

Registered number: 00985151

**CALEDONIAN HELICOPTERS LIMITED**

**ANNUAL REPORT AND FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 31 MARCH 2021**

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COMPANIES HOUSE

## **CALEDONIAN HELICOPTERS LIMITED**

### **COMPANY INFORMATION**

#### **DIRECTORS**

A Corbett  
J Howell-Richardson (resigned 31 October 2020)  
C MacFarlane (appointed 31 October 2020)

#### **COMPANY SECRETARY**

C MacFarlane

#### **REGISTERED NUMBER**

00985151

#### **REGISTERED OFFICE**

Redhill Aerodrome  
Redhill  
Surrey  
RH1 5JZ

#### **INDEPENDENT AUDITOR**

KPMG LLP  
Chartered Accountants  
1 Marischal Square  
Broad Street  
Aberdeen  
AB10 1DD

# CALEDONIAN HELICOPTERS LIMITED

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## CALEDONIAN HELICOPTERS 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 25.

#### BUSINESS REVIEW

The company's principal activity is that of providing helicopter services and as an intermediary investment holding company.

The loss for the financial year was \$4,450,218 (2020 loss: \$14,510,761). The loss in FY20 was impacted by the impairment of fixed asset investments of \$17,585,223. In the current year there was a provision made for doubtful debt of \$5,621,132.

#### PRINCIPAL RISKS AND UNCERTAINTIES

Foreign exchange risks and controls may affect our financial position and results of operations;

#### FINANCIAL KEY PERFORMANCE INDICATORS

	2021	2020	% change
Turnover	\$268,838	\$2,761,186	(90)%
Gross (loss)/profit	\$(5,916,529)	\$777,871	(861)%
Loss before tax	\$(4,204,734)	\$(13,587,351)	69%

**CALEDONIAN HELICOPTERS 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. References to the company in the below statements refer to the company and its subsidiaries. The references to employees 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.

**CALEDONIAN HELICOPTERS LIMITED**

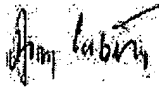
**STRATEGIC REPORT (CONTINUED)  
FOR THE YEAR ENDED 31 MARCH 2021**

*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 of directors on 8 December 2021 and signed on its behalf.



**A Corbett**  
Director

## **CALEDONIAN HELICOPTERS 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 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, 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 ACTIVITIES**

The company's principal activity is to provide helicopter services.

#### **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.

#### **FINANCIAL INSTRUMENTS**

Details of the company's principal financial instruments are given in notes 10, 11 and 12 to the financial statements.

#### **POLITICAL CONTRIBUTION**

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

## CALEDONIAN HELICOPTERS LIMITED

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

#### RESULTS AND DIVIDENDS

The loss for the year, after taxation, amounted to \$4,450,218 (2020 - loss \$14,510,761).

The company did not pay interim dividends for the year ended 31 March 2021 (2020: \$nil). The directors do not recommend the payment of a final dividend (2020: \$nil).

#### DIRECTORS

The directors who served during the year were:

A Corbett  
J Howell-Richardson (resigned 31 October 2020)  
C MacFarlane (appointed 31 October 2020)

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

#### FUTURE DEVELOPMENTS

The directors expect the company to continue its current trade for the foreseeable future.

#### 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.

#### POST BALANCE SHEET EVENTS

Subsequent to the year end, the global COVID-19 pandemic has continued. The operations of the company's subsidiaries 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.

#### AUDITORS

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

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



A Corbett  
Director



## CALEDONIAN HELICOPTERS LIMITED

### INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF CALEDONIAN HELICOPTERS LIMITED

#### OPINION

We have audited the financial statements of Caledonian Helicopters Limited ("the company") for the year ended 31 March 2021 which comprise the 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 loss 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 "whistleblowing", as well as whether they have knowledge of any actual, suspected or alleged fraud.

## CALEDONIAN HELICOPTERS LIMITED

### INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF CALEDONIAN HELICOPTERS LIMITED

- 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.

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: 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.

