

Benefits Handbook Date September 1, 2015

# **MMA 401(k) Savings & Investment Plan**

MMA



# MMA 401(k) Savings & Investment Plan

*The Marsh & McLennan Agency 401(k) Savings & Investment Plan (the “Plan”) is a convenient way to help achieve your long-term savings and investment goals. The Plan is a profit sharing plan with a 401(k) component, designed to encourage saving through a number of investment opportunities, including the opportunity to invest in the MMC Stock Fund (a fund comprised principally of Marsh & McLennan Companies, Inc. common stock (par value of \$1.00 per share)).*

*Under the Plan, you may save and invest for the future by contributing on a before-tax and/or after-tax basis. You can direct your future contributions and your Company Matching Contributions (which begin after you complete one year of vesting service) into any of the funds in the Plan’s investment lineup.*

*Plan participation involves investment risk. If the value of Marsh & McLennan Companies stock and other Plan assets decreases or increases, the value of your accounts in the Plan will also decrease or increase. Under this type of Plan, you assume responsibility for the investment choices you make for your account.*

*This section describes the Plan provisions as of January 1, 2015, and applies if you are employed by the Company on or after January 1, 2015.*

## SPD

This section provides a summary of the MMA 401(k) Savings & Investment Plan as of January 1, 2015.

This section, together with the *Administrative Information* section, forms the Summary Plan Description of the Plan.

### **A Note on Tax Advice:**

The tax laws are complicated and often change. This summary is not intended to provide personal tax advice to any employee.

*As used throughout this document, “employee,” “you” and “your” always mean a US employee of Marsh & McLennan Agency LLC. (MMA) or any subsidiary or affiliate of MMA. Individuals who are leased employees, who are compensated as independent contractors, or who are employed in Puerto Rico, are not eligible to participate.*

*In this description of the MMA 401(k) Savings & Investment Plan, the term “Company” sometimes refers to MMA and all participating employers.*

### ***This Is Part of a Prospectus***

This section, together with the Investment Return Fact Sheet and the *Administrative Information* section, also constitute part of a prospectus covering securities that have been registered under the Securities Act of 1933, as amended. See below for more details.

The Plan was most recently approved by the Internal Revenue Service as tax qualified under Sections 401(a) and 4975(e)(7) of the Internal Revenue Code by means of a favorable determination letter dated June 1, 2012. Accordingly, Marsh & McLennan Agency contributions will be deductible by Marsh & McLennan Agency within the limits set forth in the Internal Revenue Code. This section describes the Plan provisions as of January 1, 2015 which apply if you are employed on or after January 1, 2015. Former employees may be subject to other rules under prior provisions.

The date of this prospectus is December 22, 2014.

Participants may receive, without charge, upon request to the Plan Administrator, any of the documents that constitute part of the prospectus, as well as a copy of the annual report from Marsh & McLennan Companies, Inc., copies of other reports, proxy statements and other communications distributed to Marsh & McLennan Companies shareholders, and the annual report for the Plan. Copies of the documents described may be obtained from the Plan Administrator at the following address:

Marsh & McLennan Companies, Inc.  
MMA 401(k) Savings & Investment Plan  
c/o Global Benefits Department – 6<sup>th</sup> Floor  
Waterfront Corporate Center  
121 River Street  
Hoboken, NJ 07030  
Telephone +1 201 284 4000

Marsh & McLennan Companies' annual report can be viewed at [www.mmc.com/annualreport.html](http://www.mmc.com/annualreport.html).

All reports and other documents subsequently filed by Marsh & McLennan Companies or the Plan pursuant to Section 13(a), 13(c), 14, 15(d) of the Securities Exchange Act of 1934, as amended, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, also will be deemed to be incorporated into this Summary Plan Description and Prospectus from the date of the filing or such reports and documents.

**A Note about ERISA**

The Employee Retirement Income Security Act of 1974 (ERISA) is a Federal law that governs many employer-sponsored plans including this one. Your ERISA rights in connection with this Plan are detailed in the *Administrative Information* section that, together with this section, constitute the Summary Plan Description for this Plan. However, the Plan rules are very detailed and this is only a summary.

In the case of any conflict between this description of the MMA 401(k) Savings & Investment Plan and the Plan, the Plan rules govern. See also the *Administrative Information* section.

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## The Plan at a Glance

Plan Feature	Highlights
Plan Type	<ul style="list-style-type: none"> <li>▪ The MMA 401(k) Savings &amp; Investment Plan is a tax-qualified profit sharing plan with a 401(k) component, designed to encourage saving through a number of investment opportunities, including the opportunity to invest in the MMC Stock Fund (a fund comprised principally of Marsh &amp; McLennan Companies, Inc. common stock (par value of \$1.00 per share)).</li> </ul>
Eligibility	<ul style="list-style-type: none"> <li>▪ You are eligible to participate and make employee contributions as soon as you begin employment with MMA* or any subsidiary or affiliate of MMA that adopts the Plan, are paid on a US payroll and are at least 18 years of age. You are not eligible to participate in the Plan if you are an employee of a non-participating company who is performing services for a US company, whose legal employer remains a non-participating company.</li> <li>▪ You are eligible for Company matching contributions if you elect to contribute and have completed one year of VESTING SERVICE.</li> <li>▪ See “Participating in the Plan” on page 4 for details.</li> </ul>
Enrollment	<ul style="list-style-type: none"> <li>▪ You can enroll or opt out of the Plan:               <ul style="list-style-type: none"> <li>– as soon as you are eligible, or as of the first day of any future pay period, as long as you remain eligible, or</li> <li>– after 30 days of employment, if you do not opt out of the Plan you will automatically be enrolled in the Plan.</li> </ul> </li> <li>▪ See “How the Plan Works” on page 4 for details.</li> </ul>

Plan Feature	Highlights
<b>Your Contributions</b>	<p>As soon as you enroll in the Plan, you can start contributing to your account. You may contribute:</p> <ul style="list-style-type: none"> <li>▪ 1% to 75% of your ELIGIBLE BASE PAY before deductions as before-tax contributions to the Plan.</li> <li>▪ 1% to 75% of your eligible base pay before deductions as Roth 401(k) contributions to the Plan.</li> <li>▪ 1% to 15% of your eligible base pay before deductions as traditional after-tax contributions to the Plan.</li> <li>▪ The total of your Roth 401(k), before-tax, and traditional after-tax contributions may not exceed 75% of your eligible base pay.</li> <li>▪ ROLLOVER CONTRIBUTIONS from your previous employer's TAX-QUALIFIED PLAN (including any Roth 401(k) contributions) or Conduit Individual Retirement Account.</li> <li>▪ Catch-up contributions** and Roth catch-up contributions** if you will be age 50 or older by the end of the calendar year (subject to the IRS annual combined catch-up and Roth catch-up contribution limit of \$6,000 in 2015).</li> </ul> <p>Your before-tax and after-tax contributions are deducted from your paycheck each pay period and change automatically when your eligible base pay changes.</p> <p>All contributions are subject to government-imposed limits. Before-tax and Roth 401(k) contributions to a prior unrelated employer's plan made in the same year you are hired by MMA also count toward your individual IRS dollar limit for the year but are not taken into account in the MMA 401(k) Savings &amp; Investment Plan.</p> <ul style="list-style-type: none"> <li>▪ See "Your Contributions" on page 9 for details.</li> </ul>
<b>Company Matching Contributions</b>	<p>After you complete one year of vesting service:</p> <ul style="list-style-type: none"> <li>▪ the Company will contribute a Company matching contribution each pay period of 50% on the first 6% of your eligible base pay that you contribute in a pay period to the Plan.</li> </ul> <p>All contributions are subject to government-imposed limits. Before-tax and Roth 401(k) contributions made to a prior unrelated employer's plan in the same year you are hired by MMA or made to the Marsh &amp; McLennan Companies 401(k) Savings &amp; Investment Plan in the same year you transfer from Marsh &amp; McLennan Companies to MMA also count toward your individual IRS dollar limit but are not taken into account in the MMA 401(k) Savings &amp; Investment Plan.</p> <ul style="list-style-type: none"> <li>▪ See "Company Matching Contributions" on page 26 for details.</li> </ul>
<b>Vesting</b>	<ul style="list-style-type: none"> <li>▪ You are always fully VESTED in the value of your own contributions.</li> <li>▪ Your vested Company matching contributions percentage depends on your years of vested service.</li> <li>▪ See "Vesting" on page 6 for more details.</li> </ul>

Plan Feature	Highlights
Investing Contributions	<ul style="list-style-type: none"> <li>▪ You can invest your account in any fund offered under the Plan.</li> <li>▪ You can change the investment direction of future contributions and Company Matching Contributions.</li> <li>▪ You may transfer/reallocate all or portions of your existing account balance in shares, percentages or dollars to any of the funds offered by the Plan.</li> <li>▪ See “Investing Your Account Balance” on page 28 for more details.</li> </ul>
When Benefits are Paid	<ul style="list-style-type: none"> <li>▪ You can withdraw money from your vested account while you are working by taking one of the five types of in-service withdrawals allowed by the Plan as well as a financial hardship withdrawal.</li> <li>▪ When you leave the Company: <ul style="list-style-type: none"> <li>– you are entitled to your vested account balance</li> <li>– your account must be distributed if the vested account value is \$1,000 or less, otherwise</li> <li>– if your vested account value is more than \$1,000, your account can remain in the Plan until the April 1<sup>st</sup> of the year following the calendar year in which you attain age 70½ when payments must begin.</li> </ul> </li> <li>▪ See “When a Benefit Is Paid” on page 77 for details.</li> </ul>
Contact Information	<p>For more information, contact the:  MMA 401(k) Savings &amp; Investment Plan  Marsh &amp; McLennan Companies EMPLOYEE SERVICE CENTER  Phone: +1 866 374 2662</p>

\* Reference in this document to “Marsh & McLennan Companies” means Marsh & McLennan Companies, Inc. and its subsidiaries and affiliates other than Marsh & McLennan Agency LLC. and its subsidiaries and affiliates. Reference to “MMA” means Marsh & McLennan Agency LLC. and its subsidiaries and affiliates. Reference to “Company” means MMA.

\*\* Please note that in this document references are made to catch-up and Roth catch-up contributions. Catch-up contributions are deducted from your pay on a before-tax basis. Roth catch-up contributions are deducted from your pay on an after-tax basis.

## Financial Engines

The services provided by Financial Engines, an independent federally registered investment advisor, are available for assistance with the investment of your Plan account. Financial Engines provides investment advice through their Online Advice service and investment management services through their Professional Management program. For further information about how the Financial Engines services work with your Plan, call +1 800 601 5957 or:

- If you are an active employee, go to Colleague Connect (<https://colleagueconnect.mmc.com>), click **Career & Rewards** and select **ibenefitcenter** under Resources. From the **Wealth** tab, click **Get details now** under **What Do I Need? to access Financial Engines**.

- If you are a terminated employee, go to Connect (<https://connect.mmc.com>), select a **region** and click **ibenefitcenter**. From the **Wealth** tab, click **Get details now** under **What Do I Need? to access Financial Engines**.

## Participating in the Plan

### *Eligibility*

If you are at least 18 years of age, you become eligible to make employee contributions to the Plan as soon as you begin employment with MMA or any subsidiary or affiliate of MMA, and are paid on a US payroll.

You are eligible for Company matching contributions if you elect to contribute to the Plan and have completed one year of VESTING SERVICE. If you are a LEASED EMPLOYEE of MMA and are subsequently hired by MMA as a US employee or you participated in a plan that is merged into the Plan, you may be eligible for Company matching contributions immediately.

You are not eligible to participate in the Plan if you are an employee of an MMA company that is a non-participating company.

Reference in this document to “Marsh & McLennan Companies” means Marsh & McLennan Companies, Inc. and its subsidiaries and affiliates other than Marsh & McLennan Agency LLC. and its subsidiaries and affiliates. Reference to “MMA” means Marsh & McLennan Agency LLC. and its subsidiaries and affiliates. Reference to “Company” means MMA.

## How the Plan Works

### *Enrollment*

You can enroll or opt out of the Plan:

- as soon as you are eligible, or as of the first day of any future pay period, as long as you remain eligible, or
- after 30 days of employment, if you do not opt out of the Plan you will automatically be enrolled in the Plan.

Your participation is effective the first day of the next available pay period. Contributions will be deducted from your paycheck for that pay period and invested the same business day.

Contributions will not be made retroactively.

To meet the transaction submission deadline for enrollment, go to Colleague Connect (<https://colleagueconnect.mmc.com>), click **Career & Rewards** and select **ibenefitcenter** under Resources or call the EMPLOYEE SERVICE CENTER at +1 866 374 2662 by 4 p.m. Eastern time at least 11 business days (if you are on the semi-monthly payroll) or 5 business days (if you are on the weekly payroll) before the next pay date. If you do not give at least 11 or 5 business days’ notice respectively, your enrollment will

be effective the first day of the second pay period following your notice. The deadlines that apply to you may be different if you are on a payroll system that is not managed by Marsh & McLennan Companies. Contact the Employee Service Center to determine if you are subject to different deadlines and if a holiday falls within the processing cycle to confirm the transaction submission deadline.

If you enroll for the first time and make no investment direction election (whether through active enrollment or automatic enrollment), your future employee before-tax and after-tax contributions and Company Matching Contributions (if you have completed a year of VESTING SERVICE) will be invested automatically in one of the LifePath Portfolios (the LifePath Portfolio that most closely matches your retirement year – based on the Plans' normal retirement age of 65).

## **Automatic Enrollment Process**

The Plan enrollment process for newly hired employees consists of three options. New hires have the option to:

- make an active election to participate in the Plan,
- make an active election to opt out of the Plan, or
- take no action and be automatically enrolled in the Plan following the 30-day opt out period from date of hire or date of rehire.

## ***Contribution Rate and Investment Direction Election if Automatically Enrolled***

If you are automatically enrolled in the Plan, you will be enrolled with a 3% before-tax contribution rate. Automatic contributions will be invested in one of the LifePath Portfolios (the LifePath Portfolio that most closely matches your retirement year – based on the Plans' normal retirement age of 65).

You can elect to change your contribution rate at any time. To meet the transaction submission deadline, go to Colleague Connect (<https://colleagueconnect.mmc.com>), click **Career & Rewards** and select **ibenefitcenter** under Resources or call the EMPLOYEE SERVICE CENTER at +1 866 374 2662 by 4 p.m. Eastern time at least 11 business days (if you are on the semi-monthly payroll) or 5 business days (if you are on the weekly payroll) before the next pay date. If you do not give at least 11 or 5 business days' notice respectively, your change will be effective the first day of the second pay period following your notice. The deadlines that apply to you may be different if you are on a payroll system that is not managed by Marsh & McLennan Companies. Contact the Employee Service Center to determine if you are subject to different deadlines and if a holiday falls within the processing cycle to confirm the transaction submission deadline.

## **New Hires and Rehires**

In general, if you are newly hired or rehired, you will be automatically enrolled in the Plan after 30 days from your date of hire or date of rehire, respectively.

## Special Populations

If you are part of a special population (i.e., employee of an acquired company plan, etc.), you will receive an auto enrollment date notification within your enrollment kit.

## Transfers

If your employment status changes to a US employee of MMA, you will be automatically enrolled in the Plan following the 30-day opt out period.

## ***Contribution Deductions for Those Automatically Enrolled***

Automatic enrollment contributions generally begin with the first or second paycheck following the 30-day opt out period. The actual timing of your first contribution to the Plan depends upon the payroll system of your employer.

## ***Impact on Catch-up Contribution or After-tax Election Option***

Automatic enrollment has no impact on Roth 401(k), traditional after-tax, Roth catch-up and catch-up contributions. If you are automatically enrolled and eligible for catch-up contributions, once the before-tax limit is reached catch-up contributions will begin. Once the before-tax (if you are ineligible for catch-up contributions) or catch-up contribution limit (if eligible), is reached after-tax contributions will begin.

If you are automatically enrolled you can elect to change your before-tax contribution rate to zero, waive catch-up contributions or waive after-tax contributions at any time.

## Vesting

Your account is held in trust for your benefit, and your rights depend on whether you have a VESTED interest in your account.

If your account is 100% vested, you have the right to receive the full account balance when you satisfy the conditions for withdrawal or distribution (such as termination of employment with the Company and all affiliated employers).

If your account is partially vested, you have the right to receive only the vested portion of the Company Matching Contribution account balance when you satisfy the conditions for withdrawal or distribution. For example, if you are 33 $\frac{1}{3}$ % vested and your Company Matching Contribution account balance is \$100, you have a nonforfeitable right to \$33.33.

## ***Vested Interest in Your Contributions***

You are always fully vested in the value of your own contributions. This includes the portion of your account attributable to your Roth 401(k), before-tax, traditional after-tax, rollover, catch-up and Roth catch-up contributions (if applicable). You are also fully vested in any Special Company Contributions made to the Plan.

## ***Vested Interest in Company Matching Contributions***

As an active employee you are subject to the following vesting schedule:

<b>Years of vesting service</b>	<b>Vested percentage</b>
Less than 2	0%
After you complete 2 years of vesting service	33-1/3%
After you complete 3 years of vesting service	66-2/3%
After you complete 4 years of vesting service	100%

For example, if you have three years of VESTING SERVICE, you have the non-forfeitable right to 66<sup>2</sup>/<sub>3</sub>% of the value of your account attributable to Company matching contributions.

Regardless of your years of vesting service, you are 100% vested in Company matching contributions when:

- you attain age 65 (normal retirement age) while employed by the Company or Marsh & McLennan Companies.
- you are disabled as determined under MMA's procedures.
- you die (while employed by the Company or Marsh & McLennan Companies).
- the Plan is terminated in full or there is a partial termination that affects you. (You will be notified if this occurs.)

### ***When You Are Rehired***

If you terminate employment before your Company Matching Contribution account is fully vested, the non-vested portion is forfeited if:

- You receive a distribution of your vested interest or
- You are not re-hired by the fifth anniversary of your termination date.

Forfeited amounts will be restored to your account (without earnings or losses from the date of forfeiture) if you are re-employed within a five-year period and you repay to the Plan the full value of any distribution that you previously received. This is known as a buyback. Any buyback must generally be made by the earlier of the fifth anniversary of reemployment or the fifth anniversary of your termination date following the distribution.

Upon returning to employment with the Company or Marsh & McLennan Companies, you will resume the vesting service you had when your employment terminated. The vesting schedule in place at the time of rehire will be your applicable vesting schedule. If you are re-hired within 12 months, you will receive vesting credit for your absence.

### *Vesting Service*

Vesting service is used to determine when you have a vested interest in your account. Most employees are fully vested after completing four years of vesting service.

### ***What is vesting service?***

Vesting service generally includes your time of employment with the Company. Vesting service may also include:

- service with non-participating companies in Marsh & McLennan Companies' or MMA's controlled group of companies (e.g., a foreign subsidiary).
- credit for service if you were initially hired by MMA as a LEASED EMPLOYEE and you subsequently become an employee.
- service with a predecessor employer if that employer's plan is merged into this Plan and you participated in that plan.
- service performed for your employer before its acquisition by MMA as determined by Marsh & McLennan Companies in accordance with the Plan document.

### ***How is vesting service used?***

Vesting service is used to determine:

- when you are eligible for Company matching contributions.
- when you are entitled to a non-forfeitable right to a benefit under the Plan.

## **Receiving a Distribution**

You can withdraw money from your VESTED account while working (in-service withdrawals) or while disabled:

- for qualifying financial hardships (Financial Hardship Withdrawal).
- for any reason, once you reach age 59½ (Age 59½ Withdrawal\*).
- for any reason if you are entitled to long term disability benefits (Disability Withdrawal\*).
- for any reason if it is your after-tax account (After-tax Withdrawal).
- for any reason if it is vested Company Matching Contributions (Employer Match Withdrawal).
- for any reason if it is your rollover account (Rollover Withdrawal).

- \* A withdrawal of Roth 401(k) sources that has been in your account less than five taxable years will be considered a non-qualified distribution. Earnings on Roth 401(k) contributions will be considered taxable and a non-qualified distribution.

Generally, After-tax, Rollover, Employer Match, Age 59½, Disability Withdrawals and Financial Hardship Withdrawals are not subject to a suspension of Company matching contributions.

If you were a participant in the Marsh & McLennan Companies 401(k) Savings & Investment Plan prior to April 1, 2005 and you transferred to the Company, the following in-service withdrawals would result in a suspension of Company matching contributions for one year:

- after-tax, vested Company matching contributions (other than Special Company Contributions) plus earnings.
- before-tax contributions and Special Company Contributions plus earnings if you were an active employee age 59½ or older, or were receiving Company long term disability benefits.

If your Company matching contributions were suspended in the Marsh & McLennan Companies 401(k) Savings & Investment Plan because you took a withdrawal prior to April 1, 2005, that suspension will remain in effect.

You can take a loan (borrow) from your vested account:

- and have up to two outstanding loans at a time.
- for any reason.

When you leave the Company:

- you are entitled to your vested account balance.
- your account must be distributed if the vested account value is \$1,000 or less, otherwise.
- if your vested account value is more than \$1,000, your account can remain in the Plan until April 1<sup>st</sup> of the calendar year after the year in which you attain age 70½ when distributions must begin.

## Your Contributions

You can make:

- Roth 401(k) contributions.
- before-tax contributions.
- traditional after-tax contributions.

- Roth catch-up contributions.
- catch-up contributions.
- ROLLOVER CONTRIBUTIONS.

Roth 401(k) contributions are deducted from your ELIGIBLE BASE PAY after all applicable taxes are withheld. Earnings are exempt from taxes if saved for at least five taxable years and withdrawn when you're at least 59½ (or withdrawn on account of death or total disability).

