SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

☒ **Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the quarterly period ended September 30, 2025

OR

☐ **Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the transition period from_____ to_____.

Marsh & McLennan Companies, Inc.



1166 Avenue of the Americas
New York, New York 10036
(212) 345-5000

Commission file number 1-5998
State of Incorporation: Delaware
I.R.S. Employer Identification No. 36-2668272

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbol(s)	Name of exchange on which registered
Common Stock, par value $1.00 per share	MMC	New York Stock Exchange NYSE Texas

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer	☒	Accelerated Filer	☐
Non-Accelerated Filer	☐ (Do not check if a smaller reporting company)	Smaller Reporting Company	☐
		Emerging Growth Company	☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

As of October 13, 2025, there were outstanding 489,909,683 shares of common stock, par value $1.00 per share, of the registrant.

INFORMATION CONCERNING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains "forward-looking statements," as defined in the Private Securities Litigation Reform Act of 1995. These statements, which express management's current views concerning future events or results, use words like "anticipate," "assume," "believe," "continue," "estimate," "expect," "intend," "plan," "project" and similar terms, and future or conditional tense verbs like "could," "may," "might," "should," "will" and "would".

Forward-looking statements are subject to inherent risks and uncertainties that could cause actual results to differ materially from those expressed or implied in our forward-looking statements. Factors that could materially affect our future results include, among other things:

- the impact of geopolitical or macroeconomic conditions on us, our clients and the countries and industries in which we operate, including from multiple major wars and global conflicts, tariffs or changes in trade policies, slower GDP growth or recession, fluctuations in foreign exchange rates, lower interest rates, capital markets volatility, inflation and changes in insurance premium rates;
- the impact from lawsuits or investigations arising from errors and omissions, breaches of fiduciary duty or other claims against us in our capacity as a broker or investment advisor, including claims related to our investment business' ability to execute timely trades;
- the increasing prevalence of ransomware, supply chain and other forms of cyber attacks, and their potential to disrupt our operations, or the operations of our third party vendors, and result in the disclosure of confidential client or company information;
- the financial and operational impact of complying with laws and regulations, including domestic and international sanctions regimes, anti-corruption laws such as the U.S. Foreign Corrupt Practices Act, U.K. Anti Bribery Act and cybersecurity, data privacy and artificial intelligence regulations;
- our ability to attract, retain and develop industry leading talent;
- our ability to compete effectively and adapt to competitive pressures in each of our businesses, including from disintermediation as well as technological change, digital disruption and other types of innovation such as artificial intelligence;
- our ability to manage potential conflicts of interest, including where our services to a client conflict, or are perceived to conflict, with the interests of another client or our own interests;
- our ability to fully realize the opportunities and efficiencies from the Thrive program, which focuses on our brand strategy, delivering greater value to clients, accelerating growth and improving efficiency;
- our ability to successfully integrate or achieve the intended benefits of the acquisition of McGriff;
- the regulatory, contractual and reputational risks that arise based on insurance placement activities and insurer revenue streams; and
- the impact of changes in tax laws, guidance and interpretations, such as the implementation of the Organization for Economic Cooperation and Development international tax framework, or the increasing number of challenges by tax authorities in the current global tax environment.

The factors identified above are not exhaustive. Marsh & McLennan Companies, Inc., and its consolidated subsidiaries (the "Company") operate in a dynamic business environment in which new risks emerge frequently. Accordingly, we caution readers not to place undue reliance on any forward-looking statements, which are based only on information currently available to us and speak only as of the dates on which they are made. The Company undertakes no obligation to update or revise any forward-looking statement to reflect events or circumstances arising after the date on which it is made.

Further information concerning the Company, including information about factors that could materially affect our results of operations and financial condition, is contained in the Company's filings with the Securities and Exchange Commission, including the "Risk Factors" section and the "Management's Discussion and Analysis of Financial Condition and Results of Operations" section of this Quarterly Report on Form 10-Q and our most recently filed Annual Report on Form 10-K.

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements.

MARSH & McLENNAN COMPANIES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME
(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
(In millions, except per share data)	**2025**	2024	**2025**	2024
Revenue	**$ 6,351**	$ 5,697	**$ 20,386**	$ 18,391
Expense:				
Compensation and benefits	**3,894**	3,442	**11,639**	10,366
Other operating expenses	**1,287**	1,147	**3,743**	3,350
Operating expenses	**5,181**	4,589	**15,382**	13,716
Operating income	**1,170**	1,108	**5,004**	4,675
Other net benefit credits	**52**	68	**143**	201
Interest income	**10**	12	**34**	61
Interest expense	**(237)**	(154)	**(725)**	(469)
Investment income	**15**	1	**27**	3
Income before income taxes	**1,010**	1,035	**4,483**	4,471
Income tax expense	**253**	283	**1,083**	1,155
Net income before non-controlling interests	**757**	752	**3,400**	3,316
Less: Net income attributable to non-controlling interests	**10**	5	**61**	44
Net income attributable to the Company	**$ 747**	$ 747	**$ 3,339**	$ 3,272
Net income per share attributable to the Company:				
– Basic	**$ 1.52**	$ 1.52	**$ 6.79**	$ 6.65
– Diluted	**$ 1.51**	$ 1.51	**$ 6.75**	$ 6.59
Average number of shares outstanding:				
– Basic	**491**	492	**492**	492
– Diluted	**494**	496	**495**	496
Shares outstanding at September 30,	**490**	491	**490**	491

The accompanying notes are an integral part of these unaudited consolidated statements.

MARSH & McLENNAN COMPANIES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
(In millions)	**2025**	2024	**2025**	2024
Net income before non-controlling interests	**$ 757**	$ 752	**$ 3,400**	$ 3,316
Other comprehensive income (loss), before tax:				
Foreign currency translation adjustments	**(263)**	661	**926**	389
Gain (Loss) related to pension/post-retirement plans	**89**	(173)	**(207)**	(105)
Other comprehensive income (loss), before tax	**(174)**	488	**719**	284
Income tax expense (benefit) on other comprehensive loss	**23**	(49)	**(80)**	(21)
Other comprehensive (loss) income, net of tax	**(197)**	537	**799**	305
Comprehensive income	**560**	1,289	**4,199**	3,621
Less: comprehensive income attributable to non-controlling interest	**10**	5	**61**	44
Comprehensive income attributable to the Company	**$ 550**	$ 1,284	**$ 4,138**	$ 3,577

The accompanying notes are an integral part of these unaudited consolidated statements.

MARSH & McLENNAN COMPANIES, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

(In millions, except share data)		**(Unaudited) September 30, 2025**		December 31, 2024
ASSETS				
Current assets:				
Cash and cash equivalents	**$**	**2,511**	$	2,398
Cash and cash equivalents held in a fiduciary capacity		**12,001**		11,276
Receivables				
Commissions and fees		**7,256**		6,533
Advanced premiums and claims		**63**		84
Other		**760**		706
		8,079		7,323
Less-allowance for credit losses		**(173)**		(167)
Net receivables		**7,906**		7,156
Other current assets		**1,281**		1,287
Total current assets		**23,699**		22,117
Goodwill		**23,949**		23,306
Other intangible assets		**4,671**		4,820
Fixed assets (net of accumulated depreciation and amortization of $1,669 at September 30, 2025 and $1,538 at December 31, 2024)		**820**		859
Pension related assets		**2,212**		1,914
Right of use assets		**1,436**		1,498
Deferred tax assets		**248**		237
Other assets		**1,748**		1,730
	$	**58,783**	$	56,481

The accompanying notes are an integral part of these unaudited consolidated statements.

MARSH & McLENNAN COMPANIES, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS (Continued)

(In millions, except share data)		**(Unaudited) September 30, 2025**		December 31, 2024
LIABILITIES AND EQUITY				
Current liabilities:				
Short-term debt	**$**	**1,263**	$	519
Accounts payable and accrued liabilities		**3,355**		3,402
Accrued compensation and employee benefits		**3,089**		3,620
Current lease liabilities		**332**		325
Accrued income taxes		**617**		376
Dividends payable		**441**		—
Fiduciary liabilities		**12,001**		11,276
Total current liabilities		**21,098**		19,518
Long-term debt		**18,317**		19,428
Pension, post-retirement and post-employment benefits		**791**		840
Long-term lease liabilities		**1,514**		1,590
Liabilities for errors and omissions		**285**		305
Other liabilities		**1,419**		1,265
Commitments and contingencies		**—**		—
Equity:				
Preferred stock, $1 par value, authorized 6,000,000 shares, none issued		**—**		—
Common stock, $1 par value, authorized 1,600,000,000 shares, issued 560,641,640 shares at September 30, 2025 and December 31, 2024		**561**		561
Additional paid-in capital		**1,457**		1,370
Retained earnings		**26,948**		25,306
Accumulated other comprehensive loss		**(5,441)**		(6,240)
Non-controlling interests		**206**		193
		23,731		21,190
Less – treasury shares, at cost, 70,639,222 shares at September 30, 2025 and 69,239,488 shares at December 31, 2024		**(8,372)**		(7,655)
Total equity		**15,359**		13,535
	$	**58,783**	$	56,481

The accompanying notes are an integral part of these unaudited consolidated statements.

MARSH & McLENNAN COMPANIES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

For the Nine Months Ended September 30,				
(In millions)		**2025**		2024
Operating cash flows:				
Net income before non-controlling interests	**$**	**3,400**	$	3,316
Adjustments to reconcile net income provided by operations:				
Depreciation and amortization of fixed assets and capitalized software		**270**		276
Amortization of intangible assets		**412**		269
Non-cash lease expense		**219**		206
Adjustments and payments related to contingent consideration assets and liabilities		**18**		(69)
Gain on consolidation of entity		**(13)**		—
Net (gain) on investments		**(27)**		—
Net (gain) on disposition of assets		**(17)**		(18)
Share-based compensation expense		**305**		283
Changes in assets and liabilities:				
Net receivables		**(388)**		(821)
Other assets		**(39)**		(45)
Accrued compensation and employee benefits		**(610)**		(582)
Provision for taxes, net of payments and refunds		**197**		233
Contributions to pension and other benefit plans in excess of current year credit		**(190)**		(262)
Other liabilities		**(157)**		(211)
Operating lease liabilities		**(249)**		(229)
Net cash provided by (used for) operations		**3,131**		2,346
Financing cash flows:				
Purchase of treasury shares		**(1,002)**		(900)
Proceeds from issuance of debt		**—**		988
Repayments of debt		**(514)**		(1,613)
Payment of bridge loan commitment fees		**—**		(23)
Purchase of non-controlling interests		**—**		(5)
Shares withheld for taxes on vested units – treasury shares		**(148)**		(177)
Issuance of common stock from treasury shares		**212**		221
Payments of deferred and contingent consideration for acquisitions		**(64)**		(91)
Receipts of deferred and contingent consideration for dispositions		**—**		3
Distributions of non-controlling interests		**(46)**		(29)
Dividends paid		**(1,255)**		(1,110)
Change in fiduciary liabilities		**231**		916
Net cash provided by (used for) financing activities		**(2,586)**		(1,820)
Investing cash flows:				
Capital expenditures		**(186)**		(240)
Purchases of long term investments		**(17)**		(18)
Sales of long-term investments		**96**		17
Dispositions		**15**		106
Acquisitions, net of cash and cash held in a fiduciary capacity acquired		**(224)**		(1,042)
Other, net		**(6)**		1
Net cash provided by (used for) investing activities		**(322)**		(1,176)
Effect of exchange rate changes on cash, cash equivalents, and cash and cash equivalents held in a fiduciary capacity		**615**		219
Increase (Decrease) in cash, cash equivalents, and cash and cash equivalents held in a fiduciary capacity		**838**		(431)
Cash, cash equivalents, and cash and cash equivalents held in a fiduciary capacity at beginning of period		**13,674**		14,152
Cash, cash equivalents, and cash and cash equivalents held in a fiduciary capacity at end of period	**$**	**14,512**	$	13,721

Reconciliation of cash, cash equivalents, and cash and cash equivalents held in a fiduciary capacity to the Consolidated Balance Sheets				
Balance at September 30,		**2025**		2024
(In millions)				
Cash and cash equivalents	**$**	**2,511**	$	1,798
Cash and cash equivalents held in a fiduciary capacity		**12,001**		11,923
Total cash, cash equivalents, and cash and cash equivalents held in a fiduciary capacity	**$**	**14,512**	$	13,721

The accompanying notes are an integral part of these unaudited consolidated statements.

MARSH & McLENNAN COMPANIES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF EQUITY
(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
(In millions, except per share data)	**2025**	2024	**2025**	2024
COMMON STOCK				
Balance, beginning and end of period	**$ 561**	$ 561	**$ 561**	$ 561
ADDITIONAL PAID-IN CAPITAL				
Balance, beginning of period	**$ 1,362**	$ 1,197	**$ 1,370**	$ 1,242
Change in accrued stock compensation costs	**83**	84	**(48)**	(41)
Issuance of shares under stock compensation plans and employee stock purchase plans	**12**	8	**135**	88
Balance, end of period	**$ 1,457**	$ 1,289	**$ 1,457**	$ 1,289
RETAINED EARNINGS				
Balance, beginning of period	**$ 27,088**	$ 24,578	**$ 25,306**	$ 22,759
Net income attributable to the Company	**747**	747	**3,339**	3,272
Dividend equivalents declared	**(4)**	(3)	**(12)**	(10)
Dividends declared	**(883)**	(802)	**(1,685)**	(1,501)
Balance, end of period	**$ 26,948**	$ 24,520	**$ 26,948**	$ 24,520
ACCUMULATED OTHER COMPREHENSIVE LOSS				
Balance, beginning of period	**$ (5,244)**	$ (5,527)	**$ (6,240)**	$ (5,295)
Other comprehensive income (loss), net of tax	**(197)**	537	**799**	305
Balance, end of period	**$ (5,441)**	$ (4,990)	**$ (5,441)**	$ (4,990)
TREASURY SHARES				
Balance, beginning of period	**$ (8,000)**	$ (7,442)	**$ (7,655)**	$ (7,076)
Issuance of shares under stock compensation plans and employee stock purchase plans	**30**	50	**285**	284
Purchase of treasury shares	**(402)**	(300)	**(1,002)**	(900)
Balance, end of period	**$ (8,372)**	$ (7,692)	**$ (8,372)**	$ (7,692)
NON-CONTROLLING INTERESTS				
Balance, beginning of period	**$ 209**	$ 198	**$ 193**	$ 179
Net income attributable to non-controlling interests	**10**	5	**61**	44
Distributions and other changes	**(13)**	(9)	**(48)**	(29)
Balance, end of period	**$ 206**	$ 194	**$ 206**	$ 194
TOTAL EQUITY	**$ 15,359**	$ 13,882	**$ 15,359**	$ 13,882
Dividends declared per share	**$ 1.80**	$ 1.63	**$ 3.43**	$ 3.05

The accompanying notes are an integral part of these unaudited consolidated statements.

1. Nature of Operations

Marsh & McLennan Companies, Inc., and its consolidated subsidiaries (the "Company"), a global professional services firm, is organized based on the different services that it offers. Under this structure, the Company's two business segments are Risk and Insurance Services and Consulting.

The Risk and Insurance Services segment ("RIS") includes risk management activities (risk advice, risk transfer, and risk control and mitigation solutions) as well as insurance and reinsurance broking and services for businesses, public entities, insurance companies, associations, professional services organizations, and private clients. The Company conducts business in this segment through Marsh and Guy Carpenter. Marsh provides data-driven risk advisory services and insurance solutions to commercial and consumer clients. Guy Carpenter develops advanced risk, reinsurance and capital strategies that help clients grow profitably and pursue emerging opportunities.

The Consulting segment includes health, wealth and career advice, solutions and products, and specialized management, strategic, economic and brand consulting services. The Company conducts business in this segment through Mercer and Oliver Wyman Group. Mercer delivers advice and technology-driven solutions that help organizations redefine the future of work, reshape retirement and investment outcomes, and unlock health and well-being for a changing workforce. Oliver Wyman Group serves as a critical strategic, economic and brand advisor to private sector and governmental clients.

2. Principles of Consolidation and Other Matters

The Company prepared the consolidated financial statements included herein pursuant to the rules and regulations of the Securities and Exchange Commission. For interim filings, certain information and disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America (U.S.) have been omitted pursuant to such rules and regulations. The Company believes that the information and disclosures presented are adequate to make such information and disclosures not misleading. These consolidated financial statements should be read in conjunction with the consolidated financial statements and the notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2024 (the "2024 Form 10-K").

The accompanied consolidated financial statements include all wholly-owned and majority-owned subsidiaries. All significant inter-company transactions and balances have been eliminated. The financial information contained herein reflects all normal recurring adjustments which are, in the opinion of management, necessary for a fair presentation of the Company's consolidated financial statements as of and for the nine months ended September 30, 2025 and 2024.

The Company's results for the three and nine months ended September 30, 2025, include the results of operations of McGriff Insurance Services, LLC ("McGriff") in the Risk and Insurance Services segment.

The preparation of the consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expense during the reporting period. On an ongoing basis, the Company evaluates its estimates, judgments and methodologies. The estimates are based on historical experience and on various other assumptions that the Company believes are reasonable.

Such matters include:

- estimates of revenue;
- impairment assessments and charges;
- recoverability of long-lived assets;
- liabilities for errors and omissions;
- deferred tax assets, uncertain tax positions and income tax expense;
- share-based and incentive compensation expense;
- the allowance for current expected credit losses on receivables;

- useful lives assigned to long-lived assets, and depreciation and amortization; and
- fair value estimates of contingent consideration receivable or payable related to acquisitions or dispositions.

The Company believes these estimates are reasonable based on information currently available at the time they are made. The Company also considered the potential impact of macroeconomic factors including from the multiple major wars and global conflicts, tariffs or changes in trade policies, slower GDP growth or recession, fluctuations in foreign exchange rates, lower interest rates, capital markets volatility, inflation and changes in insurance premium rates to its customer base in various industries and geographies. Insurance exposures subject to variable factors are subject to mid-term and end-of-term adjustments, as well as policy audits, which may reduce premiums and corresponding commissions. Estimates were updated based on internal and industry specific economic data. Actual results may differ from these estimates.

Cash and Cash Equivalents

Cash and cash equivalents primarily consist of certificates of deposit and time deposits, with original maturities of three months or less, and money market funds. The estimated fair value of the Company's cash and cash equivalents approximates their carrying value. The Company is required to maintain operating funds primarily related to regulatory requirements outside of the U.S., or as collateral under captive insurance arrangements. At September 30, 2025, the Company maintained $542 million compared to $455 million at December 31, 2024 related to these regulatory requirements.

Allowance for Credit Losses on Accounts Receivable

The Company’s policy for providing an allowance for credit losses on its accounts receivable is based on a combination of factors, including historical write-offs, aging of balances, and other qualitative and quantitative analyses. The charge related to expected credit losses was not material to the consolidated statements of income for the three and nine months ended September 30, 2025 and 2024, respectively.

Investments

The caption "Investment income" in the consolidated statements of income comprises of realized and unrealized gains and losses from investments recognized in earnings. It includes, when applicable, other than temporary declines in the value of securities, mark-to-market increases or decreases in equity investments with readily determinable fair values and equity method gains or losses on the Company's investments in private equity funds.

The Company holds investments in certain private equity funds. Investments in private equity funds are accounted for in accordance with the equity method of accounting using a consistently applied three-month lag period adjusted for any known significant changes from the lag period to the reporting date of the Company. The underlying private equity funds follow investment company accounting, where investments within the fund are carried at fair value. Investment gains or losses for its proportionate share of the change in fair value of the funds are recorded in earnings. Investments accounted for in accordance with the equity method of accounting are included in other assets in the consolidated balance sheets.

The Company recorded net investment income of $15 million and $27 million for the three and nine months ended September 30, 2025, respectively, compared to net investment income of $1 million and $3 million, respectively, for the corresponding periods in the prior year.