## **CALEDONIAN HELICOPTERS LIMITED**

### **INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF CALEDONIAN HELICOPTERS LIMITED**

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

## CALEDONIAN HELICOPTERS LIMITED

### INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF CALEDONIAN HELICOPTERS LIMITED

#### DIRECTORS' RESPONSIBILITIES

As explained more fully in their statement set out on page 4, 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](http://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

CALEDONIAN HELICOPTERS LIMITED

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

	Note	2021 \$	2020 \$
Turnover	2	268,838	2,761,186
Cost of sales		(6,185,367)	(1,983,315)
<b>Gross (loss)/profit</b>		<b>(5,916,529)</b>	<b>777,871</b>
Administrative expenses		(29,456)	(43,889)
Other operating (expenses)/income		(10,221)	6,924
<b>Operating (loss)/profit</b>	3	<b>(5,956,206)</b>	<b>740,906</b>
Amounts written off investments		-	(17,585,223)
Interest receivable and similar income	6	1,769,037	3,570,847
Interest payable and similar expenses	7	(17,565)	(313,881)
<b>Loss before tax</b>		<b>(4,204,734)</b>	<b>(13,587,351)</b>
Tax on loss	8	(245,484)	(923,410)
<b>Loss for the financial year</b>		<b>(4,450,218)</b>	<b>(14,510,761)</b>
Other comprehensive income for the year		-	-
<b>Total comprehensive loss for the year</b>		<b>(4,450,218)</b>	<b>(14,510,761)</b>

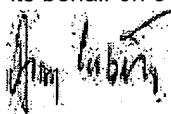
The notes on pages 14 to 25 form part of these financial statements.

**CALEDONIAN HELICOPTERS LIMITED**  
**REGISTERED NUMBER: 00985151**

**BALANCE SHEET**  
**AS AT 31 MARCH 2021**

	Note	2021 \$	2020 \$
Investments	9	-	-
		-	-
<b>Current assets</b>			
Debtors: amounts falling due after more than one year	10	78,897,275	85,296,985
Debtors: amounts falling due within one year	10	11,778,000	13,388,484
Cash at bank and in hand		184,926	2,469,440
		<u>90,860,201</u>	<u>101,154,909</u>
Creditors: amounts falling due within one year	11	(2,983,838)	(6,026,728)
<b>Net current assets</b>		<u>87,876,363</u>	<u>95,128,181</u>
<b>Total assets less current liabilities</b>		<u>87,876,363</u>	<u>95,128,181</u>
Creditors: amounts falling due after more than one year	12	-	(2,801,600)
<b>Net assets</b>		<u><u>87,876,363</u></u>	<u><u>92,326,581</u></u>
<b>Capital and reserves</b>			
Called up share capital	13	113,552,592	113,552,592
Capital redemption reserve	14	80,000,000	80,000,000
Profit and loss account	14	(105,676,229)	(101,226,011)
<b>Shareholders' funds</b>		<u><u>87,876,363</u></u>	<u><u>92,326,581</u></u>

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



**A Corbett**  
Director

The notes on pages 14 to 25 form part of these financial statements.

**CALEDONIAN HELICOPTERS 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	113,552,592	80,000,000	(101,226,011)	92,326,581
<b>COMPREHENSIVE LOSS FOR THE YEAR</b>				
Loss for the year	-	-	(4,450,218)	(4,450,218)
<b>Total comprehensive loss for the year</b>	-	-	(4,450,218)	(4,450,218)
<b>Total transactions with owners</b>	-	-	-	-
<b>At 31 March 2021</b>	<b>113,552,592</b>	<b>80,000,000</b>	<b>(105,676,229)</b>	<b>87,876,363</b>

The notes on pages 14 to 25 form part of these financial statements.

