MARSH & McLENNAN COMPANIES

2018

Notice of Annual Meeting and Proxy Statement

Important Notice Regarding the Availability of Proxy Materials for the Marsh & McLennan Companies Annual Meeting of Stockholders to be held on May 17, 2018:

This proxy statement and the Company's 2017 Annual Report

Notice of Annual Meeting of Stockholders and Proxy Statement

Dear Stockholder:

You are cordially invited to attend the annual meeting of stockholders of Marsh & McLennan Companies, Inc. The meeting will be held at 10:00 a.m. on Thursday, May 17, 2018 at 1166 Avenue of the Americas, New York, NY 10036.

PURPOSE:

1. To elect twelve (12) persons named in the accompanying proxy statement to serve as directors for a one-year term;

2. To approve, by nonbinding vote, the compensation of our named executive officers;

3. To ratify the selection of Deloitte & Touche LLP as our independent registered public accounting firm;

4. To approve additional shares for two Marsh & McLennan Companies stock purchase plans; and

5. To conduct any other business that may properly come before the meeting.

Proxy Summary

This summary highlights information contained elsewhere in this proxy statement. You should read the entire proxy statement carefully before voting.

Voting Matters

	Page number for more information	Board's recommendation
Election of Directors (Item 1) To elect twelve (12) persons named in the accompanying proxy statement to serve as directors for a one-year term	13	FOR
Advisory (Nonbinding) Vote to Approve Named Executive Officer Compensation (Item 2) To approve, by nonbinding vote, the compensation of our named executive officers	21	FOR
Ratification of Independent Auditor (Item 3) To ratify the selection of Deloitte & Touche LLP as our independent registered public accounting firm	54	FOR
Approval of Additional Shares for Two Stock Purchase Plans (Item 4) To approve additional shares for the Marsh & McLennan Companies 1999 Employee Stock Purchase Plan and Irish Savings Related Share Option Scheme	56	FOR

Highlights of Our Business and Strategy

BUSINESS

We are a global professional services firm offering clients advice and solutions in risk, strategy and people. Our businesses include: Marsh, the insurance broker, intermediary and risk advisor; Guy Carpenter, the risk and reinsurance specialist; Mercer, the

Proxy Summary (Continued)

Key Governance Policies and Practices

BOARD OF DIRECTORS	• Our chairman of the Board is an independent director • All of our directors are independent, other than our CEO • 42% of our directors are diverse • The average tenure of our directors is 8 years • Two directors have joined since 2016, enhancing the Board's breadth and

Highlights of Our 2017 Performance and Compensation

PERFORMANCE

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- *"Clawback" Policies.* The Company may as a matter of policy recoup (or "claw back") certain executive bonuses in the event of misconduct leading to a financial restatement. Also, our 2011 Incentive and Stock Award Plan allows the Company to "claw back" outstanding or already settled equity-based awards.

EQUITY OWNERSHIP AND HOLDING REQUIREMENTS

- *Senior Executive Equity Ownership and Holding Requirements.* The Company requires senior executives to hold shares or stock units of our common stock with a value equal to a multiple of base salary. The multiple for our Chief Executive Officer is six, and the multiple for our other senior executives is three. Senior executives are required to hold shares of the Company's common stock acquired in connection with equity-based awards until they reach their ownership multiple and may not sell any shares of the Company's common stock unless they maintain their ownership multiple.
- *Director Equity Ownership and Holding Requirements.* Directors are required to acquire over time, and thereafter hold (directly or indirectly), shares or stock units of our common stock with a value equal to at least five times the Board's basic annual retainer (currently, $550,000). Directors may not sell shares of the Company's common stock until this ownership threshold is attained.

Guidelines for Corporate Governance

The Company and the Board of Directors formally express many of our governance policies through our Guidelines for Corporate Governance (our "Governance Guidelines"). The Governance Guidelines are posted on our website at http://www.mmc.com/about/governance.php.

The Governance Guidelines summarize certain policies and practices designed to assist the Board in fulfilling its fiduciary

- Annual Board and committee evaluations. (Section L)
- Policy on interested stockholder transactions. (Section O)

Director Independence

The Board has determined that all directors other than Mr. Glaser are independent under the New York Stock Exchange ("NYSE") listed company rules and the standards set forth in the Governance Guidelines. Therefore, the Board has satisfied the objective, set forth in the Governance Guidelines, that a substantial majority of the Company's directors be independent of management.

For a director to be considered independent, the Board must affirmatively determine that the director has no direct or indirect material relationship with the Company. The Board has established standards to assist it in making determinations of director independence. These standards conform to, or are more exacting than, the independence requirements provided in the NYSE listed company rules. The Company's director independence standards are set forth as Annex A to our Governance Guidelines.

All members of the Audit, Compensation and Directors and Governance Committees must be independent directors under the NYSE listed company rules and the standards set forth in the Company's Governance Guidelines. Members of the Audit Committee must also satisfy a separate Securities and Exchange Commission ("SEC") and NYSE independence requirement, which provides that they may not be affiliates and may not accept directly or indirectly any consulting, advisory or other compensatory fee from the Company or any of its subsidiaries, other than their directors' compensation. The Board evaluated each member of the Compensation Committee under the additional NYSE compensation committee member independence standards and also determined that these members qualify as "non-employee directors" (as defined under Rule 16b-3 under the Securities Exchange Act of 1934) and as "outside directors" (as defined in Section 162(m) of the Internal Revenue Code).

Under our Governance Guidelines, if a director whom the Board has deemed independent has a change in circumstances or relationships that might cause the Board to reconsider that determination, he or she must immediately notify the chairman of the Board and the chair of the Directors and Governance Committee.

Board and Committee Evaluations

The Directors and Governance Committee oversees an annual evaluation of the Board's performance and effectiveness. The evaluation focuses on the Board's contribution to the Company over the preceding year, including areas in which the Board or management believes the Board could enhance its future contributions. As part of the Board's self-evaluation process, each director completes a questionnaire soliciting quantitative ratings and qualitative commentary. The questionnaire solicits feedback on topics such as the Board's key priorities and fulfillment of the Board's responsibilities under our Governance Guidelines. The responses to the questionnaire are compiled on an unattributed basis and are discussed by the Board in executive session. Based on the evaluation results, changes in practices or procedures are considered and, as appropriate, implemented. More generally, directors are encouraged to make suggestions at any time for improving the Board's practices.

In addition, each of the Audit, Compensation and Directors and Governance Committees evaluates its own performance annually pursuant to their respective charters. Each Committee's self-evaluation is conducted in an executive session and includes an assessment of its fulfillment of its responsibilities under its charter and our Governance Guidelines.

Codes of Conduct

Our reputation is fundamental to our business. The Company's directors and officers and other employees are expected to act ethically at all times. To provide guidance in this regard, the Company has adopted a Code of Conduct, *The Greater Good*, which applies to all of our directors, officers and other employees. *The Greater Good* has been distributed to the Company's employees, accompanied by a comprehensive training and communication effort that included a campaign in 2016 requiring employees to recertify their commitment to *The Greater Good*. The Company has also adopted an additional Code of Ethics for the Chief Executive Officer and Senior Financial Officers, which applies to our chief executive officer, chief financial officer and controller. Both of these codes are posted on the Company's website at http://www.mmc.com and print copies are available to any stockholder upon request. We will disclose any amendments to, or waivers of, the Code of Ethics for the Chief Executive Officer and Senior Financial Officers on our website within four business days.

Review of Related Person Transactions

The Company maintains a written Policy Regarding Related Person Transactions, which sets forth standards and procedures for the review and approval or ratification of transactions between the Company and related persons. The policy is administered by the Directors and Governance Committee with assistance from the Company's Corporate Secretary.

In determining whether to approve or ratify a related person transaction, the Directors and Governance Committee will review the facts and circumstances including: the commercial reasonableness of the transaction; the benefits of the transaction to the Company; the availability of other sources for the products or services involved in the transaction; the materiality and nature of the related person's direct or indirect interest in the transaction; the potential public perception of the transaction and the potential impact of the transaction on the independence of any of the Company's directors. The Directors and Governance Committee will approve or ratify a related person transaction only if the Committee determines that the related person transaction is in, or is not inconsistent with, the best interests of the Company and its stockholders.

If the Directors and Governance Committee determines not to approve or ratify a related person transaction, the transaction will not be entered into or continued. No member of the Directors and Governance Committee will participate in any review or determination if the Committee member or any of his or her immediate family members is the related person.

See the discussion under "Transactions with Management and Others" on page 65.

Communicating Concerns Regarding Accounting Matters

The Audit Committee of the Board of Directors has established procedures to enable anyone who has a concern about the Company's accounting, internal accounting controls or auditing practices to communicate that concern directly to the Audit Committee. These communications, which may be made on a confidential or anonymous basis, may be submitted in writing, by telephone or online as follows:

By mail to:

Marsh & McLennan Companies, Inc.
Audit Committee of the Board of Directors
c/o Katherine J. Brennan—Corporate Secretary
1166 Avenue of the Americas, Legal Department
New York, New York 10036-2774

By telephone or online:

Go to this website for dialing instructions or to raise a concern online:

http://www.ethicscomplianceline.com

Further details of the Company's procedures for handling complaints and concerns of employees and other interested parties regarding accounting matters are posted on our website at http://www.mmc.com/about/governance.php.

Company policy prohibits retaliation against anyone who raises a concern in good faith.

Communicating with Directors

Holders of the Company's common stock and other interested parties may send communications to the Board of Directors, the independent chairman, any of the directors or the independent directors as a group by mail (addressed to Katherine J. Brennan—Corporate Secretary at the address shown above), online at http://www.ethicscomplianceline.com or by telephone (local dialing instructions can be found at http://www.ethicscomplianceline.com). Items unrelated to the directors' duties and responsibilities as Board members may be excluded by the Corporate Secretary, including solicitations and advertisements, junk mail, product-related communications, surveys and job referral materials such as resumes.

Board of Directors and Committees

Board Composition, Leadership and Size

At the 2018 annual meeting, stockholders will vote on the election of twelve (12) directors. H. Edward Hanway currently serves as the Board's independent chairman.

The only member of management who serves on the Board is Daniel S. Glaser, the Company's President and Chief Executive Officer. The position of chairman of the Board has been held by an independent director since 2005. The Board believes that this currently is the best leadership structure for the Company.

Board Diversity

We are committed to maintaining a diverse and inclusive Board. Of our twelve directors, five (42%) are diverse, including two women.

Our Governance Guidelines specify that the gender, racial, ethnic and cultural diversity of each potential director

Executive Sessions

Our independent directors meet in executive session without management at regularly scheduled in-person Board meetings. In 2017 they held eight executive sessions, which were presided over by the independent chairman of the Board. In addition, the members of the Audit, Compensation and Directors and Governance Committees meet in executive session without management at regularly scheduled in-person committee meetings.

Risk Oversight

It is the responsibility of the Company's senior management to assess and manage our exposure to risk and to bring to the Board of Directors' attention the most material risks facing the Company. The Board oversees risk management directly and through its committees. Annually, the Board reviews management's assessment of the Company's key enterprise risks. The Audit Committee regularly reviews the Company's policies and practices with respect to risk assessment and risk management. The Directors and Governance Committee considers risks related to CEO succession planning and the Compensation Committee considers risks relating to the design of executive compensation programs and arrangements. See below for additional information about the Board's committees.

Committees

Our Board maintains an Audit Committee, a Compensation Committee, a Directors and Governance Committee, a Finance Committee, a Corporate Responsibility Committee and an Executive Committee to assist the Board in discharging its responsibilities. Following each committee meeting, the respective committee chair reports the highlights of the meeting to the full Board.

Membership on each of the Audit, Compensation and Directors and Governance Committees is limited to independent directors as required by the Company, the listing standards of the NYSE and the SEC's independence rules. The charters for these committees can be viewed on our website at http://www.mmc.com/about/governance.php.

The table below indicates committee assignments for 2017 and the number of times each committee met in 2017:

Director	Audit	Compensation	Directors and Governance	Finance	Corporate Responsibility	Executive
Anthony K. Anderson	●				●	
Oscar Fanjul		●		CHAIR		●
Daniel S. Glaser				●		●
H. Edward Hanway		●	●	●		CHAIR
Deborah C. Hopkins		●	●			
Elaine La Roche	●			●		
Steven A. Mills		CHAIR	●			●
Bruce P. Nolop	CHAIR			●	●	●
Marc D. Oken	●			●		
Morton O. Schapiro		●	CHAIR			●
Lloyd M. Yates	●				●	
R. David Yost		●			CHAIR	
2017 Meetings	10	7	5	5	5	0

AUDIT COMMITTEE

The Audit Committee is charged, among other things, with assisting the Board in fulfilling its oversight responsibilities with respect to:

- the integrity of the Company's financial statements;
- the qualifications, independence and performance of our independent registered public accounting firm;
- the performance of the Company's internal audit function;
- compliance by the Company with legal and regulatory requirements; and
- the Company's enterprise risk management programs and processes.

The Audit Committee selects, oversees and approves, pursuant to a pre-approval policy, all services to be performed by our independent registered public accounting firm. The Company's independent registered public accounting firm reports to the Audit Committee.

All members of the Audit Committee are "financially literate," as required by the NYSE and determined by the Board. The Board has determined that Anthony K. Anderson, Bruce P. Nolop, Marc D. Oken and Lloyd M. Yates have the requisite qualifications to satisfy the SEC definition of "audit committee financial expert."