Income Taxes

The Company's effective tax rate for the three months ended September 30, 2025 was 25.1%, compared with 27.3% for the corresponding quarter of 2024. The effective tax rates for the nine months ended September 30, 2025 and 2024 were 24.2% and 25.8%, respectively.

The tax rate in each period reflects the impact of discrete tax items such as excess tax benefits related to share-based compensation, enacted tax legislation, changes in uncertain tax positions, deferred tax adjustments, non-taxable adjustments related to contingent consideration for acquisitions, and valuation allowances for certain tax credits and attributes.

The excess tax benefit related to share-based payments is the most significant discrete item in both periods, reducing the effective tax rate by 0.3% for the three months ended September 30, 2025 and 2024, and by 1.0% and 1.3% for the nine months ended September 30, 2025 and 2024, respectively.

The Company's tax rate reflects its income, statutory tax rates, and tax planning in the various jurisdictions in which it operates. Significant judgment is required in determining the annual effective tax rate and in evaluating uncertain tax positions. Losses in one jurisdiction generally cannot offset earnings in another, and within certain jurisdictions profits and losses may not offset between entities. Consequently, losses in certain jurisdictions may require valuation allowances affecting the effective tax rate, depending on estimates of the realizability of associated deferred tax assets. The tax rate is also sensitive to changes in unrecognized tax benefits, including the impact of settled tax audits and expired statutes of limitations.

The Company reports a liability for unrecognized tax benefits resulting from uncertain tax positions taken or expected to be taken in tax returns. The Company's gross unrecognized tax benefits were $113 million at September 30, 2025, and $112 million at December 31, 2024. It is reasonably possible that the total amount of unrecognized tax benefits could decrease up to approximately $69 million within the next twelve months due to settlement of audits and expirations of statutes of limitations.

In 2024, the Company received closure notices and assessments from the U.K. tax authority in relation to its 2016-2020 examinations which disallowed certain interest expense deductions. The Company has appealed the assessments and resolving this matter through litigation or alternative dispute resolution may take several years. The Company believes the resolution of tax matters will not have a material effect on the consolidated financial position of the Company. However, an adverse resolution of tax matters could have a material impact on the Company's net income or cash flows and on its effective tax rate in a particular future period.

Changes in tax laws, rulings, policies, or related legal and regulatory interpretations occur frequently and may have significant favorable or adverse impacts on our effective tax rate.

On July 4, 2025, U.S tax legislation was signed into law (known as the "One Big Beautiful Bill Act" or "OBBBA") which makes permanent many of the tax provisions enacted in 2017 as part of the Tax Cuts and Jobs Act, that were set to expire at the end of 2025. In addition, the OBBBA makes changes to certain U.S. corporate tax provisions, but many are generally not effective until 2026. The enactment of the OBBBA does not have a material impact on the results from operations for the current year or future years.

In 2021, the Organization for Economic Cooperation and Development ("OECD") released model rules for a 15% global minimum tax, known as Pillar Two. Pillar Two has now been enacted by most key non-U.S. jurisdictions where the Company operates, including the U.K. and Ireland. Parts of the minimum tax rules were applicable in 2024, with the remaining provisions becoming fully effective for 2025. This minimum tax is treated as a period cost and does not have a material impact on the Company's financial results from operations for the current period.

The Company continues to monitor legislative developments, as well as additional guidance from countries that have enacted Pillar Two legislation, and will ensure it complies with any changes.

Restructuring Costs

Charges associated with restructuring activities are recognized in accordance with applicable accounting guidance which includes accounting for disposal or exit activities, guidance related to impairment of right-of-use ("ROU") assets related to real estate leases, as well as other costs resulting from accelerated depreciation or amortization of leasehold improvements and other property and equipment.

Severance and related costs are recognized based on amounts due under established severance plans or estimates of one-time benefits that will be provided. Typically, severance benefits are recognized when the impacted colleagues are notified of their expected termination and such termination is expected to occur within the legally required notification period. These costs are included in compensation and benefits in the consolidated statements of income.

Costs for real estate consolidation are recognized based on the type of cost, and the expected future use of the facility. For locations where the Company does not expect to sub-lease the property, the amortization of any ROU asset is accelerated from the decision date to the cease use date. For locations where the Company expects to sub-lease the properties subsequent to its vacating the property, the ROU asset is reviewed for potential impairment at the earlier of the cease use date or the date a sub-lease is signed. To determine the amount of impairment, the fair value of the ROU asset is determined based on the present value of the estimated net cash flows related to the property. Contractual costs outside of the ROU asset are recognized based on the net present value of expected future cash outflows for which the Company will not receive any benefit. Such amounts are reliant on estimates of future sub-lease income to be received and future contractual costs to be incurred. These costs are included in other operating expenses in the consolidated statements of income.

Other costs related to restructuring such as moving, legal or consulting costs are recognized as incurred. These costs are included in other operating expenses in the consolidated statements of income.

Foreign Currency

The financial statements of our international subsidiaries are translated from functional currency to U.S. dollars using month-end exchange rates for assets and liabilities, and average monthly exchange rates during the period for revenues and expenses. Translation adjustments are recorded in accumulated other comprehensive income (loss) ("AOCI") within the consolidated statements of equity. Foreign exchange transaction gains and losses resulting from the conversion of the transaction currency to functional currency are included in operating income in the consolidated statements of income.

3. Revenue

The core principle of the revenue recognition guidance is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services.

To achieve this principle, the entity applies the following steps: identify the contract(s) with the customer, identify the performance obligations in the contract(s), determine the transaction price, allocate the transaction price to the performance obligations in the contract, and recognize revenue when (or as) the entity satisfies a performance obligation. In accordance with the accounting guidance, a performance obligation is satisfied either at a "point in time" or "over time", depending on the nature of the product or service provided, and the specific terms of the contract with customers.

Other revenue included in the consolidated statements of income that is not from contracts with customers is less than 1% of total revenue and is not presented as a separate line item.

The Company's revenue policies are provided in more detail in Note 2, Revenue, in the 2024 Form 10-K.

The following table disaggregates various components of the Company's revenue:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(In millions)	**2025**	2024	**2025**	2024
Marsh:				
EMEA	**$ 813**	$ 747	**$ 2,878**	$ 2,684
Asia Pacific	**361**	342	**1,105**	1,069
Latin America	**137**	134	**393**	396
Total International	**1,311**	1,223	**4,376**	4,149
U.S./Canada	**2,089**	1,711	**6,326**	5,053
Total Marsh	**3,400**	2,934	**10,702**	9,202
Guy Carpenter	**398**	381	**2,281**	2,161
Subtotal	**3,798**	3,315	**12,983**	11,363
Fiduciary interest income	**109**	138	**311**	385
Total Risk and Insurance Services	**$ 3,907**	$ 3,453	**$ 13,294**	$ 11,748
Mercer:				
Wealth	**$ 705**	$ 625	**$ 2,060**	$ 1,909
Health	**555**	520	**1,757**	1,605
Career	**319**	307	**756**	742
Total Mercer	**1,579**	1,452	**4,573**	4,256
Oliver Wyman Group	**886**	810	**2,577**	2,436
Total Consulting	**$ 2,465**	$ 2,262	**$ 7,150**	$ 6,692

The following table provides contract assets and contract liabilities information from contracts with customers:

(In millions)	**September 30, 2025**	December 31, 2024
Contract assets	**$ 557**	$ 473
Contract liabilities	**$ 919**	$ 866

The Company records accounts receivable when the right to consideration is unconditional, subject only to the passage of time. Contract assets primarily relate to quota share reinsurance brokerage and contingent insurer revenue. The Company does not have the right to bill and collect revenue for quota share brokerage until the underlying policies written by the ceding insurer attach to the treaty. Estimated revenue related to the achievement of volume or loss ratio metrics cannot be billed or collected until all related policy placements are completed and the contingency is resolved. Contract assets are included in other current assets in the Company's consolidated balance sheets. Contract liabilities primarily relate to the advance consideration received from customers. Contract liabilities are included in current liabilities in the Company's consolidated balance sheets.

Revenue recognized for the three and nine months ended September 30, 2025 that was included in the contract liability balance at the beginning of each of those periods was $119 million and $705 million, respectively, compared to revenue recognized of $149 million and $730 million, respectively, for the corresponding periods in the prior year.

The amount of revenue recognized for the three and nine months ended September 30, 2025 from performance obligations satisfied in previous periods, mainly due to variable consideration from contracts with insurers, quota share business and consulting contracts previously considered constrained was $18 million and $75 million, respectively, and $18 million and $61 million, respectively, for the corresponding periods in the prior year.

The Company applies the practical expedient and does not disclose the value of unsatisfied performance obligations for (1) contracts with original contract terms of one year or less and (2) contracts where the Company has the right to invoice for services performed.

4. Fiduciary Assets and Liabilities

The Company, in its capacity as an insurance broker or agent, generally collects premiums from insureds and after deducting its commissions, remits the premiums to the respective insurance underwriters. The Company also collects claims or refunds from underwriters on behalf of insureds. Unremitted insurance premiums and claims proceeds are held by the Company in a fiduciary capacity. The Company's fiduciary assets primarily include bank or short-term time deposits and liquid money market funds, classified as cash and cash equivalents. Since cash and cash equivalents held in a fiduciary capacity are not available for corporate use, they are shown separately in the consolidated balance sheets as cash and cash equivalents held in a fiduciary capacity, with a corresponding amount in current liabilities.

Risk and Insurance Services revenue includes interest on fiduciary funds of $109 million and $311 million for the three and nine months ended September 30, 2025, respectively, and $138 million and $385 million for the three and nine months ended September 30, 2024, respectively.

Net uncollected premiums and claims and the related payables were $15.3 billion at September 30, 2025 and $15.1 billion at December 31, 2024. The Company is not a principal to the contracts under which the right to receive premiums or the right to receive reimbursement of insured losses arises. Accordingly, net uncollected premiums and claims and the related payables are not assets and liabilities of the Company and are not included in the accompanying consolidated balance sheets.

In certain instances, the Company advances premiums, refunds or claims to insurance underwriters or insureds prior to collection. These advances are made from corporate funds and are reflected in the accompanying consolidated balance sheets as receivables.

5. Per Share Data

Basic net income per share attributable to the Company is calculated by dividing the after-tax income attributable to the Company by the weighted average number of outstanding shares of the Company’s common stock.

Diluted net income per share attributable to the Company is calculated by dividing the after-tax income attributable to the Company by the weighted average number of outstanding shares of the Company’s common stock, which have been adjusted for the dilutive effect of potentially issuable common shares.

Basic and Diluted EPS Calculation	Three Months Ended September 30,		Nine Months Ended September 30,	
(In millions, except per share data)	**2025**	2024	**2025**	2024
Net income before non-controlling interests	**$ 757**	$ 752	**$ 3,400**	$ 3,316
Less: Net income attributable to non-controlling interests	**10**	5	**61**	44
Net income attributable to the Company	**$ 747**	$ 747	**$ 3,339**	$ 3,272
Basic weighted average common shares outstanding	**491**	492	**492**	492
Dilutive effect of potentially issuable common shares	**3**	4	**3**	4
Diluted weighted average common shares outstanding	**494**	496	**495**	496
Average stock price used to calculate common stock equivalents	**$ 205.60**	$ 222.13	**$ 219.35**	$ 209.06

6. Supplemental Disclosures to the Consolidated Statements of Cash Flows

The following table provides additional information concerning acquisitions, interest and income taxes paid for the nine months ended September 30, 2025 and 2024:

(In millions)		**2025**		2024
Assets acquired, excluding cash, cash equivalents, and cash and cash equivalents held in a fiduciary capacity	**$**	**367**	$	1,310
Fiduciary liabilities assumed		**(17)**		(8)
Liabilities assumed		**(43)**		(84)
Fair value of previously-held equity investment		**(15)**		—
Contingent/deferred purchase consideration		**(68)**		(176)
Net cash outflow for acquisitions	**$**	**224**	$	1,042

(In millions)		**2025**		2024
Interest paid	**$**	**775**	$	538
Income taxes paid, net of refunds	**$**	**886**	$	922

The classification of contingent consideration in the consolidated statements of cash flows is dependent upon whether the receipt or payment was part of the initial liability established on the acquisition date (financing) or an adjustment to the acquisition date liability (operating).

The following amounts are included in the consolidated statements of cash flows as operating and financing activities:

For the Nine Months Ended September 30, *(In millions)*		**2025**		2024
Operating:				
Contingent consideration payments for prior year acquisitions	**$**	**(27)**	$	(90)
Acquisition/disposition related net charges for adjustments		**45**		21
Adjustments and payments related to contingent consideration	**$**	**18**	$	(69)
Financing:				
Contingent consideration for prior year acquisitions	**$**	**(11)**	$	(73)
Deferred consideration for prior year acquisitions		**(53)**		(18)
Payments of deferred and contingent consideration for acquisitions	**$**	**(64)**	$	(91)
Receipts of contingent consideration for dispositions	**$**	**—**	$	1

The Company had non-cash issuances of common stock in accordance with its share-based payment plan of $356 million and $328 million for the nine months ended September 30, 2025 and 2024, respectively.

The Company recorded share-based compensation expense related to restricted stock units, performance stock units and stock options of $95 million and $305 million for the three and nine months ended September 30, 2025, respectively, and $90 million and $283 million for the three and nine months ended September 30, 2024, respectively.

7. Other Comprehensive (Loss) Income

The changes, net of tax, in the balances of each component of AOCI for the three and nine months ended September 30, 2025 and 2024, including amounts reclassified out of AOCI, are as follows:

(In millions)	**Pension/Post-Retirement Plans Gains (Losses)**	**Foreign Currency Translation Adjustments**	**Total**
Balance at July 1, 2025	**$ (3,632)**	**$ (1,612)**	**$ (5,244)**
Other comprehensive (loss) income before reclassifications	**58**	**(263)**	**(205)**
Amounts reclassified from accumulated other comprehensive income	**8**	**—**	**8**
Net current period other comprehensive (loss) income	**66**	**(263)**	**(197)**
Balance at September 30, 2025 (a)	**$ (3,566)**	**$ (1,875)**	**$ (5,441)**

(In millions)	Pension/Post-Retirement Plans Gains (Losses)	Foreign Currency Translation Adjustments	Total
Balance at July 1, 2024	$ (3,050)	$ (2,477)	$ (5,527)
Other comprehensive income (loss) before reclassifications	(135)	668	533
Amounts reclassified from accumulated other comprehensive income	4	—	4
Net current period other comprehensive income (loss)	(131)	668	537
Balance at September 30, 2024 (a)	$ (3,181)	$ (1,809)	$ (4,990)

(a) At September 30, 2025 and 2024, balances are net of deferred tax assets in pension and post-retirement plans gains (losses) of $1.6 billion and $1.5 billion, respectively.

(In millions)	**Pension/Post-Retirement Plans Gains (Losses)**	**Foreign Currency Translation Adjustments**	**Total**
Balance at January 1, 2025	**$ (3,408)**	**$ (2,832)**	**$ (6,240)**
Other comprehensive (loss) income before reclassifications	**(182)**	**957**	**775**
Amounts reclassified from accumulated other comprehensive income	**24**	**—**	**24**
Net current period other comprehensive income (loss)	**(158)**	**957**	**799**
Balance at September 30, 2025 (a)	**$ (3,566)**	**$ (1,875)**	**$ (5,441)**

(In millions)	Pension/Post-Retirement Plans Gains (Losses)	Foreign Currency Translation Adjustments	Total
Balance at January 1, 2024	$ (3,101)	$ (2,194)	$ (5,295)
Other comprehensive income (loss) before reclassifications	(93)	385	292
Amounts reclassified from accumulated other comprehensive income	13	—	13
Net current period other comprehensive income (loss)	(80)	385	305
Balance at September 30, 2024 (a)	$ (3,181)	$ (1,809)	$ (4,990)

(a) At September 30, 2025 and 2024, balances are net of deferred tax assets in pension and post-retirement plans gains (losses) of $1.6 billion and $1.5 billion, respectively.

The components of other comprehensive (loss) income for the three and nine months ended September 30, 2025 and 2024 are as follows:

Three Months Ended September 30,	2025			2024		
(In millions)	**Pre-Tax**	**Tax (Credit)**	**Net of Tax**	Pre-Tax	Tax (Credit)	Net of Tax
Foreign currency translation adjustments	**$ (263)**	**$ —**	**$ (263)**	$ 661	$ (7)	$ 668
Pension/post-retirement plans:						
Amortization of (gains) losses included in net benefit (credit) cost:						
Prior service credits (a)	**1**	**—**	**1**	—	—	—
Net actuarial losses (a)	**10**	**3**	**7**	6	2	4
Subtotal	**11**	**3**	**8**	6	2	4
Foreign currency translation adjustments	**79**	**20**	**59**	(180)	(44)	(136)
Effect of remeasurement	**(1)**	**—**	**(1)**	—	—	—
Effect of settlement	**—**	**—**	**—**	1	—	1
Pension/post-retirement plans gains (losses)	**89**	**23**	**66**	(173)	(42)	(131)
Other comprehensive (loss) income	**$ (174)**	**$ 23**	**$ (197)**	$ 488	$ (49)	$ 537

(a) Included in other net benefit credits in the consolidated statements of income. Income tax expense on net actuarial losses are included in income tax expense.

Nine Months Ended September 30,	2025			2024		
(In millions)	**Pre-Tax**	**Tax (Credit)**	**Net of Tax**	Pre-Tax	Tax (Credit)	Net of Tax
Foreign currency translation adjustments	**$ 926**	**$ (31)**	**$ 957**	$ 389	$ 4	$ 385
Pension/post-retirement plans:						
Amortization of (gains) losses included in net benefit (credit) cost:						
Prior service credits (a)	**1**	**—**	**1**	(1)	—	(1)
Net actuarial losses (a)	**31**	**8**	**23**	19	5	14
Subtotal	**32**	**8**	**24**	18	5	13
Foreign currency translation adjustments	**(245)**	**(58)**	**(187)**	(124)	(30)	(94)
Effect of remeasurement	**(4)**	**(1)**	**(3)**	—	—	—
Effect of settlement	**10**	**2**	**8**	1	—	1
Pension/post-retirement plans (losses) gains	**(207)**	**(49)**	**(158)**	(105)	(25)	(80)
Other comprehensive income (loss)	**$ 719**	**$ (80)**	**$ 799**	$ 284	$ (21)	$ 305

(a) Included in other net benefit credits in the consolidated statements of income. Income tax expense on net actuarial losses are included in income tax expense.

8. Acquisitions and Dispositions

The Company's acquisitions have been accounted for as business combinations. Net assets and results of operations are included in the Company's consolidated financial statements commencing at the respective purchase closing dates. In connection with acquisitions, the Company records the estimated values of the net tangible assets and the identifiable intangible assets purchased, which typically consist of customer relationships, developed technology, trademarks and non-compete agreements. The valuation of purchased intangible assets involves significant estimates and assumptions. The Company estimates the fair value of purchased intangible assets, primarily using the income approach, by determining the present value of future cash flows over the remaining economic life of the respective assets. The significant estimates and assumptions used in this approach include the determination of the discount rate, economic life, future revenue growth rates, expected account attrition rates and earnings margins. Refinement and completion of final valuation of net assets acquired could affect the carrying value of tangible assets, goodwill and identifiable intangible assets.

