

Registered number 03902499

Bellatrix Ship Management Group Limited

Annual report and financial statements

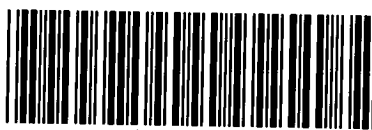
For the year ended 31 December 2020

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Contents	Page
Directors and Advisors	1
Strategic report	2
Directors' report	4
Independent Auditor's Report	6
Profit and loss account	10
Balance sheet	11
Statement of changes in equity	12
Notes to the financial statements	13

Bellatrix Ship Management Group Limited

Directors and Advisors

Directors

Deborah Grimason
Matthew Archibald Dunlop

Company Secretary

Deborah Grimason

Registered Office

1st Floor
63 Queen Victoria Street
London
EC4N 4UA

Registered number 03902499

Auditor

Deloitte LLP
110 Queen Street
Glasgow
United Kingdom
G1 3BX

Bankers

Citibank NA
Citigroup Centre
Canada Square
Canary Wharf
London E14 5LB

Bellatrix Ship Management Group Limited

Strategic report

Principal Activity

Bellatrix Ship Management Group Limited is a company incorporated in the UK and registered in England & Wales (Registered No. 03902499). The Company is a wholly owned subsidiary of AI Mistral TopCo Limited, and the Directors are of the opinion that the Company ultimately is majority owned and controlled by the GPE VIII private equity funds managed by Advent International Corporation ("Advent").

Business Review

The Company's principal activity is that of an investment holding company investing in subsidiaries that provide ship management services, including the provision and management of marine officers and ratings. The core activities of technical ship management and crew management remain at the forefront of the Group's business.

Loss before tax for the year was £985 (2019: profit before tax of £612,375). Operating expenditure was down by £18,960 primarily due to a swing in the transaction FX that moved from a charge in 2019 to a credit in 2020. No dividends were received in the year (2019: £760,945) from its investments in subsidiary companies. In the prior year, the Company recognised a loss of £100,100 relating to the disposal of V.Ships (Liverpool) Limited and V.Offshore (IOM) Limited, along with profit on disposal of VGG Sweden AB of £8,467 (2020: nil). In addition to this, in the prior year a total impairment charge of £37,897 for impairment in carrying value of investment in VGG India Pvt Ltd and Seaways Marine & Offshore consulting Pte Ltd was recognised (2020: nil).

The management and reporting of KPIs is undertaken at Group level. For this reason, the Company's directors believe that further key performance indicators for the Company are not necessary or appropriate for understanding the development, performance or position of the business. Information on management and reporting of risk and KPIs, which does not form part of the Company's annual report, can be found in the Group annual report of AI Mistral TopCo Ltd. Financial statements for this company can be obtained from 63 Queen Victoria Street, 1st floor, London EC4N 4UA.

Principal risks and uncertainties

The Directors do not consider there to be any significant risks to the operation of the Company as a holding company. The Company does not hold or issue derivatives and other financial instruments for speculative purposes.

Going concern

The Directors have considered the Company's profit and loss and cash flow forecasts for the period extending beyond twelve months from the date of signing these financial statements. The Directors of the Company are satisfied that the forecasts and projections, taking account of reasonably possible changes in trading performance and the current funds available to the Company and its subsidiaries, indicate that the Company is able to continue in operational existence for the foreseeable future. For this reason, the Company continues to adopt the going concern basis.

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

Under section 172(1) of the Companies Act 2006, the Board has a duty to act in good faith and in a way that would be most likely to promote the success of the Company for the benefit of its shareholder whilst having regard to matters set out in S172(1) (a-f) of the Act:

- (a) the likely long term consequences of decisions;
- (b) the interest of the Company's employees;

Bellatrix Ship Management Group Limited

Strategic report (continued)

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

- (c) the need to foster the Company's business relationships with suppliers, customers and others;
- (d) the impact of the Company's operations on the community and the environment;
- (e) the desirability of the Company maintaining a reputation for high standards of business and conduct; and
- (f) the need to act fairly as between the Company's owners.

To discharge their section 172(1) duties the Board had regard to the factors set out above in making the principal decisions taken by the Company.