COMPENSATION COMMITTEE

The primary responsibilities of the Compensation Committee are to:

- evaluate the performance and determine the compensation of our chief executive officer;
- review and approve the compensation of our other senior executives; and
- oversee and discharge its responsibilities for the Company's incentive compensation plans for our senior executives and equity-based award plans.

Meeting Schedule. The Compensation Committee met seven times in 2017, including a special meeting in February to complete its annual review of, and make decisions on, executive compensation. Decisions relating to significant matters are usually presented to the Compensation Committee and discussed at more than one meeting to allow for full consideration of the implications and possible alternatives before a final decision is made. The Compensation Committee receives support from its independent compensation consultant and the Company's management, including the Company's human resources staff, as described below. At each of its meetings, the Compensation Committee meets in executive session and without management present. The independent compensation consultant attends portions of the executive sessions.

The Compensation Committee may delegate all or a portion of its duties and responsibilities to the chair of the Compensation Committee or a subcommittee of the Compensation Committee. If necessary, the chair is authorized to take action on behalf of the Compensation Committee between its regularly scheduled meetings, within prescribed guidelines. If any such action is taken, the chair reports such action to the Compensation Committee at its next regularly scheduled meeting.

Independent Compensation Consultant. The Compensation Committee has engaged Pay Governance LLC as its independent compensation consultant to support the Compensation Committee in performing its duties and to make recommendations to the Compensation Committee regarding our executive compensation program. The independent compensation consultant reports directly to the Compensation Committee and provides advice and analysis solely to the Compensation Committee. The independent compensation consultant supports the Compensation Committee by:

- participating in meetings and executive sessions of the Compensation Committee to advise the Compensation Committee on specific matters that arise;
- offering objective advice regarding the compensation and policy recommendations presented to the Compensation Committee by the Company's management, including senior members of the Company's human resources staff; and
- supplying data regarding the compensation practices of comparable companies.

The Compensation Committee requested and received advice from the independent compensation consultant with respect to all significant matters addressed by the Compensation Committee during 2017. Except for the services provided to the Board, neither the individual compensation consultant nor Pay Governance LLC nor any of its affiliates provided any services to the Company or its affiliates in 2017.

The Compensation Committee assessed the work of Pay Governance LLC during 2017 pursuant to SEC rules and concluded that Pay Governance's work did not raise any conflict of interest.

Company Management. The Company's management, including the Company's human resources staff, supports the Compensation Committee by:

- developing meeting agendas in consultation with the chair of the Compensation Committee and preparing background materials for Compensation Committee meetings;
- making recommendations to the Compensation Committee on the Company's compensation philosophy, governance initiatives and short-term and long-term incentive ("LTI") compensation design, and by providing input regarding the individual performance component of annual bonus awards; and
- responding to actions and initiatives proposed by the Compensation Committee.

CORPORATE RESPONSIBILITY COMMITTEE

2017 Independent Director Compensation

The table below indicates total compensation received by our independent directors for service on the Board and its committees during 2017:

Name	Fees Earned or Paid in Cash ($) (1)	Stock Awards ($) (2)	All Other Compensation ($) (3)	Total ($)
Anthony K. Anderson	110,000	160,000	—	270,000
Oscar Fanjul	125,000	160,000	—	285,000
H. Edward Hanway	310,000	160,000	—	470,000
Deborah C. Hopkins (4)	96,250	160,000	—	256,250
Elaine La Roche	110,000	160,000	—	270,000
Steven A. Mills	135,000	160,000	—	295,000
Bruce P. Nolop (5)	129,946	160,000	5,000	294,946
Marc D. Oken (6)	122,636	160,000	—	282,636
Morton O. Schapiro	125,000	160,000	5,000	290,000
Lloyd M. Yates	110,000	160,000	—	270,000
R. David Yost (7)	117,418	160,000	5,000	282,418

(1) The amounts in this “Fees Earned or Paid in Cash” column reflect payments of the $110,000 basic annual retainer and any supplemental retainer made during fiscal 2017, as set forth in more detail below. The chairs of the Audit and Compensation Committees each received $25,000 for such service, the chairs of committees other than Audit and Compensation each received $15,000 for such service, and the independent chairman of the Board received $200,000 for such service. In May 2017, Mr. Nolop succeeded Mr. Oken as chair of the Audit Committee and Mr. Yost succeeded Mr. Nolop as chair of the Corporate Responsibility Committee. The committee chairs compensated during fiscal year 2017 were: Mr. Fanjul (Finance), Mr. Mills (Compensation), Mr. Nolop (Corporate Responsibility then Audit), Mr. Oken (Audit), Mr. Schapiro (Directors and Governance) and Mr. Yost (Corporate Responsibility). Committee members other than the chairs receive no additional compensation for service on a committee.

Mr. Mills elected to receive his quarterly payments in the form of the Company’s common stock. Mr. Yost and Mr. Schapiro elected to receive their quarterly payments in the form of the Company’s common stock on a deferred basis. Ms. La Roche elected to receive 30% of her quarterly payments in the form of the Company’s common stock on a deferred basis. Effective June 1, 2017, Mr. Anderson elected to receive 70% of his quarterly payments in the form of the Company’s common stock on a deferred basis and Ms. Hopkins elected to receive 100% of her quarterly payments in the form of the Company’s common stock on a deferred basis. For fiscal 2017, Mr. Anderson received quarterly payments in cash in February and May 2017 ($55,000) and 70% of his quarterly payments in the form of the Company’s common stock on a deferred basis in August and November 2017 ($38,500). For fiscal 2017, Ms. Hopkins received quarterly payments in cash in February and May 2017 ($41,250) and quarterly payments in the form of the Company’s common stock on a deferred basis in August and November 2017 ($55,000). All of the other independent directors received these amounts in cash.

(2) This column reflects the award of 2,065 shares of the Company’s common stock to each independent director on June 1, 2017. The shares awarded to each director had an aggregate grant date fair value of $160,000, based on a per share price of $77.46, which was the average of the high and low prices on May 31, 2017, the trading day immediately preceding the grant. The amounts shown in this column constitute the dollar amount recognized by the Company for financial statement reporting purposes for the fiscal year ended December 31, 2017, in accordance with FASB ASC Topic 718. Mr. Anderson, Ms. Hopkins, Ms. La Roche, Mr. Schapiro and Mr. Yost elected to defer receipt of all of the shares awarded to them.

As of December 31, 2017, the aggregate number of deferred shares held for the account of each current independent director who has previously elected to defer shares was as follows: Mr. Anderson, 2,565 shares, Ms. Hopkins, 2,771 shares, Ms. La Roche, 5,266 shares, Mr. Schapiro, 60,353 shares and Mr. Yost, 22,143 shares. Dividend equivalents on these deferred shares are reinvested into additional deferred shares for the account of the independent director.

(3) The Company maintains a matching gift program for employees and directors, pursuant to which the Company matches, on a dollar-for-dollar basis, charitable contributions to certain educational institutions up to a total of $5,000 per employee or director in any one year. The amounts shown in the table represent the Company’s matching contribution to educational institutions pursuant to this program.

(4) Ms. Hopkins joined the Board on January 1, 2017.

(5) Mr. Nolop served as chair of the Corporate Responsibility Committee until he was appointed chair of the Audit Committee on May 18, 2017.

(6) Mr. Oken served as chair of the Audit Committee until Mr. Nolop was appointed chair on May 18, 2017.

(7) Mr. Yost was appointed chair of the Corporate Responsibility Committee on May 18, 2017 when Mr. Nolop became chair of the Audit Committee.

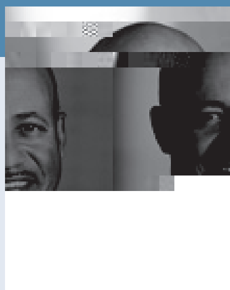
Election of Directors

Item 1 — Election of Directors

At the 2018 annual meeting, stockholders will vote on the election of the twelve (12) nominees listed below for a one-year term—Anthony K. Anderson, Oscar Fanjul, Daniel S. Glaser, H. Edward Hanway, Deborah C. Hopkins,

Election of Directors (Continued)

Name/Age	Director Since	Background	Independent	1(l60 51eS 1 0 0 1 0 -tor)Tj0 - mublic0 1 T*9eolnsCs8 cs 1Qtor



Anthony K. Anderson

Director since 2016

Age 62

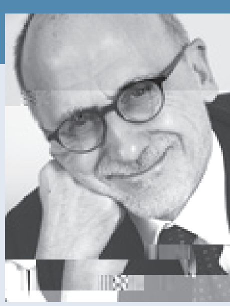
Other Public Company Boards
AAR Corp.
Avery Dennison Corporation
Exelon Corporation
Past five years: First American Financial Corporation

Committees
Audit
Corporate Responsibility

Key Skills and Experience
Leadership
Financial
Industry
Corporate Governance & Responsibility
Risk Management

Mr. Anderson served as Vice Chair and Midwest Area Managing Partner of Ernst & Young LLP from 2006 until his retirement in April 2012. He joined Ernst & Young in 1977 and held various management positions during his 35-year career there. Mr. Anderson served on the Board of the Federal Reserve Bank of Chicago from 2008 to 2010. He is a member of the American, California and Illinois Institutes of Certified Public Accountants. Mr. Anderson is also a director of AAR Corp., Avery Dennison Corporation and Exelon Corporation. He is a former director of First American Financial Corporation.

We believe Mr. Anderson's qualifications to sit on our Board of Directors include his significant experience as an audit partner serving insurance and insurance brokerage entities and his leadership and management experience with a global professional services organization.



Oscar Fanjul

Director since 2001

Age 68

Other Public Company Boards
LafargeHolcim
Ferrovial
Past five years: Acerinox and Deoleo

Committees
Compensation
Executive
Finance (Chair)

Key Skills and Experience
Leadership
Financial
International
Corporate Governance & Responsibility
Government Relations & Regulatory

Mr. Fanjul is Vice Chairman of Omega Capital, a private investment firm in Spain. Mr. Fanjul is the Founding Chairman and former Chief Executive Officer of Repsol. He is a Trustee of the Museo Nacional Centro de Arte Reina Sofia. Mr. Fanjul is Vice Chairman of the Board of LafargeHolcim and a director of Ferrovial. Mr. Fanjul is a former director of Unilever, the London Stock Exchange, Areva, Acerinox and Deoleo. He is a dual Spanish and Chilean national.

We believe Mr. Fanjul's qualifications to sit on our Board of Directors and chair our Finance Committee include his extensive experience in various international markets with global companies and his understanding of global business practices.

Daniel S. Glaser

Director since 2013

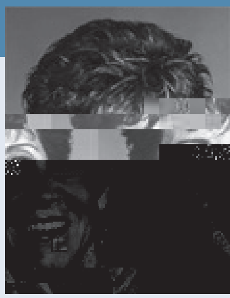
Age 57

Other Public Company Boards
N/A

Committees
Executive
Finance

Key Skills and Experience
Leadership
Financial
Industry
International
Risk Management

Mr. Glaser is President and Chief Executive Officer of Marsh & McLennan Companies. Prior to assuming his current role in 2013, Mr. Glaser served as Group President and Chief Operating Officer of the Company, with operational and strategic oversight of its Risk and Insurance Services and Consulting segments. He rejoined Marsh & McLennan



Deborah C. Hopkins

Director since 2017

Age 63

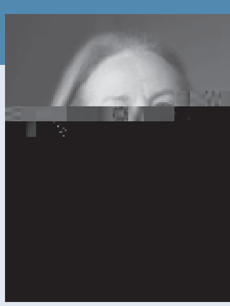
Other Public Company Boards
Union Pacific Corporation
Past five years: Qlik Technologies

Committees
Compensation
Directors and Governance

Key Skills and Experience
Leadership
Financial
International
Technology
Risk Management

Ms. Hopkins served as the Chief Executive Officer of Citi Ventures and as Citigroup's Chief Innovation Officer until her retirement at the end of 2016. Prior to joining Citigroup in 2003, she was Chief Financial Officer of Lucent Technologies and Boeing Company and held senior-level positions at General Motors and Unisys Corporation. Ms. Hopkins is an Executive Fellow at the University of California Berkeley's Haas School of Business and serves on the Advisory Boards of Riverwood Capital Partners and the non-profit VentureWell. She serves on the Board of St. John's Hospital Foundation and is a Trustee at Silicon Couloir, both located in Jackson, Wyoming. Ms. Hopkins is a director of Union Pacific Corporation. She is a former director of Qlik Technologies, E.I. DuPont de Nemours & Company and Dendrite International.

We believe Ms. Hopkins's qualifications to sit on our Board of Directors include her significant leadership positions in finance, technology and innovation at various multinational companies.



Elaine La Roche

Director since 2012

Age 68

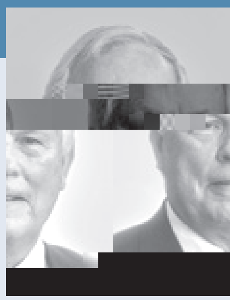
Other Public Company Boards
Harsco Corporation

Committees
Audit
Finance

Key Skills and Experience
Leadership
Financial
International
Government Relations & Regulatory
Risk Management

Ms. La Roche is Chief Executive Officer, China International Capital Corporation US Securities, Inc. She served as Chief Executive Officer of China International Capital Corporation in Beijing from 1997 to 2000. Over the course of a 20-year career at Morgan Stanley, Ms. La Roche rose from Associate to Managing Director, serving in a variety of roles including Chief of Staff to the Chairman, and President and Head of the Asia Desk. From 2008 to 2010, Ms. La Roche was with JPMorgan Chase & Co. in Beijing, where she served as Vice Chairman, J.P. Morgan China Securities. Ms. La Roche served on the Board of Directors of China Construction Bank from 2006 to 2011 and from 2012 to 2015. Ms. La Roche currently serves on the Board of Directors of Harsco Corporation, where she serves on the Audit Committee and the Nominating and Corporate Governance Committee.