The Risk and Insurance Services segment completed 8 acquisitions for the nine months ended September 30, 2025:

- January – Guy Carpenter acquired the remaining 51.5% ownership share in Carpenter Turner Cyprus Ltd., a Greece-based insurance broker that provides reinsurance and advisory services, including treaty and facultative reinsurance, data and analytics, strategic advisory, and capital markets solutions.
- February – Marsh acquired Fontana Rava-Toscano & Partners S.r.l., an Italy-based insurance broker that offers property and casualty insurance brokerage and risk consulting.
- March – Marsh acquired the business of Cohere Insurance Solutions, an Australia-based insurance broker that specializes in life sciences, start-up and professional services businesses.
- April – Marsh & McLennan Agency ("MMA") acquired Arthur C. Hall Insurance, Inc., a Pennsylvania-based insurance broker that provides commercial and personal lines solutions to clients, with specialties in life sciences, information management, non-profit, craft beverage manufacturing and municipal industries.
- May – Marsh acquired Thornton Harvey Group, LLC (d/b/a ProWriters), a Pennsylvania-based wholesale insurance broker that provides solutions for cyber, management and professional liability insurance to a network of retail brokers in the U.S.
- July – MMA acquired Excel Insurance LLC, a Florida-based insurance broker that provides property and casualty insurance solutions to small businesses and individuals in South Florida, with specialties in watercraft and motor vehicle protection; and Donald S. Barberie Insurance Agency, Inc. (d/b/a Olympic Insurance Agency), a California-based insurance broker that provides business insurance, employee benefits, and personal asset protection expertise to clients in Southern California, serving real estate investors, property managers, and manufacturing businesses.
- August – MMA acquired Robins Insurance Agency Inc., a Tennessee-based insurance broker that provides business insurance and personal lines solutions, with expertise in real estate, construction, hospitality, community associations and manufacturing.

The Consulting segment completed 4 acquisitions for the nine months ended September 30, 2025:

- April – Mercer acquired the business of Cerebrus Consultants Private Limited., an India-based provider of human resources consulting and advisory services.
- May – Mercer acquired SECOR Asset Management, L.P., a U.S. and United Kingdom (U.K.) based global provider of bespoke strategic and portfolio solutions to institutional investors, including investment advisory and implementation, fiduciary and asset liability management.
- August – Oliver Wyman Group acquired Validate Health Inc., an Illinois-based healthcare analytics consultancy that provides analytics solutions to healthcare providers and accountable care organizations to help clients to better manage costs, risk and performance. Mercer acquired ConvictionsRH, a France-based consulting firm specializing in Human Resources transformation, supporting companies of all sizes in their strategic, organizational, digital, technological and cultural changes.

Total purchase consideration for acquisitions made for the nine months ended September 30, 2025 was $337 million, which consisted of cash paid of $254 million, deferred and estimated contingent purchase consideration of $68 million, and the remeasurement to fair value of a previously held equity method investment upon consolidation of $15 million. Contingent purchase consideration arrangements are generally based on earnings before interest, tax, depreciation and amortization ("EBITDA") or revenue targets over a period of 2 to 4 years. The fair value of contingent purchase consideration was based on projected revenue and earnings of the acquired entities.

For the nine months ended September 30, 2025, the Company also paid $53 million of deferred purchase consideration and $38 million of contingent purchase consideration related to prior year acquisitions. Estimated fair values of assets acquired and liabilities assumed are subject to adjustment until purchase accounting is finalized.

The following table presents the preliminary allocation of purchase consideration to the assets acquired and liabilities assumed in 2025, based on the estimated fair values for the acquisitions as of their respective acquisition dates.

Acquisitions through September 30, 2025 *(In millions)*		
Cash	**$**	**254**
Estimated fair value of deferred/contingent purchase consideration		**68**
Fair value of previously-held equity method investment		**15**
Total consideration	**$**	**337**
Allocation of purchase price:		
Cash and cash equivalents	**$**	**13**
Cash and cash equivalents held in a fiduciary capacity		**17**
Net receivables		**22**
Other current assets		**2**
Goodwill		**234**
Other intangible assets		**100**
Fixed assets, net		**1**
Right of use assets		**4**
Other assets		**4**
Total assets acquired		**397**
Current liabilities		**17**
Fiduciary liabilities		**17**
Other liabilities		**26**
Total liabilities assumed		**60**
Net assets acquired	**$**	**337**

The purchase price allocation for assets acquired and liabilities assumed is based on estimates that are preliminary in nature and subject to adjustments, which could be material. Any necessary adjustments must be finalized during the measurement period, which for a particular asset, liability, or non-controlling interest ends once the acquirer determines that either (1) the necessary information has been obtained or (2) the information is not available. However, the measurement period for all items is limited to one year from the acquisition date.

Items subject to change include:

- amounts of intangible assets, fixed assets, capitalized software assets and right-of-use assets, subject to finalization of valuation efforts;
- amounts for contingencies, pending the finalization of the Company’s assessment of the portfolio of contingencies;
- amounts for deferred tax assets and liabilities, pending the finalization of valuations of the assets acquired, liabilities assumed and associated goodwill; and

- amounts for income tax assets, receivables and liabilities, pending the filing of the acquired companies' pre-acquisition income tax returns and receipt of information from taxing authorities which may change certain estimates and assumptions used.

The estimation of fair value requires numerous judgments, assumptions and estimates about future events and uncertainties, which could materially impact these values, and the related amortization, where applicable, in the Company's results of operations.

The following table provides information about other intangible assets acquired in 2025:

Other intangible assets through September 30, 2025 *(In millions)*	**Amount**	**Weighted Average Amortization Period**
Client relationships	$ 96	11.4 years
Other	4	4.2 years
Total other intangible assets	$ 100	

The consolidated statements of income include the results of operations of acquired companies since their respective acquisition dates. The following table provides information about the consolidated statements of income for each respective period:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(In millions)	**2025**	2024	**2025**	2024
Revenue	**$ 19**	$ 82	**$ 34**	$ 144
Operating income (loss)	**$ 2**	$ (2)	**$ 5**	$ (5)

The Company incurred acquisition related expenses for the three and nine months ended September 30, 2025 of approximately $81 million and $218 million, respectively, and $20 million and $49 million, for the corresponding periods in the prior year. In 2025, these costs included approximately $52 million and $166 million of integration and retention related costs in connection with the acquisition of McGriff for the three and nine months ended September 30, 2025, respectively. Acquisition related expenses are included in compensation and benefits or other operating expenses in the Company's consolidated statements of income, depending on the nature of the items.

In the first quarter of 2025, in connection with its increased investment in Carpenter Turner Cyprus Ltd., the Company recorded a gain of $13 million related to the remeasurement of its previously held equity method investment to fair value upon consolidation. The fair value of the pre-existing equity method investment was calculated considering both an income approach based on discounted future cash flows and market approach.

Dispositions

In the first quarter of 2025, the Company sold MMA's Technology Consulting and Administrative Solutions ("TCAS") business for approximately $25 million, and recorded a gain of $15 million, which is included in revenue in the consolidated statements of income.

Prior year acquisitions

The Risk and Insurance Services segment completed 10 acquisitions in 2024:

- January – Marsh acquired NOSCO Insurance Service Company Ltd., a Japan-based insurance broker that provides affinity type schemes, corporate and personal lines insurance.
- March – MMA acquired Louisiana-based insurance brokers, Querbes & Nelson ("Q&N") and Louisiana Companies. Q&N offers business insurance, employee benefits, and alternative risk financing consulting to a variety of businesses with specific expertise in energy services, commercial contractors, and transportation. Louisiana Companies provides business and personal lines insurance to businesses and individuals with specific expertise in the construction, manufacturing, distributor, healthcare, and hospitality industries.
- May – MMA acquired AC Risk Management, a New York-based commercial lines insurance broker primarily offering property and casualty insurance to businesses with a focus on the construction industry; Perkins Insurance Agencies LLC, a Texas-based insurance broker providing commercial property and

casualty and personal lines coverage to businesses, non-profits and families with expertise in the oil and gas, trucking, farm and ranch and restaurant industries; and Fisher Brown Bottrell Insurance, Inc., a Mississippi-based insurance broker providing commercial property and casualty insurance, surety and employee benefits services to businesses and individuals.

- July – MMA acquired AmeriStar Agency Inc., a Minnesota-based insurance broker offering insurance coverage solutions to high-net-worth individuals and commercial clients; and Hudson Shore Group, a New Jersey-based public and private sector employee benefits broker, that specializes in public sector clients providing employee benefits, consulting, and administrative services with a focus on large group and alternative-funded benefits programs.
- August – MMA acquired The Horton Group, Inc., an Illinois-based insurance broker that offers property and casualty insurance, employee benefits consultation, and personal lines coverage to businesses and individuals.
- November – MMA acquired McGriff, a North Carolina-based provider of insurance broking and risk management services.
- December – MMA acquired Acumen Solutions Group, LLC, a New York-based insurance broker offering customized insurance programs to businesses and individuals across the country with specialties in the construction, real estate and aviation industries.

The Consulting segment completed 7 acquisitions in 2024:

- February – Oliver Wyman Group acquired SeaTec Consulting Inc., a Georgia-based firm that provides consulting, engineering, and digital expertise across the aviation, aerospace and defense, and transportation industries.
- March – Mercer acquired Vanguard's Institutional Advisory Services business unit ("Vanguard"), a Pennsylvania-based outsourced chief investment officer ("OCIO") business, that provides investment management services for not-for-profit organizations and other institutional investors in the U.S.; Mercer also acquired The Talent Enterprise, a United Arab Emirates-based psychometric and talent assessment technology company, that provides talent assessment tools and talent capability development solutions. Oliver Wyman Group acquired Innopay NL B.V., a Netherlands-based consultancy firm that delivers strategy, scheme development, and execution in the domain of digital payments, open finance, digital identity and data sharing.
- July – Oliver Wyman Group acquired Veritas Total Solutions, a Texas-based commodity trading advisory firm with expertise in risk, systems, analytics and artificial intelligence.
- October – Mercer acquired hkp///group, a Germany-based human resources and corporate governance consulting firm advising clients throughout Germany and the Netherlands.
- November – Mercer acquired Gerolamo Holding S.À.R.L. (referred to as "Cardano"), a Luxembourg-based pension services, advisory and investment solutions firm, offering a range of fiduciary management, investment advisory services, and liability-driven investing and derivatives solutions to both defined benefit and defined contribution pension schemes in the U.K. and the Netherlands.

Total purchase consideration for acquisitions made for the nine months ended September 30, 2024 was $1.3 billion, which consisted of cash paid of $1.1 billion and deferred and estimated contingent purchase consideration of $176 million. Contingent purchase consideration arrangements are generally based primarily on EBITDA or revenue targets over a period of 2 to 4 years. The fair value of the contingent purchase consideration was based on projected revenue and earnings of the acquired entities.

For the nine months ended September 30, 2024, the Company also paid $18 million of deferred purchase consideration and $163 million of contingent purchase consideration related to prior year acquisitions. Estimated fair values of assets acquired and liabilities assumed are subject to adjustment when purchase accounting is finalized.

Prior year dispositions

On December 31, 2024, the Company sold Oliver Wyman Group's Celent advisory business.

In the third quarter of 2024, the Company obtained regulatory approval and completed its definite agreement to exit its businesses in Russia and transfer ownership to local management in accordance with an agreement entered into in 2022.

On January 1, 2024, the Company sold its Mercer U.K. pension administration and U.S. health and benefits administration businesses for approximately $114 million and recorded a gain of $21 million, which is included in revenue in the consolidated statements of income. As part of the disposition of the businesses, the Company incurred exit costs of $18 million in the first quarter of 2024. These costs are included in expenses in the Company's consolidated statements of income.

Pro-Forma Information

The following unaudited pro-forma financial data gives effect to the acquisitions made by the Company in 2025 and 2024. In accordance with accounting guidance related to pro-forma disclosures, the information presented for acquisitions made in 2025 is as if they occurred on January 1, 2024, and reflects acquisitions made in 2024, as if they occurred on January 1, 2023.

The unaudited pro-forma financial data includes the effects of amortization of acquired intangibles and acquisition related costs in all years. The unaudited pro-forma information presented in the table below also includes additional adjustments for revenue and interest expense related to the issuance of debt.

The unaudited pro-forma financial data is presented for illustrative purposes only and is not necessarily indicative of the operating results that would have been achieved if such acquisitions had occurred on the dates indicated, nor is it necessarily indicative of future consolidated results.

	Three Months Ended September 30,		Nine Months Ended September 30,	
(In millions, except per share data)	**2025**	2024	**2025**	2024
Revenue	**$ 6,362**	$ 6,106	**$ 20,438**	$ 19,764
Net income attributable to the Company	**$ 749**	$ 732	**$ 3,349**	$ 3,264
Basic net income per share attributable to the Company	**$ 1.52**	$ 1.49	**$ 6.81**	$ 6.63
Diluted net income per share attributable to the Company	**$ 1.52**	$ 1.48	**$ 6.77**	$ 6.58

9. Goodwill and Other Intangibles

The Company is required to assess goodwill and any indefinite-lived intangible assets for impairment annually, or more frequently if circumstances indicate an impairment may have occurred. The Company performs the annual impairment assessment for each of its reporting units during the third quarter of each year. The reporting unit level is defined at the same level as the Company's operating segments. A company can assess qualitative factors to determine whether it is necessary to perform a quantitative goodwill impairment test. Alternatively, a company may elect to proceed directly to the quantitative goodwill impairment test. In the third quarter of 2025, the Company completed a qualitative impairment assessment and concluded that goodwill was not impaired. As part of its assessment, the Company considered numerous factors, including:

- that the fair value of each reporting unit exceeds its carrying value by a substantial margin based on its most recent quantitative assessment in 2023;
- whether significant acquisitions or dispositions occurred which might alter the fair value of its reporting units;
- macroeconomic conditions and their potential impact on reporting unit fair values;
- actual performance compared with budget and prior projections used in its estimation of reporting unit fair values;
- industry and market conditions; and
- the year-over-year change in the Company’s share price.

Other intangible assets that are not deemed to have an indefinite life are amortized over their estimated lives and assessed for impairment upon the occurrence of certain triggering events in accordance with applicable accounting literature. Based on its assessment, the Company concluded that other intangible assets were not impaired. The Company had no indefinite-lived intangible assets at September 30, 2025 and December 31, 2024.

Changes in the carrying amount of goodwill are as follows:

(In millions)	**2025**	2024
Balance at January 1,	**$ 23,306**	$ 17,231
Goodwill acquired	**234**	826
Other adjustments (a)	**409**	178
Balance at September 30,	**$ 23,949**	$ 18,235

(a) Primarily reflects the impact of foreign exchange.

The goodwill from acquisitions in 2025 and 2024 consists largely of the synergies and economies of scale expected from combining the operations of the Company and the acquired entities and the trained and assembled workforce acquired.

The goodwill acquired in 2025 included approximately $14 million and $30 million in the Risk and Insurance Services and Consulting segments, respectively, which is deductible for tax purposes.

Goodwill allocated to the Company's reportable segments at September 30, 2025 is $19.2 billion for Risk and Insurance Services and $4.7 billion for Consulting.

The gross cost and accumulated amortization of other identified intangible assets at September 30, 2025 and December 31, 2024 are as follows:

	September 30, 2025			December 31, 2024		
(In millions)	**Gross Cost**	**Accumulated Amortization**	**Net Carrying Amount**	Gross Cost	Accumulated Amortization	Net Carrying Amount
Client relationships	**$ 6,918**	**$ 2,322**	**$ 4,596**	$ 6,650	$ 1,961	$ 4,689
Other (a)	**462**	**387**	**75**	476	345	131
Other intangible assets	**$ 7,380**	**$ 2,709**	**$ 4,671**	$ 7,126	$ 2,306	$ 4,820

(a) Primarily reflects non-compete agreements, trade names and developed technology.

Aggregate amortization expense for the three and nine months ended September 30, 2025 was $133 million and $412 million, respectively, compared to $90 million and $269 million, respectively, for the corresponding periods in the prior year.

The estimated future aggregate amortization expense is as follows:

For the Years Ending December 31, *(In millions)*	Estimated Expense
2025 (excludes amortization through September 30, 2025)	$ 135
2026	521
2027	485
2028	461
2029	432
Subsequent years	2,637
Total future amortization	$ 4,671

10. Fair Value Measurements

Fair Value Hierarchy

The Company has categorized its assets and liabilities that are valued at fair value on a recurring basis into a three-level fair value hierarchy. The fair value hierarchy gives the highest priority to quoted prices in active markets for identical assets and liabilities (Level 1) and lowest priority to unobservable inputs (Level 3). In some cases, the inputs used to measure fair value might fall into different levels of the fair value hierarchy. In such cases, the level in the fair value hierarchy, for disclosure purposes, is determined based on the lowest level input that is significant to the fair value measurement. Assets and liabilities recorded in the consolidated balance sheets at fair value are categorized based on the inputs in the valuation techniques as follows:

Level 1. Assets and liabilities whose values are based on unadjusted quoted prices for identical assets or liabilities in an active market (examples include active exchange-traded equity securities and exchange-traded money market mutual funds).

Assets and liabilities measured using Level 1 inputs include exchange-traded equity securities, exchange-traded mutual funds and money market funds.

Level 2. Assets and liabilities whose values are based on the following:

a) quoted prices for similar assets or liabilities in active markets;

b) quoted prices for identical or similar assets or liabilities in non-active markets (examples include corporate and municipal bonds, which trade infrequently);

c) pricing models whose inputs are observable for substantially the full term of the asset or liability (examples include most over-the-counter derivatives, including interest rate and currency swaps); and

d) pricing models whose inputs are derived principally from or corroborated by observable market data through correlation or other means for substantially the full asset or liability (for example, certain mortgage loans).

Level 3. Assets and liabilities whose values are based on prices or valuation techniques that require inputs that are both unobservable and significant to the overall fair value measurement. These inputs reflect management's own assumptions about the assumptions a market participant would use in pricing the asset or liability.

Assets and liabilities measured using Level 3 inputs relate to assets and liabilities for contingent purchase consideration.

Valuation Techniques

Equity Securities, Money Market Funds and Mutual Funds – Level 1

Investments for which market quotations are readily available are valued at the sale price on their principal exchange or, for certain markets, official closing bid price. Money market funds are valued at a readily determinable price.

Contingent Purchase Consideration Assets and Liabilities – Level 3

Purchase consideration for some acquisitions and dispositions made by the Company includes contingent consideration arrangements. Contingent consideration arrangements are based primarily on EBITDA or revenue targets over a period of 2 to 4 years. The fair value of the contingent purchase consideration asset and liability is estimated as the present value of future cash flows to be paid, based on projections of revenue and earnings and related targets of the acquired and disposed entities.

The following fair value hierarchy table presents information about the Company's assets and liabilities measured at fair value on a recurring basis at September 30, 2025 and December 31, 2024:

	Identical Assets (Level 1)		Observable Inputs (Level 2)		Unobservable Inputs (Level 3)		Total	
(In millions)	**09/30/25**	12/31/24	**09/30/25**	12/31/24	**09/30/25**	12/31/24	**09/30/25**	12/31/24
Assets:								
Financial instruments owned:								
Exchange traded equity securities (a)	**$ 11**	$ 7	**$ —**	$ —	**$ —**	$ —	**$ 11**	$ 7
Mutual funds (a)	**204**	194	**—**	—	**—**	—	**204**	194
Unit investment trust (a)	**—**	—	**—**	83	**—**	—	**—**	83
Money market funds (b)	**135**	353	**—**	**—**	**—**	—	**135**	353
Total assets measured at fair value	**$ 350**	$ 554	**$ —**	$ 83	**$ —**	$ —	**$ 350**	$ 637
Fiduciary Assets:								
Money market funds	**$ 215**	$ 76	**$ —**	$ —	**$ —**	$ —	**$ 215**	$ 76
Total fiduciary assets measured at fair value	**$ 215**	$ 76	**$ —**	$ —	**$ —**	$ —	**$ 215**	$ 76
Liabilities:								
Contingent purchase consideration liabilities (c)	**$ —**	$ —	**$ —**	$ —	**$ 230**	$ 161	**$ 230**	$ 161
Total liabilities measured at fair value	**$ —**	$ —	**$ —**	$ —	**$ 230**	$ 161	**$ 230**	$ 161

(a) Included in other assets in the consolidated balance sheets.

(b) Included in cash and cash equivalents in the consolidated balance sheets.

(c) Included in accounts payable and accrued liabilities and other liabilities in the consolidated balance sheets.

For the nine months ended September 30, 2025 and 2024, there were no assets or liabilities that were transferred between levels.