The Company is an intermediate holding company, has no employees, external customers or suppliers, therefore the Board primarily considers the interests of its sole member, AI Mistral TopCo Limited (the Company into which the results of the Group are consolidated) with regard to performing their duties under S172(1). All Board decisions made during the year were made to promote the long term success of both the Company and its ultimate parent company and were in line with the strategic goals and objectives of the Group.

Current and future developments

The Company will continue to act as an intermediate holding company. The Company has assessed its subsidiaries' trading performance and their ability to pay dividends for a period of 12 months after the date of approval of these financial statements.

Global GHG emissions and energy use for the period

The Company has not exceeded 40,000 kWh of consumption of energy from gas and electricity and is thus exempt from further disclosures.

Approved by the Board of Directors and signed on behalf of the Board



Deborah Grimason
Director
30 September 2021

Bellatrix Ship Management Group Limited

Directors' report

The Directors present their annual report together with the audited financial statements for Bellatrix Ship Management Group Limited ("the Company") for the year ended 31 December 2020. As explained in note 1(a), the Company has taken advantage of exemptions available from the requirements to prepare consolidated financial statements. These financial statements therefore present the results of the Company only and not those of its Group.

Directors

The Directors who held office during the year and to date were:

Deborah Grimason
Matthew Archibald Dunlop

Directors' indemnities

The Company has granted an indemnity to its directors (which extend to the performance of any duties as a director of any associated company) against liability in respect of proceedings brought by third parties, subject to the conditions set out in the Companies Act 2006. Such a qualifying third party indemnity provision remains in force as at the date of approving the Directors' Report.

Dividends

During the current year, the Directors declared dividend payments totaling £565,064 (2019: nil), of which £465,064 was settled in cash and the remaining £100,000 offset against outstanding intercompany debt. No dividends have been proposed subsequent to the balance sheet date.

Accounting framework

The financial statements are prepared under Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and have taken advantage of the disclosure exemptions allowed under this standard as detailed in Note 1.

Environment

The Company recognises the importance of its environmental responsibilities, monitors its impact on the environment, and designs and implements policies to mitigate any adverse impact that might be caused by its activities. Initiatives aimed at minimising the Company's impact on the environment include recycling and reducing energy consumption.

Post balance sheet events

There are no post balance sheet date events.

Matters included in the Strategic Report

Details of the business activities and review of developments, going concern and principal risks and uncertainties, can be found in the Strategic Report on page 3 and form part of this report by cross-reference.

Auditor

In accordance with section 386 of the Companies Act 2006, a resolution to dispense with the obligation to appoint an auditor annually has been passed. Accordingly, Deloitte LLP will continue in office as auditor, having expressed their willingness to do so.

Bellatrix Ship Management Group Limited

Directors' report (continued)

Risk management

The Directors do not consider there to be any significant risks to the operation of the Company as a holding company.

Directors' responsibilities statement

The Directors are responsible for preparing the annual 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), including FRS 102 "The Financial Reporting Standard Applicable in the UK and Republic of Ireland". Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the Directors are required to:

- select suitable accounting policies 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.

Disclosure of information to auditor

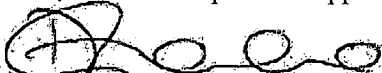
Each of the persons who is a director at the date of approval of this report confirms that:

so far as the Director is aware, there is no relevant audit information of which the Company's auditor is not aware; and

the Director has taken all the steps that he/she ought to have taken as a director in order to make himself/herself aware of any relevant audit information and to establish that the Company's auditor is aware of that information; and

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

This Directors Report was approved by the Board of Directors and signed on behalf of the Board



Deborah Grimson

Director

30 September 2021

Bellatrix Ship Management Group Limited

Independent auditor's report to the members of Bellatrix Ship Management Group Limited

Report on the audit of the financial statements

Opinion

In our opinion the financial statements of Bellatrix Ship Management Group Limited (the 'Company'):
give a true and fair view of the state of the Company's affairs as at 31 December 2020 and of its profit for the year then ended;
have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland"; and
have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the income statement;
- the statement of financial position;
- the statement of changes in equity;
- the related notes 1 to 13; and
- appendix 1.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

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's responsibilities for the audit of the financial statements section of our report.

We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the Financial Reporting Council's (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 Directors' 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 financial statements are 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.

Bellatrix Ship Management Group Limited

Independent auditor's report to the members of Bellatrix Ship Management Group Limited (continued)

Report on the audit of the financial statements (continued)

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The Directors are responsible for the other information contained within the annual report. 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.