We believe Ms. La Roche's qualifications to sit on our Board of Directors include her executive experience in financial services, particularly internationally and her corporate governance experience from other board service.



Marc D. Oken

Director since 2006

Age 71

Other Public Company Boards
Sonoco Products Company
Past five years: Capital Bank Financial Corp.

Committees
Audit
Finance

Key Skills and Experience
Leadership
Financial
Industry
Government Relations & Regulatory
Risk Management

Mr. Oken is the Managing Partner of Falfurrias Capital Partners, a private equity firm. He was Chief Financial Officer of Bank of America Corporation from 2004 to 2005. Mr. Oken joined Bank of America in 1989 as Executive Vice President-Chief Accounting Officer, a position he held until 1998, when he became Executive Vice President-Principal Finance Executive. Prior to joining Bank of America, he was a partner at Price Waterhouse, serving there for 13 years. Mr. Oken is also a director of Sonoco Products Company and a former director of Capital Bank Financial Corp. He also served in Vietnam as a Navy pilot.

We believe Mr. Oken's qualifications to sit on our Board of Directors include his extensive experience with public and financial accounting matters for complex global organizations, as well as his executive leadership and management experience.

Morton O. Schapiro

Director since 2002

Age 64

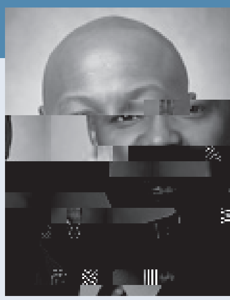
Other Public Company Boards
N/A

Committees
Compensation
Directors and Governance (Chair)
Executive

Key Skills and Experience
Leadership
Financial
International
Corporate Governance & Responsibility
Risk Management

Mr. Schapiro has been President and Professor of Economics at Northwestern University since 2009. Prior to that, he was President and Professor at Williams College from 2000. Previous positions include Dean of the College of Letters, Arts and Sciences of the University of Southern California from 1994 to 2000, the University's Vice President for planning from 1999 to 2000 and Chair of its Department of Economics from 1991 to 1994.

We believe Mr. Schapiro's qualifications to sit on our Board of Directors and chair our Directors and Governance Committee include his experience in managing large and complex educational institutions, which provides the Board



Lloyd M. Yates

Director since

Age 57

Other Public Company Boards
N/A

Committees
Audit
Corporate Responsibility

Key Skills and Experience
Leadership
Financial
Technology
Government Relations & Regulatory
Risk Management

Mr. Yates is Executive Vice President—Market Solutions of Duke Energy and President of Duke Energy's Carolinas Region. Previously, Mr. Yates served as Executive Vice President of Customer Operations for Duke Energy. Mr. Yates has more than 30 years of experience in the energy industry, including the areas of nuclear and fossil generation and energy delivery. Before the merger between Duke Energy and Progress Energy in July 2012, Mr. Yates served as President and Chief Executive Officer for Progress Energy Carolinas. Mr. Yates joined Progress Energy's predecessor, Carolina Power redecessofu-330.2(predecessor,)]TJ0 -1.2779 a itBnd TJ0 -1m.yLc0 1 k-328.4(Exe052(redec7TJ0 -1m.yLc0 1 k)a.7(-3x

Age 57

Other Public Company Boards
N/A

Compensation Discussion and Analysis

The following is a discussion and analysis of our compensation program for our senior executives, focusing on our key compensation principles, policies and practices.

This section describes the compensation decisions with respect to the individuals who served during 2017 as our President and Chief Executive Officer, our Chief Financial Officer and our three other most highly compensated executive officers as of December 31, 2017, as listed below. These individuals are included in the “2017 Summary Compensation Table” on page 39.

Name	Title
Daniel S. Glaser	President and Chief Executive Officer (“CEO”)
Mark C. McGivney	Chief Financial Officer (“CFO”)
Julio A. Portalatin	President and Chief Executive Officer of Mercer Consulting Group, Inc.
John Q. Doyle	President and Chief Executive Officer of Marsh LLC
Peter J. Beshar	Executive Vice President and General Counsel

Mr. Doyle was appointed President and Chief Executive Officer of Marsh in July 2017. Previously, he was President of Marsh.

We refer to these individuals collectively in this Compensation Discussion and Analysis as our “named executive officers.” When we refer to our “senior executives” in this proxy statement, we mean our CEO, the chief executive officers of our four operating companies and certain leaders of our corporate staff. Background information regarding our senior executives is provided on our website at http://www.mmc.com/about/board.php#eo.

2017 Highlights

OUR PERFORMANCE

In 2017, we continued to execute on our long-term financial and strategic objectives.

- Our total stockholder return (“TSR”) for 2017 was 22.7% vs. 21.8% for the S&P 500® index.
- We delivered strong growth in adjusted earnings per share (“EPS”) of 14.6%*. GAAP EPS declined 15.1%, reflecting one-time provisional charges due to U.S. tax reform.
- We achieved 3.5% growth in underlying revenue and increased adjusted operating income* for both the Risk and Insurance Services and Consulting segments for the eighth consecutive year.
- We increased our quarterly dividend from $0.34 to $0.375 per share beginning in the third quarter of 2017, resulting in an annual dividend increase of 10%, from $1.30 to $1.43.
- We used approximately $900 million in cash to repurchase approximately 11.5 million shares, reducing our outstanding common stock by approximately 5.7 million shares on a net basis.

* Please see Exhibit A for a reconciliation of our non-GAAP financial measures to GAAP financial measures and related disclosures.

2017 Highlights (continued)

OUR EXECUTIVE COMPENSATION

- Our strong performance with respect to 2017 financial and strategic objectives led to above-target bonuses for our named executive officers.
- Based on our 13.5% three-year adjusted EPS growth compared to a 13% long-term target for our 2015 performance stock unit ("PSU") awards, the payout was 117% of target.
- Our equity run rate* in 2017 was 0.9%. Shares repurchased during the year more than offset the increase in shares attributable to the exercise of stock options and the distribution of shares for stock units from previously granted equity-based awards.

* "Equity run rate" means the number of shares of our common stock underlying equity-based awards granted plus the number of shares of our common stock underlying equity-based awards assumed upon an acquisition (if any), divided by the weighted average number of shares of our common stock outstanding for the year.

Executive Summary

The Company is a global professional services firm offering clients advice and solutions in risk, strategy and people. Our businesses include: Marsh, the insurance broker, intermediary and risk advisor; Guy Carpenter, the risk and reinsurance specialist; Mercer, the provider of HR and investment related financial advice and services; and Oliver Wyman Group, the management, economic and brand consultancy. With nearly 65,000 colleagues worldwide and annual revenue of more than $14 billion, we provide analysis, advice and transactional capabilities to clients in more than 130 countries.

As a professional services firm, our product is the expertise and capabilities of our colleagues. Our long-term success depends on their skill, integrity and dedication. To achieve our business objectives, we have designed our executive compensation program to attract, motivate and retain highly talented individuals to lead the Company and our various businesses in ways that meet our clients' needs and, in turn, promote the long-term interests of our stockholders.

OUR FINANCIAL AND STRATEGIC OBJECTIVES AND 2017 PERFORMANCE

At the core of our business strategy are four pillars that are designed to create exceptional value and superior returns for our stockholders:

- Sustain long-term revenue and earnings growth;
- Maintain low capital requirements;
- Generate high levels of cash; and
- Manage risk intelligently.

The strength of our financial performance over the past five years is reflected in our TSR, which includes stock price appreciation and reinvested dividends. The following table displays our TSR versus the S&P 500® index over the past five years.

	Annualized Total Stockholder Return				
	5 Years	4 Years	3 Years	2 Years	1 Year
Marsh & McLennan Companies, Inc.	21.3%	16.3%	14.8%	23.6%	22.7%
S&P 500® Index	15.8%	12.0%	11.4%	16.8%	21.8%

Executive Compensation Design, Elements and Process

Our executive compensation program is governed by four guiding principles:

- **Align with stockholder value creation** with a focus on balancing risk and reward in compensation programs, policies and practices;
- **Support a strong performance culture** through short-term and long-term variable compensation, with the ability to differentiate among individuals based upon actual results;
- **Set target compensation at competitive levels in markets where we operate,**

The Compensation Committee reviews the mix of equity-based awards each year. In 2018, the Compensation Committee determined that the mix reflected in the table below is consistent with the objective of aligning the financial interests of our senior executives with maximizing our TSR.

As shown in the table below, the annual LTI compensation of our senior executives is delivered predominantly in stock options and PSU awards, the value of which is contingent on stock price appreciation or achieving specific Company financial objectives.

Proportion of Grant Date Fair Value		
Stock Options	Performance Stock Units	Restricted Stock Units
50%	25%	25%

Executive Compensation Determinations

The Compensation Committee takes a total compensation approach in setting the pay of our senior executives and makes decisions regarding base salary, annual bonuses and LTI awards in February of each year. This approach enables the Compensation Committee to evaluate performance on a consistent basis each year and to consider the appropriate level of fixed and variable compensation within each senior executive’s total compensation package.

While the Compensation Committee recognizes that elements of compensation may be interrelated, it does not require or assume any fixed relationship among the various elements of compensation within the total direct compensation framework or between the compensation of our CEO and that of any other senior executive. In addition, pension accruals and amounts realized or realizable under previously granted equity-based awards did not influence the Compensation Committee’s decisions.

The Compensation Committee considers the recommendations of our CEO when determining the compensation of our other senior executives.

BASE SALARY

The Compensation Committee increased Mr. Doyle’s base salary from $800,000 to $1,000,000 and Mr. Portalatin’s base salary from $900,000 to $1,000,000, both effective August 1, 2017. Mr. Doyle’s increase was based on his appointment and increased responsibilities as CEO of Marsh. Mr. Portalatin’s increase was made taking into account the

The following table defines each financial performance measure used in the 2017 annual bonus framework:

Financial Performance Measure	Definition
Company or operating company net operating income *Used in the 2017 financial performance assessment for our senior executives*	Net operating income calculated in accordance with GAAP, adjusted for the impact of "noteworthy items" identified in Exhibit

For 2017, the financial performance measure for all senior executives was Company or operating company net operating

The multiplier for competitive financial performance was determined based on our adjusted EPS growth compared to that of a weighted composite of our peer group companies for executive compensation purposes and the S&P 500®. We included the S&P 500® to assess our competitive financial performance in a broader context.

The S&P 500® was weighted most heavily at 30% as it represents the broadest market comparison. Aon and Willis Towers Watson were weighted at 25% and 20%, respectively, as they are direct competitors of the Company and have divisions that compete directly with our Risk and Insurance Services and Consulting segments. The five additional companies listed in the table below were each equally weighted at 5%.

Component	Weighting
S&P 500®	30%
Aon plc	25%
Willis Towers Watson plc	20%
Accenture plc	5%
Arthur J. Gallagher & Co.	5%
Automatic Data Processing, Inc.	5%
Chubb Limited	5%
The Travelers Companies, Inc.	5%

Our adjusted EPS growth, assessed on a percentile basis using the weightings in the preceding table, was used in determining the multiplier for competitive financial performance. The following table shows the threshold, target and maximum multiplier based on percentile ranking.

Performance Level	Actual Performance	Multiplier
Maximum	75th percentile or higher	1.30x
Target	50th percentile	1.00x
Threshold	25th percentile or lower	0.70x

Note: Interpolation is used to determine the multiplier for a percentile ranking between threshold/target or target/maximum.

The Compensation Committee reviewed adjusted EPS growth for the 2017 fiscal year as reported by the Company and by our peer group in press releases for fourth quarter earnings, as well as an estimate of 2017 EPS growth for the S&P 500® as available from FactSet Research Systems Inc. These publicly reported results were selected based on their availability and comparability.

In 2017, our adjusted EPS growth exceeded those of all of our peer group companies and the S&P 500®, resulting in a 1.30x multiplier. This multiplier for competitive financial performance was applied to the sum of the bonus payout levels for 2017 Financial Performance and 2017 Strategic Performance for each named executive officer. Final results for the multiplier were reviewed by Pay Governance LLC, the Compensation Committee's independent compensation consultant.

In addition to performance as measured against the previously described financial and strategic objectives, the Compensation Committee also assessed how these objectives were achieved and considered each senior executive's current-year performance and bonus award vis-à-vis his or her prior-year performance and bonus award; compensation relative to peers at direct competitors; and his or her total direct compensation. The Compensation Committee believes that the exercise of discretion in making final bonus award decisions helps reward performance appropriately on a year-to-year basis and also on an internal equity basis among senior executives.

Using its assessment of the 2017 financial and strategic performance factors and the multiplier for competitive financial performance as its basis, the Compensation Committee exercised its discretion in the manner described above to determine the 2017 bonus award for each named executive officer.

The actual annual bonuses paid to our named executive officers for 2017 were as follows.

