

**SPECIALIST AVIATION SERVICES GROUP LIMITED  
CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2022**

## SPECIALIST AVIATION SERVICES GROUP LIMITED

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## SPECIALIST AVIATION SERVICES GROUP LIMITED

### COMPANY INFORMATION

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|                          |   |
|--------------------------|---|
| <b>Directors</b>         | J F Van Den Nieuwenhuijzen<br>K R Van Den Nieuwenhuijzen<br>L A Farajallah<br>R W Ferrari |
| <b>Company secretary</b> | Harrison Clark (Secretarial) Limited  |
| <b>Registered office</b> | Gloucestershire Airport<br>Staverton<br>Cheltenham<br>GL51 6SS                            |
| <b>Solicitors</b>        | Harrison Clark Rickerbys Limited<br>5 Deansway<br>Worcester<br>WR1 2JG                    |
| <b>Auditors</b>          | Hazlewoods LLP<br>Staverton Court<br>Staverton<br>Cheltenham<br>GL51 0UX                  |

## **SPECIALIST AVIATION SERVICES GROUP LIMITED**

### **DIRECTORS' REPORT**

**FOR THE YEAR ENDED 31 DECEMBER 2022**

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The directors present their report and the consolidated financial statements for the year ended 31 December 2022.

#### **Principal activity**

The principal activity of the Company is that of holding an investment in a trading subsidiary group, that provides aviation services to various police authorities, air ambulance charities and government agencies and the provision of helicopter products and services.

#### **Directors of the Group**

The directors who held office during the year were as follows:

J F Van Den Nieuwenhuijzen

K R Van Den Nieuwenhuijzen

L A Farajallah

R W Ferrari

#### **Information included in the Strategic Report**

Disclosure regarding future developments, financial instruments and key risks is included in the strategic report.

#### **Disclosure of information to the auditor**

Each director has taken the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information. The directors confirm that there is no relevant information that they know of and of which they know the auditor is unaware.

#### **Reappointment of auditors**

In accordance with section 485 of the Companies Act 2006, Hazlewoods LLP will be proposed for re-appointment as auditors of the company.

Approved by the Board on 27 June 2023 and signed on its behalf by:

L A Farajallah  
Director

The directors present their strategic report for the year ended 31 December 2022.

### **Principal activities**

Since forming in 1984, Specialist Aviation Services has provided aviation solutions for rotary wing aircraft. The Group has its origins in two companies focused on police aviation services and medical aviation services, both set up in the UK over 30 years ago during the infancy of Emergency Services aviation. The Group is able to offer a range of services including aircraft provision, aircraft maintenance and support services, design and installation, and the provision of pilots and training. The Group has also held a long-standing maintenance and engineering relationship with the Kuwait Police Flying Wing and has maintained their fleet of helicopters based in Kuwait.

The UK headquarters are at Gloucestershire Airport in England. From this location we support our customers in Europe and the Middle East. There are around 200 staff including pilots, maintenance, design and logistics staff. The Group also has an MD902 Approved Service Centre located in Genk, Belgium.

In addition to an Air Operator Certificate which covers a variety of specialist operations, SAS holds a wide range of EASA and CAA approvals covering training, maintenance, design, manufacturing and flight testing. SAS holds the prestigious title of being the only UK based Leonardo Helicopters Service Centre of Excellence, which is the highest accolade any operator and Maintenance and Repair Organisation can hold.

During 2019 and in recognition of the need for strategic change, the shareholders/owners of SAS appointed a new Chief Executive Officer, Luke Farajallah. A new strategy, mission, and vision were established, and SAS is now executing this plan which is built around a broadening of its product-base, expanding its range of services, and growing its footprint in new territories. SAS is well placed to compete and win new contracts in its operating sphere.

### **Review of the business and future developments**

Performance during the year was broadly in line with expectations. The strategic decision to move away from the MD902 and into the AW169, made in 2016, introduced a considerable (planned) change to the business model and required investment to ensure the aircraft entered into service successfully. It is expected the company will exit its final MD902 in Q1 of 2024. With six years' experience behind the Group, the true operating metrics of the AW169 are well understood and SAS has led the way in developing the type, and can take much credit for the increasing levels of reliability and availability being delivered. The Belgium operation continued to perform well, and continues to develop a number of key contracts that have significant life remaining on them.

During the year the business successfully mobilised a new contract in Kuwait for the Ministry of the Interior for the maintenance of a number of blue-light and VVIP helicopters which was awarded earlier in the year. This contract sees SAS re-establish itself as a leading provider of aircraft maintenance in the Middle East with the aim of building on this to win further opportunities in this geographic location. It is anticipated that further contracts will be won in this region during 2023.

Furthermore, during 2022, SAS signed a contract to deliver a new AW169 to one of its customers upgrading the capability of the overall service contract with the expectation that more contracts will follow in 2023. This also sees SAS benefit from the interior modification programme which will develop the aircraft to a customary specification for our charity partner.

The broad strategy of the Group has shifted from being almost entirely focused on the provision of support services to the UK Air Ambulance community, to a broader blend of services including the provision of maintenance and design services across its growing customer base. The Middle-East footprint is expected to broaden in time, and it is anticipated that the Belgium organisation will continue to support its customer base with a wide-range of maintenance and support services, based around its long-term relationship with the Federal Police Authority for the maintenance of its fleet.

The directors remain confident that Group performance in the future will benefit from high demand for our helicopter emergency services, design & completion capability, maintenance expertise, and training support. The Group expects to see expansion opportunities across all of these product-lines. The core business is based around multi-year contracts and often with charitable trusts, providing for a stable environment in which to conduct business. Our track record as a trusted partner continues to support our move into new markets and geographies.

**Key performance indicators**

Given the nature of the business, the Groups' directors are of the opinion that key performance indicators are important. We use a number of indicators to monitor and improve the development, performance and position of the business. Service indicators such as aircraft availability, flying hours and maintenance efficiency metrics are reviewed and altered to meet changes in the internal and external environments.

**Results and dividends**

The results for the year, which are set out in the profit and loss account, show turnover of £28.4m (2021 - £28.6m) and a pre-tax profit of £3.1m (2021 - loss £5.9m). The directors do not recommend a dividend.

The Group has tangible fixed assets including aircraft and equipment and tools valued at £31.1m (2021 - £53.2m), stock of £7.3m (2021 - £6.8m) and trade debtors of £1.7m (2021 - £1.8m). The Group had net debt (bank loans and cash at hand and in bank) of £26.7m (2021 - £53.6m) and trade creditors (including payments on account) of £2.9m (2021 - £2.3m).

**Financial risk management**

The Group's financial instruments comprise cash and liquid resources, loans and borrowings, and various other items such as trade debtors and trade creditors etc. that arise directly from its operations. The main purpose of these financial instruments is to finance the operations of the Group. The main risks arising from the Group's financial instruments are set out below.

The Group's revenues are sensitive to the availability and usage of aircraft. The availability of aircraft will closely correlate to our service and maintenance performance. The Group mitigates the risk of reduced revenue by maintaining thorough maintenance performance and planning.

The Group has a number of relief aircraft to cover routine maintenance of primary aircraft, in support of aircraft availability.

The Group is exposed to a number of financial risks, which through a risk management programme the directors have sought to minimise.

