# **BABCOCK AVIATION SERVICES (HOLDINGS) LIMITED**

Directors' report and financial statements

For the period ended 31 March 2015

Company registration number: 8993601

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# **Directors and advisors**

## **Directors**

F Martinelli (appointed 11 April 2014)
P Rogers (appointed 11 April 2014)
W Tame (appointed 11 April 2014)
I S Urquhart (appointed 22 September 2015)

# Company Secretary,

Babcock Corporate Secretaries Limited (appointed 11 April 2014)

# **Registered Office**

33 Wigmore Street London W1U 1QX United Kingdom

# **Independent Auditors**

PricewaterhouseCoopers LLP Chartered Accountants and Statutory Auditors 1 Embankment Place London WC2N 6RH

## Strategic report

The directors present their Strategic report of the Company for the period ended 31 March 2015.

#### **Principal activities**

The Company is primarily a holding company.

#### Results

The loss for the financial period was £16,037,000 (2014: £nil) and this will be transferred to reserves.

#### **Key performance indicators**

Given the straightforward nature of the business, the Company's directors are of the opinion that analysis using key performance indicators is not necessary for an understanding of the development, performance or position of the business.

#### Principal risks and uncertainties

The management of the business is subject to a number of risks. Procedures are in place across the Group to identify, assess and mitigate major business risks. The management of risk is an integral part of our operational review process and is supplemented at Group level by independent challenge and review by the Group Risk Manager and the Audit and Risk Committee. Further discussion of these risks and uncertainties, in the context of the Group as a whole, is provided on pages 60 to 69 of the annual report of Babcock International Group PLC, which does not form part of this report.

By order of the Board 18 December 2015:

I S Urquhart

**Director** 

### Directors' report

The directors present their Directors' report and financial statements of the Company for the period ended 31 March 2015, The Company was incorporated on 11 April 2014.

#### **Future directions of the Company**

There are no plans to significantly alter the business of the Company.

#### **Dividends**

Dividends declared and paid in the current financial period were nil (2014: £nil). There are no plans for a final dividend.

#### Financial risk management

All treasury transactions are carried out only with prime rated counter-parties. Financial Risk is managed in accordance with Group policies and procedures which are discussed on pages 44 to 46 and Note 2 of the annual report of Babcock International Group PLC, which does not form part of this report.

#### Qualifying third party indemnity provision

Under their respective Articles of Association, the directors of the Company are, and were during the financial period to 31 March 2015, entitled to be indemnified by the Company against liabilities and costs incurred in connection with the execution of their duties or the exercise of the powers, to the extent permitted by the Companies Act 2006.

Babcock International Group PLC also provides protections for directors of companies within the Group against personal financial exposure they may incur in their capacity as such. These include qualifying third party indemnity provisions (as defined by Companies Act 2006) for the benefit of directors of Babcock International Group PLC, including, where applicable, in their capacity as a director of the Company and other companies within the Group. These indemnities came into force in 2014 and remain in force.

#### **Directors**

The directors' who held office during the period and up to the date of signing the financial statements are as follows:

F Martinelli (appointed 11 April 2014)
P Rogers (appointed 11 April 2014)
W Tame (appointed 11 April 2014)
I S Urquhart (appointed 22 September 2014)
C Barton (resigned 17 October 2014)

# **Directors' report (continued)**

#### Statement of directors' responsibilities

The directors are responsible for preparing the Strategic report, 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 period. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

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

#### Independent auditors and the disclosure of information

So far as the directors are aware, there is no relevant audit information, being information required by the auditors in connection with the preparation of the auditors' report, of which the auditors are unaware. Having made enquiries of fellow directors, each director has taken all steps that he is obliged to take as a director in order to make himself aware of any relevant audit information and to establish that the auditors are aware of that information.

#### Reappointment of independent auditors

A resolution proposing to reappoint PricewaterhouseCoopers LLP as auditors will be put to the members at the Annual General Meeting.

