Airways Aero Associations Limited Strategic Report, Report of the Directors and Financial Statements for the Year Ended 31 December 2016

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Grenfell James Audit LLP 3 The Courtyard Timothy's Bridge Road Stratford Upon Avon Warwickshire CV37 9NP

Contents of the Financial Statements for the Year Ended 31 December 2016

	Page
Company Information	1
Strategic Report	2
Report of the Directors	3 to 4
Report of the Independent Auditors	5 to 6
Income Statement	7
Other Comprehensive Income	8
Balance Sheet	9
Statement of Changes in Equity	10
Notes to the Financial Statements	11 to 18

Company Information for the Year Ended 31 December 2016

DIRECTORS:

Mr S J Atkins

Mr S Anderson Brown

Mr C E W Peel Mrs A M Sarney Mr D E S Sarney

SECRETARY:

Mr S A Bonney

REGISTERED OFFICE:

Wycombe Air Park

Booker Marlow

Buckinghamshire

SL7 3DP

REGISTERED NUMBER:

00447296 (England and Wales)

AUDITORS:

Grenfell James Audit LLP

3 The Courtyard Timothy's Bridge Road

Stratford Upon Avon

Warwickshire CV37 9NP

Strategic Report for the Year Ended 31 December 2016

The directors present their strategic report for the year ended 31 December 2016.

REVIEW OF BUSINESS

AAA has produced a strong performance as demonstrated by this years increased operating EBITDA of £173,845. This is as a result of our continuing investment strategy in aircraft, people and infrastructure, allowing the company to expand its successful UK and Overseas contract pilot training operations.

The award of a 50 year lease* at Wycombe Airpark in October 2016 has put AAA's airfield and flying operations in the unique position of having a secure base for the future, when other light aviation airfields are threatened with closure.

* (within the protection of the 1954 Landlords and Tenants act)

Continued future growth is expected from

- o The award of a three year contract to host the UK's biggest light Aviation Show
- o The installation of an all-weather taxiway, significantly improving aircraft movement capacity during key times of the year

The improved profit and strengthened balance sheet has resulted in AAA having a secure future of growth supported by very low company gearing;

Gearing ratio (Borrowing as a percentage of Assets): 1.55%

PRINCIPAL RISKS AND UNCERTAINTIES

Whilst weather and the economic climate still play a large part in company performance, the effects have been mitigated by investing in areas of the business such as hangarage, ATPL ground school training and simulators, which can assist in offsetting the vagaries of the weather.

Additionally, our program of accelerated debt repayment has resulted in a reduction of fixed operating costs.

ON BEHALF OF THE BOARD:

SEARROW.

Mr S Anderson Brown - Director

Date: 26th September 2017

Report of the Directors for the Year Ended 31 December 2016

The directors present their report with the financial statements of the company for the year ended 31 December 2016.

DIRECTORS

The directors shown below have held office during the whole of the period from 1 January 2016 to the date of this report.

Mr S J Atkins Mr S Anderson Brown Mr C E W Peel Mrs A M Sarney Mr D E S Sarney

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Strategic Report, the Report of the Directors and the financial statements in accordance with applicable law and regulations.

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

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the company's auditors are unaware, and each director has taken all the steps that he or she ought to have taken as a director in order to make himself or herself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

Report of the Directors for the Year Ended 31 December 2016

AUDITORS

The auditors, Grenfell James Audit LLP, will be proposed for re-appointment at the forthcoming Annual General Meeting.

ON BEHALF OF THE BOARD:

EEGEROUN.	
Mr S Anderson Brown - Director	

Date: 26th September 2017

Report of the Independent Auditors to the Members of Airways Aero Associations Limited

We have audited the financial statements of Airways Aero Associations Limited for the year ended 31 December 2016 on pages seven to eighteen. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'.