**CALEDONIAN HELICOPTERS LIMITED**

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

	Called up share capital	Capital contribution reserve	Profit and loss account	Total equity
	\$	\$	\$	\$
At 1 April 2019	113,552,592	80,000,000	(86,715,250)	106,837,342
<b>COMPREHENSIVE LOSS FOR THE YEAR</b>				
Loss for the year	-	-	(14,510,761)	(14,510,761)
<b>Total comprehensive loss for the year</b>	-	-	(14,510,761)	(14,510,761)
<b>Total transactions with owners</b>	-	-	-	-
<b>At 31 March 2020</b>	<b>113,552,592</b>	<b>80,000,000</b>	<b>(101,226,011)</b>	<b>92,326,581</b>

The notes on pages 14 to 25 form part of these financial statements.



## **CALEDONIAN HELICOPTERS LIMITED**

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

#### **1. ACCOUNTING POLICIES**

##### **1.1 Basis of preparation of financial statements**

Caledonian Helicopters Limited (the "Company") is a private company incorporated, registered and domiciled in the United Kingdom. The registered number is 00985151 and the registered address is Redhill Aerodrome, 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 company is exempt by virtue of s400 of the Companies Act 2006 from the requirement to prepare group financial statements. These financial statements present information about the company as an individual undertaking and not about its group.

The functional and presentational currency of these financial statements is US dollar. 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:

## CALEDONIAN HELICOPTERS LIMITED

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

#### 1. ACCOUNTING POLICIES (CONTINUED)

- 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.

The preparation of these financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the company's accounting policies.

Estimates and judgements are continually evaluated and based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

- Critical judgements in applying the company's accounting policies

In the opinion of the directors no critical accounting judgements have been made in applying the company's accounting policies.

- Critical accounting estimates and assumptions

See impairment of financial and non-financial assets

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.

#### 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.

## CALEDONIAN HELICOPTERS LIMITED

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

#### 1. ACCOUNTING POLICIES (CONTINUED)

##### 1.3 Going concern

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 evaluated the company's third party financial obligations and considered the income and costs recharged by and to fellow Bristow Group Inc. subsidiaries, including reasonably possible downsides, for a period of 12 months from the date of approval of these financial statements ('the forecast period'). The directors' evaluation reflects how the company has no significant forecast cash outflows or financial commitments to counterparties which are outside of the Bristow Group Inc. group.

The company's activities and purpose as an intermediary investment holding company 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 during the forecast period 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.

More specifically, turnover from helicopter services is recognised based on contractual rates as the related services are performed. The charges under these contracts are generally based on a two-tier rate structure consisting of a daily or monthly fixed fee plus additional fees for each hour flown. These contracts are for varying periods and generally permit the customer to cancel the contract before the end of the term. Services are also provided to customers on an "ad-hoc" basis, which usually entails a shorter notice period and shorter duration. The charges for ad-hoc services are based on an hourly rate or a daily or monthly fixed fee plus additional fees for each hour flown. In order to offset potential increases in operating costs, the long-term contracts may provide for periodic increases in the contractual rates charged for our services. These rate increases are recognised when the criteria outlined above have been met. This generally includes written recognition from the customers that they are in agreement with the amount of the rate escalation.

## CALEDONIAN HELICOPTERS LIMITED

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

#### 1. ACCOUNTING POLICIES (CONTINUED)

##### 1.5 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.

##### 1.6 Finance costs

Finance costs are charged to profit or loss 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.

##### 1.7 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 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.

## CALEDONIAN HELICOPTERS LIMITED

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

#### 1. ACCOUNTING POLICIES (CONTINUED)

##### 1.8 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.

##### 1.9 Valuation of investments

Investments in subsidiaries and associates are measured at cost less accumulated impairment.

##### 1.10 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.

# CALEDONIAN HELICOPTERS LIMITED

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

### 1. ACCOUNTING POLICIES (CONTINUED)

#### Impairment of financial and non financial assets (cont'd)

##### *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.

#### 1.11 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.

#### 1.12 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.

### 2. TURNOVER

	2021 \$	2020 \$
Helicopter services	268,838	2,761,186
	<u>268,838</u>	<u>2,761,186</u>
	2021 \$	2020 \$
Asia	268,838	2,761,186
	<u>268,838</u>	<u>2,761,186</u>

# **CALEDONIAN HELICOPTERS LIMITED**

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

### **3. OPERATING PROFIT**

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

	2021	2020
	\$	\$
Exchange differences	10,221	(6,924)
Operating lease rentals - aircraft	315,771	486,000
	<u>315,771</u>	<u>486,000</u>

### **4. AUDITORS' REMUNERATION**

Audit fees for the company of \$20,695 (2020: \$19,840) were borne by another company within the group (Bristow Helicopter Group Limited).