By order of the Board 18 December 2015:

I S Urquhart **Director** 

# Independent auditors' report to members of Babcock Aviation Services (Holdings) Limited

#### Report on the financial statements

#### Our opinion

In our opinion, Babcock Aviation Services (Holdings) Limited's financial statements (the "financial statements"):

- give a true and fair view of the state of the Company's affairs as at 31 March 2015 and of its loss for the period then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

#### What we have audited

The financial statements comprise:

- the Balance sheet as at 31 March 2015;
- the Profit and loss account for the period then ended;
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

#### Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Strategic report and the Directors' report for the financial period for which the financial statements are prepared is consistent with the financial statements.

#### Other matters on which we are required to report by exception

# Adequacy of accounting records and information and explanations received

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- 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.

We have no exceptions to report arising from this responsibility.

#### **Directors' remuneration**

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law are not made. We have no exceptions to report arising from this responsibility.

# Independent auditors' report to members of Babcock Aviation Services (Holdings) Limited (continued)

#### Responsibilities for the financial statements and the audit

#### Our responsibilities and those of the directors

As explained more fully in the Statement of Directors' responsibilities set out on page 5, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view.

Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland) ("ISAs (UK & Ireland)"). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

#### What an audit of financial statements involves

We conducted our audit in accordance with ISAs (UK & Ireland). An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of:

- · whether the accounting policies are appropriate to the Company's circumstances and have been consistently applied and adequately disclosed;
- the reasonableness of significant accounting estimates made by the directors; and
- the overall presentation of the financial statements.

We primarily focus our work in these areas by assessing the directors' judgements against available evidence, forming our own judgements, and evaluating the disclosures in the financial statements.

We test and examine information, using sampling and other auditing techniques, to the extent we consider necessary to provide a reasonable basis for us to draw conclusions. We obtain audit evidence through testing the effectiveness of controls, substantive procedures or a combination of both.

In addition, we read all the financial and non-financial information in the Directors' report and financial statements to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications, for our report.

John Baker (Senior Statutory Auditor)

For and on behalf of PricewaterhouseCoopers LLP

**Chartered Accountants and Statutory Auditors** 

London

18 December 2015

# Profit and loss account For the period ended 31 March 2015

	Notes	2015 £'000	2014 £'000
		•	,
Administrative expenses		148	-
Other operating expenses	. · ·	43,714	<u>-</u>
Operating loss		43,862	· <u>-</u>
	•		
Fair Value changes on preference shares	7	(43,714)	-
Interest payable	4 _	15,889	<u> </u>
Loss on ordinary activities before taxation	10	16,037	-
Tax on loss on ordinary activities	5 _	-	<del>-</del>
Loss for the financial period	10	16,037	•

There is no difference between the loss on ordinary activities before taxation and the loss for the financial period stated above, and their historical cost equivalents.

During the period, there were no recognised gains and losses other than those dealt with in the profit and loss account, and therefore no separate statement of total recognised gains and losses has been presented.

All results derive from continuing operations.

The accompanying notes form an integral part of these financial statements.

# Balance sheet as at 31 March 2015

Company registration number: 8993601

	Note	2015 £000	2014 £000
Fixed Assets Investments	6	1,320,794	-
Current Assets Debtors: amounts receivable within one year	8	13,444	
Creditors: amounts falling due within one year	7	(29,729)	-
Net current liabilities		(16,285)	-
Creditors: amounts falling due after more than one year	7	(515,546)	<u>-</u>
Net assets		788,963	<u>-</u>
Capital and reserves			
Called up share capital	9	<u>.</u> .	-
Share premium account	10	805,000	-
Profit and loss account	10	(16,037)	-
Total shareholder's funds'		788,963	

The financial statements on pages 8-17 were approved by the board of directors and signed on its behalf by:

I S Urquhart **Director** 

18 December 2015

#### Notes to the financial statements

#### 1 Accounting policies

The principal accounting policies are summarised below. They have all been applied consistently throughout the period.

#### Basis of preparation

The financial statements have been prepared on a going concern basis under the historical cost convention and in accordance with the Companies Act 2006 and applicable United Kingdom accounting standards.

#### Investments in subsidiary undertaking

Fixed assets investments are stated at cost less provision for impairment in value. Any impairment is recognised in the profit and loss account in the period in which it arises.

#### **Taxation**

Current tax, including UK corporation tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantially enacted as at the balance sheet date. The taxation liabilities of certain group companies may be reduced, wholly or in part, by surrender of losses by fellow group companies. The decision to charge group relief is made on a case by case basis.