The following table sets forth a summary of the changes in fair value of the Company's Level 3 liabilities for the three and nine months ended September 30, 2025 and 2024:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(In millions)	**2025**	2024	**2025**	2024
Balance at beginning of period,	**$ 207**	$ 121	**$ 161**	$ 252
Net additions	**20**	43	**57**	60
Payments	**(12)**	(2)	**(38)**	(163)
Revaluation impact	**15**	6	**45**	21
Other	**—**	—	**5**	(2)
Balance at end of period	**$ 230**	$ 168	**$ 230**	$ 168

Long-Term Investments

The Company has investments in certain private equity funds as well as in public and private companies that are accounted for using the equity method of accounting. The carrying value of these investments was $295 million and $257 million at September 30, 2025 and December 31, 2024, respectively.

Private Equity Investments

The Company's investments in private equity funds were $215 million and $182 million at September 30, 2025 and December 31, 2024, respectively. The carrying values of these private equity investments approximate fair value. The underlying private equity funds follow investment company accounting, where investments within the fund are carried at fair value. The Company records in earnings its proportionate share of the change in fair value of the funds in the investment income line in the consolidated statements of income. These investments are included in other assets in the consolidated balance sheets. The Company recorded net investment income of $15 million and $25 million for the three and nine months ended September 30, 2025, respectively.

At September 30, 2025, the Company has commitments of potential future investments of approximately $101 million in private equity funds that invest primarily in financial services companies.

Investments in Public and Private Companies

The Company has investments in private insurance brokerage and consulting companies with a carrying value of $80 million and $75 million at September 30, 2025 and December 31, 2024, respectively. These investments are accounted for using the equity method of accounting, the results of which are included in revenue in the consolidated statements of income and the carrying value of which is included in other assets in the consolidated balance sheets. The Company records its share of income or loss on its equity method investments, some of which are on a one quarter lag basis.

Other Investments

The Company held equity investments with readily determinable market values at September 30, 2025 and December 31, 2024, of $23 million and $19 million, respectively. For the nine months ended September 30, 2025, the Company recorded mark-to-market gains of $2 million on these investments.

The Company also held investments without readily determinable market values of $16 million at both September 30, 2025 and December 31, 2024, respectively.

In January 2025, the Company disposed an investment in a unit trust fund.

11. Derivatives

Net Investment Hedge

The Company has investments in various subsidiaries with Euro functional currencies. As a result, the Company is exposed to the risk of fluctuations between the Euro and U.S. dollar exchange rates. As part of its risk management program, the Company designated its €1.1 billion senior note debt instruments ("Euro notes") as a net investment hedge (the "hedge") of its Euro denominated subsidiaries. The hedge effectiveness is re-assessed each quarter to confirm that the designated equity balance at the beginning of each period continues to equal or exceed 80% of the outstanding balance of the Euro debt instrument and that all the critical terms of the hedging instrument and the hedged net investment continue to match. If the hedge is highly effective, the change in the debt balance related to foreign exchange fluctuations is recorded in accumulated other comprehensive loss in the consolidated balance sheets.

The U.S. dollar value of the Euro notes increased by $141 million through September 30, 2025 related to the change in foreign exchange rates. The Company concluded that the hedge was highly effective and recorded an increase to accumulated other comprehensive loss for the nine months ended September 30, 2025.

12. Leases

The Company leases office facilities under non-cancelable operating leases with terms generally ranging between 10 and 25 years. The Company utilizes these leased office facilities for use by its employees in countries in which the Company conducts its business. The Company’s leases have no restrictions on the payment of dividends, the acquisition of debt or additional lease obligations, or entering into additional lease obligations. The leases also do not contain significant purchase options.

Operating leases are recognized on the consolidated balance sheets as ROU assets and operating lease liabilities based on the present value of the remaining future minimum payments over the lease term at commencement date of the lease.

The Company determined that $3 million and $8 million of ROU assets were impaired for the three and nine months ended September 30, 2025, respectively, and $7 million and $9 million for the three and nine months ended September 30, 2024, respectively, and recorded a charge to the consolidated statements of income with an offsetting reduction to ROU assets.

The following table provides additional information about the Company's property leases:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(In millions, except weighted average data)	**2025**	2024	**2025**	2024
Lease Cost:				
Operating lease cost (a)	**$ 88**	$ 84	**$ 262**	$ 247
Short-term lease cost	**1**	1	**4**	4
Variable lease cost	**35**	31	**101**	85
Sublease income	**(6)**	(2)	**(16)**	(10)
Net lease cost	**$ 118**	$ 114	**$ 351**	$ 326
Other information:				
Operating cash outflows from operating leases			**$ 300**	$ 278
ROU assets obtained in exchange for new operating lease liabilities			**$ 94**	$ 135
Weighted average remaining lease term – real estate			**7.3 years**	7.8 years
Weighted average discount rate – real estate leases			**3.79 %**	3.64 %

(a) Excludes ROU asset impairment charges.

Future minimum lease payments for the Company's operating leases at September 30, 2025 are as follows:

(In millions)	Real Estate Leases
2025 (excludes payments through September 30, 2025)	**$ 100**
2026	**383**
2027	**342**
2028	**263**
2029	**219**
2030	**185**
Subsequent years	**617**
Total future lease payments	**2,109**
Less: Imputed interest	**(263)**
Total	**$ 1,846**
Current lease liabilities	**$ 332**
Long-term lease liabilities	**1,514**
Total lease liabilities	**$ 1,846**

Note: The above table excludes obligations for leases with original terms of 12 months or less which have not been recognized as a ROU asset or liability in the consolidated balance sheets.

At September 30, 2025, the Company had additional operating real estate leases that had not yet commenced of $13 million. These operating leases will commence over the next 12 months.

13. Retirement Benefits

The Company maintains qualified and non-qualified defined benefit pension plans for its U.S. and non-U.S. eligible employees. The Company's policy for funding its tax-qualified defined benefit retirement plans is to contribute amounts at least sufficient to meet the funding requirements set forth by U.S. law and the laws of the non-U.S. jurisdictions in which the Company offers defined benefit plans.

The weighted average actuarial assumptions utilized to calculate the net periodic benefit cost or credit for the U.S. and significant non-U.S. defined benefit plans are as follows:

Combined U.S. and significant non-U.S. Plans	Pension Benefits	
September 30,	**2025**	2024
Weighted average assumptions:		
Discount rate	**5.36 %**	4.95 %
Expected return on plan assets	**5.43 %**	5.44 %
Rate of compensation increase*	**3.16 %**	3.16 %

(*) There are no rate of compensation increase assumptions for the primary U.S. defined benefit plans since future benefit accruals were discontinued for those plans after December 31, 2016 and earned benefits are not subject to final salary level adjustments.

The target asset allocation for the U.S. plans is 50% equities and equity alternatives, and 50% fixed income. At September 30, 2025, the actual allocation for the U.S. plans was 50% equities and equity alternatives, and 50% fixed income. The target allocation for the U.K. plans at September 30, 2025 is 12% equities and equity alternatives, and 88% fixed income. At September 30, 2025, the actual allocation for the U.K. plans was 9% equities and equity alternatives and 91% fixed income. The Company's U.K. plans comprised approximately 78% of non-U.S. plan assets at December 31, 2024. The assets of the Company's defined benefit plans are diversified and are managed in accordance with applicable laws and with the goal of maximizing the plans' real return within acceptable risk parameters. The Company uses threshold-based portfolio re-balancing to ensure the actual portfolio remains consistent with target asset allocation ranges.

In the third quarter of 2025, the Trustee of the MMC U.K. Pension Fund (the "Fund") invested in a $2.5 billion (£1.9 billion) insurance policy that will reimburse the Fund for all future benefit payments to the retirees and beneficiaries in one of the sections of the Fund (a "buy-in"). Fund assets were used for the buy-in and it is accounted for at fair value as an investment. The transaction had no impact on the 2025 net benefit credit.

The net benefit cost or credit of the Company's defined benefit plans is measured on an actuarial basis using various methods and assumptions.

The components of the net benefit credit for defined benefit plans are as follows:

Combined U.S. and significant non-U.S. Plans				
For the Three Months Ended September 30,	Pension Benefits			
(In millions)		**2025**		2024
Service cost	**$**	**8**	$	5
Interest cost		**151**		146
Expected return on plan assets		**(215)**		(222)
Amortization of prior service (credit) cost		**1**		—
Recognized actuarial loss		**11**		8
Net periodic benefit credit	**$**	**(44)**	$	(63)
Settlement loss		**—**		1
Net benefit credit	**$**	**(44)**	$	(62)

Combined U.S. and significant non-U.S. Plans				
For the Nine Months Ended September 30,		Pension Benefits		
(In millions)		**2025**		2024
Service cost	**$**	**21**	$	17
Interest cost		**445**		434
Expected return on plan assets		**(631)**		(657)
Amortization of prior service (credit) cost		**1**		1
Recognized actuarial loss		**32**		23
Net periodic benefit credit	**$**	**(132)**	$	(182)
Settlement loss		**10**		1
Net benefit credit	**$**	**(122)**	$	(181)

The following tables provide the amounts reported in the consolidated statements of income:

Combined U.S. and significant non-U.S. Plans				
For the Three Months Ended September 30,		Pension Benefits		
(In millions)		**2025**		2024
Compensation and benefits expense	**$**	**8**	$	5
Other net benefit credits		**(52)**		(67)
Net benefit credit	**$**	**(44)**	$	(62)

Combined U.S. and significant non-U.S. Plans				
For the Nine Months Ended September 30,		Pension Benefits		
(In millions)		**2025**		2024
Compensation and benefits expense	**$**	**21**	$	17
Other net benefit credits		**(143)**		(198)
Net benefit credit	**$**	**(122)**	$	(181)

The components of the net benefit credit for the U.S. defined benefit plans are as follows:

U.S. Plans only				
For the Three Months Ended September 30,		Pension Benefits		
(In millions)		**2025**		2024
Service cost	**$**	**1**	$	—
Interest cost		**64**		62
Expected return on plan assets		**(74)**		(76)
Recognized actuarial loss		**6**		5
Net benefit credit	**$**	**(3)**	$	(9)

U.S. Plans only				
For the Nine Months Ended September 30,		Pension Benefits		
(In millions)		**2025**		2024
Service cost	**$**	**1**	$	—
Interest cost		**191**		187
Expected return on plan assets		**(220)**		(227)
Recognized actuarial loss		**18**		15
Net periodic benefit credit	**$**	**(10)**	$	(25)
Settlement loss		**1**		—
Net benefit credit	**$**	**(9)**	$	(25)

The components of the net benefit credit for the non-U.S. defined benefit plans are as follows:

Significant non-U.S. Plans only				
For the Three Months Ended September 30,	Pension Benefits			
(In millions)	**2025**		2024	
Service cost	**$**	**7**	$	5
Interest cost		**87**		84
Expected return on plan assets		**(141)**		(146)
Amortization of prior service credit		**1**		—
Recognized actuarial loss		**5**		3
Net periodic benefit credit	**$**	**(41)**	$	(54)
Settlement loss		**—**		1
Net benefit credit	**$**	**(41)**	$	(53)

Significant non-U.S. Plans only				
For the Nine Months Ended September 30,	Pension Benefits			
(In millions)	**2025**		2024	
Service cost	**$**	**20**	$	17
Interest cost		**254**		247
Expected return on plan assets		**(411)**		(430)
Amortization of prior service credit		**1**		1
Recognized actuarial loss		**14**		8
Net periodic benefit credit	**$**	**(122)**	$	(157)
Settlement loss		**9**		1
Net benefit credit	**$**	**(113)**	$	(156)

The Company made contributions to its U.S. and non-U.S. defined benefit pension plans for the three and nine months ended September 30, 2025 of approximately $21 million and $56 million, respectively, compared to contributions of $16 million and $67 million, respectively, for the corresponding periods in the prior year. The Company expects to contribute approximately $24 million to its U.S. and non-U.S. defined benefit pension plans during the remainder of 2025.

Defined Contribution Plans

The Company maintains defined contribution plans ("DC Plans") for its employees, the most significant being in the U.S. and the U.K. The cost of the U.S. DC Plans for the three and nine months ended September 30, 2025 was $51 million and $159 million, respectively, and $45 million and $142 million, respectively, for the corresponding periods in the prior year. The cost of the U.K. DC Plans for the three and nine months ended September 30, 2025 was $43 million and $141 million, respectively, and $39 million and $130 million, respectively, for the corresponding periods in the prior year.

14. Debt

The Company's outstanding debt is as follows:

(In millions)		**September 30, 2025**		December 31, 2024
Short-term:				
Current portion of long-term debt	**$**	**1,263**	$	519
	$	**1,263**	$	519
Long-term:				
Senior notes – 3.50% due 2025	**$**	**—**	$	500
Senior notes – 1.349% due 2026		**643**		579
Senior notes – 3.75% due 2026		**600**		599
Senior notes – 4.550% due 2027		**945**		945
Senior notes – Floating due 2027		**298**		299
Senior notes – 4.375% due 2029		**1,500**		1,499
Senior notes – 1.979% due 2030		**642**		566
Senior notes – 2.25% due 2030		**743**		742
Senior notes – 4.65% due 2030		**992**		991
Senior notes – 2.375% due 2031		**398**		397
Senior notes – 4.850% due 2031		**992**		992
Senior notes – 5.750% due 2032		**494**		494
Senior notes – 5.875% due 2033		**299**		299
Senior notes – 5.400% due 2033		**593**		593
Senior notes – 5.150% due 2034		**496**		495
Senior notes – 5.00% due 2035		**1,982**		1,982
Senior notes – 4.75% due 2039		**496**		496
Senior notes – 5.35% due 2044		**494**		495
Senior notes – 4.35% due 2047		**494**		494
Senior notes – 4.20% due 2048		**594**		593
Senior notes – 4.90% due 2049		**1,239**		1,239
Senior notes – 2.90% due 2051		**346**		346
Senior notes – 6.25% due 2052		**492**		491
Senior notes – 5.450% due 2053		**591**		591
Senior notes – 5.700% due 2053		**989**		989
Senior notes – 5.450% due 2054		**493**		493
Senior notes – 5.40% due 2055		**1,479**		1,479
Mortgage – 5.70% due 2035		**254**		267
Other		**2**		2
		19,580		19,947
Less: current portion		**1,263**		519
	$	**18,317**	$	19,428

The senior notes in the table above are registered by the Company with the Securities and Exchange Commission and are not guaranteed.

The Company has a $3.5 billion short-term debt financing program through the issuance of commercial paper. The proceeds from the issuance of commercial paper are used for general corporate purposes. The Company did not have any commercial paper outstanding at September 30, 2025 and December 31, 2024.

Credit Facilities

The Company has a $3.5 billion multi-currency unsecured five-year credit facility (the "Credit Facility") expiring October 2028. Borrowings under the Credit Facility bear interest at a rate per annum, equal, at the Company's option, either at (a) the Securities Overnight Financing Rate ("SOFR") benchmark rate for U.S. dollar borrowings, or (b) a currency specific benchmark rate, plus an applicable margin which varies with the Company's credit ratings. The Company is required to maintain certain coverage and leverage ratios for the Credit Facility, which are evaluated quarterly. The Credit Facility includes provisions for determining a benchmark replacement rate in the event existing benchmark rates are no longer available, or in certain other circumstances, in which an alternative rate may be required. At September 30, 2025 and December 31, 2024, the Company had no borrowings under this facility.

The Company also maintains other credit and overdraft facilities with various financial institutions aggregating $122 million and $123 million at September 30, 2025 and December 31, 2024. There were no outstanding borrowings under these facilities at September 30, 2025 and December 31, 2024.

The Company also has outstanding guarantees and letters of credit with various banks aggregating $158 million and $163 million at September 30, 2025 and December 31, 2024, respectively.

Senior Notes

In March 2025, the Company repaid $500 million of 3.50% senior notes at maturity.

In November 2024, the Company issued $7.25 billion in senior notes as follows:

- $950 million 4.550% senior notes due 2027;
- $1 billion 4.650% senior notes due 2030;
- $1 billion 4.850% senior notes due 2031;
- $2 billion 5.000% senior notes due 2035;
- $500 million 5.350% senior notes due 2044;
- $1.5 billion 5.400% senior notes due 2055; and
- $300 million floating rate senior notes due 2027 (the "Floating Notes"), collectively referred to as the "November 2024 Notes".

For the Floating Notes, interest is calculated based on a compounded SOFR benchmark rate plus 0.700%.

The Company used the net proceeds from the November 2024 Notes offering to fund, in part, the McGriff acquisition, including the payment of related fees and expenses, as well as for general corporate purposes.

In June 2024, the Company repaid $600 million of 3.50% senior notes at maturity. In March 2024, the Company repaid $1 billion of 3.875% senior notes at maturity. In February 2024, the Company issued $500 million of 5.150% senior notes due 2034 and $500 million of 5.450% senior notes due 2054. The Company used the net proceeds from these issuances for general corporate purposes.

Fair Value of Short-term and Long-term Debt

The estimated fair value of the Company's short-term and long-term debt is provided below. Certain estimates and judgments were required to develop the fair value amounts. The fair value amounts shown in the following table are not necessarily indicative of the amounts that the Company would realize upon disposition, nor do they indicate the Company’s intent or need to dispose of the financial instrument.

	September 30, 2025		December 31, 2024	
(In millions)	**Carrying Amount**	**Fair Value**	Carrying Amount	Fair Value
Short-term debt	**$ 1,263**	**$ 1,253**	$ 519	$ 518
Long-term debt	**$ 18,317**	**$ 18,150**	$ 19,428	$ 18,734

The fair value of the Company's short-term debt consists primarily of term debt maturing within the next year and its fair value approximates its carrying value. The estimated fair value of a primary portion of the Company's long-term debt is based on discounted future cash flows using current interest rates available for debt with similar terms and remaining maturities. Short-term and long-term debt would be classified as Level 2 in the fair value hierarchy.

15. Restructuring Costs

In the third quarter of 2025, the Company launched a three-year restructuring program, Thrive (the "Program"), which focuses on our brand strategy, delivering greater value to clients, accelerating growth and improving efficiency. Based on current Program estimates, the Company expects to incur approximately $500 million of cost over the three years. Costs will primarily relate to severance, technology and outside services. The Company anticipates charges incurred to be evenly distributed over the Program period. For the three months ended September 30, 2025, costs incurred in connection with the Program were $38 million, related to severance and outside services. The Company continues to refine its detailed plans for the Program which may change the timing, expected costs, and related savings.

The Company incurred a total of $46 million and $96 million for restructuring activities for the three and nine months ended September 30, 2025, related to severance, lease exit charges and consulting and other outside services.

For the three and nine months ended September 30, 2024, the Company incurred $54 million and $140 million of restructuring costs, primarily related to the Company initiated activities in the fourth quarter of 2022 focused on workforce actions, rationalization of technology and functional services, and reductions in real estate that were completed at the end of 2024.

The Company incurred restructuring costs as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(In millions)	**2025**	2024	**2025**	2024
Risk and Insurance Services	**$ 20**	$ 22	$ 51	$ 73
Consulting	**18**	14	32	30
Corporate	**8**	18	13	37
Total	**$ 46**	$ 54	**$ 96**	$ 140

Details of the restructuring activity from January 1, 2024 through September 30, 2025, are as follows:

(In millions)	Severance	Real Estate Related Costs (a)	Information Technology	Consulting and Other Outside Services	Total
Liability at January 1, 2024	$ 89	$ 39	$ —	$ 2	$ 130
2024 charges	163	66	25	22	276
Cash payments	(177)	(45)	(24)	(24)	(270)
Non-cash charges	—	(18)	(1)	—	(19)
Liability at December 31, 2024	$ 75	$ 42	$ —	$ —	$ 117
2025 charges	**70**	**19**	**—**	**7**	**96**
Cash payments	**(101)**	**(30)**	**—**	**(7)**	**(138)**
Non-cash charges	**—**	**(2)**	**—**	**—**	**(2)**
Liability at September 30, 2025	**$ 44**	**$ 29**	**$ —**	**$ —**	**$ 73**

(a) Includes ROU and fixed asset impairments and other real estate related costs.