Before-tax contributions are deducted from eligible base pay before Federal income taxes, and (in most cases) state and local income taxes, are determined. By choosing the before-tax savings option, you pay no income taxes on your contributions or their investment earnings while they remain in the Plan. However, your before-tax contributions (and your traditional after-tax contributions) are included in your gross earnings for purposes of figuring your Social Security and Medicare taxes and benefits.

Some state and local jurisdictions do not recognize before-tax contributions. If you are subject to those rules, state and local taxes will be withheld based on your compensation before reduction for your contributions to the Plan.

After-tax contributions are deducted from your eligible base pay after all applicable taxes are withheld. Earnings on after-tax contributions are tax-exempt while they remain in the Plan.

You may make additional catch-up contributions and/or Roth catch-up contributions during a Plan year, above the maximum annual dollar deferral limit imposed by law, if you will be age 50 or older during the Plan year. Catch-up contributions are deducted from your pay on a before-tax basis. Roth catch-up contributions are deducted from your pay on an after-tax basis.

If you are eligible (or become eligible) to make these additional catch-up contributions and you do not waive them, your catch-up contributions and/or Roth catch-up contributions to the Plan will automatically start after you have reached the IRS annual dollar deferral limit and will stop when you have also met the annual catch-up contribution limit.

<b>2015 Before-Tax and/or Roth 401(k) Limit</b>	\$18,000
<b>2015 Annual Catch-up Contribution Limit</b>	\$6,000

## Your Contribution Amounts

<b>Contribution Type</b>	<b>Amount</b>
<b>Before-tax</b>	1% to 75% of your ELIGIBLE BASE PAY before deductions as before-tax contributions to the Plan. You cannot contribute (includes Roth 401(k) contributions) more than the annual IRS dollar limit in any calendar year to

<b>Contribution Type</b>	<b>Amount</b>
	this Plan. Before-tax contributions (includes Roth 401(k) contributions) to a prior unrelated tax-qualified employer's plan also count toward the IRS dollar limit but are not taken into account in the MMA 401(k) Savings & Investment Plan. You are responsible for coordinating your MMA 401(k) Savings & Investment Plan contribution with your prior tax-qualified employer's plan by taking into account any contributions made to that employer's plan in the same calendar year.
<b>Roth 401(k)</b>	1% to 75% of your eligible base pay before deductions as Roth 401(k) contributions to the Plan. Roth 401(k) contributions (includes before-tax contributions) to a prior unrelated tax-qualified employer's plan also count toward the IRS dollar limit but are not taken into account in the MMA 401(k) Savings & Investment Plan. You are responsible for coordinating your MMA 401(k) Savings & Investment Plan contribution with your prior tax-qualified employer's plan by taking into account any contributions made to that employer's plan in the same calendar year.
<b>Traditional After-tax</b>	1% to 15% of your eligible base pay before deductions as after-tax contributions.
<b>Maximum Combined Contribution</b>	The total of your Roth 401(k), before-tax, and traditional after-tax contributions may not exceed 75% of your eligible base pay.
<b>Rollover Contributions</b>	<p>The following ROLLOVER CONTRIBUTIONS are accepted.</p> <ul style="list-style-type: none"> <li>▪ Direct rollovers of the taxable and non-taxable portion of a distribution (including any Roth 401(k) contributions and earnings) from a TAX-QUALIFIED PLAN of a prior employer.</li> <li>▪ Indirect rollovers from a "CONDUIT IRA" (an IRA that has received only tax-qualified plan rollover contributions) of before-tax employee deferrals or employer contributions, plus earnings on those contributions.</li> <li>▪ Indirect rollovers from your prior employer's tax-qualified plan of before-tax employee deferrals or employer contributions plus earnings on those contributions.</li> </ul> <p>Note: This Plan does not accept indirect rollovers of after-tax amounts and Roth 401(k) contributions and earnings.</p>
<b>Catch-up Contributions</b>	Additional deferrals of "catch-up" contributions and/or Roth catch-up contributions above the maximum annual dollar limit for deferrals will be allowed if you will be age 50 or older during the calendar year.

You can make contributions in increments of 1% of eligible base pay. If you make before-tax and/or Roth 401(k) contributions, the IRS maximum annual dollar limit for deferrals might limit your contributions and your Company matching contributions. If your before-tax and/or Roth 401(k) contributions to the MMA 401(k) Savings & Investment Plan reach the IRS deferral limit for the year, you will automatically begin to make after-tax contributions (subject to Plan limits) at your before-tax contribution rate with a plan maximum of 15% of eligible pay for the remainder of the Plan year, unless you opt out of this feature. If you have elected before-tax and traditional after-tax contributions, your before-tax contribution rate will be converted to an after-tax contribution rate and combined with your other after-tax contribution rate subject to the plan maximum of 15% of eligible base pay. This will allow you to continue to contribute and receive the match.

Before-tax and Roth 401(k) contributions to another tax-qualified employer's Plan also count toward the IRS deferral limit but are not taken into account in the MMA 401(k) Savings & Investment Plan when determining when after-tax contributions will automatically begin.

Once you reach the IRS deferral limit for the year and you automatically begin after-tax contributions, you can elect to opt out of this feature. Go to Colleague Connect (<https://colleagueconnect.mmc.com>), click **Career & Rewards** and select **ibenefitcenter** under Resources or call the EMPLOYEE SERVICE CENTER at +1 866 374 2662. Remember you won't receive Company matching contributions if you aren't contributing. In either case, your elected before-tax and/or Roth 401(k) contributions will resume at the beginning of the following year.

### ***Changing Your Contributions***

Generally, you can change your contribution rate election anytime. You make contributions in increments of 1% of eligible base pay. There are no restrictions on the number of times you can change your contribution amount.

To meet the transaction submission deadline, go to Colleague Connect (<https://colleagueconnect.mmc.com>), click **Career & Rewards** and select **ibenefitcenter** under Resources or call the Employee Service Center at +1 866 374 2662 by 4 p.m. Eastern time at least 11 business days (if you are on the semi-monthly payroll) or 5 business days (if you are on the weekly payroll) before the next pay date. If you do not give at least 11 or 5 business days' notice respectively, your change will be effective the first day of the second pay period following your notice. The deadlines that apply to you may be different if you are on a payroll system that is not managed by Marsh & McLennan Companies. Contact the Employee Service Center to determine if you are subject to different deadlines and if a holiday falls within the processing cycle to confirm the transaction submission deadline.

If you have a valid email address on file, you will receive a confirmation statement via email; otherwise, it will be mailed to your address on file generally within two business days of processing.

### ***No Enrollment Election***

As a newly hired employee you are given the option to:

- make an active election to participate in the Plan,
- make an active election to opt out of the Plan, or
- take no action and be automatically enrolled in the Plan.

If you are a newly hired or rehired employee who is eligible to participate in the Plan and you do not actively enroll or make an active election to opt out of participation in the Plan, you will be automatically enrolled in the Plan following a 30-day opt out period from your date of hire or rehire.

### ***Stopping Your Contributions***

You can stop your contributions at any time during the Plan year.

To meet the transaction submission deadline, go to Colleague Connect (<https://colleagueconnect.mmc.com>), click **Career & Rewards** and select **ibenefitcenter** under Resources or call the Employee Service Center at +1 866 374 2662 by 4 p.m. Eastern time at least 11 business days (if you are on the semi-monthly payroll) or 5 business days (if you are on the weekly payroll) before the next pay date. If you do not give at least 11 or 5 business days' notice respectively, your change will be effective the first day of the second pay period following your notice. The deadlines that apply to you may be different if you are on a payroll system that is not managed by Marsh & McLennan Companies. Contact the Employee Service Center to determine if you are subject to different deadlines and if a holiday falls within the processing cycle to confirm the transaction submission deadline.

If you have a valid email address on file, you will receive a confirmation statement via email; otherwise, it will be mailed to your address on file generally within two business days of processing.

## ***Changing Contributions When You Reach the IRS Maximum Limits***

After you reach the IRS annual limit on before-tax and/or Roth 401(k) contributions, your before-tax contributions automatically will be made as traditional after-tax contributions for the remainder of the calendar year unless you opt out. If you were only making before-tax contributions when you reached the limit, your before-tax election will become your after-tax election with a plan maximum of 15% of eligible pay. If you were making before-tax, Roth 401(k) and traditional after-tax contributions when you reached the limit, your before-tax election will be added to your traditional after-tax election, but the total cannot exceed 15% of eligible base pay before deductions. If you prefer, you can cease contributing to the Plan for the remainder of the calendar year, in which case no Company matching contributions will be made on your behalf for the remainder of the year. If you do not want your before-tax contributions to be changed to after-tax, you can opt out by going to Colleague Connect (<https://colleagueconnect.mmc.com>). Click **Career & Rewards** and select **ibenefitcenter** under Resources. You can also call the Employee Service Center at +1 866 374 2662.

## ***Taking an Unpaid Leave of Absence***

Your contributions will automatically stop when you take an unpaid leave of absence or go on long term disability. If you return from a leave of absence or long term disability, your contributions automatically will resume. If you do not file a new election, your prior contribution and investment direction elections that were in effect at the time you went on an unpaid leave of absence or long term disability will be continued.

Special rules apply if you are on a military leave of absence. See “Leave of Absence” on page 27 in the *Company Matching Contributions* section.

## ***Starting Your Contribution Again***

You can restart your contributions at any time. Your contributions will start on the next available pay period after your request. If you do not file a new election, your contribution and investment direction elections that were in effect at the time you stopped your contributions will be continued. Keep in mind that if you stopped contributing by changing your contribution percentage to 0%, then you will need to file a new election in order to resume contributing to the Plan.

To meet the transaction submission deadline, go to Colleague Connect (<https://colleagueconnect.mmc.com>), click **Career & Rewards** and select **ibenefitcenter** under Resources or call the Employee Service Center at +1 866 374 2662 by 4 p.m. Eastern time at least 11 business days (if you are on the semi-monthly payroll) or 5 business days (if you are on the weekly payroll) before the next pay date. If you do not give at least 11 or 5 business days’ notice respectively, your change will be effective the first day of the second pay period following your notice. The deadlines that apply to you may be different if you are on a payroll system that is not managed by Marsh & McLennan Companies. Contact the Employee Service Center to determine if you are subject to different deadlines and if a holiday falls within the processing cycle to confirm the transaction submission deadline.

If you have a valid email address on file, you will receive a confirmation statement via email; otherwise, it will be mailed to your address on file generally within two business days of processing.

### ***When Salary Changes***

Your MMA 401(k) Savings & Investment Plan contribution is based on your eligible base pay, which will change automatically when your eligible base pay changes (but such contribution will be limited to the maximum allowed by IRS limits).

### **Effect on Other Benefits**

Making before-tax and/or after-tax contributions has no effect on your SOCIAL SECURITY BENEFITS because your before-tax and after-tax contributions are subject to Social Security taxes.

Making before-tax and/or after-tax contributions to the Plan will have no effect on your other Company benefits that are salary-related. Your contributions to the Stock Purchase Plan benefits will continue to be calculated on the basis of your ELIGIBLE BASE PAY, as defined under the Stock Purchase Plan (see “Eligible Base Pay” under “Glossary” in the Stock Purchase Plan section), before deductions.

### **Eligible Base Pay for Determining MMA 401(k) Savings & Investment Plan Contributions**

ELIGIBLE BASE PAY for the purpose of this Plan is your base rate of pay, regular draw and earned commissions before all deductions, including deductions for taxes and your own Plan contributions (eligible base pay does NOT include overtime, bonuses and other extra compensation).

Your MMA 401(k) Savings & Investment Plan contribution is based on your eligible base pay and will automatically change when your eligible base pay changes (but such contribution will be limited to the maximum allowed by IRS limits).

### **IRS Limit on Pay**

The IRS limit on annual eligible base pay that can be taken into account for employee contributions to the Plan is \$265,000 for 2015. This number may increase in the future if the IRS announces cost of living adjustments.

### **Maximum Contributions**

The IRS imposes several limits on TAX-QUALIFIED PLANS, such as establishing a maximum amount of compensation on which your contributions can be based. This limit is \$265,000 for the Plan year beginning January 1, 2015. It may increase in the future if the IRS announces cost-of-living adjustments.

The IRS-imposed dollar limit on the amount of before-tax and/or Roth 401(k) contributions you can make during any calendar year is \$18,000 for 2015 (plus \$6,000 catch-up and/or Roth catch-up contribution for a \$24,000 total if you will be age 50 or older by the end of the calendar year). This amount may increase in future years. This

limit applies to all plans to which you make before-tax and/or Roth 401(k) contributions in the same calendar year, including 401(k) and 403(b) tax deferred annuity plans of other employers.

If you have made before-tax and/or Roth 401(k) contributions to any other plans (such as your former employer's tax-qualified plan) in the same calendar year, you should adjust your before-tax and/or Roth 401(k) contribution election rate to the MMA 401(k) Savings & Investment Plan so you do not exceed the annual IRS limit. Note that you may elect to increase your before-tax and/or Roth 401(k) contribution to the MMA 401(k) Savings & Investment Plan effective the start of the following calendar year, in order to make the maximum annual contributions that year.

If you determine that your before-tax and/or Roth 401(k) contributions to the MMA 401(k) Savings & Investment Plan during a calendar year, when added to your before-tax and/or Roth 401(k) contributions to other plans during the same year, exceed the annual IRS limit, you should inform the Global Benefits Department in writing no later than March 1 the following year. Along with your written notice, a copy of Form W-2 issued by your previous employer is required. Upon receipt of written notice and Form W-2 prior to March 1, the excess contributions (and earnings) will be distributed to you before April 15 (which will result in the forfeiture of any corresponding Company matching contributions). If Global Benefits has not received written notification by March 1, the excess contributions will be held by the Plan until you are eligible for a withdrawal or distribution. You will owe tax on this amount in the year in which the excess contribution was made and you will be taxed again on this same amount at the time it is distributed from the Plan.

There is a separate IRS limit on total combined employer and employee contributions that can be made to the Plan and any other defined contribution plans of the Marsh & McLennan Companies controlled group (Marsh & McLennan Companies and their subsidiaries), including before-tax contributions, Roth 401(k) contributions, after-tax contributions, and Company matching contributions (but not ROLLOVER CONTRIBUTIONS or loan repayments). The total combined employer and employee contributions made on your behalf in the aggregate cannot exceed the lesser of 100% of your compensation or \$53,000 for 2015. If you are age 50 or older by the end of 2015, the total combined contribution limit is increased to \$59,000 (to include catch-up or Roth catch-up contributions).

For purposes of this limit, compensation is defined as your annual compensation including any before-tax and/or Roth 401(k) contributions you make to benefit plans such as the Plan, Flexible Spending Account, medical coverage, dental coverage, Personal Accident Insurance, or the Transportation Reimbursement Incentive Program (TRIP). The limit may be increased in future years if the IRS announces cost-of-living adjustments.

In addition, the IRS requires that employee and Company contributions to the Plan meet certain non-discrimination tests. Failure to meet such tests may result in the contributions of higher-paid participants (and Company matching contributions) being further limited, reduced or forfeited.

## Minimum Contributions

If you elect to contribute to the Plan, you have to contribute at least 1% of ELIGIBLE BASE PAY before deductions on a before-tax basis and/or Roth 401(k) basis or 1% of eligible base pay before deductions on an after-tax basis.

## Catch-up Contributions

Catch-up contributions allow participants nearing retirement to make additional before-tax contributions and/or Roth catch-up contributions which are made on an after-tax basis to a tax-qualified savings plan. Federal law authorizes employers and other plan sponsors to allow Plan participants who will be age 50 or older during the calendar year to contribute more than the regular savings limits imposed by the Internal Revenue Service (IRS) on deferrals to TAX-QUALIFIED PLANS like the MMA 401(k) Savings & Investment Plan.

### *When Catch-up Contributions Begin*

Unless you waive them, catch-up contributions or Roth catch-up contributions begin automatically in the pay period when you reach one of the IRS limits (before tax contribution limit, limit on compensation eligible for consideration under a tax-qualified plan, limit on combined employer and employee contributions that can be made to a tax-qualified plan) if you are eligible for catch-up contributions.

You do not need to make a separate MMA 401(k) Savings & Investment Plan contribution rate election for catch-up contributions or Roth catch-up contributions. You will continue to contribute to the MMA 401(k) Savings & Investment Plan at the same rate as your before-tax and/or Roth 401(k) contribution rate election in effect at the time catch-up contributions or Roth Catch-up contributions begin, until you reach the IRS annual limit on catch-up contributions or until the end of the Plan year.

### *Catch-up Contributions Receive Company Matching Contributions*

Provided you meet the one year of VESTING SERVICE requirement to receive Company matching contributions and you have not reached certain IRS limits, catch-up contributions or Roth catch-up contribution will be matched at the same rate as other match-eligible contributions up to the first 6% of eligible base pay.

Catch-up contributions cannot be matched if your year-to-date eligible base pay has exceeded the IRS limit on compensation (\$265,000 in 2015), or if the sum of your year-to-date before-tax, Roth 401(k), traditional after-tax, and Company matching contributions exceeds the IRS limit on combined employer and employee contributions (\$53,000 in 2015).

### *How Catch-up Contributions Are Invested*

Your catch-up contributions or Roth catch-up contributions will be invested in the same manner your employee contributions are invested.

#### **Please note:**

In this SPD references are made to catch-up and Roth catch-up contributions. Catch-up contributions are deducted from your ELIGIBLE BASE PAY on a before-tax basis. Roth catch-up contributions are deducted from your eligible base pay on an after-tax basis

## ***Changing/Waiving Catch-up Contributions***

You can waive catch-up contributions and Roth catch-up contributions before they begin. You can also increase or decrease your before-tax and/or Roth 401(k) rate for making catch-up or Roth catch-up contributions, or stop your catch-up or Roth catch-up contributions after they begin.

If you change your before-tax and/or Roth 401(k) contribution rate after catch-up or Roth catch-up contributions begin, to adjust the amount of catch-up contributions you make to the Plan, you may want to reset your before-tax and/or Roth 401(k) contribution rate before the next calendar Plan year begins. Your before-tax and/or Roth 401(k) contribution rate will remain in effect until you make an active election to change it.

## ***Process to Change Catch-up Contributions***

Visit the MMA 401(k) Plan's website or call the EMPLOYEE SERVICE CENTER to initiate transactions for your MMA 401(k) Savings & Investment Plan.

To meet the transaction submission deadline, go to Colleague Connect (<https://colleagueconnect.mmc.com>), click **Career & Rewards** and select **ibenefitcenter** under Resources or call the Employee Service Center at +1 866 374 2662 by 4 p.m. Eastern time at least 11 business days (if you are on the semi-monthly payroll) or 5 business days (if you are on the weekly payroll) before the next pay date. If you do not give at least 11 or 5 business days' notice respectively, your change will be effective the first day of the second pay period following your notice. The deadlines that apply to you may be different if you are on a payroll system that is not managed by Marsh & McLennan Companies. Contact the Employee Service Center to determine if you are subject to different deadlines and if a holiday falls within the processing cycle to confirm the transaction submission deadline.

A confirmation number for the transaction will only be provided online or over the phone.

## **Roth 401(k) Contributions**

In addition to making before-tax and traditional after-tax contributions, you can also make Roth 401(k) contributions. Roth 401(k) contributions are contributions made with after-tax dollars. If you save on a Roth 401(k) basis for at least five taxable years (the five-year period begins on January 1 of the year in which you make your first Roth 401(k) contribution) and you're at least age 59½ at the time you withdraw the money (or the withdrawal is on the account of death or total disability), you can withdraw your money and earnings without paying taxes.

Roth 401(k) contributions are held in a separate account from your before-tax and after-tax contributions. Since the account is separate, Roth 401(k) contributions may not be converted to before-tax and/or after-tax contributions and vice versa.

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### **Contribution Options**

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#### **Before-Tax Contributions**

Contribute money before taxes are withheld.  
You will pay taxes on contributions and any

<b>Contribution Options</b>	
	earnings upon withdrawal.
<b>Traditional After-Tax Contributions</b>	Contribute money after taxes have been withheld. You will be taxed on the distribution of any earnings, although your contributions are tax-free upon withdrawal.
<b>Roth 401(k) Contributions</b>	Contribute money after taxes have been withheld. Your contributions and any earnings on these contributions may be withdrawn without being subject to taxes (subject to certain requirements).

You can alternate between making Roth 401(k) and before-tax contributions. Each change would apply only to future contributions since you cannot convert before-tax and/or traditional after-tax contributions to Roth 401(k) balances or vice versa.

### ***Eligibility***

You are immediately eligible to make Roth 401(k) contributions.

### ***Roth Catch-up Contributions***

You may make Roth catch-up contributions if you will be age 50 or older by the end of the calendar year (subject to the IRS annual catch-up contribution limit of \$6,000 for 2015).

### ***Automatic Payroll Deductions***

Your Roth 401(k) contributions will be conveniently deducted from your paycheck.

### ***Impact on Take-Home Pay***

When you make Roth 401(k) contributions, you pay your taxes immediately. This will leave you with less take-home pay but you'll have a source of non-taxable income in retirement.

### ***IRS Contribution Limits***

The total of your before-tax and/or Roth 401(k) contributions will be subject to the same IRS contribution limit.

### ***Employer Contributions***

MMA matches your Roth 401(k) contributions according to the Plan's provisions:

- Company matching contribution – up to 50% of the first 6% of ELIGIBLE BASE PAY that you contribute per pay period.

## ***Considering Roth 401(k) Contributions***

The decision to make Roth 401(k) contributions should be based on your personal situation. We encourage you to review your savings goals, financial priorities and all resources available to you before you decide if Roth 401(k) contributions are appropriate for you.

