Annual Report and Financial Statements

For the 15 months ended 31 March 2015

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ANNUAL REPORT AND FINANCIAL STATEMENTS 2015

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OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS

A Cicero

L Inigo Moreno-Ventas

J Drummond

(Resigned 8 September 2014)

SECRETARY

Babcock Corporate Secretaries Limited

L Inigo Moreno Ventas

(Appointed 12 November 2014) (Resigned 12 November 2014)

REGISTERED OFFICE

33 Wigmore Street London England WIU IQX

BANKERS

Bank of Scotland Corporate 21/2 Devonshire Square London EC2M 4BA

SOLICITORS

Ashurst LLP 5 Appold Street London EC2A 2HA

INDEPENDENT AUDITORS

PricewaterhouseCoopers LLP 2 Glass Wharf **Bristol** BS2 0FR

STRATEGIC REPORT

The directors, in preparing this Strategic Report, have complied with s414C of the Companies Act 2006.

BUSINESS REVIEW

The principal activity of the company during the period was to act as a holding company.

The loss for the financial period amounted to £14.1 million (2013: £15.3 million) and was in line with expectations. The position of the company at the period end is shown in the balance sheet on page 9. As noted in in note 7 the company has increased its shareholding in Bond Helicopters Europe Limited during the period. The consideration was £105,663,000 in the form of ordinary shares issued (see note 12). The directors do not recommend the payment of a dividend (2013: £nil).

CHANGE IN OWNERSHIP AND YEAR END

On 16 May 2014, Babcock International PLC acquired the entire share capital of Avincis Mission Critical Services Topco Limited from World Helicopters S.a.r.l. and became the new ultimate parent company.

Following the acquisition the year end for the company has been changed to 31 March. Accordingly, the figures presented as part of the current period financial statements are for the 15 months ended 31 March 2015 and are not directly comparable to the prior year figures.

KEY PERFORMANCE INDICATORS ("KPI")

The main KPI of the company is profit or loss for the financial period. In the 15 months to 31 March 2015 the company recorded a loss of £14.1m (2013: £15.3m) which was in line with expectations.

PRINCIPAL RISKS AND UNCERTAINTIES

Financial risk management objectives and policies

All treasury transactions are carried out only with other group undertakings or prime rated counter-parties. Financial Risk is managed in accordance with Group policies and procedures which are discussed on pages 44 to 46 and Note 2 of the annual report of Babcock International Group PLC, which does not form part of this report. The financial statements are available at Babcock International Group PLC, 33 Wigmore Street, London, England, WIU 1QX.

GOING CONCERN AND FUTURE DEVELOPMENTS

In preparing the financial statements, the directors have considered the proposed future reorganisation of the Group and have indicated that the company will cease trading and be wound up during the next financial year.

Accordingly the going concern basis of preparation is not appropriate and the financial statements have been prepared on a basis other than going concern as described in note 1 to the financial statements. No adjustments were necessary in the financial statements to adjust assets to their realisable values, to provide for liabilities arising from the decision or to reclassify fixed assets and long term liabilities as current assets and liabilities.

This report was approved by the Board of Directors on 21 December 2015 and signed on its behalf by:

L Inigo Moreno-Ventas

Director

DIRECTORS' REPORT

The directors present their report and the audited financial statements of the company for the period ended 31 March 2015. Figures for the previous period are for the year to 31 December 2013.

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The principal activity of the company during the period was to act as a holding company. A review of the company's business during the period, together with information on the company's risks and uncertainties and future developments are provided in the strategic report.

RESULTS AND DIVIDENDS

The loss for the financial period amounted to £14.1 million (2013: £15.3 million). The position of the company at the period end is shown in the balance sheet on page 9. The directors do not recommend the payment of a dividend (2013: £nil).

CHANGE IN OWNERSHIP AND YEAR END

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GOING CONCERN

In preparing the financial statements, the directors have considered the proposed future reorganisation of the Group and have indicated that the company will cease trading and be wound up during the next financial year.

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DIRECTORS

The directors who served the company during the period and up to the date of this report, are as shown on page 1.

DIRECTORS PROTECTION

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

DISCLOSURE OF IN FORMATION TO AUDITORS

In the case of each of the persons who are directors of the company at the date when this report is approved:

- so far as each of the directors is aware, there is no relevant audit information of which the company's auditor
 is unaware; and
- each of the directors has taken all the steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information.

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

DIRECTORS' REPORT

INDEPENDENT AUDITORS

During the period the auditors Deloitte LLP resigned as auditors and PricewaterhouseCoopers LLP were appointed auditors.