Name	2017 Actual Bonus	2017 Target Bonus Award	2017 Bonus as a % of Target
Mr. Glaser	$4,300,000	$2,800,000	154%
Mr. McGivney	1,650,000	1,200,000	138%
Mr. Portalatin	2,525,000	2,250,000	112%
Mr. Doyle	3,000,000	2,250,000	133%
Mr. Beshar	1,600,000	950,000	168%

When determining bonuses, the Compensation Committee considered our:

- financial results against challenging growth targets;
- double-digit growth in adjusted EPS, which led to the achievement of competitive financial performance that exceeded all of our peer group companies and the S&P 500®;
- strong underlying revenue growth;
- continued increase in adjusted operating margin; and
- named executive officers' achievements with respect to their strategic objectives

The Compensation Committee believes that the bonus awards in the preceding table are aligned with our performance for 2017.

The value ultimately realized from these awards is contingent on the named executive officer's continued service, except in certain circumstances such as retirement. The value also depends on the future performance of our stock price and, for PSU awards, achieving specific Company financial objectives. The terms and conditions of these awards are described in the narrative following the "2017 Grants of Plan-Based Awards Table" on page 42.

The performance measure for the 2018 PSU awards, which represent 25% of the grant date fair value of the 2018 LTI compensation for our senior executives, is adjusted EPS growth as modified for executive compensation purposes and measured on a three-year annualized growth rate basis.

The following table displays the payout (as a percentage of target) for maximum, target and threshold performance levels for the 2018 PSU awards. The Compensation Committee set the performance levels after a review of our financial strategy, the design of PSU awards at peer group companies and historical EPS growth data for the S&P 500®.

Adjusted EPS as modified for executive compensation purposes is defined as GAAP earnings per share, adjusted for the impact of "noteworthy items" identified in Exhibit A and modified to exclude (i) the impact of currency exchange rate fluctuations, (ii) the variation between actual and budgeted results for Marsh & McLennan Risk Capital Holdings, Ltd. (the legal entity through which the Company owns interests in private equity funds and other investments), and (iii) the costs related to the early extinguishment of debt.

Performance Level	Payout (as a % of Target)	2018 PSU Awards Adjusted EPS Growth
Maximum	200%	≥12%
Target	100%	8%
Threshold	50%	4%
Below Threshold	0%	<4%

Note: Interpolation is used to determine the payout (as a percentage of target) for a performance result between threshold/target or target/maximum.

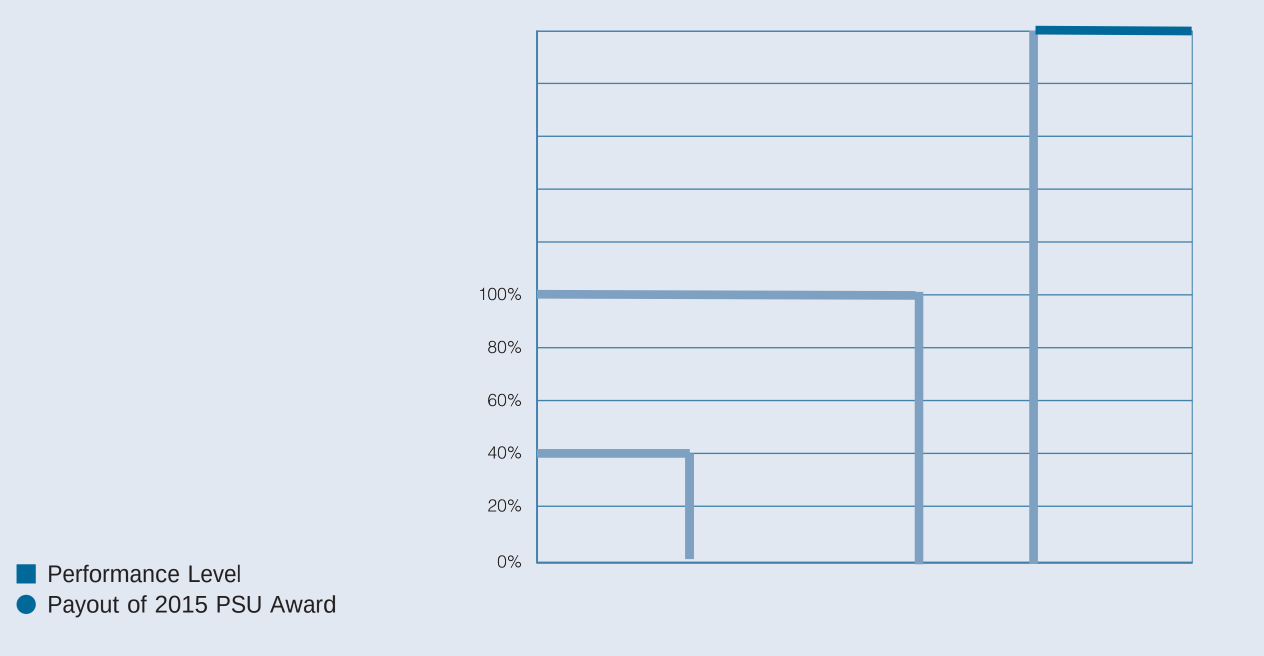
The performance measure for the 2015 PSU awards was adjusted EPS growth as modified for executive compensation purposes and measured on a three-year annualized growth rate basis.

At the time of setting the target and determining the payouts at varying levels of performance for these awards, the Compensation Committee believed that achievement of 13% adjusted EPS growth was a challenging goal. Depending on our actual financial performance results, 0% to 200% of the number of PSUs granted is delivered in shares of our common stock.

Performance Level	Payout (as a % of Target)	2015 PSU Awards Adjusted EPS Growth
Maximum	200%	≥16%
Target	100%	13%
Threshold	40%	7%
Below Threshold	0%	<7%

Note: Interpolation is used to determine the payout (as a percentage of target) for a performance result between threshold/target or target/maximum.

The following chart shows the threshold, target and maximum performance levels, with corresponding payouts as a percentage of target, for the 2015 PSU awards granted to our senior executives. The chart also shows our actual EPS growth for the three-year performance period (2015-2017) applicable to the determination of the number of shares of our common stock earned for these awards.



Risk and Reward Features of Executive Compensation Program

The Compensation Committee strives to maintain an appropriate balance between risk and reward in support of our overall business strategy. Our executive compensation principles, policies and practices are designed to encourage an appropriate level of risk-taking but not to encourage our senior executives to take excessive or unnecessary risks. To achieve this balance, we maintain the following policies and practices:

Feature	Description
Compensation Recovery ("Clawback") Policies	We may, to the extent permitted by applicable law, cancel or require reimbursement of any annual bonus awards received by a senior executive if and to the extent that: (i) the amount of the award was based on the achievement of specified consolidated, segment or operating company financial results, and we subsequently restate those financial results; (ii) in the Compensation Committee's judgment, the senior executive engaged in intentional misconduct that contributed to the need for the restatement; and (iii) the senior executive's award would have been lower if the financial results in question had been properly reported. In such case, we will seek to recover from the senior executive the amount by which the actual annual bonus award paid for the relevant period exceeded the amount that would have been paid based on the restated financial results. The policy provides that we will not seek to recover compensation paid more than three years prior to the date the applicable restatement is disclosed. Also, our 2011 Incentive and Stock Award Plan allows us to "claw back" outstanding or already-settled equity-based awards.
Severance Payments	Severance protections for our senior executives are set at a uniform level equal to his or her base salary and three-year average annual bonus award (a "1x multiple"). In addition, without stockholder approval, we will not enter into a severance agreement with a senior executive that provides for any cash severance payment that exceeds 2.99 times the sum of his or her base salary and three-year average annual bonus award.

In light of the above, and based on management's annual review and analysis focused on the incentive compensation programs covering our general employee population, we believe our compensation policies and practices do not encourage excessive or inappropriate risk-taking and that the risks arising from our compensation policies and practices for our employees are not reasonably likely to have a material adverse effect on the Company.

Stock Ownership Guidelines

We maintain stock ownership guidelines for our senior executives that are intended to align the financial interests of our senior executives with our stockholders by requiring them to acquire and maintain a meaningful ownership interest in our common stock. These guidelines are intended to take into account an individual's needs for portfolio diversification, while maintaining an ownership interest at levels sufficient to assure our stockholders of management's commitment to long-term value creation. Our senior executives are required, over a five-year period, to acquire and hold shares or stock units of our common stock with an aggregate value at least equal to a specified multiple of their base salary. The current multiples for our named executive officers are as follows:

Named Executive Officer	Ownership Level (as a multiple of base salary)
CEO	6x
Other named executive officers	3x

As of February 28, 2018, all of our named executive officers satisfied their required ownership level under our stock ownership guidelines.

Additional information concerning our stock ownership guidelines is available on our website under: http://www.mmc.com/about/SeniorExecutiveStockOwnershipGuidelines2014.pdf.

HOLDING REQUIREMENT FOR EQUITY-BASED AWARDS

Under our stock ownership guidelines, our senior executives are required to hold shares of our common stock acquired in connection with the distribution of stock units or exercise of stock options (net of any tax withholding and, in the case of stock options, the exercise price) until the required multiple of base salary is reached. In addition, our senior executives may not sell any shares of our common stock, however acquired, unless their ownership interest after such sale is at or above the required multiple of base salary stipulated under our stock ownership guidelines.

Tax and Accounting Considerations

Section 162(m) of the Internal Revenue Code generally disallows public companies a federal income tax deduction for

Compensation Committee Report

The Compensation Committee has reviewed and discussed with management the preceding Compensation Discussion

Compensation of Executive Officers

2017 Summary Compensation Table

Name	Year	Grant Date Fair Value of Performance Stock Unit Awards Granted Assuming Target Performance (100%) ($)	Grant Date Fair Value of Performance Stock Unit Awards Granted Assuming Maximum Performance (200%) ($)

EMPLOYMENT LETTERS

2017 Grants of Plan-Based Awards Table

The following table provides information on the grants of plan-based awards made to the named executive officers in 2017. Amounts shown under the “Estimated Future Payouts Under Non-Equity Incentive Plan Awards” columns relate to the target annual cash bonus opportunities in respect of 2017. The terms and conditions of these awards are described in the “Annual Bonus” section on page 26 of the Compensation Discussion and Analysis. The remaining columns relate to plan-based equity-based awards granted in 2017 under the 2011 Incentive and Stock Award Plan. The equity-based awards consist of PSU awards, RSU awards and stock options with respect to shares of the Company’s common stock. The terms and conditions of these awards are described in the narrative following this table.

			Estimated Future Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards (3)			All Other Stock Awards: Number of Shares of Stock or Units (#) (4)	All Other Option Awards: Number of Securities Underlying Options (#) (5)	Exercise or Base Price of Option Awards ($/Sh) (6)	Closing Stock Price on Date of Grant ($/Sh) (6)	Grant Date Fair Value of Stock and Option Awards ($) (7)
(a)	(b) (1)	(c) (1)	(d)	(e) (2)	(f)	(g)	(h)	(i)	(j)	(k)	(l)	(m)	(n)
Name	Grant Date	Action Date	Threshold ($)	Target ($)	Maximum ($)	Threshold (#)	Target (#)	Maximum (#)					
			0	2,800,000	5,600,000								
	2/22/2017	2/22/2017				0	35,864	71,728					2,625,065
	2/22/2017	2/22/2017							35,864				2,625,065
	2/22/2017	2/22/2017								349,767	73.195	72.930	5,250,003
			0	1,200,000	2,400,000								
	2/22/2017	2/22/2017				0	5,978	11,956					437,560
	2/22/2017	2/22/2017							5,978				437,560
	2/22/2017	2/22/2017								58,295	73.195	72.930	875,008
			0	2,250,000	4,500,000								
	2/22/2017	2/22/2017				0	9,052	18,104					662,561
	2/22/2017	2/22/2017							9,052				662,561
	2/22/2017	2/22/2017								88,275	73.195	72.930	1,325,008
	8/1/2017	7/12/2017							12,739				1,000,075
			0	2,250,000	4,500,000								
	2/22/2017	2/22/2017				0	6,832	13,664					500,068
	2/22/2017	2/22/2017							6,832				500,068
	2/22/2017	2/22/2017								66,623	73.195	72.930	1,000,011
	8/1/2017	7/12/2017							12,739				1,000,075
			0	950,000	1,900,000								
	2/22/2017	2/22/2017				0	7,685	15,370					562,504
	2/22/2017	2/22/2017							7,685				562,504
	2/22/2017	2/22/2017								74,951	73.195	72.930	1,125,015

(1) The equity-based awards granted on February 22, 2017 reported in this table were approved by the Compensation Committee at its meeting on the same date. The August 1, 2017 special RSU awards granted to Messrs. Portalatin and Doyle were approved by the Compensation Committee at its meeting on July 12, 2017.

(2) The actual annual cash bonuses awarded to the named executive officers are reported in the “Non-Equity Incentive Plan Compensation” column of the 2017 Summary Compensation Table.

(3) The amounts reported in columns (g), (h) and (i) reflect PSU awards granted on February 22, 2017. The terms and conditions of these awards are described in the narrative following this table.

(4) The amounts reported in column (j) reflect the RSU awards granted on February 22, 2017 and the special RSU awards granted on August 1, 2017. The terms and conditions of these awards are described in the narrative following this table.

(5) The amounts reported in column (k) reflect nonqualified stock options granted on February 22, 2017. The terms and conditions of these awards are described in the narrative following this table.

(6) The stock options granted on February 22, 2017 have an exercise price of $73.195 per share, equal to the average of the high and low trading prices of shares of the Company common stock on February 21, 2017, the trading date immediately preceding the date of grant. The closing market price of the Company’s common stock on the date of grant was $72.93 per share, which was lower than the stock option exercise price.