The Group manages liquidity risk by managing bank credit risk and diversifying the sources of financing with a range of maturities and interest rates.

The Group manages inflation risk by entering into inflation adjusted contracts, which allows some insulation from the risk of inflation in its operating cost base. The directors will continue to monitor the effects of inflation on the operating environment.

The Group manages credit risk and counterparty risk with financial institutions, customers and suppliers. The risk arises in respect of a deterioration in a customer's credit quality and is managed by undertaking thorough credit checks before entering into commercial contracts. Cash flow risk associated with selling on credit is managed by implementing a credit control process.

The Group is exposed to interest rate risk as it has interest-bearing liabilities and any movement in the Bank of England Base Rate could increase the cost of funding. To manage exposure to interest rate fluctuations on borrowings the Group will vary the proportion of fixed rate debt relative to floating rate debt to reflect the underlying commitments. The Group does not currently have any interest rate hedging.

The Group seeks to reduce the exposure to volatility in earnings and cash flows from movements in foreign currency exchange rates. The Group is exposed to a number of foreign currencies, with the most significant being Euro, US Dollar and Kuwaiti Dinar. The risk of fluctuation in foreign exchange rate is managed by matching sales and purchases in the same currency where possible.

**Going concern and post balance sheet events**

The company has fully recovered from the impact of the pandemic, and whilst there continues to be an awareness of possible outbreaks, it is not anticipated that even if this does happen, it will materially impact the business. The Group derives the majority of its income from long-term Air Ambulance contracts. The other income in the business is derived from supporting 3rd party maintenance, design and aircraft parts sales have also seen a full recovery to normal operations throughout 2022.

In response to the challenges caused by COVID-19, the Directors introduced a number of measures to protect the financial position of the business and some of these have been established as good financial practice for the future (cash preservation, supplier price negotiations etc.). At the same time, the business continues to invest in AW169 aircraft infrastructure, and training to improve operating efficiencies and support future growth.

The financial and operational measures in place reaffirm the Group's ability to continue as a going concern. Specialist Aviation Services has access to considerable financial resources via its private family ownership. The Group has throughout 2021 engaged in a refinancing programme which completed in Q1 2022. This has reduced the debt burden considerably, resulted in a change of banking partner and has allowed the Group to invest in future strategic projects such as the recent award of a 3-year contract for further work in Kuwait for the Ministry of the Interior for the maintenance of a number of blue-light and VVIP helicopters. To assist with the financing requirements, the Group will continue with asset sales to contribute to the future cash requirements and further debt reduction.

The directors therefore have a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future and continue to adopt the going concern basis in preparing the financial statements.

Approved by the Board on 27 June 2023 and signed on its behalf by:

L A Farajallah  
Director

**STATEMENT OF DIRECTORS' RESPONSIBILITIES**

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

- select suitable accounting policies and 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 Group's and the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Group and 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 Group and the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.



## **Opinion**

We have audited the financial statements of Specialist Aviation Services Group Limited (the 'parent Company') and its subsidiaries (the 'Group') for the year ended 31 December 2022, which comprise the Consolidated Profit and Loss Account, Consolidated Balance Sheet, Company Balance Sheet, Consolidated Statement of Changes in Equity, Company Statement of Changes in Equity, Consolidated Statement of Cash Flows, and Notes to the Financial Statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the Group's and the parent Company's affairs as at 31 December 2022 and of the Group's profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

## **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the auditor responsibilities for the audit of the financial statements section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

## **Conclusions relating to going concern**

In auditing the financial statements, we have concluded that the director's use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the original financial statements were authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

## **Other information**

The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

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

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Strategic Report and Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and Directors' Report have been prepared<sup>7</sup> in accordance with applicable legal requirements.

**Matters on which we are required to report by exception**

In the light of our knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic Report and the Directors' Report.

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

- adequate accounting records have not been kept by the parent Company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent Company 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.

**Responsibilities of directors**

As explained more fully in the Statement of Directors' Responsibilities set out on page 6, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the Group's and the parent 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 the directors either intend to liquidate the Group or the parent Company or to cease operations, or have no realistic alternative but to do so.

**Auditor's responsibilities for the audit of the financial statements**

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 an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a 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 the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

*Extent to which the audit was capable of detecting irregularities, including fraud*

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

We considered the nature of the group's industry and its control environment and reviewed the group's documentation of their policies and procedures relating to fraud and compliance with laws and regulations. We also enquired of management about their own identification and assessment of the risks of irregularities.

We obtained an understanding of the legal and regulatory framework that the group operates in and identified the key laws and regulations that had a direct effect on the determination of material amounts and disclosures in the financial statements, including the UK Companies Act and tax legislation, and, those that do not have a direct effect on the financial statements but compliance with which may be fundamental to the group's ability to operate or to avoid a material penalty.

We discussed among the audit engagement team regarding the opportunities and incentives that may exist within the group for fraud and how and where fraud might occur in the financial statements.

In common with all audits under ISAs (UK), we are also required to perform specific procedures to respond to the risk of management override. In addressing the risk of fraud through management override of controls, we tested the appropriateness of journal entries and other adjustments; assessed whether the judgments made in accounting estimates are indicative of a potential bias; and evaluated the business rationale of any significant transactions that are unusual or outside the normal course of business.

In addition to the above, our procedures to respond to the risks identified included the following:

- reviewing financial statement disclosures by testing to supporting documentation to assess compliance with provisions of relevant laws and regulations described as having a direct effect on the financial statements;

- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatements due to fraud;
- enquiring of management concerning actual and potential litigation and claims and instances of non-compliance with laws and regulations; and
- reading minutes of meetings of those charged with governance.

Our audit procedures were designed to respond to risks of material misstatement in the financial statements, recognising that the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery, misrepresentations or through collusion. There are inherent limitations in the audit procedures performed and the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely we are to become aware of it.

A further description of our responsibilities is available on the Financial Reporting Council's website at [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditor's report.

**Use of our report**

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.

Scott Lawrence (Senior Statutory Auditor)  
For and on behalf of Hazlewoods LLP, Statutory Auditor  
Staverton Court  
Staverton  
Cheltenham  
GL51 0UX

27 June 2023

**SPECIALIST AVIATION SERVICES GROUP LIMITED**

**CONSOLIDATED PROFIT AND LOSS ACCOUNT AND STATEMENT OF COMPREHENSIVE INCOME  
FOR THE YEAR ENDED 31 DECEMBER 2022**

|  | <b>Note</b> | <b>2022<br/>£ 000</b> | <b>2021<br/>£ 000</b> |
|--|-------------|-----------------------|-----------------------|
| Turnover   | <u>3</u>    | 28,440                | 28,574                |
| Cost of sales - normal                             |             | (22,071)              | (21,575)              |
| Cost of sales - exceptional                        | <u>6</u>    | <u>(732)</u>          | <u>-</u>              |
| <b>Gross profit</b>                                |             | 5,637                 | 6,999                 |
| Administrative expenses - normal                   |             | (11,587)              | (10,094)              |
| Administrative expenses - exceptional              | <u>6</u>    | <u>2,918</u>          | <u>450</u>            |
| <b>Operating loss</b>                              | <u>4</u>    | (3,032)               | (2,645)               |
| Interest payable and similar charges - normal      | <u>7</u>    | (2,507)               | (3,280)               |
| Interest payable and similar charges - exceptional | <u>6</u>    | <u>8,749</u>          | <u>-</u>              |
| <b>Profit/(loss) before tax</b>                    |             | 3,210                 | (5,925)               |
| Taxation   | <u>10</u>   | <u>639</u>            | <u>1,236</u>          |
| <b>Profit/(loss) for the financial year</b>        |             | <u><u>3,849</u></u>   | <u><u>(4,689)</u></u> |

**Other comprehensive income**

|  | <b>2022<br/>£ 000</b> | <b>2021<br/>£ 000</b> |
|--|-----------------------|-----------------------|
| Profit/(loss) for the year                     | 3,849                 | (4,689)               |
| Foreign currency translation (losses) / gains  | <u>221</u>            | <u>(246)</u>          |
| <b>Total comprehensive income for the year</b> | <u><u>4,070</u></u>   | <u><u>(4,935)</u></u> |

The above results were derived from continuing operations.