PricewaterhouseCoopers LLP have indicated their willingness to continue in office as the company's auditor and a resolution for their reappointment will be proposed at the forthcoming Annual General Meeting.

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

L Inigo Moreno-Ventas

Director

DIRECTORS' RESPONSIBILITIES STATEMENT

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

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent; and
- state whether applicable UK Accounting Standards have been followed subject to any material departures disclosed and explained in the financial statements
- 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.

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

L Inigo Moreno-Ventas Director

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF BOND AVIATION HOLDINGS II LIMITED

Report on the financial statements

Our opinion

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

- give a true and fair view of the state of the company's affairs as at 31 March 2015 and of its loss for the 15 month period (the "period") then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice;
- have been prepared in accordance with the requirements of the Companies Act 2006.

Emphasis of matter - Basis of preparation

In forming our opinion on the financial statements, which is not modified, we have considered the adequacy of the disclosure made in note 1 to the financial statements concerning the basis of preparation. Following the period end the Directors have indicated that the company will cease trading and be wound up during the next financial year. Accordingly, the going concern basis of preparation is no longer appropriate and the financial statements have been prepared on a basis other than going concern as described in note 1 to the financial statements. No adjustments were necessary in these financial statements to reduce assets to their realisable values, to provide for liabilities arising from the decision or to reclassify fixed assets and long-term liabilities as current assets and liabilities.

What we have audited

The financial statements, included within the Report and Financial Statements (the "Annual Report") comprise:

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

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

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

OPINION ON OTHER MATTER PRESCRIBED BY THE COMPANIES ACT 2006

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

OTHER MATTERS ON WHICH WE ARE REQUIRED TO REPORT BY EXCEPTION

Adequacy of accounting records and information and explanations received

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

- we have not received all the information and explanations we require for our audit; or
- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.

Directors' remuneration

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

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF BOND AVIATION HOLDINGS II LIMITED (continued)

RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS AND THE AUDIT

Our responsibilities and those of the directors

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

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

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

What an audit of financial statements involves

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

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

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

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

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

Duncan Strafford (Senior Statutory Auditor)

for and on behalf of PricewaterhouseCoopers LLP Chartered Accountants and Statutory Auditors

Bristol

PROFIT AND LOSS ACCOUNT For the period ended 31 March 2015

Note .		15 months to 31 March 2015 £'000	Year ended 31 December 2013 £'000
· 		. <u>-</u>	(158)
2		-	(158)
4 5		(14,102)	2,624 (22,310)
•		(14,102)	(19,844)
6			4,582
13		(14,102)	(15,262)
	2 4 5	2 4 5	to 31 March 2015 £'000 2 4 (14,102) (14,102)

All activities are derived from continuing operations.

There have been no recognised gains and losses for the current or the prior financial period other than as stated in the profit and loss account and, accordingly, no separate statement of total recognised gains and losses is presented.

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

BALANCE SHEETAs at 31 March 2015

	Note .		31 March 2015 £'000	31 December 2013 £'000
FIXED ASSETS	. •		÷ .	
Investments	7	ă.	273,250	167,587
	•	G.		
CURRENT ASSETS			,	
Debtors	8		956	1,141
Cash at bank and in hand				135
			956	1,276
CREDITORS: AMOUNTS FALLING DUE		•		-,
WITHIN ONE YEAR	9	• • •	-	(5)
NET CURRENT ASSETS			956	1,271
TOTAL ASSETS LESS CURRENT LIABILITIES			274,206	168,858
CREDITORS: AMOUNTS FALLING DUE	•	•		
AFTER MORE THAN ONE YEAR	10		(174,187)	(160,400)
NET ASSETS		•	109,019	8,458
CAPITAL AND RESERVES				
Called up share capital	. 12		38,388	38,388
Share premium account	12		105,663	-
Profit and loss account	13		(44,032)	(29,930)
TOTAL SHAREHOLDERS' FUNDS	14		100,019	8,458
			· • • • • • • • • • • • • • • • • • • •	

The financial statements of Bond Aviation Holdings II Limited (registered number 07527461) on pages 8 to 15 were approved by the Board of Directors and authorised for issue on 21 December 2015.

Signed on behalf of the Board of Directors

L Inigo Moreno-Ventas

Director

1. PRINCIPAL ACCOUNTING POLICIES

Basis of accounting

The financial statements have been prepared in accordance with the Companies Act 2006 and applicable United Kingdom accounting standards. The particular accounting policies adopted, which have been applied consistently throughout the current financial period and prior financial period, are described below. The financial statements have been prepared under the historical cost convention.

