

Registered number: 00520374

BRISTOW TECHNICAL SERVICES LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2021

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BRISTOW TECHNICAL SERVICES LIMITED

COMPANY INFORMATION

Directors	A Corbett T Rolfe (resigned 30 September 2020) R Gould M Nicol N Stephens (appointed 22 September 2020) S Stavley (appointed 22 September 2020)
Company secretary	C MacFarlane
Registered number	00520374
Registered office	Redhill Aerodrome Kings Mill Lane Redhill Surrey RH1 5JZ
Independent auditors	KPMG LLP Chartered Accountants 1 Marischal Square Broad Street Aberdeen AB10 1DD

BRISTOW TECHNICAL SERVICES LIMITED

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BRISTOW TECHNICAL SERVICES LIMITED

STRATEGIC REPORT FOR THE YEAR ENDED 31 MARCH 2021

Introduction

The audited financial statements for the year ended 31 March 2021 are set out on pages 10 to 27.

Business review

The company's operations comprise our technical services business unit and other non-flight service business (e.g. provision of maintenance and supply chain parts and services) to other business units in the Bristow group.

For 2021 the turnover has decreased by 21%, however there has been an increase in gross profit percentage to 3% (2020: (11)%).

The expectation remains that a positive correlation will continue to exist between the operations of the company and its fellow group subsidiaries' reported turnover as maintenance and supply underpin helicopter service provision.

The increase in operating profit principally relates to a swing in foreign exchange gains of £2,235,130 in 2021 from losses of £3,915,523 in 2020 and stock impairment of £2,909,327 (2020: £16,377,835).

The debtors and creditors positions are expected to fluctuate year on year with changes in performance of the business and the timing of settlement.

The company continued its constant review of quality and safety in the workplace and ensuring compliance under the Bristow Group Inc's Code of Business Integrity.

Principal risks and uncertainties

The COVID-19 pandemic and related economic repercussions have resulted, and may continue to result, in a decrease in the price of and demand for oil, which has caused, and may continue to cause, a decrease in the demand for our services.

Financial key performance indicators

	2021	2020	% change
Turnover	£121,169,760	£152,731,382	(21)%
Gross profit/(loss)	£3,979,961	£(16,875,421)	124%
Gross profit/(loss)%	3%	(11)%	
Operating profit/(loss)	£4,405,448	£(23,398,278)	119%
Operating profit/(loss)%	4%	(15)%	

BRISTOW TECHNICAL SERVICES LIMITED

STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2021

Directors' statement of compliance with duty to promote the success of the Company

The Directors must act in a way that they consider, in good faith, would most likely promote the success of the company for the benefit of its members as a whole in accordance with section 172 of the UK Companies Act 2006. The references to employees in the below statements relates to all employees within the Bristow Group as this company does not directly employ any staff. The Directors have regard to matters such as, but not limited to:-

a) The likely consequences of long term decisions

The Directors continue to take a long term view on the business, continuously analysing market conditions and seeking diversification opportunities when and where they arise in order to strengthen the business portfolio.

b) The interests of the company's employees

The company prides itself on having a highly skilled, motivated workforce working in an industry where safety is paramount. Employees are subject to annual reviews where employees have the opportunity to give feedback as well as to receive feedback.

c) Business relationships with suppliers, customers and others

The company's relationships with OEM's, clients and other suppliers are significant in maintaining the Bristow brand with regards quality and safety. The directors also consider the views and interests of other stakeholders relating to the company's business, including the UK CAA and other government agencies and regulators, European and other international organisations like EASA.

d) Impact of the company's operations on the community and the environment

The Directors have available information and data relating to all aspects of the business, to enable it to understand the company's operations and the interests and views of the key stakeholders, including the local community and environment.

The company has undertaken various energy efficiency measures to contribute to emission reduction initiatives.

e) Desirability of the company's maintaining a reputation for high standards of business conduct

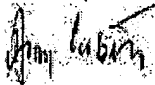
The Director's continue to review quality and safety in the workplace and ensure compliance under the Bristow Group Inc.'s Code of Business Integrity.

f) The need to act fairly between members of the company

The board of directors participate in board meetings frequently (at least once a quarter) during which operational matters, strategy, business risks and legal and regulatory matters are discussed. These meetings enable the directors to keep abreast of the Company's operations and ongoing engagement with their stakeholders.

Directors will engage (either individually or together) directly with some of the stakeholders on certain issues. Other times, engagement will be at an operational level, but always under the direction and supervision of the board of directors.