The notes on pages 17 to 32 form an integral part of these financial statements.

**SPECIALIST AVIATION SERVICES GROUP LIMITED**

(REGISTRATION NUMBER: 02799272 )

**CONSOLIDATED BALANCE SHEET**

**AS AT 31 DECEMBER 2022**

|   | <b>Note</b> | <b>2022<br/>£ 000</b> | <b>2021<br/>£ 000</b> |
|---|-------------|-----------------------|-----------------------|
| <b>Fixed assets</b>                                     |             |                       |                       |
| Intangible assets                                       | <u>11</u>   | 5                     | (1)                   |
| Tangible assets   | <u>12</u>   | 31,176                | 53,188                |
|   |             | <u>31,181</u>         | <u>53,187</u>         |
| <b>Current assets</b>                                   |             |                       |                       |
| Stocks  | <u>14</u>   | 7,261                 | 6,835                 |
| Debtors   | <u>15</u>   | 10,685                | 7,628                 |
| Cash at bank and in hand                                | <u>16</u>   | 4,762                 | 1,020                 |
|   |             | <u>22,708</u>         | <u>15,483</u>         |
| Creditors: Amounts falling due within one year          | <u>17</u>   | (16,095)              | (18,313)              |
| <b>Net current assets/(liabilities)</b>                 |             | <u>6,613</u>          | <u>(2,830)</u>        |
| <b>Total assets less current liabilities</b>            |             | <u>37,794</u>         | <u>50,357</u>         |
| Creditors: Amounts falling due after more than one year | <u>17</u>   | (27,724)              | (44,357)              |
| <b>Net assets</b>                                       |             | <u><u>10,070</u></u>  | <u><u>6,000</u></u>   |
| <b>Capital and reserves</b>                             |             |                       |                       |
| Called up share capital                                 | <u>19</u>   | 6,673                 | 6,673                 |
| Retained earnings                                       | <u>20</u>   | 3,397                 | (673)                 |
| <b>Total equity</b>                                     |             | <u><u>10,070</u></u>  | <u><u>6,000</u></u>   |

Approved and authorised by the Board on 27 June 2023 and signed on its behalf by:

L A Farajallah  
Director

The notes on pages 17 to 32 form an integral part of these financial statements.

**SPECIALIST AVIATION SERVICES GROUP LIMITED****(REGISTRATION NUMBER: 02799272 )****COMPANY BALANCE SHEET****AS AT 31 DECEMBER 2022**

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|                             | <b>Note</b> | <b>2022<br/>£ 000</b> | <b>2021<br/>£ 000</b> |
|-----------------------------|-------------|-----------------------|-----------------------|
| <b>Fixed assets</b>         |             |                       |                       |
| Investments                 | <u>13</u>   | 10,318                | 7,809                 |
| <b>Current assets</b>       |             |                       |                       |
| Debtors                     | <u>15</u>   | -                     | 2,433                 |
| <b>Net assets</b>           |             | <u>10,318</u>         | <u>10,242</u>         |
| <b>Capital and reserves</b> |             |                       |                       |
| Called up share capital     | <u>19</u>   | 6,673                 | 6,673                 |
| Retained earnings           |             | <u>3,645</u>          | <u>3,569</u>          |
| <b>Total equity</b>         |             | <u>10,318</u>         | <u>10,242</u>         |

The company made a profit after tax for the financial year of £76,000 (2021 - loss of £76,000).

Approved and authorised by the Board on 27 June 2023 and signed on its behalf by:

L A Farajallah  
Director

The notes on pages 17 to 32 form an integral part of these financial statements.

**SPECIALIST AVIATION SERVICES GROUP LIMITED**

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY  
FOR THE YEAR ENDED 31 DECEMBER 2022**

|                            | <b>Share capital<br/>£ 000</b> | <b>Retained<br/>earnings<br/>£ 000</b> | <b>Total<br/>£ 000</b> |
|----------------------------|--------------------------------|--|------------------------|
| At 1 January 2021          | 6,673                          | 4,262                                  | 10,935                 |
| Loss for the year          | -                              | (4,689)                                | (4,689)                |
| Other comprehensive income | -                              | (246)                                  | (246)                  |
| At 31 December 2021        | <u>6,673</u>                   | <u>(673)</u>                           | <u>6,000</u>           |
|                            | <b>Share capital<br/>£ 000</b> | <b>Retained<br/>earnings<br/>£ 000</b> | <b>Total<br/>£ 000</b> |
| At 1 January 2022          | 6,673                          | (673)                                  | 6,000                  |
| Profit for the year        | -                              | 3,849                                  | 3,849                  |
| Other comprehensive income | -                              | 221                                    | 221                    |
| At 31 December 2022        | <u>6,673</u>                   | <u>3,397</u>                           | <u>10,070</u>          |

The notes on pages 17 to 32 form an integral part of these financial statements.

**SPECIALIST AVIATION SERVICES GROUP LIMITED**

**COMPANY STATEMENT OF CHANGES IN EQUITY  
FOR THE YEAR ENDED 31 DECEMBER 2022**

|                     | <b>Share capital<br/>£ 000</b> | <b>Retained<br/>earnings<br/>£ 000</b> | <b>Total<br/>£ 000</b> |
|---------------------|--------------------------------|--|------------------------|
| At 1 January 2021   | 6,673                          | 3,645                                  | 10,318                 |
| Loss for the year   | -                              | (76)                                   | (76)                   |
| At 31 December 2021 | <u>6,673</u>                   | <u>3,569</u>                           | <u>10,242</u>          |

|                     | <b>Share capital<br/>£ 000</b> | <b>Profit and loss<br/>account<br/>£ 000</b> | <b>Total<br/>£ 000</b> |
|---------------------|--------------------------------|--|------------------------|
| At 1 January 2022   | 6,673                          | 3,569  | 10,242                 |
| Profit for the year | -                              | 76   | 76                     |
| At 31 December 2022 | <u>6,673</u>                   | <u>3,645</u>                                 | <u>10,318</u>          |

The notes on pages 17 to 32 form an integral part of these financial statements.