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 requested instead to be disclosed on a consolidated basis in the consolidated financial statements of the Company's parent, Bristow Aviation Holdings Limited.

### **5. STAFF NUMBERS AND COSTS**

The Company has no employees other than the directors, who did not receive any remuneration (2020 - \$NIL).

### **6. INTEREST RECEIVABLE AND SIMILAR INCOME**

	2021	2020
	\$	\$
Interest receivable from group companies	1,761,319	3,552,489
Other interest receivable	7,718	18,358
	<u>1,769,037</u>	<u>3,570,847</u>

### **7. INTEREST PAYABLE AND SIMILAR EXPENSES**

	2021	2020
	\$	\$
Loans from group undertakings	17,565	313,881
	<u>17,565</u>	<u>313,881</u>

CALEDONIAN HELICOPTERS LIMITED

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

8. TAXATION

	2021 \$	2020 \$
<b>Corporation tax</b>		
Current tax on profits for the year	318,494	923,410
Adjustments in respect of previous periods	(89,140)	-
	<u>229,354</u>	<u>923,410</u>
Double taxation relief	-	(165,671)
	<u>229,354</u>	<u>757,739</u>
<b>Foreign tax</b>		
Foreign tax on income for the year	16,130	165,671
	<u>16,130</u>	<u>165,671</u>
<b>Total current tax</b>	<u>245,484</u>	<u>923,410</u>

FACTORS AFFECTING TAX CHARGE FOR THE YEAR

The tax assessed for the year is higher 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	<u>(4,204,734)</u>	<u>(13,587,351)</u>
Profit/(loss) multiplied by standard rate of corporation tax in the UK of 19% (2020 - 19%)	(798,899)	(2,581,597)
<b>Effects of:</b>		
Non-tax deductible amortisation of impairment	-	3,456,550
Expenses not deductible for tax purposes, other than impairment	1,068,013	-
Adjustments to tax charge in respect of prior periods	(89,140)	-
Foreign tax credits	13,065	-
Transfer pricing adjustments	52,445	48,457
<b>Total tax charge for the year</b>	<u>245,484</u>	<u>923,410</u>

FACTORS THAT MAY AFFECT FUTURE TAX CHARGES

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.



CALEDONIAN HELICOPTERS LIMITED

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

9. FIXED ASSET INVESTMENTS

	Investments in subsidiary companies \$
<b>Cost</b>	
At 1 April 2020	121,566,615
At 31 March 2021	<u>121,566,615</u>
<b>Impairment</b>	
At 1 April 2020	121,566,615
At 31 March 2021	<u>121,566,615</u>
<b>Net book value</b>	
At 31 March 2021	<u><u>-</u></u>
<i>At 31 March 2020</i>	<u><u>-</u></u>

# CALEDONIAN HELICOPTERS LIMITED

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

### 9. FIXED ASSET INVESTMENTS (CONTINUED)

#### SUBSIDIARY UNDERTAKINGS

The following were subsidiary undertakings of the Company:

Name	Registered office	Principal activity	Holding
Bristow Southeast Asia Limited	Redhill Aerodrome, Redhill, Surrey, RH1 5JZ	Provide helicopter services	100%
Bristow Helicopters Australia Pty Ltd	Level 10, 191 St Georges Terrace, Perth, WA 6000, Australia	Provide helicopter services	100%
Bristow Travel Proprietary Ltd	Level 10, 191 St Georges Terrace, Perth, WA 6000, Australia	Provide travel services	100%
Bristow Management Services Pty Ltd	Level 10, 191 St Georges Terrace, Perth, WA 6000, Australia	Provide engineering services	100%
Capiteq Pty Ltd	Level 10, 191 St Georges Terrace, Perth, WA 6000, Australia	Provide fixed wing services	100%
Syncom Pty Ltd	Level 10, 191 St Georges Terrace, Perth, WA 6000, Australia	Provide aircraft lease rentals	100%
Aircrew Logistics Pty Ltd	Level 10, 191 St Georges Terrace, Perth, WA 6000, Australia	Provide personnel to support aviation	100%
Airnorth Fleet Pty Ltd	Level 10, 191 St Georges Terrace, Perth, WA 6000, Australia	Provide aircraft lease rentals	100%
Aircraft Logistics Pty Ltd	Level 10, 191 St Georges Terrace, Perth, WA 6000, Australia	Provide personnel to support aviation	100%
E170 Fleet Pty Ltd	Level 10, 191 St Georges Terrace, Perth, WA 6000, Australia	Provide aircraft leases	100%
Asia Pacific Air Pty Ltd	Level 10, 191 St Georges Terrace, Perth, WA 6000, Australia	Provide helicopter services	100%

The Company has a direct investment in Bristow Southeast Asia Limited, all other investments are indirect.

**CALEDONIAN HELICOPTERS LIMITED**

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

**10. DEBTORS**

	2021 \$	2020 \$
<b>Due after more than one year</b>		
Amounts owed by group undertakings	78,897,275	85,296,985
	<u>78,897,275</u>	<u>85,296,985</u>

Amounts owed by group undertakings includes a \$150 million revolving credit facility repayable 20 August 2024. Interest is charged at 4% on the drawdown balance. The balance drawn down at the year end including accrued interest was \$52,020,601 (2020: \$50,784,126) and is presented as receivable after more than one year. \$26,876,674 (2020: \$35,544,698) is made up of loans receivable from other group subsidiaries and accrues interest at 4% per annum, with maturity dates in 2030.

There is also a loan to the Company's parent, United Helicopters Limited, of \$11,778,000 (2020: £11,778,000). These amounts have no fixed term and are not interest bearing and are not expected to be recovered within twelve months of the balance sheet date.

	2021 \$	2020 \$
<b>Due within one year</b>		
Amounts owed by group undertakings	11,778,000	12,809,839
Amounts owed by joint ventures and associated undertakings	-	578,645
	<u>11,778,000</u>	<u>13,388,484</u>

**11. CREDITORS: Amounts falling due within one year**

	2021 \$	2020 \$
Amounts owed to group undertakings	2,618,841	5,184,419
Amounts owed to related parties	73	78
Corporation tax	354,924	757,740
Accruals and deferred income	10,000	84,491
	<u>2,983,838</u>	<u>6,026,728</u>

**12. CREDITORS: Amounts falling due after more than one year**

	2021 \$	2020 \$
Amounts owed to group undertakings	-	2,801,600
	<u>-</u>	<u>2,801,600</u>

# **CALEDONIAN HELICOPTERS LIMITED**

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

### **13. SHARE CAPITAL**

	2021 \$	2020 \$
<b>Allotted, called up and fully paid</b>		
58,272,970 (2020 - 58,272,970) Ordinary shares of £1.00 each	<b>113,552,592</b>	<b>113,552,592</b>

The share capital of the company is denominated in £ sterling and is converted at the exchange rate ruling on the date of issue.

### **14. RESERVES**

#### **Capital contribution reserve**

Represents capital contributions received by the company.

#### **Profit and loss account**

Includes all current and prior period retained profits and losses.

### **15. RELATED PARTY TRANSACTIONS**

	2021 \$	2020 \$
Revenue from group company which is not wholly owned - lease rentals	<b>268,838</b>	2,761,186
Amounts owed by group company which is not wholly owned - lease rentals	-	578,645
Amounts owed to group company which is not wholly owned	<b>73</b>	78

### **16. ULTIMATE PARENT UNDERTAKING AND 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 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 group financial statements include the results of the company. Copies of Bristow Aviation Holdings Limited consolidated financial statements are available from Redhill Aerodrome, Redhill, Surrey, RH1 5JZ.