Going concern

In preparing the financial statements, the directors have considered the proposed future reorganisation of the Group and have indicated that the company will cease trading and be wound up during the next financial year. Accordingly the going concern basis of preparation is not appropriate and the financial statements have been prepared on a basis other than going concern. No adjustments were necessary in the financial statements to adjust assets to their realisable values, to provide for liabilities arising from the decision or to reclassify fixed assets and long term liabilities as current assets and liabilities.

Consolidation

The company has taken advantage of the exemption permitted by section 400 of the Companies Act 2006 and not produced consolidated financial statements as at 31 March 2015 as it was itself a wholly-owned subsidiary of Bond Aviation Holdings Limited. The ultimate holding company for which consolidated financial statements are produced is Babcock International Group PLC and the financial statements are publicly available from at 33 Wigmore Street, London, England, WI UQX. The financial statements therefore present information about the company as an individual undertaking and not about its group.

Cash flow statement

The directors have taken advantage of the exemption in Financial Reporting Standard No I (Revised 1996) from including a cash flow statement in the financial statements on the grounds that the company is a wholly-owned subsidiary of a company that prepares a cash flow statement.

Taxation

Current tax, including UK corporation tax and foreign 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.

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 have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more tax, with the following exception:

Deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underling timing differences can be deducted.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

Foreign currencies

Monetary assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of the transaction. Exchange differences are taken to the profit and loss account.

Investments

The investment in subsidiary undertakings in the company's balance sheet is stated at cost less provision for impairment. Directors assess the investments annually and at the end of each financial period, for any indication of impairment. Impairments are recognised in the profit and loss account in the period they occur and cannot exceed the value of the asset.

2. OPERATING LOSS

Operating loss is stated after charging/(crediting):

	15 months	Year ended
	to 31	31
	March	December
	2015	2013
	£'000	£'000
Auditors' remuneration – fees payable for the statutory audit of the financial statements	-	5
Net (profit)/loss on foreign currency transactions	· .	. 29

The auditors' remuneration in respect of the fees payable for the statutory audit of the financial statements totalling £5,000 was borne by another group undertaking and not recharged to the company during the 15 month period to 31 March 2015.

3. INFORMATION REGARDING DIRECTORS AND EMPLOYEES

There were no staff employed by the company during the financial period (2013: nil).

The directors are remunerated by other companies within the Group for their services to the group as a whole and it is not practicable to allocate their remuneration between individual entities.

4. INTEREST RECEIVABLE AND SIMILAR INCOME

	15 months	Year ended
	to 31	31
	March	December
	2015	. 2013
	£'000	£,000
	,	
Interest receivable from banks	•	1
Interest receivable from subsidiary undertakings	• -	2,623 ·
		
	-	2,624
\cdot		

5. INTEREST PAYABLE AND SIMILAR CHARGES

		15 months	r ear ended
	•	to 31	31
		March	December
	•	2015	2013
	•	£'000	£,000
			•
Interest payable on bank borrowing	•	· -	2,445
Interest payable to subsidiary undertakings	•	14,102	14,596
Amortisation of loan arrangement fees		-	5,269
•			
*.		14,102	22,310
•			1

6. TAX ON LOSS ON ORDINARY ACTIVITIES

		15 months to 31 March 2015 £'000	Year ended 31 December 2013 £'000
Current tax (a) Analysis of credit in the period:	, , , ,		
Payment received for group relief		· <u>-</u>	(4,582)
Tax credit on loss on ordinary activities	• .		(4,582)

(b) Factors effecting the current tax charge/ (credit).

The differences between the current tax shown above and the amount calculated by applying the standard effective rate of UK corporation tax to the loss before tax is as follows:

15 months to 31 March 2015 £'000	Year ended 31 December 2013 £'000
Loss on ordinary activities before taxation (14,102)	(19,844)
Tax on the loss on ordinary activities at the blended standard UK corporation tax rate of 21.40%(2013:23.25%) Difference between standard and actual tax rates Group relief surrendered to group companies Payment received for group relief surrendered (3,018)	(4,613) 31 4,582 (4,582)
Total charge/(credit) for the period	(4,582)

The main rate of corporation tax in the UK reduced from 21% to 20% on 1 April 2015. Further reductions to the main rate of tax to 19% and 18% effective from 1 April 2017 and 1 April 2020 respectively, were announced in the Summer Finance Bill 2015, which was substantively enacted on 25 October 2015. The forthcoming changes in the corporation tax rate in future years will not materially affect the future tax charge.