Deferred taxation is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the Company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

A net deferred tax asset is regarded as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on a non-discounted basis.

#### Group financial statements

The Company has taken advantage of section 400 of the Companies Act 2006 and has not prepared group financial statements as it is a wholly owned subsidiary undertaking of Babcock International Group PLC, which prepares consolidated financial statements that are publicly available.

#### Cash flow statement

The Company has taken advantage of the exemption in Financial Reporting Standard 1 (revised 1996) to dispense with the requirement to prepare a cash flow statement in its financial statements, as a consolidated cash flow statement is included in the financial statements of the ultimate parent Company, which are publically available.

# Notes to the financial statements (continued)

#### 2. Auditors Remuneration

Auditors' remuneration in respect of audit services is borne by Babcock International Group PLC.

#### 3. Staff costs and Directors remuneration

There were no staff employed during the financial period (2014: none) and none of the directors received remuneration in respect of their services to the Company during the financial period under review.

The directors are remunerated by other group companies.

## 4. Interest receivable / (payable) and similar income / (charges)

	2015 £'000	. 2014 £'000
Interest payable and similar charges:		•
Bank interest Loan interest payable to group undertakings	(30,232)	-
	(30,232)	
Interest receivable and similar income:		
Bank interest Loan interest receivable from group undertaking	14,343	-
	14,343	· · · · · ·
Net interest payable	(15,889)	_

# Notes to the financial statements (continued)

# 5. Tax on profit on ordinary activities

	2015 £'000	2014 £'000
Current tax UK Corporation tax on loss of the period		
Tax charge	<b>-</b>	· -

The tax assessed for the period is lower than (2014: higher) the standard rate of corporation tax in the UK of 21% (2014: 23%). The differences are explained below:

	£'000	£'000
Profit/(Loss) on ordinary activities before tax	(16,037)	· <u>-</u>
Tax on loss on ordinary activities at standard UK corporation tax rate of 21% (2014: 23%)	(3,368)	-
Effects of:	. (2.990)	
Expenses not deductible for tax purposes	.(2,880)	-
Timing differences	400	-
Group relief claimed for nil consideration	488	· -
Current tax charge for the year	_	

## Factors affecting future tax charge

On 2 July 2013, Finance Act 2013 was substantively enacted, reducing the main rate of UK corporation tax from 23% to 21% with effect from 1 April 2014 and to 20% from 1 April 2015. Closing deferred tax values have therefore been valued at 20% (2014: 20%).

# Notes to the financial statements (continued)

# 6. Fixed Assets – shares in group undertakings

Cost	Total £'000
At 1 April 2014 Additions Disposals	1,320,794 
At 31 March 2015	1,320,794
Provision for impairment At 1 April 2014 Charge during the period	<u> </u>
At 31 March 2015	<u> </u>
Net book value	<u> </u>
At 31 March 2015	1,320,794
At 31 March 2014	

The directors believe that the carrying value of the investments is supported by their underlying net assets.

The Company's directly owned subsidiary undertakings, all of which are wholly-owned, are:

Company	Country of Registration	Principal Activity
Babcock Ireland Finance Limited	Great Britain	Holding company
Babcock Aviation Services Limitada	Spain	Holding company
Babcock Mission Critical Services Topco Limited	Great Britain	Holding company

A full list of all subsidiary undertakings will be annexed to the ultimate parent company's next annual return filed with the Registrar of Companies.

## Notes to the financial statements (continued)

# 7. Creditors: amounts falling payable within one year

	2015 £'000	2014 £'000
UK corporation tax payable	-	· -
Amounts owed to group undertakings	29,729	<del>-</del>
	29,729	-

Included in amounts owed to group undertakings is interest on preference shares. Preference shares of €652,166,000 (2014: £nil), issued on 29 July 2014 bear a fixed interest of 4.00%, this amounting to £29,480,000; maturity of preference shares is on 29 July 2019.

The remaining £249,000 (2014: £nil) is non-interest bearing.

# Creditors: amounts falling payable after one year

	2015 £'000	2014 £'000
Preference Share Liability Derivative Instruments	471,832 43,714	<u>:</u>
•	515,546	-

On 29 July 2014, Babcock Aviation Services (Holdings) Limited entered into a cross currency rate swap with Babcock Ireland Finance Limited with maturity 29 July 2019 at 4% plus 6 month LIBOR rate for the amount of EUR 652,166,00 valued at £515,546,000 at the swap effective date; with the movement in exchange rates resulting in a £43,714,000 payable.