This report was approved by the board on 8 December 2021 and signed on its behalf.



A Corbett
Director

BRISTOW TECHNICAL SERVICES LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 MARCH 2021

The directors present their report and the financial statements for the year ended 31 March 2021.

Directors' responsibilities statement

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with UK accounting standards and applicable law (United Kingdom Generally Accepted Accounting Practice), including FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'.

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 for the Company's financial statements and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- assess the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

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 to enable them to ensure that the financial statements comply with the Companies Act 2006. They are responsible for such internal controls as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

Principal activity

The Company provides design and repair services, aircraft and major component overhauls and maintenance services to other companies in the Bristow Group and to third parties. These services are performed through work carried out by the company itself and also through contracts held with third party providers. The company also undertakes individual technical development projects.

Results and dividends

The profit for the year, after taxation, amounted to £4,037,261 (2020 - loss £17,855,271).

The company did not pay an interim dividend during the year ended 31 March 2021 (2020: £nil).
The directors do not recommend the payment of a final dividend for the year under review (2020: £nil).

BRISTOW TECHNICAL SERVICES LIMITED

DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2021

Directors

The directors who served during the year and up to the date of this report were:

A Corbett
T Rolfe (resigned 30 September 2020)
R Gould
M Nicol
N Stephens (appointed 22 September 2020)
S Stavley (appointed 22 September 2020)

The directors benefit from third party indemnity provisions in place during the financial year and at the date of this report.

Political contributions

The company made no political donations or incurred any political expenditure during the year (2020: £nil).

Going concern

Based on continuing financial support from Bristow Group Inc, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for at least 12 months from the date of approval of these financial statements. As set out in note 1 to the financial statements, the directors continue to adopt the going concern basis of accounting in preparing the financial statements.

Future developments

The company is continuing to develop its profile in overseas markets in the belief that this geographical area offers significant long-term opportunities for growth.

Financial instruments

Details of the company's principal financial instruments are given in notes 11 and 12.

Disclosure of information to auditors

Each of the persons who are directors at the time when this Directors' Report is approved has confirmed that:

- so far as the director is aware, there is no relevant audit information of which the Company's auditors are unaware, and
- the director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Subsequent events

Subsequent to the year end, the global COVID-19 pandemic has continued. The operations of the company have been affected by the pandemic. Actions have been taken to continue safe flying operations and respond and adapt to customer requirements.

There have been no other significant events affecting the company since the year end.

BRISTOW TECHNICAL SERVICES LIMITED

**DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 31 MARCH 2021**

Auditors

Pursuant to Section 487 of the Companies Act 2006, the auditors will be deemed to be reappointed and KPMG LLP will therefore remain in office.

This report was approved by the board on 8 December 2021 and signed on its behalf.

A handwritten signature in black ink, appearing to read 'A. Corbett', is positioned above the printed name and title.

A Corbett
Director

BRISTOW TECHNICAL SERVICES LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF BRISTOW TECHNICAL SERVICES LIMITED

OPINION

We have audited the financial statements of Bristow Technical Services Limited ("the company") for the year ended 31 March 2021 which comprise the Statement of profit and loss account and other comprehensive income, Balance Sheet, Statement of changes in equity and related notes, including the accounting policies in note 1.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2021 and of its profit for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

BASIS FOR OPINION

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

GOING CONCERN

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the company or to cease its operations, and as they have concluded that the company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

In our evaluation of the directors' conclusions, we considered the inherent risks to the company's business model and analysed how those risks might affect the company's financial resources or ability to continue operations over the going concern period.

Our conclusions based on this work:

- we consider that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate;
- we have not identified, and concur with the directors' assessment that there is not, a material uncertainty related to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for the going concern period.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the above conclusions are not a guarantee that the company will continue in operation.

FRAUD AND BREACHES OF LAWS AND REGULATIONS - ABILITY TO DETECT

Identifying and responding to risks of material misstatement due to fraud

To identify risks of material misstatement due to fraud ("fraud risks") we assessed events or conditions that could indicate an incentive or pressure to commit fraud or provide an opportunity to commit fraud. Our risk assessment procedures included:

- Enquiring of directors and inspection of policy documentation as to the Company and Bristow Group Inc's high-level policies and procedures to prevent and detect fraud, including Bristow's channel for

BRISTOW TECHNICAL SERVICES LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF BRISTOW TECHNICAL SERVICES LIMITED

"whistleblowing", as well as whether they have knowledge of any actual, suspected or alleged fraud.