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

Respective responsibilities of directors and auditors

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

Scope of the audit of the financial statements

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

Opinion on financial statements

In our opinion the financial statements:

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

Opinion on other matter prescribed by the Companies Act 2006

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

Report of the Independent Auditors to the Members of Airways Aero Associations Limited

Matters on which we are required to report by exception

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

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Mr E G D James (Senior Statutory Auditor) for and on behalf of Grenfell James Audit LLP

3 The Courtyard Timothy's Bridge Road Stratford Upon Avon Warwickshire CV37 9NP

Date: 28th September 2017

Income Statement for the Year Ended 31 December 2016

N	lotes	2016 £	2015 £
TURNOVER		2,945,604	2,901,962
Cost of sales		1,776,941	1,429,501
GROSS PROFIT		1,168,663	1,472,461
Administrative expenses		979,752	1,309,537
OPERATING PROFIT BEFORE STAFF	BONUS	188,911	162,924
Staff profit share bonus		15,066	-
EBITDA		173,845	162,924
Depreciation Amortisation		(62,522) (2,766)	(54,260)
OPERATING PROFIT 4		108,557	105,898
Gain/loss on revaluation of investment property		2,045,000	· <u>· · · -</u>
•		2,153,557	105,898
Interest payable and similar expenses	5	11,396	17,006
PROFIT BEFORE TAXATION		2,142,161	88,892
Tax on profit	6	301,767	5,964
PROFIT FOR THE FINANCIAL YEAR		1,840,394	82,928

Notes

Investment property was valued on an open market basis on 14 December 2016 by Savills (UK) resulting in a gain of £2,045,000.

Other Comprehensive Income for the Year Ended 31 December 2016

Notes	2016 £	2015 £
PROFIT FOR THE YEAR	1,840,394	82,928
OTHER COMPREHENSIVE INCOME		
Revaluation gain	4,565,283	3,143
Deferred tax charge on revalued assets	(821,751)	-
Deferred tax on excess depreciation Income tax relating to components of	3,845	-
other comprehensive income		
OTHER COMPREHENSIVE INCOME FOR THE YEAR, NET OF INCOME TAX	3,747,377	3,143
· · · · · · · · · · · · · · · · · · ·		
TOTAL COMPREHENSIVE INCOME	5 507 774	06.674
FOR THE YEAR	<u>5,587,771</u>	<u>86,071</u>

Airways Aero Associations Limited (Registered number: 00447296)

Balance Sheet 31 December 2016

		201	16	201	.5
	Notes	£	£	£	£
FIXED ASSETS	7		2 227		E 003
Intangible assets Tangible assets	7 8		3,227 5,200,045		5,993 514,744
Investment property	9		2,045,000		511,711
	_				
			7,248,272		520,737
CURRENT ASSETS					•
Stocks	10	95,609		134,525	
Debtors	11	562,143		356,000	
Cash at bank		73,298		37,943	
CREDITORS		731,050		528,468	
Amounts falling due within one year	12	929,617		759,678	
·					
NET CURRENT LIABILITIES			(198,567)		(231,210)
TOTAL ASSETS LESS CURRENT					
LIABILITIES			7,049,705		289,527
CREDITORS					
Amounts falling due after more than o	ne				
year	13		(93,285)		(123,750)
				. *	(= a.)
PROVISIONS FOR LIABILITIES	16		(1,277,035)		<u>(74,163</u>)
NET ASSETS			5,679,385		91,614
					•
CARTTAL AND DECERVES					
CAPITAL AND RESERVES Called up share capital	17		100		100
Revaluation reserve	18		3,830,645		104,631
Retained earnings	18		1,848,640		(13,117)
SHAREHOLDERS' FUNDS			<u>5,679,385</u>		91,614

The financial statements were approved by the Board of Directors on 26^{th} September 2017. and were signed on its behalf by:

SEARDOW.
Mr S Anderson Brown - Director

Statement of Changes in Equity for the Year Ended 31 December 2016

	Called up share capital £	Retained earnings £	Revaluation reserve £	Total equity £
Balance at 1 January 2015	100	(113,508)	118,951	5,543
Changes in equity Total comprehensive income Balance at 31 December 2015	100	100,391 (13,117)	(14,320) 104,631	86,071 91,614
Changes in equity Total comprehensive income		1,861,757	3,726,014	5,587,771
Balance at 31 December 2016	100	1,848,640	3,830,645	5,679,385

Notes to the Financial Statements for the Year Ended 31 December 2016

1. STATUTORY INFORMATION

Airways Aero Associations Limited is a private company, limited by shares, registered in England and Wales. The company's registered number and registered office address can be found on the Company Information page.