**SPECIALIST AVIATION SERVICES GROUP LIMITED**

**CONSOLIDATED STATEMENT OF CASH FLOWS  
FOR THE YEAR ENDED 31 DECEMBER 2022**

|  | <b>Note</b> | <b>2022<br/>£ 000</b> | <b>2021<br/>£ 000</b> |
|--|-------------|-----------------------|-----------------------|
| <b>Cash flows from operating activities</b>        |             |                       |                       |
| Profit/(loss) for the year                         |             | 3,849                 | (4,689)               |
| Adjustments to cash flows from non-cash items:     |             |                       |                       |
| Depreciation and amortisation                      | <u>4</u>    | 2,840                 | 3,866                 |
| Profit on disposal of property plant and equipment |             | (2,918)               | (450)                 |
| Foreign exchange loss/(gain)                       | <u>4</u>    | 221                   | (246)                 |
| Finance income                                     |             | (8,749)               | -                     |
| Finance costs                                      | <u>7</u>    | 2,507                 | 3,280                 |
| Income tax expense                                 | <u>10</u>   | (639)                 | (1,236)               |
|  |             | <u>(2,889)</u>        | <u>525</u>            |
| Working capital adjustments:                       |             |                       |                       |
| (Increase)/decrease in stock and work in progress  | <u>14</u>   | (426)                 | 898                   |
| Increase in debtors                                | <u>15</u>   | (2,288)               | (1,008)               |
| Increase in creditors                              | <u>17</u>   | 4,158                 | 1,586                 |
|  |             | <u>1,444</u>          | <u>1,476</u>          |
| Cash generated from operations                     |             | (1,445)               | 2,001                 |
| Income taxes received/(paid)                       | <u>10</u>   | 28                    | (40)                  |
| Net cash flow from operating activities            |             | <u>(1,417)</u>        | <u>1,961</u>          |
| <b>Cash flows from investing activities</b>        |             |                       |                       |
| Interest received                                  |             | 10                    | -                     |
| Acquisition of tangible fixed assets               |             | (257)                 | (444)                 |
| Proceeds from sale of tangible fixed assets        |             | 22,341                | 14,386                |
| Net cash flows from investing activities           |             | <u>22,094</u>         | <u>13,942</u>         |
| <b>Cash flows from financing activities</b>        |             |                       |                       |
| Interest paid                                      | <u>7</u>    | (2,507)               | (3,280)               |
| Repayment of bank borrowings                       |             | 15,300                | (11,757)              |
| Refinancing programme                              |             | (29,613)              | -                     |
| Net cash flows from financing activities           |             | <u>(16,820)</u>       | <u>(15,037)</u>       |
| <b>Net increase in cash and cash equivalents</b>   |             | 3,857                 | 866                   |
| Cash and cash equivalents at 1 January             |             | <u>905</u>            | <u>39</u>             |
| Cash and cash equivalents at 31 December           | <u>16</u>   | <u>4,762</u>          | <u>905</u>            |

The notes on pages 17 to 32 form an integral part of these financial statements.

**SPECIALIST AVIATION SERVICES GROUP LIMITED**

**CONSOLIDATED STATEMENT OF CASH FLOWS  
FOR THE YEAR ENDED 31 DECEMBER 2022**

|  | <b>At 1 January<br/>2022<br/>£ 000</b> | <b>Cash flows<br/>£ 000</b> | <b>Other non cash<br/>changes<br/>£ 000</b> | <b>At 31<br/>December<br/>2022<br/>£ 000</b> |
|--|--|-----------------------------|---|--|
| <b>Analysis of changes in net debt</b> |  |                             |   |  |
| <b>Cash and cash equivalents</b>       |  |                             |   |  |
| Cash                                   | 1,020                                  | 3,687                       | -   | 4,707  |
| Overdraft                              | (115)                                  | 115                         | -   | -  |
|  | <u>905</u>                             | <u>3,802</u>                | <u>-</u>                                    | <u>4,707</u>                                 |
| <b>Borrowings</b>                      |  |                             |   |  |
| Due within 1 year                      | (10,167)                               | 14,313                      | (7,894)                                     | (3,748)                                      |
| Due after 1 year                       | <u>(44,357)</u>                        | <u>-</u>                    | <u>16,633</u>                               | <u>(27,724)</u>                              |
|  | <u>(54,524)</u>                        | <u>14,313</u>               | <u>8,739</u>                                | <u>(31,472)</u>                              |
| <b>Total net debt</b>                  | <u>(53,619)</u>                        | <u>18,115</u>               | <u>8,739</u>                                | <u>(26,765)</u>                              |

The notes on pages 17 to 32 form an integral part of these financial statements.

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2022**

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**1  
General information**

The Company is a private company limited by share capital, incorporated in England and Wales.

The address of its registered office is:  
Gloucestershire Airport  
Staverton  
Cheltenham  
GL51 6SS

**2  
Accounting policies**

**Summary of significant accounting policies and key accounting estimates**

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

**Statement of compliance**

These financial statements were prepared in accordance with Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'.

**Basis of preparation**

These financial statements have been prepared using the historical cost convention except that as disclosed in the accounting policies certain items are shown at fair value.

The presentational currency of the financial statements is Pounds Sterling, being the functional currency of the primary economic environment in which the company operates. Monetary amounts in these financial statements are rounded to the nearest Pound.

**Summary of disclosure exemptions**

The company has taken advantage of the following disclosure exemptions available to qualifying entities in preparing its separate financial statements, as permitted by FRS 102:

- the requirements of Section 7 Statement of Cash Flows;
- the requirements of Section 3 Financial Statement Presentation paragraph 3.17 (d);
- the requirements of Section 33 Related Party Disclosures paragraph 33.7; and
- the requirements of certain paragraphs within Sections 11 and 12 relating to Financial Instruments.

The Company has taken advantage of the exemption allowed under section 408 of the Companies Act 2006 and has not presented its own statement of comprehensive income in these financial statements.

**Basis of consolidation**

The group financial statements consolidate the financial statements of the company and its subsidiary undertakings drawn up to 31 December 2022.

The purchase method of accounting is used to account for business combinations that result in the acquisition of subsidiaries by the Group. The cost of a business combination is measured as the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the business combination. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. Any excess of the cost of the business combination over the acquirer's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities recognised is recorded as goodwill.

Inter-company transactions, balances and unrealised gains on transactions between the Company and its subsidiaries, which are related parties, are eliminated in full.

NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2022

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**2**  
**Accounting policies (continued)**

Intra-group losses are also eliminated but may indicate an impairment that requires recognition in the consolidated financial statements.

Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the group. Non-controlling interests in the net assets of consolidated subsidiaries are identified separately from the group's equity therein. Non-controlling interests consist of the amount of those interests at the date of the original business combination and the non-controlling shareholder's share of changes in equity since the date of the combination.

**Going concern**

The company has fully recovered from the impact of the pandemic, and whilst there continues to be an awareness of possible outbreaks, it is not anticipated that even if this does happen, it will materially impact the business.