- Reading Board minutes.
- Using analytical procedures to identify any unusual or unexpected relationships.

We communicated identified fraud risks throughout the audit team and remained alert to any indications of fraud throughout the audit.

As required by auditing standards, and taking into account possible pressures to meet profit targets and our overall knowledge of the control environment, we perform procedures to address the risk of management override of controls, in particular the risk that management may be in a position to make inappropriate accounting entries. On this audit we do not believe there is a fraud risk related to revenue recognition because of the non-complex and non-judgmental nature of the Company's revenue streams and revenue recognition policies, which are principally based on recorded flying activity.

We did not identify any additional fraud risks.

We performed procedures including:

- Identifying journal entries and other adjustments to test, based on risk criteria and comparing the identified entries to supporting documentation. These included those revenue entries made to unrelated accounts and cash journals posted to unusual or unexpected accounts.

Identifying and responding to risks of material misstatement due to non-compliance with laws and regulations

We identified areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements from our general commercial and sector experience, through discussion with the directors and other management (as required by auditing standards), and discussed with the directors and other management the policies and procedures regarding compliance with laws and regulations.

We communicated identified laws and regulations throughout our team and remained alert to any indications of non-compliance throughout the audit.

The potential effect of these laws and regulations on the financial statements varies considerably.

Firstly, the Company is subject to laws and regulations that directly affect the financial statements including financial reporting legislation (including related companies legislation), distributable profits legislation, and taxation legislation and we assessed the extent of compliance with these laws and regulations as part of our procedures on the related financial statement items.

Secondly, the Company is subject to many other laws and regulations where the consequences of non-compliance could have a material effect on amounts or disclosures in the financial statements, for instance through the imposition of fines or litigation. We identified the following areas as those most likely to have such an effect: health and safety and certain aspects of company legislation, recognising the nature of the Company's activities. Auditing standards limit the required audit procedures to identify non-compliance with these laws and regulations to enquiry of the directors and other management and inspection of regulatory and legal correspondence, if any. Therefore if a breach of operational regulations is not disclosed to us or evident from relevant correspondence, an audit will not detect that breach.

Context of the ability of the audit to detect fraud or breaches of law or regulation

Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements, even though we have properly planned and performed our audit in accordance with auditing standards. For example, the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely the inherently limited procedures required by auditing standards would identify it.

In addition, as with any audit, there remained a higher risk of non-detection of fraud, as these may involve

BRISTOW TECHNICAL SERVICES LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF BRISTOW TECHNICAL SERVICES LIMITED

collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls. Our audit procedures are designed to detect material misstatement. We are not responsible for preventing non-compliance or fraud and cannot be expected to detect non-compliance with all laws and regulations.

STRATEGIC REPORT AND DIRECTORS' REPORT

The directors are responsible for the strategic report and the directors' report. Our opinion on the financial statements does not cover those reports and we do not express an audit opinion thereon.

Our responsibility is to read the strategic report and the directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the strategic report and the directors' report;
- in our opinion the information given in those reports for the financial year is consistent with the financial statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

MATTERS ON WHICH WE ARE REQUIRED TO REPORT BY EXCEPTION

Under the Companies Act 2006 we are required 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.

We have nothing to report in these respects.

BRISTOW TECHNICAL SERVICES LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF BRISTOW TECHNICAL SERVICES LIMITED

DIRECTORS' RESPONSIBILITIES

As explained more fully in their statement set out on page 3, the directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and using the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

AUDITOR'S RESPONSIBILITIES

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

THE PURPOSE OF OUR AUDIT WORK AND TO WHOM WE OWE OUR RESPONSIBILITIES

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



David Derbyshire (Senior statutory auditor)

for and on behalf of

KPMG LLP, Statutory Auditor

Chartered Accountants
1 Marischal Square
Broad Street
Aberdeen
AB10 1DD
10 December 2021

BRISTOW TECHNICAL SERVICES LIMITED

**STATEMENT OF PROFIT AND LOSS ACCOUNT AND OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 MARCH 2021**

	Note	2021 £	2020 £
Turnover	2	121,169,760	152,731,382
Cost of sales		(117,189,799)	(169,606,803)
Gross profit/(loss)		3,979,961	(16,875,421)
Administrative expenses		(1,828,369)	(2,607,331)
Other operating income/(expenses)		2,253,856	(3,915,526)
Operating profit/(loss)	3	4,405,448	(23,398,278)
Interest receivable and similar income	6	239,838	2,169,202
Interest payable and similar expenses	7	(97,554)	-
Profit/(loss) before tax		4,547,732	(21,229,076)
Tax on profit/(loss)	8	(510,471)	3,373,805
Profit/(loss) for the financial year		4,037,261	(17,855,271)
Other comprehensive income for the year		-	-
Total comprehensive income/(loss) for the year		4,037,261	(17,855,271)

The notes on pages 14 to 27 form part of these financial statements.