The expenses associated with these initiatives are included in compensation and benefits and other operating expenses in the consolidated statements of income. The liabilities associated with these initiatives are classified on the consolidated balance sheets as accounts payable and accrued liabilities, other liabilities or accrued compensation and employee benefits, depending on the nature of the items.

16. Common Stock

The Company has a share repurchases program authorized by the Board of Directors.

For the nine months ended September 30, 2025, the Company repurchased 4.6 million shares of its common stock for $1.0 billion. At September 30, 2025, the Company remained authorized to repurchase up to approximately $1.3 billion in shares of its common stock. There is no time limit on the authorization. For the nine months ended September 30, 2024, the Company repurchased 4.3 million shares of its common stock for $900 million.

The Company issued approximately 3.2 million and 3.3 million shares related to stock compensation and employee stock purchase plans for the nine months ended September 30, 2025 and 2024.

In January and March of 2025, the Board of Directors of the Company declared quarterly dividends of $0.815 per share on outstanding common stock, which were paid in February and May 2025, respectively. In July 2025, the Board of Directors of the Company declared a quarterly dividend of $0.900 per share on outstanding common stock, which was paid in August 2025.

In September 2025, the Board of Directors of the Company declared a quarterly dividend of $0.900 per share on outstanding common stock, payable in November 2025.

17. Claims, Lawsuits and Other Contingencies

Nature of Contingencies

The Company and its subsidiaries are subject to a significant number of claims, lawsuits and proceedings in the course of our business. Such claims and lawsuits consist principally of alleged errors and omissions in connection with the performance of professional services, including the placement of insurance, the provision of actuarial services for corporate and public sector clients, the provision of investment advice and investment management services to pension plans, the provision of advice relating to pension buy-out transactions and the provision of consulting services relating to the drafting and interpretation of trust deeds and other documentation governing pension plans. These claims often seek damages, including punitive and treble damages, in amounts that could be significant. In establishing liabilities for errors and omissions claims, the Company utilizes case level reviews by inside and outside counsel, and internal actuarial analysis by Oliver Wyman Group, a subsidiary of the Company, and other methods to estimate potential losses. A liability is established when a loss is both probable and reasonably estimable. The liability is reviewed quarterly and adjusted as developments warrant. In many cases, the Company has not recorded a liability, other than for legal fees to defend the claim, because we are unable, at the present time, to make a determination that a loss is both probable and reasonably estimable. To the extent that expected losses exceed our deductible in any policy year, the Company also records an asset for the amount that we expect to recover under any available third-party insurance programs. The Company has varying levels of third-party insurance coverage, with policy limits and coverage terms varying significantly by policy year.

Our activities are regulated under the laws of the U.S. and its various states, the U.K., the European Union (E.U.) and its member states, Australia and the many other jurisdictions in which the Company operates.

The Company also receives subpoenas in the ordinary course of business, and from time to time requests for information in connection with government investigations.

Current Matters

Risk and Insurance Services Segment

- In January 2019, the Company received a notice that the Administrative Council for Economic Defense anti-trust agency in Brazil had commenced an administrative proceeding against a number of insurance brokers, including both Marsh and JLT, and insurers "to investigate an alleged sharing of sensitive commercial and competitive confidential information" in the aviation insurance and reinsurance sector.
- From 2014, Marsh Ltd. was engaged by Greensill Capital (UK) Limited and its affiliates as its insurance broker. Marsh Ltd. placed a number of trade credit insurance policies for Greensill. On March 1, 2021, Greensill filed an action against certain of its trade credit insurers in Australia seeking a mandatory injunction compelling these insurers to renew coverage under expiring policies. Later that day, the Australian court denied Greensill's application. Since then, a number of Greensill entities have filed for, or been subject to, insolvency proceedings, and several litigations and investigations have been commenced in the U.K., Australia, Germany, Switzerland and the U.S., including claims brought by

Greensill's administrators and loss payees under Greensill's trade credit insurance policies. The applicants in the omnibus trade credit insurance policy litigation among Greensill and its insurers and loss payees in Australia (the "Australian proceedings") have collectively claimed losses totaling approximately $5 billion plus interest and costs.

In June 2023, White Oak, a loss payee, filed a claim in the High Court of Justice in London against Marsh Ltd., related to White Oak's purchase of accounts receivable from Greensill. In May 2025, Marsh Ltd. reached a settlement with White Oak to resolve the matter in the U.K. The settlement was recoverable through the Company's E&O insurance and did not have an impact on the consolidated statements of income for the nine months ended September 30, 2025.

In November 2023, two Credit Suisse funds ("Credit Suisse"), bringing claims as loss payees, added Marsh Ltd. as a party to the Australian proceedings. The claims by Credit Suisse allege that Marsh Ltd. failed to take required steps to ensure representations made to them in their capacity as loss payees were complete and accurate, and that Marsh Ltd. made misleading statements and omissions.

In November 2024, Greensill Bank AG (in insolvency), an affiliate of Greensill and an insured entity under the policies, added Marsh Pty Ltd as a party to the Australian proceedings. Greensill Bank subsequently joined Marsh Ltd. to the Australian proceedings in March 2025. Greensill Bank alleges that Marsh Ltd. and Marsh Pty Ltd. did not arrange suitable insurance cover and made misrepresentations regarding trade credit insurance placed for Greensill Bank.

The claims in the Australian proceedings are being pursued against a number of parties in addition to Marsh, and the parties are also pursuing (or are expected to pursue) various cross-claims.

At this time, the Company is unable to estimate the amount or range of loss due to the complexity of the proceedings, including the number of claims and parties involved. Mediation in the omnibus litigation is expected to begin in the first quarter 2026, with trial currently scheduled for August 2026.

Other Contingencies-Guarantees

In connection with its acquisition of U.K.-based Sedgwick Group in 1998, the Company acquired several insurance underwriting businesses that were already in run-off, including River Thames Insurance Company Limited ("River Thames"), which the Company sold in 2001. Sedgwick guaranteed payment of claims on certain policies underwritten through the Institute of London Underwriters (the "ILU") by River Thames. The policies covered by this guarantee are partly reinsured by a related party of River Thames. Payment of claims under the reinsurance agreement is collateralized by funds withheld by River Thames from the reinsurer. To the extent River Thames or the reinsurer is unable to meet its obligations under those policies, a claimant may seek to recover from the Company under the guarantee.

From 1980 to 1983, the Company owned indirectly the English & American Insurance Company ("E&A"), which was a member of the ILU. The ILU required the Company to guarantee a portion of E&A's obligations. After E&A became insolvent in 1993, the ILU agreed to discharge the guarantee in exchange for the Company's agreement to post an evergreen letter of credit that is available to pay claims by policyholders on certain E&A policies issued through the ILU and incepting between July 3, 1980 and October 6, 1983. Certain claims have been paid under the letter of credit and the Company anticipates that additional claimants may seek to recover against the letter of credit.

* * * * *

The pending proceedings described above and other matters not explicitly described in this Note 17 on Claims, Lawsuits and Other Contingencies may expose the Company or its subsidiaries to liability for significant monetary damages, fines, penalties or other forms of relief. Where a loss is both probable and reasonably estimable, the Company establishes liabilities in accordance with the Financial Accounting Standards Board ("FASB") guidance on Contingencies - Loss Contingencies.

The Company is not able at this time to provide a reasonable estimate of the range of possible loss attributable to these matters or the impact they may have on the Company's consolidated results of operations, financial position or cash flows. This is primarily because these matters are still developing and involve complex issues subject to inherent uncertainty. Adverse determinations in one or more of these matters could have a material impact on the Company's consolidated results of operations, financial condition or cash flows in a future period.

18. Segment Information

The Company is organized based on the types of services provided. Under this structure, the Company's operating segments are: Marsh, Guy Carpenter, Mercer and Oliver Wyman Group. The four segments are aggregated into two operating and reporting segments as follows:

- **Risk and Insurance Services**, comprising Marsh (insurance services) and Guy Carpenter (reinsurance services); and
- **Consulting**, comprising Mercer and Oliver Wyman Group.

The accounting policies of the segments are the same as those used for the consolidated financial statements described in Note 1, Summary of Significant Accounting Policies, in the Company's 2024 Form 10-K. Revenues are attributed to geographic areas based on location out of which the services are performed.

The Chief Executive Officer, as the Company's Chief Operating Decision Maker ("CODM"), evaluates segment performance and allocates resources based on segment operating income, which includes directly related expenses, and charges or credits related to restructuring but not the Company's corporate level expenses. Segment operating income is also used to monitor budget versus actual results.

Selected information about the Company's segments is as follows:

	Three Months Ended September 30,					
(In millions)	Revenue	Compensation and benefits	Depreciation and amortization expense	Identified intangible amortization expense	Other operating expenses	Operating Income (Loss)
2025 –						
Risk and Insurance Services	**$ 3,907** (a)	**$ 2,424**	**$ 52**	**$ 116**	**$ 565**	**$ 750**
Consulting	**2,465** (b)	**1,429**	**25**	**17**	**493**	**501**
Total Segments	**6,372**	**3,853**	**77**	**133**	**1,058**	**1,251**
Corporate/Eliminations	**(21)**	**41**	**14**	**—**	**5**	**(81)**
Total Consolidated	**$ 6,351**	**$ 3,894**	**$ 91**	**$ 133**	**$ 1,063**	**$ 1,170**
2024 –						
Risk and Insurance Services	$ 3,453 (a)	$ 2,095	$ 48	$ 77	$ 500	$ 733
Consulting	2,262 (b)	1,309	25	13	453	462
Total Segments	5,715	3,404	73	90	953	1,195
Corporate/Eliminations	(18)	38	17	—	14	(87)
Total Consolidated	$ 5,697	$ 3,442	$ 90	$ 90	$ 967	$ 1,108

	Nine Months Ended September 30,					
(In millions)	Revenue	Compensation and benefits	Depreciation and amortization expense	Identified intangible amortization expense	Other operating expenses	Operating Income (Loss)
2025 –						
Risk and Insurance Services	**$ 13,294** (c)	**$ 7,337**	**$ 153**	**$ 357**	**$ 1,641**	**$ 3,806**
Consulting	**7,150** (d)	**4,190**	**74**	**55**	**1,418**	**1,413**
Total Segments	**20,444**	**11,527**	**227**	**412**	**3,059**	**5,219**
Corporate/Eliminations	**(58)**	**112**	**43**	**—**	**2**	**(215)**
Total Consolidated	**$ 20,386**	**$ 11,639**	**$ 270**	**$ 412**	**$ 3,061**	**$ 5,004**
2024 –						
Risk and Insurance Services	$ 11,748 (c)	$ 6,321	$ 140	$ 233	$ 1,459	$ 3,595
Consulting	6,692 (d)	3,937	88	36	1,327	1,304
Total Segments	18,440	10,258	228	269	2,786	4,899
Corporate/Eliminations	(49)	108	48	—	19	(224)
Total Consolidated	$ 18,391	$ 10,366	$ 276	$ 269	$ 2,805	$ 4,675

(a) Includes interest income on fiduciary funds of $109 million and $138 million in 2025 and 2024, respectively, and equity method income of $5 million and $7 million in 2025 and 2024, respectively.

(b) Includes inter-segment revenue of $20 million and $18 million in 2025 and 2024, respectively.

(c) Includes inter-segment revenue of $5 million in 2025 and 2024, interest income on fiduciary funds of $311 million and $385 million in 2025 and 2024, respectively, and equity method income of $20 million and $17 million in 2025 and 2024, respectively. Revenue in 2025 also includes $28 million from a gain on the sale of the TCAS business and a gain on remeasurement of a previously held equity method investment to fair value upon consolidation.

(d) Includes inter-segment revenue of $53 million and $44 million in 2025 and 2024, respectively. Revenue in 2024 also includes a net gain of $21 million from the sale of Mercer's U.K. pension administration and U.S. health and benefits administration businesses.

Other Risk and Insurance Services and Consulting segment expenses consist primarily of costs such as travel and entertainment, outside services, information and technology, facilities and equipment, and taxes and insurance.

The Company does not report its assets by segment, including capital expenditures, as that information is not used by the CODM in assessing segment performance and allocating resources.

Details of operating segment revenue are as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(In millions)	**2025**	2024	**2025**	2024
Risk and Insurance Services				
Marsh	**$ 3,472**	$ 3,023	**$ 10,907**	$ 9,446
Guy Carpenter	**435**	430	**2,387**	2,302
Total Risk and Insurance Services	**3,907**	3,453	**13,294**	11,748
Consulting				
Mercer	**1,579**	1,452	**4,573**	4,256
Oliver Wyman Group	**886**	810	**2,577**	2,436
Total Consulting	**2,465**	2,262	**7,150**	6,692
Total Segments	**6,372**	5,715	**20,444**	18,440
Corporate Eliminations	**(21)**	(18)	**(58)**	(49)
Total	**$ 6,351**	$ 5,697	**$ 20,386**	$ 18,391

19. New Accounting Pronouncements

Recently Issued Accounting Pronouncements Not Yet Adopted:

In September 2025, the FASB issued an accounting standard update which amends certain aspects of the accounting for and disclosure for internal-use software costs. The new guidance removes references to software development project stages so that it is neutral to different software development methods, including methods that entities may use to develop software in the future. The new guidance requires an entity to capitalize software costs when: (1) Management has authorized and committed to funding the software project and (2) It is probable that the project will be completed and the software will be used to perform the function intended (referred to as the “probable-to-complete recognition threshold"). In evaluating the probable-to-complete recognition threshold, an entity is required to consider whether there is significant uncertainty associated with the development activities of the software. The new guidance is effective for annual reporting periods beginning after December 15, 2027, and interim reporting periods within those annual reporting periods. Early adoption is permitted as of the beginning of an annual reporting period. The Company is currently evaluating the guidance and its impact on results of operations, cash flows, or financial condition.

In November 2024, the FASB issued an accounting standard update on the disaggregated disclosure of income statement expenses. The new guidance requires disclosures about specific types of expenses included in the expense captions presented on the face of the income statement, as well as disclosures about selling expenses. The new standard does not change the requirements for the presentation of expenses on the face of the income statement. The standard is effective for fiscal years beginning after December 15, 2026, and interim periods within fiscal years beginning after December 15, 2027. Early adoption is permitted. The new guidance will be applied prospectively with the option for retrospective application. The Company is currently evaluating the guidance and expects it to only impact disclosures with no impact to results of operations, cash flows, or financial condition.

In December 2023, the FASB issued an accounting standard update on income tax disclosures, primarily related to the rate reconciliation and income taxes paid information. The new guidance requires that public business entities, on an annual basis, disclose specific categories in the rate reconciliation and provide additional information for reconciling items that meet a quantitative threshold. In addition, all entities are required to disclose on an annual basis the amount of income taxes paid, net of refunds received, disaggregated by federal, state and foreign taxes, and by individual jurisdictions if the amount is equal to or greater than 5% of total income taxes paid, net of refunds received. The guidance is effective for annual periods beginning after December 15, 2024. Early adoption is permitted. An entity should apply the amendments in the standard prospectively, even though retrospective application is permitted. The Company is currently evaluating the guidance and expects it to only impact disclosures with no impact to results of operations, cash flows, or financial condition.

New Accounting Pronouncement Adopted Effective December 31, 2024:

In November 2023, the FASB issued an accounting standard update on segment reporting. The new guidance: (1) introduces a requirement to disclose significant segment expenses regularly provided to the CODM, (2) extends certain annual disclosures to interim periods, (3) clarifies disclosure requirements for single reportable segment entities, (4) permits more than one measure of segment profit or loss to be reported under certain conditions, and (5) requires disclosure of the title and position of the CODM. The standard was effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. Early adoption was permitted. The guidance applies retrospectively to all periods presented in the financial statements. The Company adopted the new standard effective December 31, 2024, which impacted disclosures only, with no impact to results of operations, cash flows, or financial condition.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

General

Marsh & McLennan Companies, Inc., and its consolidated subsidiaries (Marsh McLennan or the "Company") is a global professional services firm in the areas of risk, strategy and people. The Company helps clients build the confidence to thrive through the power of its four market-leading businesses. With annual revenue of over $24 billion, the Company has more than 90,000 colleagues advising clients in 130 countries.

Marsh provides data-driven risk advisory services and insurance solutions to commercial and consumer clients. Guy Carpenter develops advanced risk, reinsurance and capital strategies that help clients grow profitably and pursue emerging opportunities. Mercer delivers advice and technology-driven solutions that help organizations redefine the world of work, reshape retirement and investment outcomes, and unlock health and well-being for a changing workforce. Oliver Wyman Group serves as a critical strategic, economic and brand advisor to private sector and governmental clients. The four businesses also collaborate together to deliver new solutions to help clients manage complex and interconnected risks.

The Company conducts business through two segments:

- **Risk and Insurance Services (RIS)** includes risk management activities (risk advice, risk transfer and risk control and mitigation solutions) as well as insurance and reinsurance broking and services. The Company conducts business in this segment through Marsh and Guy Carpenter.
- **Consulting** includes health, wealth and career advice, solutions and products, and specialized management, strategic, economic and brand consulting services. The Company conducts business in this segment through Mercer and Oliver Wyman Group.

The results of operations in the Management Discussion & Analysis ("MD&A") include an overview of the Company's consolidated results for the three and nine months ended September 30, 2025, compared to the corresponding periods in 2024, and should be read in conjunction with the consolidated financial statements and notes. This section also includes a discussion of the key drivers impacting the Company's financial results of operations both on a consolidated basis and by reportable segments.

We describe the primary sources of revenue and categories of expense for each reportable segment in the discussion of segment financial results. A reconciliation of segment operating income to total operating income is included in Note 18, Segment Information, in the notes to the consolidated financial statements included in Part I, Item 1, of this report.

For information and comparability of the Company's results of operations and liquidity and capital resources for the three and nine months ended September 30, 2024, refer to "Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations" of the Company's Form 10-Q for the quarter ended September 30, 2024.

This MD&A contains forward-looking statements as defined in the Private Securities Litigation Reform Act of 1995. Refer to "Information Concerning Forward-Looking Statements" at the outset of this report.

Non-GAAP measures

The Company reports its financial results in accordance with accounting principles generally accepted in the United States (U.S.), referred to as in accordance with "GAAP" or "reported" results. The Company also refers to and presents a non-GAAP financial measure in non-GAAP revenue, within the meaning of Regulation G and Item 10(e) of Regulation S-K in accordance with the Securities Exchange Act of 1934. The Company has included a reconciliation of this non-GAAP financial measure to the most directly comparable financial measure calculated in accordance with GAAP as part of the consolidated revenue and expense discussion. Percentage changes, referred to as non-GAAP underlying revenue, are calculated by dividing the period over period change in non-GAAP revenue by the prior period non-GAAP revenue.

The Company believes this non-GAAP financial measure provides useful supplemental information that enables investors to better compare the Company's performance across periods. Management also uses this measure internally to assess the operating performance of its businesses and to decide how to allocate resources. However, investors should not consider this non-GAAP measure in isolation from, or as a substitute for, the financial information that the Company reports in accordance with GAAP. The Company's non-GAAP measure

includes adjustments that reflect how management views its businesses and may differ from similarly titled non-GAAP measures presented by other companies.