The remaining non-current creditors are preference shares to group undertakings, issued during the year, which are Euro denominated preference shares totalling €652,166,000.

#### 8. Debtors: amounts falling due within one year

	2015 £'000	2014 £'000
UK corporation tax receivable Amounts owed by group undertakings	13,444	· 
	13,444	-
9. Called up share capital		
	2015 £'000	2014 £'000
	2 333	, 2000
Allotted, called up and fully paid		
200 (2014: nil) ordinary shares of £1.00 each	. •	

# Motes to the financial statements (continued)

# Reconciliation of movements in shareholder's funds and reserves

•	•		00	vincelegib vitter heteleg tt
-	-	-	-	At 31 March 2014
-	<del>-</del>	-	-	Et 2013 Profit for the period
£96'88Z	(16,037)	000,208		Et 02 darch 2015
- (750,81) - - -	- (750,81) - -	- 000,808 -	- - - -	At 1 April 2014 Profit/(Loss) for the period Ordinary shares issued Redemption of ordinary shares FX reserves
Total shareholders' sunds £'000	Profit and trucist account 2000'3	Share premium account £'000	du balled share capital 000'3	

## 11. Related party disclosures

The Company, as a wholly owned subsidiary, has taken advantage of the exemption, granted under Financial Reporting Standard 8, Related Party Disclosures, from disclosing details of sales and purchases with other members of the group headed up by Babcock International Group or Discription of the group headed up by Babcock International Group or Discription of the group headed up by Babcock International Group or Discription of the group of the

## 12. Related undertakings

The Company's directly owned subsidiary undertakings, all of which are wholly-owned unless otherwise stated are listed in note 6, all related undertakings are as follows:

Direct Influence %	Ultimate %	Interest	Country	Сотрапу Иате
%000000000000001	%000000000000000001	3,000 Company Participations shares	nisq2	Babcock Aviation Services Holdings) SL
%0000000000001	%000000000001·	121,907 Ordinary shares	Jersey ·	Babcock Ireland Finance Ltd
%00000000000001	%00000000000001	sənark ynaniba S01,871	mobgniX bətinU	Babcock Mission Critical Services Topco Ltd
%0000000000001	%0000000000001	279,099 Ordinary shares	mobgniX bətinU	Babcock Mission Critical Services Ltd
%0000000000001	%0000000000.001	oo,099 Ordinary shares	Spain	Babcock Mission Critical Services Holdings, Sociedad Limitada
%0000000000001	%0000000000001	21,775,831 Ordinary shares	Spain ·	Babcóck Mission Critical Services Group, Sociedad Anonima
%0000000000.001	%000000000001	33,650 Ordinary shares	nisq2	Babcock Mission Critical Services, S.A.U.
%0000000000.00i	%0000000000000000000000000000000000000	17,135,418 Ordinary shares, 27,864,332 Preference shares	mobgniX bətinU	Bond Aviation Topco Limited
%0000000000.001	%0000000000.00f	86,891,738 Ordinary shares	United Kingdom	Bond Aviation Group Limited
%0000000000001	%0000000000001	140,036,750 Ordinary spares	mobgniX bətinU	Bond Mission Critical Services PLC
%000000 <del>1</del> 712.86	%000000 <del>1</del> 712.86	61,061 Ordinary-A shares	Sweden	Babcock Mission Critical Services, Scandinavia AB