Despite the challenges of previous years, including the impact of the pandemic, additional import and export complexity that has arisen post Brexit, and the impact on some elements of the supply chain from the war in Ukraine, the Group continues to operate and support HEMS missions for our customers throughout the world to normal levels of operational availability. The Group derives most of its income from long-term Air Ambulance contracts, but also has income streams from 3rd party maintenance, design and aircraft part sales, which have all continued and grown organically since the pandemic. Furthermore, in 2021 the revenue business models, that affect the price charges for services, have been adjusted to respond to market forces affecting the operating cost structure and the group continues to invest in AW169 aircraft infrastructure to improve operating efficiencies and support future growth. The group has access to considerable financial resources via its private family ownership and the group will be able to continue to raise capital in order to continue operations and invest in future strategic projects and furthermore, in Q1 2022 the Group completed a refinancing programme, which reduced the debt burden considerably and enabling further growth. An example of this further growth is an exciting 3-year contract for work in Kuwait for the Ministry of the Interior for the maintenance of a number of blue-light and VVIP helicopters. Having established this footprint in the Middle-East, SAS has gone further in the region through the signing of a 5-year contract to maintain the fleet of helicopters belonging to the Royal Air Wing. To assist with the financing requirements, the Group will continue with asset sales to contribute to the future cash requirements and further debt reduction.

After reviewing the Group's forecast, the Group is on track to continue reporting operating profits and is projected to generate positive cash flows from operations in 2023. The Group therefore continues to adopt the going concern basis in preparing its financial statements.

**Critical accounting judgements and key sources of estimation uncertainty**

In the application of the company's accounting policies, the directors are required to make judgements, estimates and assumptions about the 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 ongoing 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 the revision and future periods if the revision affects both current and future periods.

**Judgements and estimation uncertainty**

The Directors are required to make various judgements and estimates in respect of: the residual value of fixed assets; the fair value of stock held; the recoverability of trade debtors; and amounts recoverable on long term contracts.

**Revenue recognition**

Turnover comprises the fair value of the consideration received or receivable for the sale of goods and provision of services in the ordinary course of the Group's activities. Turnover is shown net of sales/value added tax, returns, rebates and discounts and after eliminating sales within the company.

The Group recognises revenue when: the amount of revenue can be reliably measured; it is probable that future economic benefits will flow to the entity; and specific criteria have been met for each of the Group's activities.

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2022**

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**2**

**Accounting policies (continued)**

**Government grants**

Government grants are recognised based on the accrual model and are measured at the fair value of the asset received or receivable. Grants relating to revenue are recognised in income over the period in which the related costs are recognised.

**Foreign currency transactions and balances**

Transactions in foreign currencies are initially recorded at the functional currency rate prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated into the respective functional currency of the entity at the rates prevailing on the reporting period date.

Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the initial transaction dates. Non-monetary items measured in terms of historical cost in a foreign currency are not retranslated.

**Tax**

The tax expense for the period comprises current and deferred tax. Tax is recognised in the profit and loss account, except that a charge attributable to an item of income or expense recognised as other comprehensive income is also recognised directly in other comprehensive income.

The current tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the Group operates and generates taxable income.

Deferred tax is recognised on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements and on unused tax losses or tax credits in the Group. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date.

The carrying amount of deferred tax assets are reviewed at each reporting date and a valuation allowance is set up against deferred tax assets so that the net carrying amount equals the highest amount that is more likely than not to be recovered based on current or future taxable profit.

Foreign tax incurred is recognised as a debtor to the extent that it is considered recoverable.

**Goodwill**

Goodwill arising on the acquisition of an entity represents the excess of the cost of acquisition over the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities of the entity recognised at the date of acquisition. Goodwill is initially recognised as an asset at cost and is subsequently measured at cost less accumulated amortisation and accumulated impairment losses. Goodwill is held in the currency of the acquired entity and revalued to the closing rate at each reporting period date.

Negative goodwill arising on an acquisition is recognised on the face of the balance sheet on the acquisition date and subsequently the excess up to the fair value of non-monetary assets acquired is recognised in profit or loss in the periods in which the non-monetary assets are recovered.

**Contractual customer relationships**

Customer relationships are amortised over their useful economic life of ten years on a straight line basis.

**Tangible fixed assets**

Tangible assets are stated in the statement of financial position at cost, less any subsequent accumulated depreciation and subsequent accumulated impairment losses. The cost of tangible assets includes directly attributable incremental costs incurred in their acquisition and installation, including capitalised interest. Tangible assets are only depreciated once the asset is brought into commission.

**Depreciation**

Depreciation is charged so as to write off the cost of assets, other than land and properties under construction over their estimated useful lives, as follows:

| <b>Asset class</b>     | <b>Depreciation method and rate</b> |
|------------------------|-------------------------------------|
| Land and buildings     | 20 years (5% per annum)             |
| Leasehold improvements | 6.7 years (15% per annum)           |

NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2022

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**2**  
**Accounting policies (continued)**

|                             |   |
|-----------------------------|---|
| Other fixtures and fittings | 6.7 years (15% per annum)   |
| Equipment                   | 6.7 years (15% per annum)   |
| Aircraft                    | Written down to residual value of £750,000 to £1m over remaining life up to 25 years. |

**Investments**

Investments in equity shares which are not publicly traded and where fair value cannot be measured reliably are measured at cost less impairment. Dividends on equity securities are recognised in income when receivable.

**Cash and cash equivalents**

Cash and cash equivalents comprise cash on hand and call deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of change in value.

**Trade debtors**

Trade debtors are amounts due from customers for goods sold or services performed in the ordinary course of business. Trade debtors are recognised initially at the transaction price. They are subsequently measured at amortised cost, less provision for impairment. A provision for the impairment of trade debtors is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of the receivables.

**Stock and work in progress**

Stocks are stated at the lower of cost and estimated selling price less costs to complete and sell. Cost is determined using the first-in, first-out (FIFO) method.

The cost of finished goods and work in progress comprises direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the inventories to their present location and condition. At each reporting date, stocks are assessed for impairment. If stocks are 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.

**Trade creditors**

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade creditors are classified as current liabilities if the Group does not have an unconditional right, at the end of the reporting period, to defer settlement of the creditor for at least twelve months after the reporting date. If there is an unconditional right to defer settlement for at least twelve months after the reporting date, they are presented as non-current liabilities. Trade creditors are recognised initially at the transaction price and subsequently measured at amortised cost.

**2**

**Accounting policies (continued)**

**Long term contracts**

The amount of profit attributable to the stage of completion of a long term contract is recognised when the outcome of the contract can be foreseen with reasonable certainty. Turnover for such contracts is stated at the cost appropriate to their stage of completion plus attributable profits, less amounts recognised in previous years.

Contract work in progress is stated at cost incurred, less those transferred to the profit and loss account, after deducting foreseeable losses.

**Loans and borrowings**

Interest-bearing borrowings are initially recorded at fair value, net of transaction costs. Interest-bearing borrowings are subsequently carried at amortised cost, with the difference between the proceeds, net of transaction costs, and the amount due on redemption being recognised as a charge to the Profit and Loss Account over the period of the relevant borrowing.

Interest expense is recognised on the basis of the effective interest method and is included in interest payable and similar charges, unless in relation to a fixed asset not yet in use, where interest incurred in financing that asset is capitalised.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least twelve months after the reporting date.

**Leases**

Operating lease rental income and expenditure are credited / charged to the profit and loss account on a straight line basis over the period of the lease.

**Share capital**

Ordinary shares are classified as equity. Equity instruments are measured at the fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments. If payment is deferred and the time value of money is material, the initial measurement is on a present value basis.

**Dividends**

Dividend distribution to the Company's shareholders is recognised as a liability in the financial statements in the reporting period in which the dividends are declared.