- To get a better idea of whether Roth 401(k) contributions are appropriate for your unique situation, use the online, interactive Roth 401(k) comparison tool. Go to Colleague Connect (<https://colleagueconnect.mmc.com>), click **Career & Rewards** and select **ibenefitcenter** under Resources.
- Contact the EMPLOYEE SERVICE CENTER at +1 866 374 2662, any business day, from 8 a.m. to 8 p.m.
- Consult your personal financial and/or tax advisor for guidance on whether to contribute on a Roth 401(k) basis.

## ***Difference Between Roth 401(k) and Traditional After-Tax Contributions***

Both Roth 401(k) contributions and traditional after-tax contributions allow you to invest money in the Plan after you've paid the taxes on your contributions. However, you can withdraw any earnings on Roth 401(k) contributions without taxes if you've saved for at least five taxable years and you're at least 59½ when you withdraw the money (or the withdrawal is on the account of death or total disability). When you withdraw traditional after-tax contributions, you must pay taxes on any earnings. Roth 401(k) and traditional after-tax contributions are subject to different limits.

## ***Maximum Roth 401(k) Contributions***

Your Roth 401(k) account is separate from your before-tax and/or traditional after-tax account. (Roth 401(k) contributions may not be converted to before-tax and/or after-tax contributions and vice versa.) However, the combined total of all your Roth 401(k), before-tax and traditional after-tax contributions cannot exceed 75% of your eligible base pay. Roth 401(k) and before-tax contributions are subject to the IRS contribution limit, which is \$18,000 for 2015 or \$24,000 if you're age 50 or older. Also, your traditional after-tax contributions cannot exceed 15% of your eligible base pay.

## ***Investment Options***

You may invest your Roth 401(k) contributions in any of the investments available in the Plan. If you contribute on a before-tax, traditional after-tax and/or Roth 401(k) basis, your contributions will be invested in the same investment options and in the same allocation percentages. Although all employee contributions you make to the Plan will be invested the same way, you may choose different investment allocations for any Company matching contributions made to your account.

### ***Withdrawals from the Roth 401(k) Portion of My Account***

The Plan does not allow hardship or in-service withdrawals from the Roth 401(k) portion of your account. The Age 59½ In-service Withdrawal and Disability Withdrawal include Roth 401(k) sources. Those sources will be the last sources distributed when processing an Age 59½ In-service Withdrawal.

### ***Loans***

Loans are not permitted from any Roth 401(k) portion of your account. However, your entire VESTED account balance (including any Roth 401(k) contributions) will be used to determine the total amount you can borrow from your account. In other words, you can take up to 50% (up to a maximum of \$50,000) of your entire vested account balance as a loan.

### ***Required Minimum Distributions***

Generally, once you reach age 70½, you will be required to take minimum distributions from the Roth 401(k) portion of your account.

However, if you're still employed by the Company when you reach age 70½, you can defer taking distributions until you leave the Company.

### ***Tax Credits***

Your eligibility to receive tax credits is based on your annual taxable income. Saving on a before-tax basis reduces your taxable income, which could help you remain or become eligible for an Earned Income Tax Credit and an Additional Child Tax Credit. However, contributing on a Roth 401(k) basis may not reduce your taxable income, which could potentially reduce or eliminate your tax credits. Please consult a tax and/or financial planning advisor for assistance with making the best decision based on your financial situation.

### ***Distribution to an Alternate Payee or Beneficiary***

In the case of a distribution to an alternate payee or BENEFICIARY, the five taxable year period required for a "qualified distribution" (see "Taxes and Tax Reporting" on page 22) needed for a tax-free Roth distributions is not recalculated if you die or if a domestic relations order divides your account. The five year period under the recipient plan for direct rollovers begins the earlier of the date your participation began under this Plan or the date your beneficiary's or alternate payee Roth account began under the recipient plan.

### ***Roth 401(k) Account Options If I Leave the Company***

A qualified distribution from your Roth account is fully excludable from gross income. To be a qualified distribution, the distribution must be made after you reach age 59½ or on account of disability or death and your initial Roth 401(k) contribution has been credited to your account for at least 5 taxable years.

If you leave the Company,

- you can leave your Roth 401(k) contributions in the Plan until you reach the tax-free distribution qualifications of having left your initial Roth 401(k) contribution in the Plan for five taxable years and reaching age 59½ (assuming your total balance is at least \$1,000), or
- you can roll your Roth 401(k) contributions into another employer's TAX-QUALIFIED PLAN that allows Roth 401(k) rollovers or into your own Roth IRA.

If the distribution of your Roth 401(k) contributions is not a "qualified distribution" and is not directly rolled over into another employer's tax-qualified plan or into your own Roth IRA, earnings attributed to your Roth 401(k) contributions are subject to mandatory 20% Federal income tax withholding. Furthermore, distributions made before age 59½ may trigger an additional 10% Federal early withdrawal tax on those earnings. Please consult your tax advisor for further details.

### ***Taxes and Tax Reporting***

To avoid taxation of your Roth 401(k) earnings and possible early withdrawal taxes upon distribution:

- you must have been saving on a Roth 401(k) basis for at least five taxable years beginning on January 1 of the first year in which you made your initial Roth 401(k) contribution (regardless of when you began contributing during the year and whether you made additional Roth 401(k) contributions in subsequent years), and
- you must be at least age 59½ or the distribution must be on the account of death or total disability.

All Company matching contributions are subject to the same tax treatment as before-tax contributions. So, whether you are contributing on a Roth 401(k) or a before-tax or traditional after-tax basis, the Company matching contributions and all associated earnings are taxed as ordinary income upon withdrawal.

Roth 401(k) contributions are reported on Form W-2 and distributions are reported on Form 1099-R.

### ***Measuring the Five Year Period Required for Qualified Distributions***

The five year period required for qualified distributions is measured by a five consecutive taxable years beginning the first day of the first taxable year in which you make a Roth 401(k) contribution under the Plan.

### ***For Those on Military Leave***

If you were on a military or other uniformed leave of absence and such leave is covered by the Uniformed Services Employment and Reemployment Rights Act (USERRA), your Roth 401(k) contributions are generally treated as made in the year of qualified military

service in which the contributions relate regardless of whether the contribution was made upon your return to full-time employment with the Company or Marsh & McLennan Companies. The period for which you are choosing for making contributions for the purposes of the Company match will also be designated as determining the first year of your five year period for a qualified distribution.

If you do not designate a year, by DEFAULT the Roth 401(k) contribution is treated as though it was made in the first year of military service for which you could have made the contribution, or, if later, the first taxable year in which Roth 401(k) contributions could have been made under the Plan.

### ***Roth 401(k) Distributions that Include Marsh & McLennan Companies Stock***

If you have made Roth 401(k) and/or Roth catch-up contributions to the Plan, your tax basis for qualified Roth 401(k) and/or Roth catch-up distributions that include Marsh & McLennan Companies Stock is the fair market value of the distributed shares at the time of the distribution. In the case of a non-qualified Roth 401(k) and/or Roth catch-up distribution that includes Marsh & McLennan Companies Stock, the net unrealized appreciation (NUA) is not included in the tax basis of the distributed shares and is treated as a capital gain to the extent realized in a later sale of the stock. The NUA is excludable from your income at the time of the distribution.

### ***Roth 401(k) Rollovers***

A distribution from a designated Roth account may only be rolled over to another Roth 401(k) or 403(b) account or to a Roth IRA. Amounts held in a Roth IRA cannot be rolled over to a Roth account in a 401(k) plan or 403(b) plan. This Plan accepts **direct** rollovers of Roth 401(k) contributions and earnings from tax-qualified plans.

#### ***For Direct Rollovers***

If you rollover your Roth 401(k) account from this Plan to another employer's tax-qualified section 401(k) plan or section 403(b) plan (the recipient plan) by a trustee-to-trustee transfer, you will receive credit from the other tax-qualified plan for your period of participation (five taxable year period) in this Plan.

#### ***For 60-Day Rollovers***

If you do not authorize a direct rollover of your Roth 401(k) account balance to another tax-qualified plan but decide to rollover your distribution within 60-days to another tax-qualified plan, you do not receive credit for the period you participated in this Plan. Instead you will be given a new start date for the five taxable year period.

### ***How to Make Your Elections***

If you would like to make Roth 401(k) contributions, you can do so at anytime. Go to Colleague Connect (<https://colleagueconnect.mmc.com>), click **Career & Rewards** and select **ibenefitcenter** under Resources or call the Employee Service Center at +1 866 374 2662. Your election will take effect with the next available payroll.

## Rollovers into the Plan

You may roll over money from a TAX-QUALIFIED PLAN, like a previous employer's 401(k) savings plan or a CONDUIT IRA holding a tax-qualified plan distribution. (The Plan does not accept rollovers from section 403(b) or governmental section 457(b) plans.)

ROLLOVER CONTRIBUTIONS are not matched by the Company but may be used for a withdrawal from the Plan or as security for a Plan loan.

To qualify for rollover, the distribution must be payable to you as an employee or surviving spouse (and not a non-spouse BENEFICIARY) and must not be part of a series of periodic payments for 10 or more years. Direct rollovers of Roth 401(k) contributions and earnings from tax-qualified plans are accepted under this Plan. You can't roll over an outstanding loan from your prior employer's tax-qualified plan into this Plan.

In the case of a Conduit IRA established with a rollover contribution from another plan, you must certify that the rollover to the IRA was made within 60 days of receiving the distribution from your former employer's tax-qualified plan and that no other amount was ever contributed to the Conduit IRA.

The distributing plan or Conduit IRA custodian issues a check payable to Mercer Trust Company f/b/o [your name], which is known as a direct trustee to trustee rollover. While it benefits you to deliver that check to the Plan as soon as possible so those assets are invested, there is no requirement that the check be delivered to the Plan immediately. However, if the distributing plan or Conduit IRA issues a check payable to you, you must provide a check made payable to Mercer Trust Company f/b/o [your name] within 60 days from the date of the check issued by the distributing Plan or Conduit IRA.

**Note:** The Plan only accepts rollovers from Conduit IRAs.

### ***After-tax Contributions***

The Plan accepts traditional after-tax contributions but only from another employer's plan that is qualified under section 401(a) of the Internal Revenue Code, and only if the rollover is a direct trustee-to-trustee rollover from the other plan. If you want to roll over traditional after-tax contributions that you made to another employer's tax-qualified plan, you cannot have the traditional after-tax contributions paid to you first. Rollovers from IRAs may not include any after-tax contributions or Roth 401(k) contributions and earnings. In addition, this Plan accepts **direct** rollovers of Roth 401(k) contributions and earnings from tax-qualified plans.

## ***How to Roll Over Money***

You can roll over contributions to this Plan as soon as you are eligible to participate, or at any time thereafter. To roll over your contributions, you should complete the Rollover Contribution Form. To obtain a form, go to Colleague Connect (<https://colleagueconnect.mmc.com>), click **Career & Rewards**, select **Career & Rewards Forms/Documents** under Resources and then click **MMA 401(k) Savings & Investment Plan** under Investment & Retirement or call the EMPLOYEE SERVICE CENTER at +1 866 374 2662.

The distributing plan or Conduit IRA may issue a check payable to Mercer Trust Company f/b/o [your name], which is known as a direct trustee-to-trustee rollover. While it benefits you to deliver that check to the Plan as soon as possible so those assets are invested, there is no strict time limit. However, if the distributing plan or Conduit IRA issues a check payable to you, you must provide a check made payable to Mercer Trust Company f/b/o [your name], within 60 days from the date of the check issued by the distributing Plan or Conduit IRA.

The Plan only accepts checks as rollover contributions. The Plan does not accept shares of stock or mutual funds, or wire transfers.

The form and check can be submitted on a daily basis. Approved rollovers are processed on a daily basis. A written confirmation generally will be mailed within two business days of processing.

## ***Investing a Rollover***

You will be asked to select your investments when you roll over your contributions on the Rollover Contribution Form. You may invest your rollover in one or more of the funds currently offered under the Plan. See “Investing Your Account Balance” on page 28. If you do not provide any investment direction elections, your rollover contribution will be invested 100% in one of the LifePath Portfolios (the LifePath Portfolio that most closely matches your retirement year – based on the Plans’ normal retirement age of 65) automatically. You may transfer or reallocate your account balance to new funds at any time.

However, when rolling over Roth 401(k) contributions and earnings be sure to include a statement or letter from your prior employer or trustee that includes all the necessary information outlined on the Rollover Contribution Form. If any of the information is missing from the statement or letter – or if a document is not provided, the portion of your rollover related to Roth 401(k) contributions and earnings will be returned to your prior employer or trustee seven (7) business days from the date of receipt.

Remember, under the Plan, you are responsible for the gains and losses resulting from your selection of these funds.

## ***Borrowing from a Rollover***

As an active employee, you may be eligible for a loan from your rollover account. You may also be eligible for a withdrawal from your rollover account.

## Company Matching Contributions

The Company makes matching contributions on before-tax, Roth 401(k), traditional after-tax, and catch-up contributions if you have at least one year of VESTING SERVICE. For this purpose, a “year of vesting service” is a 12-month period of service beginning on the first of the month in which you began working at MMA and the 12-month period beginning on each anniversary of that date. This 12-month period is called your employment year. Generally, two or more periods of service together may add up to 12 months. Also, if you leave employment and are rehired as an employee within 12 months, you may receive credit for your period of absence.

Vesting service generally includes your time of employment with the Company. Vesting service may also include:

- service with non-participating companies in the Marsh & McLennan Companies’ or MMA’s controlled group of companies (e.g., a foreign subsidiary).
- credit for service if you were initially hired by MMA as a LEASED EMPLOYEE and you subsequently become an employee.
- service with a predecessor employer if that employer’s plan is merged into this Plan and you participated in that plan.
- service performed for your employer before acquisition by MMA as determined by Marsh & McLennan Companies in accordance with the Plan document.

After you complete one year of vesting service:

- the Company will contribute a Company matching contribution each pay period of 50% on the first 6% of ELIGIBLE BASE PAY that you contribute to the Plan in a pay period.

You can maximize the amount of Company matching contributions received by contributing at least 6% of your eligible base pay to your account.

The Company in its sole discretion may authorize additional contributions in any year if necessary to pass IRS tests. These contributions are sometimes called qualified nonelective contributions (“QNECs”) and qualified matching contributions (“QMACs”), but they are also referred to in this description as “Special Company Contributions”. You will be fully VESTED in any Special Company Contributions that are allocated to your account and you may invest them in any of the available investment options. However, withdrawal of Special Company Contributions is restricted, as required by law.

## Breaks in Service

If you terminate employment and are rehired, your prior VESTING SERVICE will be restored to you.

As noted above, if you terminate from MMA employment and are rehired as an MMA employee within 12 months, you will receive vesting service credit for your period of absence.

If you are absent for military service or other uniformed service covered by the Uniformed Services Employment and Reemployment Rights Act (USERRA), and you return to work within the period required by USERRA, then your period of absence for such military service will be counted as vesting service for all purposes under the Plan. If you are on an approved leave of absence (other than for military service or disability) that is more than 12 months in duration, you will not be credited with vesting service after the first 12 months of the leave.

## Rehires

If you had at least one year of VESTING SERVICE before you terminated employment, Company matching contributions will resume immediately after you re-enroll.

## Transfers from Non-Participating MMA and Marsh & McLennan Companies

If you transfer from a company that does not participate in the Plan (for example, a Mercer company) to one that does, you are eligible to join the Plan as of the first available pay period after you enroll, provided you meet the Plan's eligibility requirements. If you have at least one year of service with a Marsh & McLennan Companies or MMA company at the time of the transfer, you will be eligible to receive Company matching contributions as soon as you start making contributions to the Plan.

## Leave of Absence

Because Company matching contributions are conditioned on your contributions and are made only when you are contributing to the Plan, they will be suspended when you take an unpaid leave of absence.

Company matching contributions will resume automatically upon your return from a leave of absence when you contribute to the Plan.

If you take a military or other uniformed leave of absence and such leave is covered by the Uniformed Services Employment and Reemployment Rights Act (USERRA), retroactive contributions for all or a period of your leave can be made after you return to active employment with the Company or Marsh & McLennan Companies, provided you return within the period required by USERRA.

The Company will contribute the Company matching contributions as you make up missed before-tax, Roth 401(k) or traditional after-tax contributions. The amount of the Company matching contributions will be based on the amount of your made up contributions. Retroactive contributions will be made subject to the terms of the Plan in effect during your leave of absence. You may choose the period for which you are making the contributions.

## Investing Your Account Balance

You can direct future contributions (before-tax, Roth 401(k) and traditional after-tax employee contributions, catch-up and Roth catch-up contributions, and Company matching contributions) into one or more of the investment funds offered under the Plan. Your investment directions for Company matching contributions can be different from your investment directions for your employee contributions.

If you make a rollover contribution from a previous employer's TAX-QUALIFIED PLAN, you also may invest that portion in one or more of the investment funds offered under the Plan.

To obtain a prospectus, offering statement, if applicable for the fund, fund fact sheet or Investment Return Fact Sheet, if you are an active employee, go to Colleague Connect (<https://colleagueconnect.mmc.com>), click **Career & Rewards**, select **Career & Rewards Forms/Documents** under Resources. Then click **MMA 401(k) Savings & Investment Plan** under Investment & Retirement. You can also call the Employee Service Center at +1 866 374 2662. If you make no election, your contributions will be invested in one of the LifePath Portfolios (the LifePath Portfolio that most closely matches your retirement year – based on the Plans' normal retirement age of 65). Generally, you may transfer or reallocate your account balance to new funds at any time.

## How Company Matching Contributions Are Invested

You can direct Company Matching Contributions into one or more of the investment funds offered under the Plan.

Your investment directions for Company Matching Contributions can be different from your investment directions for your employee contributions. If you make no election, Company Matching Contributions will be invested in one of the LifePath Portfolios (the LifePath Portfolio that most closely matches your retirement year – based on the Plans' normal retirement age of 65). You may transfer or reallocate your account balance to new funds at any time.

## Special Company Contributions

The Company may authorize additional contributions if necessary to satisfy IRS qualification requirements in any year. If these Special Company Contributions (also known as "QNECs" and "QMACs") are allocated to your account, they will be invested in one of the LifePath Portfolios (the LifePath Portfolio that most closely matches your retirement year – based on the Plans' normal retirement age of 65). You can transfer or reallocate them to any of the funds in the Plan's investment lineup at any time.

## Changing Investment Direction of Future Contributions

To change the investment directions of future contributions (employee and Company matching contributions) go to Colleague Connect (<https://colleagueconnect.mmc.com>), click **Career & Rewards** and select **ibenefitcenter** under Resources or call the EMPLOYEE SERVICE CENTER at +1 866 374 2662. Transactions must be entered by 4 p.m. Eastern time one day prior to the pay date; otherwise, they will be effective with the

next available paycheck. (The timing of particular transactions may vary based on your employer's payroll system or in the event of extraordinary circumstances.) If you have a valid email address on file, you will receive a confirmation statement via email; otherwise, it will be mailed to your address on file generally within two business days of processing.

## Moving Money Among Funds

You may move all or portions of your existing account balance in shares, percentages or dollars to any of the funds offered by the Plan.

There are two ways in which you can move your account balance:

- fund reallocation: A fund reallocation is a complete rebalancing of your account.
- fund-to-fund transfer: A fund-to-fund transfer is a transfer from a specific fund into one or more specific replacement fund(s).

Transactions entered by 4 p.m. Eastern time will be effective the same business day. (The timing of particular transactions may vary in the event of extraordinary circumstances.)

A confirmation statement will be mailed to you generally within two business days from the date of your request. However, if you have an email address on file, it will be emailed to you.

Please be aware that excessive exchange activity (inclusive of transactions within personal brokerage accounts and retirement accounts) may result in a limitation being placed on your account for exchanges in and exchanges out activity (no new contributions or exchanges allowed for the fund). If it is deemed that any of your transactions within the Plan involve market timing you will receive communication notifying you of the determination. The recordkeeper is responsible for providing fund managers with aggregate participant trading information (sent via secure transmission and used only for the purpose of monitoring excessive trading) and for enforcing any trading restrictions/suspensions imposed. Please read the fund prospectuses for more information.

## Your Investment Options

You can invest your account in any fund offered under the Plan (funds are selected by the Marsh & McLennan Companies Benefits Investment Committee) or the MMC Stock Fund.

The funds available as of December 22, 2014 are listed below by category of investment. Generally, stable value funds are considered to have the lowest risk and lowest potential returns. The remaining three categories of investment options are generally believed to have increasing risk and potential returns in the following order: bond funds, balanced funds (bonds and stocks) and stock funds. The list below is not meant to suggest any ranking within a particular category of investment. One important element of investment risk is diversification of investments. Concentrated investments,

like the MMC Stock Fund, which are invested solely or primarily in one investment, are generally considered to carry greater risk. However, you should remember that investment risk reflects factors in addition to diversification, such as creditworthiness of the issuer and investment term.

### ***Understanding Investment Diversification***

To help achieve long-term retirement security, you should give careful consideration to the benefits of a well-balanced and diversified investment portfolio. Spreading your assets among different types of investments, can help you achieve a favorable rate of return, while minimizing your overall risk of losing money. This is because market or other economic conditions that cause one category of assets, or one particular security, to perform very well often cause another asset category, or another particular security, to perform poorly. If you invest more than 20% of your retirement savings in any one company or industry, your savings may not be properly diversified. Although diversification is not a guarantee against loss, it is an effective strategy to help you manage investment risk.

In deciding how to invest your retirement savings, you should take into account all of your assets, including any retirement savings outside of the Plan. No single approach is right for everyone because, among other factors, individuals have different financial goals, different time horizons for meeting their goals, and different tolerances for risk.