7. INVESTMENTS

	Shares in subsidiary undertakings £'000
Opening cost and net book value at 1 January 2014	167,587
Addition: Babcock Malta (Number Two) Limited	105,663
Disposal: Babcock Malta (Number Two) Limited	(105,663)
Addition: Bond Helicopters Europe Limited	105,663
Closing cost and net book value at 31 March 2015	273,250

The company has direct investments in the following subsidiary undertakings:

Company name	Country of incorporation	Principal activity	Holding	%
Bond Helicopters Europe Limited	UK .	Holding company	Ordinary shares	100

The company has indirect (wholly-owned by Bond Helicopters Europe Limited) investments in the following subsidiary undertakings:

Company name	Country of Incorporation	Principal activity	Holding	%
Bond Air Services Limited	UK	Helicopter services	Ordinary shares	100
Bond Air Services (Ireland) Limited	UK	Helicopter services	Ordinary shares	100
Bond Offshore Helicopters Limited	UK	Helicopter services	Ordinary shares	100
International Aviation Leasing Limited	UK	Aircraft leasing	Ordinary shares	100
Bond Aviation Leasing Limited	UK ·	Aircraft leasing	Ordinary shares	100
Bond European Aviation Leasing Limited	UK ·	Aircraft leasing	Ordinary shares	100
Babcock Malta (Number Two) Limited	Jersey	Holding company	Ordinary shares	100

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

8. DEBTORS

	 31 March 2015 £'000	31 December 2013 £'000
Amounts owed by group undertakings		1,141
	·	1,141
Amounts due after more than one year included above:		
Amounts owed by group undertakings	956	956

The amounts owed by group undertakings are unsecured, interest free and repayable on demand.

9. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	•				31 March 2015 £'000	31 December 2013 £'000
Accruals and deferred income				٠.	· <u>-</u>	5
		•	,		-	5

10. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

31 March 2015 £'000	31 December 2013 £'000
174,187	160,400
174,187	160,400
	£'000 174,187

Loans owed to group undertakings are unsecured, incur interest at 6.75% per annum and are not repayable in the foreseeable future.

11. RELATED PARTY TRANSACTIONS

The company is a 100% owned subsidiary of Bond Aviation Holdings Limited, which is registered in England and Wales, which is itself a 100% subsidiary of Babcock International Group PLC., which is a company registered in England and Wales. The company has taken advantage of the exemption of FRS 8 'Related Party Transactions' from disclosing transactions with other subsidiary undertakings wholly-owned within the Babcock International Group PLC group.

12. CALLED UP SHARE CAPITAL AND SHARE PREMIUM

	CALLED UP SHARE CAPITAL £'000	SHARE PREMIUM ACCOUNT £'000
Allotted, called up and fully paid		
At 1 January & 31 December 2013: 38,387,952 ordinary shares of £1 each	38,388	·
Issue of 100 ordinary shares of £1 each at a premium		105,663
At 31 March 2015: 38,388,052 ordinary shares of £1 each	38,388	105,663

During the period the company issued 100 ordinary shares of £1 each for a total consideration of £105,663,000.

13. PROFIT AND LOSS ACCOUNT

·	31 March	31 December
	2015	2013
	£'000	£,000
At the beginning of the period	(29,930)	(14,668)
Loss for the financial period	(14,102)	(15,262)
At the end of the period	(44,032)	(29,930)

14. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

2015 £'000	2013 £'000
Issue of ordinary shares at a premium (see note 12) Loss for the financial period 105,663 (14,102)	(15,262)
Net movement in shareholders' funds Opening shareholders' funds 91,561 8,458	(15,262) 23,720
Closing shareholders' funds 100,019	8,458

15. ULTIMATE PARENT COMPANY AND CONTROLLING PARTY

Bond Aviation Holdings Limited owns 100% of Bond Aviation Holdings II Limited's issued share capital and is considered to be its immediate parent company.

On 16 May 2014, Babcock International Group PLC acquired the entire share capital of Avincis Mission Critical Services Topco Limited from World Helicopters S.a.r.l. and became the new ultimate parent company and controlling party.

The largest and smallest group of undertakings for which group financial statements have been drawn up is that headed by Babcock International Group PLC, a company incorporated in England and Wales, the ultimate holding company. The financial statement are available at 33 Wigmore Street, London, England, WIU 1QX.

31 March 31 December