BRISTOW TECHNICAL SERVICES LIMITED
REGISTERED NUMBER: 00520374

BALANCE SHEET
AS AT 31 MARCH 2021

	Note	2021 £	2020 £
Fixed assets			
Tangible assets	9	1,279,358	1,405,681
		<u>1,279,358</u>	<u>1,405,681</u>
Current assets			
Stocks	10	31,959,317	36,352,424
Debtors: amounts falling due after more than one year	11	-	26,566,302
Debtors: amounts falling due within one year	11	47,433,203	50,474,408
Cash at bank and in hand		641,521	8,155,761
		<u>80,034,041</u>	<u>121,548,895</u>
Creditors: amounts falling due within one year	12	(71,443,808)	(131,812,940)
Net current assets/(liabilities)		<u>8,590,233</u>	<u>(10,264,045)</u>
Total assets less current liabilities		<u>9,869,591</u>	<u>(8,858,364)</u>
Net assets/(liabilities)		<u><u>9,869,591</u></u>	<u><u>(8,858,364)</u></u>
Capital and reserves			
Called up share capital	14	1,000	1,000
Capital contribution reserve	15	14,690,694	-
Profit and loss account	15	(4,822,103)	(8,859,364)
Shareholders' funds/(deficit)		<u><u>9,869,591</u></u>	<u><u>(8,858,364)</u></u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 8 December 2021.



A Corbett
Director

The notes on pages 14 to 27 form part of these financial statements.

BRISTOW TECHNICAL SERVICES LIMITED

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 MARCH 2021**

	Called up share capital	Capital contribution reserve	Profit and loss account	Total equity
	£	£	£	£
At 1 April 2020	1,000	-	(8,859,364)	(8,858,364)
Comprehensive income for the year				
Profit for the year	-	-	4,037,261	4,037,261
Total comprehensive income for the year	-	-	4,037,261	4,037,261
Waiver of intercompany debt	-	14,690,694	-	14,690,694
At 31 March 2021	1,000	14,690,694	(4,822,103)	9,869,591

The notes on pages 14 to 27 form part of these financial statements.

BRISTOW TECHNICAL SERVICES LIMITED

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 MARCH 2020**

	Called up share capital	Profit and loss account	Total equity
	£	£	£
At 1 April 2019	1,000	8,995,907	8,996,907
Comprehensive loss for the year			
Loss for the year	-	(17,855,271)	(17,855,271)
Total comprehensive loss for the year	-	(17,855,271)	(17,855,271)
At 31 March 2020	1,000	(8,859,364)	(8,858,364)

The notes on pages 14 to 27 form part of these financial statements.

BRISTOW TECHNICAL SERVICES LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

1. Accounting policies

1.1 Basis of preparation of financial statements

Bristow Technical Services Limited (the "Company") is a private company incorporated, registered and domiciled in the United Kingdom. The registered number is 00520374 and the registered address is Redhill Aerodrome, Kings Mill Lane, Redhill, Surrey, RH1 5JZ.

The financial statements have been prepared in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland ("FRS102").

The functional and presentational currency of these financial statements is UK pounds. All amounts in the financial statements have been rounded to the nearest £.

The Company's ultimate parent undertaking, Bristow Aviation Holdings Limited, includes the Company in its consolidated financial statements. The consolidated financial statements of Bristow Aviation Holdings Limited are prepared in accordance with Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland ("FRS 102") and are available to the public and may be obtained from Redhill Aerodrome, Redhill, Surrey, RH1 5JZ. In these financial statements, the company is considered to be a qualifying entity (for the purposes of this FRS) and has applied the exemptions available under FRS 102 in respect of the following disclosures:

- Cash Flow Statement and related notes; and
- Key Management Personnel compensation.

As the consolidated financial statements of Bristow Aviation Holdings Limited include the equivalent disclosures, the Company has also taken the exemptions under FRS 102 available in respect of the following disclosures:

- The disclosures required by FRS 102.11 Basic Financial Instruments and FRS 102.12 Other Financial Instrument Issues in respect of financial instruments not falling within the fair value accounting rules of Paragraph 36(4) of Schedule 1.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

In the application of the company's accounting policies, which are described in note 1, the directors are required to make judgements, estimates and assumptions about carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of revision and future periods if the revision affects both current and future periods.