It is also important to periodically review your investment portfolio, your investment objectives, and the investment options under the Plan to help ensure that your retirement savings will meet your retirement goals.

For more information on individual investing and diversification, please see the Department of Labor website at [www.dol.gov/ebsa/investing.html](http://www.dol.gov/ebsa/investing.html).

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**Investment Options**


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<b>Stock</b>	<p><b>Company Stock</b></p> <ul style="list-style-type: none"> <li>▪ MMC Stock Fund</li> </ul> <p><b>Growth</b></p> <ul style="list-style-type: none"> <li>▪ T. Rowe Price Blue Chip Growth Trust</li> <li>▪ T. Rowe Price Institutional Mid-Cap Equity Growth Fund</li> <li>▪ Century Small-Cap Select Fund</li> </ul> <p><b>Value</b></p> <ul style="list-style-type: none"> <li>▪ Dodge &amp; Cox Stock Fund</li> <li>▪ Putnam Equity Income Fund</li> <li>▪ Vanguard Selected Value Fund</li> <li>▪ Goldman Sachs Small-Cap Value Fund</li> </ul> <p><b>Blend</b></p> <ul style="list-style-type: none"> <li>▪ S&amp;P 500 Index Fund</li> <li>▪ US Extended Equity Market Index Fund</li> </ul> <p><b>International</b></p> <ul style="list-style-type: none"> <li>▪ American Funds EuroPacific Growth Fund</li> <li>▪ Mercer Emerging Markets Equity Fund</li> <li>▪ Non-US Equity Index Fund</li> </ul>
<b>Fixed Income</b>	<p><b>Bond</b></p> <ul style="list-style-type: none"> <li>▪ PIMCO Total Return Fund</li> <li>▪ US Bond Index Fund</li> </ul> <p><b>Stable Value</b></p> <ul style="list-style-type: none"> <li>▪ Invesco Fixed Income Fund</li> </ul>
<b>Balanced</b>	<ul style="list-style-type: none"> <li>▪ Vanguard Wellington Fund</li> </ul>
<b>Real Return</b>	<ul style="list-style-type: none"> <li>▪ PIMCO Inflation Response Multi-Asset Fund</li> </ul>
<b>Target Retirement Year</b>	<ul style="list-style-type: none"> <li>▪ LifePath Retirement Portfolio</li> <li>▪ LifePath 2020 Portfolio</li> <li>▪ LifePath 2025 Portfolio</li> <li>▪ LifePath 2030 Portfolio</li> <li>▪ LifePath 2035 Portfolio</li> <li>▪ LifePath 2040 Portfolio</li> <li>▪ LifePath 2045 Portfolio</li> <li>▪ LifePath 2050 Portfolio</li> <li>▪ LifePath 2055 Portfolio</li> </ul>

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**Investors should carefully consider the investment objective, risks, charges, and expenses of an investment option or fund before investing. For a prospectus and, if available a summary prospectus or offering statement, if applicable for the fund or investment option, or for a fund fact sheet containing this and other information about any investment option or fund in the Plan, call the Plan's toll-free number at +1 866 374 2662 or if you are an active employee, go to Colleague Connect (<https://colleagueconnect.mmc.com>), click **Career & Rewards** and select**

**Career & Rewards Forms/Documents** under Resources. Then click **MMA 401(k) Savings & Investment Plan** under Investment & Retirement. If you are a terminated employee, go to Connect (<https://connect.mmc.com>), select a **region** and click **ibenefitcenter** for MMA 401(k) fund/investment option information. **Read the prospectus and, if available, summary prospectus or offering statement, if applicable for the fund, carefully before making any investment decisions. Investing involves risk, including the risk of loss.**

Be sure to read the fund prospectus and, if available, summary prospectus, or offering statement, if applicable for a fund or investment option and fund fact sheet carefully before making your investment decision because you are responsible, under this type of plan, for gains and losses resulting from your investment direction elections.

The investment funds offered in the Plan can be classified a number of ways; the categories reflect the general composition of the funds. Alternative classification systems, such as by style (e.g., value, growth, blend) or market capitalization (e.g., large-cap, mid-cap, small-cap), can highlight different aspects of the funds. The following are investment categories and funds offered under the Plan. Each category has different risk and return characteristics. It is important that you read the fund prospectus and select the fund(s) that meet your investment goals before making your investment decision.

Keep in mind that Plan participation involves investment risk. If the value of the investment options you have elected for your contributions decreases, the value of your account will decrease.

Your investment direction elections under this Plan are independent from those you make under the Marsh & McLennan Companies 401(k) Savings & Investment Plan. The Plan may change the available choices from time to time.

## ***Company Stock***

### ***MMC Stock Fund***

Seeks a return, before the assessment of expenses, that closely approximates the return of Marsh & McLennan Companies common stock. The fund consists of shares of Marsh & McLennan Companies common stock and a small amount of cash-equivalent investments to allow daily transactions. Investing in a single-stock fund involves additional risk due to the fund's lack of diversification.

## ***Stock—Growth***

### ***T. Rowe Price Blue Chip Growth Trust***

Seeks to provide long-term capital growth with income as a secondary objective. The fund invests primarily in common stocks of large blue chip companies that have the potential for above-average earnings growth and are well established in their respective industries. The fund may invest a portion of its assets in mid-size companies; such investments increase the risk of greater price fluctuations.

### *T. Rowe Price Institutional Mid-Cap Equity Growth Fund*

Seeks long-term capital appreciation by investing primarily in the common stocks of companies with midsize market capitalizations and the potential for above-average growth. The investing focus is on companies with strong balance sheets and sufficient cash flow to fund growth internally. Investments in small and/or midsize companies increase the risk of greater price fluctuations.

### *Century Small-Cap Select Fund*

Seeks long-term capital growth. Invests at least 80% of its net assets in high-quality small-cap companies. Seeks well-managed companies with durable growth franchises and improving margins. Investments in small companies increase the risk of greater price fluctuations.

## **Stock—Value**

### *Dodge & Cox Stock Fund*

Seeks long-term growth of principal and income and, as a secondary objective, seeks to achieve a reasonable current income. The fund invests primarily in a broadly diversified portfolio of common stocks that appear to be temporarily undervalued by the stock market, but have a favorable outlook for long-term growth.

### *Putnam Equity Income Fund*

Seeks capital growth and current income by investing mainly in value stocks that have the potential to consistently pay above-average dividends as well as the potential to grow in value over time. The fund favors dividend-paying companies and is broadly diversified across market sectors. The fund may invest a portion of its assets in midsize companies. Such investments increase the risk of greater price fluctuations.

### *Vanguard Selected Value Fund*

Seeks long-term capital appreciation and income by investing mainly in the stocks of medium-size US companies, choosing stocks considered by the manager to be undervalued. Undervalued stocks are generally those that are out of favor with investors and are trading at prices that the manager feels are below-average in relation to such measures as earnings and book value. These stocks often have above-average dividend yields. The fund uses multiple investment managers. Investments in midsize companies increase the risk of greater price fluctuations.

### *Goldman Sachs Small-Cap Value Fund*

Seeks long-term growth of capital through investing in small-cap companies that the manager believes will outperform in a variety of market conditions. The fund strives to identify small companies that are undervalued relative to their long-term cash generation capability. Investments in small and/or midsize companies increase the risk of greater price fluctuations.

***Stock—Blend******S&P 500 Index Fund***

Seeks a return, before the assessment of fees, that closely approximates the return of the S&P 500<sup>®</sup> Index. The fund invests primarily in publicly traded common stocks of the S&P 500 Index. The fund invests some of its assets in small and/or midsize companies. Such investments increase the risk of greater price fluctuations.

The S&P 500 Index is an unmanaged index of common stocks frequently used as a general measure of US stock market performance. S&P 500 is a registered trademark of the McGraw-Hill Companies, Inc.

Mercer Investment Management, Inc., as the Marsh & McLennan Companies Benefits Investment Committee's appointed investment manager of index funds for the Plan, has selected the State Street Global Advisors S&P 500 Index Fund to be the investment vehicle for this fund.

***US Extended Equity Market Index Fund***

Seeks a return, before the assessment of fees, that closely approximates the return of the Russell Small Cap Completeness Index. This index measures the performance of the Russell 3000 Index excluding S&P 500 constituents. The Russell 3000 Index is an index maintained by the Russell Investment Group that seeks to capture the entire US stock market and encompasses the 3,000 largest US-traded stocks of companies incorporated in the US.

Mercer Investment Management, Inc., as the Marsh & McLennan Companies Benefits Investment Committee's appointed investment manager of index funds for the Plan, has selected the State Street Global Advisors US Extended Market Equity Index Fund to be the investment vehicle for this fund.

***Stock—International******American Funds EuroPacific Growth Fund***

Seeks to achieve long-term capital appreciation by investing in companies outside the US, primarily in Europe and the Asia/Pacific region. The fund invests primarily in common stocks (may also invest in preferred stocks), convertibles, American Depository Receipts, European Depository Receipts, bonds, and cash. The fund may invest a portion of its assets in emerging market equities; such investments increase the risk of greater price fluctuations.

***Mercer Emerging Markets Equity Fund***

Seeks to provide long-term total return, which includes capital appreciation and income. Under normal circumstances, the fund invests at least 80% of its net assets, plus the amount of any borrowings, in equity securities of companies that are located in emerging markets, as well as in American, European, and Global Depository Receipts. Emerging market countries include all countries represented by the MSCI Emerging Markets Index. In addition, the fund may invest in equity securities of companies that are located in

“frontier markets”, described as markets of smaller, less accessible, but still investable countries of the developing world. The securities of frontier market companies tend to be considered small and/or micro-cap. Smaller companies increase the risk of greater price fluctuations.

### *Non-US Equity Index Fund*

Seeks a return, before the assessment of fees, that closely approximates the return of the MSCI All Country World (ACWI) ex-US Index. The MSCI ACWI ex-US Index is a free float-adjusted market capitalization index that is designed to measure equity market performance in the global emerging and developed markets, excluding the United States. The index includes large and mid-cap companies in 22 developed markets countries and 23 emerging markets countries. The index covers approximately 85% of the global equity opportunity set outside the US.

Mercer Investment Management, Inc., as the Marsh & McLennan Companies Benefits Investment Committee’s appointed investment manager of index funds for the Plan, has selected the State Street Global Advisors Non-US Equity Index Fund to be the investment vehicle for this fund.

### ***Fixed Income—Bond***

Bond investing is subject to risks such as interest rate, credit, and inflation risk. As interest rates rise, bond prices fall. Long-term bonds have more exposure to interest rate risk than short-term bonds. Unlike bonds, bond funds have ongoing fees and expenses. Lower-rated bonds may offer higher yields in return for more risk.

### *PIMCO Total Return Fund*

Seeks maximum total return, consistent with preservation of capital and prudent investment management. Investments are made primarily in a diversified portfolio of investment-grade fixed-income securities of varying maturities. The fund may invest in securities denominated in foreign currencies and high-yield securities rated B or higher. Lower-rated bonds funds may offer higher yields in return for more risk. International investing involves certain risks, such as currency fluctuations, economic instability, and political developments. Additional risks, including illiquidity and greater volatility, may be associated with emerging market securities. Agency securities are not explicitly guaranteed. Mortgage-backed securities are subject to prepayment risk. The fund may invest in derivatives, which can increase performance volatility.

### *US Bond Index Fund*

Seeks a return, before the assessment of fees, that closely approximates the return of the Barclays Capital US Aggregate Bond Index. Investments typically include US Government and agency securities, investment-grade corporate and Yankee bonds, and mortgage-backed and asset-backed securities.

The Barclays Capital US Aggregate Bond Index is an indicator of US investment-grade bond market performance. Barclays Capital US Aggregate Bond is a trademark of Barclays Capital.

Mercer Investment Management, Inc., as the Marsh & McLennan Companies Benefits Investment Committee's appointed investment manager of index funds for the Plan, has selected the State Street Global Advisors US Bond Index Fund to be the investment vehicle for this fund.

### ***Fixed Income—Stable Value***

#### ***Invesco Fixed Income Fund***

Seeks stability of principal (capital preservation) and interest income by investing in a diversified portfolio of marketable fixed income securities that are insulated from interest rate volatility by contracts (wraps) from banks and insurance companies. Also holds contracts issued by insurance companies, banks, or other financial institutions. The contract issuers agree to repay the amount invested plus interest at a specified rate. To provide liquidity, a small portion of the fund's assets is invested in high-quality money market instruments.

### ***Balanced***

#### ***Vanguard Wellington Fund***

Seeks capital growth and current income by investing in a well-diversified portfolio composed mostly of stocks and bonds. The fund invests 60-70% of its assets in dividend-paying common stocks of established large companies. The manager seeks stocks that appear to be undervalued but have prospects for improvement, commonly referred to as value stocks. The remaining 30-40% of the fund's assets are invested mainly in fixed-income securities, including investment-grade corporate bonds, with some exposure to US Treasury and government agency bonds, and mortgage-backed securities. Agency securities are not explicitly guaranteed. Mortgage-backed securities are subject to prepayment risk. Bond investing is subject to risks such as interest rate, credit, and inflation risk.

## ***Real Return***

### ***PIMCO Inflation Response Multi-Asset Fund***

The Inflation Response Multi-Asset Fund is a comprehensive, real return asset allocation strategy designed to hedge inflation risks while targeting enhanced return opportunities that inflation dynamics may present. The fund seeks to achieve this objective by providing diversified exposure to a broad opportunity set of inflation factors - or assets that will likely respond to different types of inflation - including Treasury Inflation-Protected Securities (TIPS), commodities, emerging market currencies (EM), real estate investment trusts (REITs), and gold, as well as tactical use of floating rate securities in the event of deflation or an extreme market shock. In addition, tail risk hedging strategies are used to limit the impact of periodic market stresses that may affect inflation-related assets.

## ***Target Retirement Year***

### ***BlackRock LifePath Portfolios***

Invest in various investment strategies (stocks, bonds, money market instruments, and other asset classes), and link the strategy mix to a target retirement year. Each BlackRock LifePath Portfolio's objective is to maximize total return with a risk level considered appropriate for the particular BlackRock LifePath Portfolio's time horizon. The fund's investment manager changes the strategy mix, making it more conservative, as the target retirement year approaches. Each BlackRock LifePath Portfolio has a different level of risk.

## **Learning More About the Funds**

You should read the prospectus or offering statement, if applicable for the fund, Investment Return Fact Sheet and the fund fact sheet for each fund. This information is available, if you are an active employee, go to Colleague Connect (<https://colleagueconnect.mmc.com>), click **Career & Rewards** and select **Career & Rewards Forms/Documents** under Resources. Then click **MMA 401(k) Savings & Investment Plan** under Investment & Retirement. If you are a terminated employee, go to Connect (<https://connect.mmc.com>), select a **region** and click **ibenefitcenter** for MMA 401(k) Plan fund/investment option information.

You may also speak directly with a representative of the fund company. The phone number and service hours can be found in the fund's prospectus or offering statement.

## **Limit on Number of Funds**

Your employee contributions and Company matching contributions can be invested in as many of the Plan's investment options as you wish. Your investment direction election must be in 1% increments.

## **Outside Investments**

You cannot invest in funds that are not offered by the Plan or in outside investments. You must invest in funds offered by the Plan.

## Making Investment Elections

To select your investment direction elections for future contributions, go to Colleague Connect (<https://colleagueconnect.mmc.com>), click **Career & Rewards** and select **ibenefitcenter** under Resources or call the EMPLOYEE SERVICE CENTER at +1 866 374 2662.

Transactions involving selecting or changing investment directions for future employee contributions and future Company matching contributions must be entered by 4 p.m. Eastern time one day prior to the pay date.

Transactions involving the fund reallocation/transfer of your existing account balances must be submitted by 4 p.m. Eastern time to take effect the same day.

If you are an active employee, go to Colleague Connect (<https://colleagueconnect.mmc.com>), click **Career & Reward** and select **ibenefitcenter** under Resources.

If you are a terminated employee, go to Connect (<https://connect.mmc.com>), select a **region** and click **ibenefitcenter**.

In each case, a written confirmation generally will be mailed within two business days of your request.

While you are a Plan participant:

- you may select the investment directions of your future employee contributions;
- you may select the investment directions of future Company matching contributions which need not be the same as your directions for future employee contributions; and
- you may select new investments for your existing account (by electing a fund reallocation or a fund-to-fund transfer of your existing balance).

Be sure to read the fund prospectus and, if available, summary prospectus, offering statement, if applicable to the fund or investment option, and fund fact sheet carefully before making your investment decision because you are responsible, under this type of plan, for gains and losses resulting from your investment direction elections.

## No Investment Election

If you enroll for the first time and make no investment direction election (whether through active enrollment or automatic enrollment), your future employee and Company matching contributions (if you have completed a year of VESTING SERVICE) will be invested automatically in one of the LifePath Portfolios (the LifePath Portfolio that most closely matches your retirement year – based on the Plans' normal retirement age of 65). A new investment direction election is required if you would like to direct your future contributions to other funds.

You can change the investment directions for future employee contributions and Company matching contributions at any time.

You may also transfer or reallocate your account balance at any time.

### ***No Investment Direction Upon Rehire***

If you enroll to make contributions to the Plan after you are rehired by the Company and make no investment direction election (whether through active enrollment or automatic enrollment), your future employee and Company matching contributions (if you have completed a year of vesting service) will be invested automatically in the Plan's DEFAULT fund, the LifePath Portfolios (the LifePath Portfolio that most closely matches your retirement year – based on the Plans' normal retirement age of 65). A new investment direction election is required if you would like to direct your future contributions to other funds.

You can change the investment direction for future employee contributions and Company matching contributions at any time.

You may transfer or reallocate the investments in your account on a daily basis, according to the Plan's rules.

## **Responsibility for Investment Decisions and Performance**

You are responsible for your investment choices and the investment results of those choices.

The MMA 401(k) Savings & Investment Plan follows Section 404(c) of ERISA and related regulations, which establish guidelines for participants to exercise control over the investment of their accounts. Section 404(c) of ERISA provides that the Plan's fiduciaries (including the Benefits Investment Committee, the Administrative Committee and the Plan Administrator) are not responsible for any losses resulting from your decisions to invest (or not invest) in particular investment funds (including any investments in the MMC Stock Fund), provided that the Plan's fiduciaries have complied with Section 404(c). This means that the Benefits Investment Committee must have selected a broad range of investment funds and that these fiduciaries must provide or make available certain information about the available investment choices. The investment fund fact sheets and the current prospectus (or offering statement) referenced on the fund fact sheet for each fund for which it is available, contain much of that information, including: the investment fund's investment strategy, any annual operating expenses or fees associated with an investment in the fund, unit or share values and past investment performance. Copies of these materials may be obtained from the investment fund's manager as noted on the fund fact sheet. In addition, copies of these materials are maintained online. If you are an active employee, go to Colleague Connect (<https://colleagueconnect.mmc.com>), click **Career & Rewards** and select **Career & Rewards Forms/Documents** under Resources. Then click **MMA 401(k) Savings & Investment Plan** under Investment & Retirement. If you are a terminated employee, go to Connect (<https://connect.mmc.com>), select a **region** and click

**ibenefitcenter** for MMA 401(k) Plan fund/investment option information. If you are unable to access the information you need in the preceding manner, you may contact the Plan Administrator for hard copies. Certain additional information is also available on request.

You are not required to participate in the Plan and it is your decision whether or not to save money for long-term goals (such as retirement) through the Plan or in some other way.

No one investment or mix of investments is appropriate for everyone. Your investment choices may depend on many personal factors such as:

- your risk tolerance.
- the number of years until you plan to retire.
- your life expectancy.
- whether you need to provide for a spouse or other dependents while you are alive and after you die.
- other assets owned by you and/or your spouse and how they are invested.

You may wish to consult a personal investment or financial adviser to help you make your investment decisions. In addition, there are independent services that provide ratings and other asset and return information about stocks and mutual funds that may be helpful to you in making your decisions under the Plan. One well-known service, whose basic ratings are currently available without charge on the Internet, is Morningstar ([www.morningstar.com](http://www.morningstar.com)). Some periodicals, such as Forbes and Consumer Reports, also rate mutual funds. (Of course, you should never make an investment decision solely in reliance upon these ratings.) You should also remember, in making your investment decisions, that past investment return is no guarantee of future performance. No Plan fiduciary is authorized to provide you with investment advice or recommend the most appropriate investment choice(s) for you.

### **Investing In Marsh & McLennan Companies Stock**

By investing in the MMC Stock Fund, you are participating in Company ownership. Marsh & McLennan Companies stock is traded on the New York Stock Exchange under the symbol "MMC" and is subject to market price fluctuation.

Should you decide to invest in the Marsh & McLennan Companies stock fund, you should keep in mind that because the MMC Stock Fund holds cash as well as Marsh & McLennan Companies stock and uses unit accounting, the value of a unit in the MMC Stock Fund will never exactly match the share price of a share of Marsh & McLennan Companies stock.

## How Your Account Is Valued

The Plan uses share accounting to value the mutual fund investments and collective investment trusts it offers.

With share accounting, the mutual fund is priced using the daily market price of a mutual fund. This means that you will be able to track the daily price of the mutual funds through newspapers and financial websites.

The BlackRock LifePath Portfolios and T. Rowe Price Blue Chip Growth Trust are collective investment trusts. With share accounting, the collective trust is priced using the daily market price of the collective investment trust. Collective trusts are accessible only to qualified retirement plans, not retail investors. You will not be able to track the daily prices of the collective investment trusts through newspapers and online financial websites.