2. ACCOUNTING POLICIES

Basis of preparing the financial statements

These financial statements have been prepared in accordance with Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" and the Companies Act 2006. The financial statements have been prepared under the historical cost convention as modified by the revaluation of certain assets.

Financial reporting standard 102 - reduced disclosure exemptions

The company has taken advantage of the following disclosure exemption in preparing these financial statements, as permitted by FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland":

the requirements of Section 7 Statement of Cash Flows.

Turnover

Turnover is measured at the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes.

Goodwill

Positive goodwill is capitalised, classified as an asset on the Statement of Financial Position and amortised on a straight line basis over its useful life. It is reviewed for impairment at the end of the first full financial year following acquisition and in other periods if events or changes in circumstances indicate that the carrying value may not be recoverable.

Intangible assets

Intangible assets are initially measured at cost. After initial recognition, intangible assets are measured at cost less any accumulated amortisation and any accumulated impairment losses.

Tangible fixed assets

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life.

Short leasehold

- 5 - 27 years or period of lease

Plant and machinery

- 2 - 10 years straight-line

Fixtures and fittings

- 3 - 5 years straight-line

Aircraft

- Straight line over 5 years

Investment property

Investment property is shown at most recent valuation. Any aggregate surplus or deficit arising from changes in fair value is recognised in profit or loss.

Stocks

Stocks and work in progress are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items.

Cost is calculated using the first-in, first-out method and includes all purchase, transport, and handling costs in bringing stocks to their present location and condition.

Notes to the Financial Statements - continued for the Year Ended 31 December 2016

2. **ACCOUNTING POLICIES - continued**

Hire purchase and leasing commitments

Rentals paid under operating leases are charged to profit or loss on a straight line basis over the period of the lease.

Pension costs and other post-retirement benefits

The company operates a defined contribution pension scheme. Contributions payable to the company's pension scheme are charged to profit or loss in the period to which they relate.

2016

2015

3. **EMPLOYEES AND DIRECTORS**

. Was and apparing	£	£
Wages and salaries	521,114	455,465
Social security costs	80,153	76,724
Other pension costs	4,005	4,269
	605,272	536,458
•		
The average monthly number of employees during the year was as follow		
	2016	2015
D: 1	2	2
Directors	3	3
Engineering staff	/	8
Admin staff	25	24
Pilots	23	24
	<u> 58</u>	<u>59</u>
	2016	2015
Directional recovery continue	£ .	£
Directors' remuneration	129,576	130,755

4. **OPERATING PROFIT**

The operating profit is stated after charging:

	2016	2015
	£	£
Hire of plant and machinery	173,015	176,479
Depreciation - owned assets	62,523	54,260
Goodwill amortisation	<u>2,766</u>	2,766

5. INTEREST PAYABLE AND SIMILAR EXPENSES

	2016	2015
	£	£
Loan	11,396	<u>17,006</u>

Notes to the Financial Statements - continued for the Year Ended 31 December 2016

6. TAXATION

7.