(7) The grant date fair value reported for the PSU awards is based on payment at the target level.

2017 Outstanding Equity Awards at Fiscal Year-End Table

The following table provides certain information concerning equity-based awards held by the named executive officers as of December 31, 2017. All outstanding equity awards are with respect to shares of the Company's common stock.

	O on Awards					o Awards				
Name	Option Grant Date	Number of Securities Underlying Unexercised Options Exercisable (#) (1)	Number of Securities Underlying Unexercised Options Unexercisable (#) (1)	Option Exercise Price ($)	Option Expiration Date	Stock Award Grant Date	Number of Shares or Units of Stock That Have Not Vested (#) (2)	Market Value of Shares or Units of Stock That Have Not Vested ($) (3)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#) (4)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested ($) (3)
	2/21/2011	299,851	0	30.595	2/20/2021					
	2/24/2012	413,908	0	31.885	2/23/2022					
	2/25/2013	629,033	0	36.495	2/24/2023					
	2/24/2014	343,556	114,519	48.000	2/23/2024					
	2/23/2015	209,436	209,436	56.840	2/22/2025					
						2/23/2015	13,928	1,133,600		
						2/23/2015			83,568	6,801,600
	2/22/2016	103,806	311,419	57.325	2/21/2026					
						2/22/2016	27,912	2,271,758		
						2/22/2016			41,867	3,407,555
	2/22/2017	0	349,767	73.195	2/21/2027					
						2/22/2017	35,864	2,918,971		
						2/22/2017			71,728	5,837,942
	2/24/2012	5,174	0	31.885	2/23/2022					
	2/25/2013	13,105	0	36.495	2/24/2023					
	2/24/2014	13,587	4,529	48.000	2/23/2024					
	2/23/2015	7,716	7,717	56.840	2/22/2025					
						2/23/2015	2,053	167,094		
						2/23/2015			6,158	501,200
	2/22/2016	16,219	48,660	57.325	2/21/2026					
						2/22/2016	4,362	355,023		
						2/22/2016			6,542	532,453
	2/22/2017	0	58,295	73.195	2/21/2027					
						2/22/2017	5,978	486,549		
						2/22/2017			11,956	973,099
	2/24/2012	36,217	0	31.885	2/23/2022					
	2/25/2013	161,291	0	36.495	2/24/2023					
	2/24/2014	81,522	27,174	48.000	2/23/2024					
	2/23/2015	49,603	49,604	56.840	2/22/2025					
						2/23/2015	3,299	268,506		
						2/23/2015			19,794	1,611,034
	2/22/2016	25,951	77,856	57.325	2/21/2026					
						2/22/2016	6,978	567,939		
						2/22/2016			10,467	851,909
	2/22/2017	0	88,275	73.195	2/21/2027					
						2/22/2017	9,052	736,742		
						2/22/2017			18,104	1,473,485
						8/1/2017	12,739	1,036,827		
	5/1/2016	21,079	63,239	63.090	4/30/2026					
						5/1/2016	5,284	430,065		
						5/1/2016			7,926	645,097
	2/22/2017	0	66,623	73.195	2/21/2027					
						2/22/2017	6,832	556,056		
						2/22/2017			13,664	1,112,113
						8/1/2017	12,739	1,036,827		
						2/22/2017	6,832	556,056		
						2/22/2017			13,664	1,112,113

	Option Awards	

2017 Option Exercises and Stock Vested Table

The following table provides certain information concerning (i) stock options exercised by the named executive officers in 2017 and (ii) other stock awards held by the named executive officers that vested or were earned in 2017.

	O on Awards		o Awards	
Name	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise ($) (1)	Number of Shares Acquired on Vesting (#) (2)	Value Realized on Vesting ($) (3)
Daniel S. Glaser	1,272,152	72,654,470	98,561	7,222,550
Mark C. McGivney	0	0	11,040	809,011
Julio A. Portalatin	0	0	23,560	1,726,477
John Q. Doyle	0	0	2,642	196,307
Peter J. Beshar	226,516	13,286,160	24,141	1,769,052

(1) Based on the difference between the market price of the underlying shares of the Company's common stock on the date of exercise and the exercise price of the stock options.

(2) Includes distribution of shares of the Company's common stock in connection with 2014 PSU awards that vested in 2017 and paid out at 120% of target based on Company performance (Mr. Glaser—55,313 PSUs, Mr. McGivney—4,376 PSUs, Mr. Portalatin—13,126 PSUs; and Mr. Beshar—13,751 PSUs). Mr. Doyle did not receive a 2014 PSU award.

(3) Based on the average of the high and low trading prices of a share of the Company's common stock on the trading date immediately preceding the award vesting date.

Defined Benefit Retirement Program

The Company discontinued future service accruals effective December 31, 2016 in the defined benefit retirement program in the United States, consisting of the tax-qualified Marsh & McLennan Companies Retirement Plan, the nonqualified Benefit Equalization Plan and the nonqualified Supplemental Retirement Plan. The Benefit Equalization Plan is a restoration plan that provides those participants subject to certain Internal Revenue Code limitations with retirement benefits on a comparable basis to those provided to employees who are not subject to such limitations. The Supplemental Retirement Plan provides for an enhanced benefit for a select group of highly compensated employees. Messrs. Glaser, McGivney, Portalatin and Beshar participate in the United States defined benefit retirement program. Mr. Doyle is not eligible to participate in the United States defined benefit retirement program because he did not meet the eligibility requirements to join the retirement program prior to December 31, 2016.

For participants who are eligible for these plans, annual benefits payable at age 65 in the form of a single-life annuity are determined generally by the following formula:

- 2.0% of eligible salary for each of the first 25 years of eligible benefit service through December 31, 2016; plus
- 1.6% of eligible salary for each of the next five years of eligible benefit service through December 31, 2016; plus
- 1.0% of eligible salary for each year of eligible benefit service over 30 years through December 31, 2016.

The above sum is reduced by an amount representing a portion of the participant's estimated Social Security benefit. Participants who are at least age 65 are eligible for normal retirement benefits and participants who have attained five years of vesting service and are at least age 55 are eligible for early retirement benefits. Of the named executive officers, Mr. Glaser, Mr. Portalatin and Mr. Beshar are eligible for an early retirement benefit. Benefits under the retirement program vest upon the earliest of (i) a participant's attainment of five years of vesting service, (ii) attainment of age 65 or (iii) a change in control of the Company. Messrs. Glaser, McGivney, Portalatin and Beshar currently have a vested benefit under the retirement program.

The present value of the accumulated pension benefits of the named executive officers who participate in these plans as of the end of 2017, as well as other information about each of our defined benefit retirement plans, is reported in the table below. Assumptions used in the calculation of these amounts, other than retirement age, are included in footnote 7 to the Company's audited financial statements for the fiscal year ended December 31, 2017, included in the Company's Annual Report on Form 10-K filed with the SEC on February 22, 2018. The assumed retirement age used for purposes of this table is 65 years for all named executives who participate in these plans. Benefits under the tax-qualified Marsh & McLennan Companies Retirement Plan are generally paid as a monthly annuity for the life of the retiree and his or her designated survivor, if the participant has elected to be paid on a joint and survivor basis. The Company's policy for funding its obligation under the tax-qualified plan is to contribute amounts at least sufficient to meet the funding requirements set forth in applicable law. The Company is not required to, and does not, fund any of its obligations to the named executive officers who participate in these plans under any of its nonqualified defined benefit retirement plans.

Pension Benefits Table for 2017

Name	Plan Name	Number of Years Credited Service (#) [1]	Present Value of Accumulated Benefit ($) [2]	Payments During Last Fiscal Year ($)
Daniel S. Glaser [3]	Qualified Retirement Plan	19.0	461,891	0
	Benefit Equalization Plan	19.0	1,391,382	0
	Supplemental Retirement Plan	19.0	468,567	0
	Total		2,321,840	0
Mark C. McGivney	Qualified Retirement Plan	9.7	293,845	0
	Benefit Equalization PlanEqualizat4.2(p.3(0)]Tio8nefit)-323.5(123,113ement)-319.4(Plan)-7390.1			

Nonqualified Deferred Compensation Table

The Company maintains the Supplemental Savings & Investment Plan (the "SSIP"), a nonqualified deferred compensation plan that coordinates with the Company's 401(k) Savings & Investment Plan to give eligible participants the opportunity to defer compensation on a pre-tax basis in addition to what is allowed under the tax-qualified plan. Under the SSIP, selected participants who have reached any one of the limitations set forth in the Internal Revenue Code under the Company's 401(k) Savings & Investment Plan may, at their election, defer up to 30% of their base salary and notionally invest this amount in any or all of the plan's notional investment alternatives. These alternatives consist of a variety of mutual funds and units of the Company's common stock. Participants in the SSIP may change their investment elections at any time, both as to future deferrals and existing balances; however, once a participant notionally invests an amount in units of the Company's common stock, that amount cannot be reallocated to any other notional investment. After a participant completes one year of service with the Company, the Company provides matching credits at the same rate as the Company's 401(k) Savings & Investment Plan. Effective January 1, 2017, eligible participants who are employed by an eligible participating company and have completed one year of service receive a 4% fixed company credit with respect to their base salary over the Internal Revenue Service limit on compensation that may be considered under the Company's 401(k) Savings & Investment Plan, whether or not they elect to make employee deferrals to the SSIP. Participants are not permitted to make withdrawals from their accounts while they are employed by the Company. Participants are generally entitled to payment of their accounts after their employment ends, including upon retirement, death or disability in a lump sum or annual installments over 2 to 15 years. All of the named executive officers are eligible to participate in the SSIP.

Name	Executive Contributions in Last Fiscal Year ($)	Registrant Contributions in Last Fiscal Year ($) (1)	Aggregate Earnings in Last Fiscal Year ($) (2)	Aggregate Withdrawals or Distributions ($)	Aggregate Balance at Last Fiscal Year End ($)
Daniel S. Glaser	69,600	56,533	196,339	0	1,146,049
Mark C. McGivney	29,000	33,600	72,890	0	442,810
Julio A. Portalatin	43,409	41,700	77,065	0	426,284
John Q. Doyle	0	24,533	(475)	0	24,059
Peter J. Beshar	32,000	35,867	185,024	0	1,233,937

(1) Amounts reported in this column are also reported in the "All Other Compensation" column in the "2017 Summary Compensation Table" on page 39.
(2) Aggregate earnings are based upon the performance of a variety of mutual funds and shares of the Company's common stock. Because these earnings are based upon actual market performance, they are not considered above-market or preferential for purposes of SEC rules. Therefore, none of the amounts reported in this column are reportable in the "2017 Summary Compensation Table" on page 39.

Name	Termination Reason	Total Cash Payment ($) [1]	Unvested Stock Awards ($) [2]	Unvested Option Awards ($) [2]	Accumulated Dividend Equivalents on Outstanding Stock Units ($)	Welfare and Retirement Benefits ($) [3] [4] [5]	Total ($) [6]
	Involuntary termination without cause	3,800,000	2,320,999	4,539,053	79,408	5,938	10,745,397
	Involuntary termination without cause or termination for good reason following a change in control	3,150,000	3,728,720	4,539,053	107,589	5,938	11,531,299
	Death	950,000	3,728,720	4,539,053	107,589	0	9,325,362
	Disability	950,000	4,288,358	4,539,053	116,582	0	9,893,992
	Early Retirement	0	2,320,999	4,539,053	79,408	0	6,939,459

(1) The following table sets forth the calculation of amounts shown in the “Total Cash Payment” column of the table above. For purposes of this calculation, because this table assumes that termination of employment occurs at year-end, the amount shown in the “Pro Rata Bonus” column of the table below is equal to the individual’s actual or target bonus for the entire year.

Name	Termination Reason	Base Salary ($)	Average Bonus ($)	Total ($)	Severance Multiplier	Total Severance ($) [a]	Pro Rata Bonus ($) [b]	Total Cash Payment ($) [c]
	Involuntary termination without cause	1,400,000	4,133,333	5,533,333	1	5,533,333	4,300,000	9,833,333
	Involuntary termination without cause or termination for good reason following a change in control	1,400,000	4,133,333	5,533,333	1	5,533,333	2,800,000	8,333,333
	Death	N/A	N/A	N/A	0	0	2,800,000	2,800,000
	Disability	N/A	N/A	N/A	0	0	2,800,000	2,800,000
	Early Retirement	N/A	N/A	N/A	0	0	0	0

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TERMINATION OF EMPLOYMENT

Upon any termination of employment, including a termination for "cause" or without "good reason," a named executive officer will receive any accrued pay and regular post-employment payments and benefits under the terms of the Company's applicable plans. The amounts reported in the table above do not include payments and benefits that are provided on a nondiscriminatory basis to eligible employees upon termination of employment, including:

- base salary through the date of termination and accrued but unused vacation time;
- post-employment group medical benefit continuation at the employee's cost;
- welfare benefits provided to eligible U.S. retirees;
- distributions of defined benefit plan benefits, whether or not tax-qualified (our U.S. defined benefit retirement program is described in the "Defined Benefit Retirement Program" section on page 47);
- distributions of tax-qualified defined contribution plans and nonqualified deferred compensation plans (the nonqualified deferred compensation plans are described in the "Nonqualified Deferred Compensation Table" section on page 49); and
- vested benefits.