The company has taken advantage of the exemption available under FRS102 from disclosing transactions with its parent undertaking and other subsidiary undertakings where 100% of the voting rights are controlled within the group.

The following critical judgement, apart from those involving estimations, that the directors have made in the process of applying the company's accounting policies and that have the most significant effect on the amounts recognised in the financial statements.

BRISTOW TECHNICAL SERVICES LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

1. Accounting policies (continued)

Valuation of stocks

We maintain stocks that primarily consists of spare parts to service Group aircraft. We establish an allowance to distribute the cost of spare parts expected to be on hand at the end of an aircraft type's life over the service lives of the related equipment, taking into account the estimated salvage value of the parts. Also, we periodically review the condition and continuing usefulness of the parts to determine whether the realizable value of this stock is lower than its book value. Parts related to aircraft types that our management has determined will no longer be included in our fleet or will be substantially reduced in our fleet in future periods are specifically reviewed. If our valuation of these parts is significantly lower than the book value of the parts, an additional provision may be required.

1.2 Foreign currency

Transactions in foreign currencies are translated to the company's functional currency at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are retranslated to the functional currency at the foreign exchange rate ruling at that date. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. Foreign exchange differences arising on translation are recognised in the profit and loss account.

BRISTOW TECHNICAL SERVICES LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

1. Accounting policies (continued)

1.3 Going concern

Notwithstanding net current liabilities (excluding stocks) of £23,369,084 at 31 March 2021, the financial statements have been prepared on a going concern basis which the directors consider to be appropriate for the following reasons.

The directors have forecast cash flows for a period of 12 months from the date of approval of these financial statements which indicate that, taking account of reasonably possible downsides, the company will have sufficient funds, through funding from Bristow Group Inc., to meet its liabilities as they fall due for that period. All material revenues are from group or affiliate companies. The company's base forecast reflects the impact of the COVID-19 pandemic on the expected maintenance activities of group companies. Though a severe but reasonably possible downside forecast could result in reduced flying hours and group income, a significant proportion of the company's maintenance costs are variable with activity.

These forecasts are dependent on Bristow Group Inc. not seeking repayment of the amounts currently due to the group, which at 31 March 2021 amounted to £43,533,203 (due within one year) and providing additional financial support during that period. Bristow Group Inc. has indicated its intention to continue to make available such funds as are needed by the company, and that it does not intend to seek repayment of the amounts due at the balance sheet date, for the period covered by the forecasts. As with any company placing reliance on other group entities for financial support, the directors acknowledge that there can be no certainty that this support will continue although, at the date of approval of these financial statements, having made enquiries, they have no reason to believe that it will not do so.

The company's activities and purpose as supplier to Bristow Group Inc. group companies are dependent upon the overall continuing operation of Bristow Group Inc. The directors have made enquiries relating to the financial performance and position of Bristow Group Inc, including the impact of the COVID-19 pandemic, as at the date of approval of these financial statements. No matters which may reasonably possibly impact the ability of the company to continue as a going concern have been identified from these enquiries.

Consequently, the directors are confident that the company will have sufficient funds to continue to meet its liabilities as they fall due for at least twelve months from the date of approval of the financial statements and therefore have prepared the financial statements on a going concern basis.

1.4 Turnover

Turnover represents total turnover receivable for the period exclusive of sales tax and intra-group transactions.

Turnover is recognised when it is realised or realisable, and earned. Turnover is considered to be realised or realisable and earned when the following conditions exist: the persuasive evidence of an arrangement, generally a customer contract; the services or products have been performed or delivered to the customer; the sales price is fixed or determinable within the contract; and collection is probable.

In contracts with other group companies relating to the provision of aircraft and major component overhauls and maintenance, turnover is recognised with reference to units of economic consumption, typically hours flown.

BRISTOW TECHNICAL SERVICES LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

1. Accounting policies (continued)

1.5 Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Residual value represents the estimated amount which would currently be obtained from disposal of an asset, after deducting estimated costs of disposal, if the asset were already of the age and in the condition expected at the end of its useful life. Residual value and useful life estimates are reviewed if there are indications that the residual values or useful lives of the assets have changed.

Rotable spares purchased on the introduction or expansion of a fleet, as well as those purchased separately, are carried as plant and equipment and depreciated on a straight line basis over their useful lives.

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method.