**Defined contribution pension obligation**

A defined contribution plan is a pension plan under which fixed contributions are paid into a pension fund and the Group has no legal or constructive obligation to pay further contributions even if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

Contributions to defined contribution plans are recognised as employee benefit expense when they are due. If contribution payments exceed the contribution due for service, the excess is recognised as a prepayment.

NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2022

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2

**Accounting policies (continued)**

**Financial instruments**

***Classification***

Financial instruments are classified and accounted for according to the substance of the contractual arrangement, as financial assets, financial liabilities or equity instruments. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities. Where shares are issued, any component that creates a financial liability of the company is presented as a liability on the balance sheet. The corresponding dividends relating to the liability component are charged as interest expenses in the profit and loss account.

***Recognition and measurement***

All financial assets and liabilities are initially measured at transaction price (including transaction costs), except for those financial assets classified as at fair value through profit or loss, which are initially measured at fair value (which is normally the transaction price excluding transaction costs), unless the arrangement constitutes a financing transaction. If an arrangement constitutes a financing transaction, the financial asset or financial liability is measured at the present value of the future payments discounted at a market rate of interest for a similar debt instrument.

Financial assets and liabilities are only offset in the balance sheet when, and only when, there exists a legally enforceable right to set off the recognised amounts and the company intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

***Impairment***

Assets, other than those measured at fair value, are assessed for indicators of impairment at each balance sheet date. If there is objective evidence of impairment, an impairment loss is recognised in profit or loss as described below.

A non-financial assets is impaired where there is objective evidence that, as a result of one or more events that occurred after initial recognition, the estimated recoverable value of the asset has been reduced. The recoverable amount of an asset is the higher of its fair value less costs to sell and its value in use.

For financial assets carried at amortised cost, the amount of an impairment is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate.

For financial assets carried at cost less impairment, the impairment loss is the difference between the asset's carrying amount and the best estimate of the amount that would be received for the asset if it were to be sold at the reporting date.

Where indicators exist for a decrease in impairment loss, and the decrease can be related objectively to an event occurring after the impairment was recognised, the prior impairment loss is tested to determine reversal. An impairment loss is reversed on an individual impaired financial asset to the extent that the revised recoverable value does not lead to a revised carrying amount higher than the carrying value had no impairment been recognised.



**SPECIALIST AVIATION SERVICES GROUP LIMITED****NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2022****3  
Turnover**

The analysis of the Group's turnover for the year from continuing operations is as follows:

|                       | <b>2022</b><br><b>£ 000</b> | <b>2021</b><br><b>£ 000</b> |
|-----------------------|-----------------------------|-----------------------------|
| Rendering of services | 25,093                      | 25,562                      |
| Sale of parts         | 3,347                       | 3,012                       |
|                       | <u>28,440</u>               | <u>28,574</u>               |

The analysis of the Group's turnover for the year by market is as follows:

|               | <b>2022</b><br><b>£ 000</b> | <b>2021</b><br><b>£ 000</b> |
|---------------|-----------------------------|-----------------------------|
| UK            | 20,245                      | 22,864                      |
| Europe        | 4,629                       | 5,454                       |
| Rest of world | 3,566                       | 256                         |
|               | <u>28,440</u>               | <u>28,574</u>               |

**4  
Operating (loss)/profit**

Arrived at after charging / (crediting):

|   | <b>2022</b><br><b>£ 000</b> | <b>2021</b><br><b>£ 000</b> |
|---|-----------------------------|-----------------------------|
| Depreciation expense                                | 2,846                       | 3,871                       |
| Negative goodwill                                   | (6)                         | (5)                         |
| Foreign exchange (gains) / losses                   | 320                         | (34)                        |
| Operating lease expense - property                  | 566                         | 552                         |
| Operating lease expense - other                     | -                           | 24                          |
| Profit on disposal of property, plant and equipment | <u>(2,918)</u>              | <u>(450)</u>                |

**SPECIALIST AVIATION SERVICES GROUP LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2022**

**5  
Auditors' remuneration**

|                                     | <b>2022<br/>£ 000</b> | <b>2021<br/>£ 000</b> |
|-------------------------------------|-----------------------|-----------------------|
| Audit of these financial statements | <u>35</u>             | <u>32</u>             |

**6  
Exceptional items**

|  | <b>2022<br/>£ 000</b> | <b>2021<br/>£ 000</b> |
|--|-----------------------|-----------------------|
| Impairment of stock  | 732                   | -                     |
| Profit on disposal of aircraft                                       | (2,918)               | (450)                 |
| Exceptional item as a result of the refinancing programme in Q1 2022 | <u>(8,749)</u>        | <u>-</u>              |

**7  
Interest payable and similar expenses**

|                                  | <b>2022<br/>£ 000</b> | <b>2021<br/>£ 000</b> |
|----------------------------------|-----------------------|-----------------------|
| Interest on loans and borrowings | <u>2,507</u>          | <u>3,280</u>          |

**8  
Staff costs**

The aggregate payroll costs (including directors' remuneration) were as follows:

|                       | <b>2022<br/>£ 000</b> | <b>2021<br/>£ 000</b> |
|-----------------------|-----------------------|-----------------------|
| Wages and salaries    | 11,593                | 9,854                 |
| Social security costs | 1,276                 | 1,255                 |
| Pension costs         | 549                   | 590                   |
| Redundancy costs      | <u>20</u>             | <u>179</u>            |
|                       | <u>13,438</u>         | <u>11,878</u>         |

The average number of persons employed by the group (including directors) during the year, analysed by category was as follows:

|                               | <b>2022<br/>No.</b> | <b>2021<br/>No.</b> |
|-------------------------------|---------------------|---------------------|
| Pilotage                      | 53                  | 49                  |
| Engineering                   | 69                  | 43                  |
| Management and administration | <u>56</u>           | <u>64</u>           |
|                               | <u>178</u>          | <u>156</u>          |

**Company**

The only employees during the current and prior period were the directors. Directors are remunerated by a group company and the amounts in respect of their services as director of the Company are not separately identifiable.

**9  
Directors' remuneration**

The directors' remuneration for the year was as follows: - 24 -

**SPECIALIST AVIATION SERVICES GROUP LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2022**

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**9  
Directors' remuneration (continued)**

|  | <b>2022</b><br><b>£ 000</b> | <b>2021</b><br><b>£ 000</b> |
|--|-----------------------------|-----------------------------|
| Remuneration                                 | 423                         | 448                         |
| Contributions paid to money purchase schemes | 53                          | 29                          |
|  | <u>476</u>                  | <u>477</u>                  |

**SPECIALIST AVIATION SERVICES GROUP LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2022**

**9  
Directors' remuneration (continued)**

During the year the number of directors who were receiving benefits was as follows:

|   | <b>2022<br/>No.</b> | <b>2021<br/>No.</b> |
|---|---------------------|---------------------|
| Accruing benefits under money purchase pension scheme | <u>2</u>            | <u>2</u>            |

In respect of the highest paid director:

|   | <b>2022<br/>£ 000</b> | <b>2021<br/>£ 000</b> |
|---|-----------------------|-----------------------|
| Remuneration  | 295                   | 301                   |
| Company contributions to money purchase pension schemes | <u>33</u>             | <u>20</u>             |

**10  
Taxation**

Tax charged in the profit and loss account:

|             | <b>2022<br/>£ 000</b> | <b>2021<br/>£ 000</b> |
|-------------|-----------------------|-----------------------|
| Foreign tax | 129                   | 75                    |

**Deferred taxation**

|   |              |                |
|---|--------------|----------------|
| Arising from origination and reversal of timing differences | <u>(768)</u> | <u>(1,311)</u> |
|   | <u>(639)</u> | <u>(1,236)</u> |

The tax on profit before tax for the year is lower than the standard rate of corporation tax in the UK (2021 - lower than the standard rate of corporation tax in the UK) of 19% (2021 - 19%).