# Notes to the financial statements (continued)

# 12. Related undertakings (continued)

Company Name	Country	Interest	Ultimate %	Direct Influence %
Scandinavian Air Ambulance Holding AB	Sweden	72,143 Ordinary shares	98.2174000000%	100.0000000000%
Falck Air Ambulance A/S	Denmark	3,000,000 Ordinary shares	49.1087000000%	50.0000000000%
S.O.S. Helikoptern Gotland AB	Sweden	1,000 Ordinary shares	98.2174000000%	100.0000000000%
Scandinavian Air Ambulance AB	Sweden	4,650 Ordinary shares	98.2174000000%	100.0000000000%
Scandinavian MediCopter AB	Sweden	1,000 Ordinary shares	98.2174000000%	100.0000000000%
Svensk Flygambulans AB	Sweden	200 Ordinary shares	98.2174000000%	100.0000000000%
Bond Aviation Europe Limited	United Kingdom	1 Ordinary shares	100.0000000000%	100.0000000000%
World Helicopters Norway AS	Norway	155 Ordinary shares	100.0000000000%	100.0000000000%
Bond Aviation Holdings Limited	United Kingdom	53,388,053 Ordinary shares	100.0000000000%	100.0000000000%
Bond Aviation Holdings II Limited	United Kingdom	38,388,053 Ordinary shares	100.0000000000%	100.0000000000% .
Bond Helicopters Europe Limited	United Kingdom	1,560,100 Ordinary shares	100.0000000000%	100.0000000000%
Bond Air Services (Ireland) Limited	Ireland	100,000 Ordinary shares	100.0000000000%	100.0000000000%
Bond Air Services Limited	United Kingdom	1,666,666 Ordinary shares	100.0000000000%	100.0000000000%
Bond Aviation Leasing Limited	United Kingdom	1 Ordinary shares	100.0000000000%	100.0000000000%
Bond European Aviation Leasing Limited	United Kingdom	100 Ordinary shares	100.0000000000%	100.0000000000%
Bond Offshore Helicopters Limited	United Kingdom	52,632 Ordinary shares	100.0000000000%	100.0000000000%
International Aviation Leasing Limited	United Kingdom	50,100 Ordinary shares	100.0000000000%	100.0000000000%
Babcock Malta (Number Two) Limited	Jersey	3,002 Ordinary shares	100.0000000000%	100.0000000000%
INAER Aviation International S.A.U.	Spain	156,144,113 Ordinary shares	100.0000000000%	100.0000000000%
INAER Asset Management S.A.U.	Spain	6,000 Ordinary shares	100.0000000000%	100.0000000000%
INAER Fleet Management S.A.U.	Spain	62,058,514 Ordinary shares	100.0000000000%	100.0000000000%
INAER Aviation Italia S.p.A.	Italy	10,378,536 Ordinary shares	100.0000000000%	100.0000000000%
European Air-Crane S.p.A.	Italy	490,000 Ordinary shares	49.0000000000%	49.0000000000%
S.I.M.A. Societa Italiana de Manutenzioni Aeronautiche SpA	Italy . •	180,000 Ordinary shares	29.4000000000%	60.0000000000%
INAER Aviation Italia Fleet S.p.A.	Italy	120,000 Ordinary shares	100.0000000000%	100.0000000000%
Inaer Ghana Limited	Ghana	180,000 Ordinary shares	90.0000000000%	90.000000000%
INAER Helicopter Chile S.A.	Chile .	100,000 Ordinary shares	100.0000000000%	100.0000000000%
INAER Helicopter France S.A.	France	394,550 Ordinary shares .	100.0000000000%	100.0000000000%
Helldax S.A.S.	France	7,500,000 Ordinary shares	50.0000000000%	50.0000000000%
INAER Helicopter Peru S.A.C.	Peru	80,886 Ordinary shares	70.0639259914%	70.0639259914%
INAER Helicopter Portugal, LDA	Portugal	67,338 Ordinary shares	74.9996770026%	74.9996770026%
INAER Helicopteros S.A.U.	Spain	18,588 Ordinary shares	100.0000000000%	100.0000000000%
INAER Galicia S.L.	Spain	8,200 Ordinary shares	91.1111111111%	91.1111111111%
INAER Ireland Finance Limited	Ireland	5 Ordinary shares	100.0000000000%	100.0000000000%

# Notes to the financial statements (continued)

#### 13. Parent undertakings

The Company's immediate parent company is Babcock Malta Finance Limited, a company registered in Malta. The ultimate parent undertaking and controlling party is Babcock International Group PLC, a company incorporated in Great Britain and registered in England and Wales. The largest group in which the results of the Company are consolidated is that headed by Babcock International Group PLC. Copies of Babcock International Group PLC consolidated financial statements can be obtained from the following address:

The Company Secretary
Babcock International Group PLC
33 Wigmore Street
London
W1U 1QX