25% with effect from 1 April 2012.

On 21 March 2012, the Government proposed further legislation to reduce the rate of UK corporation tax to 22% by 2014. Consequently, the Finance Act 2012 which was substantively enacted on 3 July 2012, included provisions to reduce the rate of UK corporation tax to 24% with effect from 1 April 2012 and 23% from 1 April 2013. The rate reduction to 23% had been substantively enacted prior to 31 December 2012 and therefore has been reflected in the financial statements.

The Government has subsequently proposed that from 1 April 2014 the rate will be 21% rather than the previously announced 22% and that the rate will be further reduced to 20% from 1 April 2015. These changes to the main tax rate have not been substantively enacted at the Balance Sheet date, and, therefore, are not included in these financial statements.

6. Investments held as fixed assets

Subsidiary
undertaking
£000

Cost and net book value

31 December 2011 and 31 December 2012

499

Investments held as fixed assets comprise the Company's investment in 100% of the ordinary share capital of Willis Japan Holdings KK, a holding company within the Group.

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

7 Shares in subsidiary undertaking

The principal subsidiary undertaking at 31 December 2012 was

	Percentage of share capital held	Class of share	Country of incorporation
<i>Holding Company</i>			
Willis Japan Holdings KK	100%	Ordinary of JPY1 each	Japan

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

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012 (continued)

8. Debtors	2012 £000	2011 £000
<i>Amounts falling due within one year:</i>		
Amounts owed by Group undertaking	936	1,161
Amounts owed by Group undertaking in respect of UK corporation tax group relief	50	-
	986	1,161

9. Creditors: amounts falling due within one year	2012 £000	2011 £000
Amounts owed to Group undertaking in respect of UK corporation tax group relief	-	22

10 Called up share capital	2012 £000	2011 £000
Allotted, called up and fully paid		
1,000 (2011 1,000) ordinary shares of £1 each	1	1

11. Reserves and shareholders' funds	Share capital £000	Profit and loss account £000	Total £000
1 January 2012	1	1,637	1,638
Loss on ordinary activities after taxation	-	(153)	(153)
31 December 2012	1	1,484	1,485

12 Related party transactions

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