Investments in the MMC Stock Fund, Invesco Fixed Income Fund, S&P 500 Index Fund, US Bond Index Fund, US Extended Equity Market Index Fund and Non-US Equity Index Fund are valued using a unit accounting method. Under unit accounting, participants are credited with “units” which represents a proportionate interest in any shares and other assets that are held in the Plan. Because the MMC Stock Fund holds cash as well as Company stock and uses unit accounting, the value of a unit in the MMC Stock Fund will never exactly match the share price of a share of Company stock.

The Plan Trustee retains the right to determine the Plan’s cash needs to fund withdrawals and distributions, and, to meet these needs, can sell assets of the MMC Stock Fund. The Plan Trustee is also responsible for buying and selling Marsh & McLennan Companies stock in accordance with Plan requirements and investment direction elections.

Because the number of Marsh & McLennan Companies shares sold on any given day can affect the unit price under certain conditions, Marsh & McLennan Companies and the Trustee have established procedures that are to be followed by the Trustee if the amount of stock liquidated in the Plan on any given day is unusually large.

An element of these procedures is to base transactions on a weighted-blended average of the unit price over two or more days. The Trustee will take steps to reduce the likelihood of relying on this measure, including increasing the cash held by the MMC Stock Fund. However, you should be aware that this measure may be implemented but only if the Trustee determines that it serves the best interests of the Plan participants as a whole.

Further, in the unlikely event that it becomes necessary for the Trustee to implement this measure, all investment transactions requested under the Plan for the duration of the event will be affected — not just transactions involving the MMC Stock Fund. (For example, if the event lasts for two days, fund-to-fund transfers between any of the investment funds requested on days one and two will be settled as of the end of day two. Ordinarily, such a fund transfer would be settled as of the end of the day in which it was requested.) If this happens, your Plan account balance shown on the MMA 401(k) Plan’s

website, Colleague Connect (<https://colleagueconnect.mmc.com>) for active employees and Connect (<https://connect.mmc.com>) for terminated employees, will not reflect final settlement of the transaction until after the event.

In order to meet the Plan's cash needs to fund withdrawals and distributions certain Plan procedures may require selling assets of the MMC Stock Fund. These Plan procedures also require that Marsh & McLennan Companies stock be purchased and sold in accordance with Plan requirements and investment direction elections. Because the number of Marsh & McLennan Companies shares sold on any given day can affect the unit price under certain conditions, Plan procedures must be followed by the Trustee if the amount of stock liquidated in the Plan on any given day is unusually large.

## **Prices Used To Value Stock**

For valuation of Marsh & McLennan Companies stock held in the MMC Stock Fund, the closing price on the New York Stock Exchange is used. The Invesco Fixed Income Fund is a unitized fund that is valued daily. The unit is the weighted average of the book value of all the contracts in the fund plus accrued income.

## **Fees For Investment Changes**

You do not pay any fees if you make an investment direction change. Although Plan rules may permit exchanges on a daily basis, mutual fund companies and investment fund managers reserve the right to limit or prohibit short-term or excessive trading in their funds to protect the long-term interests of all shareholders in the funds. In addition, short-term trading fees and redemption fees may apply to certain exchanges.

## **Dividends on Marsh & McLennan Companies Shares and Stock Voting Rights**

The shares of stock held in the MMC Stock Fund may pay dividends from time to time, usually on a quarterly basis (although dividends are never guaranteed). The dividends attributable to any portion of your account invested in the MMC Stock Fund will be automatically reinvested in the MMC Stock Fund. You cannot elect to have dividends paid to you in cash.

### ***Marsh & McLennan Companies Stock Voting Rights***

You have voting rights with respect to the shares of Marsh & McLennan Companies stock held in any portion of your account that is invested in the MMC Stock Fund. You will be sent voting information, accompanied by a proxy statement, for your share of Marsh & McLennan Companies stock held in the MMC Stock Fund under the Plan, when shareholder votes are solicited. For example, shareholders can vote on the election of members of the Company's Board of Directors.

You will receive proxy statements and annual reports given by the Company to its shareholders and if there is ever a tender offer to purchase Marsh & McLennan Companies stock, you will also receive material relating to that offer.

You vote by following the instructions included with the proxy statement. Your vote is kept confidential by the Trustee and will not be revealed to any employee, officer, or director of the Company or Marsh & McLennan Companies.

You will be informed of the person at Marsh & McLennan Companies responsible for monitoring confidentiality procedures.

You can also contact the Plan Administrator for this information.

Marsh & McLennan Companies common stock held by the Trustee for which no voting instructions are received will be voted by the Trustee in the same proportions as the Trustee was instructed to vote with respect to shares for which it received instructions.

The Plan Administrator has established similar procedures that it deems appropriate to enable you to timely respond to a tender offer to purchase shares of Marsh & McLennan Companies common stock. These will include “pass through” from the Trustee to you enabling you to instruct the Trustee, on a confidential basis, whether to tender your share of Marsh & McLennan Companies stock held in the MMC Stock Fund.

### ***Voting Rights on Other Investment Options***

These special rules apply only to the MMC Stock Fund. You may be permitted to vote proxies issued by other investment options other than the MMC Stock Fund.

## **In-Service Withdrawals**

There are five types of in-service withdrawals as well as a financial hardship withdrawal. You may ask to receive shares of Marsh & McLennan Companies stock or a check for these withdrawals.

The withdrawal options available under the Plan are listed below.

<b>Withdrawal Options</b>	<b>The Hierarchy for the Withdrawal of Funds are:</b>
<b>After-tax Withdrawal</b> All or a portion of after-tax contributions and any associated earnings on those contributions.	<ul style="list-style-type: none"> <li>▪ Pre-87 after-tax contributions***</li> <li>▪ Post-86 after-tax contributions</li> <li>▪ After-tax ROLLOVER CONTRIBUTIONS</li> </ul>
<b>Rollover Withdrawal</b> All or a portion of rollover contributions and any associated earnings on those contributions. (Excludes direct rollover of Roth 401(k) contributions and earnings.)	<ul style="list-style-type: none"> <li>▪ Rollover contributions</li> </ul>
<b>Employer Withdrawal</b> All or a portion of VESTED Company Matching Contributions and any associated earnings on those contributions.	<ul style="list-style-type: none"> <li>▪ Prior plan company matching contributions***</li> <li>▪ Profit sharing prior plan contributions***</li> <li>▪ Company matching contributions</li> <li>▪ Performance-based Company matching contributions***</li> <li>▪ Additional Company Matching Contributions* ***</li> </ul>

Withdrawal Options	The Hierarchy for the Withdrawal of Funds are:
<p><b>Age 59½ Withdrawal**</b> All or a portion of the vested account balance, provided you are an active employee and at least age 59½.</p>	<ul style="list-style-type: none"> <li>■ CSI ER ESOP Merge***</li> <li>■ Pre-87 after-tax contributions***</li> <li>■ Post-86 after-tax contributions</li> <li>■ Rollover contributions (excluding rollover Roth 401(k) contributions and earnings)</li> <li>■ Prior plan company matching contributions***</li> <li>■ Profit sharing prior plan contributions***</li> <li>■ Company matching contributions</li> <li>■ Performance-based Company matching contributions***</li> <li>■ Additional Company Matching Contributions* ***</li> <li>■ Special Company Contributions</li> <li>■ Safe Harbor Match***</li> <li>■ CSI ER ESOP Merge***</li> <li>■ Before-tax contributions including catch-up</li> <li>■ Rollover Roth 401(k) contributions</li> <li>■ Roth 401(k) contributions</li> <li>■ Roth catch-up contributions</li> </ul>
<p><b>Disability Withdrawal**</b> All or a portion of the vested account balance, provided you are disabled.</p>	<ul style="list-style-type: none"> <li>■ Pre-87 after-tax contributions***</li> <li>■ Post-86 after-tax contributions</li> <li>■ Rollover contributions (excluding rollover Roth 401(k) contributions and earnings)</li> <li>■ Prior plan company matching contributions***</li> <li>■ Profit sharing prior plan contributions***</li> <li>■ Company matching contributions</li> <li>■ Performance-based Company matching contributions***</li> <li>■ Additional Company Matching Contributions* ***</li> <li>■ Special Company Contributions</li> <li>■ Safe Harbor Match***</li> <li>■ CSI ER ESOP Merge***</li> <li>■ Before-tax contributions including catch-up</li> <li>■ Rollover Roth 401(k) contributions</li> <li>■ Roth 401(k) contributions</li> <li>■ Roth catch-up contributions</li> </ul>

\* Additional Company Matching Contributions are the 28<sup>1</sup>/<sub>3</sub>% match made prior to January 1, 2006 in the Marsh & McLennan Companies 401(k) Savings & Investment Plan on certain contributions made by participants who met certain age and Plan participation requirements.

\*\* If you elect an Age 59½ In-Service Withdrawal or Disability Withdrawal and have made Roth 401(k) or Roth catch-up contributions and the initial Roth contribution was made less than five (5) taxable years ago your withdrawal will be considered a non-qualified distribution (and earnings on those contributions will be taxable). The Roth 401(k) and Roth catch-up money types will be the last in the hierarchy for the withdrawal of funds.

\*\*\* These accounts may pertain to employees that transferred along with their Marsh & McLennan Companies 401(k) Savings & Investment Plan accounts from Marsh & McLennan Companies to MMA.

Within each in-service withdrawal category, withdrawals will be paid from the various investment funds on a prorata basis.

You may view the amounts available for withdrawal online. Go to Colleague Connect (<https://colleagueconnect.mmc.com>), click **Career & Rewards** and select **ibenefitcenter** under Resources or call the EMPLOYEE SERVICE CENTER at +1 866 374 2662.

## Qualifying for an In-Service Withdrawal

An active participant may withdraw all or a portion of his or her after-tax contributions, VESTED Company Matching Contributions, ROLLOVER CONTRIBUTIONS, and associated earnings on those contributions for any reason with no suspension of Company matching contributions. Active participants who are at least age 59½ or who qualify for a disability withdrawal may withdraw all or a portion of their vested account balances.

## Requesting an In-Service Withdrawal

To request In-service Withdrawals such as: After-tax, Rollover, Employer Match and Age 59½ Withdrawals, download or request an In-service Withdrawal Form. Go to Colleague Connect (<https://colleagueconnect.mmc.com>), click **Career & Rewards** and select **Career & Rewards Forms/Documents** under Resources. Then click **MMA 401(k) Savings & Investment Plan** under Investment & Retirement or call the EMPLOYEE SERVICE CENTER at +1 866 374 2662 and request an In-Service Withdrawal Kit.

To request a Disability Withdrawal, download a Disability Withdrawal Form. Go to Colleague Connect (<https://colleagueconnect.mmc.com>), click **Career & Rewards** and select **Career & Rewards Forms/Documents** under Resources. Then click **MMA 401(k) Savings & Investment Plan** under Investment & Retirement or call the Employee Service Center at +1 866 374 2662 and request a Disability Withdrawal Kit.

Withdrawals can be paid in cash, in Marsh & McLennan Companies shares or in a combination of cash and Marsh & McLennan Companies shares. You will receive your withdrawal in accordance with your elections on your In-service Withdrawal Form or Disability Withdrawal Form.

Forms received in good order by 4 p.m. Eastern time will be processed on a daily basis.

If you have a valid email address on file, you will receive a confirmation statement via email; otherwise, it will be mailed to your address on file generally within two business days of processing.

## Check Delivery

In-service withdrawals are processed on a daily basis. To be included in the daily transaction cycle, your form must be received in good order by 4 p.m. Eastern time.

You will receive your withdrawal in accordance with your elections on your In-service Withdrawal Form or Disability Withdrawal Form, generally within two business days following processing.

## Redepositing My Withdrawals

You may not redeposit withdrawals to the Plan.

## Taxes on Withdrawals

A portion of your withdrawal may be non-taxable if it consists of traditional after-tax contributions. The remaining portion of your withdrawal is taxable (including any investment earnings on traditional after-tax contributions included in the withdrawal).

If your distribution includes traditional after-tax contributions made before 1987, they are deemed to be returned before any earnings. Otherwise, any distribution of traditional after-tax contributions will be deemed to include a proportionate share of any taxable earnings.

You may delay paying taxes by electing to roll over an in-service withdrawal to another employer's plan or IRA (financial hardship withdrawal distributions may not be rolled over). If you do not elect a direct rollover of your eligible amounts, the taxable portion is subject to 20% mandatory Federal income tax withholding. Also, the taxable portion may be subject to an additional 10% Federal early withdrawal tax if you have not reached age 59½. If applicable, state taxes will be withheld. Consult with a tax professional to find out exactly what taxes you have to pay.

## Financial Hardship Withdrawals

If you have already made or applied for the maximum in-service withdrawals and loans, you may request a financial hardship withdrawal, subject to the conditions described below:

<b>Type of withdrawal</b>	<b>Reason for withdrawal</b>	<b>How to request/documentation required</b>
<p><b>Financial Hardship</b></p> <p>If you have already withdrawn all amounts available from all plans within the Marsh &amp; McLennan Companies controlled group, you may apply to withdraw your before-tax contributions and transferred elective deferral contributions.</p> <p>The Internal Revenue Code requires that all other available withdrawals and loans from TAX-QUALIFIED PLANS of the Marsh &amp; McLennan Companies controlled group be taken first.</p>	<p>You must meet one of the conditions below:</p>	<p>Complete the Financial Hardship Withdrawal Form and attach one of the items listed below as appropriate. As instructed on the form, you must complete the "Reason for Withdrawal" section of the request form, showing that you cannot obtain the money you are requesting from other sources, including loans. The Financial Hardship withdrawal will be limited to the amount you need to alleviate the hardship, plus Federal and state income tax withholding. The Financial Hardship withdrawal may not exceed the portion of your VESTED account balance which is not being used as security for a loan.</p>
	<ul style="list-style-type: none"> <li>▪ Unreimbursed medical expenses for you or your spouse or dependents.</li> </ul>	<ul style="list-style-type: none"> <li>▪ Copies of the medical bill(s), and your explanation of benefits statement(s)</li> </ul>
	<ul style="list-style-type: none"> <li>▪ Purchase of your primary residence.</li> </ul>	<ul style="list-style-type: none"> <li>▪ A signed copy of a purchase and sale agreement. If you need the withdrawal to cover closing costs, you must also provide a Good Faith Estimate (an estimate of the charges that you will be required to pay on the closing of your loan) from a lender.</li> </ul>
	<ul style="list-style-type: none"> <li>▪ Payment for Post-secondary education for you or your spouse or dependents for the next 12 months.</li> </ul>	<ul style="list-style-type: none"> <li>▪ A copy of tuition bill(s) from the Bursar's office showing all credits (e.g., scholarships, financial aid, student loans, etc.) and other school-related expenses.</li> </ul>

Type of withdrawal	Reason for withdrawal	How to request/documentation required
	<ul style="list-style-type: none"> <li>▪ Need to prevent eviction from or foreclosure on your principal residence.</li> </ul>	<ul style="list-style-type: none"> <li>▪ A copy of the eviction or foreclosure notice, or a letter from your landlord. The notice or letter must state the amount that you owe. A notice to collect unpaid taxes will only qualify if you have documentation of the local tax authority threatening to commence a foreclosure proceeding on your property.</li> </ul>
	<ul style="list-style-type: none"> <li>▪ Payment for burial or funeral expenses for deceased parent, spouse, child, or dependent.</li> </ul>	<ul style="list-style-type: none"> <li>▪ A copy of the death certificate and mortuary bill.</li> </ul>
	<ul style="list-style-type: none"> <li>▪ Payment of expenses for the repair of damage to your principal residence caused by fire, storm or other casualty.</li> </ul>	<ul style="list-style-type: none"> <li>▪ A copy of the repair bill, estimate or signed work order for the repair, or a copy of IRS Form 4684.</li> </ul>

You cannot use a Financial Hardship Withdrawal to repay a loan or purchase luxury items.

The hierarchy of money types for Financial Hardship Withdrawals is as follows:

- pre-87 after-tax contributions\*\*\*
- post-86 after-tax contributions
- ROLLOVER CONTRIBUTIONS (excluding rollover Roth 401(k) contributions and earnings)
- prior plan company matching contributions\*\*\*
- profit sharing prior plan contributions\*\*\*
- Company matching contributions
- performance-based Company matching contributions\*\*\*
- Additional Company Matching Contributions\*

- CSI ER ESOP Merge\*\*\*
- before-tax contributions including catch-up.

\* Additional Company Matching Contributions are the 28<sup>1</sup>/<sub>3</sub>% match made prior to January 1, 2006 in the Marsh & McLennan Companies 401(k) Savings & Investment Plan on certain contributions made by participants who met certain age and plan participation requirements.

\*. \*\*\* These accounts may pertain to employees that transferred along with their Marsh & McLennan Companies 401(k) Savings & Investment Plan accounts from Marsh & McLennan Companies to MMA.

Your available withdrawal does not include any post-1988 earnings on your pre-tax contributions, earnings on your before-tax contributions or any Special Company Contributions, which may not be withdrawn on account of hardship.

To obtain the vested amounts available for Financial Hardship Withdrawals, go to Colleague Connect (<https://colleagueconnect.mmc.com>), click **Career & Rewards** and select **ibenefitcenter** under Resources or call the EMPLOYEE SERVICE CENTER at +1 866 374 2662 to hear the amount available for withdrawal.

Within each in-service withdrawal category, withdrawals will be paid from the various investment funds on a prorata basis.

## Approval

Your financial hardship withdrawal request is reviewed for approval by the Plan Administrator's designee. You will need to submit the Financial Hardship Withdrawal Form as well as the supporting documentation specified on the form.

## Taxes on Financial Hardship Withdrawals

The taxable portion of your financial hardship withdrawal is subject to tax withholding at a rate of 10% unless you elect another amount or no withholding. Financial hardship withdrawals cannot be rolled over to another employer's TAX-QUALIFIED PLAN or IRA.

Also, taxable distributions may be subject to an additional 10% Federal early withdrawal tax unless you:

- receive the distribution on or after you reach age 59<sup>1</sup>/<sub>2</sub> or
- use the distribution for a tax deductible medical expense or
- are disabled (as defined by the Internal Revenue Code).

You should consult with a tax professional to find out exactly what taxes you will have to pay.

## How to Apply

You may request a Financial Hardship Withdrawal Kit by calling the EMPLOYEE SERVICE CENTER at +1 866 374 2662 or you can obtain a Financial Hardship Withdrawal Form and Special Tax Notice online. Go to Colleague Connect (<https://colleagueconnect.mmc.com>), click **Career & Rewards** and select **Career &**

**Rewards Forms/Documents** under Resources. Then click **MMA 401(k) Savings & Investment Plan** under Investment & Retirement. You will be asked to provide documentation to support the hardship when you apply for your financial hardship withdrawal. Return the completed form and supporting documentation as the form instructs.

Before you take a financial hardship withdrawal, you must have exhausted all other forms of withdrawals and loans available under all TAX-QUALIFIED PLANS of companies in the Marsh & McLennan Companies controlled group such as:

- loans.
- other types of withdrawals.

## Check Delivery

A Financial Hardship Withdrawal Form (and supporting documentation) must be received in good order by 4 p.m. Eastern time for daily processing.

You will receive your withdrawal in accordance with your elections on your Financial Hardship Withdrawal Form, generally within two business days following processing.

## Hurricane Sandy Financial Hardship Withdrawal

The IRS approved hardship withdrawal relief for you and/or your family members, if impacted by Hurricane Sandy. The relief applied to hardship withdrawals requested between October 26, 2012 and February 1, 2013. Hurricane Sandy Financial Hardship Withdrawal requests had to be for yourself, a dependent, spouse, parent or child (or other lineal ascendant or descendant such as your parents, grandparents, great grandparents, children, grandchildren and great grandchildren). The person for whom the money was drawn lived or worked in one of the counties identified as a Hurricane Sandy disaster area.

You were not required to request a loan(s) from any qualified plans within the Marsh & McLennan Companies controlled group prior to requesting a Hurricane Sandy hardship withdrawal. Although you were not required to submit documentation at the time of the request, the documentation must be furnished to the Plan administrator upon request.

For Hurricane Sandy hardship withdrawal requests, you were required to request all other available in-service withdrawals.

## Loans

This section explains how you can borrow money from your Plan account.

## Comparison with Withdrawals

The consequences of borrowing from your MMA 401(k) Savings & Investment Plan account differ from withdrawals in the ways listed below.

- You pay no income taxes on the amount you receive as a loan.

- You pay no additional taxes on the loan, regardless of your age if you continue your repayments on time. In contrast, if you make a withdrawal from the Plan when you are under age 59½, you usually must pay a 10% Federal early withdrawal tax on the taxable amount withdrawn in addition to ordinary income taxes.
- When you repay the loan, both the principal and interest are returned to your Plan account.
- A loan deemed distributed will be treated as an outstanding loan when determining the number of loans you have outstanding and amount available for a loan.
- Taking a loan may affect your tax treatment when you leave the Company if you are planning to take an in-kind distribution of Marsh & McLennan Companies stock.
- Plan loan interest that you pay is not tax deductible.
- Loan proceeds are not eligible for rollover.
- Loans may not exceed \$50,000 (loans outstanding over the prior 12 months will be added back to determine whether this limit has been exceeded) or 50% of the VESTED value of your Plan account, whichever is less.
- You can only repay your loan on an after-tax basis. The amount of the loan and interest that you pay on your loan (and that is credited to your account) may not be tax-deductible and will be taxable to you when it is later distributed from the Plan; except to the extent the distribution includes your after-tax contributions. (You may want to consult with a tax professional.)
- You must continue to make loan repayments during a leave of absence, although special rules apply if you are on military leave.
- The loan must be repaid within 90 days if you terminate employment and if it is not, your outstanding loan balance will be treated as a distribution, your vested account balance will be reduced by the amount of the outstanding loan, and you will owe Federal income taxes on the unpaid balance of your loan (including interest) plus an additional 10% Federal early withdrawal tax if you are under age 59½ and one of the IRS exceptions does not apply to you.
- If your loan is deemed distributed due to non-payment, you will be liable for all taxes when you file your tax return. (You may want to consult with a tax professional.)