The Senior Executive Severance Pay Plan defines "cause" as a participant's: (i) willful failure to substantially perform the duties consistent with his or her position which is not remedied within 10 days after receipt of written notice from the Company specifying such failure; (ii) willful violation of any written Company policy, including, but not limited to, the Company's Code of Business Conduct & Ethics; (iii) commission at any time of any act or omission that results in a conviction, plea of no contest, plea of nolo contendere or imposition of unadjudicated probation for any felony or crime involving moral turpitude; (iv) unlawful use (including being under the influence) or possession of illegal drugs; (v) gross negligence or willful misconduct which results in, or could reasonably be expected to result in, a material loss to the Company or material damage to the reputation of the Company; or (vi) violation of any statutory or common law duty of loyalty to the Company, including the commission at any time of any act of fraud, embezzlement or material breach of fiduciary duty against the Company.

The Senior Executive Severance Pay Plan defines "good reason" as: (i) a material reduction in the participant's base salary; (ii) a material reduction in the participant's annual incentive opportunity (including a material adverse change in the method of calculating the participant's annual incentive); (iii) a material diminution of the participant's duties, responsibilities or authority; or (iv) a relocation of more than 50 miles from the participant's office location in effect immediately prior to the change in control of the Company. This definition of "good reason" only applies during the 24-month period following a change in control of the Company.

The employment letter for each named executive officer defines "permanent disability" as occurring when it is determined (by the Company's disability carrier for the primary long-term disability plan or program applicable to the named executive officer because of his or her employment with the Company) that the named executive officer is unable to engage in any substantial gainful activity by reason of any medically determinable physical or mental impairment that can be expected to result in death or can be expected to last for a continuous period of not less than 12 months.

CHANGE IN CONTROL

As described in the "Change-in-Control Arrangements" section on page 34, the terms of our outstanding and unvested equity-based awards contain a "double-trigger" change-in-control vesting provision, which requires a change in control of the Company followed by a specified termination of employment for accelerated vesting to occur. Under the double-trigger provision, a change in control of the Company by itself would not cause an employee's equity-based award to vest, so long as the award is assumed or replaced on equivalent terms. In that case, vesting would continue pursuant to the award's original vesting schedule unless, in addition to the change in control, the employee's employment terminates without "cause" or for "good reason" during the 24 months following the change in control.

The change-in-control provisions included in our Senior Executive Severance Pay Plan also require both "double-trigger" events to occur for payments and benefits to be provided.

We do not provide change-in-control excise tax reimbursements to any of our senior executives under any plan or arrangement.

Cash severance payments are not eligible for any tax reimbursement benefit.

We use the same definition of “change in control” in the equity incentive plans and the Senior Executive Severance Pay Plan.

The definitions of “cause” and “good reason” in equity-based awards for the named executive officers are similar to those described above in “Termination of Employment.”

RESTRICTIVE COVENANTS

Each of the named executive officers is subject to nonsolicitation covenants that prohibit the executive from:

- soliciting any customer or client with respect to a competitive activity; and
- soliciting or employing any employee for the purpose of causing the employee to terminate employment.

Each of the named executive officers is also subject to noncompetition covenants that prohibit the executive from engaging in a competitive activity.

For Mr. Glaser, the noncompetition and nonsolicitation period ends 24 months after the date of termination of employment. For the other named executive officers, this period ends 12 months after the date of termination of employment.

In addition, at all times prior to and following termination of employment, the named executive officers are subject to a perpetual confidentiality covenant.

Audit

Item 3 — Ratification of Selection of Independent Registered Public Accounting Firm

Approval of Additional ESPP Shares

Item 4 — Approval of Additional Shares for the Marsh & McLennan Companies 1999 Employee Stock Purchase Plan and Irish Savings Related Share Option Scheme

- **Stockholders are being asked to approve an additional 5 million shares for two of the Company's broad-based stock purchase plans.**
- **The Board of Directors has reduced the number of shares available for issuance under two other stock purchase plans by 6 million.**
- **Thus, if the additional shares are approved, the effect of the share adjustments would be a net decrease of 1 million shares available under these four stock purchase plans.**

The Board of Directors recommends that you vote FOR this proposal.

Overview

The Board of Directors has determined that it would be in the best interests of the Company and our stockholders to adjust the share authorizations for four of the Company's stock purchase plans, resulting in a **net decrease of 1 million shares**. The Board of Directors:

- has reduced the shares available in the Stock Purchase Plan for International Employees (the "International Plan") and the Save as You Earn Plan (U.K.) (the "UK SAYE") by a total of 6 million shares; and
- is recommending amendments to increase the number of shares available for issuance under the 1999 Employee Stock Purchase Plan (the "US Plan") and the Irish Savings Related Share Option Scheme (the "Irish SAYE") by a total of 5 million shares to allow employees to continue to purchase shares under the plans.

The Board of Directors is asking our stockholders to approve the US Plan and Irish SAYE, as amended, to increase the number of shares available under the US Plan by 4.75 million shares and the Irish SAYE by 250,000 shares.

Background

The Company maintains stock purchase plans that allow employees to purchase shares of the Company's common stock at a discount through payroll deductions. The US Plan, which was last approved by stockholders at the 1999 annual meeting, is a tax-qualified employee stock purchase plan under Section 423 of the Internal Revenue Code. The US Plan is a broad-based plan that is available to employees primarily in the United States. The Irish SAYE, also a broad-based plan, is available to employees of local Irish subsidiaries of the Company pursuant to Irish law. Both plans allow employees to purchase shares of the Company's common stock at a 5% discount from the fair market value of a share of the Company's common stock.

Adjustments to the shares available for the US Plan and Irish SAYE were last approved in 2007 and 1999, respectively. It has been determined that the US Plan and Irish SAYE may have insufficient share availability to satisfy employee purchases after 2018 and that there are more shares available in the International Plan and the UK SAYE than are reasonably expected to be used in the foreseeable future.

Description of the US Plan

The following is a summary of the material features of the US Plan. The summary does not purport to be complete and is qualified in its entirety by reference to the full text of the US Plan, which, as proposed to be amended, is attached to this proxy statement as Exhibit C. The change to the US Plan is limited to adjusting the available shares stated in Section 4.a.

Eligibility. In general, US employees of the Company and its subsidiaries are eligible to participate in the US Plan. Employees whose customary employment is less than 20 hours per week or who have been employed for less than six months are not eligible to participate in the US Plan. No employee may be granted an option under the US Plan if immediately after the option is granted, the employee would own 5% or more of the total combined voting power or value of the common stock of the Company or any subsidiary. Approximately 23,000 employees are currently eligible to participate in the US Plan.

Approval of Additional ESPP Shares (Continued)

Shares Available Under the US Plan. The US Plan currently permits the issuance of 35.6 million shares of the Company's common stock, subject to adjustment in the event of certain corporate events. As of March 6, 2018 the shares remaining in the US Plan were 1,230,445. Shares deliverable under the US Plan may consist of treasury shares, shares purchased on the open market or from private sources or newly issued shares. As of March 6, 2018, the fair market value of a share of the Company's common stock was $83.10.

Administration. The US Plan is administered by the Compensation Committee of the Company's Board of Directors. The Compensation Committee has the authority to define, prescribe, amend and rescind rules, regulations, procedures, terms and conditions relating to the US Plan and to make all other determinations necessary or advisable for administering the US Plan.

Adjustments; Change in Control. In the event of any change in the Company's common stock through recapitalization, merger, stock dividend or split, combination or exchanges of shares or otherwise, the Compensation Committee may make such equitable adjustments to the US Plan and the then outstanding offerings as deemed necessary and appropriate. In the event of a change in control of the Company (as defined in the US Plan), if the Compensation Committee determines that the operation or administration of the US Plan could prevent participants from obtaining the benefit of the timely exercise of their options under the US Plan, the US Plan may be terminated in any manner deemed to provide equitable treatment to participants.

Participation. The US Plan allows eligible employees to purchase shares of the Company's common stock at the end of each quarter during the US Plan's 12-month offering period. The basis of participation in the US Plan is the decision by eligible employees to enroll by electing to have between 1% and 15% of their base compensation withheld and credited to their accounts for the purchase of shares at the end of each quarterly purchase period. No participant is permitted to purchase more than $25,000 worth of shares during any calendar year, determined based on the fair market value of the Company's common stock at the beginning of the offering period. At the end of each quarter, amounts credited to the participant's account (including any interest credited) are used to purchase shares. The purchase price per share is 95% of the fair market value of a share of the Company's common stock on the purchase date, which is generally the last business day of each quarter.

During each 12-month offering period, payroll deductions may be changed up to two times. A participant may

Approval of Additional ESPP Shares (Continued)

The US Plan is a tax-qualified stock purchase plan under Section 423 of the Internal Revenue Code. Under the Internal Revenue Code, a participant subject to US federal income taxation will not realize income at the time the offering period or purchase period commences or at the time a share is purchased. If a participant sells or otherwise disposes of shares more than two years from the first day of the offering period in which they were purchased at a price that is greater than

Amendment or Termination of the Irish SAYE. The Compensation Committee has the right to amend the Irish SAYE provided that (1) no amendment materially affects a previously-granted option, (2) no amendment makes the terms on which options are granted materially more generous or increases the authorized shares available for issuance without stockholder approval and (3) no amendment is made without the prior approval of the Irish Revenue Commissioners.

New Plan Benefits. Because benefits under the Irish SAYE depend on employees' elections and the fair market value of the shares at various future dates, future benefits that will be received by participants in the Irish SAYE are not currently determinable.

US Federal Income Taxation. The following discussion is a general summary of the material US federal income tax consequences of participation in the Irish SAYE by individuals subject to US income tax. This summary is required to be included under US federal securities law and does not attempt to describe all possible federal or other tax consequences of such participation or tax consequences based on particular circumstances and will apply only with respect to any Irish SAYE participants who may become subject to US federal income taxation. This summary is not intended or written to be used, and it cannot be used, by any taxpayer for the purpose of avoiding penalties that may be imposed on the taxpayer under US federal tax laws. Under the Internal Revenue Code, a participant subject to US federal income taxation will not realize income at the time the Irish SAYE option is granted. When the shares purchased under the Irish SAYE are transferred to the participant, he or she will be required to include in income, as compensation for the year in which such purchase occurs, an amount equal to the excess of the fair market value of such shares on the date of purchase over the purchase price. The participant's basis in such shares purchased will be equal to the fair market value of such shares.

The Company is not entitled to a deduction with respect to either the grant of an Irish SAYE option or at the time shares are purchased by participants under the Irish SAYE.

Additional Information

Stock Ownership of Directors, Management and Certain Beneficial Owners

The following table reflects the number of shares of our common stock beneficially owned by each director and each named executive officer (as defined in the “Compensation Discussion and Analysis” section beginning on page 22). The table also shows the number of shares beneficially owned by all directors and executive officers of the Company as a group. These common stock holdings are as of February 28, 2018, except with respect to interests in the Company’s 401(k) Savings & Investment Plan and Supplemental Savings & Investment Plan, which are as of December 31, 2017. The table also includes the number of shares of common stock beneficially owned by persons known to the Company to own more than five percent of our outstanding shares.

Equity Compensation Plan Information

The following table sets forth information as of December 31, 2017, with respect to compensation plans under which equity securities of the Company are authorized for issuance:

Plan category	(a) Number of securities to be issued upon exercise of outstanding options, warrants and rights [1][2]	(b) Weighted-average exercise price of outstanding options, warrants and rights [2][3]	(c) Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) [2]
Equity compensation plans approved by stockholders	15,340,509[4]		

Stock Purchase Plan for French Employees, Save As You Earn Plan (U.K.) and Irish Savings Related Share Option Scheme (2001). Eligible employees may elect to contribute to these plans through regular payroll deductions over an offering period that varies by plan from one to five years. On each purchase date, generally the end of the offering period, participants may receive their contributions plus interest in cash or use that amount to acquire shares of stock at a discounted purchase price. Under the U.K. and Irish Plans, the purchase price may be no less than 95% of the market price of the stock at the beginning of the offering period. Under the French Plan, the purchase price may be no less than 95% of the market price of the stock at the end of the offering period.

2000 Employee Incentive and Stock Award Plan and predecessor plans and programs. The terms of the 2000 Employee Incentive and Stock Award Plan are described in Note 9 to the Company's consolidated financial statements for the fiscal year ended December 31, 2010, included in the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 28, 2011. The 2000 Employee Incentive and Stock Award Plan replaced the 1997 Employee Incentive and Stock Award Plan, the terms of which are described in Note 7 to the Company's consolidated financial statements for the fiscal year ended December 31, 1999, included in the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 29, 2000. No future awards may be granted under these or any other predecessor plan or program.

Share Participation Schemes for employees in Ireland. Eligible participants may elect to acquire shares of stock at market price by allocating their bonus and up to an equivalent amount of their basic salary. The acquired shares are held in trust and generally may not be transferred for two years following their acquisition. The initial value of any shares held in trust for more than three years is not subject to income tax. Scheme shares may be provided from treasury shares or open market purchases.

CEO Pay Ratio

The ratio of the annual total compensation for our CEO compared to the annual total compensation of our median employee for fiscal year 2017 is 277, as calculated in accordance with Item 402(u) of Regulation S-K. We believe this ratio to be a reasonable estimate, based upon the assumptions and adjustments described below.

The ratio for fiscal year 2017 is based on the annual total compensation of the Company's median employee (excluding the CEO) and the CEO (as disclosed in the 2017 Summary Compensation Table in this proxy statement), as follows:

- Median employee: $61,318
- CEO: $17,011,341

We identified the median employee based on total cash compensation, including base salary for 2017 and cash incentive compensation for 2016, for all individuals, excluding our CEO, who were employed by the Company (including our consolidated subsidiaries) on the median employee determination date (December 5, 2017).