Depreciation is provided on the following basis:

Long-term leasehold property	- 5 years
Plant and machinery	- 5 - 10 years

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in profit or loss.

1.6 Impairment of fixed assets and goodwill

Assets that are subject to depreciation or amortisation are assessed at each balance sheet date to determine whether there is any indication that the assets are impaired. Where there is any indication that an asset may be impaired, the carrying value of the asset (or cash-generating unit to which the asset has been allocated) is tested for impairment. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's (or CGU's) fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (CGUs). Non-financial assets that have been previously impaired are reviewed at each balance sheet date to assess whether there is any indication that the impairment losses recognised in prior periods may no longer exist or may have decreased.

BRISTOW TECHNICAL SERVICES LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

1. Accounting policies (continued)

1.7 Impairment of financial and non financial assets

Financial assets (including trade and other debtors)

A financial asset not carried at fair value through profit or loss is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. For financial instruments measured at cost less impairment an impairment is calculated as the difference between its carrying amount and the best estimate of the amount that the Company would receive for the asset if it were to be sold at the reporting date. Interest on the impaired asset continues to be recognised through the unwinding of the discount. Impairment losses are recognised in profit or loss. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss.

Non-financial assets

The carrying amounts of the Company's non-financial assets, other than stocks and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. The recoverable amount of an asset is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit").

An impairment loss is recognised if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognised in profit or loss.

Impairment losses recognised are reversed only if the reasons for the impairment have ceased to apply.

Impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

1.8 Stocks

Stocks are stated at the lower of cost and net realisable value, being the estimated selling price less costs to complete and sell. Cost is based on the cost of purchase on a weighted average basis. Work in progress and finished goods include labour and attributable overheads.

At each balance sheet date, stocks are assessed for impairment. If stock is impaired, the carrying amount is reduced to its selling price less costs to complete and sell. The impairment loss is recognised immediately in profit or loss.

BRISTOW TECHNICAL SERVICES LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

1. Accounting policies (continued)

1.9 Debtors

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

1.10 Creditors

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

1.11 Finance costs

Finance costs are charged to the profit and loss account over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

1.12 Interest receivable and payable

Interest income and interest payable is recognised in the profit and loss account as they accrue using the effective interest method.

1.13 Research and development expenditure

Expenditure on research and development is written off to the profit and loss account in the year in which it is incurred.

1.14 Aircraft and major component overhaul and maintenance

The company enters into supply contracts with third party providers covering the provision of aircraft and major component overhauls and maintenance. The providers invoice for their services by reference to units of economic consumption, typically hours flown. All major component overhauls and maintenance which are covered by third party maintenance agreements where there is a transfer of risk and legal obligation, are expensed on the basis of hours flown. All other maintenance costs are expensed as incurred.

BRISTOW TECHNICAL SERVICES LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

1. Accounting policies (continued)

1.15 Taxation

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the profit and loss account except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided on timing differences which arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements. The following timing differences are not provided for: differences between accumulated depreciation and tax allowances for the cost of a fixed asset if and when all conditions for retaining the tax allowances have been met; and differences relating to investments in subsidiaries, to the extent that it is not probable that they will reverse in the foreseeable future and the reporting entity is able to control the reversal of the timing difference.

Deferred tax is not recognised on permanent differences arising because certain types of income or expense are non-taxable or are disallowable for tax or because certain tax charges or allowances are greater or smaller than the corresponding income or expense.

Deferred tax is provided in respect of the additional tax that will be paid or avoided on differences between the amount at which an asset (other than goodwill) or liability is recognised in a business combination and the corresponding amount that can be deducted or assessed for tax.

Deferred tax is measured at the tax rate that is expected to apply to the reversal of the related difference, using tax rates enacted or substantively enacted at the balance sheet date. Deferred tax balances are not discounted.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

1.16 Classification of financial instruments

In accordance with FRS 102.22, financial instruments issued by the Company are treated as equity only to the extent that they meet the following two conditions:

- (a) they include no contractual obligations upon the company to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavourable to the company; and
- (b) where the instrument will or may be settled in the company's own equity instruments, it is either a non-derivative that includes no obligation to deliver a variable number of the company's own equity instruments or is a derivative that will be settled by the company's exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments.

To the extent that this definition is not met, the proceeds of issue are classified as a financial liability.

Where the instrument so classified takes the legal form of the company's own shares, the amounts presented in these financial statements for called up share capital and share premium account exclude amounts in relation to those shares.