Financial Highlights

- Consolidated revenue for the three months ended September 30, 2025 was $6.4 billion, an increase of 11%, or 4% on an underlying basis. For the nine months ended September 30, 2025, consolidated revenue was $20.4 billion, an increase of 11%, or 4% on an underlying basis.
- Consolidated operating income increased $62 million, or 6% to $1.2 billion for the three months ended September 30, 2025, compared to the corresponding quarter in the prior year. Net income attributable to the Company was $747 million. Earnings per share on a diluted basis was $1.51, consistent with the corresponding quarter in the prior year. For the nine months ended September 30, 2025, consolidated operating income increased $329 million, or 7% to $5.0 billion, compared to the corresponding period in the prior year. Net income attributable to the Company was $3.3 billion. Earnings per share on a diluted basis increased to $6.75 from $6.59, or 2%, compared to the corresponding period in the prior year.
- Risk and Insurance Services revenue for the three months ended September 30, 2025 was $3.9 billion, an increase of 13%, or 3% on an underlying basis. Operating income was $750 million, compared with $733 million for the corresponding quarter in the prior year. For the nine months ended September 30, 2025, Risk and Insurance Services revenue was $13.3 billion, an increase of 13%, or 4% on an underlying basis. Operating income was $3.8 billion, compared with $3.6 billion for the corresponding period in the prior year.
- Marsh's revenue for the three months ended September 30, 2025 was $3.4 billion, an increase of 16%, or 4% on an underlying basis. For the nine months ended September 30, 2025, Marsh's revenue was $10.7 billion, an increase of 16%, or 5% on an underlying basis. Guy Carpenter's revenue for the three months ended September 30, 2025 was $398 million, an increase of 5% on both a reported and an underlying basis. For the nine months ended September 30, 2025, Guy Carpenter's revenue was $2.3 billion, an increase of 6%, or 5% on an underlying basis.
- Consulting revenue for the three months ended September 30, 2025 was $2.5 billion, an increase of 9%, or 5% on an underlying basis. Operating income was $501 million, compared with $462 million for the corresponding quarter in the prior year. For the nine months ended September 30, 2025, Consulting revenue was $7.2 billion, an increase of 7%, or 4% on an underlying basis. Operating income was $1.4 billion, compared with $1.3 billion for the corresponding period in the prior year.
- Mercer's revenue for the three months ended September 30, 2025 was $1.6 billion, an increase of 9%, or 3% on an underlying basis. For the nine months ended September 30, 2025, Mercer's revenue was $4.6 billion, an increase of 7%, or 3% on an underlying basis. Oliver Wyman Group's revenue for the three months ended September 30, 2025 was $886 million, an increase of 9%, or 8% on an underlying basis. For the nine months ended September 30, 2025, Oliver Wyman Group's revenue was $2.6 billion, an increase of 6%, or 5% on an underlying basis.
- In the third quarter of 2025, the Company launched a three-year program, Thrive (the "Program"), which focuses on our brand strategy, delivering greater value to clients, accelerating growth and improving efficiency.
- The Company completed 5 acquisitions in the third quarter of 2025 for a total purchase consideration of $189 million.
- The Company repurchased approximately 1.9 million shares for $400 million in the third quarter of 2025. For the nine months ended September 30, 2025, the Company repurchased 4.6 million shares for $1 billion.
- In September 2025, the Board of Directors of the Company declared a quarterly dividend of $0.900 per share on outstanding common stock, payable in November 2025.

* * * * *

The macroeconomic and geopolitical environment including multiple major wars and global conflicts, tariffs or changes in trade policies, slower GDP growth or recession, fluctuations in foreign exchange rates, lower interest rates, capital markets volatility, inflation and changes in insurance premium rates could impact our business, financial condition, results of operations and cash flows.

For more information about these risks, please see "Part I, Item 1A. Risk Factors" in our annual Report on Form 10-K for the year ended December 31, 2024.

For additional details, refer to the Consolidated Results of Operations and Liquidity and Capital Resources sections in this MD&A. Acquisitions and dispositions impacting the Risk and Insurance Services and Consulting segments are discussed in Note 8, Acquisitions and Dispositions, in the notes to the consolidated financial statements.

Consolidated Results of Operations

	Three Months Ended September 30,		Nine Months Ended September 30,	
(In millions, except per share data)	**2025**	2024	**2025**	2024
Revenue	**$ 6,351**	$ 5,697	**$ 20,386**	$ 18,391
Expense:				
Compensation and benefits	**3,894**	3,442	**11,639**	10,366
Other operating expenses	**1,287**	1,147	**3,743**	3,350
Operating expenses	**5,181**	4,589	**15,382**	13,716
Operating income	**$ 1,170**	$ 1,108	**$ 5,004**	$ 4,675
Income before income taxes	**$ 1,010**	$ 1,035	**$ 4,483**	$ 4,471
Net income before non-controlling interests	**$ 757**	$ 752	**$ 3,400**	$ 3,316
Net income attributable to the Company	**$ 747**	$ 747	**$ 3,339**	$ 3,272
Net income per share attributable to the Company:				
– Basic	**$ 1.52**	$ 1.52	**$ 6.79**	$ 6.65
– Diluted	**$ 1.51**	$ 1.51	**$ 6.75**	$ 6.59
Average number of shares outstanding:				
– Basic	**491**	492	**492**	492
– Diluted	**494**	496	**495**	496
Shares outstanding at September 30,	**490**	491	**490**	491

Consolidated operating income increased $62 million, or 6% to $1.2 billion for the three months ended September 30, 2025, compared to $1.1 billion for the corresponding quarter in the prior year, reflecting an 11% increase in revenue and a 13% increase in expenses. Revenue growth was driven by increases in the Risk and Insurance Services and Consulting segments of 13% and 9%, respectively.

Consolidated operating income increased $329 million, or 7% to $5.0 billion for the nine months ended September 30, 2025, compared to $4.7 billion for the corresponding period in the prior year, reflecting an 11% increase in revenue and a 12% increase in expenses. Revenue growth was driven by increases in the Risk and Insurance Services and Consulting segments of 13% and 7%, respectively.

The Company's revenue and expenses for the three and nine months ended September 30, 2025 include the results of operations of McGriff Insurance Services, LLC ("McGriff") in the Risk and Insurance Services segment.

Diluted earnings per share for the three months ended September 30, 2025 was $1.51, consistent with the prior year, reflecting an increase in operating income, offset by higher interest expense.

For the nine months ended September 30, 2025, diluted earnings per share increased to $6.75 from $6.59, or 2% from the prior year, reflecting an increase in operating income, partially offset by higher interest expense.

Consolidated Revenue and Expense

Revenue – Non-GAAP Revenue and Components of Change

The Company advises clients in 130 countries. As a result, foreign exchange rate movements may impact period over period comparisons of revenue. Similarly, certain other items such as acquisitions and dispositions, including transfers among businesses, may impact period over period comparisons of revenue. Non-GAAP revenue measures the change in revenue from one period to the next by isolating these impacts on an underlying revenue basis. Percentage changes, referred to as non-GAAP underlying revenue, are calculated by dividing the period over period change in non-GAAP revenue by the prior period non-GAAP revenue.

The non-GAAP revenue measure is presented on a constant currency basis excluding the impact of foreign currency fluctuations. The Company isolates the impact of foreign exchange rate movements period over period, by translating the current period foreign currency GAAP revenue into U.S. Dollars based on the difference in the current and corresponding prior period exchange rates.

The percentage change for acquisitions, dispositions, and other includes the impact of current and prior year items excluded from the calculation of non-GAAP underlying revenue for comparability purposes. Details on these items are provided in the reconciliation of non-GAAP revenue to GAAP revenue tables.

The following tables present the Company's non-GAAP revenue for the three and nine months ended September 30, 2025 and 2024, and the related non-GAAP underlying revenue change:

Three Months Ended September 30, *(In millions, except percentages)*	GAAP Revenue **2025**	GAAP Revenue 2024	% Change GAAP Revenue*	Non-GAAP Revenue **2025**	Non-GAAP Revenue 2024	Non-GAAP Underlying Revenue*
Risk and Insurance Services						
Marsh	**$ 3,400**	$ 2,934	16 %	**$ 3,050**	$ 2,929	4 %
Guy Carpenter	**398**	381	5 %	**398**	381	5 %
Subtotal	**3,798**	3,315	15 %	**3,448**	3,310	4 %
Fiduciary interest income	**109**	138		**103**	138	
Total Risk and Insurance Services	**3,907**	3,453	13 %	**3,551**	3,448	3 %
Consulting						
Mercer	**1,579**	1,452	9 %	**1,494**	1,449	3 %
Oliver Wyman Group	**886**	810	9 %	**871**	806	8 %
Total Consulting	**2,465**	2,262	9 %	**2,365**	2,255	5 %
Corporate Eliminations	**(21)**	(18)		**(21)**	(18)	
Total Revenue	**$ 6,351**	$ 5,697	11 %	**$ 5,895**	$ 5,685	4 %

The following table provides more detailed revenue information for certain of the components presented in the previous table:

Three Months Ended September 30, *(In millions, except percentages)*	GAAP Revenue **2025**	GAAP Revenue 2024	% Change GAAP Revenue*	Non-GAAP Revenue **2025**	Non-GAAP Revenue 2024	Non-GAAP Underlying Revenue*
Marsh:						
EMEA	**$ 813**	$ 747	9 %	**$ 785**	$ 746	5 %
Asia Pacific	**361**	342	6 %	**361**	341	6 %
Latin America	**137**	134	2 %	**137**	134	3 %
Total International	**1,311**	1,223	7 %	**1,283**	1,221	5 %
U.S./Canada	**2,089**	1,711	22 %	**1,767**	1,708	3 %
Total Marsh	**$ 3,400**	$ 2,934	16 %	**$ 3,050**	$ 2,929	4 %
Mercer:						
Wealth	**$ 705**	$ 625	13 %	**$ 642**	$ 623	3 %
Health	**555**	520	7 %	**548**	519	6 %
Career	**319**	307	4 %	**304**	307	—
Total Mercer	**$ 1,579**	$ 1,452	9 %	**$ 1,494**	$ 1,449	3 %

(*) Rounded to whole percentages.

Nine Months Ended September 30, *(In millions, except percentages)*	GAAP Revenue		% Change GAAP Revenue*	Non-GAAP Revenue		Non-GAAP Underlying Revenue*
	2025	2024		**2025**	2024	
Risk and Insurance Services						
Marsh	**$ 10,702**	$ 9,202	16 %	**$ 9,620**	$ 9,184	5 %
Guy Carpenter	**2,281**	2,161	6 %	**2,266**	2,161	5 %
Subtotal	**12,983**	11,363	14 %	**11,886**	11,345	5 %
Fiduciary interest income	**311**	385		**296**	385	
Total Risk and Insurance Services	**13,294**	11,748	13 %	**12,182**	11,730	4 %
Consulting						
Mercer	**4,573**	4,256	7 %	**4,367**	4,226	3 %
Oliver Wyman Group	**2,577**	2,436	6 %	**2,547**	2,423	5 %
Total Consulting	**7,150**	6,692	7 %	**6,914**	6,649	4 %
Corporate Eliminations	**(58)**	(49)		**(58)**	(49)	
Total Revenue	**$ 20,386**	$ 18,391	11 %	**$ 19,038**	$ 18,330	4 %

The following table provides more detailed revenue information for certain of the components presented in the previous table:

Nine Months Ended September 30, *(In millions, except percentages)*	GAAP Revenue		% Change GAAP Revenue*	Non-GAAP Revenue		Non-GAAP Underlying Revenue*
	2025	2024		**2025**	2024	
Marsh:						
EMEA	**$ 2,878**	$ 2,684	7 %	**$ 2,858**	$ 2,680	7 %
Asia Pacific	**1,105**	1,069	3 %	**1,113**	1,062	5 %
Latin America	**393**	396	(1)%	**413**	396	5 %
Total International	**4,376**	4,149	5 %	**4,384**	4,138	6 %
U.S./Canada	**6,326**	5,053	25 %	**5,236**	5,046	4 %
Total Marsh	**$ 10,702**	$ 9,202	16 %	**$ 9,620**	$ 9,184	5 %
Mercer:						
Wealth	**$ 2,060**	$ 1,909	8 %	**$ 1,889**	$ 1,837	3 %
Health	**1,757**	1,605	10 %	**1,751**	1,647	6 %
Career	**756**	742	2 %	**727**	742	(2)%
Total Mercer	**$ 4,573**	$ 4,256	7 %	**$ 4,367**	$ 4,226	3 %

(*) Rounded to whole percentages.

Revenue – Reconciliation of Non-GAAP Measures

The following tables provide the reconciliation of GAAP revenue to Non-GAAP revenue for the three and nine months ended September 30, 2025 and 2024:

	2025				2024		
Three Months Ended September 30, *(In millions)*	**GAAP Revenue**	**Currency Impact**	**Acquisitions/ Dispositions/ Other Impact**	**Non-GAAP Revenue**	GAAP Revenue	Acquisitions/ Dispositions/ Other Impact	Non-GAAP Revenue
Risk and Insurance Services							
Marsh (a)	**$ 3,400**	**$ (23)**	**$ (327)**	**$ 3,050**	$ 2,934	$ (5)	$ 2,929
Guy Carpenter	**398**	**(2)**	**2**	**398**	381	—	381
Subtotal	**3,798**	**(25)**	**(325)**	**3,448**	3,315	(5)	3,310
Fiduciary interest income	**109**	**(1)**	**(5)**	**103**	138	—	138
Total Risk and Insurance Services	**3,907**	**(26)**	**(330)**	**3,551**	3,453	(5)	3,448
Consulting							
Mercer	**1,579**	**(20)**	**(65)**	**1,494**	1,452	(3)	1,449
Oliver Wyman Group	**886**	**(14)**	**(1)**	**871**	810	(4)	806
Total Consulting	**2,465**	**(34)**	**(66)**	**2,365**	2,262	(7)	2,255
Corporate Eliminations	**(21)**	**—**	**—**	**(21)**	(18)	—	(18)
Total Revenue	**$ 6,351**	**$ (60)**	**$ (396)**	**$ 5,895**	$ 5,697	$ (12)	$ 5,685

The following table provides more detailed revenue information for certain of the components presented in the previous table:

	2025				2024		
Three Months Ended September 30, *(In millions)*	**GAAP Revenue**	**Currency Impact**	**Acquisitions/ Dispositions/ Other Impact**	**Non-GAAP Revenue**	GAAP Revenue	Acquisitions/ Dispositions/ Other Impact	Non-GAAP Revenue
Marsh:							
EMEA	**$ 813**	**$ (24)**	**$ (4)**	**$ 785**	$ 747	$ (1)	$ 746
Asia Pacific	**361**	**—**	**—**	**361**	342	(1)	341
Latin America	**137**	**—**	**—**	**137**	134	—	134
Total International	**1,311**	**(24)**	**(4)**	**1,283**	1,223	(2)	1,221
U.S./Canada (a)	**2,089**	**1**	**(323)**	**1,767**	1,711	(3)	1,708
Total Marsh	**$ 3,400**	**$ (23)**	**$ (327)**	**$ 3,050**	$ 2,934	$ (5)	$ 2,929
Mercer:							
Wealth	**$ 705**	**$ (11)**	**$ (52)**	**$ 642**	$ 625	$ (2)	$ 623
Health	**555**	**(4)**	**(3)**	**548**	520	(1)	519
Career	**319**	**(5)**	**(10)**	**304**	307	—	307
Total Mercer	**$ 1,579**	**$ (20)**	**$ (65)**	**$ 1,494**	$ 1,452	$ (3)	$ 1,449

(a) Acquisitions, dispositions and other in 2025 includes the impact of McGriff.

Note: Amounts in the tables above are rounded to whole numbers.

Nine Months Ended September 30, *(In millions)*	2025 GAAP Revenue	2025 Currency Impact	2025 Acquisitions/ Dispositions/ Other Impact	2025 Non-GAAP Revenue	2024 GAAP Revenue	2024 Acquisitions/ Dispositions/ Other Impact	2024 Non-GAAP Revenue
Risk and Insurance Services							
Marsh (a)	**$ 10,702**	**$ 12**	**$ (1,094)**	**$ 9,620**	$ 9,202	$ (18)	$ 9,184
Guy Carpenter	**2,281**	**5**	**(20)**	**2,266**	2,161	—	2,161
Subtotal	**12,983**	**17**	**(1,114)**	**11,886**	11,363	(18)	11,345
Fiduciary interest income	**311**	**—**	**(15)**	**296**	385	—	385
Total Risk and Insurance Services	**13,294**	**17**	**(1,129)**	**12,182**	11,748	(18)	11,730
Consulting							
Mercer (b)	**4,573**	**(5)**	**(201)**	**4,367**	4,256	(30)	4,226
Oliver Wyman Group	**2,577**	**(17)**	**(13)**	**2,547**	2,436	(13)	2,423
Total Consulting	**7,150**	**(22)**	**(214)**	**6,914**	6,692	(43)	6,649
Corporate Eliminations	**(58)**	**—**	**—**	**(58)**	(49)	—	(49)
Total Revenue	**$ 20,386**	**$ (5)**	**$ (1,343)**	**$ 19,038**	$ 18,391	$ (61)	$ 18,330

The following table provides more detailed revenue information for certain of the components presented in the previous table:

Nine Months Ended September 30, *(In millions)*	2025 GAAP Revenue	2025 Currency Impact	2025 Acquisitions/ Dispositions/ Other Impact	2025 Non-GAAP Revenue	2024 GAAP Revenue	2024 Acquisitions/ Dispositions/ Other Impact	2024 Non-GAAP Revenue
Marsh:							
EMEA	**$ 2,878**	**$ (20)**	**$ —**	**$ 2,858**	$ 2,684	$ (4)	$ 2,680
Asia Pacific	**1,105**	**6**	**2**	**1,113**	1,069	(7)	1,062
Latin America	**393**	**18**	**2**	**413**	396	—	396
Total International	**4,376**	**4**	**4**	**4,384**	4,149	(11)	4,138
U.S./Canada (a)	**6,326**	**8**	**(1,098)**	**5,236**	5,053	(7)	5,046
Total Marsh	**$ 10,702**	**$ 12**	**$ (1,094)**	**$ 9,620**	$ 9,202	$ (18)	$ 9,184
Mercer:							
Wealth (b)	**$ 2,060**	**$ (7)**	**$ (164)**	**$ 1,889**	$ 1,909	$ (72)	$ 1,837
Health (b)	**1,757**	**5**	**(11)**	**1,751**	1,605	42	1,647
Career	**756**	**(3)**	**(26)**	**727**	742	—	742
Total Mercer	**$ 4,573**	**$ (5)**	**$ (201)**	**$ 4,367**	$ 4,256	$ (30)	$ 4,226

(a) Acquisitions, dispositions and other in 2025 includes the impact of McGriff.

(b) Acquisitions, dispositions and other in 2024 includes a net gain of $21 million from the sale of the U.K. pension administration and U.S. health and benefits administration businesses, that comprised of a $66 million gain in Wealth, offset by a $45 million loss in Health.

Note: Amounts in the tables above are rounded to whole numbers.

Consolidated Revenue

Consolidated revenue increased $654 million, or 11%, to $6.4 billion for the three months ended September 30, 2025, compared to $5.7 billion for the three months ended September 30, 2024. Consolidated revenue increased 4% on an underlying basis, 7% from acquisitions, and 1% from the impact of foreign currency translation. On an underlying basis, revenue increased 3% and 5% for the three months ended September 30, 2025, in the Risk and Insurance Services and Consulting segments, respectively.

Consolidated revenue increased $2.0 billion, or 11%, to $20.4 billion for the nine months ended September 30, 2025, compared to $18.4 billion for the nine months ended September 30, 2024. Consolidated revenue increased 4% on an underlying basis and 7% from acquisitions. On an underlying basis, revenue increased 4% for the nine months ended September 30, 2025, in both the Risk and Insurance Services and Consulting segments.

Consolidated Operating Expenses

Consolidated operating expenses increased $592 million, or 13%, to $5.2 billion for the three months ended September 30, 2025, compared to $4.6 billion for the three months ended September 30, 2024. Expenses also reflect an increase of 7% from acquisitions and 1% from the impact of foreign currency translation.

Consolidated operating expenses increased $1.7 billion, or 12%, to $15.4 billion for the nine months ended September 30, 2025, compared to $13.7 billion for the nine months ended September 30, 2024. Expenses also reflect an 8% increase from acquisitions.

Consolidated operating expenses for the three and nine months ended September 30, 2025 increased due to acquisitions, primarily in Risk and Insurance Services, resulting in higher compensation and benefits and amortization of identified intangibles.