Analysis of the tax charge The tax charge on the profit for the year was as follows:	s:	2016	2015
		2016 £	2015 £
Deferred tax		301,767	<u>5,964</u>
Tax on profit		301,767	5,964
Tax effects relating to effects of other comprehe	nsive income		
		2016	
	Cuasa	2016	Not
	Gross £	Tax £	Net £
Revaluation gain	4,565,283	£ -	4,565,283 ·
Deferred tax charge on revalued assets	(821,751)		(821,751)
Deferred tax charge on revalued assets Deferred tax on excess depreciation	3,845	_	3,845
belefied tax of excess depreciation			3,013
	3,747,377	_	3,747,377
	<u> </u>		<u> </u>
		2015	
	Gross	Tax	Net
	£	£	£
Deferred tax charge on revalued assets	3,143		3,143
3			
	3,143	-	3,143
INTANGIBLE FIXED ASSETS			
•	•		Goodwill
•			£
COST			
At 1 January 2016			
and 31 December 2016			13,830
AMORTISATION			
At 1 January 2016			7,837
Amortisation for year			<u>2,766</u>
			40.600
At 31 December 2016			<u>10,603</u>
NET BOOK WALLE			
NET BOOK VALUE			2 227
At 31 December 2016			<u>3,227</u>
4. 24 B			E 003
At 31 December 2015			<u> 5,993</u>

Notes to the Financial Statements - continued for the Year Ended 31 December 2016

8. TANGIBLE FIXED ASSETS

IANGIBLE FIXED ASSETS	Short leasehold	Long leasehold	Plant and machinery
COST OR VALUATION	£	£	£
At 1 January 2016 Additions	1,941,680 96,614	-	210,999 60,673
Revaluations	1,949,881	700,000	
At 31 December 2016	3,988,175	700,000	271,672
DEPRECIATION			
At 1 January 2016 Charge for year	1,915,402 -	-	90,564 31,219
Revaluation adjustments	(1,915,401)		
At 31 December 2016	1		121,783
NET BOOK VALUE			
At 31 December 2016	3,988,174	700,000	149,889
At 31 December 2015	26,278		120,435
	Fixtures		
	and		
	fittings £	Aircraft £	Totals £
COST OR VALUATION			
At 1 January 2016 Additions	8,845 1,100	421,355 24,155	2,582,879 182,542
Revaluations	1,100 	24,133	2,649,881
At 31 December 2016	9,945	445,510	5,415,302
DEPRECIATION			
At 1 January 2016	5,969	56,200	2,068,135
Charge for year Revaluation adjustments	2,210	29,094	62,523 (1,915,401)
Revaluation adjustments			(1,913,401)
At 31 December 2016	8,179	85,294	215,257
NET BOOK VALUE			
At 31 December 2016	1,766	360,216	5,200,045
At 31 December 2015	2,876	<u>36</u> 5,155	514,744

Notes to the Financial Statements - continued for the Year Ended 31 December 2016

8. TANGIBLE FIXED ASSETS - continued

Cost or valuation at 31 December 2016 is represented by:

Valuation in 2016 Cost	Short leasehold £ 2,021,495 1,966,680	Long leasehold £ 700,000	Plant and machinery £ - 271,672
	3,988,175	<u>700,000</u>	271,672
	Fixtures and		
	fittings	Aircraft	Totals
Valuation in 2016	£	£	£ 2,721,495
Cost	9,945	445,510	2,693,807
	9,945	445,510	5,415,302

If short leasehold property had not been revalued they would have been included at the following historical cost:

	2016	2015
Cost	 £ 1,979,995	£ 1,941,680
Cost	1,979,993	1,341,000
Aggregate depreciation	1,915,401	1,915,401

Short leasehold property were valued on an open market basis on 2 December 2016 by Savills (UK) Limited.

9. **INVESTMENT PROPERTY**

	Total £
FAIR VALUE Revaluations	2,045,000
At 31 December 2016	2,045,000
NET BOOK VALUE At 31 December 2016	2,045,000

Cost or valuation at 31 December 2016 is represented by:

	£
Valuation in 2016	2,045,000

Investment property was valued on an open market basis on 14 December 2016 by Savills (UK) Limited.