## Loan Terms

The Loan Administrator establishes rules for the loan program. Subject to those rules:

- you can take a loan for any reason.
- generally, the maximum length of your loan is 5 years; if the loan is for the purchase of a primary residence, the maximum length of the loan is 15 years.

- loan repayments are made by payroll deduction.
- interest rate is prime rate plus 1% based on the prime rate in effect at the time your loan is processed.
- there are no fees for taking a loan.

Your VESTED account balance is security (serves as collateral) for the loan. If you have any Roth 401(k) contributions and earnings (including rollover of Roth 401(k) contributions and earnings) and Roth catch-up contributions and earnings in the Plan, the amount will be applied as collateral for a loan but will not be a source of funds for the loan. Cashing your loan check binds you to the terms and conditions of the loan, the Loan Program and the Truth in Lending Disclosure Statement.

### **Maximum Number of Loans**

The number of loans that may be outstanding from the Plan at any one time is 2 loans.

A loan deemed distributed (for example, a loan is in DEFAULT beyond the 90 day cure period) will be treated as an outstanding loan when determining the number of loans you have outstanding and the amount available for a new loan.

### **Transfers**

If you transfer from Marsh & McLennan Companies, the number of loans outstanding under the Marsh & McLennan Companies 401(k) Savings & Investment Plan will be considered outstanding under this Plan.

### **Participants from Acquired Companies**

You are not eligible to apply for a loan from the Plan if you have an outstanding loan under the acquired company's defined contribution plan that has not been terminated and such loan has not been transferred to the Plan.

### **Available Loan Amount**

The minimum amount you may borrow is \$1,000; the most you may borrow, by law, is \$50,000 or 50% of the VESTED value of your Plan account, whichever is less.

If you have an outstanding Plan loan, the 50% maximum will be reduced by your current outstanding loan balance and the \$50,000 maximum will be reduced by the amount of your highest outstanding loan balance in the prior 12-month period.

You may have up to two loans outstanding that, in combination, do not exceed the maximum loan amount. If you request a loan amount that exceeds the amount available, your requested amount will be reduced to the maximum amount available as of the processing date.

### **Loan Repayment Summary**

The repayment terms for paying a loan from your MMA 401(k) Savings & Investment Plan account are listed below.

- Loan repayments, including principal and interest, begin on the next available payroll period depending upon when you applied for the loan.
- You repay your loan through payroll deductions. Your loan repayments, including principal and interest, are credited directly to your Plan account.
- If you are on an unpaid leave of absence, on long term disability, or transfer to a non-participating company, you must repay the loan during the period of your absence or with a non-participating company with a single certified check or money order or via direct debit from a checking or savings account. (Special rules may apply if you go on military leave). Each month, you will receive a loan letter, loan coupon and direct withdrawal form while you are on an unpaid leave of absence or approved for long term disability.
- You can repay your entire outstanding loan balance in full without penalty at any time via an Automated Clearing House (ACH) on [ibenefitcenter](https://colleagueconnect.mmc.com) or with a single certified check, or money order.
- You cannot make partial payments toward paying off your loan.
- If you terminate employment with the Company and all affiliated employers, you must repay the outstanding loan balance by single certified check or money order within 90 days of your termination date to avoid a loan DEFAULT.

To view your loan payments, go to Colleague Connect (<https://colleagueconnect.mmc.com>), click **Career & Rewards** and select **ibenefitcenter** under Resources.

## Applying for a Loan

You should review the Loan Program document in conjunction with requesting a loan. The Loan Program document can be found at Colleague Connect (<https://colleagueconnect.mmc.com>), click **Career & Rewards** and select **Career & Rewards Forms/Documents** under Resources. Then click **MMA 401(k) Savings & Investment Plan** under Investment & Retirement.

To apply for a loan any time, go to Colleague Connect (<https://colleagueconnect.mmc.com>), click **Career & Rewards** and select **ibenefitcenter** under Resources or call the EMPLOYEE SERVICE CENTER at +1 866 374 2662.

Loan requests submitted by 4 p.m. Eastern time will be processed the same day.

The loan check and Truth in Lending Disclosure Statement generally will be mailed within two business days after processing.

## Loan Defaults

Your outstanding loan balance will be considered to be in DEFAULT if:

- you breach a representation in the Promissory Note or make any false or misleading statement when you apply for the loan or
- you fail to timely make the loan repayments or
- you file for bankruptcy or
- it is determined by the Loan Administrator that your ability to repay the loan is substantially impaired.

## Consequences of Loan Default

If you DEFAULT on your loan and do not make up the missed payments within 90 days, your outstanding loan balance will be a deemed distribution, your VESTED account balance will be reduced by the amount of the outstanding loan as soon as permitted under the tax laws, and you will owe Federal income taxes on the unpaid balance of your loan (including interest) plus an additional 10% Federal early withdrawal tax if you are under age 59½ and no IRS exception applies to you.

In addition, the outstanding loan balance will be treated as a distribution when determining the number of loans you have outstanding and the amount available for a new loan. This can restrict your ability to take another loan in the future.

## Requesting a Loan

### *Modeling a Loan*

To model a loan, go to Colleague Connect (<https://colleagueconnect.mmc.com>), click **Career & Rewards** and select **ibenefitcenter** under Resources or call the EMPLOYEE SERVICE CENTER at +1 866 374 2662.

When you model a loan, you provide certain information and get back the complete details on the modeled loans. For example, by entering the amount you want to borrow and the term of the loan, you find out what the resulting repayment amount will be per pay period for that particular loan.

### *How to Apply*

To request a loan, go to Colleague Connect (<https://colleagueconnect.mmc.com>), click **Career & Rewards** and select **ibenefitcenter** under Resources. You can also request a loan by calling the Employee Service Center at +1 866 374 2662.

You will not have to complete a form to request your loan. In other words, this is a paperless loan application. You must read the Loan Program document prior to receiving a loan and by requesting the loan you are affirming that you have done so. The Loan Program document can be found at Colleague Connect (<https://colleagueconnect.mmc.com>), click **Career & Rewards** and select **Career &**

**Rewards Forms/Documents** under Resources. Then click **MMA 401(k) Savings & Investment Plan** under Investment & Retirement.

You may apply for a loan if you are an active participant who has a VESTED account balance in the Plan and are receiving regular paychecks from the Company or its affiliates or are on an approved unpaid leave of absence from the Company. By applying for a loan, you are certifying that the proposed borrowing is for your own purposes and not for the benefit of any other party-in-interest to the Plan (such as an employer or a Plan fiduciary). The number of loans that may be outstanding from the Plan at any one time is two loans. If you transfer from Marsh & McLennan Companies, the number of your loans outstanding from under the Marsh & McLennan Companies 401(k) Savings & Investment Plan will be considered outstanding under this Plan. You are not eligible to apply for a loan from the Plan if you have an outstanding loan(s) from the Marsh & McLennan Companies 401(k) Savings & Investment Plan.

Loans are processed daily. Loan requests must be received by 4 p.m. Eastern time to be processed the same day. To request a loan, go to Colleague Connect (<https://colleagueconnect.mmc.com>), click **Career & Rewards** and select **ibenefitcenter** under Resources call the Employee Service Center at +1 866 374 2662.

If you change your mind about a loan requested prior to 4 p.m., you must cancel the loan transaction by 4 p.m. Eastern time the same day you requested the loan. If you submitted the loan request after 4 p.m., you have until 4 p.m. the next business day to cancel the transaction. You may cancel the loan transaction by calling the Employee Service Center at +1 866 374 2662. If you do not timely cancel the loan transaction, the loan will be processed and you must begin loan repayments (note that you may repay the loan in full at any time).

The available loan amount is based on your vested account balance as of the day the loan is processed.

The loan check and Truth in Lending Disclosure Statement generally will be mailed to your address of record two business days after your loan is processed. By signing the check, you are agreeing to the terms of the Truth-in-Lending Disclosure statement and the Loan Program.

### ***Loan Check Delivery***

The loan check and Truth in Lending Disclosure Statement generally will be mailed to your address of record two business days after your loan is processed. By signing the check, you are agreeing to the terms of the Truth-in-Lending Disclosure statement and the Loan Program.

## **Home Purchase Loan**

### ***Home Loan Interest Not Deductible***

The interest portion of repayments on a home loan from the Plan is not tax deductible, since loans from the Plan are not mortgage loans. In fact, you may not have a deduction

available for interest payments on other types of Plan loans. (You may want to consult with a tax professional.)

### ***Proof of Home Purchase***

By applying for the loan you are certifying that the loan will be used to purchase your primary residence; second homes and homes for family members do not qualify. A loan **will not qualify unless** you have closed on your primary residence within the last 90 days or expect to close on your residence within the next 90 days. If it is subsequently learned that your loan is not for a valid primary residence, your loan will become a taxable distribution.

To request a home loan, go to Colleague Connect (<https://colleagueconnect.mmc.com>), click **Career & Rewards** and select **ibenefitcenter** under Resources or call the EMPLOYEE SERVICE CENTER at +1 866 374 2662.

### **Loan Taxes**

When you take a loan from the Plan, it is not taxed. However, if your loan goes into DEFAULT and you do not make up the payments within 90 days your outstanding loan balance will be a deemed distribution, your VESTED account balance will be reduced by the amount of the outstanding loan as soon as permitted under the tax laws, and you owe Federal income taxes on the unpaid balance of your loan (including interest). Plus, you may owe an additional 10% Federal early withdrawal tax if you are under age 59½ and no IRS exceptions apply to you.

### ***Loan Repayment on an After-tax Basis***

You can only repay your loan on a traditional after-tax basis. The amount of the loan and interest that you pay on your loan (and that is credited to your account) may not be tax-deductible and will be taxable to you when it is later distributed from the Plan, except to the extent the distribution includes your after-tax contributions. (You may want to consult with a tax professional.)

### **Available Loan Amounts**

There are legal limits, plan limits and restrictions that apply to the amount you may borrow from your account and the number of loans you may have as outstanding. **You can borrow only up to 50% of your VESTED account balance but no more than \$50,000.** Loans outstanding over the prior 12 months will be added back to determine if the \$50,000 limit is exceeded.

A loan that is deemed distributed due to the failure to meet the loan repayment schedule will be treated as an outstanding loan when determining the number of loans outstanding and the amount available for a loan. This can restrict your ability to take another loan in the future.

### **Transfers**

For purposes of determining your vested account balance, the Plan will also take into account your vested account balance in the Marsh & McLennan Companies 401(k) Savings & Investment Plan.

A participant can have a maximum of 2 loans from all TAX-QUALIFIED PLANS of companies in the Marsh & McLennan Companies controlled group (including MMA) outstanding at the same time. If you have an outstanding loan from the Marsh & McLennan Companies 401(k) Savings & Investment Plan, you cannot take out a loan from the Plan until the Marsh & McLennan Companies 401(k) Savings & Investment Plan loan is paid off.

### ***How Loan Is Taken from Account***

Distribution of proceeds of your loan will be charged pro rata from funds in which your available vested account balance are invested under the Plan. The basic hierarchy for money types used to take a loan is as follows:

- before-tax contributions
- ROLLOVER CONTRIBUTIONS
- Special Company Contributions
- Safe Harbor Match\*\*\*
- CSI ER ESOP Merge\*\*\*
- profit sharing prior plan contributions\*\*\*
- Company matching contributions
- prior plan company matching contributions\*\*\*
- performance-based Company matching contributions\*\*\*
- after-tax contributions
- Additional Company Matching Contributions (if any) \*, \*\*\*

\* Additional Company Matching Contributions are the 28<sup>1</sup>/<sub>3</sub>% match made prior to January 1, 2006 in the Marsh & McLennan Companies 401(k) Savings & Investment Plan to participants who met certain age and Plan participation requirements.

\*, \*\*\* These accounts may pertain to employees that transferred along with their Marsh & McLennan Companies 401(k) Savings & Investment Plan accounts from Marsh & McLennan Companies to MMA.

If you have any Roth 401(k) contributions and earnings (including rollover of Roth 401(k) contributions and earnings) and Roth catch-up contributions and earnings in the Plan, the amount will be applied as collateral for a loan but will not be a source of funds for the loan.

All available loans must be taken prior to a Financial Hardship Withdrawal.

### ***Minimum Loan Amount***

The minimum loan amount is \$1,000.

### **Loan Repayments**

You repay your loan through payroll deductions. Your loan repayments, including principal and interest, are credited directly to your Plan account.

### ***Start of Loan Repayments***

Your loan repayments will usually begin in the next available pay period, depending upon when you applied for the loan.

### ***Investment of Repayments***

Loan repayments are reinvested in the same manner as your current contributions to the Plan. If you are not currently contributing, your loan repayments are reinvested based on your last contribution investment direction elections.

### ***Crediting Repayments to Accounts***

Your loan repayments are credited to your account in the same source proration in which the loan was issued.

### ***Partial Loan Payments***

Each payment must be for the full amount due for that payroll period. If a full payment can't be taken from your paycheck, you will be notified and will be required to remit a single certified check, or money order for the balance.

### ***Additional Loan Payments***

You cannot make additional payments toward paying off your loan, but you can repay your loan in full at any time.

### ***Paying Off a Loan***

You can repay your entire loan balance at any time via Automated Clearing House (ACH) on [ibenefitcenter](#) or with a single certified check, or money order. When you pay off your loan, you have to wait until the loan payoff has been posted to the account before you can apply for another. Payments received by 4 p.m. Eastern time will be processed the same day. There is no penalty if you repay your entire outstanding loan early.

### ***Loan Pay-off Amount***

You must contact the EMPLOYEE SERVICE CENTER at +1 866 374 2662 to learn your loan pay-off amount.

## **Repaying Loan When Not Working**

### ***While on Vacation/Paid Leave of Absence***

Loan repayments will continue to be taken from your paycheck while you are on vacation/paid leave of absence.

### ***While on Unpaid Leave of Absence***

While you are on an unpaid leave of absence, you have to make loan repayments. You can continue to make loan repayments by:

- single certified check.
- money order.
- direct debit from checking or savings account.

If you do not make loan repayments as scheduled or otherwise are in DEFAULT, your outstanding loan balance will be deemed a distribution, your VESTED account balance will be reduced by the amount of the outstanding loan as soon as permitted under the tax laws, and you will owe Federal income taxes on the unpaid balance of your loan (including interest) plus an additional 10% Federal early withdrawal tax if you are under age 59½ and no IRS exception applies to you.

### ***While on Military Leave of Absence***

While you are on a military leave of absence, you can continue to make loan repayments by:

- single certified check.
- money order.
- direct debit from checking or savings account.

Alternatively, you can suspend payments for the duration of your leave. If you suspend payments, interest continues to accrue during the leave. A maximum interest rate cap imposed under Federal law could apply if you are on a military leave of absence.

### ***While on Long Term Disability***

While you are on long term disability, you have to make loan repayments if you retain a Plan balance. You can make monthly loan repayments by single certified check, money order or via direct debit from a checking or savings account. If you don't make loan payments as scheduled or repay the entire loan within 90 days of qualifying for long term disability, your outstanding loan balance will be a deemed distribution, your vested account balance will be reduced by the amount of the outstanding loan as soon as permitted under the tax laws, and you will owe Federal income taxes on the unpaid balance of your loan (including interest) plus an additional 10% Federal early withdrawal tax if you are under age 59½ and no IRS exception applies to you. There is a disability exception which may apply. You may want to consult with a tax professional.

## ***When You Leave the Company***

If you terminate employment with the Company and all affiliated employers, including by retirement, you are eligible for a final distribution or you may elect to leave your balance in the Plan. Either way, you must repay the outstanding loan balance via Automated Clearing House (ACH) on ibenefitcenter or by certified check, or money order within 90 days of your termination (including retirement) date.

If you leave your balance in the Plan and do not repay the loan within 90 days of your termination date, your outstanding loan balance will be treated as a distribution, your vested account balance will be reduced by the amount of the outstanding loan, and you will incur Federal taxes on the unpaid balance of your loan (including interest) plus an additional 10% Federal early withdrawal tax if you are under age 59½ unless an IRS exception applies to you.

If you request a final distribution of your account, Federal tax will be withheld based on the unpaid balance of your loan unless you repay the loan within 90 days of your termination and elect a direct rollover.

If you would like to pay off your outstanding loan, call the EMPLOYEE SERVICE CENTER at +1 866 374 2662 for the pay off amount.

## ***When You Die***

If you die with an outstanding loan, the loan is immediately due and payable. Your BENEFICIARY must repay the outstanding balance in full within 90 days from your date of death. If there are multiple beneficiaries, each beneficiary will be responsible for his or her share of the outstanding loan. If the beneficiary fails to repay the loan, the outstanding loan balance will reduce the distribution otherwise payable from the Plan. Beneficiaries should consult with a tax professional about their individual situations.

## **Leaving the Company**

### ***Distribution Eligibility***

You are entitled to the VESTED value of your Plan account, less any outstanding loan balance when you:

- retire.
- terminate employment with MMA and its affiliates and Marsh & McLennan Companies and its affiliates.
- are disabled as determined under MMA's procedures.
- die (your BENEFICIARY will receive your account).

You are always 100% vested in the value of your employee contributions.

Your Company Matching Contribution account is subject to a vesting schedule. However, regardless of your years of VESTING SERVICE, you are 100% vested in the value of Company matching contributions when:

- you attain age 65 (reach normal retirement age) while employed by the Company or Marsh & McLennan Companies.
- are disabled as determined under MMA's procedures.
- you die (while employed by the Company or Marsh & McLennan Companies).
- the Plan is terminated in full or there is a partial termination that affects you. (You will be notified if this occurs.)

## Leaving Your Money in the Plan

If you leave the Company and all affiliated employers and your VESTED account balance is greater than \$1,000, you may leave your money in the Plan until April 1<sup>st</sup> of the year following the calendar year in which you attain age 70½ or, if later, the April 1<sup>st</sup> of the calendar year following the calendar year in which you terminated employment at which time distributions must begin.

As a terminated employee, go to Connect (<https://connect.mmc.com>), select a **region** and click **ibenefitcenter** to complete Plan transactions and obtain forms.

While your money remains in the Plan, you can:

- reallocate the balance of your account among different investment options.
- substitute one investment option for another (a "fund-to-fund transfer").
- request a partial distribution.

While your money remains in your account, your account balance will continue to be affected by the investment performance of the investment options you elected for your account.

If your money remains in the Plan, you cannot take a new loan from your account. If you have a loan outstanding when you leave the Company or Marsh & McLennan Companies and you choose to leave your money in the Plan, your loan will be considered payable in full and taxable unless you repay it within 90 days from your date of termination.

## Taxes When Taking a Distribution

In general, the taxable money you receive from the Plan is subject to ordinary income taxes when received. If you made traditional after-tax contributions, that portion of a distribution representing a return of those contributions (exclusive of earnings) is non-taxable. Generally, the remainder of the distribution is taxable, including any investment earnings on traditional after-tax contributions included in the distribution.

However, special tax treatment is available for a lump sum that includes Marsh & McLennan Companies stock.

If you have made Roth 401(k) and/or Roth catch-up contributions to the Plan, a qualified distribution from your Roth account is fully excludable from gross income. To be a qualified distribution, the distribution must be made after you reach age 59½ or on account of disability or death AND your initial Roth contribution has been in the Plan for at least 5 taxable years.

You should read the IRS Special Tax Notice Regarding Plan Payments before making your distribution decision. It explains rollover rules, withholding rules and other important tax rules. You will receive this notice at the time you qualify for a distribution.

If your distribution is eligible for rollover to a traditional IRA, Roth IRA or another employer's TAX-QUALIFIED PLAN, you may request a direct trustee-to-trustee rollover to that plan. Otherwise, the taxable portion of your distribution will be subject to mandatory 20% Federal income tax withholding and may be subject to other state and local taxes.

There is a special withholding exception for distributions made entirely in shares of Marsh & McLennan Companies stock: no tax will be withheld even if you choose not to roll the shares over and no shares of Marsh & McLennan Companies stock will be required to be sold to pay withholding. If your distribution is part shares of Marsh & McLennan Companies stock and part cash, and you choose not to roll it over, the 20% withholding will be determined on the taxable portion of the distribution (taking into account deferral of tax on unrealized appreciation) and taken only from the cash portion paid to you.

If your distribution is not eligible for rollover to a traditional IRA, Roth IRA or another employer's tax-qualified plan (e.g., if you take a hardship distribution), the distribution will be subject to voluntary Federal income tax withholding. If you do not make an election, 10% Federal income tax withholding will apply.

Taxable distributions may be subject to an additional 10% Federal early withdrawal tax unless you:

- receive the distribution on or after you reach age 59½.
- leave the Company or Marsh & McLennan Companies and receive the distribution on or after reaching age 55.
- use the distribution for a tax deductible medical expense.
- are totally and permanently disabled (as defined by the Internal Revenue Code).
- are an alternate payee and receive a distribution pursuant to a QUALIFIED DOMESTIC RELATIONS ORDER (QDRO).
- receive a distribution as a BENEFICIARY.

- are paid in substantially equal installments over your lifetime or over your and your beneficiary's lifetimes.

As long as you maintain a balance in the Plan, you will need to let the EMPLOYEE SERVICE CENTER at +1 866 374 2662, know of address changes so that account statements are properly directed.

This is only a summary of current law and not personal tax advice. Tax laws change frequently. You should consult with a tax professional to find out exactly what taxes you will have to pay.