In the third quarter of 2025, the Company launched a three-year program, Thrive, which focuses on our brand strategy, delivering greater value to clients, accelerating growth and improving efficiency. The Company also announced the formation of Business Client Services ("BCS"), to accelerate innovation and centralize investments in operational excellence, data, AI and other analytics. BCS brings together operations and technology teams across the Company to improve client service through enhancing our technology and effective deployment of resources.

The Program will generate savings from process and automation efficiencies and optimization of our global operating model.

Based on current Program estimates, the Company expects to incur approximately $500 million of cost over the three years. Costs will primarily relate to severance, technology and outside services. Annualized savings are expected to be approximately $400 million. The Company expects savings realized and charges incurred to be evenly distributed over the Program period.

For the three months ended September 30, 2025 costs incurred in connection with the Program were $38 million, related to severance and outside services.

The Company continues to refine its detailed plans for the Program which may change the timing, expected costs, and related savings.

Risk and Insurance Services

In the Risk and Insurance Services segment, the Company's subsidiaries and other affiliated entities act as brokers, agents or consultants for insureds, insurance underwriters and other brokers in the areas of risk management, insurance broking, insurance program management, risk consulting, analytical modeling and alternative risk financing services, primarily under the brand of Marsh, and engage in specialized reinsurance broking expertise, strategic advisory services and analytics solutions, primarily under the brand of Guy Carpenter.

The results of operations for the Risk and Insurance Services segment are as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(In millions, except percentages)	**2025**	2024	**2025**	2024
Revenue	**$ 3,907**	$ 3,453	**$ 13,294**	$ 11,748
Compensation and benefits	**2,424**	2,095	**7,337**	6,321
Other operating expenses	**733**	625	**2,151**	1,832
Operating expenses	**3,157**	2,720	**9,488**	8,153
Operating income	**$ 750**	$ 733	**$ 3,806**	$ 3,595
Operating income margin	**19.2%**	21.2%	**28.6%**	30.6%

Revenue

Revenue in the Risk and Insurance Services segment increased $454 million, or 13%, to $3.9 billion for the three months ended September 30, 2025, compared to $3.5 billion for the three months ended September 30, 2024. Revenue increased 3% on an underlying basis, 9% from acquisitions, and 1% from the impact of foreign currency translation. Interest earned on fiduciary funds decreased $29 million to $109 million for the three months ended September 30, 2025, compared to $138 million for the three months ended September 30, 2024. The decrease is due to lower average interest rates compared to the corresponding quarter in the prior year.

Revenue in the Risk and Insurance Services segment increased $1.5 billion, or 13%, to $13.3 billion for the nine months ended September 30, 2025, compared to $11.7 billion for the nine months ended September 30, 2024. Revenue increased 4% on an underlying basis and 9% from acquisitions. Interest earned on fiduciary funds decreased $74 million to $311 million for the nine months ended September 30, 2025, compared to $385 million for the nine months ended September 30, 2024. The decrease is due to lower average interest rates compared to the corresponding period in the prior year.

In Risk and Insurance Services, underlying revenue growth for the three and nine months ended September 30, 2025 was driven by growth in new business and renewal revenue at Marsh and Guy Carpenter, partially offset by declining insurance and reinsurance rates.

Marsh's revenue increased $466 million, or 16%, to $3.4 billion for the three months ended September 30, 2025, compared to $2.9 billion for the three months ended September 30, 2024. This reflects an increase of 4% on an underlying basis, 11% from acquisitions, and 1% from the impact of foreign currency translation. U.S./Canada rose 3% on an underlying basis. Total International operations produced underlying revenue growth of 5%, reflecting growth of 6% in Asia Pacific, 5% in EMEA, and 3% in Latin America.

Marsh's revenue increased $1.5 billion, or 16%, to $10.7 billion for the nine months ended September 30, 2025, compared to $9.2 billion for the nine months ended September 30, 2024. This reflects an increase of 5% on an underlying basis and 12% from acquisitions. U.S./Canada rose 4% on an underlying basis. Total International operations produced underlying revenue growth of 6%, reflecting growth of 7% in EMEA, and 5% in each of Latin America and Asia Pacific.

Guy Carpenter's revenue increased $17 million, or 5%, to $398 million for the three months ended September 30, 2025, compared to $381 million for the three months ended September 30, 2024. This reflects an increase of 5% on an underlying basis and 1% from the impact of foreign currency translation.

Guy Carpenter's revenue increased $120 million, or 6%, to $2.3 billion for the nine months ended September 30, 2025, compared to $2.2 billion for the nine months ended September 30, 2024. This reflects an increase of 5% on an underlying basis and 1% from acquisitions.

Guy Carpenter’s underlying revenue growth for the three and nine months ended September 30, 2025 was driven by growth across most regions.

The Risk and Insurance Services segment completed 8 acquisitions for the nine months ended September 30, 2025. Information regarding these acquisitions is included in Note 8, Acquisitions and Dispositions, in the notes to the consolidated financial statements.

Operating Expenses

Expenses in the Risk and Insurances Services segment increased $437 million, or 16%, to $3.2 billion for the three months ended September 30, 2025, compared to $2.7 billion for the three months ended September 30, 2024. Expenses also reflect an increase of 10% from acquisitions and 1% from the impact of foreign currency translation.

Expenses in the Risk and Insurances Services segment increased $1.3 billion, or 16%, to $9.5 billion for the nine months ended September 30, 2025, compared to $8.2 billion for the nine months ended September 30, 2024. Expenses also reflect an increase of 11% from acquisitions.

Expenses for the three and nine months ended September 30, 2025 increased due to acquisitions, resulting in higher compensation and benefits and amortization of identified intangibles.

Expenses for the three and nine months ended September 30, 2025 included integration and retention related costs of $50 million and $164 million, respectively, related to the acquisition of McGriff.

Expenses for the three and nine months ended September 30, 2025 also included higher intangible amortization cost of $39 million and $124 million, respectively, compared to the corresponding periods in the prior year, primarily related to the acquisition of McGriff.

Consulting

The Company conducts business in its Consulting segment through Mercer and Oliver Wyman Group. Mercer delivers advice and technology-driven solutions that help organizations redefine the world of work, reshape retirement and investment outcomes, and unlock health and well-being for a changing workforce. Oliver Wyman Group serves as a critical strategic, economic and brand advisor to private sector and governmental clients.

The results of operations for the Consulting segment are as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(In millions, except percentages)	**2025**	2024	**2025**	2024
Revenue	**$ 2,465**	$ 2,262	**$ 7,150**	$ 6,692
Compensation and benefits	**1,429**	1,309	**4,190**	3,937
Other operating expenses	**535**	491	**1,547**	1,451
Operating expenses	**1,964**	1,800	**5,737**	5,388
Operating income	**$ 501**	$ 462	**$ 1,413**	$ 1,304
Operating income margin	**20.3%**	20.4%	**19.8%**	19.5%

Revenue

Consulting revenue increased $203 million, or 9%, to $2.5 billion for the three months ended September 30, 2025, compared to $2.3 billion for the three months ended September 30, 2024. This reflects an increase of 5% on an underlying basis, 3% from acquisitions, and 2% from the impact of foreign currency translation.

Consulting revenue increased $458 million, or 7%, to $7.2 billion for the nine months ended September 30, 2025, compared to $6.7 billion for the nine months ended September 30, 2024. This reflects an increase of 4% on an underlying basis and 3% from acquisitions.

In Consulting, underlying revenue growth for the three and nine months ended September 30, 2025 was driven by growth in both Mercer and Oliver Wyman Group.

Mercer's revenue increased $127 million, or 9%, to $1.6 billion for the three months ended September 30, 2025, compared to $1.5 billion for the three months ended September 30, 2024. This reflects an increase of 3% on an underlying basis, 4% from acquisitions, and 1% from the impact of foreign currency translation.

On an underlying basis, revenue for Health and Wealth increased 6% and 3%, respectively, and remained flat in Career, as compared to the corresponding quarter in the prior year.

Mercer's revenue increased $317 million, or 7%, to $4.6 billion for the nine months ended September 30, 2025, compared to $4.3 billion for the nine months ended September 30, 2024. This reflects an increase of 3% on an underlying basis and 4% from acquisitions. On an underlying basis, revenue for Health and Wealth increased 6% and 3%, respectively, and decreased 2% in Career, as compared to the corresponding period in the prior year.

Underlying revenue growth at Mercer was driven by continued solid growth in Health and stable growth at Wealth. Revenue for the nine months ended September 30, 2025 was offset by a contraction in Career. Health reflected strong growth across all regions. Wealth growth was driven by investment management, primarily reflecting positive net flows and the impact of capital markets. Career reflected continued softness in project-related work in the U.S. and Canada, offset by growth in workforce products.

Revenue for the nine months ended September 30, 2024 includes a net gain of $21 million from the sale of the Mercer U.K. pension administration and U.S. health and benefits administration businesses.

Oliver Wyman Group's revenue increased $76 million, or 9%, to $886 million for the three months ended September 30, 2025, compared to $810 million for the three months ended September 30, 2024. This reflects an increase of 8% on an underlying basis and 2% from the impact of foreign currency translation.

Oliver Wyman Group's revenue increased $141 million, or 6%, to $2.6 billion for the nine months ended September 30, 2025, compared to $2.4 billion for the nine months ended September 30, 2024. This reflects an increase of 5% on an underlying basis and 1% from the impact of foreign currency translation.

The increase in underlying revenue growth at Oliver Wyman Group for the three months ended September 30, 2025 was driven by growth in each of the regions. Underlying revenue growth for the nine months ended September 30, 2025 was driven by growth in the Americas and the Middle East.

The Consulting segment completed 4 acquisitions for the nine months ended September 30, 2025. Information regarding these acquisitions is included in Note 8, Acquisitions and Dispositions, in the notes to the consolidated financial statements.

Operating Expenses

Expenses in the Consulting segment increased $164 million, or 9%, to $2.0 billion for the three months ended September 30, 2025, compared to $1.8 billion for the three months ended September 30, 2024. Expenses reflect a 2% increase from acquisitions and 1% from the impact of foreign currency translation.

Expenses in the Consulting segment increased $349 million, or 6%, to $5.7 billion for the nine months ended September 30, 2025, compared to $5.4 billion for the nine months ended September 30, 2024. Expenses reflect a 3% increase from acquisitions.

Expenses for the three and nine months ended September 30, 2025 increased due to compensation and benefits driven by higher base salaries and incentive compensation. Expenses also increased due to acquisitions.

For the nine months ended September 30, 2024, expenses also reflected acquisition and disposition costs of $21 million, primarily related to exit costs for the disposition of the Mercer U.K. pension administration and U.S. health benefits administration businesses in 2024.

Corporate and Other

Corporate expenses decreased $6 million, or 6%, to $81 million for the three months ended September 30, 2025, compared to $87 million for the three months ended September 30, 2024. Corporate expenses decreased $9 million, or 4%, to $215 million for the nine months ended September 30, 2025, compared to $224 million for the nine months ended September 30, 2024.

Interest Income

Interest income for the three months ended September 30, 2025 was $10 million, compared to $12 million for the three months ended September 30, 2024. Interest income for the nine months ended September 30, 2025 was $34 million, compared to $61 million for the nine months ended September 30, 2024.

Interest income decreased $2 million and $27 million for the three and nine months ended September 30, 2025, respectively, due to lower average interest rates compared to the corresponding periods in the prior year.

Interest Expense

Interest expense for the three months ended September 30, 2025 was $237 million, compared to $154 million for the three months ended September 30, 2024. Interest expense for the nine months ended September 30, 2025 was $725 million, compared to $469 million for the nine months ended September 30, 2024.

Interest expense increased $83 million and $256 million for the three and nine months ended September 30, 2025, respectively, due to debt raised to fund the McGriff acquisition.

Investment Income

The caption "Investment income" in the consolidated statements of income comprises realized and unrealized gains and losses from investments. It includes, when applicable, other than temporary declines in the value of securities, mark-to-market increases or decreases in equity investments with readily determinable fair values and equity method gains or losses on the Company's investments in private equity funds. The Company's investments may include direct investments in insurance, consulting or other strategically linked companies and investments in private equity funds.

The Company recorded net investment income of $15 million and $27 million for the three and nine months ended September 30, 2025, compared to net investment income of $1 million and $3 million, respectively, for the corresponding periods in the prior year. The increase in 2025 for both periods is primarily driven by higher mark-to-market gains from the Company's investments.

Income and Other Taxes

The Company's effective tax rate for the three months ended September 30, 2025 was 25.1%, compared with 27.3% for the corresponding quarter of 2024. The effective tax rates for the nine months ended September 30, 2025 and 2024 were 24.2% and 25.8%, respectively.

The tax rate in each period reflects the impact of discrete tax items such as excess tax benefits related to share-based compensation, enacted tax legislation, changes in uncertain tax positions, deferred tax adjustments, non-taxable adjustments related to contingent consideration for acquisitions, and valuation allowances for certain tax credits and attributes.

The excess tax benefit related to share-based payments is the most significant discrete item in both periods, reducing the effective tax rate by 0.3% for the three months ended September 30, 2025 and 2024, and by 1.0% and 1.3% for the nine months ended September 30, 2025 and 2024, respectively.

The effective tax rate may vary significantly from period to period. The effective tax rate is sensitive to the geographic mix and repatriation of the Company's earnings, which may result in higher or lower effective tax rates. Therefore, a shift in the mix of profits among jurisdictions, or changes in the Company's repatriation strategy to access offshore cash, can affect the effective tax rate.

In addition, losses in certain jurisdictions cannot be offset by earnings from other operations and may require valuation allowances that affect the rate in a particular period, depending on estimates of the value of associated deferred tax assets which can be realized. A valuation allowance was recorded to reduce deferred tax assets to the amount that the Company believes is more likely than not to be realized. The effective tax rate is also sensitive to changes in unrecognized tax benefits, including the impact of settled tax audits and expired statutes of limitations.

The Company has established liabilities for uncertain tax positions in relation to potential assessments in the jurisdictions in which it operates. In 2024, the Company received closure notices and assessments from the U.K. tax authority in relation to its 2016-2020 examinations which disallowed certain interest expense deductions. The Company has appealed the assessments and resolving this matter through litigation or alternative dispute resolution may take several years. The Company believes the resolution of tax matters will not have a material effect on the consolidated financial position of the Company. However, an adverse resolution of tax matters could have a material impact on the Company's net income or cash flows and on its effective tax rate in a particular future period. It is reasonably possible that the total amount of unrecognized tax benefits could decrease up to approximately $69 million within the next twelve months due to settlement of audits and expiration of statutes of limitations.

Changes in tax laws, rulings, policies, or related legal and regulatory interpretations occur frequently and may have significant favorable or adverse impacts on our effective tax rate.

On July 4, 2025, U.S tax legislation was signed into law (known as the "One Big Beautiful Bill Act" or "OBBBA") which makes permanent many of the tax provisions enacted in 2017 as part of the Tax Cuts and Jobs Act, that were set to expire at the end of 2025. In addition, the OBBBA makes changes to certain U.S. corporate tax provisions, but many are generally not effective until 2026. The enactment of the OBBBA does not have a material impact on the results from operations for the current year or future years.

In 2021, the Organization for Economic Cooperation and Development ("OECD") released model rules for a 15% global minimum tax, known as Pillar Two. Pillar Two has now been enacted by most key non-U.S. jurisdictions where the Company operates, including the U.K. and Ireland. Parts of the minimum tax rules were applicable in 2024, with the remaining provisions becoming fully effective for 2025. This minimum tax is treated as a period cost and does not have a material impact on the Company's financial results from operations for the current period. The Company continues to monitor legislative developments, as well as additional guidance from countries that have enacted Pillar Two legislation, and will ensure it complies with any changes.

As a U.S. domiciled parent holding company, the Company is the issuer of essentially all the Company's external indebtedness, and incurs the related interest expense in the U.S. The Company’s interest expense deductions are not currently limited. However, the Company may not be able to fully deduct intercompany interest on loans used to finance the Company's foreign operations.

Further, most senior executive and oversight functions are conducted in the U.S. and the associated costs are incurred primarily in the U.S. Some of these expenses may not be deductible in the U.S., which may impact the effective tax rate. Changes to the U.S. tax law in recent years have allowed the Company to repatriate foreign earnings without incurring additional U.S. federal income tax costs as foreign income is generally already taxed in the U.S. However, permanent reinvestment continues to be a component of the Company's global capital strategy. The Company continues to evaluate its global investment and repatriation strategy in light of our capital requirements and potential costs of repatriation, which are generally limited to local country withholding taxes.

Liquidity and Capital Resources

The Company is organized as a legal entity separate and distinct from its operating subsidiaries. As the Company does not have significant operations of its own, the Company is dependent upon dividends and other payments from its operating subsidiaries to pay principal and interest on its outstanding debt obligations, pay dividends to stockholders, repurchase its shares and pay corporate expenses. The Company can also provide financial support to its operating subsidiaries for acquisitions, investments and certain parts of their business that require liquidity, such as the capital markets business of Guy Carpenter. Other sources of liquidity include borrowing facilities discussed in the Financing Cash Flows section.

The Company derives a significant portion of its revenue and operating profit from operating subsidiaries located outside of the U.S. Funds from those operating subsidiaries are regularly repatriated to the U.S. out of annual earnings. At September 30, 2025, the Company had approximately $1.5 billion of cash and cash equivalents in its foreign operations, which includes $516 million of operating funds required to be maintained for regulatory requirements or as collateral under certain captive insurance arrangements. The Company expects to continue its practice of repatriating available funds from its non-U.S. operating subsidiaries out of current annual earnings. Where appropriate, a portion of the current year earnings will continue to be permanently reinvested.

For the nine months ended September 30, 2025, the Company recorded foreign currency translation adjustments which increased net equity by $770 million. Continued weakening of the U.S. dollar against foreign currencies would further increase the translated U.S. dollar value of the Company’s net investments in its non-U.S. subsidiaries, as well as the translated U.S. dollar value of cash repatriations from those subsidiaries.

Cash and cash equivalents on our consolidated balance sheets includes funds available for general corporate purposes. Fiduciary assets are shown separately in the consolidated balance sheets as cash and cash equivalents held in a fiduciary capacity, with a corresponding amount in current liabilities. Fiduciary assets cannot be used for general corporate purposes, and should not be considered as a source of liquidity for the Company.

Operating Cash Flows

The Company provided $3.1 billion of cash from operations for the nine months ended September 30, 2025, compared to $2.3 billion for the first nine months of 2024. These amounts reflect the net income of the Company during those periods, excluding gains or losses from investments, adjusted for non-cash charges and changes in working capital which relate primarily to the timing of payments of accrued liabilities, including incentive compensation, or receipts of receivables and pension plan contributions. The Company used cash of $138 million and $195 million related to its restructuring activities for the nine months ended September 30, 2025 and 2024, respectively.

Pension Related Items

Contributions

The Company's policy for funding its tax-qualified defined benefit plans is to contribute amounts at least sufficient to meet the funding requirements set forth in accordance with applicable law. For the three and nine months ended September 30, 2025, the Company contributed $9 million and $29 million, respectively, to its U.S. defined benefit pension plans and $12 million and $27 million to its non-U.S. defined benefit pension plans, respectively. For the three and nine months ended September 30, 2024, the Company contributed $8 million and $25 million to its U.S. defined benefit pension plans, respectively, and $8 million and $42 million to its non-U.S. defined benefit pension plans, respectively.

In the U.S., contributions to the tax-qualified defined benefit plans are based on Employee Retirement Income Security Act ("ERISA") guidelines and the Company generally expects to maintain a funded status of 80% or more of the liability determined in accordance with the ERISA guidelines. For the three and nine months ended September 30, 2025, the Company made contributions of $9 million and $27 million, respectively, to its non-qualified plans. The Company also made $2 million of required contributions to its U.S. qualified plans for the nine months ended September 30, 2025. The Company expects to make approximately $8 million of additional contributions to it's U.S. non-qualified plans over the remainder of 2025.