Our total number of employees on the median employee determination date, including U.S. and non-U.S. employees, was approximately 66,900.

We annualized the base salary of regular full-time and part-time employees hired in 2017 and of employees on a leave of absence. We did not annualize the base salary of temporary employees.

For employees paid other than in U.S. dollars, we converted their compensation to U.S. dollars using the Company's budgeted currency exchange rates for 2017 for base salary and 2016 for cash incentive compensation.

From the set of employees who had identical total cash compensation based on the methodology above, we selected a full-time U.S. employee as our median employee.

After identifying the median employee, we calculated annual total compensation for that employee using the same methodology used to calculate the amount reported for our named executive officers in the "Total" column of the 2017 Summary Compensation Table.

Section 16(a) Beneficial Ownership Reporting Compliance

Section adjustmentsr

Transactions With Management and Others

The Company maintains a written Policy Regarding Related Person Transactions, which sets forth standards and procedures for the review and approval or ratification of transactions between the Company and related persons. The policy is administered by the Directors and Governance Committee with assistance from the Company's Corporate Secretary. See the discussion under the caption "Review of Related Person Transactions" appearing on page 4 of this proxy statement for more information. Under SEC rules, we are required to disclose certain transactions involving $120,000 or more between the Company or its subsidiaries and our directors, executive officers or their family members.

Daniel S. Glaser is President and Chief Executive Officer of the Company. Gary Glaser, Daniel Glaser's brother, is a senior manager in Mercer's investments business. In that capacity, Gary Glaser conducts research on external investment management products, which is used in connection with the provision of investment services to Mercer's clients. Gary Glaser received compensation totaling approximately $228,000 in 2017. Zachary Scott, an Oliver Wyman employee since 2011, became Daniel Glaser's son-in-law in 2015. Mr. Scott is a principal based in London, and his compensation expressed in U.S. dollars totaled approximately $205,900 in 2017.

Peter C. Hearn is President and Chief Executive Officer of Guy Carpenter & Company. David A. Hearn, Peter Hearn's brother, is an executive vice president and senior business development broker at Guy Carpenter. In 2017, David Hearn received compensation totaling approximately $1,760,800 as well as approximately $400,000 in payments subject to substantial recovery to make him whole for awards required to be repaid to his former employer.

Peter Zaffino was the Chairman of the Company's Risk and Insurance Services segment and Chief Executive Officer of Marsh LLC, a subsidiary of the Company, until July 2017, when his employment with the Company ended. Garrett Benton is Mr. Zaffino's brother-in-law and a senior vice president of Guy Carpenter. Mr. Benton received compensation totaling approximately $272,500 in 2017.

Marc Oken, a member of the Company's Board of Directors, is the Managing Partner and co-Founder of Falfurrias Capital Partners, a private equity investment firm ("Falfurrias"). Falfurrias, through an affiliated fund, has owned a controlling interest in RegEd, Inc. ("RegEd") since July 2015. RegEd is a private company that provides compliance management, education, licensing and registration services to insurance brokers, insurance carriers and broker dealers, including the Company and certain of its subsidiaries. In 2017, RegEd received approximately $1.3 million in fees and other compensation from the Company pursuant to arms-length agreements. In addition, Marsh was engaged during 2017 to place insurance on commercial terms in the ordinary course of Marsh's business for several of Falfurrias' portfolio companies and personal insurance for Mr. Oken, for which the Company received total payments of less than $400,000 in 2017.

CAN I VOTE MY SHARES IN PERSON AT THE ANNUAL MEETING?

Yes. However, even if you plan to attend the meeting, we recommend that you vote in advance of the meeting. If you vote in advance and then attend the meeting, you can always change your vote at the meeting. If your shares are held in street name and you decide to vote in person at the annual meeting, you must obtain from your broker, bank or other intermediary record holder a valid proxy giving you the right to vote the shares, and bring that proxy to the meeting.

CAN I CHANGE MY VOTE?

Yes. Stockholders of record may revoke their proxy before it is voted at the annual meeting by (i) submitting a new proxy with a later date, (ii) voting in person at the annual meeting or (iii) sending written notification of revocation addressed to: Marsh & McLennan Companies, Inc., Attn: Katherine J. Brennan—Corporate Secretary, 1166 Avenue of the Americas, New York, New York 10036-2774

If you hold your shares in street name, you may change your vote by submitting new voting instructions to your broker or other intermediary, following the instructions they provided; or, if you have obtained a legal proxy from your broker or other intermediary giving you the right to vote your shares, by attending the meeting and voting in person.

WHAT SHOULD I DO TO ATTEND THE ANNUAL MEETING?

Stockholders (of record or beneficial) and their proxy holders may attend the annual meeting by sending a request to AnnualMeeting@mmc.com with the following information: (i) your name and complete mailing address; (ii) the names of any family members who will accompany you; (iii) if you will be naming a representative to attend the meeting on your behalf, the name, address and telephone number of that individual; and (iv) proof that you owned shares of the Company's common stock as of March 19, 2018 (such as a letter from your bank or broker or a photocopy of your voting instruction form or Notice of Internet Availability of Proxy Materials).

Advance registration is available to registered and beneficial owners and must be requested no later than May 15, 2018. Please note that seating is limited and registration requests will be processed in the order they are received. You may also join us via live webcast on http://www.mmc.com.

In addition to registering in advance, please bring a form of government-issued photo identification, such as a driver's license, state-issued identification card or passport, to be admitted to the annual meeting. Marsh & McLennan Companies colleagues wishing to attend the annual meeting may present their current employee identification card to be admitted.

If you were the beneficial owner of shares held in the name of a bank, broker or other holder of record, you or your representative must also bring proof of your stock ownership on March 19, 2018, such as an account statement or similar evidence of ownership.

For safety and security reasons, large bags, briefcases, packages, cameras, recording equipment or other electronic devices will not be permitted in the annual meeting. If you do not comply with the procedures outlined above for attending the annual meeting in person, we will not be able to admit you to the annual meeting.

Whether you hold shares as a stockholder of record or are a beneficial owner, we urge you to vote in advance by Internet, telephone or mail so that your vote will be counted in the event you later decide not to attend the annual meeting.

WHAT ARE THE REQUIREMENTS TO CONDUCT BUSINESS AT THE ANNUAL MEETING?

In order to carry on the business of the annual meeting, we must have a quorum. This means at least a majority of the outstanding shares eligible to vote must be present in person or represented by proxy at the annual meeting. Both abstentions and broker nonvotes (described below) are counted for the purpose of determining the presence of a quorum.

WHAT ARE THE VOTING REQUIREMENTS TO ELECT DIRECTORS AND TO APPROVE THE OTHER PROPOSALS DISCUSSED IN THE PROXY STATEMENT?

The voting standards applicable to the annual meeting are as follows:

The Company’s bylaws provide that in an uncontested election, a nominee will be elected if the number of votes cast “for” the nominee’s election exceeds the number of votes cast “against” the nominee’s election. Abstentions will not be included in the total number of votes cast and therefore will have no effect on the election’s outcome. The election of directors is not considered a “routine” matter and thus brokers do not have discretionary authority to vote in the election of directors if they did not receive instructions from a beneficial owner. (See “Significance of Broker Nonvotes” below.)

Our Governance Guidelines address the procedures to be followed if an incumbent director standing for reelection in an

Submission of Stockholder Proposals and Other Items of Business for 2019 Annual Meeting

STOCKHOLDER PROPOSALS AND DIRECTOR NOMINATIONS FOR INCLUSION IN THE PROXY STATEMENT

Pursuant to Rule 14a-8, if a stockholder wants the Company to consider a proposal for inclusion in our proxy statement and form of proxy for presentation at our 2019 annual meeting of stockholders, the proposal must be received by us at our principal executive offices at 1166 Avenue of the Americas, New York, NY 10036-2774, not later than November 30, 2018. The proposal must be sent to the attention of Katherine J. Brennan—Corporate Secretary and must comply with all relevant SEC requirements.

Our bylaws permit a stockholder, or a group of up to 20 stockholders, owning 3% or more of the Company's outstanding common stock continuously for at least three years to nominate and include in the Company's proxy materials directors constituting up to the greater of two or 20% of board seats, if the stockholder(s) and the nominee(s) meet the requirements in our bylaws. Notice of director nominations submitted under these proxy access bylaw provisions must be received no earlier than October 31, 2018 and no later than November 30, 2018. Director nominations submitted pursuant to the proxy access provisions of our bylaws must comply with all of the requirements of our bylaws.

OTHER STOCKHOLDER PROPOSALS OR DIRECTOR NOMINATIONS

Our bylaws set forth certain requirements that a stockholder must follow if the stockholder wants to nominate a person for election as director or propose an item of business ("other stockholder business") at an annual meeting of stockholders that is not included in our proxy statement. To properly bring the nomination or other stockholder business before an annual meeting, the proponent must be a stockholder of record both at the time the relevant notice of proposal is submitted and at the time of the annual meeting and be entitled to vote at the annual meeting, and comply with certain notice procedures. In the case of other stockholder business, the business must otherwise be a proper matter for stockholder action in accordance with law, the Company's Certificate of Incorporation and the Company's bylaws. The notice of proposal (nominating a person for election as director or proposing other stockholder business) also must comply with certain procedures regarding timeliness and form. The notice must be delivered not earlier than 5:00 p.m. Eastern Time on January 17, 2019, and not later than 5:00 p.m. Eastern Time on February 16, 2019. The notice must be delivered to Katherine J. Brennan—Corporate Secretary at our principal executive offices at 1166 Avenue of the Americas, New York, NY 10036-2774.

Exhibit A

Marsh & McLennan Companies, Inc.
Non-GAAP Measures
Twelve Months Ended December 31
( ) ( )

Overview

The Company reports its financial results in accordance with accounting principles generally accepted in the United States (referred to in this release as "GAAP" or "reported" results). The Company also refers to and presents below certain additional non-GAAP financial measures, within the meaning of Regulation G under the Securities Exchange Act of 1934. These measures are: *adjusted operating income (loss), adjusted operating margin, adjusted income, net of tax* and *adjusted earnings per share (EPS)*. The Company has included reconciliations of these non-GAAP financial measures to the most directly comparable financial measure calculated in accordance with GAAP in the following tables.

The Company believes these non-GAAP financial measures provide useful supplemental information that enables investors to better compare the Company's performance across periods. Management also uses these measures internally to assess the operating performance of its businesses, to assess performance for employee compensation purposes and to decide how to allocate resources. However, investors should not consider these non-GAAP measures in isolation from, or as a substitute for, the financial information that the Company reports in accordance with GAAP. The Company's non-GAAP measures include adjustments that reflect how management views our businesses, and may differ from similarly titled non-GAAP measures presented by other companies.

ADJUSTED OPERATING INCOME (LOSS) AND ADJUSTED OPERATING MARGIN

Adjusted operating income (loss) is calculated by excluding the impact of certain noteworthy items from the Company's GAAP operating income or loss. The following tables identify these noteworthy items and reconcile *adjusted operating income (loss)* to GAAP operating income or loss, on a consolidated and segment basis, for the twelve months ended December 31, 2017 and 2016. The following tables also present *adjusted operating margin*. For the twelve months ended December 31, 2017 and 2016, *adjusted operating margin* is calculated by dividing *adjusted operating income* by consolidated or segment GAAP revenue less, where applicable, the net gain on the deconsolidation of Marsh's India subsidiary and the proceeds related to the disposal of Mercer's U.S. defined contribution recordkeeping business.

(Millions) (Unaudited)	Risk & Insurance Services	Consulting	Corporate/ Eliminations	Total
Twelve Months Ended December 31, 2017				
Operating income (loss)	$	$	$( )	$ 5
Add impact of Noteworthy Items:				
Restructuring [a]				
Adjustments to acquisition related accounts [b]				
Other Settlement, Legal and Regulatory [c]	5			5
Pension settlement charge [d]				5
Other				
Operating income adjustments				
Adjusted operating income (loss)	$ 5	$	$( )	$
Operating margin	5%	%		%
Adjusted operating margin	5 5%	%		%
Twelve Months Ended December 31, 2016				
Operating income (loss)	$ 5	$	$( )	$
Add (Deduct) impact of Noteworthy Items:				
Restructuring [a]				
Adjustments to acquisition related accounts [b]				5
Disposal/deconsolidation of business [e]	( )	( )		( )
Other				
Operating income adjustments				
Adjusted operating income (loss)	$ 5	$	$(5)	$
Operating margin	5%	%		%
Adjusted operating margin	%	%		5%

(a) Includes severance and related charges from restructuring activities and the Mercer business restructure (initially announced in Q4 2016), adjustments to restructuring liabilities related to future rent under non-cancellable leases and other real estate costs, as well as restructuring costs related to the integration of recent acquisitions.
(b) Primarily includes the change in fair value as measured each quarter of contingent consideration related to acquisitions.
(c) Reflects the settlement of the final legacy litigation, originally filed in 2006, regarding Marsh's use of market service agreements.
(d) Pension settlement charge resulting from lump sum settlements elected by participants in certain U.K. pension plans. Recognition of these payments as a partial settlement was required because in each respective plan the lump sum payments exceeded the total of interest and service cost for the year.
(e) Relates to a net gain on the deconsolidation of Marsh India and contingent proceeds related to the disposal of Mercer's U.S. defined contribution recordkeeping business. The amounts are excluded from GAAP revenue in the calculation of adjusted operating margin.