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 course of 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 this gives rise to a material misstatement in the financial statements themselves. 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.

Responsibilities of directors

As explained more fully in the Directors' responsibilities statement, 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 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 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.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Bellatrix Ship Management Group Limited

Independent auditor's report to the members of Bellatrix Ship Management Group Limited (continued)

Report on the audit of the financial statements (continued)

Extent to which the audit was considered 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 Company's industry and its control environment, and reviewed the Company'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 frameworks that the Company 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. These included UK Companies Act and relevant tax legislation; and
- do not have a direct effect on the financial statements but compliance with which may be fundamental to the Company'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 organisation 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 judgements made in making 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 misstatement due to fraud;
- enquiring of management and in-house legal counsel 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.

Bellatrix Ship Management Group Limited

Independent auditor's report to the members of Bellatrix Ship Management Group Limited (continued)

Report on other legal and regulatory requirements

Opinions on other matters 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 the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
the strategic report and the Directors' report have been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified any material misstatements in the strategic report or the Directors' report.

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required to report in respect of the following matters if, in our opinion:

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

We have nothing to report in respect of these matters.

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 independent 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.



Paul Hazelton CA (Senior statutory auditor)

For and on behalf of Deloitte LLP

Statutory Auditor

Glasgow, United Kingdom

30 September 2021

Bellatrix Ship Management Group Limited

Profit and loss account

For the year ended 31 December 2020

	Notes	2020 £	2019 £
Administrative expenses		(100)	(19,040)
Operating loss		(100)	(19,040)
Finance costs		(885)	-
Investment income	4	-	760,945
Profit on disposal of subsidiary		-	8,467
Loss on disposal of subsidiaries		-	(100,100)
Impairment of investment in subsidiaries		-	(37,897)
(Loss)/profit before taxation	3	(985)	612,375
Tax (charge)/credit	5	(873)	1,426
(Loss)/profit for the year		<u>(1,858)</u>	<u>613,801</u>

The Directors consider that all results derive from continuing operations.

In both the current and preceding financial years, there was no other comprehensive income other than that dealt with in the profit and loss account above. Accordingly, no Statement of Comprehensive Income is presented.

The notes on pages 13 to 21 form part of these financial statements.

Bellatrix Ship Management Group Limited

Balance sheet

At 31 December 2020

	Notes	£	2020 £	£	2019 £
Fixed assets					
Investments in subsidiaries	7	147,385		147,385	
			147,385		147,385
Current assets					
Debtors	8	33,646		594,350	
Cash at bank and in hand		2,428		14,429	
		36,074		608,779	
Creditors: amounts falling due within one year	9	(10,917)		(16,700)	
Net current assets			25,157		592,079
Net assets			172,542		739,464
Capital and reserves					
Called-up share capital	10		50		50
Profit and loss account			168,817		735,739
Currency translation reserve			3,675		3,675
Shareholder's funds			172,542		739,464

The notes on pages 13 to 21 form part of these financial statements.

The financial statements of Bellatrix Ship Management Group Limited (registered number 03902499) were approved by the Board of Directors and authorised for issue on 30 September 2021.

They were signed on its behalf by:



Deborah Grimason
Director

Bellatrix Ship Management Group Limited

Statement of changes in equity

For the year ended 31 December 2020

	Called-up share capital	Currency translation reserve	Profit and loss account	Total
	£	£	£	£
At 1 January 2019	50	3,675	121,938	125,663
Profit for the financial year and total comprehensive income	-	-	613,801	613,801
At 31 December 2019	50	3,675	735,739	739,464
Loss for the financial year and total comprehensive income	-	-	(1,858)	(1,858)
Dividends (note 6)	-	-	(565,064)	(565,064)
As 31 December 2020	50	3,675	168,817	172,542

The notes on pages 13 to 21 form part of these financial statements.

Bellatrix Ship Management Group Limited

Notes to the financial statements

Year ended 31 December 2020

1. Accounting policies

(a) Basis of preparation

Bellatrix Ship Management Group Limited is a private company limited by shares incorporated in the United Kingdom under the Companies Act 2006 and is registered in England and Wales. The Company's registered office is shown on page 2.

These financial statements have been prepared in accordance with Financial Reporting Standard 102 ("FRS 102") "Reduced Disclosure Framework" and are prepared on a historical cost basis.