BRISTOW TECHNICAL SERVICES LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

2. Turnover

An analysis of turnover by class of business is as follows:

	2021 £	2020 £
Rendering of services	119,765,960	152,196,017
Sale of goods	1,403,800	535,365
	<u>121,169,760</u>	<u>152,731,382</u>

Analysis of turnover by country of destination:

	2021 £	2020 £
United Kingdom	49,850,021	60,249,857
Rest of Europe	44,938,389	48,490,181
Rest of the World	26,381,350	43,991,344
	<u>121,169,760</u>	<u>152,731,382</u>

3. Operating profit/(loss)

The operating profit/(loss) is stated after charging:

	2021 £	2020 £
Depreciation of tangible fixed assets	142,069	193,731
Impairment of tangible fixed assets	-	1,593,415
Cost of stock recognised as an expense	913,232	323,138
Impairment of stock recognised as an expense	2,909,327	16,377,835
Rental of land and buildings	239,909	228,275
Hire of plant and machinery	26,889	64,368
Foreign exchange (gains)/losses	(2,235,130)	3,915,523
	<u>(2,235,130)</u>	<u>3,915,523</u>

Audit fees for the company of £95,000 (2020: £100,000) were borne by another company within the group (Bristow Helicopter Group Ltd).

Amounts receivable by the company's auditor and its associates in respect of services to the company and its associates, other than the audit of the company's financial statements, have not been disclosed as the information is required instead to be disclosed on a consolidated basis in the consolidated financial statements of the company's parent, Bristow Aviation Holdings Limited.

BRISTOW TECHNICAL SERVICES LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

4. Staff numbers and cost

All staff were employed under contracts from either Bristow Helicopters Limited (BHL) or Bristow Helicopter Group Ltd (BHGL). The amount recharged from BHL and BHGL was £4,158,532 (2020: £3,577,663).

5. Directors' remuneration

	2021 £	2020 £
Remuneration	284,792	582,484
Amounts receivable under long term incentive schemes	-	14,277
Company contributions to defined contribution pension schemes	14,933	17,162
	<u>299,725</u>	<u>613,923</u>

The aggregate of remuneration and amounts receivable under long term incentive schemes of the highest paid director was £180,036 (2020: £364,128) and company pension contributions of £8,548 (2020: £8,787).

6. Interest receivable and similar income

	2021 £	2020 £
Interest receivable from group companies	228,121	1,993,872
Other interest receivable	11,717	175,330
	<u>239,838</u>	<u>2,169,202</u>

7. Interest payable and similar expenses

	2021 £	2020 £
Loans from group undertakings	97,554	-
	<u>97,554</u>	<u>-</u>

BRISTOW TECHNICAL SERVICES LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

8. Taxation

	2021 £	2020 £
UK corporation tax		
Current tax on profit/(loss) for the year	(40,570)	(3,252,319)
Adjustments in respect of previous periods	422,982	6,573
Total current tax	382,412	(3,245,746)
Deferred tax		
Origination and reversal of timing differences - current year	139,942	(128,059)
Origination and reversal of timing differences - prior year	(11,883)	-
Total deferred tax	128,059	(128,059)
Taxation on profit/(loss)	510,471	(3,373,805)

Factors affecting tax credit for the year

The tax assessed for the year is lower than (2020 - higher than) the standard rate of corporation tax in the UK of 19% (2020 - 19%). The differences are explained below:

	2021 £	2020 £
Profit/(loss) before tax	4,547,732	(21,229,076)
Profit/(loss) multiplied by standard rate of corporation tax in the UK of 19% (2020 - 19%)	864,069	(4,033,524)
Effects of:		
Expenses not deductible for tax purposes, other than goodwill amortisation and impairment	(244,643)	295,994
Adjustments to tax charge in respect of prior periods	411,099	6,573
R & D expenditure credits	(31,053)	-
Deferred tax not recognised	(126,919)	1,008,041
Impact on rate change on deferred tax balances	-	(64,332)
Transfer pricing adjustments	(362,082)	(586,557)
Total tax charge/(credit) for the year	510,471	(3,373,805)

BRISTOW TECHNICAL SERVICES LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2021**

8. Taxation (continued)

Factors that may affect future tax credits

A reduction in the UK corporation tax rate from 19% to 17% (effective 1 April 2020) was substantively enacted on 6 September 2016. The March 2020 Budget announced that a rate of 19% would continue to apply with effect from 1 April 2020, and this change was substantively enacted on 17 March 2020.