## Reporting a Change in Address

You must report your address change to the EMPLOYEE SERVICE CENTER at +1 866 374 2662.

## How Benefits Are Paid

### *Distribution Options*

If your VESTED account balance exceeds \$1,000, the following forms are available:

<b>Reason for leaving</b>	<b>Payment forms</b>
Retirement or termination of employment with the Company and all affiliated employers on or after age 55	<p>You may elect:</p> <ul style="list-style-type: none"> <li>▪ distribution of your current balance in Marsh &amp; McLennan Companies stock for investments in the MMC Stock Fund and/or in cash for other investments.</li> <li>▪ distribution of the value of your current balance in a one-time lump sum cash payment.</li> <li>▪ distribution of the value of a specified whole percentage of any MMC Stock Fund balance in Marsh &amp; McLennan Companies stock and simultaneous distribution of the remainder of your MMC Stock Fund and current mutual fund balances in cash.</li> <li>▪ distribution of the value of your after-tax contributions in a one-time lump sum cash payment and simultaneous distribution of the remainder of your current balance in Marsh &amp; McLennan Companies stock for investments in the MMC Stock Fund and cash for other investments.</li> <li>▪ distribution in periodic cash installments.</li> <li>▪ a percentage of your current balance as a one-time lump sum payment and the remainder in installments (cash installments will be suspended if you are rehired).</li> <li>▪ a percentage or specific dollar amount of your current balance.</li> </ul> <p>INSTALLMENT payments are monthly, quarterly, semi-annual or annual and cannot exceed your life expectancy.</p>

Reason for leaving	Payment forms
Disability / Termination before age 55	<p>Lump sum is the only permissible distribution form.</p> <ul style="list-style-type: none"> <li>▪ Lump sum distributions over \$1,000 are made in Marsh &amp; McLennan Companies stock in kind (for investments in the MMC Stock Fund), or cash for other investments (mutual funds).</li> <li>▪ Lump sum distributions up to \$1,000 will be made in cash unless you elect distribution in Marsh &amp; McLennan Companies stock for investments in the MMC Stock Fund.</li> </ul>
Death	<p>If your account balance is more than \$1,000, your BENEFICIARY may take an immediate distribution or leave the account in the Plan. The maximum period your beneficiary may leave the account in the Plan depends on whether or not your beneficiary is your surviving spouse.</p> <p>If your beneficiary is your surviving spouse, he or she may:</p> <ul style="list-style-type: none"> <li>▪ elect a lump sum distribution, which he or she may direct as a rollover into his or her own traditional IRA, Roth IRA or employer's TAX-QUALIFIED PLAN, at any time up until the April 1<sup>st</sup> following the calendar year in which you (not your spousal beneficiary) would have attained age 70½.</li> <li>▪ elect installment distributions, over a period of years, not to exceed your spouse's life expectancy, beginning no later than the April 1<sup>st</sup> following the calendar year in which you (not your spousal beneficiary) would have attained age 70½, which are eligible for direct rollover into your spouse's IRA or employer's tax-qualified plan.</li> <li>▪ elect a lump sum distribution on a percentage of the account balance, and installment distributions on the remainder over a period of years, not to exceed your spouse's life expectancy, beginning no later than the April 1<sup>st</sup> following the calendar year in which you (not your spousal beneficiary) would have attained age 70½ (the immediate payment in cash; installments in cash).</li> </ul> <p>If your beneficiary is not your surviving spouse, he or she may:</p> <ul style="list-style-type: none"> <li>▪ elect a lump sum distribution, which is eligible for direct rollover into a traditional IRA or Roth IRA, at any time within five years of your death.</li> <li>▪ elect installment distributions, beginning no later than 11 months after the election has been filed, and ending within five years of your death.</li> </ul> <p>If your account balance is \$1,000 or less, your account balance will be distributed automatically, and applicable taxes withheld, unless your beneficiary is eligible for and makes a direct rollover or another distribution election.</p>

If you were already receiving installments before your death, those installment payments will be paid to your beneficiary, unless your beneficiary elects a lump sum distribution.

Participants who previously elected installments may elect a lump sum distribution at any time by submitting a Benefit Distribution Form.

## Direct Deposit

Retired participants and beneficiaries can elect to have installments directly deposited into a personal bank account (checking or savings). There is no direct deposit for a lump sum payment. If you have a change to your financial institution to where your installments should be directly deposited, you will need to complete and submit the *Electronic Funds Transfer Authorization Change Form*. You can obtain a form online by going to Connect (<https://connect.mmc.com>). Select a **region** and click **ibenefitcenter**.

## Distribution Delivery

A completed form that is received in good order by 4 p.m. Eastern time will be processed the same day. As a terminated employee, you may obtain Benefit Distribution Forms by going to Connect (<https://connect.mmc.com>). Select a **region** and click **ibenefitcenter**. You can also call the EMPLOYEE SERVICE CENTER at +1 866 374 2662 to request a form.

Your distribution will be made in accordance with your elections on your Benefit Distribution Form.

## Stock Distributions

The NORMAL FORM of payment under the MMA 401(k) Savings & Investment Plan for VESTED accounts over \$1,000 is:

- in-kind distribution of whole shares from the MMC Stock Fund,
- and cash representing the value of other investments.

This means that you would receive whole shares of Marsh & McLennan Companies stock from the MMC Stock Fund, and a check for the value of other investments, as well as a check for any fractional shares of Marsh & McLennan Companies stock.

If your vested account does not exceed \$1,000, even if you are invested in the MMC Stock Fund, your distribution will be made by check unless you request a distribution in Marsh & McLennan Companies stock.

## Resale Restrictions

If you are an “affiliate” of Marsh & McLennan Companies at the time you receive a distribution under the Plan in the form of shares of Marsh & McLennan Companies stock, your ability to resell those shares may be restricted. In order to resell such shares, you will be required either to observe the resale limitations of Rule 144 of the Securities Act of 1933, as amended (the Securities Act) or offer your shares for resale in compliance with another applicable exemption from the registration requirements of the Securities Act.

An “affiliate” is defined, for purposes of the Securities Act, as a person who directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, Marsh & McLennan Companies. A “person” is defined to include

any relative or spouse of the person and any relative of the person's spouse who has the same home as the person, any trust, estate, corporation or other organization in which the person or any of the foregoing persons has collectively more than a 10 percent beneficial interest, and any trust or estate for which the person or any of the foregoing persons serves as trustee, executor or in any similar capacity.

A person "controls, is controlled by, or is under common control with" Marsh & McLennan Companies when that person directly or indirectly possesses the power to direct or cause the direction of the management and policies of Marsh & McLennan Companies whether through the ownership of voting securities, by contract or otherwise.

## When Benefits Are Paid

### *Disabled*

If you become disabled as determined under MMA's procedures, you can elect to receive a distribution of your account by completing a Disability Withdrawal Form.

Disability Withdrawal Forms may be obtained online at Colleague Connect (<https://colleagueconnect.mmc.com>). Click **Career & Rewards** and select **Career & Rewards Forms/Documents** under Resources. Then click **MMA 401(k) Savings & Investment Plan** under Investment & Retirement. You can also call the Employee Service Center at +1 866 374 2662 to request a form.

You will be 100% VESTED in your Company Matching Contribution account when you are considered disabled as determined under MMA's procedures.

### **Automatic Distributions**

If your VESTED account balance is \$1,000 or less when you leave MMA or Marsh & McLennan Companies, you will automatically receive a distribution. Lump sum distributions of \$1,000 or less are generally made by check, but you may request an in-kind distribution in Marsh & McLennan Companies stock instead of a check, to the extent your account is invested in the MMC Stock Fund. If no election is made, the distribution will be made by check.

Accounts with vested balances that are less than \$1,000 will be automatically paid out during each calendar quarter process. If you want to roll over the distribution to a traditional IRA, Roth IRA or another employer's TAX-QUALIFIED PLAN, a Benefit Distribution Form must be returned within 30 days from the postmark date of the Termination Kit. Otherwise, the account if still under \$1,000 will be paid out during the quarterly process by check and taxes will be withheld. If no form is received within 30 days from the postmark date of the Termination Kit and your account balance exceeds \$1,000, your account will not be paid out automatically. You may request a distribution at any time. If you fail to request a distribution and your account balance falls below the \$1,000 threshold during the next calendar quarter process, your account will be automatically distributed.

If your vested account balance is greater than \$1,000, you may elect to take a distribution or leave your balance in the Plan. However, you may not leave your balance in the Plan beyond the April 1<sup>st</sup> of the calendar year following the calendar year in which you attain age 70½ or in which you terminate employment, if later, at which time distributions must begin. If you leave your balance in the Plan, your account balance will continue to be affected by the investment performance of the investment options you select.

## Required Minimum Distribution

A Required Minimum Distribution (“RMD”) is a minimum annual distribution from the Plan. The Internal Revenue Code requires that retired or terminated participants that attain age 70½ must receive an RMD from the Plan each year. The first RMD must be received no later than the April 1<sup>st</sup> following the calendar year in which you attain age 70½ or if later, the calendar year following your retirement or termination of employment.

If you do not complete and return the Required Minimum Distributions Form and Benefit Distribution Form as instructed, the balance in your account under the Plan, including any amount invested in the MMC Stock Fund, will be distributed to you by check and taxes will be withheld.

## Requesting a Required Minimum Distribution

Following the attainment of age 70½ and your termination of employment/retirement with MMA or Marsh & McLennan Companies, you will be sent a letter along with a Required Minimum Distribution Form. Once this letter is received you must complete the Required Minimum Distribution Form and return it as instructed.

To request a full or partial distribution of your account under the Plan, in a lump sum or installments (if applicable), you need to complete a Benefit Distribution Form.

## Taxes on Required Minimum Distributions

An RMD is not an eligible rollover distribution. If you elect periodic payments expected to last for a period of 10 years or more, Federal income tax will be withheld as if the distribution was a payment of wages to you and you were married claiming three withholding allowances. If you request a lump sum payment or partial distributions from your account expected to last for a period that is less than 10 years, than voluntary 10% Federal income tax withholding will apply to the RMD portion of your distribution.

If you elect not to have withholdings apply, you are still liable for any Federal income taxes due on the taxable portion of your distribution, and you could incur penalties if your withholding or estimated tax payments for the year are not enough.

## Applying for Benefit

### *How to Apply for Distributions*

Your distribution will be processed after you complete a Benefit Distribution Form. You can obtain a form online. If you are an active employee, go to Colleague Connect

(<https://colleagueconnect.mmc.com>), click **Career & Rewards** and select **Career & Rewards Forms/Documents** under Resources. Then click **MMA 401(k) Savings & Investment Plan** under Investment & Retirement. If you are a terminated employee, go to Connect (<https://connect.mmc.com>), select a **region** and click **ibenefitcenter**.

You may elect to receive a distribution of your account in any of the forms specified in "Distribution options." Forms received in good order by 4 p.m. Eastern time will be processed the same day.

If you are an active employee and you want to reallocate your account balance before requesting a final distribution of your account; go to Colleague Connect (<https://colleagueconnect.mmc.com>), click **Career & Rewards** and select **ibenefitcenter** under Resources or call the EMPLOYEE SERVICE CENTER at +1 866 374 2662.

If you are a terminated employee and you want to reallocate your account balance before requesting a final distribution of your account; go to Connect (<https://connect.mmc.com>), select a **region** and click **ibenefitcenter**.

## Spouse Consent

You do not need your spouse's consent to get your benefit. However, if you are married, you will need your spouse's written, notarized consent in order to designate someone other than your spouse as your primary BENEFICIARY.

## Rollovers Out of the Plan

In general, you can roll over all or a portion of your withdrawal or distribution except for:

- required minimum distributions (RMDs).
- installments paid over 10 years or more.
- Financial Hardship Withdrawals.
- corrective distributions of amounts in excess of legal limits.

## How to Apply for a Rollover

When you request a distribution, you can request a "direct rollover" - a trustee-to-trustee transfer from this Plan to a traditional IRA, Roth IRA or another eligible employer TAX-QUALIFIED PLAN.

You can request a rollover by completing a Benefit Distribution Form. The forms can be obtained online. If you are an active employee, go to Colleague Connect (<https://colleagueconnect.mmc.com>), click **Career & Rewards** and select **Career & Rewards Forms/Documents** under Resources. Then click **MMA 401(k) Savings & Investment Plan** under Investment & Retirement. If you are a terminated employee, go to Connect (<https://connect.mmc.com>), select a **region** and click **ibenefitcenter**. Complete and return the form as the form instructs.

Your rollover check will be mailed to your address on file. You are responsible for submitting the check to the rollover institution.

### ***Wire Transfers Out***

This Plan does not allow wire transfers. If any portion of your account is invested in the MMC Stock Fund and you chose an in-kind distribution, you can have the shares of stock electronically transferred via the Depository Trust Corporation.

### ***Stock Distributions***

You can roll over a Marsh & McLennan Companies stock distribution to a self-directed a traditional IRA, Roth IRA or another employer's tax-qualified plan; although you should first confirm that the traditional IRA, Roth IRA or other plan will accept shares of Marsh & McLennan Companies common stock.

Note that, by rolling your stock distribution to a traditional IRA, Roth IRA or another plan, you may lose special tax treatment available for Marsh & McLennan Companies stock.

### **Distributions Including Outstanding Loans**

If your distribution includes an outstanding loan balance, your outstanding loan balance will be a deemed distribution, your VESTED account balance will be reduced by the amount of the outstanding loan and you will be subject to applicable taxes and penalties.

You can avoid owing taxes on the taxable portion of your distributed loan balance if you repay it and then roll over the entire amount.

## **How Benefits Are Taxed**

### ***Taxes on Contributions***

You can contribute to this Plan on a before-tax, Roth 401(k) and/or a traditional after-tax basis. Both before-tax and after-tax contributions are subject to Social Security and Medicare taxes.

### **Effect on Your Paycheck**

The amount you contribute to the Plan on a before-tax basis comes out of your paycheck before withholding for Federal income taxes, so your Federal income tax withholding is calculated based on a lower amount. For that reason, your take-home pay is higher when you save on a before-tax basis than it would be if you saved on a traditional after-tax basis.

### **Taxes When Taking a Distribution**

In general, the taxable money you receive from the Plan is subject to ordinary income taxes when received. If you made traditional after-tax contributions, that portion of a distribution representing a return of those contributions (exclusive of earnings) is non-taxable. Generally, the remainder of the distribution is taxable, including any investment earnings on after-tax contributions included in the distribution.

However, special tax treatment is available for a lump sum that includes Marsh & McLennan Companies stock.

You should read the IRS Special Tax Notice Regarding Plan Payments before making your distribution decision. It explains rollover rules, withholding rules and other important tax rules. You will receive this notice at the time you qualify for a distribution.

If your distribution is eligible for rollover to a traditional IRA, Roth IRA or another employer's TAX-QUALIFIED PLAN, you may request a direct trustee-to-trustee rollover to that plan. Otherwise, the taxable portion of your distribution will be subject to mandatory 20% Federal income tax withholding and may be subject to other state and local taxes.

There is a special withholding exception for distributions made entirely in shares of Marsh & McLennan Companies stock: no tax will be withheld even if you choose not to roll the shares over and no shares of Marsh & McLennan Companies stock will be required to be sold to pay withholding. If your distribution is part shares of Marsh & McLennan Companies stock and part cash, and you choose not to roll it over, the 20% withholding will be determined on the taxable portion of the distribution (taking into account deferral of tax on unrealized appreciation) and taken only from the cash portion paid to you.

If you have made Roth 401(k) and/or Roth catch-up contributions to the Plan, your tax basis for qualified Roth 401(k) and/or Roth catch-up distributions that include Marsh & McLennan Companies stock is the fair market value of the distributed shares at the time of the distribution. In the case of a non-qualified Roth 401(k) and/or Roth catch-up distribution that includes Marsh & McLennan Companies stock, the net unrealized appreciation (NUA) is not included in the tax basis of the distributed shares and is treated as a capital gain to the extent realized in a later sale of the stock. The NUA is excludable from your income at the time of the distribution.

If your distribution is not eligible for rollover to a traditional IRA, Roth IRA or another employer's tax-qualified plan (e.g., if you take a hardship distribution), the distribution will be subject to voluntary Federal income tax withholding. If you do not make an election, 10% Federal income tax withholding will apply.

Taxable distributions may be subject to an additional 10% Federal early withdrawal tax unless you:

- receive the distribution after you reach age 59½.
- leave the Company and all affiliated companies and receive the distribution on or after reaching age 55.
- use the distribution for a tax deductible medical expense.
- are totally and permanently disabled (as defined by the Internal Revenue Code).
- are an alternate payee and receive a distribution pursuant to a QUALIFIED DOMESTIC RELATIONS ORDER (QDRO).

- are paid in substantially equal installments over your lifetime or over your and your BENEFICIARY's lifetimes.
- are a surviving spouse or other beneficiary.

As long as you maintain a balance in the Plan, you will need to let the EMPLOYEE SERVICE CENTER at +1 866 374 2662 know of address changes so account statements are properly directed.

This is only a summary of current law and not personal tax advice. Tax laws change frequently. You should consult with a tax professional to find out exactly what taxes you will have to pay.

## **Tax Treatment of an In-Kind Distribution of Marsh & McLennan Companies Stock**

### ***Special Tax Treatment of In-Kind Distributions***

You can choose to receive all or part of the value of your MMC Stock Fund investment in the form of shares of Marsh & McLennan Companies stock or in cash. A distribution in shares, called an in-kind distribution, offers Federal tax treatment that could be more favorable, in certain circumstances, than the tax treatment generally available for other distributions.

To qualify for this special tax treatment, you must receive a lump sum distribution of your entire account balance, either entirely in Marsh & McLennan Companies stock or in a combination of Marsh & McLennan Companies stock and cash (partial distributions and INSTALLMENT payments do not qualify for this special tax treatment). Also, the distribution must be made because you have terminated employment with the Company and its affiliates, attained the age 59½ or died. The special tax treatment for in-kind distributions applies only to Marsh & McLennan Companies stock portion of the distribution and only if you don't roll over that portion to a traditional IRA, Roth IRA or another employer's TAX-QUALIFIED PLAN.

In the year you receive an in-kind distribution, you pay tax only on the portion of the distribution representing the cost of Marsh & McLennan Companies shares, which is known as your "cost basis". Your aggregate cost basis in Marsh & McLennan Companies shares is shown on your quarterly account statements.

You may postpone paying tax on any increase in the value of Marsh & McLennan Companies shares above your cost basis, called "net unrealized appreciation". When you sell Marsh & McLennan Companies shares - either immediately after distribution or sometime later - you pay tax on the net unrealized appreciation at long-term capital gains rates which are lower than ordinary income tax rates.

For example, if Marsh & McLennan Companies common stock was allocated to your MMA 401(k) Savings & Investment Plan account when the stock was worth \$50,000 (your cost basis), and the stock is worth \$80,000 (market value) when you take your distribution, you would not be liable for tax on the \$30,000 increase in value (the net

unrealized appreciation) until you sell the stock at which time it would be taxed at long-term capital gains rates. Any post-distribution gains (e.g., if the stock value increases above \$80,000 after the distribution date) may or may not qualify as long-term capital gains, depending on how long you hold the stock after the distribution date.

If you have made Roth 401(k) and/or Roth catch-up contributions to the Plan, your tax basis for qualified Roth 401(k) and/or Roth catch-up distributions that include Marsh & McLennan Companies stock is the fair market value of the distributed shares at the time of the distribution. In the case of a non-qualified Roth 401(k) and/or Roth catch-up distribution that includes Marsh & McLennan Companies stock, the net unrealized appreciation (NUA) is not included in the tax basis of the distributed shares and is treated as a capital gain to the extent realized in a later sale of the stock. The NUA is excludable from your income at the time of the distribution.

If Marsh & McLennan Companies shares decline in value between the date you receive them and the date you sell them, the loss reduces the amount of net unrealized appreciation that is taxed at long-term capital gains rates. If the shares decline below your cost basis, you will have a capital loss when you sell them (either long-term or short-term, depending on whether you have held the shares for at least 12 months).

Note that the special rules apply to withdrawals or distributions of Marsh & McLennan Companies stock purchased with after-tax contributions; these amounts may qualify for the special treatment described above, even if you do not receive a lump sum distribution of your entire balance.

### ***Take Time to Consider***

Taking an in-kind distribution is a personal decision and many variables can affect your tax liability. For more information about Plan distributions generally, you may want to read the IRS Special Tax Notice Regarding Plan Payments. In any event, since this tax information is not, nor is it intended to be, tax advice tailored for any individual employee, you may want to consult a tax professional.

## **In Case of Divorce**

### ***Qualified Domestic Relations Order***

A “qualified domestic relation order” (QDRO) is a “domestic relations order” (DRO) that creates, or recognizes the existence of, the right of an “alternate payee” (former spouse, child(ren) or other dependent(s)) to receive all or a part of your VESTED account balance under the Plan.

A DRO is a judgment (generally issued by the court to be recognized as a DRO under ERISA), decree, or order that relates to the provision of child support, alimony payments, or marital property rights for the benefit of a spouse, former spouse, child, or other dependent.

The Plan has to honor any DRO relating to your Plan benefit as long as it complies with the QDRO Guidelines of the Plan and applicable legal requirements. You may obtain a

copy of the QDRO Guidelines online. If you are an active employee, go to Colleague Connect (<https://colleagueconnect.mmc.com>), click **Career & Rewards** and select **Career & Rewards Forms/Documents** under Resources. Then click **MMA 401(k) Savings & Investment Plan** under Investment & Retirement. If you are a terminated employee, go to Connect (<https://connect.mmc.com>), select a **region** and click **MMA 401(k) Savings & Investment Plan** under Investment & Retirement. A DRO must contain the following information to qualify as a QDRO acceptable under the Plan and ERISA.