ADJUSTED INCOME, NET OF TAX AND ADJUSTED EARNINGS PER SHARE

Adjusted income, net of tax is calculated as the Company's GAAP income from continuing operations, adjusted to reflect the after-tax impact of the operating income adjustments set forth in the preceding tables and the impact related to recently enacted U.S. tax reform legislation. *Adjusted EPS* is calculated by dividing the Company's *adjusted income, net of tax*, by MMC's average number of shares outstanding-diluted for the relevant period. The following tables reconcile *adjusted income, net of tax* to GAAP income from continuing operations and *adjusted EPS* to GAAP EPS for the twelve months ended December 31, 2017 and 2016.

	Twelve Months Ended December 31, 2017	Twelve Months Ended December 31, 2016

Exhibit B

Exhibit C

Amended and Restated Marsh & McLennan Companies 1999 Employee Stock Purchase Plan (as amended and restated on May 17, 2018)

1. Purpose. The purpose of the Plan is to provide eligible employees a convenient opportunity to purchase Stock through annual offerings financed by regular payroll contributions.

2. Definitions. The following terms, when used in the Plan, shall have the following meanings:

(a) “Base Compensation”—Base Compensation shall be an employee’s total compensation received during an offering period as determined under the Code for computing taxes for FICA purposes, including contributions made by the Company on behalf of each employee to any tax-qualified pension benefit plan pursuant to Section 401(k) of the Code, but shall exclude any bonus, incentive or other similar extraordinary remuneration received by such employee. In addition, “Base Compensation” shall include that portion of commissions earned by those employees of Putnam Investments, Inc. or its subsidiaries who are wholesalers or defined contribution plan sales representatives, which portion, for any such employee, when added to other compensation included in this definition, does not exceed $125,000, or such other figure as may subsequently be approved by the Committee.

(b) “Board”—The Board of Directors of MMC.

(c) “Code”—The Internal Revenue Code of 1986, as amended.

(d) “Committee”—The &Committeettee”—Aother compensation

(c) In the event of any change in the Stock, through recapitalization, merger, consolidation, stock dividend or split, combination or exchanges of shares or otherwise, the Committee may make such equitable adjustments in the Plan and the then outstanding offerings as it deems necessary and appropriate, including but not limited to changing the number of shares of Stock reserved under the Plan, and the price of the current offering.

(d) Shares of Stock which are to be delivered under the Plan may be obtained by MMC from its treasury, by purchases on the open market or from private sources, or by issuing authorized but unissued shares of its Stock. Any issuance of authorized but unissued Stock shall be approved by the Board or the Committee. Shares of authorized but unissued Stock may not be delivered under the Plan if the purchase price thereof is less than the par value of the Stock. Fractional shares of Stock may be issued and sold under the Plan.

5. Eligibility. All employees of MMC or such of its Subsidiaries as shall be designated by MMC will be eligible to participate in the Plan, in accordance with such rules as may be prescribed from time to time; provided, however, that such rules shall neither permit nor deny participation in the Plan contrary to the requirements of the Code (including, but not limited to, Section 423(b)(3), (4) and (8) thereof) and regulations promulgated thereunder. No employee shall be eligible to participate in the Plan if his or her customary employment is less than 20 hours per week or if he or she has been employed by the Company for less than six months. To the extent determined by either the Chief Executive Officer or the highest ranking human resource officer of MMC, such six month period may include periods of employment with a business prior to its acquisition by the Company. No employee may be granted an option under the Plan if such employee, immediately after the option is granted, owns 5% or more of the total combined voting power or value of the Stock of MMC or any subsidiary. For purposes of the preceding sentence, the rules of Section 424(d) of the Code shall apply in determining the stock ownership of an employee, and stock which the employee may purchase under outstanding options shall be treated as stock owned by the employee.

6. Offerings, Participation. (a) MMC may make one or more offerings of 12 months' duration each, to eligible employees to purchase Stock under the Plan, and an eligible employee may participate in such offering at such time(s) as determined by the Committee by authorizing a payroll deduction for such purpose in terms of whole number percentages up to a maximum of fifteen percent (15%) of his or her Base Compensation. The Committee may at any time suspend an offering if required by law or the best interests of the Company. MMC's obligation to sell and deliver Stock under the Plan is subject to the approval of any governmental authority required in connection with the authorization, issuance or sale of such Stock.

(b) Each participant in an offering may be requested to notify the Company of any disposition of shares of Common Stock purchased pursuant to the Plan prior to the expiration of the holding periods set forth in Section 423(a) of the Code.

7. Deductions. (a) The Company will maintain payroll deduction accounts for all participating employees. The Committee shall determine whether to credit such accounts with interest, and, if so, the rate at which such interest shall be credited. Interest crediting may vary by Subsidiary provided the requirements of Section 423(b)(5) of the Code are satisfied. All funds received or held by the Company under the Plan need not be segregated from other corporate funds and may be used for any corporate purpose.

(b) Subject to rules, procedures and forms adopted by or at the direction of the Committee, an employee may at any time increase, decrease or suspend his or her payroll deduction or may withdraw the balance of his or her payroll deduction account and thereby withdraw from participation in an offering.

(c) Any balance remaining in any employee's payroll deduction account at the end of an offering period will be repaid to such employee.

(d) In the event of a participating employee's retirement, death or termination of employment, his or her participation in any offering under the Plan shall cease, no further amounts shall be deducted pursuant to the Plan, and the balance in the employee's account shall be paid to the employee, or, in the event of the employee's death, to the employee's estate.

8. Purchase, Limitations. (a) Within the limitations of Section 8(d) below, each employee participating in any offering under the Plan shall be granted an option, upon the effective date of such offering, for as many shares of Stock as the amount of the employee's payroll deduction account at the end of any quarterly purchase period can purchase.

(b) As of the last day of each quarterly purchase period, the payroll deduction account of each participating employee shall be totaled. Subject to the provisions of Section 7(b) above, the employee shall be deemed to have exercised an option to purchase the largest number of shares of Stock (including fractional shares of Stock) at the price determined under Section 8(c) below; such employee's account will be charged, on that date, for the amount of the purchase, and for all purposes under the Plan the employee shall be deemed to have acquired the shares of Stock on that date. The registrar for MMC will make an entry on its books and records evidencing that such shares (including any partial share) have been duly issued as of that date.

(c) On or before the effective date of each offering, the Committee shall determine the purchase price of the shares of Stock which are to be sold under the offering or the formula for determining such price; provided, however, that no such price may be less than the amount equal to 95 percent of the Fair Market Value of the Stock at the time such option is exercised.

(d) No employee may be granted an option under the Plan which permits his or her rights to purchase Stock under the Plan, and any other stock purchase plan of MMC and its subsidiaries qualified under Section 423 of the Code, to accrue at a rate which exceeds $25,000 (or such amount as may be adjusted from time to time under pertinent regulations of the Code) of the Fair Market Value of such Stock (determined at the effective date of the offering) for each calendar year in which the option is outstanding at any time. In addition, the maximum number of shares which a participating employee may purchase pursuant to any one offering period shall be the number of shares determined by (i) multiplying

Exhibit D

Rules of the Marsh & McLennan Companies, Inc. Irish Savings Related Share Option Scheme (2001)

1. DEFINITIONS

1.1 In these Rules the following words and expressions shall have the following meanings:

"Act"	the Taxes Consolidation Act, 1997.
"Adoption Date"	the date on which the Scheme is adopted by the Board.
"Appropriate Period"	has the meaning given to it in paragraph 16(2) of Schedule 12A, to the Act.
"Associated Company"	has the meaning assigned to it by paragraph 1(1) of Schedule 12A, to the Act.
"Auditors"	the auditors for the time being of the Company or in the event of there being joint auditors such one of them as the Company shall select.
"Board"	the Board of Directors of MMC or a Committee comprising of individuals designated by the Board or a duly appointed representative of the Board.
"Bonus Date"	has the meaning assigned to it by paragraph 18 of Schedule 12A , to the Act.
"Company"	Marsh & McLennan Companies, Inc. (MMC) whose head office is located at 1166 Avenue of the Americas, New York, NY 10036.
"Control"	has the meaning assigned to it in section 432 to the Act.
"Date of Grant"	the date on which the Board grants an Option in accordance with Rule 4.
"Eligible Employee"	means every person who:

i. (a) is an employee of any Participating Company, including a full-time director, and

(b) is chargeable to tax in the Republic of Ireland under Schedule E id

“Maximum Contribution”	the lesser of:
	i such maximum monthly contributions as may be permitted pursuant to paragraph 25 of Schedule 12A

iii. the maximum permitted aggregate monthly savings contribution being a multiple of €1 and not less than €12, (when taken together with any monthly contributions made under any other similar savings contract), will not exceed the Maximum Contribution.

2.3 Each invitation shall be accompanied by a proposal form for a Savings Contract, and an application form, which will provide for the applicant to state:

i. the monthly savings contribution (being a multiple of €1 and not less than €12) which he wishes to make under the related Savings Contract, and

ii. that his proposed monthly savings contribution, when added to any monthly savings contributions then being made under any other Savings Contract linked to an Option granted under the Scheme or any other savings related share option scheme approved by the Revenue Commissioners, will not exceed the Maximum Contribution, and

iii. whether, for the purposes of determining the number of Shares over which an Option is to be granted, the repayment under the Savings Contract is to be taken as including any bonus payable,

and to authorise the Board to enter on the Savings Contract proposal form such monthly savings contribution, not exceeding the maximum stated on the application form, as shall be determined subject to rule 3 below.

2.4 Each application shall be deemed to be for an Option over the largest whole number of Shares which can be bought at the Option Price with the expected repayment under the related Savings Contract at the appropriate Bonus Date.

3. SCALING DOWN

3.1 If the Board receives valid applications for Options over an aggregate number of Shares which exceeds the limit determined pursuant to Rule 5 below in respect of that invitation, then the following steps shall be carried out successively to the extent necessary to eliminate the excess:

(i) by treating an application for a 5 year Savings Contract as an application for a 3 year Savings Contract;

(ii) by treating each election for a bonus as an election for no bonus;

(iii) by reducing the proposed monthly contributions pro rata to the excess over such amount as the Board shall determine for this purpose not being less than the minimum monthly contribution permitted under the Savings Contract; or

(iv) elimination or reduction shall be carried out on such basis as the Board, with the prior approval of the Revenue Commissioners, determine to be fair and reasonable.

3.2 If the number of Shares available is insufficient to enable an Option based on monthly contributions of the minimum amount permitted under the Savings Contract to be granted to each Eligible Employee making a valid application, the Board may, determine in its absolute discretion that no Options shall be granted.

3.3 If the Board so determines, the provisions in Rule 3.1 may be modified or applied in any manner as may be agreed in advance with the Irish Revenue Commissioners.

3.4 Each application shall be deemed to have been modified or withdrawn in accordance with the application of the foregoing provisions and the Board shall complete each Savings Contract proposal form to reflect any reduction in the monthly savings contribution resulting therefrom.

4. GRANT OF OPTIONS

4.1 No later than the thirtieth day or if Rule 3 applies the forty second day following the day on which the invitations were issued pursuant to Rule 2, the Board shall grant to each applicant who is still an Eligible Employee and is not precluded from participation in the Scheme by virtue of paragraph 8 of Schedule 12A to the Act, an Option over the number of Shares for which, pursuant to Rule 2.4 and subject to Rule 3, he is deemed to have applied.

As soon as possible after Options have been granted the Board shall issue an Option certificate in respect of each Option in such form, not inconsistent with these Rules, as the Board may determine.

4.2 No Option may be transferred, assigned or charged, and any purported transfer, assignment or charge shall cause the Option to lapse forthwith. Each Option certificate shall carry a statement to this effect.

4.3 Certificates for Shares purchased under the Scheme may be registered only in the name of the employee.

5. LIMITATIONS ON GRANTS

5.1 The aggregate number of Shares which may be made available under the Scheme shall not exceed 420,000.

6.3 No person shall be treated for the purposes of this Rule 6 as ceasing to be employed by a Participating Company until he is no longer employed by the Company, any Associated Company or a company of which the Company has Control.

6.4 If an Option holder continues to be employed by a Participating Company after the date on which he reaches Specified Age he may exercise any Subsisting Option within six months following that date.

7. TAKE-OVERS AND LIQUIDATIONS

7.1 If any person obtains Control of the Company as a result of making:

i. a general offer to acquire the whole of the issued ordinary share capital of the Company which is made on condition such that if it is satisfied the person making the offer will have Control of the Company, or

ii. a general offer to acquire all the shares in the Company which are of the same class as the Shares

then any Subsisting Option may be exercised within six months of the time when the person making the offer has obtained Control of the Company and any condition subject to which the offer is made has been satisfied.

7.2 If under section 201 of the Companies Act, 1963, the Court sanctions a compromise or arrangement proposed for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies, any Subsisting Option may be exercised within six months of the Court sanctioning the compromise or arrangement.

7.3 If any person becomes bound or entitled to acquire shares in the Company, under section 204 of the Companies Act, 1963, any Subsisting Option may be exercised at any time when that person remains so bound or entitled.

7.4 If as a result of the events specified in Rules 7.1 or 7.2 a company has obtained Control of the Company, or if a company has become bound or entitled as mentioned in Rule 7.3, the Option holder may, by agreement with the other company (the “Acquiring Company”), within the Appropriate Period, release each Subsisting Option (the “Old Option”) for an Option (the “New Option”) which satisfies the conditions that it:

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MARSH GUY CARPENTER MERCER

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