The differences are reconciled below:

|   | <b>2022<br/>£ 000</b> | <b>2021<br/>£ 000</b> |
|---|-----------------------|-----------------------|
| Profit/(loss) before tax  | <u>3,210</u>          | <u>(5,925)</u>        |
| Corporation tax at standard rate  | 610                   | (1,126)               |
| Effect of revenues exempt from taxation   | (1,642)               | -                     |
| Effect of expense not deductible in determining taxable profit (tax loss)               | 326                   | (25)                  |
| Effect of foreign tax rates   | 37                    | 27                    |
| Deferred tax expense relating to changes in tax rates or laws                           | -                     | 56                    |
| Decrease from tax losses for which no deferred tax asset was recognised                 | -                     | (129)                 |
| Other tax effects for reconciliation between accounting profit and tax expense (income) | <u>30</u>             | <u>(39)</u>           |
| Total tax credit  | <u>(639)</u>          | <u>(1,236)</u>        |

**SPECIALIST AVIATION SERVICES GROUP LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2022**

**10  
Taxation (continued)**

**Deferred tax**

**Group**

Deferred tax liabilities:

|  | <b>2022</b>    | <b>2021</b>  |
|--|----------------|--------------|
|  | <b>£ 000</b>   | <b>£ 000</b> |
| Accumulated depreciation in excess of capital allowances | 4,114          | 3,929        |
| Losses carried forwards                                  | (6,152)        | (5,203)      |
| Deferred tax on revaluation of aircraft                  | 322            | 322          |
| Other timing differences                                 | (22)           | (18)         |
|  | <u>(1,738)</u> | <u>(970)</u> |

A UK corporation tax rate of 25% (effective 1 April 2023) was substantively enacted on 24 May 2021. This will increase the company's future current tax charge accordingly. The deferred tax liability at 31 December 2022 has been calculated at 25% (2021 - 25%).

**11  
Intangible assets**

**Group**

|   | <b>Negative goodwill</b> | <b>Contractual customer relationships</b> | <b>Total</b> |
|---|--------------------------|---|--------------|
|   | <b>£ 000</b>             | <b>£ 000</b>                              | <b>£ 000</b> |
| <b>Cost</b>                               |                          |   |              |
| At 1 January 2022 and at 31 December 2021 | (646)                    | 58  | (588)        |
| <b>Amortisation</b>                       |                          |   |              |
| At 1 January 2022                         | (589)                    | 2   | (587)        |
| Amortisation charge                       | (7)                      | 1   | (6)          |
| At 31 December 2022                       | <u>(596)</u>             | <u>3</u>                                  | <u>(593)</u> |
| <b>Carrying amount</b>                    |                          |   |              |
| At 31 December 2022                       | <u>(50)</u>              | <u>55</u>                                 | <u>5</u>     |
| At 31 December 2021                       | <u>(57)</u>              | <u>56</u>                                 | <u>(1)</u>   |

**SPECIALIST AVIATION SERVICES GROUP LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2022**

**12  
Tangible assets  
Group**

|                        | Land and<br>buildings<br>£ 000 | Equipment,<br>tools, fixtures<br>and fittings<br>£ 000 | Aircraft<br>£ 000 | Total<br>£ 000 |
|------------------------|--------------------------------|--|-------------------|----------------|
| <b>Cost</b>            |                                |  |                   |                |
| At 1 January 2022      | 691                            | 6,168  | 60,595            | 67,454         |
| Additions              | 41                             | 216  | -                 | 257            |
| Disposals              | -                              | (377)  | (23,754)          | (24,131)       |
| At 31 December 2022    | 732                            | 6,007  | 36,841            | 43,580         |
| <b>Depreciation</b>    |                                |  |                   |                |
| At 1 January 2022      | 415                            | 2,475  | 11,376            | 14,266         |
| Charge for the year    | 38                             | 395  | 2,413             | 2,846          |
| Eliminated on disposal | -                              | (159)  | (4,549)           | (4,708)        |
| At 31 December 2022    | 453                            | 2,711  | 9,240             | 12,404         |
| <b>Carrying amount</b> |                                |  |                   |                |
| At 31 December 2022    | 279                            | 3,296  | 27,601            | 31,176         |
| At 31 December 2021    | 276                            | 3,693  | 49,219            | 53,188         |

Included within the net book value of land and buildings above is £279,000 (2021 - £276,000) in respect of freehold land and buildings.

Within Aircraft are capitalised borrowing costs of £639,000 (2021 - £1,636,000).

**13  
Investments  
Company**

|   | 2022<br>£ 000 | 2021<br>£ 000 |
|---|---------------|---------------|
| Cost and carrying amount of investments in subsidiaries | 10,318        | 7,809         |

# SPECIALIST AVIATION SERVICES GROUP LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

### 13 Investments (continued)

Details of the investments in which the group holds 20% or more of the nominal value of any class of share capital are as follows:

| Undertaking                                  | Country of incorporation | Holding  | Proportion of voting rights and shares held |      |
|--|--------------------------|----------|---|------|
|  |                          |          | 2022  | 2021 |
| Specialist Aviation Services Limited         | England and Wales        | Ordinary | 100%  | 100% |
| Police Aviation Services Limited             | England and Wales        | Ordinary | 100%  | 100% |
| Medical Aviation Services Limited            | England and Wales        | Ordinary | 100%  | 100% |
| European Support Centre BV                   | Belgium                  | Ordinary | 100%  | 100% |
| SAS (Kent) Limited *                         | England and Wales        | Ordinary | 100%  | 100% |
| Specialist Aviation Services (123) Limited * | England and Wales        | Ordinary | 100%  | 100% |
| SAS (Surrey & Sussex) Limited *              | England and Wales        | Ordinary | 100%  | 100% |

\* held indirectly, subsidiaries of Specialist Aviation Services

Specialist Aviation Services Ltd, European Support Centre BV, SAS (Kent) Limited and SAS (Surrey & Sussex) Limited operate in the aviation industry. All other subsidiary undertakings were dormant in the year.