The functional currency of the Company is considered to be pounds sterling because that is the currency of the primary economic environment in which the currency operates.

The Company meets the definition of a qualifying entity under FRS 102 and has therefore taken advantage of the disclosure exemptions available to it in respect its separate financial statements. The Company is consolidated in the financial statements of its ultimate parent, AI Mistral TopCo Limited, which may be obtained at 1st floor, 63 Queen Victoria Street, London EC4N 4UA. Exemptions have been taken in these separate Company financial statements in relation to financial instruments, capital management, presentation of comparative information in respect of certain assets, presentation of a cash flow statement, standards not yet effective, impairment of assets and related party transactions.

(b) Going concern

The Directors have considered the Company's profit and loss and cash flow forecasts for the period extending beyond twelve months from the date of signing these financial statements. The Directors of the Company are satisfied that the forecasts and projections, taking account of reasonably possible changes in trading performance and the current funds available to the Company and its subsidiaries, indicate that the Company is able to continue in operational existence for the foreseeable future. For this reason, the Company continues to adopt the going concern basis.

(c) Investment income

Investment income is recognised when the paying company recognises the liability to pay a dividend and such dividend has been approved by the paying Company's shareholders.

(d) Investments in subsidiaries

Investments in subsidiary companies and participating interests are stated at cost less any provision for impairment in value.

(e) 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 substantively enacted by the balance sheet date.

Bellatrix Ship Management Group Limited

Notes to the financial statements (continued)

Year ended 31 December 2020

1. Accounting policies (continued)

(e) Taxation (continued)

Deferred tax 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.

Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date that are expected to apply to the reversal of the timing difference. Deferred tax relating to non-depreciable property measured using the revaluation model and investment property is measured using the tax rates and allowances that apply to sale of the asset. In other cases, the measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Where items recognised in other comprehensive income or equity are chargeable to or deductible for tax purposes, the resulting current or deferred tax expense or income is presented in the same component of comprehensive income or equity as the transaction or other event that resulted in the tax expense or income.

(f) Functional and foreign currencies

The financial statements are prepared in pound Sterling because that is the currency of the primary economic environment in which the Company operates.

Transactions in foreign currencies are translated at the exchange rate ruling at the date of the transaction. Monetary assets and liabilities in foreign currencies are translated at the rates ruling at the balance sheet date, and all resulting exchange differences are dealt with through the profit and loss account.

(g) Financial Instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument.

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities.

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.

Bellatrix Ship Management Group Limited

Notes to the financial statements (continued)

Year ended 31 December 2020

1. Accounting policies (continued)

(h) Impairment of assets

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.

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.

Non-financial assets

An asset 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.

Where indicators exist for a decrease in impairment loss, the prior impairment loss is tested to determine reversal. An impairment loss is reversed on an individual impaired 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.

Financial assets

For financial assets carried at amortised cost, the amount of 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.

Bellatrix Ship Management Group Limited

Notes to the financial statements (continued)

Year ended 31 December 2020

2. Critical accounting judgements and key sources of estimation uncertainty

In the application of the Company's accounting policies, which are described in note 1, the Directors are required to make judgements, estimates and assumptions about 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.

Critical judgements in applying the Company's accounting policies

The Directors have not made any other critical judgements in the process of applying the Company's accounting policies which have a significant effect on the amounts recognised in the financial statements.

Key sources of estimation uncertainty

The key assumptions concerning the future, and other key sources of estimation uncertainty at the balance sheet date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below.

Carrying value of investments in subsidiaries

Management consider each period whether there is any indication of impairment in relation to investments in subsidiaries. As at 31 December 2020, no such indicators were identified in the current year. In considering impairment indicators, management utilise the Group value-in-use calculation. The value-in-use calculations were based on projected cash flows, derived from the latest budget approved by the Board of the Group, discounted at CGU specific, risk-adjusted, discount rates to calculate their net present value.

Significant judgements include the appropriate discount rate to use. Significant estimates include an estimate of future cash flows of the Group and future growth of the business.

At 31 December 2020, the value-in-use of the investment in the Group exceeds its carrying value, after making provision for impairments. The Directors conducted a sensitivity analysis against normal and stressed conditions which indicate that even with no future growth of the business, the carrying value of the investment in subsidiaries would not be further impaired.