Notes to the Financial Statements - continued for the Year Ended 31 December 2016

10.	STOCKS		
10.		2016	2015
		£	£
	Stocks	84,109	134,525
	Work-in-progress	<u>11,500</u>	
		05.600	124 525
		95,609	<u>134,525</u>
	Stock breakdown was as follows:		
	Stock Breakdown was as follows:		
		£	
	Aircraft	· -	
	WIP	11,500	
	Parts	75,696	•
	Other	8,413	
	Total	84,109	
	Total		
11.	DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR		
		2016	2015
		£	£
*	Trade debtors	295,747	145,617
	Other debtors Deferred tax	82,567 83,199	93,081
	Prepayments	100,630	117,302
	repayments	100,030	117,502
		562,143	356,000
12.	CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR		
		2016	2015
	Other loans (see note 14)	£ 55,000	£ 80,000
	Trade creditors	191,983	155,589
	Amounts owed to group undertakings	152,261	34,981
	Social security and other taxes	25,918	19,462
	VAT	56,184	47,652
	Other creditors	226,900	239,481
	Accruals and deferred income	221,371	<u>182,513</u>
		020 617	750 670
		929,617	<u>759,678</u>
13.	CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE		
131	YEAR		
		2016	2015
		£	£
	Other loans (see note 14)	68,750	123,750
	Other creditors	24,535	**
		02 205	122 750
		93,285	123,750

Notes to the Financial Statements - continued for the Year Ended 31 December 2016

13. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR - continued

Included within other creditors is a loan of £123,750 from Silton Investments Limited, split between £55,000 payable within one year and £68,750 payable after more than one year. This loan is secured by a way of a fixed charge over the aircraft owned by the company including all the rights, title, interest and benefit in and to them.

On 29 April 2015 the company entered into a cross-guarantee with its fellow subsidiary Heli Air Limited, in favour of Barclays Bank PLC, as a security for the liabilities of both companies. The guarantee is secured by way of a fixed and floating charge over the assets of both companies.

14. LOANS

15.

An analysis of the maturity of loans is given below:

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<u>00</u>
<u>50</u>
5
_

The lease for Wycombe Air Park was renewed for 50 years on 15 September 2016 expiring on 14 September 2066.

16. PROVISIONS FOR LIABILITIES

Between one and five years In more than five years

Deferred tax	2016 £ <u>1,277,035</u>	2015 £
		Deferred tax £
Balance at 1 January 2016		74,163
Charge to Income Statement during year		16,866
Revaluation gain		1,189,851
Deferred tax on revalued asset		<u>(3,845</u>)
Balance at 31 December 2016		1,277,035

830,378

7,556,758

8,520,980

Notes to the Financial Statements - continued for the Year Ended 31 December 2016

17. CALLED UP SHARE CAPITAL

	Allotted, issued and fully paid: Number: Class:		Nominal	2016	2015
	100	Ordinary	value: £1	<u>100</u>	<u>100</u>
18.	RESERVES				
			Retained	Revaluation	T-4-1-
			earnings £	reserve <u>£</u>	Totals £
	At 1 January	2016	(13,117)	104,631	91,514
	Profit for the		1,840,394		1,840,394
	Gain on reva	alued assets		3,743,532	3,743,532
	Depreciation	on revalued asset	21,363	(21,363)	-
	Deferred tax	on revaluation	·	3,845	3,845
	At 31 Decem	nber 2016	1,848,640	3,830,645	5,679,285

19. ULTIMATE PARENT COMPANY

British European Aviation Limited is regarded by the directors as being the company's ultimate parent company.

20. RELATED PARTY DISCLOSURES

The company has taken advantage of exemption, under the terms of Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland', not to disclose related party transactions with wholly owned subsidiaries within the group.

Other related party transactions

During the year the company made the following related party transactions:

Sabretooth Investments Limited

A company controlled by Mr C Peel and his family.

The company paid interest to Sabretooth Investments Limited of £3,336 (2015: £2,455) in respect of a loan advanced in 2014. at the statement of financial position date the amount due to Sabretooth Limited was £Nil (2015: £25,000).

Silton Investments Limited

A company controlled by Mr C Peel and his family.

The company paid interest to Silton Investments Limited of £11,624 (2015: £17,408) in respect of a loan advanced in the prior period. At the statement of financial position date the amount due to Silton Investments Limited was £ 123,750 (2015: £178,750).