### 14 Stocks

|                  | Group         |               | Company       |               |
|------------------|---------------|---------------|---------------|---------------|
|                  | 2022<br>£ 000 | 2021<br>£ 000 | 2022<br>£ 000 | 2021<br>£ 000 |
| Work in progress | 1,016         | 413           | -             | -             |
| Finished goods   | 6,245         | 6,422         | -             | -             |
|                  | <u>7,261</u>  | <u>6,835</u>  | <u>-</u>      | <u>-</u>      |

### 15 Debtors

|                                | Group         |               | Company       |               |
|--------------------------------|---------------|---------------|---------------|---------------|
|                                | 2022<br>£ 000 | 2021<br>£ 000 | 2022<br>£ 000 | 2021<br>£ 000 |
| Trade debtors                  | 1,666         | 1,750         | -             | -             |
| Due from group undertakings    | -             | -             | -             | 2,433         |
| Other debtors                  | -             | 1             | -             | -             |
| Prepayments and accrued income | 7,281         | 4,907         | -             | -             |
| Corporation tax asset          | 1,738         | 970           | -             | -             |
|                                | <u>10,685</u> | <u>7,628</u>  | <u>-</u>      | <u>2,433</u>  |

#### Details of non-current trade and other receivables

##### Group

£199,000 (2021 - £292,000) of accrued income is classified as non-current.

Included within prepayments and accrued income is an accrued sum in relation to an ongoing claim, the value of which, is not being disclosed due to the sensitivity of the balance.



**SPECIALIST AVIATION SERVICES GROUP LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2022**

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**Cash and cash equivalents**

|                 | <b>Group</b> |              | <b>Company</b> |              |
|-----------------|--------------|--------------|----------------|--------------|
|                 | <b>2022</b>  | <b>2021</b>  | <b>2022</b>    | <b>2021</b>  |
|                 | <b>£ 000</b> | <b>£ 000</b> | <b>£ 000</b>   | <b>£ 000</b> |
| Cash at bank    | 4,762        | 1,020        | -              | -            |
| Bank overdrafts | -            | (115)        | -              | -            |
|                 | <u>4,762</u> | <u>905</u>   | <u>-</u>       | <u>-</u>     |

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**Creditors**

|                                 |             | <b>Group</b>  |               | <b>Company</b> |              |
|---------------------------------|-------------|---------------|---------------|----------------|--------------|
|                                 | <b>Note</b> | <b>2022</b>   | <b>2021</b>   | <b>2022</b>    | <b>2021</b>  |
|                                 |             | <b>£ 000</b>  | <b>£ 000</b>  | <b>£ 000</b>   | <b>£ 000</b> |
| <b>Due within one year</b>      |             |               |               |                |              |
| Loans and borrowings            | 18          | 3,748         | 10,282        | -              | -            |
| Trade creditors                 |             | 2,920         | 2,169         | -              | -            |
| Payments received on account    |             | 2,485         | 321           | -              | -            |
| Social security and other taxes |             | 2,285         | 313           | -              | -            |
| Other creditors                 |             | 1,128         | 911           | -              | -            |
| Accruals and deferred income    |             | 3,199         | 4,145         | -              | -            |
| Corporation tax liability       | 10          | 330           | 172           | -              | -            |
|                                 |             | <u>16,095</u> | <u>18,313</u> | <u>-</u>       | <u>-</u>     |
| <b>Due after one year</b>       |             |               |               |                |              |
| Loans and borrowings            | 18          | <u>27,724</u> | <u>44,357</u> | <u>-</u>       | <u>-</u>     |

Included within accrued expenses is an accrued sum in relation to an ongoing claim, the value of which, is not being disclosed due to the sensitivity of the balance.

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**Loans and borrowings**

|   | <b>Group</b>  |               | <b>Company</b> |              |
|---|---------------|---------------|----------------|--------------|
|   | <b>2022</b>   | <b>2021</b>   | <b>2022</b>    | <b>2021</b>  |
|   | <b>£ 000</b>  | <b>£ 000</b>  | <b>£ 000</b>   | <b>£ 000</b> |
| <b>Current loans and borrowings</b>     |               |               |                |              |
| Bank borrowings                         | 2,283         | 9,490         | -              | -            |
| Bank overdrafts                         | -             | 115           | -              | -            |
| Other borrowings                        | 1,465         | 677           | -              | -            |
|   | <u>3,748</u>  | <u>10,282</u> | <u>-</u>       | <u>-</u>     |
| <b>Non-current loans and borrowings</b> |               |               |                |              |
| Bank borrowings                         | 22,554        | 40,381        | -              | -            |
| Other borrowings                        | 5,170         | 3,976         | -              | -            |
|   | <u>27,724</u> | <u>44,357</u> | <u>-</u>       | <u>-</u>     |

Included in bank borrowings and other borrowings is £Nil (2021 - £19,193,000) due to be paid after five years in instalments.

Bank borrowings and other borrowings are secured on the aircraft owned by the group. Specialist Aviation Services Group

Limited, Specialist Aviation Services Limited and European Support Centre BV are guarantors to the loans held by other group companies.

**SPECIALIST AVIATION SERVICES GROUP LIMITED****NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2022**

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**Share capital****Allotted, called up and fully paid shares**

|                            | 2022    |       | 2021    |       |
|----------------------------|---------|-------|---------|-------|
|                            | No. 000 | £ 000 | No. 000 | £ 000 |
| Ordinary shares of £1 each | 6,673   | 6,673 | 6,673   | 6,673 |

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**Reserves****Profit and loss account**

This reserve includes cumulative retained profits and losses after distributions by way of dividends. At 31 December 2022 the group had £3,321,000 retained earnings of £ (2021 - retained deficit of £673,000), of which £1,498,000 is undistributable (2021 - £1,501,000). Undistributable reserves relate to aircraft held at valuation under previous UK GAAP. On transition to FRS 102 the group opted to treat such valuations as deemed cost. The undistributable amount of retained earnings will become distributable as these revaluation gains are realised, either through excess depreciation or aircraft disposal.

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**Pension and other schemes****Defined contribution pension scheme**

The group operates a defined contribution pension scheme. The pension cost charge for the year represents contributions payable by the group to the scheme and amounted to £549,000 (2021 - £590,000).

Pension scheme contributions totalling £74,000 (2021 - £52,000) were payable to the schemes at the end of the year and are included in creditors.

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2022**

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**22**

**Commitments**

**Capital commitments**

The Group has contracted, but not provided in the financial statements, for the purchase of a number of new helicopters from Augusta Westland for £Nil (2021 - £7,397,000). The Group has orders and options on AW169 aircraft, a state of the art medium twin helicopter, designed with the utility market and emergency services sector in mind. The aircraft was certified in 2015, and the Group will take delivery of these aircraft over a number of years.

Additionally in the current year the Group has contracted, but not provided for in the financial statements, for the purchase of aircraft parts of £nil (2021: £376,000).

**Financial guarantees**

Specialist Aviation Services Group Limited, Specialist Aviation Services Limited and European Support Centre BV are guarantors to the loans held by other group companies.

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**Related party transactions**

**Summary of transactions with key management**

Key management personnel are considered to be the directors of the company and key management personnel compensation is disclosed in note 9 to the financial statements.

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**Control**

The Company's immediate parent is Hawkfield Corporation N.V., incorporated in Curacao.

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**Obligations under operating leases**

The total of future minimum lease payments is as follows:

|   | <b>2022</b>  | <b>2021</b>  |
|---|--------------|--------------|
|   | <b>£ 000</b> | <b>£ 000</b> |
| Not later than one year                           | 406          | 463          |
| Later than one year and not later than five years | 1,188        | 1,576        |
| Later than five years                             | 1,636        | 1,757        |
|   | <u>3,230</u> | <u>3,796</u> |

The amount of non-cancellable operating lease payments recognised as an expense during the year was £423,000 (2021 - £529,000).

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