Bellatrix Ship Management Group Limited

Notes to the financial statements (continued)

Year ended 31 December 2020

3. (Loss)/profit before taxation

(a) Auditor's remuneration

During the year, the Company was charged £Nil (2019: £Nil) in respect of their services by other Group companies.

Analysis of the Auditor's remuneration is as follows:-	2020	2019
	£	£
Audit of the Company's financial statements	5,500	5,500
	<u>5,500</u>	<u>5,500</u>
Total audit fees	<u>5,500</u>	<u>5,500</u>

There were no non-audit service fees payable in the current or prior year.

(b) Employees

The Company had no employees during the year (2019: nil).

(c) Directors' remuneration

No emoluments were paid directly to the Directors during the year (2019: £nil) in respect of their services to the Company. All directors' emoluments were paid by other Group companies.

4. Investment income

	2020	2019
	£	£
Dividends from subsidiaries	-	760,945
	<u>-</u>	<u>760,945</u>
	<u>-</u>	<u>760,945</u>

5. Tax on (loss)/profit

	2020	2019
	£	£
The taxation charge comprises:-		
Corporation tax credit in respect of current year	-	(2,425)
Prior year adjustment	(823)	627
	<u>(823)</u>	<u>(1,798)</u>
Deferred tax charge in respect of current year – reversal of temporary differences	1,895	372
Adjustments to deferred tax attributable to changes in tax rates and laws	(199)	-
	<u>1,696</u>	<u>372</u>
Total tax charge/(credit) for the year	<u>873</u>	<u>(1,426)</u>

Bellatrix Ship Management Group Limited

Notes to the financial statements (/continued)

Year ended 31 December 2020

5. Tax on profit (continued)

Factors affecting the tax charge/(credit) for the year:-

	2020 £	2019 £
(Loss)/Profit before tax	(985)	612,375
Tax (credit)/charge on profit at 19% (2019: 19%)	(187)	116,351
Effects of taxation on:-		
Income not taxable	-	(118,360)
Current loss not recognised for deferred tax	187	-
Deferred tax asset no longer recognised	1,895	-
Effect of deferred tax rate change	(199)	-
Effect of adjustments relating to prior years	(823)	627
Effect of deferred tax balances due to change in Income tax rate	-	(44)
Total tax charge/(credit)	873	(1,426)

The 2016 Finance Bill announced a reduction in the main rate of corporation tax from 19% to 17 % from 1 April 2020.

However, in the March 2020 Budget it was announced that the reduction will not occur and the Corporation Tax Rate will be held at 19%. The March 2021 Budget announced a further increase to the main rate of corporation tax to 25% from April 2023.

The corporation tax rate used for tax on profit on ordinary activities is the main rate of UK corporation tax for the year ended 31 December 2020 of 17% (2019: 19%).

6. Dividends

During the current year the Directors declared £565,064 of dividends, of which £465,064 was settled in cash and the remaining £100,000 offset against outstanding intercompany debt (2019: £Nil). This is equivalent to £5,651 per share (2019: £Nil per share).

Bellatrix Ship Management Group Limited

Notes to the financial statements (continued)

Year ended 31 December 2020

7. Investment in subsidiaries

Shares in subsidiary undertakings at 31 December 2020 were:

	Country of Incorporation	Principal Activity	Ownership %
VGG (India) Pvt Ltd	India	Crew Management	100%
Marlins Maritime Training Foundation (India) *	India	Training	100%
Murray Fenton (India) Surveyors Pvt Ltd *	India	Marine Audit & Survey	100%
V.Ships Offshore Asia Pte Ltd	Singapore	Crew Management	100%
Seaways Marine & Offshore Consulting Pte Ltd **	Singapore	Marine Consultancy	100%
V.Ships Offshore Ukraine	Ukraine	Crew Management	100%

* Denotes interest not held directly by Bellatrix Ship Management Group Limited

** In process of being dissolved

A complete list of the subsidiaries held by the Company as of 31 December 2020 is included in Appendix 1 of the report.