An increase in the UK corporation rate from 19% to 25% (effective 1 April 2023) was substantively enacted on 24 May 2021.

9. Tangible fixed assets

	Long-term leasehold property £	Plant and machinery £	Assets in course of construction £	Total £
Cost or valuation				
At 1 April 2020	733,435	4,705,183	1,296	5,439,914
Additions	-	-	15,746	15,746
Transfers between classes	-	4,590	(4,590)	-
At 31 March 2021	733,435	4,709,773	12,452	5,455,660
Depreciation				
At 1 April 2020	351,589	3,682,644	-	4,034,233
Charge for the year on owned assets	142,069	-	-	142,069
At 31 March 2021	493,658	3,682,644	-	4,176,302
Net book value				
At 31 March 2021	239,777	1,027,129	12,452	1,279,358
At 31 March 2020	381,846	1,022,539	1,296	1,405,681

BRISTOW TECHNICAL SERVICES LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2021**

10. Stocks

	2021 £	2020 £
Raw materials and consumables	31,881,404	36,307,767
Work in progress (goods to be sold)	77,913	44,657
	<u>31,959,317</u>	<u>36,352,424</u>

Raw materials and consumables and changes in finished goods and work in progress recognised as cost of sales amounted to £913,232 (2020: £323,138).

The write-down of stocks to net realisable value in the financial year amounted to £2,909,327 (2020: £16,377,835).

11. Debtors

	2021 £	2020 £
Due after more than one year		
Amounts owed by group undertakings	-	26,566,302
	<u>-</u>	<u>26,566,302</u>
	2021 £	2020 £
Due within one year		
Trade debtors	892,784	750,862
Amounts owed by group undertakings	44,226,194	42,748,052
Amounts owed by associated undertakings	1,708,127	2,817,987
Group relief	85,920	3,295,736
Prepayments and accrued income	520,178	708,510
Deferred taxation (see note 13)	-	128,059
Amounts owed by related parties	-	25,202
	<u>47,433,203</u>	<u>50,474,408</u>

BRISTOW TECHNICAL SERVICES LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2021**

12. Creditors: Amounts falling due within one year

	2021 £	2020 £
Trade creditors	3,752,159	7,610,111
Amounts owed to group companies	43,533,203	106,742,434
Taxation and social security	7,913,804	726,621
Amounts owed to related companies	108,749	149,731
Accruals and deferred income	16,135,893	16,584,043
	<u>71,443,808</u>	<u>131,812,940</u>

13. Deferred taxation

	2021 £	2020 £
At beginning of year	128,059	-
(Charged)/credited to profit or loss	(128,059)	128,059
At end of year	<u>-</u>	<u>128,059</u>

The deferred tax asset is made up as follows:

	2021 £	2020 £
Tax losses carried forward	-	128,059
	<u>-</u>	<u>128,059</u>

The company has not recognised a deferred tax asset of £2,161,316 (2020: £2,288,234) relating to losses and capital allowances.

14. Share capital

	2021 £	2020 £
Allotted, called up and fully paid		
1,000 (2020 - 1,000) Ordinary shares of £1.00 each	<u>1,000</u>	<u>1,000</u>

The company has one class of ordinary shares which carry no right to fixed income.

BRISTOW TECHNICAL SERVICES LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

15. Reserves

Capital contribution reserve

Capital contributed into the company. In the year, a capital contribution of £14,690,694 was received as part of a group financial restructure.

Profit and loss account

Includes all current and prior period retained profits and losses.

16. Related party transactions

	2021	2020
	£	£
Sales to group companies which are not wholly owned	11,864,957	17,765,004
Amounts owed to group companies which are not wholly owned	108,749	149,731
Amounts owed by group companies which are not wholly owned	1,708,127	2,843,189

17. Commitments

Other Purchase Obligations

At 31 March 2021 the company had approximately £52,000,000 (2020: £76,000,000) of other purchase obligations representing non cancellable power by the hour maintenance commitments.

18. Controlling party

The directors regard Bristow Aviation Holdings Limited, a company incorporated in the UK and registered in England and Wales, as the ultimate parent company and the ultimate controlling party.

The parent undertaking of the largest group in which the results of the company are consolidated is that headed by Bristow Group Inc., incorporated in the United States of America. The parent undertaking of the smallest group in which they are consolidated is that headed by Bristow Aviation Holdings Limited. No other financial statements include the results of the company. Copies of the Bristow Aviation Holdings Limited consolidated financial statements are available from Redhill Aerodrome, Redhill, Surrey, RH1 5JZ.