Outside the U.S., the Company has a large number of non-U.S. defined benefit pension plans, the largest of which are in the U.K., which comprise approximately 78% of non-U.S. plan assets at December 31, 2024. Contribution rates for non-U.S. plans are generally based on local funding practices and statutory requirements, which may differ significantly from measurements in accordance with U.S. GAAP.

In the U.K., the assumptions used to determine pension contributions are the result of legally-prescribed negotiations between the Company and the plans' trustee that typically occur every 3 years in conjunction with the actuarial valuation of the plans. Currently, this results in a lower funded status compared to U.S. GAAP and may result in contributions irrespective of the U.S. GAAP funded status.

In 2021, the JLT Pension Scheme was merged into the MMC U.K. Pension Fund with a new segregated JLT section created (referred to as the "JLT section"). The Company is not required to make any deficit contributions to the JLT section in 2025. The funding level will be re-assessed during the fourth quarter of 2025 as part of the December 31, 2024 actuarial valuation to determine if contributions are required in 2026.

For the MMC U.K. Pension Fund, excluding the JLT section, an agreement was reached with the trustee in the fourth quarter of 2022, based on the surplus funding position at December 31, 2021. In accordance with the agreement, no deficit funding is required at the earliest until 2026. The funding level will be re-assessed during the fourth quarter of 2025 as part of the December 31, 2024 actuarial valuation to determine if contributions are required in 2026. In December 2022, the Company renewed its agreement to support annual deficit contributions that may be required by the U.K. operating companies under certain circumstances, up to £450 million (or $603 million) over a seven year period. This is part of an agreement which gives the Company greater influence over asset allocation and overall investment decisions.

The Company expects to fund an additional $16 million to its non-U.S. defined benefit plans over the remainder of 2025, mainly to plans outside of the U.K.

Financing Cash Flows

Net cash used for financing activities was $2.6 billion for the nine months ended September 30, 2025, compared with $1.8 billion used for financing activities for the corresponding period in 2024.

Credit Facilities

The Company has a $3.5 billion multi-currency unsecured five-year credit facility (the "Credit Facility") expiring October 2028. Borrowings under the Credit Facility bear interest at a rate per annum, equal, at the Company's option, either at (a) the Securities Overnight Financing Rate ("SOFR") benchmark rate for U.S. dollar borrowings, or (b) a currency specific benchmark rate, plus an applicable margin which varies with the Company's credit ratings. The Company is required to maintain certain coverage and leverage ratios for the Credit Facility, which are evaluated quarterly.

The Credit Facility includes provisions for determining a benchmark replacement rate in the event existing benchmark rates are no longer available, or in certain other circumstances, in which an alternative rate may be required. At September 30, 2025 and December 31, 2024, the Company had no borrowings under this facility.

The Company also maintains other credit and overdraft facilities with various financial institutions aggregating $122 million and $123 million at September 30, 2025 and December 31, 2024. There were no outstanding borrowings under these facilities at September 30, 2025 and December 31, 2024.

The Company also has outstanding guarantees and letters of credit with various banks aggregating $158 million and $163 million at September 30, 2025 and December 31, 2024, respectively.

Debt

The Company has a $3.5 billion short-term debt financing program through the issuance of commercial paper. The proceeds from the issuance of commercial paper are used for general corporate purposes. The Company did not have any commercial paper outstanding at September 30, 2025 and December 31, 2024.

In March 2025, the Company repaid $500 million of 3.50% senior notes at maturity.

In November 2024, the Company issued $7.25 billion in senior notes as follows:

- $950 million 4.550% senior notes due 2027;
- $1 billion 4.650% senior notes due 2030;
- $1 billion 4.850% senior notes due 2031;
- $2 billion 5.000% senior notes due 2035;
- $500 million 5.350% senior notes due 2044;
- $1.5 billion 5.400% senior notes due 2055; and

- $300 million floating rate senior notes due 2027 (the "Floating Notes"), collectively referred to as the "November 2024 Notes".

For the Floating Notes, interest is calculated based on a compounded SOFR benchmark rate plus 0.700%.

The Company used the net proceeds from the November 2024 Notes offering to fund, in part, the McGriff acquisition, including the payment of related fees and expenses, as well as for general corporate purposes.

In June 2024, the Company repaid $600 million of 3.50% senior notes at maturity. In March 2024, the Company repaid $1 billion of 3.875% senior notes at maturity. In February 2024, the Company issued $500 million of 5.150% senior notes due 2034 and $500 million of 5.450% senior notes due 2054. The Company used the net proceeds from these issuances for general corporate purposes.

The Company's senior debt is currently rated A- by Standard & Poor's ("S&P"), A3 by Moody's and A- by Fitch. The Company's short-term debt is currently rated A-2 by S&P, P-2 by Moody's and F-2 by Fitch. The Company carries a Stable outlook with S&P, Moody's and Fitch.

Share Repurchases

For the nine months ended September 30, 2025, the Company repurchased 4.6 million shares of its common stock for $1 billion. At September 30, 2025, the Company remained authorized by the Board of Directors to repurchase up to approximately $1.3 billion in shares of its common stock. There is no time limit on the authorization. For the nine months ended September 30, 2024, the Company repurchased 4.3 million shares of its common stock for $900 million.

Dividends

The Company paid dividends on its common stock shares of $1.3 billion ($2.53 per share) for the nine months ended September 30, 2025, as compared with $1.1 billion ($2.235 per share) for the first nine months of 2024.

In January and March of 2025, the Board of Directors of the Company declared quarterly dividends of $0.815 per share on outstanding common stock, which were paid in February and May 2025, respectively. In July 2025, the Board of Directors of the Company declared a quarterly dividend of $0.900 per share on outstanding common stock, which was paid in August 2025.

In September 2025, the Board of Directors of the Company declared a quarterly dividend of $0.900 per share on outstanding common stock, payable in November 2025.

Contingent and Deferred Payments Related to Acquisitions

The classification of contingent consideration in the consolidated statements of cash flows is dependent upon whether the receipt, payment, or adjustment was part of the initial liability established on the acquisition date (financing) or an adjustment to the acquisition date liability (operating).

The following amounts are included in the consolidated statements of cash flows as operating and financing activities:

For the Nine Months Ended September 30, *(In millions)*		**2025**		2024
Operating:				
Contingent consideration payments for prior year acquisitions	**$**	**(27)**	$	(90)
Acquisition/disposition related net charges for adjustments		**45**		21
Adjustments and payments related to contingent consideration	**$**	**18**	$	(69)
Financing:				
Contingent consideration for prior year acquisitions	**$**	**(11)**	$	(73)
Deferred consideration for prior year acquisitions		**(53)**		(18)
Payments of deferred and contingent consideration for acquisitions	**$**	**(64)**	$	(91)
Receipt of contingent consideration for dispositions	**$**	**—**	$	1

For acquisitions completed during the first nine months of 2025 and in prior years, remaining estimated future contingent payments of $230 million and deferred consideration payments of $140 million, are recorded in accounts payable and accrued liabilities or other liabilities in the consolidated balance sheet at September 30, 2025.

Derivatives - Net Investment Hedge

The Company has investments in various subsidiaries with Euro functional currencies. As a result, the Company is exposed to the risk of fluctuations between the Euro and U.S. dollar exchange rates. As part of its risk management program, the Company designated its €1.1 billion senior note debt instruments ("Euro notes") as a net investment hedge (the "hedge") of its Euro denominated subsidiaries. The hedge is re-assessed each quarter to confirm that the designated equity balance at the beginning of each period continues to equal or exceed 80% of the outstanding balance of the Euro debt instrument and that all the critical terms of the hedging instrument and the hedged net investment continue to match. If the hedge is highly effective, the change in the debt balance related to foreign exchange fluctuations is recorded in accumulated other comprehensive loss in the consolidated balance sheets.

The U.S. dollar value of the Euro notes increased by $141 million through September 30, 2025, due to the change in foreign exchange rates. The Company concluded that the hedge was highly effective and recorded an increase to accumulated other comprehensive loss for the nine months ended September 30, 2025.

Fiduciary Liabilities

Since fiduciary assets are not available for corporate use, they are shown separately in the consolidated balance sheets as cash and cash equivalents held in a fiduciary capacity, with a corresponding amount in current liabilities. Financing cash flows reflect increases of $231 million and $916 million for the nine months ended September 30, 2025 and 2024, respectively, related to fiduciary liabilities.

Investing Cash Flows

Net cash used for investing activities amounted to $322 million for the first nine months of 2025, compared with $1.2 billion used for investing activities for the corresponding period in 2024.

The Company paid $224 million and $1.0 billion, net of cash, cash equivalents, and cash and cash equivalents held in a fiduciary capacity acquired, for acquisitions it made in the first nine months of 2025 and 2024, respectively. The outflow of funds in 2024 relates primarily to the acquisitions of Horton Group, Inc. and Fischer Brown Bottrell Insurance Inc., for $705 million.

In the first quarter of 2025, the Company sold Marsh McLennan Agency's ("MMA") Technology Consulting and Administrative Solutions ("TCAS") business for approximately $25 million, and recorded a gain of $15 million, which is included in revenue in the consolidated statements of income.

On January 1, 2024, the Company sold its Mercer U.K pension administration and U.S. health and benefits administration businesses for approximately $114 million, comprising of cash proceeds of $30 million and deferred consideration of $84 million. The Company received $76 million of deferred consideration during the third quarter of 2024.

The Company's additions to fixed assets and capitalized software for the nine months ended September 30, 2025 and 2024, amounted to $186 million and $240 million, respectively, related primarily to software development costs, the refurbishing and modernizing of office facilities, and technology equipment purchases.

Cash from the sale of long-term investments for the nine months ended September 30, 2025 is primarily due to the disposal of an investment in a unit trust fund.

Cash used for long-term investments for the nine months ended September 30, 2025 is due to investments in private equity funds. At September 30, 2025, the Company has commitments for potential future investments of approximately $101 million in private equity funds that invest primarily in financial services companies.

Commitments and Obligations

The following sets forth the Company's future contractual obligations by the type at September 30, 2025:

		Payment due by Period			
(*In millions*)	Total	Within 1 Year	1-3 Years	4-5 Years	After 5 Years
Current portion of long-term debt	$ 1,263	$ 1,263	$ —	$ —	$ —
Long-term debt	18,478	—	1,292	3,190	13,996
Interest on long-term debt	13,102	893	1,711	1,502	8,996
Net operating leases	2,109	390	637	415	667
Service agreements	289	166	108	14	1
Other long-term obligations (a)	458	200	205	52	1
Total	$ 35,699	$ 2,912	$ 3,953	$ 5,173	$ 23,661

(a) Primarily reflects the future payments of deferred and contingent purchase consideration.

The table does not include the liability for unrecognized tax benefits of $113 million as the Company is unable to reasonably predict the timing of settlement of these liabilities, other than approximately $59 million that may become payable within one year. The table also does not include the remaining transitional tax payments related to the Tax Cuts and Jobs Act (the "TCJA") of $13 million, which will be paid in 2026.

Management's Discussion of Critical Accounting Policies and Estimates

The Company's discussion of critical accounting policies and estimates that place the most significant demands on management's judgment and requires management to make significant estimates about matters that are inherently uncertain are discussed in the MD&A in the 2024 Form 10-K.

New Accounting Pronouncements

Note 19, New Accounting Pronouncements, in the notes to the consolidated financial statements in this report, contains a discussion of recently issued accounting guidance and their impact or potential future impact on the Company's financial results, if determinable.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

Market Risk and Credit Risk

Certain of the Company's revenues, expenses, assets and liabilities are exposed to the impact of interest rate changes and fluctuations in foreign currency exchange rates and equity markets.

Interest Rate Risk and Credit Risk

Interest income generated from the Company's cash, cash equivalents, and cash and cash equivalents held in a fiduciary capacity will vary with the general level of interest rates.

The Company had the following investments subject to variable interest rates:

(In millions)	**September 30, 2025**	December 31, 2024
Cash and cash equivalents	**$ 2,511**	$ 2,398
Cash and cash equivalents held in a fiduciary capacity	**$ 12,001**	$ 11,276

Based on the above balances at September 30, 2025, if short-term interest rates increased or decreased by 10%, or 33 basis points, for the year, annual interest income, including interest earned on cash and cash equivalents held in a fiduciary capacity, would increase or decrease by approximately $12 million.

Changes in interest rates can also affect the discount rate and assumed rate of return on plan assets, two of the assumptions among several others used to measure net periodic pension cost. The assumptions used to measure plan assets and liabilities are typically assessed at the end of each year, and determine the expense for the subsequent year. Assumptions used to determine net periodic cost for 2025 are discussed in Note 8, Retirement Benefits, in the notes to the consolidated financial statements included in our most recently filed Annual Report on Form 10-K. For a discussion on pension expense sensitivity to changes in these rates, see the "Management's Discussion and Analysis of Financial Condition and Results of Operations - Management's Discussion of Critical Accounting Estimates - Retirement Benefits" section of our most recently filed Annual Report on Form 10-K.

In addition to interest rate risk, our cash investments and fiduciary cash investments are subject to potential loss of value due to counter-party credit risk. To minimize this risk, the Company and its subsidiaries invest pursuant to a Board-approved investment policy. The policy mandates the preservation of principal and liquidity and requires broad diversification with counter-party limits assigned based primarily on credit rating and type of investment. The Company carefully monitors its cash, cash equivalents, and cash and cash equivalents held in a fiduciary capacity, and will further restrict the portfolio as appropriate to market conditions. The majority of cash, cash equivalents, and cash and cash equivalents held in a fiduciary capacity are invested in bank or short-term time deposits and liquid money market funds.

Foreign Currency Risk

The translated values of revenue and expense from the Company's international operations are subject to fluctuations due to changes in currency exchange rates. The non-U.S. based revenue that is exposed to foreign exchange fluctuations is approximately 50% of total revenue. We periodically use forward contracts and options to limit foreign currency exchange rate exposure on net income and cash flows for specific, clearly defined transactions arising in the ordinary course of business. Although the Company has significant revenue generated in foreign locations which is subject to foreign exchange rate fluctuations, in most cases both the foreign currency revenue and expense are in the functional currency of the foreign location. As such, under normal circumstances, the U.S. dollar translation of both the revenue and expense, as well as the potentially offsetting movements of various currencies against the U.S. dollar, generally tend to mitigate the impact on net operating income of foreign currency risk.

However, there have been periods where the impact was not mitigated due to external market factors, and external macroeconomic events may result in greater foreign exchange rate fluctuations in the future. If foreign exchange rates of major currencies (Euro, British Pound, Australian dollar and Canadian dollar) moved 10% in the same direction against the U.S. dollar that held constant over the course of the year, the Company estimates that full year net operating income would increase or decrease by approximately $106 million. The Company has exposure to over 80 foreign currencies. If exchange rates at September 30, 2025, hold constant for the rest of 2025, the Company estimates the year-over-year impact from the conversion of foreign currency earnings will increase full year net operating income by approximately $4 million.

In Continental Europe, the largest amount of revenue from renewals for the Risk and Insurance Services segment occurs in the first quarter.

Equity Price Risk

The Company holds investments at September 30, 2025 in both public and private companies as well as private equity funds, including investments of approximately $23 million that are valued using readily determinable fair values and approximately $16 million of investments without readily determinable fair values. The Company also has investments of approximately $295 million that are accounted for using the equity method. The investments are subject to risk of decline in market value, which, if determined to be other than temporary for assets without readily determinable fair values, could result in realized impairment losses. The Company periodically reviews the carrying value of such investments to determine if any valuation adjustments are appropriate under the applicable accounting pronouncements.

Other

A number of lawsuits and regulatory proceedings are pending. See Note 17, Claims, Lawsuits and Other Contingencies, in the notes to the consolidated financial statements included in this report.

Item 4. Controls & Procedures.

a. Evaluation of Disclosure Controls and Procedures

Based on their evaluation, as of the end of the period covered by this report, the Company's Chief Executive Officer and Chief Financial Officer have concluded that the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) or 15d-15(e) under the Securities Exchange Act of 1934) are effective.

b. Changes in Internal Control

There were no changes in the Company's internal control over financial reporting identified in connection with the evaluation required by Rules 13a-15(d) or 15d-15(d) under the Securities Exchange Act of 1934 that occurred during the Company's last fiscal quarter that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings.

The Company and its subsidiaries are also party to a variety of other legal, administrative, regulatory and government proceedings, claims and inquiries arising in the normal course of business. Additional information regarding certain legal proceedings and related matters as set forth in Note 17, Claims, Lawsuits and Other Contingencies, in the notes to the consolidated financial statements provided in Part I of this report is incorporated herein by reference.

Item 1A. Risk Factors.

The Company and its subsidiaries face a number of risks and uncertainties. In addition to the other information in this report and our other filings with the SEC, readers should consider carefully the risk factors discussed in "Part I, Item 1A. Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2024.

If any of the risks described in our Annual Report on Form 10-K or such other risks actually occur, our business, results of operations or financial condition could be materially adversely affected.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

Issuer Repurchases of Equity Securities

For the nine months ended September 30, 2025, the Company repurchased 4.6 million shares of its common stock for $1 billion. At September 30, 2025, the Company remained authorized to repurchase up to approximately $1.3 billion in shares of its common stock. There is no time limit on the authorization.

Period	(a) Total Number of Shares (or Units) Purchased		(b) Average Price Paid per Share (or Unit)	(c) Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs		(d) Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs
July 1 - 31, 2025	508,882	$	209.8319	508,882	$	1,557,309,823
August 1 - 31, 2025	586,551	$	205.1523	586,551	$	1,436,977,509
September 1 - 30, 2025	860,040	$	201.0213	860,040	$	1,264,091,170
Total	1,955,473	$	204.5532	1,955,473	$	1,264,091,170

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Mine Safety Disclosure.

Not Applicable.

Item 5. Other Information.

None.

Item 6. Exhibits.

See the Exhibit Index immediately following the signature page of this report, which is incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: October 16, 2025

/s/ Mark C. McGivney
Mark C. McGivney
Chief Financial Officer

Date: October 16, 2025

/s/ Stacy M. Mills
Stacy M. Mills
Vice President & Controller
(Chief Accounting Officer)

EXHIBIT INDEX

Exhibit No.	Exhibit Name
31.1	Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer
31.2	Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer
32.1	Section 1350 Certifications
101.INS	XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.
101.SCH	XBRL Taxonomy Extension Schema
101.CAL	XBRL Taxonomy Extension Calculation Linkbase
101.DEF	XBRL Taxonomy Extension Definition Linkbase
101.LAB	XBRL Taxonomy Extension Label Linkbase
101.PRE	XBRL Taxonomy Extension Presentation Linkbase
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

Exhibit 31.1

CERTIFICATIONS

I, John Q. Doyle, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Marsh & McLennan Companies, Inc. (the “registrant”);

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 16, 2025

/s/ John Q. Doyle

John Q. Doyle
President and Chief Executive Officer

Exhibit 31.2

CERTIFICATIONS

I, Mark C. McGivney, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Marsh & McLennan Companies, Inc. (the “registrant”);

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 16, 2025

/s/ Mark C. McGivney
Mark C. McGivney
Chief Financial Officer

Exhibit 32.1

Certification of Chief Executive Officer and Chief Financial Officer

The certification set forth below is being submitted in connection with the Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2025 of Marsh & McLennan Companies, Inc. (the "Report") for the purpose of complying with Rule 13a-14(b) or Rule 15d-14(b) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and Section 1350 of Chapter 63 of Title 18 of the United States Code.

John Q. Doyle, the President and Chief Executive Officer, and Mark C. McGivney, Chief Financial Officer, of Marsh & McLennan Companies, Inc. each certifies that, to the best of his knowledge:

1. the Report fully complies with the requirements of Section 13(a) or 15(d) of the Exchange Act; and
2. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Marsh & McLennan Companies, Inc.

Date: October 16, 2025

/s/ John Q. Doyle
John Q. Doyle
President and Chief Executive Officer

Date: October 16, 2025

/s/ Mark C. McGivney
Mark C. McGivney
Chief Financial Officer