Investment in subsidiary undertakings at cost less provision for impairment at 31 December:

	Share Class	2020 £	2019 £
Subsidiary undertakings			
VGG (India) Pvt Limited	Ordinary	119,289	119,289
V.Ships Offshore Asia Pte Ltd	Ordinary	25,847	25,847
VGG Services Limited (note 7(a))	Ordinary	-	37,896
Seaways Marine & Offshore Consulting Pte (note 7(a))	Ordinary	1	1
V.Ships Offshore Ukraine	Ordinary	2,249	2,249
		<hr/>	<hr/>
At cost		147,386	185,282
		<hr/>	<hr/>
Provisions for impairment (note 7(a))		(1)	(37,897)
		<hr/>	<hr/>
Net book Value		147,385	147,385
		<hr/>	<hr/>

- (a) In 2019, provisions for impairment in carrying value of investments in VGG Services Limited and Seaways Maritime & Offshore Consulting Pte Ltd were made in full, as both companies were in the process of being dissolved as at 31 December 2019. VGG Services Limited was dissolved on 24 February 2020. Seaways Maritime & Offshore Consulting Pte Ltd remains in the process of being dissolved as at 31 December 2020.

Bellatrix Ship Management Group Limited

Notes to the financial statements (continued)

Year ended 31 December 2020

8. Debtors

	2020 £	2019 £
Amounts falling due within one year:		
Deferred tax (note 11)	-	1,696
Corporation tax receivable	3,248	2,425
Amounts owed by parent company	30,398	125,155
Amounts owed by subsidiary	-	465,074
	<u>33,646</u>	<u>594,350</u>

Amounts owed by parent company comprise advance loan payments made to date. These loans are unsecured interest free and repayable on demand.

9. Creditors: amounts falling due within one year

	2020 £	2019 £
Amounts owed to Group companies	5,417	10,162
Deferred consideration	-	1,038
Intercompany accrued expenses	5,500	5,500
	<u>10,917</u>	<u>16,700</u>

Amounts owed to Group companies are unsecured, interest free and repayable on demand. Amounts owed to subsidiaries are also unsecured, interest free and repayable on demand.

10. Called-up share capital

	2020 £	2019 £
Authorised:		
100,000 Ordinary shares of US\$1 each	<u>50,000</u>	<u>50,000</u>
Called-up, issued and fully paid:		
100 Ordinary shares of US\$1 each	<u>50</u>	<u>50</u>

The Company has one class of capital which carries no right to fixed income. The Directors consider share capital to represent the capital of the business.

Bellatrix Ship Management Group Limited

Notes to the financial statements (continued)

Year ended 31 December 2020

11.	Deferred tax	2020	2019
		£	£
	Analysed as:		
	Accelerated capital allowances	-	1,696
		<u> </u>	<u> </u>
	Opening provision	1,696	2,068
	Deferred tax charge - current year	(1,696)	(372)
		<u> </u>	<u> </u>
	Closing deferred tax asset (note 8)	-	1,696
		<u> </u>	<u> </u>

12. Related party transactions

The Company is included within the consolidated financial statements of AI Mistral TopCo Limited which are publicly available (see note 13). Consequently, the Company is exempt under the terms of FRS 102 Section 33.1A from disclosing related party transactions with entities that form part of that Group.

Transactions between AI Mistral TopCo Limited and its related parties and a statement of substantial shareholdings in AI Mistral TopCo Limited are included in that company's consolidated financial statements.

13. Parent company and ultimate controlling party

The Company is a wholly owned subsidiary of Vouvray Acquisition Limited, incorporated in the United Kingdom.

The ultimate holding and controlling company is AI Mistral & CY SCA, incorporated in Luxembourg. AI Mistral TopCo Limited, a 100% owned subsidiary of AI Mistral & CY SCA, is the largest and smallest group into which the results of the company are consolidated. Copies of the publicly available consolidated financial statements of AI Mistral TopCo Limited can be obtained from its registered office at 1st Floor, 63 Queen Victoria Street, London, EC4N 4UA.

The Directors are of the opinion that the Company ultimately is majority owned by the GPE VIII private equity funds managed by Advent International Corporation ("Advent").

Bellatrix Ship Management Group Limited

APPENDIX 1

Details of subsidiaries directly held by the Company as at 31 December 2020

VGG (India) Pvt Ltd

Windsor Corporate Park, 3rd Floor, Goregaon, Mumbai, Maharashtra, India

V.Ships Offshore Asia Pte Ltd

300 Beach Road #21-03/06, The Concourse, Singapore 199555

Seaways Marine & Offshore consulting Pte Ltd

300 Beach Road #21-03/06, The Concourse, Singapore 199555

V.Ships Offshore Ukraine

Uspenska Street, 39/1, Odesa, Odessa Oblast, Ukraine, 65000