- the name, Social Security Number, and last known mailing address of the participant and each alternate payee.
- the full name of the Plan (Marsh & McLennan Agency 401(k) Savings & Investment Plan).
- the full name and address of the Plan Administrator (Plan Administrator – MMA 401(k) Savings & Investment Plan, c/o Global Benefits Department, Marsh & McLennan Companies, Inc., Waterfront Corporate Center, 121 River Street, 6<sup>th</sup> Floor, Hoboken, NJ 07030).
- the dollar amount or percentage of the participant's account to be awarded to the alternate payee.
- the date upon which the participant's account is to be divided. The alternate payee's separate account will be adjusted for its allocable share of income, gains, losses and expenses from the date until the date the alternate payee's account is distributed.

A draft DRO should be sent to QDRO Consultants Co. for approval prior to being sent to the court for signature. Generally, this order should provide for a prompt lump sum payout to the alternate payee. (If you submit a DRO to the court without prior approval by QDRO Consultants Co. and the DRO does not comply with the Plan's guidelines, you will be required to resubmit it to the court). All expenses in connection with obtaining a QDRO are your or your alternate payee's responsibility.

After your divorce, your former spouse will no longer be your automatic BENEFICIARY unless required by a QDRO.

### ***What Happens to Your Account***

If you get divorced, your former spouse will immediately cease to be your automatic beneficiary unless required by a QUALIFIED DOMESTIC RELATIONS ORDER (QDRO).

Depending on the terms of QDRO, a portion of your account may be payable to another person known as an alternate payee. An alternate payee can be your spouse, ex-spouse, child or other qualified dependent.

If a portion of your account is determined to be payable to an alternate payee under the terms of your QDRO, then your account will be divided into two accounts:

- a new account that will contain the amount payable to the alternate payee, and
- your original account, which is reduced by the amount payable to the alternate payee.

Different rules may apply if you are receiving INSTALLMENT payments.

Until the alternate payee's account balance is distributed, it will continue to be affected by the investment performance of the investment options elected for the account.

Your account under the Plan may be split only if you have a Qualified Domestic Relations Order.

**Note:** All reasonable costs and expenses incurred by the Plan in connection with determination as to whether a domestic relations order is a Qualified Domestic Relations Order may be charged to your account.

When the Plan receives a Domestic Relations Order, distributions, loans, hardship and in-service withdrawals are not allowed until the rights under the order are finally determined. QDRO Consultants Co. will notify you that a hold has been placed on your account.

### ***Distributions to Alternate Payees***

If a portion of your account balance has been awarded to an alternate payee, it will be distributed promptly to the alternate payee when an approved Qualified Domestic Relations Order becomes effective. The alternate payee has 45 days from the date of the segregation of the account letter to request a distribution via an Alternate Payee Distribution Form. If no form is received, it will be distributed. If the alternate payee is your former spouse or spouse, he or she may direct the rollover of the amount distributable under the QDRO to his or her own traditional IRA, Roth IRA or to his or her employer's TAX-QUALIFIED PLAN.

To obtain a form, go to Connect (<https://connect.mmc.com>), select a **region** and click **ibenefitcenter**. Once the form is completed, return as instructed.

## Contact

In order to give your spouse an interest in your account, a Domestic Relations Order must be submitted to QDRO Consultants Co. at the following address:

QDRO Consultants Co.  
Attention: Marsh & McLennan QDRO Compliance Team  
3071 Pearl Road  
Medina, Ohio 44256

You can also call QDRO Consultants Co. at +1 800 527 8481 with any questions or fax inquiries to them at +1 330 722 2735.

## Beneficiary Designation

Your beneficiary designation will remain in effect for the portion of your account that is not awarded to your former spouse or dependent child under the Qualified Domestic Relations Order (QDRO) until you change it or remarry.

**Note:** Unless specified in the QDRO, your former spouse is no longer automatically eligible for any death benefits. If you remarry, your new spouse is automatically your beneficiary. You must submit a new beneficiary form if you remarry with your new spouse's written, notarized consent if your new spouse is not designated as your primary beneficiary.

## In Case of Your Death

You should choose a BENEFICIARY under the Plan. If you are unmarried, you may designate anyone you wish (and under certain circumstances, a trust or charitable organization may be a beneficiary). If you are not married and do not name a beneficiary, your estate is your beneficiary. If you are married, your spouse is automatically your beneficiary. You must obtain your spouse's written, notarized consent to designate someone other than your spouse as a beneficiary.

## Choosing a Beneficiary

Complete the BENEFICIARY Designation Form as instructed. A Beneficiary Designation Form is included in your Marsh & McLennan Agency 401(k) Savings & Investment Plan Enrollment Kit received upon hire or you may obtain a form online. If you are an active employee, go to Colleague Connect (<https://colleagueconnect.mmc.com>), click **Career & Rewards** and select **Career & Rewards Forms/Documents** under Resources. Then click **Beneficiary Designations**. If you are a terminated employee, go to Connect (<https://connect.mmc.com>), select a **region** and click **ibenefitcenter**.

## Changing a Beneficiary

You can change your BENEFICIARY at any time by completing a Beneficiary Designation Form and returning it as the form instructs. Forms may be obtained online. If you are an active employee, go to Colleague Connect (<https://colleagueconnect.mmc.com>), click **Career & Rewards** and select **Career & Rewards Forms/Documents** under

Resources. Then click **Beneficiary Designations**. If you are a terminated employee, go to Connect (<https://connect.mmc.com>), select a **region** and click **ibenefitcenter**.

If you are married, you must obtain your spouse's written, notarized consent to designate someone other than your spouse as a beneficiary.

Be sure to keep your beneficiary designation up to date. The last completed Beneficiary Designation Form on file with the Plan is the exclusive basis upon which the Plan will make a distribution to a beneficiary.

### ***No Beneficiary Named***

If you are married and die before you receive your account, your surviving spouse is automatically your sole beneficiary. If you have no spouse at the time of your death, and no other beneficiary has been designated, then the Plan payments will be made to your estate and will be distributed according to the settlement of your estate.

### **Who Gets Your Benefit**

If you die before you begin receiving your account balance, your BENEFICIARY will automatically receive your account balance. If you did not choose a Beneficiary and you are not married or your beneficiary dies before you, your estate is automatically your sole beneficiary and will be distributed according to the settlement of your estate. If you are married, your spouse will receive your account balance unless you designated another beneficiary with your spouse's written, notarized consent on the Plan's Beneficiary Designation Form.

### **How the Benefit Is Paid**

If your account balance is \$1,000 (includes your Roth 401(k) balance) or less, your account balance will be distributed to your BENEFICIARY automatically, and applicable taxes will be withheld.

If your account balance is more than \$1,000 (includes your Roth 401(k) balance), your beneficiary may request a distribution or leave the account in the Plan. The maximum period over which your beneficiary may defer depends on whether or not your beneficiary is your surviving spouse.

If your beneficiary is your surviving spouse, he or she may:

- elect a lump sum distribution, which he or she may direct as a rollover into his or her own traditional IRA, Roth IRA or employer's TAX-QUALIFIED PLAN, at any time up until April 1<sup>st</sup> following the calendar year in which you (not your spousal beneficiary) would have attained age 70<sup>1/2</sup>.
- elect INSTALLMENT distributions over a period of years not to exceed your spouse's life expectancy, beginning no later than April 1<sup>st</sup> following the calendar year in which you (not your spousal beneficiary) would have attained age 70<sup>1/2</sup>.

- elect a lump sum distribution, which he or she may direct as a rollover into his or her own traditional IRA, Roth IRA or employer's tax-qualified plan, on a percentage of the account balance and installment distributions on the remainder, subject to the time frames above.

If your beneficiary is not your surviving spouse, he or she may:

- elect a lump sum distribution, which he or she may direct as a rollover into a traditional IRA or Roth IRA at any time within five years of your death, or
- elect an installment distributions, beginning no later than 11 months after the election has been filed, and ending within five years of your death.

If you were already receiving installments before your death, those installment payments will be paid to your beneficiary, although the Plan Administrator may allow your beneficiary to elect a lump sum distribution.

If your beneficiary does not request an immediate distribution of your account, the account balance will continue to be affected by the investment performance of the investment options elected for the account.

While your account remains in the Plan, your beneficiary can:

- reallocate the balance of your account among different investment options.
- substitute one investment option for another (a "fund-to-fund transfer").
- request a distribution.

As long as your beneficiary maintains a balance in the Plan, your beneficiary will need to call the EMPLOYEE SERVICE CENTER at +1 866 374 2662 to report any address changes so the account statements are properly directed.

## **How to Apply for a Benefit**

Your BENEFICIARY should contact the EMPLOYEE SERVICE CENTER at +1 866 374 2662. Before a benefit can be paid, your beneficiary has to provide:

- a certified death certificate and
- a copy of your marriage certificate, if the beneficiary is your surviving spouse and
- a copy of his or her birth certificate if the beneficiary is a minor and
- proof of his or her own identity.

## **When a Benefit Is Paid**

Once a distribution has been requested, your BENEFICIARY will usually be paid within 30 days of being confirmed as the beneficiary.

## Taxes

If your BENEFICIARY is your surviving spouse, your spouse may choose to have a direct rollover of your account to a traditional IRA, Roth IRA to an eligible tax-qualified employer plan, or paid to him or her. If the distribution is paid to a traditional IRA, Roth IRA or to an eligible employer's TAX-QUALIFIED PLAN, taxes will not be withheld. If the distribution is paid to your surviving spouse directly, 20% of the taxable amount will be withheld for mandatory Federal income tax withholding.

If your beneficiary is someone other than a surviving spouse, your non-spousal beneficiary can request a direct rollover to a traditional IRA or Roth IRA. The traditional IRA that receives a direct rollover is considered an "inherited" IRA. The required minimum distributions from an "inherited" IRA are not based on the age of the beneficiary. Instead, complex rules apply that take into account the participant's age at death. Any distribution of amounts that are eligible for rollover but are paid directly to your non-spousal beneficiary will be subject to 20% mandatory Federal income tax withholding on the taxable amount.

The distribution made on account of your death is generally not subject to the additional 10% Federal early withdrawal tax.

A tax professional should be consulted to find out exactly what taxes your beneficiary will have to pay.

## Merged Plans

You will cease to be eligible to make contributions or receive Company matching contributions if you no longer work for a participating employer. If your account is transferred to the plan of a new employer in a spin-off or trust-to-trust transfer, you will not be entitled to receive a distribution solely as a result of the sale. You will be entitled to receive a distribution under the terms of the new plan to which your account has been transferred. If your account is not directly transferred in a spin-off or a trust-to-trust transfer to the new employer's plan, you generally will be entitled to receive a distribution from this Plan if you cease to work for the Company and any affiliated employers and satisfy any additional tax law requirements.

## Plan Spin-off or Merger

In the event of any Plan merger or spin-off, the value of your account immediately following its transfer to the new plan (calculated as if the Plan had terminated) may not be less than the value immediately prior to the transfer (calculated as if the Plan had terminated). In addition, any portion of your account representing before-tax contributions will remain subject to distribution restrictions and generally will not be eligible for withdrawal while you are employed unless you attain age 59½ or have a financial hardship, as defined under the tax law.

The transfers described above are not eligible rollover distributions or treated as taxable distributions. You will have no income tax or withholding liability as a result of such transfer.

## Account Information

The Plan Administrator provides information through the MMA 401(k) Plan's website and the EMPLOYEE SERVICE CENTER. You can access information and conduct Plan transactions by going online to the MMA 401(k) Plan's website, Colleague Connect (<https://colleagueconnect.mmc.com>) for active employees and Connect (<https://connect.mmc.com>) for terminated employees, or by calling the Employee Service Center at +1 866 374 2662.

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### Online Systems and Employee Service Center (+1 866 374 2662)

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<b>Information provided</b>	<ul style="list-style-type: none"> <li>▪ account balances</li> <li>▪ account balance by investment option</li> <li>▪ account balance by money type</li> <li>▪ amounts available for withdrawal</li> <li>▪ contribution rate</li> <li>▪ investment direction</li> <li>▪ loan information including outstanding loan balances, amounts available for loans, interest rates and loan modeling</li> <li>▪ investment performance</li> <li>▪ investment price information</li> </ul>
<b>Transactions available through the Plan's Website or the Employee Service Center</b>	<ul style="list-style-type: none"> <li>▪ investment directions for future contributions</li> <li>▪ contribution rate changes</li> <li>▪ catch-up contribution election</li> <li>▪ fund-to-fund transfer</li> <li>▪ fund reallocation</li> <li>▪ loans</li> <li>▪ change MMA 401(k) Savings &amp; Investment Plan User Name and Password</li> </ul>
<b>Transactions available through the Voice Response System or the Employee Service Center</b>	<ul style="list-style-type: none"> <li>▪ change MMA 401(k) Savings &amp; Investment Plan PERSONAL IDENTIFICATION NUMBER (if you have misplaced your Personal Identification Number (PIN), want to change it, or would like a copy mailed to you).</li> </ul>
<b>How to reach</b>	<p>Call the Employee Service Center at +1 866 374 2662 or visit the Plan's website online.</p> <ul style="list-style-type: none"> <li>▪ If you are an active employee, go to Colleague Connect (<a href="https://colleagueconnect.mmc.com">https://colleagueconnect.mmc.com</a>), click <b>Career &amp; Rewards</b> and select <b>ibenefitcenter</b> under Resources.</li> <li>▪ If you are a terminated employee, go to Connect (<a href="https://connect.mmc.com">https://connect.mmc.com</a>), select a <b>region</b> and click <b>ibenefitcenter</b>.</li> </ul>
<b>Hours of operation</b>	<p><b>Plan's Website:</b> 24 hours a day, seven days a week  <b>Employee Service Center:</b> 8 a.m. – 8 p.m. Eastern time, any business day</p>

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**Online Systems and Employee Service Center (+1 866 374 2662)**


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**Accessing your account****If you are an active employee:**

Online Colleague Connect (<https://colleagueconnect.mmc.com>).

**If you do not have access to Colleague Connect:**

Online at [www.ibenefitcenter.com](http://www.ibenefitcenter.com)

- To access your account information, you will need your User Name and Password. The first time you log on, your User Name will be your Social Security number and your Password will be the month, day, and year (MMDDYY) of your birth.
- After you log on, you will be prompted to select a new User Name and Password as part of the account security process.

**By phone:**

+1 866 374 2662

- To access the Voice Response System you will need (1) the last four digits of your Social Security Number, (2) your date of birth (MM/DD/YYYY), and (3) your postal code.
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## Account Updating

Your account is valued each business day that the New York Stock Exchange is open.

“Valued” means that your account is updated to reflect account activity and investment gains, losses, dividends and other earnings.

## Account Statements

You will receive a quarterly account statement showing all activity. Each January, you will automatically be mailed a paper version of your fourth quarter account statement. All other quarterly account statements can be viewed online by following the directions below.

If you are an active participant, you can access your quarterly account statement online. Go to Colleague Connect (<https://colleagueconnect.mmc.com>), click **Career & Rewards** and select **ibenefitcenter** under Resources. From the **Wealth** tab, select the appropriate plan in the Plans menu and click **Review plan statements** from the Quick Links box.

If you are a terminated participant, you can access your quarterly account statement online by going to Connect (<https://connect.mmc.com>). Select a **region** and click **ibenefitcenter**. From the **Wealth** tab, select the appropriate plan in the Plans menu and click **Review plan statements** from the Quick Links box.

If you have an email address on file, you will receive an email notification when your quarterly account statement is available online. Please review the accuracy of your email address by following the steps above to review your online statement and clicking **Login Management** in the upper right corner.

## Miscellaneous

### *Trustee*

The Northern Trust Company is the Trustee for the Plan.

### **Account and Investment Management Fees**

Generally, the Company or Marsh & McLennan Companies pays the administrative expenses related to operating the Plan and the participants pay the investment management fees. However, you indirectly bear certain administrative costs that are paid from the investment management fees charged by certain funds offered in the Plan. In addition, certain expenses may be charged directly to your account based on certain account transactions.

When you invest in a fund other than the MMC Stock Fund, there is a fee charged as a percentage of assets invested. That fee is reflected as an offset to the fund's investment returns. The fees charged by each fund are shown in the fund's Fund Fact Sheet. That fee covers the fund's investment management expenses, and for some funds, a portion of that fee may also be used to cover certain administrative costs of the Plan. Since the fee offsets the investment returns you receive, this fee commensurately lowers your investment returns and thus your total account value.

If the portion of the investment management fee set aside to cover administrative costs exceeds those administrative costs for a particular year, participants with a Plan account balance at the time of the allocation will receive a distribution of any excess amount.

The Plan Administrator determines how to reasonably charge expenses to accounts, including accounts of terminated participants, beneficiaries and alternate payees. If the Company ceases to pay Plan expenses, Plan expenses will be charged to Plan accounts in a reasonable manner to be determined by the Plan Administrator.

The Department of Labor advises participants in plans like this Plan to carefully review and assess the fees charged. In certain cases, the cumulative effect of fees and expenses for each investment option can substantially reduce the growth of your retirement savings. Visit the Department of Labor's website at [http://www.dol.gov/ebsa/publications/401k\\_employee.html](http://www.dol.gov/ebsa/publications/401k_employee.html) for an example showing the long-term effect of fees and expenses. Fees and expenses are only one of the many factors to consider when you decide to invest in a particular fund within the Plan. You may also want to think about whether an investment in a particular fund, along with your other investments, will help you achieve your financial goals.

## Glossary

### BENEFICIARY

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The person or entity you designate or who, under the terms of the plan will receive your remaining account balance after you die.

### CONDUIT IRA

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An IRA that was established with a distribution from another employer tax-qualified plan under Section 401(a) of the Internal Revenue Code and that has no other IRA contributions commingled with it.

### DEFAULT

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A loan will be considered to be in default if:

- you breach a representation in the promissory note or make any false or misleading statement when you apply for the loan,
- you file for bankruptcy or,
- it is determined by the loan administrator that your ability to repay the loan is substantially impaired.

### ELIGIBLE BASE PAY

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Eligible base pay is your base rate of pay, regular draw and earned commissions before all deductions, including deductions for taxes and your own Plan contributions (eligible base pay does NOT include overtime, bonuses and other extra compensation).

### EMPLOYEE SERVICE CENTER

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Marsh & McLennan Companies Employee Service Center  
Phone: +1 866 374 2662

### INSTALLMENT

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Monthly, quarterly, semi-annual or annual income that continues for a specified period of time, like for a number of years or number of payments.

### LEASED EMPLOYEE

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An individual is considered to be a Leased Employee of an MMA Company, if such individual is not an actual employee of an MMA Company, but nevertheless performs services for an MMA Company where such services are performed pursuant to any sort of formal or informal agreement between the MMA Company and an unrelated agency or other unrelated employer.

## NORMAL FORM

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The Normal Forms of payment for distributions over \$1,000 under the MMA 401(k) Savings & Investment Plan are:

- in-kind distribution of whole shares from the MMC Stock Fund.
- check for the value of your investments in Investment Funds other than the MMC Stock Fund, along with the value of all fractional shares of Marsh & McLennan Companies stock.

## PERSONAL IDENTIFICATION NUMBER

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A confidential personal identification number assigned to you that enables you to access information on your account via the Voice Response System.

## QUALIFIED DOMESTIC RELATIONS ORDER (QDRO)

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A judgment, decree or order issued by a state court that relates to child support, alimony payments or marital property rights to a spouse, former spouse, child or other dependent and is made pursuant to a state domestic relations law (including a community property law). It is considered a qualified domestic relations order if it creates or recognizes the existence of an alternate payee's right - or assigns to an alternate payee the right - to receive all or a portion of the benefits payable to a participant under a plan, specifies required information, does not alter the amount or form of plan benefits and is approved by the plan.

## ROLLOVER CONTRIBUTIONS

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Amounts received from certain other tax-favored plans that may be eligible for a tax-free transfer to another such plan.

## SOCIAL SECURITY BENEFIT

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The retirement benefit you receive from the government when you retire, based on your age, the number of years you contributed to Social Security and your Social Security contributions during those years. In order to qualify for Social Security coverage, you must have 40 quarters of Social Security contributions.

## TAX-QUALIFIED PLAN

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A plan that satisfies the Internal Revenue Service requirements governing retirement plans and pays benefits within IRS limits and allows the Company to set aside assets in a tax-exempt trust to fund participant benefits, without subjecting participants to tax until they receive distributions from the plan.

The IRS imposes certain limits on tax-qualified plans, such as establishing a maximum amount of salary that can be used to calculate plan benefits, and the maximum benefit that a retirement plan can pay a participant at age 65 and other retirement ages. The government adjusts these limits from time to time. Lower limits applicable for prior years may affect your benefits.

## VESTED

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Vested means nonforfeitability, that is, you have the nonforfeitable right to the value of the vested portion of your interest in the plan. You are always 100% vested in (a) the current value of your own before-tax and after-tax contributions to the plan, (b) any rollover contributions to the plan, and (c) any dividends attributable to your interest in the MMC Stock Fund. You will also become fully vested in Company Matching Contributions on certain events, such as death, disability or termination of the plan.

## VESTING SERVICE

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Vesting service generally includes your time of employment with the Company. Vesting service may also include:

- service with non-participating companies in Marsh & McLennan Companies' or MMA's controlled group of companies (e.g., a foreign subsidiary).
- credit for service if you were initially hired by MMA as a leased employee and you subsequently become an employee.
- service with a predecessor employer if that employer's plan is merged into this Plan and you participated in that plan.
- service performed for your employer before its acquisition by MMA as determined by Marsh & McLennan Companies' in accordance with the Plan document.